

Ha Noi, March....., 2026

(Draft)

**REGULATIONS
ON NOMINATION, CANDIDACY, AND ELECTION OF MEMBERS TO THE
BOARD OF DIRECTORS AND THE BOARD OF SUPERVISOR OF
SMARTINVEST SECURITIES JOINT STOCK COMPANY**

1. Purpose:

- Ensure compliance with laws and the Company's Charter.
- Guarantee transparency, democracy, and the legitimate rights of all shareholders.
- Maintain organizational stability and orderliness of the General Meeting of Shareholders.

2. Criteria, Conditions, and Procedures for Nomination and Candidacy for Board of Directors (BOD) Members

2.1. Criteria and Conditions for BOD Membership

- Must have full civil act capacity and not fall under any category prohibited from enterprise management as stipulated in Clause 2, Article 17 of the Law on Enterprises.
- Must have professional qualifications and experience in business management; not necessarily a shareholder of the Company.
- Must not concurrently hold the position of a Board member in more than five (05) other companies.
- Must satisfy other criteria and conditions as prescribed by law.

2.2. Nomination, Candidacy, and Number of BOD Members to be Elected

2.2.1. Nomination and Candidacy for the BOD:

- Shareholders holding voting shares may aggregate their votes to nominate candidates for the BOD.
- Shareholders or groups of shareholders holding between 10% and less than 20% of total voting shares may nominate one (1) candidate.
- Shareholders or groups of shareholders holding between 20% and less than 30% may nominate up to two (2) candidates.
- Shareholders or groups of shareholders holding between 30% and less than 40% may nominate up to three (3) candidates.
- Shareholders or groups of shareholders holding between 40% and less than 50% may nominate up to four (4) candidates.

- Shareholders or groups of shareholders holding between 50% and less than 60% may nominate up to five (5) candidates.
- If the number of nominated and self-nominated candidates is insufficient, the incumbent BOD may nominate additional candidates to ensure an adequate number of nominees

2.2.2. Number of BOD Members to be Elected

- Number of BOD members to be elected: Five (5) members for the 2026-2031 term.

3. Criteria, Conditions, and Procedures for Nomination and Candidacy for Board of Supervisors (BOS) Members

3.1. Criteria and Conditions for BOS Membership

- Being 21 years of age or older, having full civil act capacity, and not falling under any category prohibited from managing an enterprise as stipulated in Clause 2, Article 17 of the Law on Enterprises;
- Having professional ethics;
- Holding a university degree or higher.
- Not working in the accounting or finance department of the Company;
- Not being a member or employee of the independent auditing firm that has conducted the audit of the Company's financial statements during the three (03) consecutive years immediately preceding the time of nomination or election
- Must satisfy other criteria and conditions as prescribed by law.

3.2. Nomination, Candidacy, and Number of BOS Members to be Elected

3.2.1. Nomination and Candidacy for the BOS:

- Shareholders holding voting shares may aggregate their votes to nominate candidates for the Board of Supervisors.
- Shareholders or groups of shareholders holding between 10% and less than 20% of total voting shares may nominate one (1) candidate.
- Shareholders or groups of shareholders holding between 20% and less than 30% may nominate up to two (2) candidates.
- Shareholders or groups of shareholders holding between 30% and less than 40% may nominate up to three (3) candidates.
- Shareholders or groups of shareholders holding between 40% and less than 50% may nominate up to four (4) candidates.
- Shareholders or groups of shareholders holding between 50% and less than 60% may nominate up to five (5) candidates.
- If the number of nominated and self-nominated candidates is insufficient, the incumbent Board of Supervisors may nominate additional candidates to ensure an adequate number of nominees

3.2.2. Number of BOS Members to be Elected

- Number of Board of Supervisors members to be elected: One (1) member for the 2026-2031 term.

4. Principles for Electing Members of the BOD and the BOS

- Voting for members of the BOD and BOS shall be conducted by secret ballot using cumulative voting. Each shareholder shall have total votes equal to the number of shares held multiplied by the number of members to be elected.
- Each shareholder shall receive:
 - + One ballot for electing BOD members, with total votes equal to the number of shares owned and represented multiplied by the number of members to be elected at the General Meeting.
 - + One ballot for electing BOS members, with total votes equal to the number of shares owned and represented multiplied by the number of members to be elected at the General Meeting.

4.1. Voting by Shareholders:

Shareholders shall allocate their votes to candidates in a manner that ensures the total votes cast do not exceed their total voting rights. (specific instructions are provided in the Appendix attached to this Regulation)

4.2. Voting Method

Shareholders may:

- Allocate all their votes to one candidate, or
- Distribute their votes among multiple candidates in any proportion, provided that the total votes do not exceed their available votes.

4.3. Invalid Ballots

- Ballots shall be deemed invalid if:
 - They do not follow the Company's prescribed format or lack the Company's official stamp.
 - The total number of votes cast exceeds the shareholder's allocated votes.
 - They contain names of individuals not on the official candidate list.
 - They are left blank with no votes cast.
 - They do not bear the shareholder's signature.

5. Selection of Elected Board of Directors Members

- Candidates elected to the Board of Directors shall be those receiving the highest number of votes, in descending order, until the required number of members is reached.
- In the event of a tie where more candidates have the same number of votes than available positions, a re-election shall be conducted among those candidates to determine the final selection.
- Any arising issues shall be resolved by direct shareholder consultation at the General Meeting.

6. Effectiveness

This regulation consists of five (5) articles, issued by SmartInvest Securities Joint Stock Company in compliance with the laws. Shareholders and the Organizing Committee of the Annual General Meeting of Shareholders shall be responsible for implementation.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRWOMAN**

(Signed)

NGO THI THUY LINH

APPENDIX
GUIDELINES FOR CUMULATIVE VOTING

For instance, if the General Meeting of Shareholders elects three (01) Board of Directors members from a total of five (03) candidates, and shareholder Nguyen Van A holds (including ownership and authorized shares) 30,000 voting shares, then their total voting rights are calculated as follows:

(30,000 x 3) = 90,000 voting rights.

Shareholder Nguyen Van A may allocate their votes as follows:

1. Allocate all 90,000 voting rights to one candidate.
2. Distribute 90,000 voting rights equally among three candidates (i.e., each candidate receives 30,000 votes from Nguyen Van A).
3. Allocate 90,000 voting rights among three candidates in any proportion, provided that the total votes allocated do not exceed 90,000.

Shareholder Nguyen Van A's ballot shall be deemed invalid if:

- The ballot does not follow the Company's prescribed format or lacks the Company's official stamp.
- The total number of votes allocated exceeds 90,000.
- The number of candidates voted for exceeds three (03).
- No votes are cast for any candidate.
- The ballot lacks the shareholder's signature.
- Other cases as stipulated in the election regulations