

No: 1546/TB-VMC

Cam Pha, April 22th, 2025

**NOTICE**

**Re: Nomination and Candidacy for the Election of Additional Member of the Board of Directors, Independent Members of the Board of Directors of VINACOMIN – Machinery Joint Stock Company for the 2023–2028 Term**

To: The Shareholders of VINACOMIN – Machinery Joint Stock Company

Pursuant to The Law on Enterprises No. 59/2020/QH14 dated June 17th, 2020;

Pursuant to Decree No. 155/2020/ND-CP dated December 31st, 2020 of the Government providing detailed regulations for the implementation of certain articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31st, 2020 of the Ministry of Finance providing guidance on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP;

Pursuant to The Charter on organization and operation of VINACOMIN – Machinery Joint Stock Company as amended and approved at the Company's Annual General Meeting of Shareholders dated April 27th, 2021;

Pursuant to The Company's internal corporate governance regulations;

The Board of Directors of VINACOMIN – Machinery Joint Stock Company respectfully notifies all shareholders regarding the nomination and candidacy for the election of additional member to the Board of Directors for the 2023 – 2028 term at the Company's 2025 Annual General Meeting of Shareholders, as follows:

**1. Number, Composition, and Term of the Company's Board of Directors**

1.1. Number of Additional Members to be Elected to the Board of Directors: 01 person

1.2. Composition of the Board of Directors:

- The composition of the Company's Board of Directors must ensure that at least one-third (1/3) of the total members are non-executive members.

- The total number of independent members of the Board of Directors must account for at least one-third (1/3) of the total number of Board members (with a minimum of one independent member).

- The composition of the Board of Directors must ensure a balanced mix of members with knowledge and experience in law, finance, and the Company's business sectors, with consideration also given to gender diversity.

1.3. Term of the Board of Directors: The remaining period of the 2023–2028 term.

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21



1.4. Number of Candidates for the Board of Directors: Unlimited.

## **2. 2. Criteria and Conditions for Becoming a Member of the Board of Directors or an Independent Member of the Board of Directors**

### **2.1. Criteria and Conditions for Becoming a Member of the Board of Directors**

Members of the Board of Directors must meet the criteria and conditions as prescribed in Clause 1, Article 155 of the Law on Enterprises 2020 and Clause 4, Article 25 of the Company's Charter, specifically as follows:

a) Must not fall under the categories specified in Clause 2, Article 17 of the Law on Enterprises.

b) Must possess professional qualifications and experience in business administration or in the Company's business sectors, and are not required to be shareholders of the Company, unless otherwise provided in the Company's Charter.

c) A member of the Board of Directors may concurrently serve as a member of the Board of Directors of another company.

d) Members of the Board of Directors must not be family members of the General Director or other managers of the Company; or of managers or individuals with the authority to appoint managers of the parent company (TKV Group).

### **2.2. Criteria and Conditions for Becoming an Independent Member of the Board of Directors**

In addition to meeting the general criteria for Board membership, independent members of the Board of Directors must also fulfill the criteria and conditions stipulated in Clause 2, Article 155 of the Law on Enterprises 2020, specifically as follows:

a) Must not be currently working for the Company or the parent company (TKV Group); and must not have worked for the Company or the parent company for at least the past three consecutive years.

b) Must not be receiving salaries or remuneration from the Company, except for allowances to which Board members are entitled in accordance with regulations.

c) Must not have a spouse, biological or adoptive parent, biological or adopted child, biological sibling who is a major shareholder of the Company or a manager of the Company.

d) Must not directly or indirectly own at least 1% of the total voting shares of the Company.

e) Must not have previously served as a member of the Board of Directors or the Supervisory Board of the Company for at least five consecutive years, unless reappointed for two consecutive terms.

f) The Company gives priority consideration to candidates who are former officials of TKV Group or who have previously worked at VINACOMIN – Machinery Joint Stock Company, and who are qualified and meet the required standards.

## **3. Nomination and Candidacy for Members of the Company's Board of Directors**

- Shareholders have the right to pool their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; those holding from 20% to less than 50% may nominate up to two (02) candidates; those

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24



holding from 50% to less than 65% may nominate up to three (03) candidates; and those holding 65% or more may nominate the full number of candidates. TKV shareholders are entitled to nominate a majority (over 50%) of the candidates for the Board of Directors in accordance with Point b, Article 195 of the Law on Enterprises.

- In the event that the number of candidates nominated and self-nominated remains insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, Internal Corporate Governance Regulations, and the Regulations on the Operation of the Board of Directors. Any candidates additionally nominated by the incumbent Board of Directors must be publicly announced prior to the General Meeting of Shareholders voting to elect members of the Board of Directors, in accordance with applicable laws.

#### **4. Application Documents for Candidates Nominated for Additional Election to the Board of Directors and Independent Board Members**

4.1. For candidates who are nominated or self-nominated and are not employees of the Company, the application dossier must include:

- A nomination/application form for membership of the Board of Directors or for the position of Independent Board Member (using the prescribed template).
- A curriculum vitae (CV) completed by the candidate (using the prescribed template).
- Certified copies of the following documents: Identity Card/Citizen ID/Passport (for overseas Vietnamese or foreigners); permanent residence book (or certificate of long-term temporary residence); academic and professional qualifications, etc.
- Other documents proving that the candidate meets the eligibility criteria and qualifications as announced by the Company's Board of Directors (if any).
- The nominee or candidate for the Board of Directors shall be legally and personally responsible to the General Meeting of Shareholders for the accuracy and truthfulness of the submitted documents.
- A valid letter of authorization for nomination, in accordance with the Company's prescribed form (in the case a shareholder authorizes another person to make the nomination on their behalf).

4.2. Submission Deadline and Location for Nomination/Application Documents:

Candidates must submit their application documents to the Organizing Committee of the General Meeting of Shareholders **no later than April 25th, 2025**, at the following address:


**Organization and Administration Department of VINACOMIN – Machinery Joint Stock Company**

Address: No. 486 Tran Phu Street, Cam Thuy Ward, Cam Pha City, Quang Ninh Province

Phone: 0203.3862876; 0203.3716223

Fax: 0203.3862034

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## **5. Preparation of the List of Candidates for Submission to the General Meeting of Shareholders**

5.1. Upon the expiration of the submission deadline, if shareholders fail to nominate or apply for a sufficient number of candidates, or if the nominated candidates do not meet the prescribed qualifications and conditions, the incumbent Board of Directors shall nominate additional candidates in accordance with its authority as stipulated in the Company's Charter.

5.2. Selection of Candidates: Based on the nomination/application documents submitted by shareholders or groups of shareholders, and the accompanying documents of the candidates, the Organizing Committee of the General Meeting shall prepare a list of candidates who meet the eligibility requirements for the additional election to the Board of Directors. This list will be presented at the General Meeting of Shareholders

VINACOMIN – Machinery Joint Stock Company respectfully announces the above./.

### ***Recipients:***

- Shareholders;
- Members of the Board of Directors, Supervisory Board;
- Archive: Office, Organization and Administration Department, Secretary.



**ON BEHALF OF THE BOD  
CHAIRMAN**

**Nguyen Van Tu**

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**APPLICATION LETTER**  
**For the Position of Member of the Board of Directors (2023-2028 Term)**

To: VINACOMIN – Machinery Joint Stock Company

My name is:.....Gender: Male/Female .....

ID Number/Citizen ID/Passport No.:..... Date of Issue.....

Place of Issue.....

Permanent Address:.....

Educational Background:.....Major:.....

Currently holding:.....shares (in words: .....)

Corresponding Total Value at Par Value: .....VND

I respectfully request that the Company allow me to self-nominate as a candidate for membership on the Board of Directors of VINACOMIN – Machinery Joint Stock Company.

If elected by the shareholders as a member of the Board of Directors, I commit to dedicating all my abilities and efforts to contribute to the development of VINACOMIN – Machinery Joint Stock Company.

I respectfully express my sincere gratitude!

**Enclosed Documents**

- Candidate's Curriculum Vitae;
- Copy of ID/Passport/Citizen ID;
- Copy of qualifications;

.....

.....date.....month.....year 2025

**Nominee**

*(Signed and clearly stated full name)*



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**APPLICATION LETTER**  
**For the Position of Independent Member of the Board of Directors**  
**(2023-2028 Term)**

To: The VINACOMIN – Machinery Joint Stock Company

My name is:.....Gender: Male/Female .....

ID Number/Citizen ID/Passport No.:..... Date of Issue.....

Place of Issue.....

Permanent Address:.....

Educational Background:.....Major:.....

Currently holding:.....shares (in words: .....)

Corresponding Total Value at Par Value: .....VND

I respectfully request that the Company allow me to self-nominate as a candidate for the position of Independent Member of the Board of Directors of VINACOMIN – Machinery Joint Stock Company for the 2023-2028 Term.

If elected by the shareholders as an Independent Member of the Board of Directors, I commit to dedicating all my abilities and efforts to contribute to the development of VINACOMIN – Machinery Joint Stock Company.

I respectfully express my sincere gratitude!

**Enclosed Documents**

- Candidate's Curriculum Vitae;
- Copy of ID/Passport/Citizen ID;
- Copy of qualifications;
- .....

.....date.....month.....year 2025

**Nominee**

*(Signed and clearly stated full name)*

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**NOMINATION FORM**

**For Member / Independent Member of the Board of Directors  
for the 2023–2028 Term**

To: VINACOMIN – Machinery Joint Stock Company

I/We am/are a shareholder or a group of shareholders of Vinacomin – Machinery Joint Stock Company:

No.	Name of Shareholder	ID Card/ Citizen ID/ Passport No. or Business Registration Certificate No. (for organizations); Place of Issue; Date of Issue	Address; Contact Number	Number of Shares Owned/Represented	Ownership Ratio (%)	Signature of the shareholder or the authorized representative (with official stamp for organizations)
1						
2						
3						
4						
5						
...						
	Total:					

Pursuant to the provisions of the Law on Enterprises, the Company's Charter, and the Company's Notice regarding the nomination and self-nomination for election to the Board of Directors and the Independent Board of Directors for the 2023–2028 term, I/We hereby nominate the following individual for inclusion in the list of candidates for the Board of Directors/Independent Board of Directors of the Company for the 2023–2028 term as follows

No.	Candidate Name	Date of Birth; Nationality	ID/CCCD/Passport Number; Issuing Authority; Issue Date	Address; Contact Phone Number	Educational Qualification	Number of Shares Held (if any)
I	Board of Directors					

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No.	Candidate Name	Date of Birth; Nationality	ID/CCCD/Passport Number; Issuing Authority; Issue Date	Address; Contact Phone Number	Educational Qualification	Number of Shares Held (if any)
1						
2						
...						
<b>II</b>	<b>Independent Board of Directors</b>					
1						
2						

I/We hereby affirm that the nominated individual meets all the conditions and criteria to serve as a member of the Board of Directors/Independent Board of Directors as stipulated in the 2020 Law on Enterprises, the Company's Charter, and the Company's Notice. We also commit that the contents of this nomination are completely accurate and in full compliance with the law and the Company's Charter.

Sincerely appreciate your attention../.

**Representative of the  
Shareholder/Shareholder Group**  
*Signature and Seal (if applicable)*

**\* Attached Documents:**

(1) Curriculum Vitae completed by the nominee, as nominated by the shareholder/shareholder group (according to the template).

(2) Valid Power of Attorney (if the shareholder authorizes someone else to submit the nomination)..

(3) Certified Copy of the Nominee's ID/CCCD/Passport..

(4) Confirmation of Personal Identity and Signature (for individual shareholders) from the local authorities (or notary office) or verification of the signature with the Organizing Committee of the General Meeting as per regulations

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**CURRICULUM VITAE**

*(For candidates nominating themselves or being nominated for the position of  
Member of the Board of Directors/Independent Member of the Board of  
Directors of Vinacomin Mechanical Engineering Joint Stock Company for the  
2023 – 2028 term)*

1. Full name : .....
2. Gender : .....
3. Date of birth : .....
4. Place of Birth : .....
5. Nationality : .....
6. Ethnicity : .....
7. Hometown : .....
8. ID/CCCD/Passport No.:..... Issued on.....
9. Permanent Address : .....
10. Phone Number : .....
11. Education Level : .....
12. Professional Qualifications : .....
13. Work Experience : .....

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14. Current Position: .....

.....

15. Position in Other Companies:.....

.....

16. Family Relationships (Please list names, dates of birth, occupations, positions, and workplaces of each family member: Father, Mother, Spouse, Children, Siblings).

.....

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17. Number of Shares Owned:.....; accounts for..... % of the charter capital, including:

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+Representing (name of State-owned organization/other organization):.....

+ Individual ownership:.....

**18. Shares Owned by Related Persons**

No.	Name of Individual/Organization	ID/CCCD/Passport No./Business Registration Certificate No. (for organizations); Issued at; Date of Issue	Address; Contact Phone Number	Number of Shares Owned	Ownership Percentage	Relationship
1						
2						
...						

19. Acts of Legal Violation:.....

20. Debts Owed to the Company:.....

21. Conflicts of Interest with the Company:.....

I hereby declare that the information provided above is true and I fully accept legal responsibility for the content provided./.

....., date..... month.....year 2025

**Confirmation of Work,  
Residence Authority or Local  
Government**

**Declarant**  
*(Sign and write full name)*

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