VIETCREDIT GENERAL FINANCE JOINT STOCK COMPANY
No.: 2089/2026/VietCredit-TT

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness
Hanoi, November 25, 2026

PROPOSAL

APPROVAL OF THE REMOVAL AND ELECTION OF ADDITIONAL MEMBERS OF THE BOARD OF DIRECTORS OF VIETCREDIT GENERAL FINANCE JOINT STOCK COMPANY FOR THE 2023–2028 TERM AND OF THE BOARD ELECTION REGULATIONS AT THE 2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

To: The General Meeting of Shareholders
of Vietcredit General Finance Joint Stock Company

- *Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated 18/01/2024 and its amendments and supplements;*
- *Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/6/2020 and its amendments and supplements;*
- *Pursuant to the Charter of Vietcredit General Finance Joint Stock Company (VietCredit);*
- *Pursuant to the Regulations on the Organization and Operation of the Board of Directors (BOD);*
- *Pursuant to the letter of resignation dated 25/11/2026 from Mr. Nguyen Duc Phuong, Chairman and BOD Member;*
- *Pursuant to Board of Directors Resolution No. 2085/2026/VietCredit-NQ dated 25/11/2026 on approval of the agenda and matters for the 2026 Extraordinary General Meeting of Shareholders;*
- *Pursuant to Letter No. 4879/QLGS6 dated 23/10/2026 from the State Bank of Vietnam (SBV) approving the proposed personnel for appointment as VietCredit BOD members for the 2023–2028 term.*

The BOD of VietCredit submits the following matters to the General Meeting of Shareholders (GMS) for approval of the removal and election of additional BOD members:

I. Basis for submission to the GMS

1. Current BOD composition and membership

Total BOD members		**05 members**
Number of non-independent BOD members		**04 members**
1	Nguyen Duc Phuong	Chairman and non-independent, non-executive BOD member *(Submitted a letter of resignation dated 25/11/2026)*
2	Ho Minh Tam	Non-independent BOD member and Chief Executive Officer
3	Nguyen Duc Huynh	Non-independent, non-executive BOD member
4	Nguyen Lan Trung Anh	Non-independent, non-executive BOD member
Number of independent BOD members		**01 member**
5	Luu Cong Toai	Independent BOD member

Signature Not Verified
Ký bởi: CÔNG TY TÀI CHÍNH TỔNG HỢP CỔ PHẦN TÍN VIỆT
Ký ngày: 25/11/2026 18:26:24

2. Legal provisions

- Under Point d, Clause 3, Article 67 of the Law on Credit Institutions, the GMS has the following duties and powers: "Determine the number of members of the Board of Directors and the Board of Supervisors for each term; elect, relieve from office, dismiss, elect additional members of, and replace members of the Board of Directors and the Board of Supervisors in accordance with the qualifications and conditions prescribed by this Law and the credit institution's Charter";
- Under Clause 1, Article 69 of the Law on Credit Institutions: "The Board of Directors of a credit institution that is a joint stock company must have at least 05 and no more than 11 members. The General Meeting of Shareholders determines the number of members for each term. The Board of Directors must have at least 02 independent members, and two-thirds of its total membership must be independent members and members who are not executives of the credit institution";
- Pursuant to SBV Letter No. 4879/QLGS6 approving the proposed personnel for appointment as VietCredit BOD members for the 2023–2028 term.

II. Matters submitted to the GMS for approval

To strengthen the BOD's composition, address practical needs, comply with applicable law and meet VietCredit's governance, management and business requirements, the BOD submits the following proposals to the GMS for approval of the removal and election of additional BOD members for the 2023–2028 term:

1. Approval of the removal of a BOD member:

Approval of the removal of Mr. Nguyễn Đức Phương as a VietCredit BOD member for the 2023–2028 term, at his own request, effective from 21/12/2026.

2. Approval of the election of additional BOD members

- Total BOD members following the election: 07 members
- Number of additional BOD members to be elected at the 2026 Extraordinary General Meeting of Shareholders: 03 members

  Of whom:

  + *Non-independent BOD members to be elected: 02 members;*
  + *Independent BOD members to be elected: 01 member*
- Term of office of the additional BOD members: the remainder of the BOD's 2023–2028 term;
- BOD composition following the election by the GMS:

I	**Total BOD members**	**07 members**
II	**Composition by executive and non-executive status**	
	Number of executive BOD members	01 member
	Number of non-executive BOD members (including independent BOD members)	06 members
III	**Composition by independent and non-independent status**	
	Number of non-independent BOD members	05 members
	Number of independent BOD members	02 members

+ *The resulting BOD composition complies with the Law on Credit Institutions.*

3. Approval of the list of candidates for election as additional BOD members

No.	Full Name	Date of Birth	Current Position / Organization	Proposed Position	Qualifications
1	Nguyen Ba Diep	05/02/1973	Deputy Chief Executive Officer, Online Mobile Services Joint Stock Company	Non-independent BOD member	Master of Business Administration
2	Le Huu Son	02/04/1977	Standing Deputy Chief Executive Officer, Vietcredit General Finance Joint Stock Company	Non-independent BOD member	Bachelor's degree in Mathematics and Informatics
3	Nguyen Minh Tuan	06/01/1980	Chief Executive Officer, AFA Capital Investment Joint Stock Company Director, Vietnam Financial Advisors Community Social Enterprise Company Limited	Independent BOD member	Master's degree in Financial Economics
4	Pham Thi Hong Van	18/01/1985	Chief Accountant, Man Hinh Cong Company Limited	Non-independent BOD member	Bachelor's degree in Accounting
5	Nguyen Thi Dieu	06/11/1985	Head of Accounting, Waka E-Book Joint Stock Company	Non-independent BOD member	Bachelor's degree in Financial Accounting

- The candidates' curricula vitae are posted and disclosed on the Company's website (), on the Investor Relations page under Shareholder Notices/News, as required by law;
- The candidates undertake to meet the qualifications and conditions prescribed by law and the VietCredit Charter upon election as BOD members for the 2023–2028 term and throughout their tenure.

4. Approval of the Regulations on the Election of Additional Members of the Board of Directors for the 2023–2028 term

The draft Regulations on the Election of Additional Members of the Board of Directors for the 2023–2028 term at the 2026 Extraordinary General Meeting of Shareholders is attached to this Proposal.

Respectfully submitted for approval!

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

CÔNG TY TÀI CHÍNH TỔNG HỢP CỔ PHẦN TÍN VIỆT

Nguyen Duc Phuong

Recipients:
- GMS;
- Archived: Admin Dept., BOD' Office.

VIETCREDIT GENERAL FINANCE JOINT STOCK COMPANY

No: ...../2026/VietCredit-QC

Draft

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

December 21, 2026

REGULATIONS
ON THE ELECTION OF ADDITIONAL MEMBERS OF THE BOARD OF DIRECTORS FOR THE 2023–2028 TERM AT THE 2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- *Law on Credit Institutions No. 32/2024/QH15 dated 18/01/2024 and its amendments and supplements (the "Law on Credit Institutions");*
- *Law on Enterprises No. 59/2020/QH14 dated 17/6/2020 and its amendments and supplements;*
- *Law on Securities No. 54/2019/QH14 dated 26/11/2019 and its amendments and supplements;*
- *Circular No. 20/2025/TT-NHNN dated 31/07/2025 providing guidance on the dossiers and procedures for approval of proposed personnel lists of commercial banks, foreign bank branches and non-bank credit institutions, and its amendments and supplements;*
- *Charter of Vietcredit General Finance Joint Stock Company;*
- *Regulations on the Organization and Operation of the Board of Directors (BOD) of Vietcredit General Finance Joint Stock Company.*

The 2026 Extraordinary General Meeting of Shareholders of Vietcredit General Finance Joint Stock Company (VietCredit) shall elect additional BOD members for the 2023–2028 term as follows:

I. Election of additional BOD members for the 2023–2028 term

1. Number of additional BOD members to be elected:

Total number of additional BOD members to be elected: three (03) members.

Of whom:

+ *Non-independent BOD members to be elected: two (02)* members.
+ *Independent BOD members to be elected: one (01)* member.

2. Term of office of the additional BOD members:

The additional BOD members shall serve for the remainder of the BOD's 2023–2028 term.

II. Qualifications and eligibility criteria for BOD candidates

No.	Qualifications and eligibility criteria
I	***Persons disqualified from holding office under Clause 1, Article 42 of the Law on Credit Institutions are ineligible***
1	Minors; persons with difficulty in cognition or in controlling their behavior; and persons with limited or no civil act capacity;
2	Persons subject to criminal prosecution or serving a prison sentence; persons subject to administrative measures at compulsory rehabilitation or compulsory education establishments; and persons prohibited by a court from holding office, practicing a profession or performing specified work;

No.	Qualifications and eligibility criteria
3	Persons convicted of a serious or more serious criminal offense;
4	Persons convicted of an offense against property whose criminal record has not been expunged;
5	Cadres, civil servants, public employees and managers at departmental level or higher in enterprises in which the State holds at least 50% of charter capital, except persons designated to represent capital contributions made to a credit institution by the State or by such an enterprise, or persons designated, assigned or appointed to manage, operate or supervise a credit institution as required by their duties;
6	Officers, non-commissioned officers, professional soldiers, defense workers and defense public employees in agencies or units of the Vietnam People's Army; and officers, professional non-commissioned officers and police workers in agencies or units of the Vietnam People's Public Security, except persons designated to represent capital contributions made to a credit institution by the State or by an enterprise in which the State holds at least 50% of charter capital;
7	Other cases specified in the credit institution's Charter;
8	Persons prohibited from managing or operating enterprises or cooperatives under the laws on cadres, civil servants and public employees and the laws on anti-corruption;
9	Persons who, when an enterprise or cooperative was declared bankrupt, served as the owner of a private enterprise, a general partner, a Chief Executive Officer (Director), a member of the BOD or Members' Council, a controller or a member of the BOS of that enterprise, or a member of the BOD or Chief Executive Officer (Director) of that cooperative, except persons designated, assigned or appointed to manage, operate or supervise the bankrupt enterprise or cooperative where it is a credit institution, as required by their duties;
10	Persons previously suspended as Chairman or other member of the BOD, Chairperson or other member of the Members' Council, Head or other member of the BOS, or Chief Executive Officer (Director) of a credit institution under Article 47 of this Law, or found by a competent authority to have committed a violation that led to revocation of the credit institution's License;
11	Affiliated persons of a BOD member, a member of the Members' Council or the Chief Executive Officer (Director) of that credit institution, except as provided in Clause 3, Article 69; Point b, Clause 1, Article 73; and Point a, Clause 2, Article 77 of this Law;
12	Persons found responsible in an inspection conclusion for violations that resulted in a credit institution or foreign bank branch receiving an administrative fine in the highest bracket under the rules on administrative sanctions in the monetary and banking sector, for violations involving licensing, governance, management, shares, stocks, capital contributions, share purchases, credit extension, corporate bond purchases or prudential ratios.
13	The spouse, parents, children and siblings of a BOD member or Chief Executive Officer of a credit institution, and the spouses of those persons, may not serve as Chief Accountant or the person in charge of finance of that credit institution.
II	***Qualifications and eligibility criteria for BOD members under Clause 1, Article 41 of the Law on Credit Institutions***

No.	Qualifications and eligibility criteria
1	Meet the professional ethics requirements prescribed by the Governor of the State Bank of Vietnam;
2	Hold a university degree or higher qualification;
3	Meet at least one of the following conditions:
	✓ At least three (03) years as a manager or executive of a credit institution;
	✓ At least five (05) years as a manager of an enterprise operating in finance, accounting or auditing, or of another enterprise whose equity is at least equal to the statutory capital applicable to the corresponding type of credit institution;
	✓ At least five (05) years working directly in an operations unit of a credit institution or foreign bank branch;
	✓ At least five (05) years working directly in a finance, banking, accounting or auditing operations unit.
III	***Qualifications and eligibility criteria for independent BOD members under Clause 2, Article 41 of the Law on Credit Institutions***
1	Meet all qualifications and eligibility criteria for BOD members under Clause 1, Article 41 of the Law on Credit Institutions;
2	Neither currently work nor have worked for the credit institution or any of its subsidiaries in the immediately preceding three (03) years;
3	Receive no regular salary or remuneration from the credit institution other than remuneration payable to BOD members;
4	Have no spouse, parent, child or sibling, or spouse of any such person, who is a major shareholder of the credit institution or a manager, controller or BOS member of the credit institution or any of its subsidiaries;
5	Do not represent any shareholding in the credit institution and, together with affiliated persons, do not directly or indirectly own 1% or more of its charter capital or voting share capital;
6	Have not served as a manager or BOS member of the credit institution at any time during the immediately preceding five (05) years.
IV	***Restrictions on concurrent positions under Clauses 1, 4 and 5, Article 43 of the Law on Credit Institutions***
1	The Chairman of a credit institution may not concurrently serve as an executive or BOS member of that or another credit institution, or as a manager of another enterprise;
2	A non-independent BOD member of a credit institution may not concurrently hold any of the following positions:
	- Executive of that credit institution, unless serving as its Chief Executive Officer (Director);
	- Manager or executive of another credit institution, or manager of another enterprise, except as a manager or executive of a subsidiary or parent company of that credit institution;

No.	Qualifications and eligibility criteria
	- Controller or BOS member of another credit institution or enterprise.
3	An independent BOD member of a credit institution may not concurrently hold any of the following positions:
	- Executive of that credit institution;
	- Manager or executive of another credit institution; manager of more than two (02) other enterprises;
	- Controller or BOS member of another credit institution or enterprise.
V	***Other provisions***
1	**Clause 1, Article 44 of the Law on Credit Institutions**
	The proposed list of persons to be elected to the BOD of a credit institution must receive written approval from the State Bank of Vietnam before the election. All persons elected to the BOD must be on the approved list.
2	**Clause 3, Article 69 of the Law on Credit Institutions**
	An individual and that individual's affiliated persons, or representatives of an institutional shareholder's capital contribution and their affiliated persons, may serve on the BOD but may not account for more than two (02) BOD members of a joint stock credit institution, except for representatives of State capital contributions or mandatory transferees.

III. Principles for electing BOD members

1. Additional BOD members shall be elected by cumulative voting in separate elections for non-independent and independent positions. For each category, the total votes of each shareholder or duly authorized representative equal the total voting shares held and/or represented multiplied by the number of additional BOD members to be elected in that category, as follows:

   a) Total votes for non-independent BOD members equal the total voting shares held and/or represented multiplied by two (02), corresponding to the two (02) non-independent seats to be filled;

   b) Total votes for independent BOD members equal the total voting shares held and/or represented multiplied by one (01), corresponding to the one (01) independent seat to be filled.

   A shareholder or authorized representative may allocate all or part of the votes available in each category to one or more candidates in that category.

2. Successful candidates are ranked in descending order of votes received, starting with the candidate receiving the most votes, until the number of seats approved by the General Meeting of Shareholders for each category is filled.

3. If two (02) or more candidates receive the same number of votes for the last seat in a category, a runoff shall be held among the tied candidates;

4. To allocate votes equally among selected candidates, the shareholder or authorized representative marks "✓" in the "Equal Allocation" column for those candidates. Marking "Equal Allocation" for only one (01) candidate means allocating all votes to that candidate;

5. To allocate votes unequally, the shareholder or authorized representative enters the number of votes to be allocated to each candidate in the "Number of Votes" column;
6. To cast no votes for one or more candidates, the shareholder or authorized representative leaves the corresponding "Number of Votes" boxes blank or marks them with an "X";
7. The total votes cast for candidates by a shareholder or authorized representative must not exceed that shareholder's or representative's voting entitlement (total shares multiplied by the total number of additional BOD members to be elected);
8. Each shareholder or authorized representative receives one (01) Election Ballot for non-independent BOD members and one (01) Election Ballot for independent BOD members, with the candidates' names preprinted;
9. If an error is made, the shareholder or representative shall request a replacement from the Vote Counting Committee and surrender the original ballot before receiving the replacement.
10. An Election Ballot is invalid in any of the following cases:

a) It is not intact or has been crossed out, altered or supplemented with new content;

b) It names a candidate not on the list of nominees approved by the General Meeting of Shareholders;

c) It is completed in pencil;

d) The total votes cast for candidates exceed the voting entitlement of the shareholder or representative;

e) It marks "Equal Allocation" and also enters an unequal vote allocation in the "Number of Votes" column for the same candidate;

f) It is submitted after the Vote Counting Committee unseals the ballot box;

g) It was not issued by the Organizing Committee.

IV. Announcement of vote counting results

1. Based on the Minutes of Vote Counting, the Vote Counting Committee shall announce the results of the election of additional BOD members at the Meeting;
2. The vote counting results shall be recorded in the Meeting Resolution.

V. Effectiveness and scope

These Regulations take effect immediately upon approval by the 2026 Extraordinary General Meeting of Shareholders and apply only to the election of additional BOD members for the 2023–2028 term at that Meeting.

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON