



HANOI BEER ALCOHOL AND BEVERAGE JOINT STOCK CORPORATION
HANOI BEER TRADING JOINT STOCK COMPANY
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Hanoi, day, month, 2025

ELECTION REGULATIONS

**Board of Directors and Supervisory Board Members for the Term 2025 - 2030 at
the Annual General Meeting of Shareholders 2025 Hanoi Beer Trading Joint Stock
y,Company**

Pursuant to:

- *The Enterprise Law No. 59/2020/QH14 passed by the 13th National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and the related implementing documents;*
- *The Statute of Organization and Operation of Hanoi Beer Trading Joint Stock Company.*

The Annual General Meeting (AGM) of Shareholders in 2025 for Hanoi Beer Trading Joint Stock Company (abbreviated as the AGM) voted to approve the Election Regulations for the Board of Directors and the Supervisory Board for the 2025-2030 term as follows

I/- NOMINATIONS AND ELECTION OF BOARD MEMBERS

Article 1. Standards and Conditions for Board Members

1. A Board member must meet the standards and conditions as stipulated in Article 27, Clause 1 of the Company's Charter:
 - a) Full civil capacity and not be among those prohibited from managing a business as per Clause 2, Article 17 of the Enterprise Law;
 - b) A degree of at least a Bachelor's, with experience in business management or in the main industry of the company, and does not need to be a shareholder of the company;
 - c) Good health, ethical qualities, integrity, and knowledge of the law;
 - d) A Board member may also serve on the boards of up to 5 other companies.
2. Independent Board members must meet additional standards as stipulated in Article 27, Clause 2 of the Company's Charter:
 - a) Not currently or previously employed by the company or its subsidiaries for the past three (03) years;
 - b) Not receiving salary or remuneration from the company, except for allowances as allowed for Board members;

- c) Not having close relatives (spouse, parents, children, etc.) who are major shareholders or managers of the company;
- d) Not owning at least 1% of the company's voting shares;
- e) Not having served on the Board or Supervisory Board for the past 5 years, unless serving consecutive terms.

Article 2. Nominations and Proposals for Board Members

1. Shareholders or shareholder groups owning 10% or more of the total common shares have the right to nominate candidates for the Board. The number of candidates they can propose depends on their ownership percentage: 10%-20% → 1 candidate; 20%-30% → 2 candidates; 30%-40% → 3 candidates; 40%-50% → 4 candidates; 50%-60% → 5 candidates; 60%-70% → 6 candidates; 70%-80% → 7 candidates; 80%-90% → 8 candidates.

2. If the number of nominated candidates still does not meet the required amount, the current Board may propose additional candidates or organize a nomination process as per the company's internal regulations.

Article 3. Nomination Documents

The following documents are required for nominations

- Nomination form for Board members (as per the template);
- Curriculum vitae filled out by the candidate (as per the template);
- Copies of ID, permanent residence registration, passport, and educational/certification documents;
- Other relevant documents related to the qualifications and conditions of the Board members as per the company's Charter and legal regulations

Article 4. Candidate Selection and Public Disclosure:

1. Once the candidates are determined, the company will publicly disclose relevant information about the candidates at least 10 days before the AGM on the company's website so that shareholders can review before voting. Candidates must commit in writing to the accuracy and truthfulness of the information disclosed and promise to perform their duties with integrity and caution for the company's benefit if elected.

2. Based on the nominations from shareholders or shareholder groups, the Board will prepare a list of candidates who meet the necessary standards and conditions for the AGM vote.

II. CANDIDACY AND NOMINATION OF SUPERVISORY BOARD MEMBERS

Article 5: Standards and Conditions for Supervisory Board Members

Here is a translation and summary of the standards and conditions for members of the

Supervisory Board as outlined in Article 41, Clause 4 of the Company's Charter:

- **Legal Capacity:** The member must have full legal capacity and must not fall under the restrictions specified in Clause 2, Article 17 of the Enterprise Law.
- **Educational Background:** The member must be trained in one of the following fields: economics, finance, accounting, auditing, law, business management, or any field relevant to the company's business activities.
- **Family Relationships:** The member must not be a family member of any Board member, the CEO, or other executives of the company.
- **Management Status:** The member cannot be a manager of the company; it is not required for them to be a shareholder or an employee of the company.
- **Accounting and Finance:** The member must not work in the company's accounting or finance department.
- **Auditing Firm Restrictions:** The member must not have been a member or employee of an independent auditing firm that conducted audits for the company's financial reports over the past 3 years.
- **Other Legal Requirements:** The member must meet any other standards and conditions as specified by relevant laws and the company's charter

Article 6. Nomination of Candidates for the Supervisory Board

1. The nomination and election of candidates for the Supervisory Board shall be carried out in accordance with Article 2 of this Regulation.
2. In case the number of candidates for the Supervisory Board through nominations and elections is insufficient, the current Supervisory Board may nominate additional candidates or organize a nomination process according to the internal governance regulations of the company and the operational regulations of the Supervisory Board.

Article 7. Nomination Documents for the Supervisory Board Members

- Nomination form for the Supervisory Board member (as per the template);
- Curriculum vitae completed by the candidate (as per the template);
- Copies of Citizen Identity Card (CCCD), permanent residence registration/long-term temporary residence registration, passport, and educational certificates and qualifications proving the candidate's academic and professional qualifications;
- Other documents related to the qualifications and conditions of the members of the Board of Directors and Supervisory Board according to the Company's Charter and relevant legal regulations

Article 8. Selection of Candidates:

1. If the candidates for the Supervisory Board have been identified, the Company shall

publish information related to the candidates at least 10 days before the opening of the General Meeting on the Company's website, allowing shareholders to review the information before voting. The Supervisory Board candidates must provide a written commitment regarding the accuracy and truthfulness of the published personal information and must pledge to perform their duties with integrity, diligence, and in the best interests of the Company if elected.

2. Based on the nomination forms from shareholders or shareholder groups, the Board of Directors will compile a list of candidates who meet the required qualifications and conditions as stipulated, and present this list to the General Meeting for the election of Supervisory Board members.

III/- ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD

Article 9. Eligible Voters

Shareholders who own voting shares and representatives authorized by shareholders attending the meeting have the right to vote for members of the Board of Directors and the Supervisory Board.

Article 10. Voting Method and Elected Candidates

1. Voting for members of the Board of Directors and the Supervisory Board will follow the cumulative voting method, in which:
2. Each shareholder or representative will have a total number of votes corresponding to the total number of shares owned, multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board.
3. Shareholders or their representatives have the right to allocate all or part of their total votes to one or more candidates on the list approved by the General Meeting, but not exceeding the total number of votes held by the shareholder or their representative.
4. The elected members of the Board of Directors or the Supervisory Board will be determined by the number of votes, from the highest to the lowest, starting with the candidate with the highest votes until the required number of members is reached. If two or more candidates receive the same number of votes for the last position on the Board of Directors or Supervisory Board, a re-election will be held among those candidates to select the one with the higher number of votes

Article 11. Ballot Paper

1. The ballot paper for electing members of the Board of Directors and the Supervisory Board will be printed uniformly: the candidates will be listed in alphabetical order by their names, with their full name recorded; the total number of voting shares and the votes of the shareholder or authorized representative will be specified according to the attendance number at the meeting.

2. Shareholders or their authorized representatives will simultaneously receive the ballot papers for electing members of the Board of Directors and the Supervisory Board, according to the attendance number at the meeting.
3. In case of any errors in the ballot paper, shareholders can request the Ballot Committee to exchange it for another.
4. Shareholders or their authorized representatives must fill in the number of votes for each candidate in the corresponding blank space on the ballot paper, sign it, and clearly write their full name

Article 12. Ballot Counting Committee, Vote Counting

1. Ballot Counting Committee

- The Ballot Counting Committee is nominated by the Presidium (members must not be on the list of nominees for the Board of Directors or Supervisory Board) and is approved by the General Meeting of Shareholders;
- The Ballot Counting Committee is responsible for:
 - + Guiding the election procedures according to the election regulations approved by the General Meeting.
 - + Distributing and collecting ballots.
 - + Counting the votes and preparing the vote count report.
 - + Announcing the election results to the General Meeting

2. Voting and Vote Counting

- The Ballot Counting Committee checks the ballot box in the presence of shareholders.
- Voting begins once the ballots have been distributed and ends when the last shareholder casts their vote.
- The vote counting process must begin immediately after the voting ends. Invalid votes include:
 - ✓ Ballots not issued by the Organizing Committee of the General Meeting or without the Company's seal.
 - ✓ Ballots with cross-outs, corrections without the shareholder's signature next to them, or ballots with additional candidates not listed in the officially published list.
 - ✓ Ballots where the total number of votes cast for candidates exceeds the total number of votes held by the shareholder or their representative.
 - ✓ Ballots without the shareholder's signature and name
- The vote count results will be written in a report and announced by the Head of the Ballot Counting Committee at the General Meeting;

- All counted ballots will be kept at the Company's headquarters.

Article 13. Preparation and Announcement of the Vote Counting Minutes

1. After the vote counting, the Ballot Counting Committee must prepare the vote counting minutes.
2. The full text of the vote counting minutes must be announced at the General Meeting.

Article 14. Complaints and Resolution of Complaints

Complaints regarding the election and vote counting will be resolved by the Presidium of the General Meeting and will be recorded in the minutes of the General Meeting of Shareholders.

This regulation consists of 5 pages and 14 articles. It comes into effect immediately upon approval by the General Meeting and serves as the basis for the election of members of the Board of Directors and Supervisory Board for the term 2025-2030.

On behalf of the Board of Directors

Chairman

Mr. Nguyen Manh Hung

APPENDIX 1: VOTING GUIDELINES

VOTING FOR MEMBERS OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD

(According to the cumulative voting method)

- *Each shareholder has a total number of votes equivalent to the total number of voting shares (including ownership and authorized shares) multiplied by the number of members to be elected to the Board of Directors/Supervisory Board.*
- *Shareholders may distribute their total votes among all candidates or accumulate all their votes for one or a few candidates, but the total number of votes for all candidates must not exceed the shareholder's total vote capacity.*

Example:

The general assembly votes to elect 03 members to the Board of Directors out of a total of 04 candidates. Shareholder Nguyen Van A holds (including ownership and authorized shares) 10,000 voting shares. In this case, the total votes of shareholder Nguyen Van A will be:

$10,000 \text{ shares} \times 3 = 30,000 \text{ votes.}$

Shareholder Nguyen Van A may accumulate votes in the following way:

Case 1: Shareholder Nguyen Van A distributes his votes equally among 3 candidates (equivalent to each candidate receiving 10,000 votes)

Candidate Name	Number of Votes
1. Candidate 1	7.500
2. Candidate 2	7.500
3. Candidate 3	7.500
4. Candidate 4	7.500
Total Votes	30.000

Case 2: Shareholder Nguyen Van A accumulates all his votes for 1 candidate

Candidate Name	Number of Votes
1. Candidate 1	0
2. Candidate 2	30.000
3. Candidate 3	0

Candidate Name	Number of Votes
4. Candidate 4	0
Total Votes	30.000

Case 3: Shareholder Nguyen Van A casts his votes for several candidates (but not equally)

Candidate Name	Number of Votes
1. Candidate 1	10.000
2. Candidate 2	10.000
3. Candidate 3	10.000
4. Candidate 4	0
Total Votes	30.000

Invalid Votes

- Votes not issued by the General Meeting Organizing Committee, or those without the company seal.
- Votes that have been crossed out, corrected without the signature of the shareholder beside them, or votes that list additional candidates outside the published list.
- Votes where the total number of votes for the candidates exceeds the total number of votes held by the shareholder or their representative

Candidate Name	Number of Votes
1. Candidate 1	10.000
2. Candidate 2	10.000
3. Candidate 3	10.000
4. Candidate 4	10.000
Total Votes	40.000

- Votes that are not signed or do not have the shareholder's name written on them.