



VMG MEDIA
JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence – freedom – happiness

Hanoi, day ... month ... year 2025

**REGULATIONS ON SUPPLEMENTARY ELECTION OF
MEMBERS OF THE BOARD OF DIRECTORS FOR 2023 - 2027 TERM
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
VMG MEDIA JOINT STOCK COMPANY**

- Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter on organization and operation of VMG Media Joint Stock Company.

The 2025 Annual General Meeting of Shareholders of VMG Media Joint Stock Company (the Company) conducts the supplementary election of members of the Board of Directors (2023-2027 term) according to the following contents:

Article 1: Entities eligible to participate in the election

Shareholders owning voting shares and authorized representatives of shareholders owning voting shares who are present at the General Meeting.

Article 2: Criteria and conditions for being a member of the Board of Directors (BOD)

2.1. General standards and conditions for members of the Board of Directors (according to Article 155 of Law on Enterprises No. 59/2020/QH14):

- Have full civil act capacity and not prohibited from establishing and managing an enterprise as prescribed in Clause 2, Article 17 of Law on Enterprises No. 59/2020/QH14.
- Have professional qualifications and experience in business administration or in the company's business fields and lines and not necessarily being a shareholder of the company;
- A member of the company's Board of Directors may also be a member of the Board of Directors of another company.

Article 3: Nomination of candidates for the Board of Directors and the number of members to be elected.

1. Nomination of candidates for the Board of Directors:

a) Shareholders or groups of shareholders owning 10% or more of total ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. Shareholders or groups of shareholders owning from 10% to less than 20% may nominate a maximum of one (01) candidate; those owning from 20% to less than 30% may nominate a maximum of two (02) candidates; those owning from 30% to less than 40% may nominate a maximum of three (03) candidates; those owning from 40% to less than 50% or more may nominate a maximum of four (04) candidates; those owning from 50% or more may nominate a maximum of five (05) candidates.

b) Shareholders owning less than or equal to 10% of the voting shares have the right to combine the voting rights of each person together to nominate members of the Board of Directors. The number of nominees follow the ratios as specified in Section a

c) In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may introduce additional candidates or organize nominations in accordance with the Company's Charter, Internal Governance Regulations and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors as required by law.

2. Number of BOD members to be elected.

- The number of Board of Directors members to be additionally elected is 01 (one) member (in accordance with the Company's Charter and the personnel structure approved at the 2023 Annual General Meeting of Shareholders).

3. Documents for nomination and candidacy for BOD members:

- Letter of nomination or letter of candidacy for election to the Board of Directors (according to the form).

- Curriculum vitae declared by the applicant (according to the form).

- Valid copies of the following documents: Citizen Identification Card/ID Card/Passport, diplomas and certificates verifying educational and professional qualifications.

- Power of attorney or minutes of group meeting in case the candidate is nominated by the group of shareholders.

- The candidate's commitment to the truthfulness and accuracy of the personal information disclosed and the commitment to perform the duties honestly, prudently and in the best interests of VMG Media Joint Stock Company if elected as a BOD member.

Article 4: Voting ballots and ballot marking

- List of candidates for the Board of Directors:

+ Full name of candidates must be recorded on the voting ballots.

- Voting ballots and ballot marking.

+ Voting ballots must be uniformly printed, indicating the total number of voting rights corresponding to the attendance code.

+ Green ballots must be used for electing BOD members.

+ Shareholders or their authorized representatives must be issued voting ballots for the Board of Directors based on their attendance code (reflecting their ownership and authorized rights).

+ In case of errors in marking, shareholders may request the Vote Counting Committee to replace the ballot with a new one.

+ Shareholders must personally record the number of voting rights for each candidate in the blank space provided for that candidate on the ballot. In the case of valid authorization (with a power of attorney), the authorized representative must have full voting rights.

- Cases of invalid voting ballots

+ Ballots that do not conform to the Company's prescribed format or lack the Company's seal.

+ Ballots that are crossed out, altered, supplemented, or marked with names that are incorrect or not included in the list of candidates unanimously approved by the General Meeting of Shareholders prior to voting.

+ Ballots which total number of voting rights allocated to candidates by the shareholder exceeds total number of voting rights that the shareholder owns or is authorized to exercise.

Article 5: Election method

- The voting to additionally elect members of the Board of Directors must be carried out by secret ballot using the cumulative voting method.

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

Article 6: Vote Counting Committee, principles of voting and vote counting

- The Vote Counting Committee is nominated by the Chairman and approved by the General Meeting of Shareholders.

- The Vote Counting Committee is responsible for:

+ Presenting the Election Regulations for approval by the General Meeting.

+ Introducing and distributing the ballots.

+ Conducting the vote counting.

+ Announcing the election results before the General Meeting.

- Members of the Vote Counting Committee must not be included in the list of nominees or candidates for the Board of Directors.

- Principles of voting and vote counting

+ The Vote Counting Committee must inspect the ballot box in the presence of shareholders.

+ Voting is completed and concluded when the last shareholder casts their ballot into the ballot box.

+ Vote counting must commence immediately after voting concludes.

+ The vote counting results must be documented in writing and announced by the Head of the Vote Counting Committee before the General Meeting.

Article 7: Principles of cumulative voting and election criteria for members of the Board of Directors

- Principles of cumulative voting:

+ Shareholders may allocate all their ballots to one candidate for the Board of Directors.

+ Or distribute their ballots equally among the candidates for the Board of Directors.

+ Or allocate their ballots to certain candidates by dividing the number of ballots among them. Shareholders may also distribute their ballots to candidates in varying voting right proportions, provided that the total number of ballots allocated to those candidates does not exceed the total voting rights of the shareholder.

- Election criteria:

+ The elected member of the Board of Directors must be the candidate with the highest number of ballots, ranked from highest to lowest (as only one BOD member is elected).

+ In case two candidates receive the highest number of ballots equally, a separate re-election must be held for those candidates to determine the one with the higher number of ballots.

+ If, after two rounds of voting, no member of the Board of Directors is selected as required, the General Meeting of Shareholders may vote to leave the Board of Directors position vacant and conduct a supplementary election at the next General Meeting of Shareholders.

Article 8: Preparation and announcement of the vote counting minutes

- After counting the votes, the Vote Counting Committee must prepare the vote counting minutes. The contents of the minutes shall include: the total number of shareholders with voting rights summoned; the total number of shareholders attending the meeting; the total number of ballots issued and collected; the number of valid and invalid ballots; and the number of ballots cast for each candidate for the Board of Directors.

- The full text of the vote counting minutes must be announced before the General Meeting.

Article 9: Complaints related to the election and vote counting must be settled by the Chairperson of the meeting and recorded in the minutes of the General Meeting of Shareholders.

- These Regulations consist of 09 articles and is read publicly before the General Meeting of Shareholders for approval by voting.

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

Nguyen Hoang Nam





Hanoi, day ... month ... year 2025

**WORKING AND VOTING REGULATIONS
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
VMG MEDIA JOINT STOCK COMPANY**

The Organizing Committee of the 2025 Annual General Meeting of Shareholders of VMG Media Joint Stock Company would like to consult the General Meeting on approving the Working and Voting Regulations at the General Meeting as follows:

CHAPTER I: GENERAL PROVISIONS

Article 1. Governing scope: These Regulations apply to the organization of the 2025 Annual General Meeting of Shareholders of VMG Media Joint Stock Company.

Article 2. These Regulations specify the rights and obligations of shareholders/authorized representatives attending the General Meeting as well as the conditions and procedures for conducting the General Meeting.

Article 3. Shareholders/authorized representatives attending the General Meeting are responsible for complying with the provisions of these Regulations.

CHAPTER II: RIGHTS AND OBLIGATIONS WHEN ATTENDING THE GENERAL MEETING

Article 4. Rights and obligations of shareholders/authorized representatives when attending the General Meeting

1. Ordinary shareholders have the right to attend, discuss and vote on all matters within the authority of the General Meeting of Shareholders as outlined in the agenda of the 2025 General Meeting; each ordinary share corresponds to one voting right.

In case a shareholder is unable to attend the General Meeting of Shareholders for personal reasons, they may, if desired, authorize a representative by means of a Power of Attorney (in the prescribed form) to participate in matters of the General Meeting within the scope of their authority. The authorized representative does not necessarily need to be a shareholder of the Company. The authorized representative may exercise rights within the scope of authorization in accordance with the law and the Company's Charter.

The appointment of an authorized representative must be made in writing and comply with the following provisions:

- If the shareholder is an individual, the Power of Attorney must be signed by that shareholder;
- In case the shareholder is a legal entity/organization, the Power of Attorney must bear the entity's seal and be signed by that legal entity/organization.

2. Each shareholder or authorized representative attending the General Meeting must bring: the Invitation to the General Meeting, the Power of Attorney (*if acting as an authorized representative*) and valid identification (*Citizen ID Card, Citizen Identity Card, or Passport*). They must register with the Organizing Committee of the General Meeting and will receive Meeting Documents, Voting Card, Voting Slip and Ballot for electing members of the Board of Directors (indicating the shareholder code and the number of voting shares they hold). The voting power of the shareholder or their representative corresponds to the number of voting shares held by the delegates present at the General Meeting.

3. The Organizing Committee of the General Meeting will publicly announce the agenda and the contents to be presented at the General Meeting. Opinions expressed by shareholders or through their authorized representatives at the General Meeting will be discussed openly.

4. At the General Meeting of Shareholders, shareholders will listen to reports outlined in the meeting agenda, participate in discussions and approve each matter by raising their Voting Card or casting a Voting Slip (as guided by the Chairperson of the General Meeting).

5. Shareholders arriving at the General Meeting after the meeting has commenced must register with the Organizing Committee and, upon registration, may participate and vote immediately. The Chairperson is not obligated to pause the General Meeting to allow late-arriving shareholders to register and the validity of matters voted on prior to the arrival of late shareholders will not be affected.

6. Shareholders must strictly comply with the regulations of the General Meeting, respect the outcomes of the meeting and adhere to the direction of the Presidium of the General Meeting.

Article 5. Rights and Obligations of the Organizing Committee, Shareholder Eligibility Verification Committee and Vote Counting Committee

1. The Organizing Committee of the General Meeting is appointed by the Company's Board of Directors. The Organizing Committee is responsible for convening the meeting, welcoming attendees, arranging seating and distributing meeting documents, voting cards, voting slips and ballots for electing members of the Board of Directors to shareholders/authorized representatives who are eligible to attend the General Meeting.

2. The Shareholder Eligibility Verification Committee (*hereinafter referred to as the Verification Committee*) is designated by the Organizing Committee of the General Meeting. The Verification Committee receives the documents presented by attendees, verifies them and reports to the General Meeting on the results of the eligibility verification process for shareholders attending the meeting. If an attendee does not fully meet the eligibility requirements to participate in the General Meeting, the Verification Committee has the authority to recommend denying the issuance of voting cards, voting slips, ballots for electing members of the Board of Directors and meeting documents.

3. The Vote Counting Committee is approved by a vote at the General Meeting. Members of the Vote Counting Committee must not be individuals nominated or running for positions on the Board of Directors (BOD) or the Supervisory Board (SB).

4. The Vote Counting Committee is tasked with determining the voting results of shareholders on matters approved at the General Meeting and promptly reporting the voting outcomes to the Secretariat.

All tasks related to verification, preparing minutes and announcing the vote counting results must be conducted by the Vote Counting Committee in an honest and accurate manner and the Committee takes responsibility for those results.

Article 6. Rights and obligations of the Chairperson and Secretary of the General Meeting

1. The Presidium of the General Meeting is a number of members appointed by the BOD, the Chairman of the BOD as the Chairperson of the General Meeting. In case the Chairman is absent, the remaining members of the Board of Directors must elect one of them to chair the General Meeting. The Secretariat of General Meeting must be nominated by the Organizing Committee of General Meeting and voted and approved by General Meeting.

2. The Chairperson of the General Meeting must preside over General Meeting. The decision of the Chairperson of the General Meeting on the order, procedures or events arising outside the agenda of General Meeting must be final.

3. The Chairperson of the General Meeting may take necessary actions to conduct the meeting in a lawful, orderly manner, in accordance with the approved agenda and to ensure that the General Meeting reflects the wishes of the majority of attending shareholders.

4. The Chairperson has the right to postpone the General Meeting, provided that the required number of attendees has registered, for a maximum of three working days from the originally scheduled start date. A postponement or change of meeting venue may only occur under the following circumstances:

- a) The meeting venue lacks sufficient suitable seating for all attendees;
- b) The communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss and vote;
- c) An attendee disrupts or causes disorder, posing a risk that the meeting cannot proceed in a fair and lawful manner.

5. The Secretariat of General Meeting must perform the tasks as assigned by the Presidium, accurately and faithfully documenting the proceedings of the General Meeting in the Minutes and Resolutions of the General Meeting.

CHAPTER III: PROCEDURES FOR CONDUCTING THE GENERAL MEETING

Article 7. The General Meeting of Shareholders is conducted when the number of attending shareholders represents at least 65% of total voting shares of the Company.

Article 8. The General Meeting will sequentially hear reports and proposals as outlined in the meeting agenda, discuss them and vote to approve the reports. The voting

process for each item at the General Meeting shall be conducted in accordance with the following Voting Regulations:

1. **Principle:** All matters on the agenda of the General Meeting must be approved through direct voting at the meeting. Each shareholder will be issued a voting card and a voting slip, which shall indicate the shareholder's code, the number of voting shares (owned and authorized) held by the shareholder and bear the Company's affixed seal. Each share owned or represented corresponds to one voting right.

2. **Voting methods:**

a) The following matters shall be voted on by raising **voting cards**:

- Approval of the General Meeting's working agenda;
- Approval of the General Meeting's Working Regulations and the Regulations for electing additional members of the Board of Directors;
- Election of the Presidium, Secretariat and Vote Counting Committee;
- Approval of the Minutes and Resolutions of the General Meeting;
- Other matters arising outside the agenda and program of the General Meeting, as directed by the Chairperson of the General Meeting.

The voting process by raising voting cards to gather opinions on the above matters shall be conducted as follows: during voting, the front side of the voting card, which displays the "Number of Shares" owned and/or represented, must be directed toward the Presidium. The Vote Counting Committee will record the number of votes **For, Against, or Abstention** and announce the voting results to the General Meeting.

b) Voting to approve the contents of Reports/Proposals at the General Meeting shall be conducted using Voting Slips through a secret ballot method. The items to be voted on, as listed in the Voting Slip, will be decided by shareholders/authorized representatives by selecting one of the options: **For, Against or Abstention** for each matter requiring a vote.

i. Shareholders/authorized representatives shall vote according to the following principles:

- Voting begins upon the command of the Chairperson of the General Meeting or the Head of the Vote Counting Committee and ends when the last shareholder/authorized representative casts their vote into the ballot box or after 20 minutes from the start of voting, whichever comes first. Once voting concludes, the ballot box will be sealed and shareholders/authorized representatives who do not cast their votes will be deemed as Abstention;
- Voting on each item in the voting slip is independent and the validity of the vote on one item does not affect the validity of votes on other items;
- If a shareholder makes an error while filling out the voting slip and has not yet placed it in the ballot box, they may directly approach the Head of the Vote Counting Committee to request a replacement voting slip to ensure their rights are protected.

ii. Vote counting shall commence immediately after voting ends and the ballot box is

sealed.

iii. Voting slips deemed invalid will not be counted, including:

- Slips not issued by the Organizing Committee, lacking the Company's seal, or without the signature of the shareholder/authorized representative;
- Slips that are torn, crossed out, erased, or altered;
- Slips with additional information or symbols added;
- Slips indicating multiple opinions for the same voting item, in which case that specific vote is considered invalid.

3. **Adoption of resolutions:**

a) Except as specified in section b below, resolutions of the General Meeting of Shareholders shall be adopted when approved by shareholders representing at least 65% of total voting shares of all shareholders present at the meeting.

b) Decisions of the General Meeting of Shareholders on the following matters shall be adopted when approved by shareholders representing at least 75% of total voting shares of all shareholders present at the meeting:

- Amendments and supplements to the Company Charter;
- Types of shares and the number of shares to be offered for sale;
- Mergers;
- Changes to the Company's industries, trades and business sectors;
- Reorganization or dissolution of the enterprise;
- Transactions involving the purchase or sale of assets of the Company or its branches, with a value of 35% or more of total asset value of the Company, as calculated based on the most recent audited financial report approved.

Article 9. Election of members of the Board of Directors

1. **Election principle:** Direct election by secret ballot.
2. **Election method:** Specified in the Regulations on additional election of members of the Board of Directors.

Article 10. Speech at the General Meeting

1. **Principle:** Shareholders attending the General Meeting who wish to express their opinions during discussions must register the content of their remarks using the Speech Registration Form provided by the Organizing Committee or raise their voting card to request to speak, subject to the approval of the Chairperson. The Speech Registration Form will be distributed to each shareholder upon arrival at the General Meeting. Shareholders may submit their completed Speech Registration Forms to the Secretariat during the General Meeting or during a break. To maintain order during discussions, shareholders who register using the Speech Registration Form will be given priority to speak first, followed by those who raise their Voting Cards, in the order arranged by the Chairperson.

2. **Method of speaking:** Shareholders should speak concisely and focus on the key issues relevant to the discussion, in line with the approved agenda of the General Meeting. The Chairperson will arrange for shareholders to speak in the order of registration and address

any questions raised by shareholders. The Chairperson of the General Meeting has the authority to remind or request shareholders to focus on the main points of their remarks to save time and ensure the quality of the discussion.

Article 11. Resolution and Minutes of the General Meeting of Shareholders

1. The Minutes of the General Meeting must reflect all the contents discussed at the meeting. These Minutes shall be read by a representative of the Secretariat and approved by the General Meeting before the meeting concludes.

2. Based on the Minutes of the General Meeting and the vote counting results, the Secretariat shall compile the data and incorporate it into the draft Resolutions of the General Meeting. The draft Resolutions shall be read and approved by the General Meeting before the meeting concludes.

3. The Minutes, the list of shareholders registered to attend the meeting, the full text of the approved Resolutions and the accompanying documents related to the meeting invitation notice shall be stored at the Company's headquarters.

CHAPTER IV: IMPLEMENTATION PROVISIONS

Article 12. All matters related to the organization of the General Meeting, postponement, or reconvening shall be carried out in accordance with the Company's Charter.

The above constitutes the full Working and Voting Regulations for the 2025 Annual General Meeting of Shareholders of VMG Media Joint Stock Company.

Respectfully submitted to the General Meeting for review and approval!

Recipients:

- General Meeting of Shareholders;
- Filed in the General Meeting records.

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

Nguyen Hoang Nam