



**THONG NHAT HA NOI JOINT STOCK COMPANY**

**INTERNAL REGULATIONS  
ABOUT CORPORATE GOVERNANCE**

***Ha Noi, March 18, 2026***

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## **INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

- *Based on the Securities Law dated November 26, 2019;*
- *Based on the Enterprise Law dated June 17, 2020;*
- *Based on Decree No. 115/2020/ND-CP dated December 31, 2020 of the Government detailing a number of articles of the Securities Law;*
- *Based on Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance, guiding some provisions on corporate governance applicable to public companies under Decree No. 115/2020/ND-CP dated December 31, 2020, of the Government detailing some provisions of the Law on Securities;*
- *Based on the Charter of Thong Nhat Ha Noi Joint Stock Company;*
- *Based on Resolution No. 01/2026/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated February 26, 2026;*
- *The Board of Member issues the Internal Regulations on Corporate Governance of Thong Nhat Ha Noi Joint Stock Company;*

The internal regulations on corporate governance of Thong Nhat Ha Noi Joint Stock Company include the following contents:

### **CHAPTER I. GENERAL PROVISIONS**

#### **Article 1. Scope of Regulation and Applicable Subjects**

1. Scope of application:

The internal regulations on corporate governance stipulate the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Member, and the General Director ; the procedures for holding the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and removal of members of the Board of Member, the Supervision Board, and the General Director ; and other activities as stipulated in the company's charter and other current legal regulations.

2. Applicable subjects:

This regulation applies to members of the Board of Member, the Supervision Board, the General Director , and related persons of the Company.

### **CHAPTER II. GENERAL MEETING OF SHAREHOLDERS**

#### **Article 2: Role of the General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company.

2. Method of adopting resolutions by the General Meeting of Shareholders:
  - a) The General Meeting of Shareholders adopts resolutions within its authority by means of voting at the meeting or by obtaining opinions in writing;
  - b) In cases where the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring shareholders attend and vote by electronic ballot or other forms as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Government Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.
3. The location for the General Shareholders' Meeting is determined by the place where the chairperson attends the meeting and must be within the territory of Vietnam.

### **Article 3. Rights and obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the following rights and obligations:

- a) Through the company's development strategy;
- b) Deciding on the types of shares and the total number of shares of each type authorized for sale; determining the annual dividend rate for each type of share;
- c) Electing, dismissing, and removing members of the Board of Member and members of the Supervision Board;
- d) Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e) Decisions to amend or supplement the company's charter;
- f) Through annual financial reports;
- g) Decision to repurchase more than 10% of the total number of shares sold of each class;
- h) Review and handle violations by members of the Board of Member and members of the Supervision Board that cause damage to the Company and its shareholders;
- i) Decisions on reorganizing or dissolving the Company;
- j) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Member and the Supervision Board;
- k) Approve the Internal Governance Regulations; the Operating Regulations of the Board of Member and the Supervision Board;
- l) Approve the list of approved auditing firms; decide which auditing firm is approved to conduct an audit of the Company's operations, and dismiss approved auditors when deemed necessary;
- m) Other rights and obligations as prescribed by law.

2. The General Shareholders' Meeting discussed and approved the following matters:

- a) The company's annual business plan;
- b) Audited annual financial statements;
- c) Reports from the Board of Member on the governance and performance of the Board of Member and each member of the Board of Member;
- d) Report of the Supervision Board on the Company's business results, the performance of the Board of Member, and the General Director;
- e) Self-assessment report on the performance of the Supervision Board and its members;
- f) The dividend rate per share for each class;
- g) Number of members of the Board of Member and the Supervision Board;
- h) Electing, dismissing, and removing members of the Board of Member and members of the Supervision Board;
- i) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Member and the Supervision Board;



- j ) Approve the list of approved auditing firms; decide which approved auditing firms will conduct audits of the company's operations when deemed necessary;
- k) Supplementing and amending the company's charter;
- l) The type of shares and the number of new shares to be issued for each type of share, and the transfer of shares by founding members within the first three years from the date of establishment;
- m) Dividing, separating, merging, consolidating or transforming the Company;
- n) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
- o) Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- p) Decision to repurchase more than 10% of the total number of shares sold of each class;
- q) The company enters into contracts or transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total value of the company's assets as recorded in the most recent financial statement;
- r) Approve the transactions stipulated in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law;
- s) Approve the internal regulations on corporate governance, the regulations on the operation of the Board of Member, and the regulations on the operation of the Supervision Board;
- t) Other matters as prescribed by law and these Statutes.

3. The Annual General Meeting of Shareholders discussed and approved the following matters:

- a) The company's annual business plan;
- b) Annual financial statements;
- c) Reports from the Board of Member on the governance and performance of the Board of Member and each member of the Board of Member;
- d) Report of the Supervision Board on the Company's business results, the performance of the Board of Member, and the General Director;
- e) Report evaluating the performance of the Supervision Board;
- f) Dividend rates for each class of shares;
- g) Other matters within its jurisdiction.

4. Any matters approved in previous General Meetings of Shareholders that have not yet been implemented must be reported by the Board of Member to the General Meeting of Shareholders at the nearest annual meeting. In case of changes to matters within the authority of the General Meeting of Shareholders, the Board of Member must submit them to the General Meeting of Shareholders for approval at the nearest meeting before implementation.

#### **Article 4. Authority to convene a General Meeting of Shareholders**

1. The Board of Member convenes the Annual General Meeting of Shareholders once (01) a year and within four (04) months from the end of the financial year. The Board of Member decides to extend the Annual General Meeting of Shareholders if necessary, but not more than six (06) months from the end of the financial year.

2. The Board of Member convenes an extraordinary general meeting of shareholders in accordance with the circumstances stipulated in Clause 3, Article 14 of the Company's Charter;

3. The Supervision Board convenes an extraordinary general meeting of shareholders in accordance with the circumstances stipulated in point b, clause 4, Article 14 of the Company's Charter;

4. Shareholders or groups of shareholders may convene an extraordinary general meeting of shareholders in accordance with point c, clause 4, Article 14 of the Company's Charter.



**Article 5. The procedures for holding a General Meeting of Shareholders to adopt resolutions by voting at the General Meeting of Shareholders include the following main contents:**

1. The person convening the General Meeting of Shareholders must perform the following tasks:
  - a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must publish information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date;
  - b) Prepare the program and content for the congress;
  - c) Prepare documents for the conference;
  - d) Draft resolution of the General Meeting of Shareholders according to the planned agenda of the meeting;
  - e) Determine the time and location for holding the congress;
  - f) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - g) Other tasks related to the congress.
2. Prepare a list of shareholders entitled to attend the meeting.
  - a) The person convening the General Meeting of Shareholders must prepare a list of shareholders who are eligible to participate and vote at the Company's General Meeting of Shareholders;
  - b) The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the Notice of Invitation to the General Meeting of Shareholders.
3. Announcement regarding the closing of the shareholder list eligible to attend the General Meeting of Shareholders.
  - a) The company must publish information about the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date;
  - b) When disclosing information about the list of shareholders entitled to attend the General Meeting of Shareholders, the company must simultaneously report the content of the disclosed information to the State Securities Commission and the stock exchange where the company's securities are listed or registered for trading, including all the information as prescribed.
  - c) The company must submit a complete and valid notification of exercise of rights to the Vietnam Securities Depository and Clearing Corporation (VSDC) no later than eight (08) working days immediately before the last registration date or another deadline as prescribed by VSDC, which must clearly state the following basic information:
    - i) Information on the last registration date (The last registration date is the working day set by the Issuer or VSDC, on the basis of authorization from the Issuer, to determine the list of securities holders entitled to rights in accordance with the notice of the Issuer, VSDC and legal regulations);
    - ii) The purpose of using the list;
    - iii) Specific information regarding the exercise of rights (exercise rate, exercise date, exercise location, etc.).
4. Sending notice of convening the General Meeting of Shareholders
  - a) The person convening the General Meeting of Shareholders must send a notice of meeting to all shareholders in the List of Shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted).



b) The meeting notice must include the time, place of the meeting, and other information for attendees;

c) The notice inviting shareholders to the General Meeting shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and shall also be published on the Company's website and the website of the State Securities Commission and the stock exchange where the Company's shares are listed or registered for trading;

d) The notice of meeting must be accompanied by the agenda of the General Meeting of Shareholders. Documents related to the issues to be voted on at the meeting must be sent to shareholders and/or posted on the Company's website. In cases where documents are not sent with the notice of the General Meeting of Shareholders, the notice of meeting must clearly state the link to all meeting documents so that shareholders can access them, including:

i) Meeting agenda and materials to be used in the meeting;

ii) A list and detailed information of candidates in the case of electing members of the Board of Member and members of the Supervision Board;

iii) Voting slips;

iv) Draft resolutions for each item on the meeting agenda.

5. Proposal to supplement the agenda and content of the Shareholders' General Meeting.

a) Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of the Company's Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company no later than three (03) working days before the opening of the meeting. Proposals must clearly state the name of the shareholder, the number of each type of shares held by the shareholder, and the proposed issue to be included in the agenda.

b) The person convening the General Meeting of Shareholders has the right to reject the proposal stipulated in point a) of Clause 5 of this Article if it falls under one of the following cases:

i) The petition was submitted in violation of the provisions of Clause 4 of this Article;

ii) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as stipulated in Clause 2, Article 12 of these Charters;

iii) The proposed issue falls outside the scope of the Shareholders' General Meeting's decision-making authority;

iv) Other cases as prescribed by law and these Regulations.

c) The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in point a) of Clause 5 of this Article in the proposed agenda and content of the meeting, except as stipulated in point b) of Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

#### **Article 6: Authorization of representatives to attend the General Meeting of Shareholders**

1. Shareholders, or authorized representatives of shareholders that are organizations, may attend meetings in person or authorize one or more other individuals or organizations to attend, or attend through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law .

2. The authorization for individuals or organizations to represent shareholders at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be in writing using the Company's form, including the following contents: name of the authorizing shareholder, name of the authorized individual or organization, number of shares authorized, content of authorization, scope of authorization, duration of authorization, signatures of the authorizing party and the authorized party (if the authorizing party or the authorized party is an organization, a seal must be included).

Authorized representatives attending the General Meeting of Shareholders must submit the authorization document when registering to attend. In case of sub-authorization, the



representative must also present the original authorization document from the shareholder or the authorized representative of the shareholder (if not previously registered with the Company).

3. The vote of an authorized representative attending the meeting within the scope of their authorization remains valid in the following cases, except in the following instance:

- a) The grantor has died, is restricted in their legal capacity, or has lost their legal capacity;
- b) The person who granted the authorization has revoked the designation;
- c) The grantor has revoked the authority of the grantee.

In the event that the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened, the provisions of this clause shall not apply.

#### **Article 7. Procedures for registering to attend the General Meeting of Shareholders**

Before the meeting commences, the Company must conduct shareholder registration and continue the registration process until all shareholders entitled to attend the meeting have registered, following this procedure:

- 1. The person convening the General Meeting of Shareholders shall establish a Committee to verify the eligibility of shareholders;
- 2. When registering shareholders, the Shareholder Eligibility Verification Committee shall provide each shareholder or authorized representative with voting rights a voting card, which shall bear the registration number, the full name of the shareholder, the full name of the authorized representative, and the voting number of that shareholder.
- 3. Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of any previously voted-on items remains unchanged.

#### **Article 8. Conditions for holding a General Meeting of Shareholders**

- 1. A General Meeting of Shareholders is convened when the number of shareholders present represents more than 50% of the total voting rights.
- 2. If the first meeting does not meet the quorum requirements as stipulated in Clause 1 of this Article, a notice of the second meeting shall be sent within thirty (30) days from the date of the first planned meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total voting rights.
- 3. If the second meeting does not meet the quorum requirements as stipulated in Clause 2 of this Article, the notice of the third meeting must be sent within twenty (20) days from the date of the planned second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.

#### **4. The election of the chairperson, secretary, and vote counting committee.**

4.1. The Chairman of the Board of Member shall preside over or authorize another member of the Board of Member to preside over the General Meeting of Shareholders convened by the Board of Member. In the event that the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Member shall elect one of them to preside over the meeting by majority vote. If no one can be elected to preside, the Head of the Supervision Board shall direct the General Meeting of Shareholders to elect a presiding officer from among those present, and the person with the highest number of votes shall preside over the meeting;

4.2 . Except as provided in Clause 1 of this Article, the person signing the summons for the General Meeting of Shareholders shall preside over the meeting so that the General Meeting of Shareholders can elect the chairman of the meeting, and the person with the highest number of votes shall be the chairman of the meeting;

4.3. The chairperson appoints one or more people to act as meeting secretaries;



4.4. The General Meeting of Shareholders shall elect one or more members to the vote counting committee upon the recommendation of the meeting chairman.

4.5. The chairperson of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.

- a) Arrange seating at the venue for the Shareholders' General Meeting;
- b) Ensure the safety of everyone present at the meeting venues;
- c) To facilitate shareholder attendance (or continued attendance) at the general meeting. The person convening the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. Measures applied may include issuing entry passes or using other selection methods.

4.6. The person convening or presiding over the General Meeting of Shareholders has the following rights:

- a) Require all meeting attendees to undergo security checks or other lawful and reasonable security measures;
- b) Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security checks from the General Meeting of Shareholders.

4.7. The Chairperson has the right to postpone a Shareholders' General Meeting that has reached the maximum number of registered attendees for no more than 3 working days from the scheduled opening date, and may only postpone or change the meeting location in the following cases:

- a) The meeting venue does not have enough convenient seating for all attendees;
- b) The communication facilities at the meeting venue do not ensure that shareholders attending the meeting can participate in discussions and vote;
- c) Some attendees obstruct or disrupt the meeting, potentially preventing it from being conducted fairly and lawfully.

4.8. If the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions adopted at that meeting shall be effective and enforceable.

#### **Article 9. Procedures for conducting the General Meeting of Shareholders**

1. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session;
2. The agenda must clearly and specifically define the time allocated to each item on the meeting agenda;
3. The General Meeting of Shareholders will discuss and vote on each item on the agenda;
4. All resolutions and matters included on the agenda must be discussed and voted on at the General Meeting of Shareholders.
5. Voting procedures, vote counting, and announcement of vote counting results.
  - The voting was conducted using votes for, against, and abstentions.
  - The vote count results were announced just before the closing ceremony;
  - The counting and voting for members of the Board of Member and the Supervision Board shall be conducted using the cumulative voting method as stipulated in Clause 3, Article 148 of the Enterprise Law.



#### **Article 10. Conditions for the Resolution to be adopted**

1. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting, except as provided in Clauses 3, 4 and 6 of Article 148 of the Enterprise Law :

- a) The type of shares and the total number of shares of each type;
- b) Changes in industry, occupation, and business sector;
- c) Changes to the company's organizational and management structure;
- d) Investment projects or asset sales with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e) Reorganize or dissolve the Company.

2. Resolutions are adopted when approved by shareholders holding more than 50% of the total voting rights of all shareholders present at the meeting, except as provided in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Enterprise Law .

3. Resolutions passed by 100% of the total voting shares of the General Meeting of Shareholders are legal and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and the company's charter.

#### **Article 11. Minutes of the Shareholders' General Meeting**

1. The minutes of the General Meeting of Shareholders must be prepared in Vietnamese, and may also be prepared in a foreign language, and must include the following main contents:

- a) Name, address of head office, business registration number;
- b) Time and location of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full names of the chairperson and secretary;
- e) Summarize the proceedings and the opinions expressed at the General Shareholders' Meeting on each item on the agenda;
- f) The number of shareholders and the total number of voting rights of shareholders attending the meeting, an appendix listing registered shareholders, and shareholder representatives attending the meeting with their corresponding shareholdings and voting rights;
- g) The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, affirmative, and abstention votes; and the corresponding percentage of the total votes cast by shareholders present at the meeting;
- h) Issues that were approved and the corresponding percentage of votes in favor;
- i) Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Member present at the meeting and containing all the information as stipulated in this clause. The meeting minutes shall clearly state the reason why the chairperson or secretary refused to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' contents.

3. Minutes prepared in both Vietnamese and a foreign language (if any) have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall prevail.

#### **Article 12. Publication of minutes and resolutions of the General Meeting of Shareholders**

Resolutions, minutes of the General Meeting of Shareholders and accompanying documents (if any) must be disclosed in accordance with the law on information disclosure in the



securities market and must be posted on the Company's website within twenty-four (24) hours from the date of issuance.

**Article 13. Authority and procedures for obtaining shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders.**

The authority and procedures for obtaining shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders are carried out according to the following regulations:

1. The Board of Member has the right to solicit shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except as provided in Clause 2, Article 147 of the Enterprise Law.
2. The Board of Member must prepare the ballot, the draft resolution of the General Meeting of Shareholders, and the explanatory documents for the draft resolution, and send them to all shareholders with voting rights no later than ten (10) days before the deadline for returning the ballot. The requirements and methods for sending the ballot and accompanying documents shall be implemented in accordance with the provisions of Clause 2, Article 22 of the Company's Charter .
3. The feedback form must include the following key information:
  - a) Name, address of head office, business registration number;
  - b) Purpose of soliciting opinions;
  - c) Full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and head office address of the organization shareholder; or full name, contact address, nationality, and legal document number of the representative of the organization shareholder ; number of shares of each class and voting rights of the shareholder;
  - d) Issues requiring consultation before a decision can be made;
  - e) The voting options include "agree," "disagree," and "no opinion" for each issue being considered;
  - f) Deadline for returning the answered feedback forms to the Company;
  - g) Full name and signature of the Chairman of the Board of Member.
4. Shareholders may submit their completed opinion ballots to the Company by mail, fax, or email in accordance with the following regulations:
  - a) In the case of mail submission: the completed opinion poll form must be signed by the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The opinion poll form sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the vote count;
  - b) In case of sending by fax or email, the opinion poll forms sent to the Company must be kept confidential until the time of vote counting;
  - c) Opinion ballots sent to the Company after the deadline specified in the ballot, or that have been opened in the case of mail submissions or disclosed in the case of fax or email submissions, are invalid. Unsubmitted ballots will be considered as non-voting ballots.
5. The Board of Member shall count the votes and prepare a vote counting report in the presence of the Supervision Board or shareholders who do not hold management positions in the Company. The vote counting report must include the following main contents:
  - a) Name, address of head office, business registration number;
  - b) The purpose and issues requiring consultation for the resolution to be adopted;
  - c) The number of shareholders and the total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the ballots, along with an appendix listing the shareholders who participated in the vote;
  - d) The total number of votes in favor, against, and abstentions for each issue;



- e) The issue was approved and the corresponding percentage of votes in favor;
- f) Full name and signature of the Chairman of the Board of Member, the vote counter, and the vote counting supervisor.
- g) Members of the Board of Member, vote counters, and vote counting supervisors shall be jointly liable for the integrity and accuracy of the vote counting record; and jointly liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.
- 6. The vote count minutes and resolutions must be sent to shareholders instead of being posted on the Company's website within 24 hours of the completion of the vote count.
- 7. The completed ballots, vote counting records, adopted resolutions, and related documents accompanying the ballots must all be kept at the Company's head office.
- 8. A resolution adopted by written shareholder consultation is considered valid if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote, and it has the same validity as a resolution adopted at a General Meeting of Shareholders.

**Article 14. Procedures for the General Meeting of Shareholders to adopt resolutions through online conference.**

- Besides holding meetings in person, annual and extraordinary general meetings of shareholders may be held via online conference in the following cases:
  - i) Force majeure events occur, including but not limited to: natural disasters, wars, epidemics, uprisings, riots, terrorism, restrictive or prohibitive decisions of the State;
  - ii) And/or other objective circumstances that the Board of Member deems inconvenient and/or inappropriate to hold the Shareholders' Meeting in person.
- The organization of the General Meeting of Shareholders online will include the main contents as presented in the Clauses below. However, if deemed necessary, the Convenor of the General Meeting of Shareholders may issue Regulations on the organization of the General Meeting of Shareholders to provide detailed guidance on organizing the General Meeting of Shareholders in online format.

**14.1 Notice of invitation to hold online General Shareholders' Meeting**

The method for notifying shareholders of an online General Meeting is the same as for notifying them of an in-person General Meeting. Specifically, the person convening the General Meeting will send the meeting notice and meeting documents to the company's shareholders or post these documents on the company's website. However, in the case of an online General Meeting, the person convening the meeting is obligated to prepare additional guidance documents for shareholders to register and attend the meeting online.

**14.2 How to register to attend the online General Shareholders' Meeting**

- a) Shareholders will register to attend the General Meeting of Shareholders online according to the instructions sent to shareholders by the Organizing Committee and/or posted on the Company's website. Accordingly, shareholders will access the link published by the Organizing Committee and complete the declaration and verification of their shareholder status to attend the meeting;
- b) Shareholders are only permitted to attend the online meeting after declaring and verifying their shareholder status. The organizers also ensure that shareholder access is unique and that each shareholder has only one account to access the online meeting room at any given time.
- c) The organizers will also provide shareholders with the contact information of the technical support staff as well as a hotline to assist shareholders in accessing and participating in the meeting.

**14.3 Conditions for conducting the experiment**

An online General Shareholders' Meeting will be conducted when the number of shareholders attending the meeting meets the minimum quorum as stipulated in Article 8 of these Regulations.

**14.4 How to vote online**



a) The organizing committee will prepare the technical equipment or means and methods for shareholders

to conduct online voting, electronic voting, and/or other electronic voting methods, and will record these online votes of shareholders or their authorized representatives on the agenda items. The specific method will depend on the electronic equipment the Company uses for voting and will be announced to shareholders before each General Meeting.

b) Shareholders or their authorized representatives may also vote via email/ fax. Alternatively, you can send your ballot by mail to the email address, fax number, or postal address provided by the Organizing Committee, provided that the Organizing Committee receives the shareholder's ballot before the vote count is completed.

#### **14.5 Method of vote counting**

The organizing committee will employ modern technologies to conduct the vote counting of shareholders

. The vote count will be based on the number of votes cast by shareholders and/or their authorized representatives through online voting, electronic voting, and/or other electronic means, and the number of ballots submitted by shareholders and/or their authorized representatives via mail, email, and fax. The vote counting committee is responsible for the accuracy of this counting and for any damages arising from resolutions passed due to dishonest or inaccurate vote counting.

#### **14.6 Announcement of vote count results**

The vote count results will be announced at the online General Shareholders' Meeting immediately after the vote count is completed and before the meeting adjourns.

#### **14.7 Prepare minutes of the Shareholders' General Meeting**

The minutes of an online General Meeting of Shareholders shall be prepared in the same manner and include the same contents as the minutes of an in-person General Meeting of Shareholders as stipulated in Clause 1, Article 11 of these Regulations.

#### **14.8 Announcement of the Shareholders' General Meeting Resolution**

Resolutions of the online General Shareholders' Meeting must be posted on the Company's website and must be disclosed in accordance with legal regulations within 24 hours of issuance.

### **Article 15. Procedures for holding a General Meeting of Shareholders to adopt resolutions using a combination of in-person and online conferencing.**

In addition to holding the General Meeting of Shareholders in person and/or online in the manner specified in Articles 5 to 11 and Article 14 of these Regulations, depending on the actual circumstances, the Board of Member may organize the General Meeting of Shareholders in a hybrid format of in-person and online meetings.

The organization of the General Meeting of Shareholders in a hybrid format (in-person and online) will include the following main contents. However, if deemed necessary, the convenor of the General Meeting of Shareholders may issue regulations on organizing the General Meeting of Shareholders in a hybrid format to provide detailed guidance on certain issues related to organizing the General Meeting of Shareholders in this hybrid format.

#### **15.1 Notice of convening the General Meeting of Shareholders**

Shareholders can attend the General Meeting of Shareholders in person at the meeting venue or participate via online conferencing using modern technology. Accordingly, at the venue where the General Meeting of Shareholders is held in person, the Organizing Committee will provide additional projection screens, computers, and audio-visual broadcasting equipment with internet connectivity to broadcast the meeting live to other shareholders participating online. This ensures a stable connection, clear and consistent image and sound quality between the in-person and online sessions, and protects the rights of all shareholders.



**15.2 The registration process for attending the General Meeting of Shareholders using this combined method is as follows:**

**i) For shareholders attending the meeting in person:**

Register to attend at the shareholder eligibility verification desk located at the meeting venue, in the same manner as registering for in-person meetings as stipulated in Article 7 of these Regulations.

**ii) For shareholders attending the meeting online:**

Register to attend at the shareholder eligibility verification desk located at the meeting venue, in the same manner as registering for in-person meetings as stipulated in Clause 14.2, Article 14 of these Regulations.

**15.3 Conditions for conducting the experiment**

This hybrid General Meeting of Shareholders is conducted when the total number of Shareholders/Authorized Representatives attending both in person and online meets the minimum quorum as stipulated in Article 8 of these Regulations.

**15.4 Voting Procedure**

Shareholders can exercise their voting rights in the following ways:

- (i) Direct voting at the Congress;
- (ii) Send your ballot to the person convening the meeting by mail/email/fax;
- (iii) Or vote electronically or by other electronic means.

**15.5 Method of counting votes**

- a) The company will employ modern technologies to conduct the counting of shareholder votes. The vote count will be based on (i) the number of votes cast by shareholders and/or their proxy votes via electronic voting and/or other electronic means; (ii) the number of votes cast by shareholders and/or their proxy votes in person at the meeting (placed in the ballot box); and (iii) the number of ballots sent by shareholders and/or their proxy votes via mail, email, or fax.
- b) The vote counting committee will aggregate the total number of votes in favor, against, and abstentions from all three methods for each agenda item and divide it by the total number of voting shares of all shareholders attending and voting at the General Meeting to determine the corresponding percentages of votes in favor, against, and abstentions for each issue being voted on, thereby determining whether the issue to be voted on has sufficient quorum to be approved.

**15.6 Announcement of vote count results**

The results of the vote count will be announced at the General Shareholders' Meeting immediately after the vote count is completed and before the meeting adjourns.

**15.7 Prepare minutes of the Shareholders' General Meeting**

The Secretariat will prepare the Minutes of the Shareholders' General Meeting immediately at the meeting and submit them to the Shareholders' General Meeting for approval before the closing. The Minutes of the Shareholders' General Meeting shall include the contents as stipulated in Clause 1, Article 11 of these Regulations.

**15.8 Announcement of the Shareholders' General Meeting Resolution**

Resolutions of the General Meeting of Shareholders must be posted on the Company's website and must be disclosed in accordance with the law within twenty-four (24) hours from the time of issuance.

## **CHAPTER III. BOARD OF MEMBER**

**Article 16. Role of the Board of Member**

The Board of Member is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company,



except for those rights and obligations that fall under the authority of the Company's General Meeting of Shareholders.

#### **Article 17. Powers and responsibilities of the Board of Member**

1. The rights of the Board of Member are stipulated by law, the company's charter, and the General Meeting of Shareholders. Specifically, the Board of Member has the following rights and obligations:

- a) Deciding on the Company's strategic plan, medium-term development plan, and annual business plan;
- b) Propose the types of shares and the total number of shares authorized for sale for each type;
- c) Decisions to sell unsold shares within the permitted number of shares for each class; decisions to raise additional capital through other means;
- d) Deciding on the selling price of the Company's shares and bonds;
- e) Decisions to repurchase shares as stipulated in Clauses 1 and 2 of Article 133 of the Enterprise Law;
- f) Deciding on investment options and investment projects within the authority and limits prescribed by law;
- g) Deciding on solutions for market development, marketing, and technology;
- h) Through purchase, sale, loan, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, except for contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 138, and clauses 1 and 3, Article 167 of the Enterprise Law;
- i) Electing, dismissing, and removing the Chairman of the Board of Member; appointing, dismissing, signing contracts with, and terminating contracts with the General Director and other key managers as stipulated in the company's charter; deciding on the salaries, remuneration, bonuses, and other benefits of those managers; appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those representatives;
- j) Supervising and directing the General Director and other managers in the daily operation of the Company's business;
- k) Deciding on the organizational structure and internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;
- l) Reviewing the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to pass resolutions;
- m) Submit the audited annual financial statements to the General Meeting of Shareholders;
- n) Propose the dividend rate to be paid; decide on the timeframe and procedures for paying dividends or handling losses incurred during business operations;
- p) Propose the reorganization or dissolution of the Company; request the Company's bankruptcy;
- q) Decisions on the promulgation of the Board of Member' operating regulations and internal regulations on corporate governance after approval by the General Meeting of Shareholders; decisions on the promulgation of regulations on company information disclosure;
- r) Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and the company's charter.

2. The Board of Member must fully comply with the responsibilities and obligations stipulated in the Enterprise Law, the Company Charter, and the following responsibilities and obligations:

- a) To be accountable to shareholders for the company's operations;



- b) Treat all shareholders equally and respect the interests of those with vested interests in the Company;
- c) Ensure that the Company's operations comply with the law, the Articles of Association, and the Company's internal regulations;
- d) Develop the operating regulations of the Board of Member, submit them to the General Meeting of Shareholders for approval, and publish them on the Company's website.
- e) Monitoring and preventing conflicts of interest among members of the Board of Member, members of the Supervision Board, the General Director, and other managers, including the misuse of Company assets and abuse of related-party transactions;
- f) Develop internal regulations on corporate governance and submit them to the General Meeting of Shareholders for approval;
- g) Appointing the company's administrator;
- h) To organize training and workshops on corporate governance and necessary skills for members of the Board of Member, the General Director, and other managers of the Company;
- i) Reporting on the activities of the Board of Member as prescribed in Article 280 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.
- j) Other obligations as prescribed by the Enterprise Law, the Securities Law, and other relevant legal regulations.

#### **Article 18. Rights and obligations of Board of Member members**

1. Members of the Board of Member have all the rights stipulated in the Enterprise Law, the Securities Law, relevant laws, the Company's Charter, this Regulation, the Decisions of the General Meeting of Shareholders, and the Operating Regulations of the Board of Member, including the right to be provided with information and documents on the Company's operations.
2. Members of the Board of Member have obligations as stipulated in the Company's Articles of Association and the following obligations:
  - a) To perform my duties honestly and diligently for the best interests of the shareholders and the Company;
  - b) Attend all meetings of the Board of Member and provide input on the issues discussed;
  - c) To promptly and fully report to the Board of Member all remuneration received from subsidiaries, affiliated companies, and other organizations;
  - d) Report to the Board of Member at the nearest meeting on transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital, and members of the Board of Member and their related parties; and transactions between the Company and companies in which a member of the Board of Member is a founding member or a business manager during the three years immediately preceding the transaction.
  - e) Disclose information when conducting transactions involving the Company's shares in accordance with the law.
3. Independent members of the Board of Member of a listed company must prepare a report evaluating the performance of the Board of Member.

#### **Article 19. Term of office, structure and number of members of the Board of Member**

The term of office, structure, and number of members of the Board of Member are stipulated in Article 26 of the Company's Charter.

#### **Article 20: Standards for Board of Member Members**

1. Members of the Board of Member must meet the following standards and conditions:
  - a) Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law ;



b) Possess professional qualifications and experience in business administration or in the field, industry, or profession of business of the Company, and are not necessarily shareholders of the Company, unless the Company's Articles of Association stipulate otherwise;

c) A member of the Company's Board of Member may also be a member of the Board of Member of another company;

2. Independent members of the Board of Member as stipulated in point b, clause 1, Article 137 of the Enterprise Law must meet the following standards and conditions:

a) Not currently employed by the Company, its parent company, or its subsidiary; not previously employed by the Company, its parent company, or its subsidiary for at least the three preceding years;

b) Not a person currently receiving a salary or remuneration from the company, except for allowances that members of the Board of Member are entitled to according to regulations;

c) Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; or is a manager of the Company or its subsidiary;

d) Not being a person who directly or indirectly owns at least 1% of the total voting shares of the Company;

e) Not having served as a member of the Board of Member or Supervision Board of the Company for at least 05 consecutive years prior to the appointment, except in the case of being appointed for two consecutive terms.

#### **Article 21. Nomination, candidacy, election, dismissal, and removal of members of the Board of Member**

1. Nomination and candidacy for members of the Board of Member

Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate or propose candidates for the Board of Member as follows:

a) Shareholders or groups of shareholders owning from 10% to less than 20% of the total voting shares of the Company may nominate one (01) candidate;

b) Shareholders or groups of shareholders owning from 20% to less than 30% of the total voting shares of the Company may nominate a maximum of two (02) candidates;

c) Shareholders or groups of shareholders owning from 30% to less than 40% of the total voting shares of the Company may nominate a maximum of three (03) candidates;

d) Shareholders or groups of shareholders owning from 40% to less than 50% of the total voting shares of the Company may nominate a maximum of four (04) candidates;

e) Shareholders or groups of shareholders owning 50% or more of the total voting shares of the Company may nominate a maximum of five (05) candidates;

f) Shareholders or groups of shareholders owning 60% or more of the total voting shares of the Company may nominate a maximum of six (06) candidates;

g) Shareholders or groups of shareholders owning 70% or more of the total voting shares of the Company may nominate a maximum of seven (07) candidates;

h) Shareholders or groups of shareholders owning 80% or more of the total voting shares of the Company may nominate a maximum of eight (08) candidates.

2. If the number of candidates for the Board of Member, through nomination and candidacy, is still insufficient to meet the requirements stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Member shall nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the operating regulations of the Board of Member. The incumbent Board of



Member' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Member in accordance with the law.

### 3. How to nominate candidates for the Board of Member

a) If the candidates for the Board of Member have been determined, the Company must publish information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting.

b) Candidates for the Board of Member must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Member.

c) Information regarding candidates for the Board of Member that is disclosed includes:

i) Full name, date of birth (day, month, year);

ii) Professional qualifications;

iii) Work experience;

iv) Other managerial positions (including board positions in other companies);

v) Interests related to the Company and its related parties;

vi) Other information (if any) as stipulated in the company's charter;

vii) The company is responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Member, other management positions, and any related interests of the candidate in those companies (if any).

### 4. Method of electing members of the Board of Member

The election of the Board of Member must be conducted using a 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 Board of Member. Shareholders or authorized representatives attending the meeting have the right to accumulate all their votes to vote for one or more candidates. The elected members of the Board of Member are determined from highest to lowest, starting with the candidate with the highest number of votes until the required number of members is reached. In the event that two or more candidates receive the same number of votes for the last member of the Board of Member, a re-election will be held among those candidates or a selection will be made according to the criteria stipulated in the Election Regulations or the company's Articles of Association.

### 5. Cases of dismissal, removal, and appointment of Board of Member members.

a) The General Meeting of Shareholders shall dismiss a member of the Board of Member in the following cases:

i) Not meeting the qualifications and conditions stipulated in Article 155 of the Enterprise Law ;

ii) A resignation letter has been submitted and accepted;

iii) Other cases as stipulated in the company's charter.

b) The General Meeting of Shareholders may dismiss a member of the Board of Member in the following cases:

i) Not participating in the activities of the Board of Member for 06 consecutive months, except in cases of force majeure.

ii) Other cases as stipulated in the company's charter.

c) When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Member; dismiss or remove members of the Board of Member except in the cases stipulated in Clauses 1 and 2 of this Article.

d) The Board of Member must convene a General Meeting of Shareholders to elect additional members of the Board of Member if the number of Board members is reduced by more than one-



third compared to the number stipulated in the company's charter. In this case, the Board of Member must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

e) Except as provided in points a and b of this clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Member who have been dismissed or removed from office at the most recent meeting.

**6. Notification of changes, appointments, and dismissals of Board of Member members**

The company must disclose information in accordance with securities laws when there are changes, new appointments, reappointments, or dismissals of members of the Board of Member, or when it receives resignation letters from members of the Board of Member.

**Article 22. Election, removal, and dismissal of the Chairman of the Board of Member**

1. The Chairman of the Board of Member is elected, dismissed, or removed from office by the Board of Member from among its members.

2. The Chairman of the Board of Member shall be elected at the first meeting of the Board of Member within seven (07) working days from the date of the end of the election of that Board of Member. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one (01) member has the highest number of votes or the same percentage of votes, the members shall vote by majority to choose one (01) person among them to convene the meeting of the Board of Member.

**Article 23. Remuneration, bonuses and other benefits of members of the Board of Member**

1. The company has the right to pay remuneration and bonuses to members of the Board of Member based on business results and performance.

2. Members of the Board of Member are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of the Board member and the daily rate. The Board of Member determines the remuneration for each member by mutual agreement. The total amount of remuneration and bonuses for the Board of Member is decided by the General Meeting of Shareholders at its annual meeting.

3. The remuneration of each member of the Board of Member is included in the Company's business expenses in accordance with the law on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Member holding executive positions, or members of the Board of Member working in subcommittees of the Board of Member, or performing other duties outside the normal scope of a member's duties, may receive additional compensation in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as decided by the Board of Member.

5. Members of the Board of Member are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred in performing their duties as members of the Board of Member, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Member, or subcommittees of the Board of Member.

6. Members of the Board of Member may be insured by the Company for liability insurance after approval by the General Meeting of Shareholders. This insurance does not cover the liability of Board members related to violations of the law and the Company's Articles of Association.

**Article 24. Procedures for Board of Member Meetings**

1. Minimum number of meetings per month/quarter/year

The Board of Member must meet at least once every quarter.

2. Cases requiring the convening of an extraordinary meeting of the Board of Member:



a) The Chairman of the Board of Member convenes a meeting of the Board of Member in the following cases:

i) Upon the recommendation of the Supervision Board or an independent member of the Board of Member;

ii) There must be a recommendation from the General Director or at least 05 other managers;

iii) There must be a proposal from at least two members of the Board of Member;

b) The proposal stipulated in point a, clause 2 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the authority of the Board of Member to make decisions.

c) The Chairman of the Board of Member must convene a meeting of the Board of Member within 7 working days from the date of receiving the request as stipulated in point a, clause 2 of this Article. If the Chairman of the Board of Member fails to convene a meeting as requested, he/she shall be liable for any damages incurred by the Company; the person making the request has the right to replace the Chairman of the Board of Member in convening the meeting.

3. Notice inviting the Board of Member to a meeting:

a) The Chairman of the Board of Member or the person convening the Board of Member meeting must send a notice of meeting at least three (03) working days before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must be accompanied by the documents to be used at the meeting and the voting ballot of the members.

b) Notices inviting the Board of Member to a meeting may be sent by invitation, telephone, fax, electronic means, or other methods as stipulated in the company's charter, and must be delivered to the contact address of each member of the Board of Member registered with the Company.

c) In case of emergency, a Board of Member meeting may be held immediately upon unanimous (100%) approval of attendance by all (100%) members of the Board of Member.

4. The Supervision Board's right to attend Board of Member meetings.

a) The Chairman of the Board of Member or the person convening the meeting must send the notice of meeting and accompanying documents to the members of the Supervision Board in the same way as to the members of the Board of Member.

b) Members of the Supervision Board have the right to attend Board of Member meetings and participate in discussions, but do not have the right to vote.

5. Conditions for holding a Board of Member meeting

A Board of Member meeting shall be held when at least three-quarters of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within seven days of the first scheduled meeting date. In this case, the meeting shall be held if more than half of the Board of Member members are present.

6. Voting method

Board meetings may be held online among board members when all or some members are located in different places, provided that each participating member is able to:

a) Listen to each of the other Board members who are participating in the meeting speak;

b) To address all other attending members simultaneously. Discussions among members may take place in person by telephone or other means of communication, or a combination of these methods. A Board member participating in such a meeting is considered to be "present" at that meeting. The meeting location as stipulated in this regulation is the location where the largest number of Board members are present, or the location where the meeting chair is present.



Decisions made during a formal meeting held and conducted are effective immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all Board members present at the meeting.

7. Procedures for Passing Board of Member Resolutions

- a) Resolutions and decisions of the Board of Member are adopted if approved by a majority of the members present; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Member;
- b) Resolutions adopted through written consultation are based on the unanimous agreement of a majority of the Board of Member members with voting rights. These resolutions have the same effect and value as resolutions adopted at a meeting.

8. Authorization of a Board member to attend meetings on behalf of another person.

Board members may authorize others to attend meetings and vote on their behalf if approved by a majority of the Board members.

**Article 25. Minutes of the Board of Member Meeting**

1. Board of Member meetings must be recorded in minutes and may also be audio-recorded, recorded, and stored electronically. Minutes must be in Vietnamese and may also be in a foreign language, including the following main contents:

- a) Name, address of head office, business registration number;
- b) Time and place of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) The full names of each member attending the meeting or their authorized representatives, and the manner of attendance; the full names of members absent from the meeting and the reasons for absence;
- e) The issue was discussed and voted on at the meeting;
- f) Summarize the statements of each meeting participant in chronological order of the meeting's proceedings;
- g) The voting results clearly indicate which members approved, disapproved, and abstained;
- h) The issue that was approved and the corresponding percentage of votes in favor;
- i) Full name and signature of the presiding officer and the person recording the minutes, except as provided in Clause 2 of this Article.

2. In cases where the chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Member present at the meeting sign and the minutes contain all the information as stipulated in points a, b, c, d, e, f, g, and h of Clause 1 of this Article, then these minutes shall be valid.

3. The chairperson, the person recording the minutes, and those signing the minutes are responsible for the truthfulness and accuracy of the content of the Board of Member meeting minutes.

4. Minutes of Board of Member meetings and documents used in the meetings must be kept at the Company's head office.

5. Minutes drawn up in Vietnamese and in a foreign language have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall prevail.

6. Announce resolutions and decisions of the Board of Member

- a) Based on the content of the resolution adopted at the Board of Member meeting, the Chairman of the Board of Member, on behalf of the Board of Member, signs and issues the Board of Member' Resolution;
- b) Board of Member resolutions shall be sent to all members of the Board of Member, Supervision Board, General Director and other relevant members of the Company no later than



three (03) working days from the date the members of the Board of Member attending the meeting fully sign the document;

c) Resolutions of the Board of Member that fall within the scope of information disclosure requirements will be disclosed in accordance with the law.

#### **Article 26. Subcommittees of the Board of Member**

1. The Board of Member may establish subcommittees to oversee development policy, human resources, compensation, internal auditing, and risk management.

2. The number of members of the subcommittee decided by the Board of Member shall be at least three (03) people including members of the Board of Member and external members. Independent members of the Board of Member/non-executive members of the Board of Member shall constitute the majority in the subcommittee and one of these members shall be appointed as the Head of the subcommittee by decision of the Board of Member.

3. The subcommittee's activities must comply with the regulations of the Board of Member. Resolutions of the subcommittee are only valid when approved by a majority of members present at the subcommittee meeting.

4. The implementation of decisions of the Board of Member, or of subcommittees under the Board of Member, must comply with applicable laws and regulations and the provisions of the company's charter and internal regulations on corporate governance.

#### **Article 27. Selection, Appointment, and Dismissal of the Company's Governing Body**

1. Standards for Company Administrators

The person in charge of corporate governance may not simultaneously work for the approved auditing firm that is auditing the Company's financial statements.

2. Appointment of the Company's Chief Administrator

The Company's Board of Member must appoint at least one (01) person in charge of corporate governance to support corporate governance work at the enterprise. The person in charge of corporate governance may also serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Enterprise Law .

3. Cases of dismissal of the person in charge of corporate governance.

The Board of Member may dismiss the Head of Corporate Governance when necessary, provided that this is not contrary to applicable labor laws and regulations.

4. Announcement of the appointment and dismissal of the person in charge of company administration.

The appointment and dismissal of the person in charge of corporate governance shall be announced in accordance with the Company's Articles of Association and the laws and regulations on securities.

5. Rights and obligations of the person in charge of corporate governance

a) Advising the Board of Member on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and shareholders;

b) Prepare for meetings of the Board of Member, Supervision Board, and General Shareholders' Meeting as requested by the Board of Member or the Supervision Board;

c) Providing advice on meeting procedures;

d) Attend meetings;

e) Advising on procedures for drafting resolutions of the Board of Member in accordance with legal regulations;

f) Provide financial information, copies of Board of Member meeting minutes, and other information to members of the Board of Member and members of the Supervision Board;

g) Monitor and report to the Board of Member on the Company's information disclosure activities;



- h) To serve as the point of contact with relevant stakeholders;
- i) Maintaining confidentiality of information in accordance with legal regulations and the company's charter;
- k) Other rights and obligations as prescribed by law and the company's charter.

## **CHAPTER IV. THE SUPERVISION BOARD**

### **Article 28. Rights and obligations of the Supervision Board**

The Supervision Board has the rights and obligations as stipulated in Article 170 of the Enterprise Law, the Company Charter, and the following rights and obligations:

1. Propose and recommend to the General Meeting of Shareholders to approve the list of auditing firms approved to audit the Company's financial statements; decide on the auditing firm approved to conduct the Company's operational inspection, and dismiss approved auditors when deemed necessary.
2. Be accountable to shareholders for your Supervision activities.
3. Monitoring the company's financial situation and ensuring compliance with the law in the operations of the Board of Member members, the General Director, and other managers.
4. Ensure coordinated activities with the Board of Member, the General Director, and shareholders.
5. In the event of discovering any violations of the law or the company's charter by members of the Board of Member, the General Director, or other executives of the enterprise, the Supervision Board must notify the Board of Member in writing within 48 hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences.
6. Develop the operating regulations of the Supervision Board and submit them to the General Meeting of Shareholders for approval.
7. Reporting to the General Meeting of Shareholders as prescribed in Article 290 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.
8. Has the right to access the Company's records and documents kept at the head office, branches, and other locations; has the right to visit the workplaces of the Company's managers and employees during working hours.
9. Has the right to request the Board of Member, members of the Board of Member, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the Company.
10. Other rights and obligations as prescribed by law and these Statutes.

### **Article 29. Rights and responsibilities of members of the Supervision Board**

1. Members of the Supervision Board have the rights and responsibilities as stipulated in the Enterprise Law, relevant laws, and the Company's Charter, including the right to access information and documents related to the Company's operations. Members of the Board of Member, the General Director, and other executives of the enterprise are responsible for providing timely and complete information as requested by members of the Supervision Board.
2. Members of the Supervision Board have the following responsibilities:
  - a) Strictly comply with the law, the company's charter, decisions of the Board of Member, resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and obligations.



- b) To exercise the assigned rights and obligations honestly, carefully, and to the best of their ability in order to ensure the maximum legitimate interests of the Company.
- c) To be loyal to the interests of the Company and its shareholders; not to abuse one's position, title, or use the Company's information, know-how, business opportunities, or other assets for personal gain or to serve the interests of other organizations or individuals.
- d) Other obligations as stipulated by the Enterprise Law and the company's charter.
- e) In the event of a violation of the provisions of Clauses 1, 2, 3, and 4 of this Article that causes damage to the Company or other parties, the members of the Supervision Board shall be held personally or jointly liable for compensation for such damage. Any income and other benefits obtained by the members of the Supervision Board as a result of the violation must be returned to the Company.
- f) If a member of the Supervision Board is found to have violated their assigned rights and obligations, a written notification must be sent to the Supervision Board, requesting the person committing the violation to cease the violation and remedy the consequences.

### **Article 30. Composition of the Supervision Board**

1. The term of office and the number of members of the Company's Supervision Board are stipulated in Clause 1, Article 37 of the Company's Charter.
2. Members of the Supervision Board must meet the standards and conditions stipulated in Article 169 of the Enterprise Law and must not fall under the following cases:
  - a) Working in the accounting and finance department of the Company;
  - b) Being a member or employee of an independent auditing firm that audited the company's financial statements for the three consecutive years preceding the audit.

### **Article 31. Nomination, candidacy, election, dismissal, and removal of members of the Supervision Board**

1. Nomination and candidacy for members of the Supervision Board

Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate or propose candidates for the Supervision Board as follows:

- a) Shareholders or groups of shareholders owning from 10% to less than 20% of the total voting shares of the Company may nominate one (01) candidate;
- b) Shareholders or groups of shareholders owning from 20% to less than 30% of the total voting shares of the Company may nominate a maximum of two (02) candidates;
- c) Shareholders or groups of shareholders owning from 30% to less than 40% of the total voting shares of the Company may nominate a maximum of three (03) candidates;
- d) Shareholders or groups of shareholders owning from 40% to less than 50% of the total voting shares of the Company may nominate a maximum of four (04) candidates;
- e) Shareholders or groups of shareholders owning 50% or more of the total voting shares of the Company may nominate a maximum of five (05) candidates;
- f) Shareholders or groups of shareholders owning 60% or more of the total voting shares of the Company may nominate a maximum of six (06) candidates;
- g) Shareholders or groups of shareholders owning 70% or more of the total voting shares of the Company may nominate a maximum of seven (07) candidates;
- h) Shareholders or groups of shareholders owning 80% or more of the total voting shares of the Company may nominate a maximum of eight (08) candidates.

2. If the number of candidates for the Supervision Board nominated through election and candidacy is still insufficient as stipulated in Clause 5, Article 115 of the Enterprise Law, the



incumbent Supervision Board shall nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the Supervision Board's operating regulations. The incumbent Supervision Board's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervision Board in accordance with the law.

### 3. How to nominate candidates for the Supervision Board

- a) In the event that the candidates for the Supervision Board have been identified, the Company must publish information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting.
- b) Candidates for the Supervision Board must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Supervision Board;
- c) Information related to candidates for the Supervision Board includes:
  - i) Full name, date of birth (day, month, year);
  - ii) Professional qualifications;
  - iii) Work experience;
  - iv) Other managerial positions;
  - v) Interests related to the Company and its related parties;
  - vi) Other information (if any);
  - vii) The company is responsible for disclosing information about the companies in which the candidate holds positions as a member of the Supervision Board, other management positions, and any related interests of the candidate in the Supervision Board (if any).

### 4. Method of electing members of the Supervision Board

Voting for the election of Supervision Board members must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of Supervision Board members to be elected. Shareholders or authorized representatives attending the meeting have the right to accumulate all their votes to vote for one or more candidates. The elected Supervision Board members are determined from highest to lowest, starting with the candidate with the highest number of votes until the required number of Supervision Board members is reached. In the event that two or more candidates receive the same number of votes for the last Supervision Board member, a re-election will be held among those candidates or a selection will be made according to the criteria stipulated in the Election Regulations or the Company Charter.

### 5. Head of the Supervision Board

The Head of the Supervision Board is elected by the Supervision Board from among its members; the election, dismissal, and removal are based on a majority vote. More than half of the members of the Supervision Board must be residents of Vietnam. The Head of the Supervision Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business operations of the enterprise.

### 6. Members of the Supervision Board shall be dismissed in the following cases:

- a) No longer meets the qualifications and conditions to be a member of the Supervision Board as stipulated in Clause 2 of this Article;
- b) A resignation letter has been submitted and accepted;
- c) Other cases as prescribed by law and these Regulations.



7. Members of the Supervision Board shall be dismissed in the following cases:
  - a) Failure to complete assigned tasks or duties;
  - b) Failing to exercise one's rights and fulfill one's obligations for six consecutive months, except in cases of force majeure;
  - c) Repeated and serious violations of the obligations of a member of the Supervision Board as stipulated in the Enterprise Law and the company's charter;
  - d) Other cases as decided by the General Meeting of Shareholders.
8. Notification of changes, appointments, dismissals, and removals of members of the Supervision Board.

The company must disclose information in accordance with securities laws when there are changes, new appointments, reappointments, dismissals of members of the Supervision Board, or when it receives resignation letters from the Supervision Board.

### **Article 32. Meetings of the Supervision Board**

1. The Supervision Board must meet at least two (02) times a year, with the number of members attending the meeting being at least 2/3 of the Supervision Board members;
2. The minutes of the Supervision Board meeting shall be prepared in detail and clearly. The person recording the minutes and the Supervision Board members attending the meeting must sign the minutes.
3. Minutes of Supervision Board meetings must be kept to determine the responsibilities of each Supervision Board member;
4. The Supervision Board has the right to request members of the Board of Member, the General Director, and representatives of approved auditing firms to attend and answer questions requiring clarification.

### **Article 33. Salaries, remuneration and other benefits of members of the Supervision Board**

1. Members of the Supervision Board are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervision Board.
2. Members of the Supervision Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total amount of these remuneration and expenses shall not exceed the total annual operating budget of the Supervision Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.
3. The salaries and operating expenses of the Supervision Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

## **CHAPTER V. THE GENERAL MANAGER**

### **Article 34. Role, responsibilities, rights and obligations of the General Director**

1. The General Director is responsible for managing the Company's day-to-day business operations in accordance with the law, the Company's Articles of Association, the employment contract signed with the Company, and the resolutions and decisions of the Board of Member.
2. The General Director has the following rights and responsibilities:
  - a) To decide on matters relating to the Company's day-to-day business operations that are not within the authority of the Board of Member, including signing financial and commercial



contracts on behalf of the Company, and organizing and managing the Company's day-to-day business operations in accordance with best management practices;

- b) To organize the implementation of resolutions and decisions of the Board of Member;
- c) To organize the implementation of the Company's business plan and investment plan;
- d) Propose organizational structure and internal management regulations for the Company;
- e) Appointing, dismissing, and removing management positions within the Company, except for positions under the authority of the Board of Member;
- f) Deciding on salaries and other benefits for employees in the Company, including managers appointed by the General Director;
- g) Recruitment of employees;
- h) Propose a plan for paying dividends or handling business losses;
- i) Propose the number and type of business executives that the Company needs to recruit for the Board of Member to appoint or dismiss in accordance with internal regulations, and propose remuneration, salaries, and other benefits for business executives for the Board of Member to decide;
- j) On December 31st of each year, submit to the Board of Member for approval the detailed business plan for the following fiscal year, based on meeting the requirements of the relevant budget and financial plan;
- k) Prepare the Company's long-term, annual, and quarterly budgets (hereinafter referred to as budgets) to support the Company's long-term, annual, and quarterly management activities in accordance with the business plan;
- l) Other rights and obligations as prescribed by law, this Charter and resolutions and decisions of the Board of Member, internal regulations of the Company, and contracts signed with the Company.
- m) The General Director is accountable to the Board of Member and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these levels when requested.

**Article 35. Nomination, appointment, dismissal, signing of contracts, and termination of contracts for the General Director**

**1. Term of office, qualifications, and conditions for the General Director**

The term of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The appointment may expire based on the terms of the employment contract.

**2. Standards and qualifications for the General Director**

The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions stipulated by law and the company's charter.

**3. Nomination of the General Director: The Chairman of the Board of Member shall nominate the General Director in writing, clearly stating his assessment of the nominee.**

**4. Appointing and signing an employment contract with the General Director.**

The Board of Member appoints one (01) member of the Board of Member or hires another person to be the General Director; signs a contract which stipulates the remuneration, salary and other benefits.

**5. Dismissal and termination of employment contract with the General Director.**

- The Board of Member may dismiss the CEO when a majority of the Board members with voting rights present at the meeting approve and appoint a new CEO to replace him.
- The Board of Member may dismiss the CEO in the following circumstances:
  - + Due to operational needs, the company is transferring and rotating its personnel.
  - + Due to health reasons preventing me from continuing my work;



- + Upon expiration of the employment contract or if there is no need for renewal, a new employment contract will be signed.
- The Board of Member may dismiss the CEO in the following circumstances:
- + Failure to complete assigned tasks or violation of the Company's charter, rules, and regulations;
- + Violating the law to the extent that it leads to criminal prosecution or termination of the employment contract.

6. Announcing the appointment, dismissal, removal, signing of contracts, and termination of contracts with the General Director.

The announcement of the appointment, dismissal, or removal of the General Director shall be made in accordance with the Company's Charter and the provisions of the law on enterprises and securities.

7. The salary and other benefits of the General Director shall be paid according to the following regulations .

- a) The General Director receives a salary, bonuses, and other benefits;
- b) The salary and bonuses of the General Director are determined by the Board of Member;
- c) Executive salaries are included in the Company's business expenses in accordance with the law on corporate income tax, are presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

## **CHAPTER VI. OTHER ACTIVITIES**

### **Article 36. Coordination of activities between the Board of Member and the Supervision Board**

1. The Board of Member and the Supervision Board shall cooperate closely and regularly to exercise their rights and duties as stipulated in the Company's Charter and applicable laws.
2. Responsibilities of the Board of Member in coordination with the Supervision Board
  - a) The Chairman of the Board of Member invites the Supervision Board to attend all meetings of the Board of Member;
  - b) The notice of meeting and accompanying documents are sent to the members of the Supervision Board at the same time as the members of the Board of Member;
  - c) All resolutions and decisions of the Board of Member and general administrative documents issued by the Board of Member shall be sent to the Supervision Board within the time limit stipulated in this Regulation and the Company's Charter;
  - d) When the Supervision Board proposes the selection of an independent auditing firm, the Board of Member must respond to the proposal in accordance with internal regulations;
  - e) Other matters requiring the Supervision Board's opinion must be submitted within the prescribed timeframe, and the Supervision Board is responsible for responding within the specified time.
3. Responsibilities of the Supervision Board in coordination with the Board of Member
  - a) Regularly inform the Board of Member about the results of operations, and consult with the Board of Member before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
  - b) In addition to periodic reports, members of the Supervision Board have the right to request the Board of Member to provide information and documents on the management, operation, and business activities of the Company at any time. The procedures and deadlines for providing information are in accordance with the law and the Company's internal regulations;
  - c) During Supervision Board meetings, the Supervision Board has the right to request members of the Board of Member (and simultaneously request the General Director and independent auditors) to attend and answer questions of concern to the Supervision Board;



- d) The Supervision Board's periodic and unscheduled inspections must have written conclusions (no later than 15 working days from the date of completion of the inspection) sent to the Board of Member to provide further basis for the Board of Member in managing the Company. The Supervision Board may consult with the Board of Member before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
- e) In the event that the Supervision Board discovers any violations of the law or the Company's Charter by members of the Board of Member, the Supervision Board shall notify the Board of Member in writing within 48 hours, requesting the person committing the violation to cease the violation and take remedial measures. Simultaneously, the Supervision Board shall report to the General Meeting of Shareholders and disclose information in accordance with current laws and regulations;
- f) For recommendations relating to the Company's operational and financial situation, the Supervision Board must submit them in writing and with relevant documents at least 15 working days before receiving the response;
- g) Other matters requiring the opinion of the Board of Member must be submitted at least seven (07) working days in advance and the Board of Member will respond within seven (07) working days.

#### **Article 37. Coordination of activities between the Board of Member and the General Director**

1. The Board of Member, based on its functions, duties, and powers, determines the policies, directions, and governance regulations that serve as the basis for the General Director to implement business activities; and at the same time, approves business plans, operational strategies, reports, and proposals submitted by the General Director that fall within the Board of Member's authority to review and decide.
2. The Board of Member establishes a system of information/reporting as a basis for understanding the Company's operations and making decisions; the General Director is responsible for maintaining a system of timely, complete, and accurate information and reporting to the Board of Member, creating favorable conditions for the Board of Member to understand the Company's operations;
3. The General Director is responsible for managing affairs in accordance with the Charter, Resolutions, authorizations/assignments/directives of the Board of Member/Chairman of the Board of Member, and in compliance with legal regulations;
4. In cases where the General Director disagrees with the Resolution /Decision of the Board of Member, the General Director has the right to discuss or reserve their opinion, but must still comply with/implement the directives of the Board of Member;
5. Regarding the organization of the Annual General Meeting of Shareholders, the Board of Member must inform the General Director about the coordination and use of resources within a reasonable timeframe as stipulated in the Company's Charter;
6. The Board of Member decides on rewards or disciplinary actions for the fulfillment or non-fulfillment of resolutions and other matters delegated by the Board of Member to the General Director.

#### **Article 38. Coordination between the Supervision Board and the General Director**

1. During Supervision Board meetings, the Supervision Board has the right to request the General Director (or simultaneously request a member of the Board of Member and an independent auditor) to attend and answer questions of concern to the Supervisors;
2. The Supervision Board's periodic and unscheduled inspections must have written conclusions (no later than 15 working days from the date of completion of the inspection) sent to the General Director to provide further basis for the General Director in managing and operating the company. Depending on the level and results, the Supervision Board may consult with the General Director before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;



3. In the event that the Supervision Board discovers any violations of the law or the Company's Charter by members of the Board of Member, the Supervision Board shall notify the Board of Member in writing within 48 hours, requesting the person committing the violation to cease the violation and take remedial measures. Simultaneously, the Supervision Board shall report to the General Meeting of Shareholders and disclose information in accordance with current laws and regulations.

4. The auditor has the right to request the General Director to facilitate access to records and documents related to the Company's business operations at the Company's head office or where the records are stored;

5. Regarding information, management documents, business operations reports, and financial reports, requests from the Supervision Board must be sent to the Company at least 48 hours in advance. The Supervision Board is not permitted to use or disclose information that has not been authorized for public release from the Company to other parties for related transactions.

**Article 39. Regulations on annual evaluation of reward and disciplinary activities for members of the Board of Member, members of the Supervision Board, the General Director, and other business executives.**

Annual evaluations of rewards and disciplinary actions for members of the Board of Member, members of the Supervision Board, the General Director, and other business executives are conducted in accordance with the reward and disciplinary regulations issued by the Company from time to time.

## **CHAPTER VII. EFFECTIVE DATE**

**Article 40. Effective Date**

1. The internal regulations on corporate governance of Thong Nhat Hanoi Joint Stock Company consist of 7 Chapters and 40 Articles and are effective from February 26, 2026.
2. This regulation is the sole and official policy of the Company;
3. Copies or extracts of the Internal Regulations on Corporate Governance of Thong Nhat Hanoi Joint Stock Company are valid when signed by the Chairman of the Board of Member or at least one-half (1/2) of the total number of members of the Board of Member.

**BOARD OF MEMBER**

**CHAIRMAN**



**VU NGOC TU**