Document 08

## HANOI REINSURANCE JOINT STOCK CORPORATION

SOCIALIST REPUBLIC OF VIETNAM Independence - Freedom - Happiness

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Hanoi,

2025

#### **PROPOSAL**

On the amendment and issuance of the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors of Hanoi Reinsurance Joint Stock Corporation

To: GENERAL MEETING OF SHAREHOLDERS

Pursuant to the Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

Pursuant to the Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of certain provisions of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, guiding certain corporate governance regulations applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020, issued by the Government detailing the implementation of certain provisions of the Law on Securities;

Pursuant to the draft amendments to the Charter of Hanoi Reinsurance Joint Stock Corporation, in order to align with regulatory updates, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the draft amendments to the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors of Hanoi Reinsurance Corporation, as attached.

Respectfully./.

# ON BEHALF OF BOARD OF DIRECTORS CHAIRMAN

### AMENDMENT TO THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF HANOI RE

(Attached to the Proposal on the amendment and issuance of the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors of Hanoi Reinsurance Joint Stock Corporation)

| Article                       | Current Charter provisions   | Proposed amendments and supplements  | Reasons                            |
|-------------------------------|--|--|------------------------------------|
| Gonoral                       | <ul><li>2.1.2. The General Meeting of Shareholders has the following rights and obligations:</li><li>j. Decide the budget or total remuneration, bonus and other benefits for the Board of Directors;</li></ul>  | 2.1.2. The General Meeting of Shareholders has the following rights and obligations:  j. Decide the budget or total remuneration, salary, bonus and other benefits for the Board of Directors;   | Supplement regulations on salaries |
|                               | <ul><li>2.1.3. The General Meeting of Shareholders discusses and approves the following issues:</li><li>h) Decide the budget or total remuneration, bonus and other benefits for the Board of Directors;</li></ul>   | 2.1.3. The General Meeting of Shareholders discusses and approves the following issues: h) Decide the budget or total remuneration, salary, bonus and other benefits for the Board of Directors;   | Supplement regulations on salaries |
| Article 3. Board of Directors | <ul> <li>3.3. Remuneration and Other Benefits of Board of Directors members</li> <li>Hanoi Re has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.</li> <li>Members of the Board of Directors are entitled to work remuneration and bonuses. Remuneration for work is</li> </ul> | <ul> <li>3.3. Remuneration and Other Benefits of Board of Directors members</li> <li>Hanoi Re has the right to pay remuneration, <u>salaries</u> and bonuses to members of the Board of Directors according to business results and efficiency.</li> <li>Members of the Board of Directors are entitled to work remuneration, <u>salaries</u> and bonuses. Remuneration for work is</li> </ul> | Supplement regulations on salaries |

| Article | Current Charter provisions                            | Proposed amendments and supplements                   | Reasons        |
|---------|---|---|----------------|
|         | working days necessary to complete the                | working days necessary to complete the                |                |
|         | duties of the members of the Board of                 | duties of the members of the Board of                 |                |
|         | Directors and the daily remuneration                  | Directors and the daily remuneration                  |                |
|         | rate. The Board of Directors estimates                | rate. The Board of Directors estimates                |                |
|         | the remuneration for each member on                   | the remuneration, <u>salary</u> for each              |                |
|         | the principle of consensus. The total                 | member on the principle of consensus.                 |                |
|         | remuneration and bonus of the Board of                | The total remuneration, <u>salary</u> and             |                |
|         | Directors is decided by the General                   | bonus of the Board of Directors is                    |                |
|         | Meeting of Shareholders at the annual                 | decided by the General Meeting of                     |                |
|         | meeting.  | Shareholders at the annual meeting.                   |                |
|         |   |   |                |
|         | <ul> <li>Members of the Board of Directors</li> </ul> | <ul> <li>Members of the Board of Directors</li> </ul> |                |
|         | holding executive positions or members                | holding executive positions or members                |                |
|         | of the Board of Directors working at the              | of the Board of Directors working at the              |                |
|         | committees of the Board of Directors or               | committees of the Board of Directors or               |                |
|         | performing other work outside the                     | performing other work outside the                     |                |
|         | normal scope of duties of a member. The               | normal scope of duties of a member. The               |                |
|         | Board of Directors may be paid                        | Board of Directors may be paid                        |                |
|         | additional remuneration in the form of a              | additional salary and remuneration in                 |                |
|         | one-time lump-sum remuneration,                       | the form of a one-time lump-sum                       |                |
|         | salary, commission, percentage of profit              | remuneration, <del>salary</del> , commission,         |                |
|         | or in another form as decided by the                  | percentage of profit or in another form               |                |
|         | Board of Directors.                                   | as decided by the Board of Directors.                 |                |
|         |   |   |                |
|         | 3.5.3. Activities of the Audit Committee              | 3.5.3. Activities of the Audit Committee              | Supplement     |
|         | – The independent Board member in the                 | - The independent Board member in the                 | regulations on |
|         | Audit Committee is responsible for                    | Audit Committee is responsible for                    | salaries       |

| Article          | Current Charter provisions                | Proposed amendments and supplements       | Reasons          |
|------------------|---|---|------------------|
|                  | reporting on its activities at the Annual | reporting on its activities at the Annual |                  |
|                  | General Meeting of Shareholders. The      | General Meeting of Shareholders. The      |                  |
|                  | activity report of the independent Board  | activity report of the independent Board  |                  |
|                  | member in the Audit Committee at the      | member in the Audit Committee at the      |                  |
|                  | Annual General Meeting of Shareholders    | Annual General Meeting of Shareholders    |                  |
|                  | must include the following contents:      | must include the following contents:      |                  |
|                  | a. Remuneration, operating expenses,      | a. Remuneration, <u>salary,</u> operating |                  |
|                  | and other benefits of the Audit           | expenses, and other benefits of the       |                  |
|                  | Committee and each of its members         | Audit Committee and each of its           |                  |
|                  | as stipulated in the Law on               | members as stipulated in the Law on       |                  |
|                  | Enterprises;                              | Enterprises;                              |                  |
| A .: 1 5 0.1     | 5.1.5. Review of the Implementation of    | 5.1.5. Review of the Implementation of    | Revised to align |
| Article 5. Other | Resolutions and other a <u>uthorized</u>  | Resolutions and other d <u>elegated</u>   | with the         |
| activities       | matters of the Board of Directors for the | matters of the Board of Directors for the | functions of the |
|                  | Chief Executive Officer:                  | Chief Executive Office:                   | BOD              |
|                  | At the quarterly regular meetings of the  | At the quarterly regular meetings of the  |                  |
|                  | Board of Directors, the Chief Executive   | Board of Directors, the Chief Executive   |                  |
|                  | Officer reports to the Board on the       | Officer reports to the Board on the       |                  |
|                  | review of the implementation of the       | review of the implementation of the       |                  |
|                  | resolutions issued by the Board of        | resolutions issued by the Board of        |                  |
|                  | Directors                                 | Directors                                 |                  |

### AMENDMENT TO THE OPERATING REGULATIONS OF THE BOARD OF DIRECTORS OF HANOI RE

(Attached to the Proposal on the amendment and issuance of the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors of Hanoi Reinsurance Joint Stock Corporation)

| Article        | Current provisions                           | Proposed amendments                                | Reasons                 |
|----------------|--|--|-------------------------|
| Article 19:    | 19.1. The company has the right to pay       | 19.1. The company has the right to pay             | Supplement              |
| Remuneration,  | remuneration and bonuses to members of       | remuneration, <u>salaries</u> and bonuses to       | regulations on salaries |
| salary, bonus  | the Board of Directors according to business | members of the Board of Directors according        |                         |
| and other      | results and efficiency.                      | to business results and efficiency.                |                         |
| benefits of    | 19.2. Members of the Board of Directors are  | 19.2. Members of the Board of Directors are        |                         |
| members of the | entitled to work remuneration and bonuses.   | entitled to work remuneration, salaries and        |                         |
| Board of       | Remuneration for work is calculated          | bonuses. Remuneration for work is                  |                         |
| Directors      | according to the number of working days      | calculated according to the number of              |                         |
|                | necessary to complete the duties of the      | working days necessary to complete the             |                         |
|                | members of the Board of Directors and the    | duties of the members of the Board of              |                         |
|                | daily remuneration rate. The Board of        | Directors and the daily remuneration rate.         |                         |
|                | Directors estimates the remuneration for     | The Board of Directors estimates the               |                         |
|                | each member on the principle of consensus.   | remuneration, <u>salary</u> for each member on the |                         |
|                | The total remuneration and bonus of the      | principle of consensus. The total                  |                         |
|                | Board of Directors is decided by the General | remuneration, <u>salary</u> and bonus of the Board |                         |
|                | Meeting of Shareholders at the annual        | of Directors is decided by the General             |                         |
|                | meeting.                                     | Meeting of Shareholders at the annual              |                         |
|                |  | meeting.   |                         |
|                |  |  |                         |
|                | 19.4. Members of the Board of Directors      | 19.4. Members of the Board of Directors            |                         |
|                | holding executive positions or members of    | holding executive positions or members of          |                         |
|                | the Board of Directors working at the        | the Board of Directors working at the              |                         |
|                | committees of the Board of Directors or      | committees of the Board of Directors or            |                         |

| Article | Current provisions                        | Proposed amendments                         | Reasons |
|---------|---|---|---------|
|         | performing other work outside the normal  | performing other work outside the normal    |         |
|         | scope of duties of a member. The Board of | scope of duties of a member. The Board of   |         |
|         | Directors may be paid additional          | Directors may be paid additional salary and |         |
|         | remuneration in the form of a one-time    | remuneration in the form of a one-time      |         |
|         | lump-sum remuneration, salary,            | lump-sum remuneration, <del>salary,</del>   |         |
|         | commission, percentage of profit or in    | commission, percentage of profit or in      |         |
|         | another form as decided by the Board of   | another form as decided by the Board of     |         |
|         | Directors.                                | Directors.                                  |         |