

**INTERNAL REGULATIONSON CORPORATE GOVERNANCE**  
**TRANSPORTATION AND TRADING SERVICES**  
**JOINT STOCK COMPANY**

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*(Amended in accordance with Resolution No. 01/2026/NQ.ĐHĐCĐ-TJC dated March 25<sup>th</sup>, 2026 of the General Meeting of Shareholders of Transportation And Trading Services Joint Stock Company)*

## **Chương I. GENERAL PROVISIONS**

### **Điều 1. Scope of regulation and subjects of application**

1. Scope of application: This regulation is based on Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance, which stipulates the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the Director; the procedures for holding the General Meeting of Shareholders; the nomination, self-nomination, election, dismissal, and removal of members of the Board of Directors, the Supervisory Board, the Director, and other activities as prescribed in the Charter and other current applicable regulations.
2. Scope of application: This regulation applies to members of the Board of Directors, the Supervisory Board, the Director, and related parties mentioned in this regulation.

### **Điều 2. Interpretation of Terms**

1. Abbreviations:
  - a) “Company” means Transportation and Trading Services Joint Stock Company.
  - b) “Director” means the Director of Transportation and Trading Services Joint Stock Company.
  - c) “Board of Directors” means the Board of Directors of Transportation and Trading Services Joint Stock Company.
  - d) “Supervisory Board” means the Supervisory Board of Transportation and Trading Services Joint Stock Company.
  - e) “General Meeting” or “General Meeting of Shareholders” means the General Meeting of Shareholders of Transportation and Trading Services Joint Stock Company.
  - f) “Shareholder” or “Company’s Shareholder” means a shareholder of Transportation and Trading Services Joint Stock Company.
  - g) “Charter” means the current Charter of organization and operation of Transportation and Trading Services Joint Stock Company.
  - h) “Regulation” means the Corporate Governance Regulation of Transportation and Trading Services Joint Stock Company.
  - i) “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 adopted on June 17<sup>th</sup>, 2020.
2. The following terms shall be construed as follows:
  - a) “Corporate governance” means a system of rules to ensure that the Company is directed, managed, and controlled effectively in the interests of shareholders and related parties. Principles of corporate governance include:
    - Ensuring an effective governance structure;
    - Ensuring shareholders’ rights;
    - Ensuring equitable treatment among shareholders;
    - Ensuring the role of stakeholders related to the Company;
    - Ensuring transparency in the Company’s operations;
    - Ensuring that the Board of Directors and the Supervisory Board lead and control the Company effectively.
  - b) “Related person” means an individual or organization as defined in Clause 23, Article 4 of

the Law on Enterprises;

- c) “Independent member of the Board of Directors” means a member of the Board of Directors who satisfies the following criteria and conditions:
    - Not currently working for the Company, its parent company, or its subsidiaries; and has not worked for the Company, its parent company, or its subsidiaries for at least the preceding three (03) consecutive years;
    - Not receiving salary or remuneration from the Company, except for allowances entitled to members of the Board of Directors in accordance with regulations;
    - Not having a spouse, biological or adoptive parent, or sibling who is a major shareholder of the Company, or a manager of the Company or its subsidiaries;
    - Not directly or indirectly owning at least 1% of the total voting shares of the Company;
    - Not having served as a member of the Board of Directors or the Supervisory Board of the Company for at least the preceding five (05) consecutive years, except in the case of appointment for two (02) consecutive terms.
  - d) “Non-executive member of the Board of Directors” means a member of the Board of Directors who is not the Director, Deputy Director, Chief Accountant, or other executive positions as prescribed in the Company’s Charter.
3. In this Regulation, references to any provisions or legal documents shall include any amendments, supplements, or replacements thereto.
4. Headings (chapters, articles) in this Regulation are included for convenience of reference only and shall not affect the interpretation of the contents of this Regulation.

## **Chương II.**

### **GENERAL MEETING OF SHAREHOLDERS**

#### **Điều 2. Roles, Rights and Obligations of the General Meeting of Shareholders**

The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall convene annually once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the time for holding the Annual General Meeting of Shareholders where necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders shall be the place where the Chairperson attends the meeting and must be within the territory of Vietnam.

The General Meeting of Shareholders shall have the following rights and obligations:

- a) To approve the Company’s development orientation;
- b) To decide on the types of shares and the total number of shares of each type authorized to be offered; to decide on the annual dividend rate for each type of shares;
- c) To elect, remove, and dismiss members of the Board of Directors and the Supervisory Board;
- d) To decide on investment or sale of assets with a value of 35% or more of the total assets as recorded in the Company’s most recent financial statements;
- e) To decide on amendments and supplements to the Company’s Charter;
- f) To approve the annual financial statements;
- g) To decide on the repurchase of more than 10% of the total number of issued shares of each type;

- h) To review and handle violations by members of the Board of Directors and the Supervisory Board causing damage to the Company and its shareholders;
- i) To decide on reorganization or dissolution of the Company;
- j) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k) To approve, amend, or supplement the internal corporate governance regulations and the operating regulations of the Board of Directors and the Supervisory Board;
- l) To approve the list of approved auditing firms; to decide on the approved auditing firm to audit the Company's operations; and to dismiss the approved auditor when deemed necessary;
- m) To exercise other rights and obligations in accordance with the law.

**Điều 3. Procedures and formalities for convening the General Meeting of Shareholders and adopting resolutions by voting at the General Meeting of Shareholders**

1. Authority to convene the General Meeting of Shareholders:

The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of the Company's Charter.

2. The convener of the General Meeting of Shareholders must perform the following tasks:

- a) Prepare the 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 10 days prior to the date of sending the meeting invitation notice. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date.
- b) Prepare the agenda and contents of the meeting;
- c) Prepare documents for the meeting;
- d) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;
- e) Determine the time and venue of the meeting;
- f) Notify all shareholders of the meeting and send the meeting invitation notice to all shareholders entitled to attend.

The invitation notice to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholders' registered contact addresses, and simultaneously disclosed on the Company's website and the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convener must send the invitation notice to all shareholders on the list of shareholders entitled to attend at least 21 days prior to the opening date of the meeting (calculated from the date the notice is duly sent or dispatched).

The invitation notice must include the name, head office address, enterprise code; name and contact address of the shareholder; time and venue of the meeting; and other requirements for attendees.

The meeting agenda and documents related to matters to be voted on at the General Meeting shall be sent to shareholders and/or posted on the Company's website. In case the documents are not enclosed with the invitation notice, the notice must clearly indicate the link to access all meeting documents, including:

- Meeting agenda and documents used at the meeting;
- List and detailed information of candidates in case of election of members of the Board of Directors or the Supervisory Board;
- Voting ballots;
- Draft resolutions for each matter in the meeting agenda.

g) Other tasks serving the meeting.

### 3. Agenda and contents of the General Meeting of Shareholders

- a) The General Meeting of Shareholders shall be convened in the cases specified in Clause 1, Article 4 of this Regulation.
- b) The method, order and procedures for convening the General Meeting of Shareholders are specified in Clause 2 of this Article.
- c) 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 meeting agenda. Such proposals must be made in writing and sent to the Company no later than 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, number of shares of each type, contact address, nationality, ID card/Citizen Identification/Passport or other lawful personal identification (for individual shareholders); name, enterprise code or establishment decision number, and head office address (for organizational shareholders); number and type of shares held; and the proposed matter to be included in the agenda.
- d) The convener has the right to reject proposals mentioned in Point c of this Clause in the following cases:
  - The proposal is not submitted in accordance with the prescribed procedures;
  - At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as required;
  - The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
  - Other cases as prescribed by law and the Company's Charter.
- e) The convener must accept and include valid proposals in the draft agenda and contents of the meeting, except for the cases specified in Point d; such proposals shall be officially included if approved by the General Meeting of Shareholders.

### 4. Authorization to attend the General Meeting of Shareholders:

Shareholders may authorize another person to attend the meeting. The authorization must be made in writing in accordance with civil law and must specify the name of the authorized individual or organization and the number of shares authorized. The authorized representative must present the authorization document upon registration before entering the meeting.

Voting ballots of authorized representatives remain valid within the scope of authorization except in the following cases:

- The authorizing person has died, lost or has restricted legal capacity;
- The authorization has been revoked;
- The authority of the representative has been terminated.

This provision does not apply if the Company receives notice of such events before the opening of the meeting or before the reconvened meeting.

5. Registration for attendance:
  - a) To facilitate organization, shareholders should register their attendance within the timeframe specified in the invitation notice, but at least one (01) working day before the meeting. Registration may be made in writing or by phone as instructed in the notice. Minimum information includes: shareholder name, registration code, number of shares held at the record date, address, and contact phone number.
  - b) On the meeting date, the Company must conduct shareholder registration procedures and continue registration until all attending shareholders have completed registration.
6. Conditions for holding the General Meeting of Shareholders:
  - a) The meeting is valid when shareholders attending represent more than 50% of the total voting shares.
  - b) If the first meeting does not meet quorum, the second meeting must be convened within 30 days. The second meeting is valid if shareholders attending represent at least 33% of total voting shares.
  - c) If the second meeting does not meet quorum, the third meeting must be convened within 20 days. The third meeting shall be valid regardless of the number of voting shares represented by attending shareholders.
7. Voting procedures at the General Meeting of Shareholders:
  - a) Upon registration of shareholders, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card, voting ballot and election ballot, which shall state the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights/election votes of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted in the form of approval, disapproval, or abstention. The vote counting results shall be announced by the Chairman/the Vote Counting Committee immediately prior to the closing of the meeting. The General Meeting shall elect persons responsible for vote counting or supervision thereof as proposed by the Chairman. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the Chairman's proposal.
  - b) Shareholders or authorized representatives of institutional shareholders or other authorized persons who arrive after the opening of the meeting shall have the right to register immediately and, upon registration, to participate in and vote/elect at the meeting. The Chairman shall not be obliged to suspend the meeting to allow late attendees to register, and the validity of matters already voted on shall remain unchanged. The Chairman shall have the authority to decide on the order, procedures, and any matters arising outside the agenda, subject to the approval of the General Meeting of Shareholders.
8. Voting, vote counting, and announcement of voting results
  - a) The General Meeting of Shareholders shall elect a Vote Counting Committee to conduct the vote counting. Members of the Vote Counting Committee must not be candidates or nominees for the Board of Directors or the Supervisory Board. The number of members of the Vote Counting Committee shall not exceed three (03). The Head of the Vote Counting Committee shall assign specific tasks to each member.
  - b) The election of members of the Board of Directors and the Supervisory Board at the General Meeting must be conducted directly by secret ballot and in compliance with applicable laws and the Company's Charter.
  - c) The election of members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting, whereby each shareholder has a total number of votes

equal to the number of shares owned and/or represented multiplied by the number of members to be elected. Shareholders may allocate all or part of their votes to one or more candidates of their choice and are not required to distribute votes evenly among all candidates.

- d) Election ballots shall be issued by the Vote Counting Committee and bear the Company's seal. Each ballot shall state the total number of shares owned and/or represented by the shareholder and the corresponding total number of voting rights. Each ballot shall include the names of candidates for election to the Board of Directors (for Board ballots) or the Supervisory Board (for Supervisory Board ballots). Shareholders shall indicate the number of votes allocated to each preferred candidate and then cast the ballot into the ballot box.
- e) Upon receipt of the election ballots, shareholders must verify the total number of shares indicated thereon. If the number of shares stated on the ballot does not match the number of shares owned and/or represented, the shareholder must notify the Vote Counting Committee immediately to obtain a replacement ballot.
- f) When conducting the election, each ballot must not exceed the number of members of the Board of Directors and the Supervisory Board to be elected.
- g) For sensitive matters and upon request of shareholders, the Company shall appoint an independent organization to collect and count votes.
- h) Vote counting shall be conducted by the Vote Counting Committee (at a location arranged near the voting area) immediately after the completion of voting. Before opening the ballot box, the Vote Counting Committee must count, record in minutes, and seal all unused ballots. The Committee must not erase or amend any ballot.
- i) The following ballots shall be deemed invalid:
  - Ballots not issued by the Organizing Committee;
  - Ballots indicating votes exceeding the prescribed number;
  - Total votes exceeding the total voting rights;
  - Ballots with erasures or alterations (in case of errors, a new ballot must be issued and the old one canceled);
  - Ballots containing names outside the list of nominated candidates or with additional writings.
- j) Candidates shall be elected to the Board of Directors or Supervisory Board based on the number of valid votes received, ranked from highest to lowest, until the required number of positions is filled. In the event that the number of candidates determined under this principle exceeds the permitted number due to multiple candidates receiving the same lowest number of votes, the Chairman shall decide to conduct a re-election among such candidates or adopt another appropriate solution.
- k) The Vote Counting Committee shall prepare a vote counting minutes. The Head of the Vote Counting Committee shall present the vote counting report before the General Meeting immediately after completion of the vote counting process.

#### 9. Adoption of resolutions of the General Meeting of Shareholders

- a) Resolutions on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting rights of all shareholders attending and voting at the meeting, except as otherwise provided in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
  - (i) Types of shares and total number of shares of each type to be offered or issued, and other

capital increase plans in accordance with law;

- (ii) Changes in business lines and sectors;
  - (iii) Changes in the organizational and management structure of the Company as provided in Article 11 of this Charter and Article 137 of the Law on Enterprises;
  - (iv) Investment projects or sale of assets with a value equal to or exceeding 35% of the total asset value recorded in the most recent financial statements of the Company;
  - (v) Reorganization or dissolution of the Company.
- b) Other resolutions shall be adopted if approved by shareholders holding more than 50% of the total voting rights of all shareholders attending and voting at the meeting, except as otherwise provided in Clauses 1, 3, 4 and 6, Article 148 of the Law on Enterprises.
  - c) The election of members of the Board of Directors and the Supervisory Board must be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the number of shares owned multiplied by the number of members to be elected of the Board of Directors or the Supervisory Board. Shareholders may allocate all or part of their votes to one or more candidates.
  - d) Elected members shall be determined based on the number of valid votes received, ranked from highest to lowest, until the required number of positions is filled. In case two or more candidates receive the same number of votes for the final position, a re-election shall be conducted among such candidates or selection shall be made in accordance with criteria specified in the election regulations or the Company's Charter. In the case of election of members of the Board of Directors and the Supervisory Board, if the number of candidates equals the number of positions to be elected, the election may be conducted either by cumulative voting as above or by voting (approval, disapproval, abstention). The approval threshold under such voting method shall comply with Clause 2, Article 21 of the Company's Charter.
  - e) Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares shall be valid and effective even if the procedures for convening the meeting and adopting such resolutions do not comply with the Law on Enterprises and the Company's Charter.
  - f) Resolutions of the General Meeting of Shareholders shall be retained and published on the Company's website for shareholders' access in lieu of direct delivery.

#### 10. Minutes of the General Meeting of Shareholders

- a) The General Meeting of Shareholders must be recorded in minutes and may also be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and shall include the following principal contents:
  - Name, head office address, and enterprise registration number of the Company;
  - Time and venue of the General Meeting of Shareholders;
  - Agenda and contents of the meeting;
  - Full names of the Chairman and the Secretary;
  - Summary of the meeting proceedings and opinions expressed on each agenda item;
  - Number of shareholders and total voting rights of shareholders attending the meeting, with an annex of the list of registered shareholders and their representatives, including the number of shares and corresponding voting rights;



- Total voting results for each matter, specifying the voting method, total valid votes, invalid votes, votes in favor, against, and abstentions, and the corresponding percentages;
  - Total votes for each candidate (if any);
  - Matters adopted and the corresponding approval ratios;
  - Full names and signatures of the Chairman and the Secretary. In case the Chairman or the Secretary refuses to sign the minutes, such minutes shall be valid if signed by all other attending members of the Board of Directors and contain all required contents as prescribed in this Clause. The minutes must clearly state the refusal to sign.
- b) The minutes of the General Meeting of Shareholders must be completed and approved prior to the closing of the meeting. The Chairman, the Secretary, and any other signatories shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.
- c) Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.
11. Request for cancellation and method of objection to resolutions of the General Meeting of Shareholders:
- a) Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote-counting results for written opinions of the General Meeting of Shareholders, a shareholder or group of shareholders as prescribed in Clause 2, Article 18 of the Company's Charter has the right to request a Court or Arbitration to review and annul a resolution of the General Meeting of Shareholders in the following cases:
- The order and procedures for convening the General Meeting of Shareholders are not in compliance with the law and the Company's Charter.
  - The order, procedures for adopting the resolution and/or the contents of the resolution violate the law or the Company's Charter.
- b) A shareholder who voted against a resolution on reorganization of the Company or changes to shareholders' rights and obligations as stipulated in the Company's Charter has the right to request the Company to repurchase its shares. Such request must be made in writing, specifying the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the repurchase. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders passes the relevant resolution.
- c) The Company must repurchase shares at the request of the shareholder specified in Point b of this Clause at the market price or at a price determined in accordance with the principles set out in the Company's Charter within 90 days from the date of receipt of the request. In case the parties cannot agree on the price, they may request a valuation organization to determine the price. The Company shall introduce at least three (03) valuation organizations for the shareholder to choose from, and such choice shall be final.
12. The auditor or representative of the auditing firm must be invited to attend the annual General Meeting of Shareholders to present opinions on matters relating to the annual financial statements in cases where the audit report contains material qualifications.
13. In order to enhance the effectiveness of General Meetings of Shareholders, the Company shall make its best efforts to apply modern information technologies so that shareholders can participate in such meetings in the most effective manner possible.

**Điều 4. Procedures and formalities for passing resolutions of the General Meeting of Shareholders by written consultation**

1. Authority to collect shareholders' opinions in writing:

The Board of Directors has the right to collect shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders on matters specified in Clause 1, Article 22 of the Company's Charter.

2. Procedures and formalities for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders

a) The Board of Directors shall prepare the voting ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders entitled to vote at least ten (10) days prior to the deadline for returning the voting ballots. The requirements and methods for sending the voting ballots and accompanying documents shall comply with Clause 3, Article 18 of the Company's Charter.

b) The voting ballot must contain the following main contents:

- Name, head office address, and enterprise code of the Company;
- Purpose of collecting opinions;
- Full name, permanent address, nationality, ID/Citizen Identification/Passport or other lawful personal identification of an individual shareholder; name, enterprise code or establishment decision number, and head office address of an organizational shareholder; or full name, permanent address, nationality, ID/Citizen Identification/Passport or other lawful personal identification of the authorized representative of an organizational shareholder; number of shares of each class and corresponding voting rights;
- Matters to be voted on;
- Voting options including "agree", "disagree", and "no opinion";
- Deadline for returning the completed voting ballots to the Company;
- Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.

c) Shareholders may return the completed voting ballots to the Company in one of the following forms:

- By post: The completed voting ballot must bear the signature of the individual shareholder or the authorized representative or legal representative of an organizational shareholder. The ballot must be sealed in an envelope and must not be opened before the vote counting;
- By fax or email: Voting ballots sent by fax or email must be kept confidential until the vote counting time.

Voting ballots received after the deadline specified in the ballot, or ballots that have been opened (in case of postal submission) or disclosed (in case of fax/email), shall be deemed invalid. Ballots not returned shall be deemed as non-participating votes.

d) The Board of Directors shall conduct the vote counting and prepare the vote-counting minutes in the presence of the Supervisory Board or shareholders who do not hold managerial positions in the Company. The minutes must include the following main contents:

- Name, head office address, and enterprise code of the Company;
- Purpose and matters subject to voting;
- Number of shareholders and total voting rights participating in the vote, distinguishing between valid and invalid votes, with an appendix listing participating shareholders;
- Total number of votes in favor, against, and with no opinion for each matter;

- Resolutions adopted;
- Full name and signatures of the Chairman of the Board of Directors, the legal representative of the Company, the vote-counting supervisor, and the vote counters.
- e) Members of the Board of Directors and the vote-counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote-counting minutes and jointly liable for any damages arising from resolutions adopted due to dishonest or inaccurate vote counting.
- f) The vote-counting minutes and resolutions must be sent to shareholders within fifteen (15) days from the date of completion of vote counting. Such delivery may be replaced by publication on the Company's website.
- g) The completed voting ballots, vote-counting minutes, full text of the adopted resolutions, and related documents must be archived at the Company's head office.
- h) A resolution adopted by written consultation shall be valid if approved by shareholders representing more than 50% of the total voting rights of all shareholders entitled to vote, and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

### 3. Cases where written consultation is not permitted

The Board of Directors is not permitted to collect shareholders' opinions in writing in the case of holding the Annual General Meeting of Shareholders.

## **Điều 5. Personnel of the General Meeting of Shareholders**

### 1. Chairperson and Presiding Committee:

- a) The Chairman of the Board of Directors shall act as the Chairperson of meetings convened by the Board of Directors. In case the Chairman is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one of them to act as Chairperson based on the majority principle. If no Chairperson can be elected, the Head of the Supervisory Board shall preside over the meeting for the General Meeting of Shareholders to elect a Chairperson from among the attendees, and the person receiving the highest number of votes shall act as Chairperson.
- b) In other cases, the person signing the decision to convene the General Meeting of Shareholders shall preside over the meeting for the General Meeting of Shareholders to elect a Chairperson, and the person receiving the highest number of votes shall be appointed as Chairperson.
- c) Other rights and obligations of the Chairperson shall be in accordance with applicable laws.
- d) The Presiding Committee consists of one (01) Chairperson and up to two (02) incumbent members of the Board of Directors, the Supervisory Board, or the Director. The Chairman of the Board of Directors shall act as the Chairperson of the Meeting. The Presiding Committee shall be approved by the General Meeting of Shareholders and shall be responsible for conducting the meeting.
- e) Rights and obligations of the Chairperson:
  - Decisions of the Chairperson on procedural matters or events arising outside the meeting agenda shall have the highest binding effect;
  - The Chairperson shall carry out necessary actions to conduct the meeting in a lawful and orderly manner or to ensure that the meeting reflects the will of the majority of attending shareholders;
  - Without requiring approval from the General Meeting, the Chairperson may at any time

adjourn the meeting to another time (in accordance with the Law on Enterprises and the Company's Charter) or change the meeting venue if it is deemed that:

- + The venue does not have sufficient seating capacity for all attendees;
  - + There are attendees causing disorder or obstruction, potentially preventing the meeting from being conducted fairly and lawfully; or
  - + The facilities at the venue do not ensure that shareholders can participate, discuss, and vote;
- The Chairperson has the right not to respond or only to record shareholders' opinions if such opinions fall outside the scope of matters submitted to the Meeting;
  - The Chairperson has the right to cut off a shareholder's speech if it exceeds the allocated time, is irrelevant to the meeting agenda, or is repetitive;
  - The Chairperson has the right to request competent authorities to maintain order at the meeting and to expel individuals who cause disruption, fail to comply with the Chairperson's authority, or obstruct the normal conduct of the meeting;
  - To preside over the activities of the General Meeting of Shareholders in accordance with the agenda approved by the Meeting;
  - To guide participants in discussing agenda items;
  - To present drafts and conclusions on necessary matters for the Meeting to vote;
  - To handle issues arising during the course of the Meeting.
- f) Working principles of the Presiding Committee: The Presiding Committee shall operate on a collective basis, following democratic centralism, and decisions shall be made by majority vote.

2. Secretary of the Meeting:

- a) The Chairperson shall appoint one (01) or more persons to act as the Secretary(ies) of the Meeting;
- b) Duties of the Secretary:
  - To fully and accurately record the contents of the Meeting;
  - To prepare the meeting minutes and draft resolutions of the General Meeting of Shareholders;
  - To assist the Chairperson in disclosing information related to the Meeting and notifying shareholders in accordance with the law and the Company's Charter;
  - To perform other duties as assigned by the Chairperson.

3. Vote Counting Committee:

- a) The General Meeting of Shareholders shall elect one (01) or more persons to the Vote Counting Committee upon nomination by the Chairperson;
- b) Duties of the Vote Counting Committee:
  - To explain principles, rules, and procedures for voting;
  - To collect and count votes, prepare vote-counting minutes, announce results, and submit the minutes to the Chairperson for approval;
  - To promptly inform the Secretary of voting results;
  - To review and report to the Meeting any violations of voting procedures or complaints

regarding voting results.

4. Eligibility Verification Committee:

- a) The Eligibility Verification Committee shall consist of up to three (03) members, including a Head and members, established by the Board of Directors and introduced to the Meeting by the Presiding Committee.
- b) Duties of the Eligibility Verification Committee:
  - To verify the eligibility and attendance status of shareholders and their representatives;
  - The Head of the Committee shall report to the General Meeting of Shareholders on the attendance status. If the meeting has shareholders and authorized representatives attending representing more than 50% of the total voting rights, the General Meeting of Shareholders shall be validly convened and proceed.

**Điều 6. Report on the Operations of the Board of Directors to the General Meeting of Shareholders**

The report on the operations of the Board of Directors submitted to the General Meeting of Shareholders must include, at a minimum, the following contents:

- a) Đánh giá tình hình hoạt động của Công ty trong năm tài chính;
- b) Hoạt động, thù lao và chi phí hoạt động của Hội đồng quản trị và từng thành viên Hội đồng quản trị;
- c) Tổng kết các cuộc họp của Hội đồng quản trị và các quyết định của Hội đồng quản trị;
- d) Kết quả giám sát đối với Giám đốc;
- e) Kết quả giám sát đối với các cán bộ quản lý;
- f) Các kế hoạch dự kiến trong tương lai.
- g) Assessment of the Company's operational performance during the financial year;
- h) Activities, remuneration, and operating expenses of the Board of Directors and each member thereof;
- i) Summary of meetings of the Board of Directors and resolutions/decisions issued by the Board of Directors;
- j) Results of supervision over the Director;
- k) Results of supervision over managerial personnel;
- l) Proposed plans for future operations.

**Điều 7. Report on the Operations of the Board of Supervisors to the General Meeting of Shareholders**

The report on the operations of the Board of Supervisors submitted to the General Meeting of Shareholders must include, at a minimum, the following contents:

- a) Activities, remuneration, and operating expenses of the Board of Supervisors and each member thereof;
- b) Summary of meetings of the Board of Supervisors and resolutions/decisions issued by the Board of Supervisors;
- c) Results of supervision over the Company's operational and financial status;
- d) Results of supervision over members of the Board of Directors, members of the Board of Management (Executive Board), and managerial personnel;

- e) Report assessing the coordination between the Board of Supervisors and the Board of Directors, the Board of Management, and shareholders.

### **Chương III.**

#### **MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF DIRECTORS**

##### **Điều 8. Rights, Obligations and Responsibilities of the Board of Directors**

1. The Board of Directors shall be accountable to the shareholders for the Company's operations. The Company must establish a corporate governance structure ensuring that the Board of Directors is able to perform its duties in accordance with applicable laws and the Company's Charter.
2. The Board of Directors shall be responsible for ensuring that the Company operates in compliance with applicable laws and the Company's Charter, treats all shareholders equally, and takes into consideration the interests of stakeholders.
3. The Board of Directors shall develop regulations on the procedures for nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, as well as procedures for organizing meetings of the Board of Directors, including the following principal contents:
  - a) Procedures for nomination, candidacy, election, dismissal, and removal of members of the Board of Directors:
    - Criteria and standards for members of the Board of Directors;
    - Methods for nomination and self-nomination to the position of member of the Board of Directors by shareholder groups meeting the conditions for nomination in accordance with laws and the Company's Charter;
    - Methods for election of members of the Board of Directors;
    - Cases of dismissal or removal of members of the Board of Directors;
    - Notification of election, dismissal, or removal of members of the Board of Directors.
  - b) Procedures for organizing meetings of the Board of Directors:
    - Notice of meetings of the Board of Directors (including meeting agenda, time, venue, relevant documents, and voting forms for members unable to attend);
    - Conditions for validity of meetings of the Board of Directors;
    - Voting methods;
    - Methods for adoption of resolutions of the Board of Directors;
    - Recording of minutes of meetings of the Board of Directors;
    - Approval of minutes of meetings of the Board of Directors;
    - Notification of resolutions of the Board of Directors.
4. The Board of Directors shall develop regulations on procedures for selection, appointment, and dismissal of senior management personnel, as well as procedures for coordination among the Board of Directors, the Board of Management, and the Board of Supervisors, including the following principal contents:
  - a) Procedures for selection, appointment, and dismissal of senior management personnel:
    - Criteria for selection of senior management personnel;
    - Appointment of senior management personnel;
    - Execution of labor contracts with senior management personnel;

- Cases of dismissal of senior management personnel;
- Notification of appointment or dismissal of senior management personnel.
- b) Procedures for coordination among the Board of Directors, the Board of Supervisors, and the Board of Management:
  - Procedures for convening meetings, sending notices, recording minutes, and notifying meeting results among the Board of Directors, the Board of Supervisors, and the Board of Management;
  - Notification of resolutions of the Board of Directors to the Board of Management and the Board of Supervisors;
  - Cases where the Director and the majority of members of the Board of Supervisors request the convening of a Board of Directors meeting and matters requiring consultation with the Board of Directors;
  - Reports of the Board of Management to the Board of Directors on the performance of assigned rights and duties;
  - Review of the implementation of resolutions and other delegated matters of the Board of Directors to the Board of Management;
  - Matters that the Board of Management must report, provide information on, and methods of reporting to the Board of Directors and the Board of Supervisors;
  - Coordination in control, management, and supervision activities among members of the Board of Directors, members of the Board of Supervisors, and members of the Board of Management according to their respective duties.
- 5. Hội đồng quản trị có trách nhiệm xây dựng cơ chế đánh giá hoạt động, khen thưởng và kỷ luật đối với thành viên Hội đồng quản trị, thành viên Ban kiểm soát, thành viên Ban giám đốc và các cán bộ quản lý.
- 6. Hội đồng quản trị có trách nhiệm lập và báo cáo tại Đại hội đồng cổ đông theo quy định tại Điều 7 của Quy chế này.

#### **Điều 9. Rights, Obligations and Responsibilities of Members of the Board of Directors**

1. Members of the Board of Directors shall have full rights in accordance with the Law on Securities, relevant laws, the Company's Charter, and the Company's internal governance regulations, including the right to be provided with information and documents on the Company's financial status, business operations, and those of its affiliated units.
2. Members of the Board of Directors shall perform their duties honestly and prudently in the best interests of the shareholders.
3. Members of the Board of Directors must attend all meetings of the Board of Directors and provide clear opinions on matters discussed.
4. Members of the Board of Directors and their related persons, when conducting purchases or sales of the Company's shares, must report to the State Securities Commission and the Stock Exchange, and disclose such transactions in accordance with applicable laws.
5. The Company may purchase liability insurance for members of the Board of Directors upon approval by the General Meeting of Shareholders. However, such insurance shall not cover liabilities arising from violations of law or the Company's Charter by members of the Board of Directors.

#### **Điều 10. Composition and Term of Office of Members of the Board of Directors**

1. The number of members of the Board of Directors shall be three (03).

2. The term of office of members of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of the Company for no more than two (02) consecutive terms.
3. In the event that all members of the Board of Directors simultaneously complete their term, such members shall continue to serve as members of the Board of Directors until new members are elected and assume their duties.
4. The composition of the Board of Directors must ensure at least one (01) non-executive member, and the total number of independent members must include at least one (01) independent member. The Company shall limit, to the maximum extent possible, members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors.
5. A member of the Board of Directors shall cease to hold office in cases of dismissal, removal, or replacement by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
6. The appointment of members of the Board of Directors must be disclosed in accordance with laws on information disclosure in the securities market.

#### **Điều 11. Standards and Conditions for Members of the Board of Directors**

1. Members of the Board of Directors must satisfy the following standards and conditions:
  - a) Not falling within the cases specified in Clause 2, Article 17 of the Law on Enterprises;
  - b) Possessing professional qualifications and experience in business management or in the Company's business lines and sectors, and not necessarily being a shareholder of the Company;
  - c) Not being a family member of the Director or other managers of the Company; or of managers or persons competent to appoint managers of the parent company.
2. An independent member of the Board of Directors must satisfy the following standards and conditions:
  - a) Not currently working for the Company, its parent company, or its subsidiaries; and not having worked for the Company, its parent company, or its subsidiaries for at least the preceding three (03) consecutive years;
  - b) Not receiving salary or remuneration from the Company, except for allowances entitled to members of the Board of Directors in accordance with regulations;
  - c) Not having a spouse, biological or adoptive parent, biological or adopted child, or sibling who is a major shareholder of the Company, or a manager of the Company or its subsidiaries;
  - d) Not directly or indirectly owning at least one percent (1%) of the total voting shares of the Company;
  - e) Not having served as a member of the Board of Directors or the Board of Supervisors of the Company for at least the preceding five (05) consecutive years, except where such person has been appointed for two (02) consecutive terms.
3. An independent member of the Board of Directors must notify the Board of Directors when he/she no longer satisfies the conditions specified in Clause 2 of this Article, and shall automatically cease to be an independent member from the date on which such conditions are no longer met. The Board of Directors must report such case at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement or additional independent member within six (06) months from the date of receipt of such notice.



4. In order to ensure a separation between supervisory and executive roles, the Company shall endeavor to limit members of the Board of Directors concurrently holding executive positions within the Company.
5. A member of the Board of Directors of a public company may concurrently serve as a member of the Board of Directors or Members' Council of no more than five (05) other companies.
6. The Chairman of the Board of Directors shall not concurrently hold the position of Director.

#### **Điều 12. Nomination and Candidacy for Members of the Board of Directors**

1. Information relating to candidates for the Board of Directors (where such candidates have been identified in advance) shall be disclosed at least ten (10) days prior to the date of convening the General Meeting of Shareholders so that shareholders may review such candidates before voting.
2. Candidates for the Board of Directors must provide written commitments on the truthfulness, accuracy, and reasonableness of the disclosed personal information and must undertake to perform the duties of a member of the Board of Directors honestly if elected.
3. Shareholders or groups of shareholders holding from ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Company Charter. Shareholders or groups of shareholders holding from 10% to under 20% of the total voting shares may nominate one (01) candidate; from 20% to under 30% may nominate up to two (02) candidates; from 30% to under 40% may nominate up to three (03) candidates; from 40% to under 50% may nominate up to four (04) candidates; from 50% to under 65% may nominate up to five (05) candidates; and from 65% or more may nominate up to seven (07) candidates.
4. Where the number of candidates nominated and self-nominated remains insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations under a mechanism prescribed by the Company. Such nomination mechanism or method must be clearly disclosed and approved by the General Meeting of Shareholders prior to the nomination process.
5. Candidates for the Board of Directors must submit nomination or candidacy dossiers in accordance with the Company's prescribed forms, at the designated location and within the timeline notified by the Organizing Committee of the General Meeting of Shareholders.
6. The Company shall provide detailed regulations and guidance to shareholders on voting for members of the Board of Directors under the cumulative voting method as stipulated in the Company's voting and election regulations.

#### **Điều 13. Method for Election of Members of the Board of Directors**

1. The election of members of the Board of Directors shall be conducted using the cumulative voting method, whereby each shareholder shall have 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 Directors. Shareholders may allocate all or part of their votes to one or more candidates. Elected members of the Board of Directors shall be determined based on the number of votes received, from highest to lowest, starting with the candidate receiving the highest number of votes until the required number of members as prescribed in the Company's Charter is reached. In the event that two (02) or more candidates receive an equal number of votes for the last position on the Board of Directors, a re-election shall be conducted among those candidates or selection shall be made based on criteria specified in the election regulations or the Company's Charter.
2. If the number of candidates is less than or equal to the number of members to be elected to the Board of Directors, the election may be conducted using the cumulative voting method as above

or by voting (in favor, against, or abstention). The approval threshold under the voting method shall comply with Clause 2, Article 21 of the Company's Charter.

#### **Điều 14. Dismissal, Removal, Replacement and Addition of Members of the Board of Directors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
  - a) Failure to meet the standards and conditions as prescribed in Article 155 of the Law on Enterprises;
  - b) Submission of a resignation letter which is accepted.
2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
  - a) Failure to participate in activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
  - b) Other cases as stipulated in the Company's Charter
3. Where deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss, or remove members of the Board of Directors in cases other than those specified in Clauses 1 and 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
  - a) The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number prescribed in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date such reduction occurs;
  - b) Other cases as stipulated in the Company's Charter.
5. After decisions on election, dismissal, or removal of members of the Board of Directors are made, the Company shall be responsible for disclosing such information internally and to competent authorities, on mass media, and on the Company's website in accordance with the procedures and regulations of applicable laws.

#### **Điều 15. Method of introducing candidates for members of the Board of Directors**

1. The Board of Directors or other subjects as prescribed in Clause 3 of this Article shall convene a meeting of the Board of Directors regarding the election of members of the Board of Directors to disseminate the election contents, including: the number of members, criteria for candidates participating in the election, and the methods of nomination and self-nomination in accordance with Article 33 of the Company Charter. The election shall be conducted at the nearest General Meeting of Shareholders or through the written opinion collection of shareholders.
2. The Company shall issue a public announcement on the election of members of the Board of Directors and the procedures for convening and conducting the election, clearly stating the reasons for the election, number of members, criteria and conditions, voting method, and procedures for nomination and self-nomination.
3. The Board of Directors shall compile the list of candidates through nomination and self-nomination and verify the information of each candidate to ensure that all candidates satisfy the criteria and conditions to become members of the Board of Directors.
4. Where the number of candidates nominated and self-nominated remains insufficient, the Board of Directors shall prepare an additional list of candidates based on the following criteria:

- a) Number of candidates: the number still lacking after compiling the valid list of candidates as prescribed in Clause 3 of this Article;
  - b) Candidates introduced by the Board of Directors must be approved by a majority vote of the incumbent members of the Board of Directors;
  - c) Candidates introduced by the Board of Directors must at least satisfy the criteria and conditions as prescribed in Article 155 of the Law on Enterprises.
5. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review such candidates before voting. Candidates must provide a written commitment on the truthfulness and accuracy of the disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected. The information to be disclosed includes:
- a) Full name, date of birth;
  - b) Professional qualifications;
  - c) Working history;
  - d) Other managerial positions (including positions on the Board of Directors of other companies);
  - e) Interests related to the Company and its related parties;
  - f) Other information (if any) as prescribed in the Company Charter.

The Company must disclose information on the companies in which candidates hold positions as members of the Board of Directors or other managerial positions, and any related interests of such candidates with the Company (if any).

#### **Điều 16. Election, dismissal, and removal of the Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.
2. Where the Chairman of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or the decision on dismissal or removal.
3. Where the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman. In the absence of such authorization, or where the Chairman of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is subject to administrative handling measures at compulsory detoxification or compulsory education institutions, absconds from residence, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a Court from holding positions, practicing a profession, or performing certain jobs, the remaining members shall elect one among themselves as Chairman of the Board of Directors in accordance with the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

#### **Điều 17. Remuneration, bonuses and other benefits of members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
2. Members of the Board of Directors (excluding authorized representatives) shall be entitled to remuneration for their work in their capacity as members of the Board of Directors. The total remuneration of the Board of Directors shall be decided by the General Meeting of Shareholders. Such remuneration shall be allocated among members of the Board of Directors

in accordance with agreement within the Board of Directors or equally in case no agreement is reached.

3. Remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with corporate income tax regulations, separately presented in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions, or those working in committees of the Board of Directors or performing tasks beyond the normal scope of duties of a Board member, may receive additional remuneration in the form of lump-sum payments per assignment, salary, commission, profit percentage, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation and other reasonable expenses incurred in the performance of their duties, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors or its committees.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company subject to approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company Charter.

#### **Điều 18. Meetings of the Board of Directors**

1. The first meeting of a term of the Board of Directors to elect the Chairman and make other decisions within its authority must be held within seven (07) working days from the date of completion of the election of that Board. This meeting shall be convened by the member who receives the highest number of votes. In case more than one member receives the same highest number of votes, those members shall elect, by majority, one among them to convene the meeting.
2. Regular meetings: The Chairman of the Board of Directors must convene meetings of the Board, prepare the agenda, and determine the time and venue of the meeting at least seven (07) days prior to the scheduled meeting date. The Chairman may convene meetings whenever deemed necessary, but at least once every quarter.
3. Extraordinary meetings: The Chairman must convene a meeting of the Board of Directors without undue delay when one of the following requests in writing, stating the purpose of the meeting and the matters to be discussed:
  - a) The Director or at least five (05) other managers;
  - b) At least two-thirds (2/3) of the members of the Board of Directors;
  - c) The Chairman of the Board of Directors;
  - d) The Head of the Supervisory Board or an independent member.
4. The meetings specified in Clause 3 of this Article must be held within seven (07) days from the date of the request. If the Chairman refuses to convene the meeting as requested, the Chairman shall be liable for any damage caused to the Company; the persons entitled to request the meeting may themselves convene such meeting.
5. Upon request of the independent auditor, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.
6. Venue: Meetings of the Board of Directors shall be held at the Company's registered office or at other locations in Vietnam as decided by the Chairman and approved by the Board of Directors.
7. Notice and agenda: Notice of a Board of Directors meeting must be sent to members at least

three (03) days prior to the meeting date. Members may waive the notice in writing, and such waiver may have retroactive effect. The notice must be made in Vietnamese and include the agenda, time and venue, together with relevant documents for matters to be discussed and voted on, and voting forms for members unable to attend. The notice may be sent by post, fax, email or other means, provided it is delivered to the registered address of each Board member.

8. Members of the Board of Directors must attend all meetings of the Board of Directors. A member of the Board of Directors may authorize another person to attend a meeting if approved by a majority of the members of the Board of Directors. A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend the meeting if approved by a majority of the members of the Board of Directors;
- c) Attending and voting via online conference or other similar forms;
- d) Sending voting ballots to the meeting by mail, fax or email. In case of sending ballots by mail, the ballot must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the opening of the meeting. The ballot shall only be opened in the presence of all attendees;
- e) Sending voting ballots by other means in accordance with applicable law.

9. Minimum attendance: Meetings of the Board of Directors shall only be conducted and decisions adopted when at least three-quarters (3/4) of the members of the Board of Directors are present in person or through authorized representatives. The minimum number of members shall be determined by rounding down.

10. Voting:

- a) Except as provided in Clause 10.b below, each member of the Board of Directors, or a duly authorized person present in person at the meeting, shall have one vote.
- b) A member of the Board of Directors shall not vote on contracts, transactions or proposals in which such member or his/her related person has an interest that conflicts or may conflict with the interests of the Company. Such member shall not be counted toward the minimum number of attendees required to hold a meeting for decisions in which such member has no voting right.
- c) Subject to Clause 10.d below, where an issue arises in a meeting relating to the level of interest of a member or the voting rights of a member, and such issue cannot be resolved by voluntary abstention, it shall be referred to the Chairman of the meeting for decision. The Chairman's decision shall be final, unless the nature or scope of the relevant member's interest has not been fully disclosed.
- d) A member of the Board of Directors benefiting from a contract as provided in Clauses 2 and 3, Article 43 of the Company Charter shall be deemed to have a material interest in such contract.

11. Disclosure of interests:

A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been entered into or is proposed to be entered into with the Company, and is aware of such interest, must disclose the nature and content of such interest at the meeting where the Board of Directors first considers such contract or transaction, or at the first meeting held after such member becomes aware of his/her interest.

- a) Majority voting: The Board of Directors shall adopt resolutions and make decisions based on approval by a majority of attending members (over 50%). In case of an equal number of votes for and against, the Chairman shall have the casting vote.

- b) Meetings of the Board of Directors may be conducted via online conference among members located in different places, provided that each participating member is able to:
    - Hear each other member speaking at the meeting;
    - Speak to all other participants simultaneously. Discussions may be conducted directly by telephone or other communication means, or a combination thereof. Members participating in such manner shall be deemed “present” at the meeting. The location of such meeting shall be the place where the largest number of members are present, or where the Chairman is present.
    - Decisions adopted at such online meetings shall be valid immediately upon conclusion of the meeting, but must be confirmed by signatures of all participating members in the minutes. The minutes must be fully signed by members and the secretary within thirty (30) days from the end of the meeting.
12. Written resolutions: Written resolutions must bear the signatures of all members of the Board of Directors who:
- a) Have voting rights on such resolution;
  - b) The number of participating members is not less than the minimum required to convene a Board meeting.
  - c) Such resolutions shall have the same validity and effect as resolutions adopted at duly convened and conducted meetings. They may be executed in multiple counterparts, each bearing at least one signature of a member
13. Minutes of meetings of the Board of Directors:
- The Chairman of the Board of Directors is responsible for sending the minutes to members, and such minutes shall be deemed valid evidence of the matters conducted at the meetings unless objections are raised within ten (10) days from the date of dispatch. The minutes must be detailed, clear, prepared in Vietnamese, and may also be prepared in a foreign language. The Chairman and the minute-taker must sign the minutes. In case they refuse to sign, the minutes shall still be valid if signed by all other attending members and containing all required contents as prescribed in Point a, Clause 18, Article 30 of the Company Charter. The minutes must be retained in accordance with law and the Company Charter.
14. Annually, the Board of Directors shall request the independent member to prepare an evaluation report on the activities of the Board of Directors, which may be disclosed at the annual General Meeting of Shareholders.
15. Notification of Board resolutions:
- After issuing a resolution of the Board of Directors, the Company must disclose such information internally and to relevant authorities, via mass media and on the Company’s website in accordance with applicable regulations.

## **Điều 19. Committees of the Board of Directors**

- 1. The Board of Directors may establish committees to support its operations, including the Development Policy Committee; Internal Audit Committee; Human Resources and Remuneration Committee; and other special committees as resolved by the General Meeting of Shareholders. The Internal Audit Committee must have at least one member with expertise in accounting who is not working in the Company’s accounting and finance department.
- 2. The Board of Directors shall provide detailed regulations on the establishment and responsibilities of the committees and of each member. Committee members may include one or more members of the Board of Directors and one or more external members as decided by the Board of Directors. The number of committee members shall be decided by the Board of

Directors, with a minimum of three (03) members, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members should constitute the majority of the committee, and one of them shall be appointed as the Head of the Committee by the Board of Directors.

3. In case the Company does not establish committees, the Board of Directors shall assign persons in charge of specific matters such as audit, human resources, and remuneration.
4. The Board of Directors may delegate authority to its committees. In exercising the delegated authority, the committees must comply with the regulations set by the Board of Directors. Such regulations may adjust or permit the inclusion of non-Board members in the committees and allow them to vote as committee members, provided that the number of external members is less than one-half (1/2) of the total committee members, and that resolutions of the committees shall only be valid when approved by a majority of attending members who are members of the Board of Directors.
5. Actions taken to implement decisions of the Board of Directors, or of its committees, or by persons acting as committee members, shall be considered legally valid even in cases where there may be errors in the election or appointment of committee members or of the Board of Directors.

#### **Điều 20. Person in Charge of Corporate Governance**

1. The Board of Directors must appoint at least one person as the Person in Charge of Corporate Governance to support effective corporate governance activities.
  - The term of appointment shall be decided by the Board of Directors, with a maximum of five (05) years.
  - The Person in Charge of Corporate Governance may concurrently serve as the Company Secretary.
2. The Person in Charge of Corporate Governance must meet the following criteria:
  - Having knowledge of laws;
  - Not concurrently working for the independent auditing firm auditing the Company's financial statements;
  - Other criteria as prescribed by law and decided by the Board of Directors.
3. The Board of Directors may dismiss the Person in Charge of Corporate Governance when necessary, provided that such dismissal is not contrary to the applicable labor laws. The Board of Directors may appoint an Assistant to the Person in Charge of Corporate Governance from time to time.
4. The Person in Charge of Corporate Governance has the following rights and obligations:
  - Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and shareholders;
  - Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
  - Advising on meeting procedures;
  - Attending meetings;
  - Advising on procedures for preparing resolutions of the Board of Directors in compliance with legal regulations;

- Providing financial information, copies of minutes of Board of Directors' meetings, and other information to members of the Board of Directors and Supervisors;
- Supervising and reporting to the Board of Directors on the Company's information disclosure activities;
- Maintaining confidentiality of information in accordance with legal regulations and the Company's Charter;
- Other rights and obligations as prescribed by law and the Company's Charter.

#### **Chương IV.**

#### **SUPERVISORY BOARD MEMBERS AND THE SUPERVISORY BOARD**

#### **Điều 21. Eligibility for nomination, candidacy, and qualifications of Supervisory Board members**

1. The nomination and self-nomination of Supervisory Board members shall be carried out in accordance with Clause 1, Article 25 of the Company's Charter. Shareholders or groups of shareholders holding from 10% to less than 30% of the voting shares may nominate one (01) Supervisory Board member; from 30% to less than 40% may nominate up to two (02) members; from 40% to less than 50% may nominate up to three (03) members; from 50% to less than 60% may nominate up to four (04) members; and from 60% or more may nominate five (05) candidates.

In case the number of Supervisory Board candidates nominated or self-nominated is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Company's Charter, Internal Corporate Governance Regulations, and the Operating Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly disclosed prior to the General Meeting of Shareholders voting to elect Supervisory Board members in accordance with the law.

2. The Head of the Supervisory Board must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the Company's business operations. The Head of the Supervisory Board must not work in the accounting and finance department and must not be the Chief Financial Officer of the Company.
3. Members of the Supervisory Board must meet the following standards and conditions:
  - a) Not falling under the prohibited subjects as prescribed in Clause 2, Article 17 of the Law on Enterprises;
  - b) Having been trained in one of the fields of economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the Company's business operations;
  - c) Not being a family member of a member of the Board of Directors, the Director, or other managers;
  - d) Not being a company manager; not necessarily being a shareholder or employee of the Company;
  - e) Not being a family member of a manager of the parent company; the representative of contributed capital of an enterprise; or the representative of state capital at the parent company and at the Company;
  - f) Not working in the accounting or finance department of the Company;
  - g) Not being a member or employee of the independent auditing firm that has audited the



Company's financial statements within the preceding three (03) consecutive years.

**Điều 22. Method for introducing candidates to the Supervisory Board**

1. The Supervisory Board shall convene a meeting regarding the election of Supervisory Board members to disseminate information on the election, including the number of members, candidate criteria, and methods of nomination and self-nomination. The election shall be conducted at the nearest General Meeting of Shareholders or via written consultation of shareholders.
2. The Company shall issue a public announcement regarding the election of Supervisory Board members and the procedures for convening and conducting the election, clearly stating the reasons for the election, the number of members, standards and conditions, election methods, and procedures for nomination and self-nomination.
3. The Company shall compile the list of candidates through nomination and self-nomination and verify the information of each candidate to ensure that they meet all required standards and conditions to become Supervisory Board members in accordance with regulations.
4. In case the number of candidates for the Supervisory Board through nomination and self-nomination remains insufficient, the Supervisory Board shall prepare a list of candidates based on the following criteria:
  - a) The number of candidates shall be the number still lacking after consolidating the valid candidate list as prescribed in Clause 3 of this Article;
  - b) Candidates introduced by the Supervisory Board must be approved by a majority vote of the incumbent Supervisory Board members;
  - c) Candidates introduced by the Supervisory Board must satisfy at least the standards and conditions as prescribed in Article 169 of the Law on Enterprises.

**Điều 23. Method of electing members of the Supervisory Board**

The election of Supervisory Board members shall be conducted using the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the number of shares owned multiplied by the number of Supervisory Board members to be elected, and shareholders may allocate all or part of their votes to one or several candidates. Candidates elected as Supervisory Board members shall be determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the required number of members as stipulated in the Company's Charter is reached. In the event that two (02) or more candidates receive an equal number of votes for the last position, a re-election shall be conducted among those candidates with equal votes or selection shall be made in accordance with the election regulations or the Company's Charter.

**Điều 24. Term of the Supervisory Board and responsibilities of the Head of the Supervisory Board**

1. The Supervisory Board of the Company shall consist of three (03) members. The term of office of Supervisory Board members shall not exceed five (05) years and members may be re-elected for an unlimited number of terms.
2. The Supervisory Board members shall elect one (01) among themselves as the Head of the Supervisory Board based on the majority principle. The Head of the Supervisory Board shall have the following rights and responsibilities:
  - a) To convene meetings of the Supervisory Board;
  - b) To request the Board of Directors, Director, Deputy Director, and Chief Accountant to provide relevant information for reporting to the Supervisory Board;

- c) To prepare and sign reports of the Supervisory Board, after consulting the Board of Directors, for submission to the General Meeting of Shareholders.

#### **Điều 25. Cases of dismissal and removal of Supervisory Board members**

1. A Supervisory Board member shall be dismissed in the following cases:
  - a) No longer meeting the standards and conditions to serve as a Supervisory Board member as prescribed in Clause 2, Article 38 of the Company's Charter;
  - b) Submitting a resignation letter which is accepted.
2. A Supervisory Board member shall be removed from office in the following cases:
  - a) Failure to fulfill assigned duties and tasks;
  - b) Failure to exercise rights and perform obligations for six (06) consecutive months, except in cases of force majeure;
  - c) Repeated or serious violations of the obligations of Supervisory Board members as prescribed by the Law on Enterprises and the Company's Charter;
  - d) Other cases as resolved by the General Meeting of Shareholders.
3. In the event that the term of all Supervisory Board members expires at the same time and new members have not yet been elected, the outgoing members shall continue to exercise their rights and obligations until the new Supervisory Board members are elected and assume their duties.

#### **Điều 26. Right of access to information and independence of Supervisory Board members**

1. Supervisory Board members shall have the right to access all information and documents related to the Company's operations. Members of the Board of Directors, the Director or General Director, and management personnel must provide information upon request of the Supervisory Board members.
2. The Company shall establish mechanisms to ensure the independence of Supervisory Board members in their operations and performance of duties in accordance with applicable laws and the Company's Charter.

#### **Điều 27. Rights and obligations of the Supervisory Board**

The Supervisory Board shall have the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following additional rights and obligations:

1. To propose and recommend to the General Meeting of Shareholders for approval the list of approved auditing firms to audit the Company's financial statements; to decide on the approved auditing firm to conduct inspections of the Company's operations and to dismiss such approved auditors when deemed necessary.
2. To be responsible to the shareholders for its supervisory activities.
3. To supervise the Company's financial status and the compliance with laws in the operations of members of the Board of Directors, the Director, and other managers.
4. To ensure coordination with the Board of Directors, the Director, and shareholders.
5. In case of detecting violations of law or of the Company's Charter by members of the Board of Directors, the Director, or other executives, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, requesting the violating person to cease the violation and to implement remedial measures.
6. To develop the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No.

155/2020/ND-CP dated December 31<sup>st</sup>, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities.

8. To have the right to access the Company's records and documents kept at the head office, branches, and other locations; and to visit the workplaces of managers and employees of the Company during working hours.
9. To have the right to request the Board of Directors, its members, the Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company.
10. Other rights and obligations as prescribed by law and this Charter.

#### **Điều 28. Remuneration of the Supervisory Board**

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

### **CHƯƠNG V.**

#### **DIRECTOR OF THE COMPANY**

#### **Điều 29. Role, responsibilities, rights and obligations of the Director**

1. The Director is the person who manages the day-to-day business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.
2. The Director shall be responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to the relevant bodies upon request.
3. The Director must manage the daily business operations of the Company in accordance with the law, the Company's Charter, the labor contract signed with the Company, and the resolutions and decisions of the Board of Directors. In case of management in violation of this provision causing damage to the Company, the Director shall be liable before the law and compensate the Company for such damage.
4. The Director has the following rights and obligations:
  - a) To decide on matters relating to the daily business operations of the Company that do not fall under the authority of the Board of Directors;
  - b) To organize the implementation of resolutions and decisions of the Board of Directors;
  - c) To organize the implementation of the Company's business plans and investment projects;
  - d) To propose organizational structure plans and internal management regulations of the Company;
  - e) To appoint, dismiss, and remove managers in the Company, except for positions under the

authority of the Board of Directors;

- f) To decide on salaries and other benefits for employees of the Company and for persons under the Director's appointment authority;
- g) To recruit employees;
- h) To propose dividend distribution plans or measures for handling business losses;
- i) Other rights and obligations as prescribed by law, the Company's Charter, internal regulations, resolutions and decisions of the Board of Directors, and the labor contract signed with the Company.

### **Điều 30. Tiêu chuẩn và điều kiện làm Giám đốc**

The Director must meet the following standards and conditions:

- a) Not falling under the prohibited subjects as prescribed in Clause 2, Article 17 of the Law on Enterprises;
- b) Not being a family member of the Company's managers, Supervisory Board members, or those of the parent company; or the representative of state capital or enterprise capital at the Company and the parent company;
- c) Having professional qualifications and experience in business management of the Company;
- d) Automatically losing the position and being replaced as Director in the following cases:
  - Loss of civil act capacity or death;
  - Violating legal provisions on cases where holding such position is prohibited;
  - Being subject to a court decision on deportation from the territory of Vietnam or being prohibited by a court from holding positions, practicing professions, or performing certain jobs;
  - The Company has its Enterprise Registration Certificate revoked;
- e) The Director shall be dismissed or removed in any of the following cases:
  - Being subject to restricted civil act capacity; having difficulties in cognition or behavior control;
  - No longer meeting the standards and conditions as prescribed in Clause 1 of this Article;
  - Submitting a resignation letter (stating the reasons) to the Board of Directors and the Supervisory Board at least forty-five (45) days prior to ceasing the performance of duties and powers;
  - By decision of the Board of Directors;
  - Other cases as prescribed by applicable law.

### **Điều 31. Appointment, Dismissal, and Execution of Labor Contract with the Director**

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to act as the Director.
2. The term of office of the Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms.
3. The Board of Directors may dismiss the Director when approved by a majority of attending members of the Board of Directors who have voting rights, and appoint a new Director as a replacement. During the period of carrying out procedures for appointing a Director, the Board of Directors shall decide to assign a manager or another executive to exercise the rights and obligations of the Director and act as the legal representative of the Company.

4. After the Board of Directors issues the decision to appoint the Director, the Chairman of the Board of Directors shall sign the labor contract with the Director. The execution or termination of the labor contract with the Director shall comply with the provisions of law.

### **Điều 32. Salary and Other Benefits of the Director**

1. The Director shall be entitled to salary and bonuses. The salary and bonuses of the Director shall be decided by the Board of Directors.
2. The salary of the Director shall be included in the Company's business expenses in accordance with the law on corporate income tax, shall be presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

## **CHƯƠNG VI.**

### **COORDINATION BETWEEN THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, AND THE DIRECTOR**

### **Điều 33. Working Principles**

1. Members of the Board of Directors, Supervisors, and the Director shall be personally responsible in performing their assigned duties and must closely coordinate in their activities to protect the legitimate interests of shareholders and develop the Company.
2. Members of the Board of Directors and the Director shall regularly exchange information and coordinate work in a cooperative and supportive spirit, ensuring working conditions in accordance with the Charter and applicable laws, in order to operate the Company's business activities in line with the orientation approved by the General Meeting of Shareholders.
3. The Board of Directors shall be responsible for establishing mechanisms for performance evaluation, rewards, and discipline applicable to members of the Board of Directors, the Executive Board, and managerial personnel.

### **Điều 34. Coordination between the Board of Directors and the Board of Supervisors**

1. The Board of Directors shall closely cooperate with the Board of Supervisors, facilitate and provide all necessary documents and information, and respect the independent and objective status of the Board of Supervisors.
2. The Board of Directors shall create the most favorable conditions for the Board of Supervisors to perform its functions and duties, and shall be responsible for directing and supervising the rectification and handling of violations as proposed by the Board of Supervisors.
3. The Chairman of the Board of Directors shall invite the Board of Supervisors to attend regular and extraordinary meetings of the Board of Directors.
4. The Head of the Board of Supervisors shall be responsible for reporting to the Board of Directors on issues arising from meetings of the Board of Supervisors; all minutes of meetings of the Board of Supervisors must be sent to the Board of Directors.
5. Timely notify the Board of Directors upon detecting violations committed by managerial personnel in accordance with applicable laws and the Company Charter.
6. The Board of Directors has the right to request the Board of Supervisors to conduct inspections or audits as required.
7. The Board of Supervisors may request the Board of Directors to convene an extraordinary meeting or to convene an extraordinary General Meeting of Shareholders in accordance with the Company Charter.
8. In addition to periodic reports, the Board of Supervisors may request the Board of Directors to

provide information and documents related to management and operation of the Company's business activities.

9. The Board of Directors shall ensure that all copies of financial information and other information provided to members of the Board of Directors, as well as minutes of meetings of the Board of Directors, are simultaneously provided to the Board of Supervisors and its members.

#### **Điều 35. Coordination between the Board of Directors and the Director**

1. The Board of Directors shall lead and supervise all activities of the Director on the basis of creating the best possible conditions in terms of mechanisms, policies, human resources, and facilities to enable the Director to fulfill assigned duties.
2. On a quarterly and annual basis, the Director must submit written reports to the Board of Directors on the Company's business performance and the operational orientation for the upcoming period.
3. Where the Director concurrently serves as a member of the Board of Directors, he/she shall be responsible for reporting to the Board of Directors all matters related to the Company's management and operation.
4. For research programs, surveys, negotiations, and execution of contracts of the Company that are related to the functions and duties of the Board of Directors, the Director shall report to the Chairman of the Board of Directors so that a member of the Board of Directors may be appointed to participate.

#### **Điều 36. Coordination between the Board of Supervisors and the Director**

1. Where deemed necessary, the Director may invite the Board of Supervisors to attend meetings of the Executive Board or other meetings and provide opinions.
2. In addition to periodic reports, upon request of the Head of the Board of Supervisors, the Director shall directly report or provide information and reports on the Company's operational status.
3. In the event of detecting risks that may significantly affect the Company's reputation and operations, the Director must immediately report to the Board of Supervisors.
4. The Director shall be responsible for creating all favorable conditions for the Board of Supervisors to access information and reports in the shortest possible time.
5. Reports of the Executive Board submitted to the Board of Directors must be simultaneously sent to the Board of Supervisors in the same manner as those sent to members of the Board of Directors.

#### **Điều 37. Provisions on Performance Evaluation of Members of the Board of Directors, Supervisors, the Director, Deputy Directors, and the Chief Accountant**

1. The Board of Directors shall be responsible for establishing performance evaluation criteria for all subjects, including members of the Board of Directors, the Director, Deputy Directors, and the Chief Accountant.
2. Performance evaluation criteria must ensure a balance between the interests of executive officers and the long-term interests of the Company and its shareholders. Financial and non-financial indicators used in the evaluation shall be carefully considered and decided by the Board of Directors from time to time. Non-financial indicators may include, among others, interests of stakeholders, operational efficiency, achievements and improvements, etc.
3. Annually, based on assigned functions and duties and established evaluation criteria/results achieved, the Board of Directors shall organize the evaluation of the performance of its members.

4. The evaluation of Supervisors shall be conducted in accordance with the methods stipulated in the organizational and operational structure of the Board of Supervisors.
5. The evaluation of Deputy Directors and the Chief Accountant shall be conducted in accordance with internal regulations or may be based on self-assessment reports of such executives.

#### **Điều 38. Rewards**

1. The Board of Directors or the Nomination and Remuneration Committee shall be responsible for establishing a reward system.
2. Subjects: Individuals eligible under the reward regime as prescribed by the Board of Directors.
3. Forms of rewards: Cash, shares (issuance under employee stock ownership plans), or other forms as determined by the Board of Directors or the Nomination and Remuneration Committee. Such reward forms shall be approved by the Board of Directors; where beyond its authority, they shall be submitted to the General Meeting of Shareholders for approval.
4. Reward policies applicable to members of the Board of Directors and Supervisors shall be decided by the General Meeting of Shareholders.
5. For Deputy Directors and the Chief Accountant: The source of bonus funds shall be derived from the Company's reward and welfare fund and other lawful sources. The bonus level shall be based on actual annual business performance; the Director shall propose and submit to the Board of Directors for approval, and where beyond its authority, it shall be submitted to the General Meeting of Shareholders for approval.

#### **Điều 39. Discipline**

1. The Board of Directors shall be responsible for establishing a disciplinary system based on the nature and severity of violations. The highest disciplinary measures shall include dismissal or removal from office.
2. Members of the Board of Directors, Supervisors, the Director, Deputy Directors, and the Chief Accountant who fail to fulfill their duties with honesty, diligence, and prudence shall bear personal liability for any damages caused.
3. Members of the Board of Directors, Supervisors, the Director, Deputy Directors, and the Chief Accountant who commit violations of laws or the Company's regulations in the course of performing their duties shall, depending on the severity of the violation, be subject to disciplinary action, administrative sanctions, or criminal liability in accordance with applicable laws and the Company's Charter. In case of causing damage to the interests of the Company, shareholders, or other parties, compensation must be made in accordance with the law.

### **Chương VII.**

#### **PREVENTION OF CONFLICTS OF INTEREST AND TRANSACTIONS WITH RELATED PARTIES OF THE COMPANY**

#### **Điều 40. Duty of Loyalty and Avoidance of Conflicts of Interest of Members of the Board of Directors and the Executive Board.**

1. Members of the Board of Directors, the Director or General Director, managerial personnel and their related persons shall not use business opportunities that may benefit the Company for personal purposes; nor use information obtained by virtue of their position for personal gain or for the benefit of any other organization or individual.
2. Members of the Board of Directors, the Director or General Director, and managerial personnel are obliged to notify the Board of Directors of any contracts between the Company and such members or their related persons. Such contracts may continue to be performed if the members of the Board of Directors without related interests decide not to pursue the matter.

3. The Company shall not provide loans or guarantees to members of the Board of Directors, members of the Board of Supervisors, the Director or General Director, managerial personnel and their related persons, or any legal entity in which such persons have financial interests, unless otherwise decided by the General Meeting of Shareholders.
4. Members of the Board of Directors shall not vote on transactions in which such member or their related persons are involved, even where the interest has not yet been determined and regardless of whether such interest is material or non-material. Such transactions must be disclosed in the notes to the financial statements of the relevant period and in the annual report.
5. Members of the Board of Directors, the Director or General Director, managerial personnel, and their related persons shall not use undisclosed information of the Company to disclose to others or to conduct related transactions for their own benefit.
6. The Company shall establish regulations on performance evaluation, rewards, and discipline applicable to members of the Board of Directors, members of the Board of Supervisors, members of the Executive Board, and managerial personnel, including the following key contents:
  - Establishment of evaluation criteria;
  - Establishment of reward and disciplinary systems;
  - Establishment of organizational structure for evaluation, rewards, and discipline;
  - Implementation.

#### **Điều 41. Transactions with Related Parties**

1. When conducting transactions with related parties, the Company must enter into written contracts on the basis of equality and voluntariness. The contents of the contracts must be clear and specific. Contract terms, amendments, supplements, validity period, pricing, and the basis for price determination must be disclosed in accordance with applicable laws.
2. The Company shall adopt necessary measures to prevent related parties from interfering in the Company's operations and causing harm to the Company's interests through monopolization of purchasing and sales channels or price manipulation.
3. The Company shall adopt necessary measures to prevent shareholders and related parties from conducting transactions that result in loss of capital, assets, or other resources of the Company. The Company shall not provide financial guarantees to shareholders and related parties.

#### **Điều 42. Ensuring Lawful Rights of Stakeholders of the Company**

1. The Company shall respect the lawful rights of stakeholders, including banks, creditors, employees, consumers, suppliers, the community, and other stakeholders.
2. The Company shall actively cooperate with stakeholders through:
  - a) Providing full and necessary information to banks and creditors to enable them to assess the Company's operational and financial status and make decisions;
  - b) Encouraging them to provide opinions on business operations, financial status, and important decisions affecting their interests through direct contact with the Board of Directors, the Executive Board, and the Board of Supervisors.
3. The Company shall pay due attention to social welfare, environmental protection, community interests, and its corporate social responsibility.

### **Chương VIII.**

#### **DISCLOSURE OF INFORMATION AND TRANSPARENCY**

#### **Điều 43. Information Disclosure Obligations**



1. The Company is obligated to fully, accurately, and promptly disclose periodic and extraordinary information regarding its business operations, financial situation, and corporate governance to shareholders and the public. The information and methods of disclosure shall comply with applicable laws and the Company's Charter. In addition, the Company must promptly and fully disclose any other information that may affect the price of its securities or influence the decisions of shareholders and investors.
2. Information disclosure shall be conducted in a manner that ensures shareholders and the investing public have equal and simultaneous access. The language used in disclosures must be clear, easy to understand, and avoid causing misunderstanding to shareholders and the investing public.

#### **Điều 44. Disclosure of Information on Corporate Governance**

1. The Company must disclose information on its corporate governance at annual General Meetings of Shareholders and in its annual report, which shall include at least the following information:
  - a) Members and structure of the Board of Directors and the Board of Supervisors;
  - b) Activities of the Board of Directors and the Board of Supervisors;
  - c) Activities of independent non-executive members of the Board of Directors;
  - d) Activities of committees under the Board of Directors;
  - e) Plans to enhance the effectiveness of corporate governance;
  - f) Remuneration and expenses for members of the Board of Directors, the Executive Board, and the Board of Supervisors;
  - g) Information on share transactions of the Company conducted by members of the Board of Directors, the Executive Board, the Board of Supervisors, major shareholders, and other transactions conducted by such persons and their related persons;
  - h) Number of members of the Board of Directors, the Executive Board, and the Board of Supervisors who have participated in corporate governance training;
  - i) Non-compliance with the Regulation, reasons, and remedial measures.
2. The Company is obliged to prepare quarterly and annual reports and disclose information on corporate governance in accordance with the regulations of the State Securities Commission to the State Securities Commission and the Stock Exchange.
3. The salary of the Director and other managers must be 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 Directors, Supervisors, and the Director are responsible for reporting to the Board of Directors and the Board of Supervisors on: transactions between the Company and companies in which such persons have been founding members, members of the Board of Directors, or Directors within the three (03) most recent years prior to the transaction; and transactions between the Company and companies in which related persons of such individuals are members of the Board of Directors, Directors, or major shareholders.
5. The Company must report to the State Securities Commission and the Stock Exchange and disclose information on its organizational and management structure and operations in accordance with the Law on Enterprises. In case the Company changes its operational model, it must report to the State Securities Commission and the Stock Exchange and disclose such information within twenty-four (24) hours from the time the General Meeting of Shareholders adopts the decision on such change.

#### **Điều 45. Disclosure of Information on Major Shareholders**

1. The Company shall periodically disclose information on each major shareholder, including the following principal contents:
  - a) Name, year of birth (for individual shareholders);
  - b) Contact address;
  - c) Occupation (for individual shareholders), business lines (for organizational shareholders);
  - d) Number and percentage of shares owned in the Company;
  - e) Changes in ownership of major shareholders;
  - f) Information that may lead to significant changes in the Company's shareholders;
  - g) Changes in shareholdings, and pledging or mortgaging of the Company's shares by major shareholders.
2. The Company shall be obliged to prepare quarterly and annual reports and disclose information on changes in shareholders in accordance with the regulations of the State Securities Commission to the State Securities Commission and the Stock Exchange.

#### **Điều 46. Organization of Information Disclosure**

1. The Company shall organize information disclosure, including the following principal contents:
  - a) Develop and issue the Company's Information Disclosure Regulation in accordance with the Law on Securities and its guiding documents;
  - b) Appoint at least one officer in charge of information disclosure.
2. The officer in charge of information disclosure may be the Company Secretary or a concurrently appointed managerial officer.
3. The officer in charge of information disclosure must:
  - a) Possess knowledge of accounting and finance and have certain IT skills;
  - b) Publicly disclose his/her name and working telephone number so that shareholders can easily contact;
  - c) Have sufficient time to perform his/her duties, especially in communicating with shareholders, recording shareholders' opinions, periodically publishing responses to shareholders' opinions and corporate governance matters in accordance with regulations;
  - d) Be responsible for disclosing the Company's information to the investing public in accordance with the law and the Company's Charter.

### **Chương IX.**

#### **REPORTING, SUPERVISION AND HANDLING OF VIOLATIONS**

##### **Điều 47. Reporting**

On an annual basis, the Company shall be obliged to report and disclose information on the implementation of corporate governance in accordance with this Regulation to the State Securities Commission, the Stock Exchange, and other competent authorities as prescribed by law.

##### **Điều 48. Supervision**

The Company, relevant individuals and organizations, and the Company's shareholders shall be subject to supervision of corporate governance by the State Securities Commission, the Stock Exchange, and other competent authorities in accordance with the law.

##### **Điều 49. Handling of Violations**

The Company that violates or fails to comply with the provisions of this Regulation without

making disclosure and reporting to the State Securities Commission as required under Articles 45, 46, and 48 of this Regulation shall be subject to administrative sanctions in accordance with the Decree on administrative penalties in the field of securities and the securities market..

## **Chương X.**

### **IMPLEMENTATION PROVISIONS**

#### **Điều 50. Amendments and Supplements to the Regulation**

1. The Board of Directors shall be responsible for taking the lead in amending and supplementing this Regulation when competent state authorities amend legal regulations on corporate governance applicable to companies listed on the Stock Exchange/Trading Center.
2. Any amendments or supplements to this Regulation must be submitted by the Board of Directors to the General Meeting of Shareholders for approval.
3. In cases where there are effective provisions of Vietnamese law that are not yet provided for in this Regulation, or where there are significant differences from the provisions herein, such legal provisions shall automatically apply and govern the Company's operations.

#### **Điều 51. Effectiveness of the Regulation**

1. This Regulation consists of 10 Chapters and 51 Articles, and was unanimously adopted by the Company's Annual General Meeting of Shareholders on March 25<sup>th</sup>, 2026, and shall take effect from the date of its approval.
2. Any previous regulations of the Company that conflict with the contents of this Regulation shall be deemed null and void and repealed.

**ON BEHALF OF THE BOARD OF DIRECTORS**  
**CHAIRMAN OF THE BOARD OF DIRECTORS**

**Le Phuc Tung**