

**BINH DUONG PRODUCING AND  
TRADING CORPORATION**

No.: 19/TTr-HDQT

**SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness**

Ho Chi Minh City, June 08, 2026.

**PROPOSAL**

*Re: Approval of the Contents of the Regulations on Nomination, Candidacy, and  
Additional Election of Members to the Board of Directors and Members of the  
Supervisory Board of Binh Duong Producing and Trading Corporation*

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**To: 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
BINH DUONG PRODUCING AND TRADING CORPORATION**

- Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 (“Enterprise Law”);
- Pursuant to Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 (“Securities Law”);
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law, as amended and supplemented by Decree 245/2025/ND-CP issued by the Government and officially effective from September 11, 2025;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;
- Pursuant to the Charter on the organization and operation of Binh Duong Producing and Trading Corporation (“Corporation”) approved on April 29, 2024;
- Pursuant to the actual requirements in the governance and management of the Corporation;
- Pursuant to Resolution No. 15/NQ-HDQT dated 05/06/2026 of the Board of Directors of the Corporation.

The Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders for approval the contents of the Regulations on Nomination, Candidacy, and Additional Election of Members to the Board of Directors and Members of the Supervisory Board of the Corporation (*The Draft Regulations on Nomination, Candidacy, and Election of Members to the Board of Directors and Members of the Supervisory Board are attached to this Proposal*) to comply with the provisions of the 2020 Enterprise Law, the 2019 Securities Law, and the governance and management requirements of the Corporation.

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

Sincerely.

**Recipients:**

- As above;
- Members of the Board of Directors;
- Supervisory Board;
- Board of Management;
- Archive: Secretariat.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRPERSON**



**NGUYEN AN DINH**

## **REGULATIONS**

### **Nomination, Candidacy, and Election of Members to the Board of Directors and Supervisory Board for the 2024 - 2029 Term**

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- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 ("**Enterprise Law**");
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 ("**Securities Law**");
- Pursuant to the Charter on the organization and operation of Binh Duong Producing and Trading Corporation ("**Corporation**") approved on April 29, 2024;
- Pursuant to Resolution No. ..../NQ-HDQT dated ... of the Board of Directors of Binh Duong Producing and Trading Corporation.

## **Chapter I**

### **GENERAL PROVISIONS**

#### **Article 1. Purpose, Scope of Regulation, and Subjects of Application**

1. These Regulations are established to specifically stipulate the principles, methods of nomination, candidacy, and election to supplement one member of the Board of Directors (BOD) and one member of the Supervisory Board (SB) for the 2024 - 2029 term of Binh Duong Producing and Trading Corporation at the 2026 Annual General Meeting of Shareholders.

2. These Regulations apply to all shareholders holding shares of Binh Duong Producing and Trading Corporation (*as per the list finalized on May 19, 2026*).

#### **Article 2. Rights and Obligations of Shareholders and Authorized Representatives Attending the 2026 Annual General Meeting of Shareholders**

1. Each shareholder or authorized representative attending the Meeting shall receive one voting ballot for the Board of Directors and one voting ballot for the Supervisory Board, with the ballots clearly indicating the number of shares held by the shareholder or authorized representative and the corresponding voting rights to be used for the election.

2. Shareholders must comply with the conditions and procedures stipulated in these Regulations, as well as the guidance of the Election Committee and the Chairperson of the Meeting.

## **Chapter II**

### **REGULATIONS ON NOMINATING, CANDIDACY FOR BOARD OF DIRECTOR, SUPERVISORY BOARD 2024 – 2029 TERM**

#### **Article 3. Number, Term, and Qualifications of Board of Directors Members**

1. The number of additional members to be elected to the Board of Directors is one member.

2. The term of the additional member elected to the Board of Directors: The remaining duration of the 2024 - 2029 Board of Directors term.

3. Qualifications and Conditions for Members of the Board of Directors (BOD).

Members of the Board of Directors must meet the qualifications for BOD membership as stipulated in the Enterprise Law, the Corporation's Charter, internal governance regulations, and these Regulations, specifically:

a) Possess full civil act capacity and not fall under the categories specified in Clause 2, Article 17 of the Enterprise Law.

b) Possess professional qualifications and experience in business administration or in the field, industry, or business sector of the Corporation and are not necessarily required to be shareholders of the Corporation.

c) Be in good health, possess good moral character, honesty, integrity, and a sense of compliance with the law.

d) May concurrently serve as a member of the Board of Directors in a maximum of five other companies.

e) Must not be a family member of the General Director and other managers of the Corporation; of the manager, or the person authorized to appoint the manager of the parent company.

#### **Article 4. Number, Term, and Qualifications of Supervisory Board Members**

1. The number of additional members to be elected to the Supervisory Board is one member.

2. The term of the additional elected supervisor: The remaining term of the Supervisory Board 2024 - 2029.

3. Standards and conditions for members of the Supervisory Board.

Members of the Supervisory Board must meet the standards for being a member of the Supervisory Board as stipulated in the Enterprise Law, Securities Law, Company Charter, Internal Governance Regulations, and this Regulation, specifically:

a) Have full civil act capacity, not falling under the category specified in Clause 2, Article 17 of the Enterprise Law.

b) Be trained in one of the disciplines of economics, finance, accounting, auditing, law, business administration, or a discipline suitable to the business activities of the Corporation.

c) Supervisors must not be members or employees of the independent auditing firm that audits the financial statements of the Corporation for the preceding (03) three consecutive years.

d) Must not be a family member of a member of the Board of Directors, the General Director, and other managers;

đ) Must not hold managerial positions in the Corporation; must not work in the accounting or finance department of the Corporation; are not necessarily required to be shareholders or employees of the Corporation;

e) The Head of the Supervisory Board must hold a university degree or higher in one of the disciplines of economics, finance, accounting, auditing, law, business administration, or a discipline related to the business activities of the Corporation and must work full-time at the Corporation.

#### **Article 5. Right to Nominate and Stand for Election as a Member of the Board of Directors**

1. Shareholders holding common shares have the right to aggregate their voting rights to nominate and propose candidates for the Board of Directors.

2. The number of candidates each group has the right to nominate depends on the number of candidates decided by the General Meeting and the shareholding ratio of each group. Shareholders or groups of shareholders holding (as of the final registration date, May 19, 2026): from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to less than 80% may nominate up to seven (07) candidates; from 80% to less than 90% may nominate up to eight (08) candidates.

Self-nominated and nominated individuals (hereinafter referred to as candidates) must submit valid candidacy documents within the prescribed timeframe.

3. In the event that the number of candidates for the Board of Directors, through nomination and candidacy, remains insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the Company Charter and internal governance regulations until the required number of candidates is met. The procedure for the incumbent Board of Directors to introduce candidates must be clearly disclosed and approved by the General Meeting of Shareholders prior to the voting for Board of Directors members as per legal regulations.

#### **Article 6. Right to Nominate and Stand for Election as a Member of the Supervisory Board**

1. Shareholders holding common shares have the right to aggregate their voting rights to nominate and stand for election as candidates for the Supervisory Board.

2. The number of candidates each group is entitled to nominate depends on the number of candidates determined by the General Meeting and the shareholding ratio of each group. Shareholders or groups of shareholders holding (as of the Final Registration Date, May 19, 2026): from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates;

from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to less than 80% may nominate up to seven (07) candidates; from 80% to less than 90% may nominate up to eight (08) candidates.

3. In the event that the number of candidates for the Supervisory Board, through nomination and candidacy, remains insufficient, the incumbent Supervisory Board shall introduce additional candidates or organize nominations in accordance with the Company Charter and internal governance regulations until the required number of candidates is met. The procedure for the incumbent Supervisory Board to introduce candidates must be clearly disclosed and approved by the General Meeting of Shareholders prior to the voting for Supervisory Board members as per legal regulations.

#### **Article 7. Documents for Nomination and Candidacy for Election to the Board of Directors and Supervisory Board**

1. Documents for nomination and candidacy for election to the Board of Directors and Supervisory Board include:

- a) Application for candidacy or nomination of candidates to the Board of Directors and Supervisory Board (Form No. 1, Form No. 2);
- b) Curriculum vitae self-declared by the candidate with a photo attached;
- c) Certified copy of ID card/Citizen ID/Passport;
- d) Certified copy of permanent residence registration (or long-term temporary residence registration);
- e) Certified copies of degrees, diplomas, and certificates verifying educational and professional qualifications;
- g) Letter of Authorization and/or meeting minutes of the group (if the candidate is authorized by the group to stand for election).

2. Nomination and candidacy dossiers must be submitted to Binh Duong Producing and Trading Corporation no later than 5:00 PM, June 22, 2026, at the address: A128, 3/2 Street, Dong Tu Quarter, Lai Thieu Ward, Ho Chi Minh City, Vietnam. Phone: 0274.3755 243, email: info@protrade.com.vn.

In case the dossier is sent as a scanned copy, the original must be submitted before the commencement of the meeting.

### **Chapter III**

#### **ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS AND SUPERVISORY BOARD FOR THE 2024-2029 TERM**

##### **Article 8. Selection of Candidates**

Only nomination and candidacy dossiers that meet the nomination and candidacy conditions, and candidates who meet the conditions for membership of the Board of Directors and Supervisory Board, shall be included in the list of candidates for election to the Board of Directors and Supervisory Board announced at the General Meeting of Shareholders.

Based on the nominations and candidacies from shareholders, shareholder groups, and accompanying dossiers of candidates, the Board of Directors for the 2024 - 2029 term shall compile a list of candidates who meet the regulatory conditions for election to the Board of Directors and Supervisory Board.

#### **Article 9. Election Principles**

The election of members to the Board of Directors and Supervisory Board shall be conducted according to the following principles:

- Compliance with the current laws on enterprises in Vietnam.
- Ensuring transparency, democracy, and the legitimate rights of all shareholders.

#### **Article 10. Eligible Voters**

Eligible voters at the General Meeting of Shareholders are shareholders owning shares or persons authorized by shareholders owning shares to attend the meeting (*according to the finalized shareholder list as of May 19, 2026*) present at the General Meeting of Shareholders.

#### **Article 11. Form and Method of Election**

1. The election of members to the Board of Directors and Supervisory Board shall be conducted directly, by secret ballot at the meeting, using the cumulative voting method (stipulated in Clause 3, Article 148 of the Enterprise Law No. 59/2020/QH14).

2. After the General Meeting of Shareholders approves the list of candidates for the Board of Directors and Supervisory Board and the election procedures, each shareholder attending the meeting shall receive two ballots from the Organizing Committee: one for electing members to the Board of Directors and one for electing members to the Supervisory Board. Shareholders are responsible for verifying the information on the ballots and must immediately report any errors to the Organizing Committee.

3. The ballot shall clearly list the candidates in order A, B, C; shareholder code, number of shares owned/or represented, number of voting shares, with the official seal of the Corporation.

4. Each shareholder has a total number of voting rights corresponding to the total number of shares owned (including shares owned directly and shares authorized for ownership) multiplied by the number of members to be elected to the Board of Directors or Supervisory Board, specifically according to the following formula:

##### **a) Election of members to the Board of Directors.**

$$\text{Total Number of Voting Ballots} = \frac{\text{Total Number of Shares with Voting Rights}}{\text{Number of Members Elected to the Board of Directors}}$$

##### **b) Election of members to the Supervisory Board.**

$$\text{Total Number of Voting Ballots} = \frac{\text{Total Number of Shares with Voting Rights}}{\text{Number of Members Elected to the Supervisory Board}}$$



5. Shareholders have the right to allocate all their voting rights to one or several candidates, provided that the total number of votes cast for those candidates does not exceed the total number of votes they possess.

*(Detailed regulations are specified in the Voting Ballot Instructions)*

## **Article 12. Election Committee**

### **1. Election Committee.**

a) The Election Committee consists of 05 members, including 01 Head and 04 members, approved by the General Meeting of Shareholders based on the proposal of the Meeting.

b) Members of the Election Committee shall not be included in the list of nominees and candidates for the Board of Directors and the Supervisory Board.

2. The Election Committee must ensure honesty, objectivity, and confidentiality of information regarding vote counting and elections.

3. The Election Committee has the following duties:

a) To verify and announce the list of candidates for the Board of Directors and the Supervisory Board.

b) To submit the Election Regulations and election procedures to the General Meeting of Shareholders for approval.

c) To guide the voting process and organize the election for shareholders.

d) To distribute and collect election ballots.

e) To conduct vote counting, prepare the Vote Counting Record, and announce the vote counting results to the General Meeting of Shareholders.

f) To collaborate with the Chairperson of the meeting to review and resolve complaints and accusations regarding candidates and election results (if any) and report to the General Meeting of Shareholders for decision.

g) The Election Committee is fully responsible before the law and the General Meeting of Shareholders for compliance with these regulations and the accuracy of the vote counting results.

## **Article 13. Voting and Vote Counting**

1. Voting begins once the distribution of election ballots is completed and ends when the last shareholder casts their vote into the ballot box.

2. The Election Committee shall inspect the ballot box in the presence of the shareholders.

3. Vote counting must be conducted by the Election Committee in the vote counting room immediately after the voting concludes.

## **Article 14. Principles for Determining Election Results**

1. Elected members of the Board of Directors and the Supervisory Board are determined based on the number of votes from highest to lowest, starting with the candidate receiving the highest number of votes until the required number of members for the Board of Directors and the Supervisory Board is reached.



2. In the event that two or more candidates receive the same number of votes for the final member of the Board of Directors or the Supervisory Board, a re-election will be conducted among the candidates with equal votes, or selection will be made according to the criteria specified in the election regulations or the Company Charter.

#### **Article 15. Preparation and Announcement of the Vote Counting Record**

1. After vote counting, the Election Committee must prepare the Vote Counting Record.

2. The Vote Counting Record must include the following key contents:

- Total number of shareholders attending the meeting, total number of shareholders participating in the voting;
- The ratio of voting rights of shareholders participating in the voting compared to the total voting rights of shareholders attending the meeting (according to the cumulative voting method);
- The number and percentage of valid, invalid, and blank ballots;
- The number and percentage of voting rights for each candidate for the Board of Directors and the Supervisory Board;
- The list of elected members of the Board of Directors and the Supervisory Board is arranged in descending order of votes received.
- Signature of the Election Committee member.

3. The Vote Counting Record must be announced by the Head of the Election Committee before the General Meeting.

#### **Article 16. Right to Question**

Shareholders/authorized representatives of shareholders have the right to question and complain about the election and vote counting. The Chairperson of the meeting and the Election Committee are responsible for explaining and clarifying the issues raised by shareholders/authorized representatives of shareholders, and these shall be recorded in the Meeting Minutes of the General Meeting of Shareholders.

#### **Article 17. Effectiveness of the Regulations**

These regulations shall take effect immediately upon approval by the General Meeting of Shareholders and shall apply solely to the nomination, candidacy, and election of members of the Board of Directors and members of the Supervisory Board for the 2024-2029 term at the 2026 Annual General Meeting of Shareholders of Binh Duong Producing and Trading Corporation.

#### **Recipients:**

- General Meeting of Shareholders;
- Board of Directors, Supervisory Board;
- Archive: Office.

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

**NGUYEN AN DINH**

## APPENDIX

## GUIDELINES

**Completing Voting Ballot for the election of members to the Board of Directors  
and Supervisory Board of Binh Duong Producing and Trading Corporation for  
the 2024 - 2029 term**

**(Cumulative voting method)**

**1. Type of Voting Ballot**

- Voting Ballot for the Board of Directors and the Supervisory Board

**2. Voting**

- Cast votes for the Board of Directors and the Supervisory Board into the ballot box.

**3. Completing the Voting Ballot**

- Each shareholder has a total number of votes corresponding to the total number of shares with voting rights (including owned and authorized shares) multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board.

- The total number of votes for each shareholder is recorded on the Voting Ballot.

- Shareholders may allocate their total votes among all candidates or concentrate all their votes on one or several candidates, provided that the total votes for the candidates do not exceed the total number of votes recorded on the Voting Ballot.

**Example:** Assume the General Meeting of Shareholders votes to elect 9 members to the Board of Directors from a total of 10 candidates. Shareholder Nguyen Van A holds (including ownership and authorization) 1,000 shares with voting rights. Therefore, the total number of votes for shareholder Nguyen Van A is:

$$1,000 \times 9 = 9,000 \text{ votes for electing members to the Board of Directors.}$$

Shareholder Nguyen Van A may allocate votes as follows:

**Case 1: Shareholder Nguyen Van A evenly distributes his total votes among 9 candidates for the Board of Directors** (equivalent to each candidate receiving 1,000 votes)

Candidate Name	Number of Votes
1. Candidate 1	1,000
2. Candidate 2	1,000
3. Candidate 3	1,000
4. Candidate 4	1,000
5. Candidate 5	1,000
6. Candidate 6	1,000
7. Candidate 7	1,000
8. Candidate 8	0

9. Candidate 9	1,000
10. Candidate 10	1,000
<b>Total Number of Votes</b>	<b>9,000</b>

*Case 2: Shareholder Nguyen Van A concentrates all his total votes on one candidate*

<b>Candidate Name</b>	<b>Number of Votes</b>
1. Candidate 1	0
2. Candidate 2	0
3. Candidate 3	0
4. Candidate 4	9,000
5. Candidate 5	0
6. Candidate 6	0
7. Candidate 7	0
8. Candidate 8	0
9. Candidate 9	0
10. Candidate 10	0
<b>Total Number of Votes</b>	<b>9,000</b>

*Case 3: Shareholder Nguyen Van A allocates his votes among 10 candidates but not evenly*

<b>Candidate Name</b>	<b>Number of Votes</b>
1. Candidate 1	500
2. Candidate 2	1,000
3. Candidate 3	1,000
4. Candidate 4	3,000
5. Candidate 5	500
6. Candidate 6	500
7. Candidate 7	500
8. Candidate 8	500
9. Candidate 9	500
10. Candidate 10	1,000
<b>Total Votes</b>	<b>9,000</b>

***Case 4: Shareholder Nguyen Van A does not allocate all his votes to the candidates***

<b>Candidate Name</b>	<b>Number of Votes</b>
1. Candidate 1	1,500
2. Candidate 2	2,000
3. Candidate 3	3,000
4. Candidate 4	0
5. Candidate 5	0
6. Candidate 6	0
7. Candidate 7	0
8. Candidate 8	0
9. Candidate 9	500
10. Candidate 10	0
<b>Total Votes</b>	<b>7,000</b>

***\* The election of members to the Supervisory Board is conducted similarly to the election of members to the Board of Directors, differing only in the number of candidates and members selected for the Supervisory Board.***

**4. Invalid Ballots**

- Ballots not issued by the Organizing Committee of the General Meeting, lacking the seal of the Corporation;
- Ballots that have been altered, corrected, or include candidates not on the list of candidates approved by the General Meeting of Shareholders before voting commenced;
- Ballots where the total number of votes for candidates exceeds the total number of votes recorded on the ballot;
- Other cases as stipulated in the Regulations on Nomination, Candidacy, and Election.



**Binh Duong Producing and Trading Corporation**  
**2026 Annual General Meeting of Shareholders**

**SUPPLEMENTARY BALLOT FOR ELECTION OF  
BOARD OF DIRECTORS MEMBERS FOR THE  
TERM 2024 - 2029**

Code  
Shareholder  
**PRT \*\*\***

Shareholder Name: **Shareholder A**

Total number of shares owned and represented by proxy:  
[.....] **shares (1)**

Total number of voting ballots by cumulative voting method:  
[.....] **ballots {(2) = (1) x 07}**

- Each shareholder is issued a single voting ballot for the total number of shares owned or represented.
- Shareholders shall fill in the "NUMBER OF TRUST VOTES" box – the number of votes they trust to elect the candidate.

Note: The total number of trust votes must be equal to or less than  
[.....] **ballots. {(3) = (2)}**

**LIST OF CANDIDATES FOR THE BOARD OF DIRECTORS**

No.	FULL NAME	NUMBER OF TRUST VOTES
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
10.		
	<b>Total Number of Trust Votes</b>	

**Shareholder/Authorized Representative**  
*(Signature, full name)*



**Binh Duong Producing and Trading Corporation**

**2026 Annual General Meeting of Shareholders**

**SUPPLEMENTARY BALLOT FOR MEMBERS  
OF THE SUPERVISORY BOARD TERM 2024 -  
2029**

Code Number  
Shareholder

**PRT \*\*\***

Shareholder Name: **Shareholder A**

Total number of shares owned and represented by proxy:

[.....] **shares** (1)

Total number of voting ballots by cumulative voting method:

[.....] **ballots** {(2) = (1) x 04}

- Each shareholder is issued a single voting ballot for the total number of shares owned or represented.

- Shareholders shall fill in the "NUMBER OF TRUST VOTES" box – the number of votes they trust to elect the candidate.

Note: The total number of trust votes must be equal to or less than

[.....] **ballots**. {(3) = (2)}

**LIST OF CANDIDATES FOR THE SUPERVISORY BOARD**

No.	FULL NAME	NUMBER OF TRUST VOTES
1.		
2.		
3.		
4.		
	<b>Total Number of Trust Votes</b>	

**Shareholder/Authorized Representative**  
(Signature, full name)