



Hanoi, January 14, 2026

**REGULATIONS ON THE OPERATION OF THE SUPERVISORY BOARD**  
**VIETNAM ELECTRONICS AND INFORMATICS JOINT STOCK CORPORATION**

*Pursuant to the Law on Securities dated November 26, 2019, and its amending and supplementing documents;*

*Pursuant to the Law on Enterprises dated June 17, 2020, and its amending and supplementing documents;*

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

*Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025, of the Government amending Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government providing detailed regulations for the implementation of several articles of the Law on Securities;*

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance providing guidance on several articles on corporate governance applicable to public companies in Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government providing detailed regulations for the implementation of several articles of the Law on Securities;*

*Pursuant to the Charter of Vietnam Electronics and Informatics Joint Stock Corporation;*

*Pursuant to Resolution of the General Meeting of Shareholders No. 01-2026NQ/ĐT-DHĐCĐ dated January 08, 2026;*

*The Supervisory Board hereby promulgates the Regulations on the Operation of the Supervisory Board of Vietnam Electronics and Informatics Joint Stock Corporation.*

*The Regulations on the Operation of the Supervisory Board of Vietnam Electronics and Informatics Joint Stock Corporation include the following contents:*

**CHAPTER I**  
**GENERAL PROVISIONS**

**Article 1. Scope of regulation and subjects of application**

**1. Scope of regulation**

The Regulations on the Operation of the Supervisory Board of Vietnam Electronics and Informatics Joint Stock Corporation (hereinafter referred to as the Corporation) stipulate the organizational structure, personnel, standards, conditions, rights, and obligations of the Supervisory Board and its members in accordance with the Law on Enterprises, the Charter of the Corporation, and other relevant regulations.

**2. Subjects of application**

The Regulations on the Operation of the Supervisory Board of the Corporation apply to the Supervisory Board of the Corporation and the members of the Supervisory Board of the Corporation.

**Article 2. Operating principles of the Supervisory Board**

The Supervisory Board of the Corporation shall work on a collective basis. Members of the Supervisory Board shall be held individually responsible for their assigned tasks and jointly



responsible to the General Meeting of Shareholders of the Corporation and before the law for the tasks and decisions of the Supervisory Board.

## **CHAPTER II**

### **MEMBERS OF THE SUPERVISORY BOARD (SUPERVISORS)**

#### **Article 3. Rights, obligations, and responsibilities of members of the Supervisory Board**

1. To strictly comply with the law, the Charter of the Corporation, Resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and performing assigned obligations.

2. To exercise assigned rights and perform assigned obligations in an honest, prudent, and optimal manner to ensure the maximum lawful interests of the Corporation.

3. To be loyal to the interests of the Corporation and shareholders; not to abuse their position, title, or use information, secrets, business opportunities, or other assets of the Corporation for personal gain or to serve the interests of other organizations or individuals.

4. To perform other obligations in accordance with the Law on Enterprises and the Charter of the Corporation.

5. In case of violation of the provisions in Clauses 1, 2, 3, and 4 of this Article which causes damage to the Corporation or others, the member of the Supervisory Board must take individual or joint responsibility for compensating for such damage. Any income and other benefits obtained by the member of the Supervisory Board due to the violation must be returned to the Corporation.

6. Upon discovering a member of the Supervisory Board committing a violation in the exercise of assigned rights and performance of assigned obligations, a written notice must be sent to the Supervisory Board, requesting the violator to cease the violation and remedy the consequences.

#### **Article 4. Term of office and the number of members of the Supervisory Board**

1. The Supervisory Board consists of 03 members; the term of office of members of the Supervisory Board shall not exceed 05 years and they may be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board are not necessarily shareholders of the Corporation.

3. More than half of the members of the Supervisory Board must be permanent residents of Vietnam.

4. In cases where members of the Supervisory Board end their term at the same time and the members for the new term have not yet been elected, the members of the Supervisory Board whose term has expired shall continue to exercise their rights and perform their obligations until the members of the Supervisory Board for the new term are elected and take office.

#### **Article 5. Standards and conditions for members of the Supervisory Board**

1. A member of the Supervisory Board must satisfy the following standards and conditions:

a) Not falling under the categories specified in Clause 2, Article 17 of the Law on Enterprises;

b) Being trained in one of the majors in economics, finance, accounting, auditing, law, business administration, or a major suitable for the business activities of the Corporation;

c) Not being a family relative of any member of the Board of Directors of the Corporation, the General Director of the Corporation, or other managers;

d) Not being a manager of the Corporation; not necessarily being a shareholder or employee of the Corporation;

đ) Not working in the accounting or finance department of the Corporation;



e) Not being a member or employee of the approved auditing firm that performed the audit of the Corporation's financial statements in the 03 preceding years;

g) Other standards and conditions as prescribed by law and the Charter of the Corporation.

2. In addition to the standards and conditions prescribed in Clause 1 of this Article, a member of the Supervisory Board of the Corporation must not be a family relative of any manager of the Corporation's business enterprises.

#### **Article 6. Head of the Supervisory Board**

1. The Head of the Supervisory Board must have a bachelor's degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the Corporation.

2. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, or removal shall be carried out on the principle of majority.

3. The rights and obligations of the Head of the Supervisory Board are prescribed by the Charter of the Corporation.

#### **Article 7. Nomination and candidacy for members of the Supervisory Board**

1. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares have the right to nominate candidates to the Supervisory Board. The nomination of candidates to the Supervisory Board shall be carried out as follows:

a) Ordinary shareholders who form a group to nominate candidates to the Supervisory Board must notify the group formation to the attending shareholders before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Supervisory Board, shareholders or groups of shareholders entitled to nominate candidates as prescribed in this Clause have the right to nominate one or a number of candidates according to the resolution of the General Meeting of Shareholders. Where a shareholder or group of shareholders owns from 10% to less than 30% of the total number of ordinary shares, they may nominate one (01) candidate; from 30% to less than 50%, they may nominate up to two (02) candidates; from 50% upwards, they may nominate from three (03) to a maximum of five (05) candidates. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate according to the resolution of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

2. In case the number of candidates for the Supervisory Board through nomination and candidacy is still insufficient as required in Clause 5, Article 115 of the Law on Enterprises, the incumbent Supervisory Board shall introduce more candidates or organize the nomination according to the mechanism stipulated by the Corporation in its Internal Regulations on Corporate Governance. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

#### **Article 8. Method of election, dismissal, and removal of members of the Supervisory Board**

1. The election, dismissal, and removal of members of the Supervisory Board shall fall under the authority of the General Meeting of Shareholders.

2. The voting to elect members of the Supervisory Board must be carried out by the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Supervisory Board, and shareholders have the right to accumulate all or part of their total votes for one or a number of candidates. Elected members of the Supervisory Board shall be determined by the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the sufficient number of members as prescribed in the Charter of the Corporation is reached. In case there are 02 or more





candidates who achieve the same number of votes for the last member of the Supervisory Board, a re-election shall be held among the candidates with equal votes or a selection shall be made according to the criteria stipulated in the election regulations or the Charter of the Corporation.

#### **Article 9. Cases of dismissal and removal of members of the Supervisory Board**

1. The General Meeting of Shareholders shall dismiss a member of the Supervisory Board in the following cases:

- a) No longer meeting the standards and conditions to be a member of the Supervisory Board as prescribed in Article 169 of the Law on Enterprises;
- b) Submitting a resignation letter which is approved;
- c) Other cases as prescribed by the Charter of the Corporation.

2. The General Meeting of Shareholders shall remove a member of the Supervisory Board in the following cases:

- a) Failing to complete assigned duties and tasks;
- b) Failing to exercise their rights and perform their obligations for 06 consecutive months, except in force majeure events;
- c) Committing multiple violations or a serious violation of the obligations of a member of the Supervisory Board as prescribed by the Law on Enterprises and the Charter of the Corporation;
- d) Other cases according to the Resolution of the General Meeting of Shareholders.

#### **Article 10. Notification of election, dismissal, and removal of members of the Supervisory Board**

1. Once candidates for the Supervisory Board have been identified, the Corporation must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Corporation's website so that shareholders can learn about these candidates before voting. Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information and must commit to performing their duties in an honest, prudent manner for the highest interest of the Corporation if elected as a member of the Supervisory Board. Information related to candidates for the Supervisory Board to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working experience (process);
- d) Other management titles;
- đ) Interests related to the Corporation and its related parties;
- e Other information (if any) as prescribed by the Charter of the Corporation;
- g) The Corporation is responsible for disclosing information about the companies in which the candidate holds management titles and other interests related to the Corporation of the candidate for the Supervisory Board (if any).

2. The notification of the results of the election, dismissal, and removal of members of the Supervisory Board shall be carried out in accordance with the regulations and guidelines on information disclosure.

### **CHAPTER III THE SUPERVISORY BOARD**

#### **Article 11. Rights, obligations, and responsibilities of the Supervisory Board**

1. The Supervisory Board shall supervise the Board of Directors and the General Director in the management and operation of the Corporation.



2. To inspect the reasonableness, legality, truthfulness, and level of prudence in management and operation of business activities; the systematicity, consistency, and appropriateness of accounting work, statistics, and the preparation of financial statements.

3. To appraise the adequacy, legality, and truthfulness of reports on business status, annual and semi-annual financial statements of the Corporation, and the report evaluating the management work of the Board of Directors; to submit appraisal reports at the Annual General Meeting of Shareholders. To review contracts and transactions with related parties falling under the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations regarding contracts and transactions that require approval from the Board of Directors or the General Meeting of Shareholders.

4. To review, inspect, and evaluate the effectiveness and efficiency of the internal control system, internal audit, risk management, and early warning systems of the Corporation.

5. To examine accounting books, accounting records, and other documents of the Corporation, as well as management and operational activities of the Corporation whenever deemed necessary or pursuant to a Resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.

6. Upon request from a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises, the Supervisory Board shall conduct an inspection within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Supervisory Board must report on the requested issues to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Supervisory Board as prescribed in this Clause must not obstruct the normal activities of the Board of Directors and must not interrupt the management of the Corporation's business operations.

7. To propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure, management, supervision, and administration of the Corporation's business operations.

8. Upon discovering that a member of the Board of Directors or the General Director is in violation of the provisions of Article 165 of the Law on Enterprises, the Supervisory Board must immediately notify the Board of Directors in writing, requesting the violator to cease the violation and provide measures to remedy the consequences.

9. To attend and participate in discussions at the General Meeting of Shareholders, meetings of the Board of Directors, and other meetings of the Corporation.

10. To use independent consultancy services and the internal audit department of the Corporation to perform assigned tasks.

11. The Supervisory Board may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

12. To inspect specific issues related to the management and operation of the Corporation's activities as requested by shareholders.

13. To request the Board of Directors to convene an Extraordinary General Meeting of Shareholders.

14. To replace the Board of Directors in convening the General Meeting of Shareholders within 30 days in the event that the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises.

15. To request the Chairperson of the Board of Directors to convene a meeting of the Board of Directors.

16. To review, extract, and copy part or all of the contents of the List of related persons and the interests disclosed as prescribed in Clause 1 and Clause 2, Article 164 of the Law on Enterprises.

17. To propose and recommend to the General Meeting of Shareholders for approval the list of approved auditing firms to perform the audit of the Corporation's financial statements; to

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select the approved auditing firm to perform the audit of the Corporation's activities when deemed necessary.

18. To be held responsible to shareholders for its supervisory activities.

19. To supervise the financial status of the Corporation and the compliance with the law by members of the Board of Directors, the General Director, and other managers in their activities.

20. To ensure coordination in activities with the Board of Directors, the General Director, and shareholders.

21. Upon discovering a violation of the law or the Charter of the Corporation by a member of the Board of Directors, the General Director, or other managers, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and provide measures to remedy the consequences.

22. To develop the Regulations on the Operation of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

23. To witness the Board of Directors conducting the vote counting and to prepare a vote counting minutes if requested by the Board of Directors in cases where the Board of Directors collects written opinions to pass a Resolution of the General Meeting of Shareholders.

24. The Head of the Supervisory Board shall preside over the meeting of the General Meeting of Shareholders to elect a chairperson in the event that the Chairperson of the Board of Directors is absent or temporarily unable to work and the remaining members of the Board of Directors fail to elect a chairperson. In this case, the person with the highest number of votes shall preside over the meeting.

25. To exercise other rights and perform other obligations as prescribed by the Law on Enterprises, the Charter of the Corporation, and Resolutions of the General Meeting of Shareholders.

#### **Article 12. Rights to be provided with information of the Supervisory Board**

1. Documents and information must be sent to the members of the Supervisory Board at the same time and in the same manner as they are sent to the members of the Board of Directors, including:

a) Meeting invitations, opinion survey forms to collect opinions from members of the Board of Directors, and attached documents;

b) Resolutions, decisions, and minutes of the General Meeting of Shareholders and the Board of Directors;

c) Reports of the General Director submitted to the Board of Directors or other documents issued by the Corporation.

2. Members of the Supervisory Board have the right to access the files and documents of the Corporation kept at the head office, branches, and other locations; have the right to visit the working locations of managers and employees of the Corporation during working hours.

3. The Board of Directors, members of the Board of Directors, the General Director, and other managers must provide fully, accurately, and promptly information and documents regarding the management, administration, and business operations of the Corporation at the request of the members of the Supervisory Board or the Supervisory Board.

#### **Article 13. Responsibility of the Supervisory Board in convening an Extraordinary General Meeting of Shareholders**

1. The Supervisory Board shall be responsible for replacing the Board of Directors in convening the General Meeting of Shareholders within 30 days in the event that the Board of Directors fails to convene the General Meeting of Shareholders in the following cases:

a) The remaining number of members of the Board of Directors or the Supervisory Board is less than the minimum number prescribed by law;



b) Upon request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises;

c) When there is a request to convene an Extraordinary General Meeting of Shareholders from the Supervisory Board, but the Board of Directors fails to do so.

2. In the event that the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed, the Supervisory Board must compensate for any resulting damages to the Corporation.

3. Costs for convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Corporation.

## **CHAPTER IV MEETINGS OF THE SUPERVISORY BOARD**

### **Article 14. Meetings of the Supervisory Board**

1. The Supervisory Board must hold at least two (02) meetings per year. The quorum for a meeting is at least two-thirds (2/3) of the total number of members of the Supervisory Board. The Head of the Supervisory Board shall convene and preside over all meetings of the Supervisory Board; in case of absence for a justified reason, the Head of the Supervisory Board shall authorize another member of the Supervisory Board to preside over the meeting. Internal meetings of the Supervisory Board may be conducted through exchange via email or written correspondence.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing firm to attend and clarify issues that need to be cleared.

### **Article 15. Minutes of the Supervisory Board meetings**

Minutes of the Supervisory Board meetings must be prepared in a detailed and clear manner. The person recording the minutes and the members of the Supervisory Board attending the meeting must sign the meeting minutes. Minutes of the Supervisory Board meetings must be archived to determine the responsibility of each member of the Supervisory Board.

## **CHAPTER V REPORTING AND DISCLOSURE OF INTERESTS**

### **Article 16. Annual reports**

The reports of the Supervisory Board at the Annual General Meeting of Shareholders shall include the following contents:

1. Report on the business results of the Corporation, the performance results of the Board of Directors and the General Director to be submitted to the Annual General Meeting of Shareholders.

2. Self-assessment report on the performance results of the Supervisory Board and its members.

3. Remuneration, operating expenses, and other benefits of the Supervisory Board and each member of the Supervisory Board.

4. Summary of meetings of the Supervisory Board and the conclusions and recommendations of the Supervisory Board; results of monitoring the operational and financial status of the Corporation.

5. Assessment report on transactions between the Corporation, subsidiary companies, and other companies in which the Corporation holds controlling power of over fifty percent (50%) of the charter capital with members of the Board of Directors, the General Director, and their related persons; transactions between the Corporation and companies in which members of the





Board of Directors, the General Director are founding members or enterprise managers during the most recent 03 years prior to the time of transaction.

6. Results of monitoring the Board of Directors, the General Director, and other enterprise managers.

7. Results of evaluating the coordination of activities between the Supervisory Board and the Board of Directors, the General Director, and shareholders.

8. Proposals and recommendations for the General Meeting of Shareholders to approve the list of approved auditing firms to perform the audit of the Corporation's financial statements; to select approved auditing firms to perform audits of the Corporation's activities when deemed necessary.

#### **Article 17. Salaries and other benefits**

Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board shall be implemented according to the following regulations:

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total budget for salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for expenses for meals, accommodation, travel, and the use of independent consultancy services at reasonable rates. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Supervisory Board shall be recorded as business expenses of the Corporation in accordance with the provisions of the law on corporate income tax and other relevant legal regulations, and must be presented as a separate item in the annual financial statements of the Corporation.

#### **Article 18. Disclosure of related interests**

1. Members of the Supervisory Board of the Corporation must disclose their related interests to the Corporation, including:

a) Name, enterprise identification number, head office address, and business lines of the enterprises in which they hold ownership or own contributed capital or shares; the ownership percentage and the time of holding ownership or owning such contributed capital or shares;

b) Name, enterprise identification number, head office address, and business lines of the enterprises in which their related persons jointly or individually hold ownership or own contributed capital or shares of more than 10% of the charter capital.

2. The disclosure as prescribed in Clause 1 of this Article must be performed within 07 working days from the date the related interest arises; any amendment or supplement must be notified to the Corporation within 07 working days from the date of the corresponding amendment or supplement.

3. Members of the Supervisory Board and their related persons may only use information obtained through their positions to serve the interests of the Corporation.

4. Members of the Supervisory Board are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Corporation, its subsidiaries, or other companies in which the Corporation holds controlling power of over fifty percent (50%) of the charter capital with the members of the Supervisory Board or their related persons as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Corporation must perform information disclosure regarding these Resolutions in accordance with the provisions of securities law on information disclosure.

5. Members of the Supervisory Board and their related persons must not use or disclose to others internal information to conduct related transactions.



## CHAPTER VI RELATIONSHIPS OF THE SUPERVISORY BOARD

### **Article 19. Relationship among members of the Supervisory Board**

Members of the Supervisory Board have an independent relationship and are not dependent on each other, but shall coordinate and cooperate in common work to ensure the proper fulfillment of the responsibilities, rights, and duties of the Supervisory Board in accordance with the law and the Charter of the Corporation. The Head of the Supervisory Board is the person who coordinates the common work of the Supervisory Board but has no right to dominate other members of the Supervisory Board.

### **Article 20. Relationship with the Executive Board**

The Supervisory Board has an independent relationship with the Executive Board of the Corporation, serving as the unit that performs the function of supervising the activities of the Executive Board. Reports from the Executive Board sent to the Board of Directors shall simultaneously be sent to the Supervisory Board at the same time. Important information and documents related to the activities of the Corporation must be sent and notified promptly to the Supervisory Board. The Executive Board shall ensure the full provision of information, documents, and means to serve the inspection work as requested by the Supervisory Board. The Executive Board is responsible for receiving and reviewing the implementation of recommendations made by the Supervisory Board.

### **Article 21. Relationship with the Board of Directors**

The Supervisory Board has an independent relationship with the Board of Directors of the Corporation, serving as the unit that performs the function of supervising the activities of the Board of Directors. During the meetings of the Board of Directors, the Board of Directors must send meeting invitations and attached documents to the Supervisory Board in the same manner as for the members of the Board of Directors. The Supervisory Board shall send inspection and supervision reports to the Board of Directors. Upon receiving reports from the Supervisory Board, the Board of Directors shall review them to issue conclusions and decisions on handling as proposed by the Supervisory Board. Important information related to the activities of the Corporation must be provided promptly to the Supervisory Board. The Supervisory Board shall consult the Board of Directors regarding the Supervisory Board's Report before submitting it to the General Meeting of Shareholders.

## CHAPTER VII IMPLEMENTATION PROVISIONS

### **Article 22. Effectiveness**

The Regulations on the Operation of the Supervisory Board of Vietnam Electronics and Informatics Joint Stock Corporation include 07 chapters and 22 articles, and shall take effect from January 14, 2026.

ON BEHALF OF THE SUPERVISORY BOARD  
HEAD OF THE BOARD



Nguyen Thi Kim Thoa