



# NOMINATION, SELF- NOMINATION AND ELECTION REGULATION FOR MEMBERS OF BOARD OF DIRECTORS SEAREFICO CORPORATION IN TERM OF 2025 - 2030

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;
- Pursuant to the Decree 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities passed on December 31, 2020;
- Pursuant to the Charter of the Searefico Corporation;
- Pursuant to the Internal regulations on corporate governance of the Searefico Corporation.

The Voting Committee of General Meeting of shareholders announces the nomination, and election regulation for members of Board of Directors at Annual General Meeting of Shareholders in 2025 of Searefico Corporation as follows:

## I. Interpretation of terms/acronyms

- Company : Searefico Corporation
- BOD : Board of Directors
- OC : The Organizing Committee
- GMS : General Meeting of Shareholders
- Delegate : Shareholders, representatives (authorized person)

## II. Chairperson at GMS

Chairperson at GMS has the responsibility to preside the voting with specific tasks as below:

- Introducing the nomination list to BOD;
- Supervise the voting, counting votes;
- Settling complaints about the voting (if any).

## III. Regulations on nomination and self- nomination for members of the Board of Directors

- Number of additionally elected members of the BOD at the 2025 Annual GMS: 01 member, in there:
  - + Number of Member of the Board of Directors: 01 people
  - + Number of independent members of the Board of Directors: 0 people
- Term : 2025 – 2030
- Term of office: 05 years
- Maximum number for candidates of BOD: No limit



**1. Rights of nomination, self-nomination BOD** *(according to Article 26 Charter of Company)*

- The number of voting rights that shareholders with voting shares may combine to nominate candidates for the BOD. One (01) candidate may be proposed by shareholders or groups of shareholders holding between 8% and less than 15% of the total voting shares; between 15% and less than 35%, up to two (02) candidates; and at or above 35%, up to three (03) candidates. Candidates for nomination must satisfy the requirements listed in item 2 below.
- In case the number of candidates for the BOD through nomination and self-nomination is still not enough, the incumbent BOD may nominate additional candidates or organize the nomination according to the mechanism prescribed by the Company in this Regulation. Procedures for the incumbent BOD to nominate candidates for the BOD must be clearly disclosed and must be approved by the GMS before proceeding for nomination in accordance with the law.

**2. Standards for candidates to join the BOD**

The term of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors for no more than two (02) consecutive terms.

- Candidates to join the Board of Directors must fully meet the following standards and conditions (According to Clause 2, Article 15: Standards for members of the Board of Directors and of the Internal Regulations on Corporate Governance).
- Having full capacities of civil conduct and not being a subject to be banned from management of enterprises as stipulated Clause 2 Chapter 17 of the Enterprise Law 59/2020/QH14.
- Graduated from university, have good knowledge of politics, economics, law, and society; Have knowledge of the Company's business lines; have leadership and business management capabilities; and are not necessarily shareholders of the Company.
- Do not concurrently hold the position of General Director or other executive positions at the Company, unless approved by the Board of Directors.
- Not concurrently being a shareholder/authorized representative of a shareholder holding more than five percent (5%) of charter capital, a member of the Board of Directors/Council of Members, company President, internal auditor/ controller, Director or Business Executive of other enterprise operating in the main business lines of SRF Group except in cases approved by the Company's Board of Directors.
- Board members and related persons of Board members do not have a potential conflict of interest with SRF Group.
- Candidates for independent members of the Board of Directors must have the following standards and conditions (According to Clause 3, Article 15: Standards for members of the Board of Directors of the Internal Regulations on Corporate Governance).
- Not a person working for the Company or its Subsidiaries; must not be a person who has worked for the Company or its Subsidiary for at least three (03) consecutive years.
- Not a person receiving salary or remuneration from the Company, except for the allowances that members of the Board of Directors are entitled to according to regulations.
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- Not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or younger sibling is a major shareholder of the Company; is a business manager of the Company or subsidiary.

- Not a person who directly or indirectly owns at least one percent (01) of the Company's total voting shares;
- Not a major shareholder, representative of a major shareholder, or related person of a major shareholder of the Company; and
- Not be a person who has served as a member of the Board of Directors or Supervisory Board of the Company for at least the previous five (05) years, except in cases of consecutive appointment for two (02) terms.

#### **IV. Voting rules**

- Comply with the provisions of Law and the Company's Charter.
- Delegates attending with voting rights are calculated according to shares owned, ownership representatives. The election results are calculated on a number of voting shares of the proposed shareholders' meeting.
- Each election, a shareholder delegate may only use one vote corresponding to the number of shares owned or represented by ownership.
- The Voting Committee is nominated by the Chairperson and approved by the GMS. Members of the Voting Committee must not be listed in the nomination list of BOD.

#### **V. Voting mechanism**

- The list of candidates for the BOD is recorded with full name on the ballot.
- Voting mechanism (according to Clause 3 Chapter 148 of the Enterprise Law 59/2020/QH14):
  - Use the cumulative voting method: in which each shareholder has the right to accumulate the total number of votes, which is equal to the total number of shares owned multiplied by the number of elected members of the BOD.
  - One additional vote is given to each shareholder present at the meeting. As delegates receive ballots, they must review the details written there; if there are any mistakes, they must alert the Vote-counting committee right away.
  - Delegates can ask the Vote -counting Committee for a new election ballot and must return the old one if there are more candidates on the day of the meeting (before putting in the ballot)
  - How to write a voting ballot:
    - Delegates elect the maximum number of candidates equal to the number of members to be elected.
    - If voting by pooling all votes to one or dividing all votes equally among candidates, delegates tick the box "Equally vote" of the respective candidates.
    - If the number of votes is not equal for each candidate, the delegate must specify the number of votes in the "Number of votes" box of the respective candidates.

#### **Notes:**

In case a delegate both ticks the box "Cumulative voting" and writes the number in the number of votes box, the results will be taken according to the number of votes in the "Number of votes" box.

- Voting ballots will be put in sealed ballot boxes before counting votes.



- Valid vote: is the pre-printed vote printed by the OC, without erasure, shredding or writing any contents other than the vote rules; it must have the delegates' signature and their full name.
- The following votes will be considered invalid:
  - + Extra content is written to the vote;
  - + Candidates' names are crossed out;
  - + Vote does not follow the pre-printed form by OC, does not have the Company's stamp, or it is erased, modified or written with extra content outside vote rules;
  - + Delegates vote more candidates than the number of elected candidates;
  - + Vote has the total number of votes for the candidates of the shareholders or the representative is more than the total number of votes allowed;
  - + Vote does not have delegate's signature.
- The counting of votes: Conducted under the supervision of the representative of shareholders (if necessary).
- After the voting ends, the counting of votes will be conducted under the supervision of the Vote-counting Committee.
- The Vote-counting Committee is responsible for making a record of counting the votes, announcing the results and, together with the chairperson, settling questions and complaints of shareholders (if any).
- Voting ballots after counting will be stored in accordance with regulations and opened at the request of the GMS of the company.

#### **VI. Principles for candidate selection**

- The elected candidate for BOD is determined by the number of votes counted from high to low, starting from the candidate with the highest number of votes until having enough members needed to be elected.
- When there are two (02) or more candidates having the same number of votes for the last member of BOD, they shall re-elect candidates with equal number of votes.
- If the result of the first election is not enough for the members of BOD, the election shall be conducted until having enough required members.

#### **VII. Dossier of nomination and candidacy for election to the BOD**

Dossier of candidacy, nomination for election to the BOD includes:

- Application for nomination/nomination for election to the Board of Directors (follow the template)
- Curriculum Vitae (follow the template)
- Copies of the following documents: ID card /Passport/Permanent residence (if any)
- Certificates of cultural and professional qualifications (if any)
- Certificate of ownership ratio of shareholders/groups of shareholders satisfying the nomination conditions as prescribed in the company's charter.
- Nominees to the BOD must be responsible before the law and the GMS for the accuracy and truthfulness of the content in their profile.

Dossier to be sent to Searefico Corporation received before 16:00 on April 22, 2025 at the following address:

- **Searefico Corporation**
- **Address: Floor 20th TTC Tower, 253 Hoang Van Thu Street, Ward 2, District Tan Binh, Ho Chi Minh City.**
- **Phone: +84 28 3822 7260**

Above is the entire regulation on nomination and self- nomination of members to be elected to BOD of Searefico Corporation at the 2025 Annual General Meeting of Shareholders.

The BOD respectfully submits to the GMS for consideration and approval.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

**LE TAN PHUOC**

