

**THE SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**



**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE  
DANANG SEAPRODUCTS IMPORT-EXPORT CORPORATION**

Da Nang, April 15, 2026

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IMPORT-EXPORT CORPORATION**

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**Legal grounds:**

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Law on Securities no. 54/2019/QH14 dated November 26, 2019;
- Government's Decree no. 155/2020/ND-CP dated December 31, 2020 providing detailed regulations on the implementation of several articles of the Law on Securities;
- Government's Decree no. 245/2025/ND-CP dated September 11, 2025 on the amendment of and supplement to several articles of the Government's Decree no. 155/2020/ND-CP dated December 31, 2020 providing detailed regulations on the implementation of several articles of the Law on Securities;
- Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance providing guidelines on several articles on corporate governance applicable to public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 providing detailed regulations on the implementation of several articles of the Law on Securities;
- The Charter on Organization and Operation of Danang Seaproducts Import-Export Corporation approved by the General Meeting of Shareholders on April 15, 2026;
- Resolution of the Annual General Meeting of Shareholders of Danang Seaproducts Import-Export Corporation No. 01/2026/NQ-DHDCD dated April 15, 2026,

The Board of Directors of the Corporation hereby promulgates the Internal Regulations on Corporate Governance of Danang Seaproducts Import-Export Corporation;

The Internal Regulations on Corporate Governance of Danang Seaproducts Import-Export Corporation include the following contents:

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## **CHAPTER I – GENERAL PROVISIONS**

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

1. Scope of regulation: The Internal Regulations on Corporate Governance of Danang Seaproducts Import-Export Corporation provide for the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the order and procedures for meetings of the General Meeting of Shareholders; the nomination, candidacy, election, removal, and dismissal of members of the Board of Directors, the Supervisory Board, and the General Director, as well as other activities in accordance with the Company's Charter and other current legal regulations.

2. Subjects of application: These Regulations shall apply to members of the Board of Directors, the Supervisory Board, the General Director, and other related persons.

### **Article 2. Interpretation of terms and abbreviations**

1. Related person means any individual or organization stipulated in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

2. "Enterprise manager" means the General Director, Deputy General Director, Chief Accountant, and other managers as stipulated in the Company's Charter;

3. "Corporate manager" means a person who manages the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management titles as stipulated in the Company's Charter;

4. Non-executive member of the Board of Directors (hereinafter referred to as non-executive member) means a member of the Board of Directors who is not the General Director, Deputy General Director, or Chief Accountant;

5. The Company: means Danang Seaproducts Import-Export Corporation;

6. VSD: means the Vietnam Securities Depository and Clearing Corporation;

7. The Meeting: means the meeting of the General Meeting of Shareholders;

8. DM: Depository Member;

9. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

10. "Law on Securities" means the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

11. Voting ballot: Each ordinary share shall have one vote (Point a, Clause 1, Article 115 of the Law on Enterprises);

12. Person in charge of corporate governance: means the person whose responsibilities and authorities are stipulated in Article 281 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities.

## **CHAPTER 2 – REGULATIONS ON THE ORGANIZATION OF THE GENERAL MEETING OF SHAREHOLDERS**

### **Section 1. Roles, rights, and obligations of the General Meeting of Shareholders**

#### **Article 3. Roles of the General Meeting of Shareholders**

*(Based on the provisions of Clause 1, Article 138 of the Law on Enterprises; Clause 1, Article 14 of the Company's Charter)*

The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company.

#### **Article 4. Rights and obligations of the General Meeting of Shareholders**

*(Based on the provisions of Clause 2, Article 138 of the Law on Enterprises; Clause 1, Article 15 of the Company's Charter)*

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

- a) To approve the development orientation of the Company;
- b) To decide on the classes of shares and total number of shares of each class authorized to be offered; to decide on the annual dividend rate for each class of shares;
- c) To elect, dismiss, or remove members of the Board of Directors and members of the Supervisory Board;
- d) To decide on investments or the sale of assets valued at 35% or more of the total value of assets recorded in the most recent financial statement of the Company;
- đ) To decide on amendments and supplements to the Company's Charter;
- e) To approve the annual financial statements;
- g) To decide on the repurchase of more than 10% of the total number of sold shares of each class;
- h) To review and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
- i) To decide on the reorganization and dissolution of the Company;
- k) To decide on the budget or the total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- l) To approve the Internal Governance Regulations, and the Regulations on the operations of the Board of Directors and the Supervisory Board;
- m) To approve the list of authorized auditing firms; to decide on the authorized auditing firm to conduct audits of the Company's operations, and to dismiss the authorized auditors when deemed necessary;
- n) Other rights and obligations in accordance with the provisions of law.



**Section 2. Sequence and procedures for General Meeting of Shareholders to pass Resolutions via voting at the General Meeting of Shareholders include the following main contents:**

**Article 5. Authority to convene the General Meeting of Shareholders**

*(Căn cứ quy định tại Điều 139, 140 Luật Doanh nghiệp; Điều 14 Điều lệ Công ty)*

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once (01) every year and within four (04) months from the end of the fiscal year. The Board of Directors shall decide to extend the annual General Meeting of Shareholders if 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 venue of the General Meeting of Shareholders is determined as the location where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters in accordance with the law and the Company's Charter, particularly the approval of the audited annual financial statements. In the event that the audit report on the Company's annual financial statements contains material exceptions, adverse opinions, or a disclaimer of opinion, the Company must invite representatives from the authorized auditing firm that performed the audit to attend the annual General Meeting of Shareholders, and said representatives shall be responsible for attending the Company's annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the interests of the Company;
- b) The number of remaining members of the Board of Directors or the Supervisory Board is lower than the minimum number required by law;
- c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, and bearing the signatures of all relevant shareholders, or be documented in multiple copies which collectively contain the signatures of all relevant shareholders;

d) At the request of the Supervisory Board;

đ) Other cases as prescribed by law and the Company's Charter.

4. To convene an extraordinary General Meeting of Shareholders

a) The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors or the Supervisory Board falls below the requirement as specified in Point b, Clause 3 of this Article, or upon receiving the request specified in Point c and Point d, Clause 3 of this Article;

b) In the event that the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, the Supervisory Board shall, within the next thirty (30) days, replace the Board of Directors in convening the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 140 of the Law on Enterprises;

c) In the event that the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with Clause 4, Article 140 of the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Office to supervise the sequence and procedures for convening, conducting the meeting, and passing resolutions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

#### **Article 6. Preparation of the list of shareholders entitled to attend the meeting**

*(Based on the provisions of Article 141 of the Law on Enterprises and Article 18 of the Company's Charter)*

1. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established no more than ten (10) days prior to the date of sending the meeting invitations. The Company must disclose information regarding the establishment of the list of shareholders entitled to attend the meeting at least twenty (20) days before the final registration date.

2. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality, and legal identification number for individual shareholders; the name, enterprise identification number or legal identification number of the organization, and headquarters address for institutional shareholders; the number of shares of each class, and the shareholder registration number and date of registration for each shareholder.

3. Shareholders have the right to inspect, look up, extract, and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; and to request the correction of inaccurate information or the addition of necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders. The Company's managers must promptly provide information from the shareholder register and correct or supplement inaccurate information as requested by shareholders; they shall be responsible for compensating for damages arising from the failure to provide, or the untimely or inaccurate provision of, information from the shareholder register as requested. The sequence

and procedures for requesting information from the shareholder register shall be carried out in accordance with the Company's Charter.

**Article 7. Notice of the record date for the list of shareholders entitled to attend the General Meeting of Shareholders**

*(Based on the provisions of Clause 1, Article 273 of Decree No. 155/2020/ND-CP)*

1. The Board of Directors shall hold a meeting and issue a Board Resolution approving the record date for establishing the list of shareholders entitled to attend the General Meeting. The Board Resolution must be disclosed at least twenty (20) days prior to the expected record date.

2. The Company shall carry out the procedures for establishing the list of shareholders with VSD in accordance with the regulations.

**Article 8. Notice of Convocation of the General Meeting of Shareholders**

*(Based on the provisions of Clause 5, Article 140; Clause 1, Article 141; and Article 143 of the Law on Enterprises; and Article 18 of the Company's Charter)*

1. The Board of Directors shall convene the Annual and Extraordinary General Meetings of Shareholders. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the cases prescribed in Article 5 of this Regulation.

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 established no more than ten (10) days prior to the date of sending the meeting invitations. The Company must disclose information regarding the establishment of the list of shareholders entitled to attend the meeting at least twenty (20) days before the record date;

b) Provide information and resolve complaints related to the list of shareholders;

c) Prepare the agenda and content of the meeting;

d) Prepare documents for the meeting;

d) Draft the Resolution of the General Meeting of Shareholders in accordance with the proposed meeting content; the list and detailed information of candidates in the event of electing Members of the Board of Directors and Members of the Supervisory Board;

e) Determine the time and venue for the General Meeting;

g) Notify and send the meeting invitations to all shareholders entitled to attend the General Meeting;

h) Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to their contact addresses, while simultaneously being published on the Company's website, and disclosed to the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The meeting notice



must include the name, head office address, and business registration number; the name and contact address of the shareholder; the time and venue of the meeting, and other requirements for attendees. The convener of the General Meeting of Shareholders must send the meeting notice to all shareholders on the list of shareholders entitled to attend at least twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The meeting agenda and documents related to the matters to be voted on at the meeting shall be sent to the shareholders and/or posted on the Company's website. In the event that the documents are not attached to the meeting notice, the notice must clearly specify the link to the full set of meeting documents so that shareholders can access them, including:

- a) The meeting agenda and documents to be used in the meeting;
- b) The list and detailed information of candidates in the event of electing Members of the Board of Directors and Members of the Supervisory Board;
- c) Voting ballot;
- d) Power of attorney form for authorized representation at the meeting;
- d) Draft Resolution for each issue on the meeting agenda.

#### **Article 9. Agenda and content of the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 142 of the Law on Enterprises; Clauses 4, 5, and 6 of Article 18 of the Company's Charter)*

1. The convener of the General Meeting of Shareholders shall prepare the meeting agenda and content.

2. Shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of shares held by the shareholder, and the proposed matter to be included in the agenda.

3. If the convener of the General Meeting of Shareholders rejects a proposal as prescribed in Clause 2 of this Article, they must provide a written response stating the reasons at least two (02) working days prior to the opening date of the meeting. The convener may only refuse a proposal if it falls into one of the following cases:

- a) The proposal is submitted in a manner that does not comply with the provisions of Clause 2 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the total ordinary shares as prescribed in Clause 2, Article 12 of the Company's Charter;
- c) The proposed matter does not fall within the scope of the decision-making authority of the General Meeting of Shareholders;



d) Other cases as prescribed by law and the Company's Charter.

4. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 2 of this Article in the tentative agenda and meeting content, except for the cases specified in Clause 3 of this Article; the proposal shall be officially added to the agenda and meeting content if approved by the General Meeting of Shareholders.

**Article 10. Authorization for representatives to attend the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 144 of the Law on Enterprises; Article 16 of the Company's Charter)*

1. Shareholders or authorized representatives of shareholders that are organizations may attend the meeting in person, or authorize one or several other individuals or organizations to attend the meeting, or attend through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for individuals or organizations to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be established in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of authorization, the term of authorization, and the signatures of both the authorizing and the authorized parties.

Authorized persons attending the General Meeting of Shareholders must submit the written authorization when registering for the meeting. In the case of re-authorization, the attendee must also present the original authorization document from the shareholder or the authorized representative of the shareholder that is an organization (if it has not been previously registered with the Company).

3. The voting ballots of the person authorized to attend the meeting within the scope of authorization remain valid even in one of the following cases:

- a) The principal has died, has limited civil capacity, or has lost civil capacity;
- b) The principal has rescinded the appointment of authorization;
- c) The principal has rescinded the authority of the person performing the authorization.

This provision does not apply in cases where the Company receives notice of one of the aforementioned events before the opening hour of the General Meeting of Shareholders or before the meeting is reconvened.

**Article 11. Procedures for registration to attend the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 144 of the Law on Enterprises; Clause 1, Article 20 of the Company's Charter)*

1. Procedures for registration to attend the General Meeting of Shareholders before the opening date of the meeting:

a) The procedures for registration to attend the General Meeting of Shareholders are clearly specified in the Notice of the General Meeting of Shareholders, including contacting the Company or sending a Registration Form (attached to the Notice of the General Meeting of Shareholders sent to shareholders) to the Company.

b) Shareholders choose the form of registration to attend the General Meeting of Shareholders according to the methods specified in the notice, including:

- Attending and voting in person at the meeting;
- Authorizing another representative to attend and vote at the meeting and complying with the provisions of Article 10 of this Regulation; (In the case that more than one representative is appointed, the specific number of shares and voting rights authorized to each representative must be specified);
- Attending and voting via online conferences, electronic voting, or other electronic forms;
- Sending voting ballots to the meeting via mail, fax, or email;
- Other forms of registration to attend the General Meeting of Shareholders in accordance with the provisions of law;
- The Company shall make its best efforts to apply modern information technology to enable shareholders to attend and voice their opinions at the General Meeting of Shareholders in the most effective manner, including instructing shareholders on voting via online meetings, electronic voting, or other electronic forms as prescribed in Article 144 of the Law on Enterprises and the Company's Charter.

2. Procedures for registration to attend the General Meeting of Shareholders and verification of shareholder eligibility on the date of the meeting:

a) Prior to the opening of the meeting, the Company must conduct shareholder registration procedures and shall continue registration until the opening time specified in the meeting invitation notice;

b) When conducting shareholder registration, the Company shall issue a voting card to each shareholder or authorized representative with voting rights, which specifies the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of voting rights of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by casting votes in favor, against, or abstentions. At the Meeting, voting cards in favor of a resolution are collected first, followed by those against, and finally, the total number of votes in favor or against is counted to reach a decision. The results of the vote counting shall be announced by the Chairperson immediately before the closing of the meeting. The Meeting shall elect the persons responsible for counting or supervising the vote counting based on the proposal of the Chairperson. The number of

members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Meeting Chairperson;

c) Shareholders, representatives of institutional shareholders, or authorized proxies who arrive after the opening of the meeting are entitled to register immediately and subsequently participate and vote at the meeting right after registration. The Chairperson is not responsible for pausing the meeting to allow latecomers to register, and the validity of any matters already voted upon prior to their arrival remains unchanged.

#### **Article 12. Conditions for conducting the meeting**

*(Pursuant to the provisions of Article 145 of the Law on Enterprises and Article 19 of the Company's Charter)*

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% of the total voting rights.

2. In the event that the first meeting is not eligible to be conducted as prescribed in Clause 1 of this Article, the notice for the second meeting must be sent within thirty (30) days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the attending shareholders represent at least 33% of the total voting rights.

3. In the event that the second meeting is not eligible to be conducted as prescribed in Clause 2 of this Article, the notice for the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting rights of the attending shareholders.

4. Only the General Meeting of Shareholders has the right to decide on changes to the meeting agenda that was sent with the meeting invitation notice, in accordance with the provisions of Article 142 of the Law on Enterprises.

#### **Article 13. Forms of adopting Resolutions of the General Meeting of Shareholders**

*(Based on the provisions of Article 20 of Decree 155/2020/NĐ-CP; Article 20, and Clauses 2 and 3 of Article 15 of the Company's Charter)*

1. Prior to the opening of the meeting, the Company must conduct shareholder registration procedures and shall continue the registration process until all shareholders entitled to attend and present have been registered, in accordance with the sequence prescribed in Clause 2, Article 11 of this Regulation and the Company's Charter.

2. The election of the Chairperson, Secretary, and Vote-counting Committee is prescribed as follows:

a) The Chairman of the Board of Directors shall act as the Chairperson or authorize another member of the Board of Directors to act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one person among them to act as the Chairperson of the meeting based on the majority principle. In the event that a Chairperson cannot be elected, the Head of the Supervisory Board shall preside



for the General Meeting of Shareholders to elect a Chairperson from among the attendees, and the person with the highest number of votes shall act as the Chairperson of the meeting;

b) Except for the cases specified in Point a of this Clause, the person who signs to convene the General Meeting of Shareholders shall preside for the General Meeting of Shareholders to elect a Chairperson, and the person with the highest number of votes shall act as the Chairperson of the meeting;

c) The Chairperson shall appoint one or several persons to act as the meeting secretary;

d) The General Meeting of Shareholders shall elect one or several persons to the vote-counting committee based on the proposal of the meeting Chairperson.

3. The meeting agenda and content must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the time allocated for each issue within the meeting content.

4. The Chairperson of the meeting has the right to implement necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the aspirations of the majority of the attendees.

a) Arrangement of seating at the venue of the General Meeting of Shareholders;

b) Ensuring the safety of all individuals present at the meeting venues;

c) Facilitating conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has the full authority to change the aforementioned measures and apply all necessary measures. The measures applied may include the issuance of entry permits or the use of other alternative forms.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the meeting agenda. Voting shall be conducted by choosing to approve, disapprove, or provide no opinion. The results of the vote counting shall be announced by the Chairperson immediately before the closing of the meeting.

6. Shareholders or authorized proxies who arrive after the opening of the meeting shall still be registered and have the right to participate in voting immediately upon registration; in such cases, the validity of any contents previously voted on remains unchanged.

7. The convener or the Chairperson of the General Meeting of Shareholders has the following rights:

a) To require all attendees to undergo inspection or other legal and reasonable security measures;

b) To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders those who fail to comply with the Chairperson's direction, intentionally cause disorder, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.

8. The Chairperson has the right to adjourn a General Meeting of Shareholders for which there is a sufficient number of registered attendees for a maximum of three (03) working days



from the intended opening date, and may only adjourn the meeting or change the meeting venue in the following cases:

- a) The meeting venue does not have sufficient convenient seating for all attendees;
- b) Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;
- c) There are attendees who obstruct or cause public disorder, posing a risk that the meeting may not be conducted in a fair and lawful manner.

9. In the event that the Chairperson adjourns or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson and conduct the meeting until its conclusion; all Resolutions approved at such meeting shall be valid and effective.

10. In the event that the Company applies modern technology to organize the General Meeting of Shareholders via online meetings, the Company is responsible for ensuring that shareholders can attend and vote through electronic voting or other electronic forms in accordance with the provisions of Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities.

11. The General Meeting of Shareholders shall discuss and approve the following issues:

- a) The Company's annual business plan;
- b) Annual audited financial statements;
- c) Report of the Board of Directors on corporate governance and the performance results of the Board of Directors and each individual Board Member;
- d) Report of the Supervisory Board on the Company's business results, and the performance results of the Board of Directors and the General Director;
- d) Self-assessment report on the performance results of the Supervisory Board and its Members;
- e) The dividend rate for each share of each class;
- g) The number of members of the Board of Directors and the Supervisory Board;
- h) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
- i) Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k) To approve the list of authorized auditing firms; to decide on an authorized auditing firm to conduct inspections of the Company's activities when deemed necessary;
- l) To supplement and amend the Company's Charter;

m) The classes of shares and the number of new shares to be issued for each class, and the transfer of shares by founding members within the first three (03) years from the date of establishment;

n) To divide, split, consolidate, merge, or convert the Company;

o) To reorganize and dissolve (liquidate) the Company and to appoint a liquidator;

p) Deciding on the investment or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;

q) Deciding to repurchase more than 10% of the total issued shares of each class;

r) The Company's entry into contracts or transactions with entities as specified in Clause 1, Article 167 of the Law on Enterprises, with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;

s) Approving transactions as specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities;

t) To approve the Internal Regulations on Corporate Governance, the Operational Regulations of the Board of Directors, and the Operational Regulations of the Supervisory Board;

u) Other matters in accordance with the provisions of law and the Company's Charter.

12. All Resolutions and matters included in the meeting agenda must be brought for discussion and voting at the General Meeting of Shareholders.

#### **Article 14. Voting Methods**

##### **1. General Principles**

- The General Meeting of Shareholders shall discuss and vote on each issue in the meeting agenda. Voting shall be conducted by raising cards, direct physical voting, electronic voting, or other electronic forms.

- Shareholders shall exercise their voting rights by selecting Approve, Disapprove, or No Opinion for each matter presented at the General Meeting, either by raising their Voting Cards or by marking their choices on the Voting Ballots.

- The Chairperson shall propose the voting methods for each issue in the meeting agenda for the General Meeting's approval.

##### **2. Voting methods**

a) Voting by Voting Cards: When voting by raising the Voting Cards, the front of the card must be raised high and directed toward the Presiding Committee. In the event that a shareholder does not raise their Voting Card during all three voting calls for Approve, Disapprove, or No Opinion on a particular matter, they shall be deemed to have voted Approve for that matter. In the event that a shareholder raises their Voting Card more than one (01) time during the voting for Approve, Disapprove, or No Opinion on a matter, the vote shall be considered invalid. Under the method of voting by raising Voting Cards, members of the Shareholder Eligibility

Verification Committee/Voting Committee shall record the shareholder code and the corresponding number of voting shares for each shareholder as Approve, Disapprove, No Opinion, or Invalid.

b) Voting by Voting Ballots: When voting by filling out the Voting Ballots, for each agenda item, shareholders shall choose one of the three options: "Approve", "Disapprove", or "No Opinion" printed on the ballot by marking an "X" or "✓" in the chosen box. After completing all voting items of the General Meeting, shareholders shall submit their ballots into the sealed ballot box at the meeting as instructed by the Voting Committee. The Voting Ballot must be signed and clearly state the full name of the shareholder.

## **Article 15. Election Voting Methods**

### **1. General Principles**

- To be performed in accordance with the provisions of law and the Company's Charter;
- Members of the Voting Committee must not be included in the list of nominees or candidates for the Board of Directors and the Supervisory Board.

2. Voting for members of the Board of Directors and the Supervisory Board shall be conducted using the cumulative voting method

- The total number of votes for each shareholder shall correspond to the total number of voting shares held (including personally owned shares and authorized representative shares) multiplied by the number of members of the Board of Directors/Supervisory Board to be elected.

- Attending shareholders have the right to use all, part of, or concentrate their total number of votes for one or several candidates;

- In the event that additional candidates are nominated on the day of the meeting, shareholders may contact the Voting Committee to request a new election ballot and must return the old ballot (before placing it in the ballot box), or shareholders may add the candidate's name to the Election Ballot as requested by the Chairperson of the General Meeting;

- In the event of a mistake in selection, shareholders shall contact the Voting Committee to be issued a new election ballot and must return the old ballot;

- Method of filling out Election Ballots: Each shareholder is issued election ballots. The instructions for filling out the ballots are as follows:

- + Shareholders may elect a maximum number of candidates equal to the number of positions to be filled;

- + If concentrating all votes for a single candidate, the shareholder shall record the total number of votes for that corresponding candidate;

- + If distributing votes unequally among multiple candidates, the shareholder shall clearly record the specific number of votes in the "Number of Votes" box for each corresponding candidate.

- Election Principles:

+ Elected members are determined based on the number of votes received, ranked from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is reached.

+ In the event that two (02) or more candidates receive the same number of votes for the final position, a re-election shall be conducted among those candidates with equal votes, or a selection will be made based on the criteria specified in the Election Regulations.

+ If the results of the first round of voting do not yield the required number of members, subsequent rounds of voting shall be conducted until the sufficient number of members is elected.

**Article 16. Vote Counting Methods**

1. Under the method of voting by raising Voting Cards, members of the Shareholder Eligibility Verification Committee/Voting Committee shall record the shareholder code and the corresponding number of voting shares for each shareholder as Approve, Disapprove, No Opinion, or Invalid.

2. Under the method of voting by Voting Ballots/Election Ballots, the counting process is conducted by collecting the ballots and tallying the total number of votes for Approve, Disapprove, and No Opinion.

3. For sensitive matters or upon the request of shareholders, the Company must appoint an independent organization to perform the collection and counting of votes.

**Article 17. Conditions for Approval of Resolutions**

*(Based on Article 148 of the Law on Enterprises; Article 21 of the Company's Charter)*

1. Except as provided in Clauses 3 and 6 of Article 148 of the Law on Enterprises, Resolutions shall be approved if they are supported by a number of shareholders representing at least 65% of the total voting shares of all attending shareholders, or at least 65% of the total voting shares of all shareholders with voting rights in the case of approval via written solicitation of opinions.

2. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares are legal and valid even if the sequence and procedures for convening the meeting and approving such Resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

3. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date of approval; the delivery of Resolutions may be replaced by posting them on the Company's website.

**Article 18. Notification of Vote Counting Results**

The Voting Committee shall verify, aggregate, and report the counting results of each agenda item to the Chairperson. The vote counting results shall be announced to the General Meeting of Shareholders before the closing of the meeting.



**Article 19. Methods for Objecting to Resolutions of the General Meeting of Shareholders**

*(Based on Article 151 of the Law on Enterprises; Article 24 of the Company's Charter)*

Within ninety (90) days from the date of receipt of the Resolution, the minutes of the General Meeting of Shareholders, or the minutes of the vote counting results for written opinions, shareholders or groups of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises have the right to request a Court or Arbitration to review and cancel a Resolution or part of the contents of a Resolution of the General Meeting of Shareholders in the following cases:

1. The sequence and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the cases specified in Clause 2, Article 152 of the Law on Enterprises;

2. The content of the Resolution violates the law or the Company's Charter.

**Article 20. Minutes of the General Meeting of Shareholders**

*(Based on Article 150 of the Law on Enterprises; Article 23 of the Company's Charter)*

1. The General Meeting of Shareholders must be recorded in the minutes and may be recorded by audio or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may additionally be prepared in a foreign language, and must include the following primary contents:

- a) Name, head office address, and business code;
- b) Time and location of the General Meeting of Shareholders;
- c) Meeting agenda and contents;
- d) Full names of the Chairperson and the Secretary;
- d) Summary of the meeting proceedings and opinions expressed at the meeting regarding each issue in the agenda;
- e) Number of shareholders and total number of votes of the attending shareholders; an appendix listing the registered shareholders and representatives attending the meeting with their corresponding number of shares and votes;
- g) Total number of votes for each voting issue, clearly specifying the voting method, total number of valid, invalid, affirmative (approve), negative (disapprove), and abstention (no opinion) votes; and the corresponding percentage of the total votes of attending shareholders;
- h) Issues that have been approved and the corresponding percentage of approval votes;
- i) Full names and signatures of the Chairperson and the Secretary.

In the event that the Chairperson or the Secretary refuses to sign the meeting minutes, the minutes shall be valid if signed by all other attending members of the Board of Directors and if they contain all the information required by this Clause. The minutes must clearly state the refusal of the Chairperson or the Secretary to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The Chairperson and the Secretary, or any other persons signing the minutes, shall be jointly and severally liable for the truthfulness and accuracy of the contents of the minutes.

3. Minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In the event of any discrepancy between the contents of the Vietnamese version and the foreign language version, the contents of the Vietnamese version shall prevail.

4. The Resolutions, Meeting Minutes, the appendix of the list of registered shareholders with their signatures, powers of attorney for attendance, all documents attached to the Minutes (if any), and relevant documents attached to the meeting notice must be disclosed in accordance with the law on information disclosure in the securities market and must be archived at the Company's head office.

#### **Article 21. Disclosure of Resolutions of the General Meeting of Shareholders**

*(Based on Article 152 of the Law on Enterprises; Article 21 of the Company's Charter)*

1. Resolutions of the General Meeting of Shareholders shall take effect from the date of approval or from the effective date specified within the Resolution itself.

2. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares are legal and valid even if the sequence and procedures for convening the meeting and approving such Resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

3. The meeting minutes, Resolutions, and documents attached to the Minutes and Resolutions of the General Meeting of Shareholders must be posted on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the date the meeting concludes.

4. In the event that a shareholder or group of shareholders requests a Court or Arbitration to cancel a Resolution of the General Meeting of Shareholders in accordance with Article 151 of the Law on Enterprises, that Resolution shall remain effective until the decision to cancel said Resolution by the Court or Arbitration takes effect, except in cases where temporary emergency measures are applied by decision of a competent authority.

#### **Section 3. Procedures and Formalities for the General Meeting of Shareholders to Pass Resolutions via Written Solicitation of Opinions includes the following main contents:**

##### **Article 22. Cases Permitted and Not Permitted for Written Solicitation of Opinions**

*(Based on Clause 2, Article 147 of the Law on Enterprises; Clause 1, Article 22 of the Company's Charter)*

The Board of Directors has the right to solicit shareholders' opinions in writing to approve Resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company, except as provided in Clause 2, Article 147 of the Law on Enterprises. The

following matters must be approved via voting at a meeting of the General Meeting of Shareholders:

- a) Amendments and supplements to the contents of the Company's Charter;
- b) Development orientations of the Company;
- c) Types of shares and the total number of shares of each type;
- d) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
- d) Decisions on investment or the sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- e) Approval of annual financial statements;
- g) Reorganization or dissolution of the Company.

**Article 23. Procedures and Formalities for the General Meeting of Shareholders to Pass Resolutions via Written Solicitation of Opinions**

*(Based on Article 22 of the Company's Charter)*

The authority and procedures for soliciting shareholders' opinions in writing to approve Resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following regulations:

1. The Board of Directors must prepare opinion forms, draft Resolutions of the General Meeting of Shareholders, and explanatory documents for the draft Resolutions, and send them to all shareholders with voting rights no later than ten (10) days before the deadline for returning the opinion forms. The requirements and methods for sending the opinion forms and attached documents shall be implemented in accordance with Article 9 of these Regulations.

2. The opinion form must include the following primary contents:

- a) Name, head office address, and business code;
- b) Purpose of soliciting opinions;
- c) Full name, contact address, nationality, and legal document number for individual shareholders; name, business code or legal document number, and head office address for institutional shareholders, or the full name, contact address, nationality, and legal document number for the representative of an institutional shareholder; the number of shares of each type and the number of votes of the shareholder;
- d) Matters requiring opinions for approval;
- d) Voting options, including affirmative (approve), negative (disapprove), and abstention (no opinion) for each matter being solicited;
- e) Deadline for returning the completed opinion forms to the Company;
- g) Full name and signature of the Chairperson of the Board of Directors.

3. Shareholders may send their completed opinion forms to the Company via mail, fax, or email in accordance with the following regulations:

a) In the case of mailing, the completed opinion form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. Opinion forms sent to the Company must be placed in a sealed envelope, and no person is permitted to open them prior to the vote counting;

b) In the case of sending by fax or email, the opinion forms sent to the Company must be kept confidential until the time of vote counting;

c) Opinion forms received by the Company after the deadline specified in the form, or those that have been opened (for mailed forms) or disclosed (for fax or email) prior to the counting process, are considered invalid. Opinion forms that are not returned shall be deemed as non-participating in the voting.

4. The Board of Directors shall conduct the vote counting and prepare the minutes of the vote counting under the supervision of the Supervisory Board or a shareholder who does not hold a management position in the Company. The minutes of the vote counting must include the following primary contents:

a) Name, head office address, and business code;

b) Purpose and matters requiring opinions for approval of the Resolution;

c) Number of shareholders and the total number of votes participating in the voting, distinguishing between valid and invalid votes and the method of submission, accompanied by an appendix listing the participating shareholders;

d) Total number of affirmative (approve), negative (disapprove), and abstention (no opinion) votes for each matter;

đ) Matters that have been approved and the corresponding percentage of approval;

e) Full names and signatures of the Chairperson of the Board of Directors, the vote counters, and the vote counting supervisors.

The members of the Board of Directors, the vote counters, and the supervisors shall be jointly and severally liable for the truthfulness and accuracy of the vote counting minutes; they shall be jointly liable for any damages arising from decisions approved due to dishonest or inaccurate vote counting.

5. The vote counting minutes and the Resolution must be sent to shareholders within fifteen (15) days from the date the vote counting concludes. The delivery of the minutes and Resolution may be replaced by posting them on the Company's website within twenty-four (24) hours from the completion of the vote counting.

6. The completed opinion forms, vote counting minutes, approved Resolutions, and relevant documents attached to the opinion forms must be archived at the Company's head office.

7. A Resolution approved via written solicitation of opinions shall be valid if it is supported by shareholders owning more than 65% of the total voting shares of all shareholders with voting rights, and it shall have the same value as a Resolution approved at a meeting of the General Meeting of Shareholders.



**Section 4. Procedures and Formalities for the General Meeting of Shareholders to Pass Resolutions via Online Meeting or Hybrid Meeting**

**Article 24. General Meeting of Shareholders via Online Meeting or Hybrid Meeting**

The Company shall apply current prevailing regulations, and the General Meeting of Shareholders shall approve such meetings in accordance with the Meeting Working Regulations specifically applicable to those formats.

## **CHAPTER 3 – THE BOARD OF DIRECTORS**

### **Section 1. Roles, Rights, and Obligations of the Board of Directors; Responsibilities of Board Members (including the right to information)**

#### **Article 25. Roles, Rights, and Obligations of the Board of Directors**

*(Based on Article 153 of the Law on Enterprises; Article 27 of the Company's Charter)*

1. The Board of Directors (BOD) is the management body of the Company, having full authority to act on behalf of the Company to decide and exercise its rights and obligations, except for those falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

a) Decide the strategy, medium-term development plans, and annual business plans of the Company;

b) Recommend the types of shares and the total number of authorized shares to be offered for each type;

c) Decide on the sale of unissued shares within the authorized limit for each type; decide on raising additional capital through other forms;

d) Determine the selling price of the Company's shares and bonds;

d) Decide on the redemption of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;

e) Decide on investment plans and projects within its authority and limits as prescribed by law;

g) Decide on market development, marketing, and technology solutions;

h) Approve contracts for purchase, sale, borrowing, lending, and other transactions valued at 35% or more of the total asset value in the most recent financial statement, except for those within the authority of the General Meeting of Shareholders;

i) Elect, dismiss, and remove the Chairperson of the BOD; appoint, dismiss, sign, and terminate contracts for the General Director, Deputy General Directors, Chief Accountant, and other key managers; decide on salaries, remuneration, bonuses, and other benefits for these managers; appoint authorized representatives to the Board of Members or General Meeting of Shareholders in other companies and decide their remuneration;

k) Supervise and direct the General Director and other managers in the day-to-day operations of the Company;

l) Decide the organizational structure and Internal Management Regulations; decide on the establishment of subsidiaries, branches, and representative offices, and the investment in or purchase of shares from other enterprises;

- m) Approve the agenda and documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or solicit written opinions for Resolutions;
- n) Submit audited annual financial statements to the General Meeting of Shareholders;
- o) Recommend dividend payments; decide on the timing and procedures for paying dividends or handling losses incurred during business;
- p) Recommend the reorganization, dissolution, or bankruptcy of the Company;
- q) Issue the Operating Regulations of the Board of Directors and Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; issue the Operating Regulations of the Audit Committee and Information Disclosure Regulations;
- s) Other rights and obligations as prescribed by the Law on Enterprises, Law on Securities, other legal regulations, and the Company's Charter.

3. The Board of Directors must report its performance to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020.

4. The Board of Directors passes Resolutions and decisions by voting at meetings, soliciting written opinions, or other forms prescribed by the Charter. Each member of the Board of Directors has one (01) vote.

#### **Article 26. Responsibilities of Board Members**

*(Based on Article 278 of Decree No. 155/2020/ND-CP; Articles 42 and 43 of the Company's Charter)*

The Board of Directors must fully comply with the responsibilities and obligations prescribed by the Law on Enterprises, the Company's Charter, and the following specific duties:

- 1. Be accountable to shareholders for the Company's operations;
- 2. Treat all shareholders equally and respect the interests of stakeholders related to the Company;
- 3. Ensure that the Company's activities comply with legal regulations, the Charter, and the Company's internal regulations;
- 4. Develop the Operating Regulations of the Board of Directors, submit them to the General Meeting of Shareholders for approval, and publish them on the Company's website;
- 5. Supervise and prevent conflicts of interest among members of the Board of Directors, the Supervisory Board, the General Director, and other managers, including the misuse of Company assets and the abuse of related-party transactions.
- 6. Establish Internal Regulations on Corporate Governance and submit them to the General Meeting of Shareholders for approval in accordance with Article 270 of Decree 155/2020/ND-CP;
- 7. Appoint the Person in Charge of Corporate Governance;

8. Organize training and coaching on corporate governance and necessary skills for Board members, the General Director, the Person in Charge of Corporate Governance, and other company managers;

9. Report on the Board of Directors' activities at the General Meeting of Shareholders as prescribed in Article 280 of Decree 155/2020/ND-CP.

10. Comply with the responsibility for honesty and the avoidance of conflicts of interest as stipulated in Article 42 of the Company's Charter.

11. Bear responsibility for damages and compensation as stipulated in Article 43 of the Company's Charter.

12. Execute dividend payments to shareholders in accordance with the law after approval by the Annual General Meeting of Shareholders.

#### **Article 27. Right to Information for Members of the Board of Directors**

*(Based on Article 159 of the Law on Enterprises)*

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other managers within the Company to provide information and documents regarding the financial status and business operations of the Company and its internal units.

2. Requested managers must provide the information and documents promptly, fully, and accurately as required by the Board members. The procedures for requesting and providing information shall be implemented in accordance with the Company's Charter.

**Section 2. Nomination, Candidacy, Election, Dismissal, and Removal of Board Members includes the following main contents:**

#### **Article 28. Term of Office and Number of Board Members**

*(Based on Article 154 of the Law on Enterprises; Article 26 of the Company's Charter)*

1. The number of members of the Board of Directors is 05.

2. The term of office for a member of the Board of Directors shall not exceed 05 years, and members may be re-elected for an unlimited number of terms.

3. In the event that all members of the Board of Directors complete their terms at the same time, those members shall continue to serve until new members are elected to replace them and take over the work.

#### **Article 29. Composition, Criteria, and Conditions for Board Members**

*(Based on Article 155 of the Law on Enterprises; Article 26 of the Company's Charter; Article 275 of Decree No. 155/2020/ND-CP)*

1. The composition of the Board of Directors is as follows:



The composition of the Company's Board of Directors must ensure at least 01 non-executive member. The Company shall minimize the number of Board members concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

2. A member of the Board of Directors must meet the following criteria and conditions:

- a) Not be among the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
- b) Possess professional qualifications and experience in business administration or in the specific fields, industries, or professions related to the Company's business; it is not mandatory to be a shareholder of the Company;
- c) A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors or Board of Members at a maximum of 05 other companies;
- d) The Chairperson of the Board of Directors may not concurrently hold the position of General Director of the Company.

### **Article 30. Nomination and Candidacy for Members of the Board of Directors**

*(Based on Clauses 2, 3, and 4, Article 25 of the Company's Charter)*

1. A shareholder or a group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

2. In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors as prescribed by law.

3. Members of the Board of Directors must satisfy the criteria and conditions stipulated in Clauses 1 and 2, Article 155 of the Law on Enterprises.

### **Article 31. Information Disclosure for Candidates for the Board of Directors**

*(Based on Clause 1, Article 274 of Decree No. 155/2020/ND-CP; Clause 1, Article 25 of the Company's Charter)*

Once the candidates for the Board of Directors have been identified, the Company must disclose information related to these candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may study these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information and must commit to performing their duties honestly, prudently, and in the best interests of the

Company if elected. The disclosed information related to candidates for the Board of Directors includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other management positions held (including Board positions in other companies);
- đ) Interests related to the Company and the Company's related parties;
- e) Other information (if any) as prescribed in the Company's Charter;
- g) The Company is responsible for disclosing information regarding other companies in which the candidate currently holds a Board position or other management positions, as well as any interests the candidate has related to the Company (if any).

### **Article 32. Method for Electing Members of the Board of Directors**

*(Based on Clause 3, Article 148 of the Law on Enterprises)*

1. The election of members of the Board of Directors shall be conducted via the cumulative voting method.
2. The specific voting procedures and the principles for determining successful candidates for the Board of Directors are stipulated in Article 15 of these Regulations.

### **Article 33. Cases of Dismissal, Removal, and Appointment of Additional Board Members**

*(Based on Article 160 of the Law on Enterprises; Clause 4, Article 26 of the Company's Charter)*

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
  - a) The member no longer meets the criteria, conditions, or qualifications to be a Board member as prescribed in Article 155 of the Law on Enterprises;
  - b) The member submits a resignation letter and it is accepted;
2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
  - a) The member fails to attend Board meetings for six (06) consecutive months, except in cases of force majeure;
  - b) Other cases as prescribed in the Company's Charter.
3. When deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss, or remove a member of the Board of Directors in cases other than those specified in Clause 1 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members in the following cases:

a) The number of Board members is reduced by more than one-third (1/3) compared to the number specified in the Company's Charter. The Board must convene the meeting within sixty (60) days from the date the number of members is so reduced;

b) Except for the case specified in Point (a) of this Clause, the General Meeting of Shareholders shall elect new members to replace those who have been dismissed or removed at the nearest meeting.

**Article 34. Notification of Election, Dismissal, and Removal of Board Members**

*(Based on Clause 5, Article 26 of the Company's Charter)*

Upon the decision to elect, dismiss, or remove a member of the Board of Directors, the Company is responsible for disclosing the information internally and to relevant authorities, on mass media, and on the Company's website, in accordance with the procedures and legal regulations regarding information disclosure on the securities market.

**Article 35. Procedures for Introducing Candidates for the Board of Directors**

1. The Board of Directors or other entities as prescribed in Clause 2, Article 39 of these Regulations shall convene a Board meeting regarding the election of Board members to disseminate election contents: the number of candidates, criteria for candidates, and methods for nomination and candidacy as specified in Articles 30, 31, and 32 of these Regulations. The election shall be conducted at the General Meeting of Shareholders.

2. The Board of Directors shall consolidate the list of candidates through nomination and candidacy, and verify the information of each candidate to ensure they meet the criteria and conditions to serve as a member of the Board of Directors as prescribed in Clause 2, Article 29 of these Regulations.

3. In the event that the number of candidates through nomination and candidacy remains insufficient, the Board of Directors shall prepare a list of candidates based on the following criteria:

a) Number of candidates: The remaining number required after consolidating the list of valid candidates from nominations and candidacies under Clause 2 of this Article;

b) Candidates introduced by the Board of Directors must be approved by a majority vote of the incumbent Board members;

c) Candidates introduced by the Board of Directors must meet at least the conditions and criteria specified in Clause 2, Article 29 of these Regulations.

**Article 36. Election, Dismissal, and Removal of the Chairperson of the Board of Directors**

*(Based on Article 156 of the Law on Enterprises; Article 29 of the Company's Charter)*

1. The Chairperson of the Board of Directors shall be elected, dismissed, or removed from among the members of the Board of Directors by the Board itself.

2. The Chairperson of the Board of Directors shall not concurrently hold the position of General Director.

3. The Chairperson of the Board of Directors has the following rights and obligations:

- a) Establish the program and operational plans of the Board of Directors;
- b) Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
- c) Organize the approval of Resolutions and decisions of the Board of Directors;
- d) Supervise the implementation process of the Board's Resolutions and decisions;
- d) Chair the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises.

4. In the event that the Chairperson 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 effective date of dismissal/removal.

5. If the Chairperson is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and obligations of the Chairperson in accordance with the principles set forth in the Company's Charter. If no person is authorized, or if the Chairperson is deceased, missing, detained, serving a prison sentence, undergoing compulsory detoxification or educational measures, has absconded from their residence, has restricted or lost civil capacity, has difficulties in cognition or behavior control, or is prohibited by a Court from holding positions or practicing certain professions, the remaining members shall elect one person from among themselves to hold the position of Chairperson under the principle of majority approval until a new decision is reached by the Board of Directors.

### **Section 3. Remuneration and Other Benefits of Board Members**

#### **Article 37. Remuneration and Other Benefits of Board Members**

*(Based on Article 163 of the Law on Enterprises; Article 28 of the Company's Charter)*

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to fulfill their duties and the daily remuneration rate. The Board of Directors estimates the remuneration for each member on a consensus basis. The total amount of remuneration and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each Board member is recorded as a business expense of the Company in accordance with corporate income tax laws, 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. Board members who hold executive positions or perform other tasks outside the normal scope of a Board member's duties may be paid additional remuneration in the form of a lump-sum fee per instance, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred while performing their duties, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or its sub-committees.

6. The Company may purchase liability insurance for Board members upon approval by the General Meeting of Shareholders. This insurance does not cover liabilities related to violations of the law or the Company's Charter by the Board members.

**Section 4. Procedures and Formalities for Organizing Board of Directors Meetings includes the following main contents:**

**Article 38. Minimum Number of Meetings by Month/Quarter/Year**

*(Based on Article 157 of the Law on Enterprises; Clauses 1 and 2, Article 30 of the Company's Charter)*

1. General provisions on Board of Directors meetings

a) The Board of Directors must hold a meeting at least once every quarter and may hold extraordinary meetings according to the procedures specified in the Company's Charter. The organization of Board meetings, agendas, and related documents must be notified in advance to Board members within the time limits prescribed by law and the Company's Charter.

b) Minutes of Board of Directors meetings must be recorded clearly and in detail. The Chairperson and the secretary must sign the minutes. Board meeting minutes must be archived in accordance with legal regulations and the Company's Charter.

2. Provisions on the first meeting

The Chairperson of the Board of Directors shall be elected during the first meeting of the Board within seven (07) working days from the conclusion of the Board election. This meeting shall be convened and chaired by the member with the highest number or highest percentage of votes. In the event that more than one (01) member holds the same highest number or percentage of votes, the members shall elect one (01) person among them by majority rule to convene the meeting.

**Article 39. Cases Requiring Extraordinary Board of Directors Meetings**

*(Based on Article 157 of the Law on Enterprises; Clauses 3, 4, and 5, Article 30 of the Company's Charter)*

1. Provisions on periodic and extraordinary meetings::

The Chairperson of the Board of Directors must convene periodic and extraordinary Board meetings, establishing the agenda, time, and location at least five (05) working days before the

meeting date. The Chairperson may convene a meeting whenever deemed necessary, but must meet at least once every quarter.

2. The Chairperson of the Board of Directors must convene a Board meeting without unjustifiable delay when requested in writing by any of the following parties, specifying the purpose and matters to be discussed:

- a) Upon request of the Supervisory Board;
- b) Upon request of the General Director or at least five (05) other managers;
- c) Upon request of at least two (02) members of the Board of Directors
- d) Other cases as prescribed by prevailing laws (if any).

3. The requests specified in Clause 2 of this Article must be made in writing, clearly stating the objectives and issues to be discussed and decided within the authority of the Board of Directors.

4. The Chairperson must convene the Board meeting within seven (07) working days from the date of receipt of the request specified in Clause 3. If the Chairperson fails to convene the meeting as requested, they shall be liable for any damages incurred by the Company; in such cases, the requester has the right to convene the Board meeting in place of the Chairperson.

**Article 40. Notice of Board of Directors Meetings (including time, location, agenda, discussion points, and decisions)**

*(Based on Article 157 of the Law on Enterprises; Clause 6, Article 30 of the Company's Charter)*

1. The Chairperson of the Board of Directors or the convener must send the notice of the meeting at least three (03) working days before the meeting date. The notice must specify the time and location of the meeting, the agenda, the matters to be discussed, and the decisions to be made. The notice must be accompanied by documents to be used at the meeting and the members' voting ballots.

2. Notices of Board of Directors meetings may be sent via invitation letters, telephone, fax, or email, ensuring they reach the contact address of each Board member as registered with the Company.

3. Other meeting formats:

a) Online Meeting Format: Board meetings may be organized as an online conference among Board members when all or some members are at different locations, provided that each participating member can:

- Hear every other Board member participating in the meeting as they speak;
- Address all other participating members simultaneously.

Discussions among members may be conducted directly via telephone or other means of communication, or a combination thereof. Board members participating in such a manner are considered "present" at the meeting. The location of the meeting held under this provision is

defined as the place where the largest number of Board members is gathered, or the location of the Chairperson.

b) Written Solicitation of Opinions: The procedure for soliciting written opinions from the Board of Directors to pass a Resolution shall be implemented when deemed necessary for the Company's interests.

- Opinion forms, draft Resolutions, and explanatory documents must be prepared and sent to all Board members with voting rights no later than five (05) days before the deadline for returning the forms. The requirements and methods for sending these documents shall comply with Clause 2, Article 40 of these Regulations;

- The opinion form must include the following primary contents:

+ Name, head office address, and business code;

+ Purpose of soliciting opinions;

+ Matters requiring opinions for approval;

+ Voting options, including affirmative (approve), negative (disapprove), and abstention (no opinion);

+ Deadline for returning the completed opinion forms to the Company;

+ Full name and signature of the Board member.

- The vote counting and preparation of the minutes shall be witnessed by a member of the Supervisory Board.

- Resolutions passed via written solicitation require the approval of a majority of Board members with voting rights. Such Resolutions have the same effect and validity as those passed at a physical meeting.

- The vote counting minutes must include the following primary contents:

+ Name, head office address, and business code;

+ Purpose and matters requiring opinions for the Resolution;

+ List of participating Board members, distinguishing between valid and invalid votes;

+ Total number of affirmative, negative, and abstention votes for each matter;

+ Matters that have been approved;

Full names and signatures of the Chairperson of the Board of Directors, the representative of the Supervisory Board (witness), and the Secretary of the Board of Directors (vote counter).

The representative of the Supervisory Board and the Secretary of the Board shall be jointly liable for the truthfulness and accuracy of the minutes, as well as for any damages arising from decisions approved due to dishonest or inaccurate vote counting.

#### **Article 41. Right of Supervisory Board Members to Attend Board Meetings**

*(Based on Article 157 of the Law on Enterprises; Clause 7, Article 30 of the Company's Charter)*

1. The Chairperson of the Board of Directors or the convener shall send meeting notices and accompanying documents to the members of the Supervisory Board in the same manner as provided to the members of the Board of Directors.

2. Members of the Supervisory Board have the right to attend Board of Directors meetings and participate in discussions but do not have the right to vote.

#### **Article 42. Conditions for Holding Board of Directors Meetings**

*(Based on Article 157 of the Law on Enterprises; Clause 8, Article 30 of the Company's Charter)*

1. A meeting of the Board of Directors shall be conducted when three-quarters (3/4) or more of the total members are present;

2. In the event that the number of attending members is insufficient as prescribed, the meeting must be convened for a second time within seven (07) days from the date of the intended first meeting. The second meeting shall be conducted if more than half (1/2) of the Board members are present.

#### **Article 43. Voting Procedures**

*(Based on Article 157 of the Law on Enterprises; Clauses 9 and 10 of Article 30, and Clause 4 of Article 42 of the Company's Charter)*

1. A member of the Board of Directors is considered to have attended and voted at a meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Article 45 of these Regulations;
- c) Attending and voting via online conference, electronic voting, or other electronic means;
- d) Sending voting ballots to the meeting via mail, fax, or email;

2. In the case of sending voting ballots via mail, the ballot must be placed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the meeting opens. Voting ballots shall only be opened in the presence of all attendees.

3. A member of the Board of Directors shall not vote on transactions that bring benefits to that member or their related parties as prescribed by the Law on Enterprises and the Company's Charter.

#### **Article 44. Methods for Passing Board of Directors Resolutions**

*(Based on Article 157 of the Law on Enterprises; Clause 12, Article 30 of the Company's Charter)*



1. The Board of Directors shall pass decisions and issue Resolutions based on a majority of the members present and voting. In the event of a tie, the casting vote shall belong to the Chairperson of the Board of Directors.

2. Resolutions passed via written solicitation shall be approved based on the affirmative consensus of the majority of Board members with voting rights. Such Resolutions have the same validity and effect as those passed at a meeting.

**Article 45. Authorization for Others to Attend Board Meetings**

*(Based on Article 157 of the Law on Enterprises; Clause 11, Article 30 of the Company's Charter)*

Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by a majority of the members of the Board of Directors.

**Article 46. Minutes of Board of Directors Meetings**

*(Based on Article 158 of the Law on Enterprises)*

1. Meetings of the Board of Directors must be recorded in the minutes and may be tape-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, including the following primary contents:

- a) Name, head office address, and business code;
- b) Time and location of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full names of each member attending or the authorized representative attending and the method of attendance; full names of members not attending and the reasons for their absence;
- d) Matters discussed and voted upon at the meeting;
- e) Summary of opinions expressed by each attending member in chronological order of the meeting proceedings;
- g) Voting results, clearly stating the members who voted in favor, against, or abstained;
- h) Matters approved and the corresponding voting approval ratio;
- i) Full names and signatures of the Chairperson and the secretary, except for the cases specified in Article 47 of these Regulations.

2. The Chairperson, the secretary, and the persons signing the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

3. Minutes of Board of Directors meetings and documents used during the meetings must be archived at the Company's head office.

4. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese and the foreign language versions, the Vietnamese version shall prevail.

**Article 47. Cases where the Chairperson and/or Secretary Refuse to Sign the Minutes**  
*(Based on Clause 2, Article 158 of the Law on Enterprises)*

In the event that the Chairperson or the secretary refuses to sign the meeting minutes, such minutes shall remain valid if they are signed by all other members of the Board of Directors who attended the meeting and contain all the required contents specified in Points a, b, c, d, đ, e, g, and h of Clause 1, Article 46 of these Regulations.

**Article 48. Notification of Board of Directors Resolutions and Decisions**

Upon issuance, Resolutions and decisions of the Board of Directors shall be disclosed by the Company in accordance with the proper procedures and regulations.

**Section 5. Sub-committees of the Board of Directors**

**Article 49. Sub-committees of the Board of Directors**

*(Based on Article 31 of the Company's Charter)*

1. The Board of Directors may establish sub-committees to be in charge of development policies, human resources, salaries and benefits, internal audits, and risk management. The number of members in a sub-committee is decided by the Board of Directors, with a minimum of 03 members including Board members and external members. Non-executive Board members should represent the majority in the sub-committee, and one of these members shall be appointed as the Head of the Sub-committee by a decision of the Board. The sub-committee's activities must comply with the Board's regulations. A sub-committee's Resolution is only valid when approved by a majority of members attending and voting at the sub-committee meeting.

2. The implementation of decisions made by the Board of Directors or its sub-committees must comply with prevailing legal regulations, the Company's Charter, and the Internal Regulations on Corporate Governance.

**Section 6. Selection, Appointment, and Dismissal of the Person in Charge of Corporate Governance includes the following main contents:**

**Article 50. Criteria for the Person in Charge of Corporate Governance**

*(Based on Clause 2, Article 32 of the Company's Charter)*

The criteria for the Person in Charge of Corporate Governance include:

- a) Having full civil capacity and not being among the subjects prohibited from managing an enterprise as specified in Clause 2, Article 17 of the Law on Enterprises;
- b) Not concurrently working for the approved auditing firm currently auditing the Company's financial statements.

c) Possessing professional qualifications and experience in corporate management and knowledge of the law;

d) Other criteria and conditions as prescribed by prevailing laws, the Company's Charter, and decisions of the Board of Directors.

**Article 51. Appointment of the Person in Charge of Corporate Governance**

*(Based on Clause 1, Article 32 of the Company's Charter)*

The Board of Directors must appoint at least 01 person to be in charge of corporate governance to support the Company's governance tasks. The Person in Charge of Corporate Governance may concurrently serve as the Secretary to the Board of Directors in accordance with Clause 5, Article 156 of the Law on Enterprises.

**Article 52. Cases of Dismissal of the Person in Charge of Corporate Governance**

1. The Person in Charge of Corporate Governance shall be dismissed or removed in the following cases:

- a) No longer meeting the criteria specified in Article 50 of these Regulations;
- b) Submitting a resignation letter that is accepted by the Board of Directors;
- c) Other cases as prescribed by law.

2. The Board of Directors shall replace the Person in Charge of Corporate Governance when deemed necessary.

**Article 53. Notification of Appointment or Dismissal of the Person in Charge of Corporate Governance**

Upon the decision to appoint or dismiss the Person in Charge of Corporate Governance, the Company is responsible for disclosing the information internally and to relevant authorities, on mass media, and on the Company's website in accordance with the procedures and provisions of prevailing laws.

**Article 54. Rights and Obligations of the Person in Charge of Corporate Governance**

*(Based on Clause 3, Article 32 of the Company's Charter)*

The Person in Charge of Corporate Governance has the following rights and obligations:

- a) Advising the Board of Directors on organizing the General Meeting of Shareholders and related tasks between the Company and shareholders;
- b) Preparing meetings for the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
- c) Advising on meeting procedures;
- d) Attending meetings;
- đ) Advising on the procedures for drafting Board Resolutions in compliance with legal regulations;

- e) Providing financial information, copies of Board meeting minutes, and other information to members of the Board of Directors and the Supervisory Board;
- g) Supervising and reporting to the Board of Directors on the Company's information disclosure activities;
- h) Serving as the point of contact with stakeholders;
- i) Maintaining information confidentiality in accordance with legal regulations and the Company's Charte;
- k) Other rights and obligations as prescribed by law.





## **CHAPTER 4 – THE SUPERVISORY BOARD**

### **Section 1. Roles, Rights, and Obligations of the Supervisory Board; Responsibilities of Supervisory Board Members**

#### **Article 55. Rights and Obligations of Supervisory Board Members**

*(Based on Article 287 of Decree No. 155/2020/ND-CP)*

1. Members of the Supervisory Board have the rights prescribed by the Law on Enterprises, relevant legislation, and the Company's Charter, including the right to access information and documents related to the Company's operations. Members of the Board of Directors, the General Director, and other executive officers of the Company are responsible for providing timely and complete information as requested by members of the Supervisory Board.

2. Members of the Supervisory Board are responsible for complying with legal regulations, the Company's Charter, and professional ethics in exercising their assigned rights and obligations. The Company may provide guidance on the operations and execution of duties for Supervisory Board members in accordance with the law and the Company's Charter.

#### **Article 56. Rights and Obligations of the Supervisory Board**

*(Based on Article 170 of the Law on Enterprises; Article 288 of Decree No. 155/2020/ND-CP; Article 39 of the Company's Charter)*

The Supervisory Board has the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following:

1. Propose and recommend that the General Meeting of Shareholders approve the list of accredited auditing organizations to perform the audit of the Company's Financial Statements; decide on accredited auditing organizations to inspect the Company's operations, and dismiss accredited auditors when deemed necessary.
2. Be accountable to shareholders for its supervisory activities.
3. Supervise the financial situation of the Company and the compliance with the law in the activities of the members of the Board of Directors, the General Director, and other managers.
4. Ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
5. Upon detecting violations of the law or the Company's Charter by members of the Board of Directors, the General Director, or other executive officers, the Supervisory Board must notify the Board of Directors in writing within 48 hours, demanding that the violator cease the violation and provide solutions to remedy the consequences.
6. Develop the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. Report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020.

8. Have the right to access the Company's records and documents stored at the head office, branches, and other locations; have the right to visit the workplaces of the Company's managers and employees during working hours.

9. Have the right to request the Board of Directors, its members, the General 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 the Company's Charter.

#### **Article 57. Responsibilities of Supervisory Board Members**

*(Based on Article 173 of the Law on Enterprises; Articles 42 and 43 of the Company's Charter)*

1. Strictly comply with the law, the Company's Charter, Resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and performing duties.

2. Exercise assigned rights and perform duties honestly, prudently, and to the best of their ability to ensure the maximum legal interests of the Company.

3. Be loyal to the interests of the Company and its shareholders; do not abuse their position or office, or use the Company's information, trade secrets, business opportunities, or other assets for personal gain or to serve the interests of other organizations or individuals.

4. Fulfill other obligations as prescribed by the Law on Enterprises and the Company's Charter.

5. In the event of a violation of Clauses 1, 2, 3, and 4 of this Article that causes damage to the Company or others, the Supervisory Board member must bear individual or joint liability for compensation. Any income or other benefits obtained by the member through such violations must be returned to the Company.

6. Upon discovering a violation by a fellow Supervisory Board member in the performance of their duties, a written notice must be sent to the Supervisory Board, demanding the violator to cease the violation and remedy the consequences.

7. Comply with the responsibility for honesty and the avoidance of conflicts of interest as stipulated in Article 42 of the Company's Charter.

8. Bear responsibility for damages and compensation as stipulated in Article 43 of the Company's Charter.

#### **Article 58. Right to Information for the Supervisory Board**

*(Based on Article 171 of the Law on Enterprises; Article 44 of the Company's Charter)*

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

a) Meeting notices, opinion solicitation forms for Board members, and accompanying documents;

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

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

2. Members of the Supervisory Board have the right to access the Company's records and documents stored at the head office, branches, and other locations; they have the right to visit the workplaces of managers and employees during working hours.

3. The Board of Directors, its members, the General Director, and other managers must provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company upon request by an individual member or the collective Supervisory Board.

4. Members of the Board of Directors, the Supervisory Board, the General Director, and other executive officers have the right to inspect the Company's register of shareholders, list of shareholders, books, and other records for purposes related to their positions, provided that such information remains confidential.

**Section 2. Term of Office, Number, Composition, and Structure of the Supervisory Board includes the following main contents:**

**Article 59. Term of Office, Number, Composition, and Structure of the Supervisory Board**

*(Based on Article 168 of the Law on Enterprises; Clause 1, Article 37 and Article 38 of the Company's Charter)*

1. The number of members of the Company's Supervisory Board shall be three (03). The term of office for a member of the Supervisory Board shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms.

2. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, or removal shall be conducted based on the majority principle. More than half of the members of the Supervisory Board must be permanent residents of Vietnam. The Head of the Supervisory Board must possess a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the Company's business activities.

3. In the event that the terms of office of all Supervisory Board members expire at the same time and the new members have not yet been elected, the members whose terms have expired shall continue to exercise their rights and perform their duties until the new members are elected and assume their positions.

**Article 60. Criteria and Conditions for Supervisory Board Members**

*(Based on Article 169 of the Law on Enterprises; Clause 2, Article 37 of the Company's Charter)*

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

a) Not being among the subjects specified in Clause 2, Article 17 of the Law on Enterprises.

b) Being trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major suitable for the Company's business activities.

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

d) Not being a manager of the Company; and is not necessarily a shareholder or an employee of the Company.

d) Other criteria and conditions as prescribed by relevant laws and the Company's Charter.

2. A member of the Supervisory Board must meet the criteria in Clause 1 of this Article and must not fall into the following cases:

a) Working in the accounting or finance department of the Company;

b) Being a member or an employee of the independent auditing firm that performed the audit of the Company's financial statements during the three (03) preceding years.

#### **Article 61. Nomination and Candidacy for Supervisory Board Members**

*(Based on Article 36 of the Company's Charter)*

1. The candidacy and nomination of Supervisory Board members shall be conducted similarly to the provisions in Clauses 1 and 2, Article 25 of the Company's Charter.

2. In the event that the number of candidates through nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and the Operating Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly disclosed before the General Meeting of Shareholders votes as prescribed by law.

#### **Article 62. Information Disclosure for Supervisory Board Candidates**

The identification of candidates and the disclosure of candidate information shall be performed similarly to the provisions in Article 31 of these Regulations.

#### **Article 63. Method for Electing Supervisory Board Members**

*(Based on Clause 3, Article 148 of the Law on Enterprises)*

1. The election of Supervisory Board members shall be conducted via the cumulative voting method.

2. The specific voting procedures and the principles for determining successful candidates for the Supervisory Board are stipulated in Article 15 of these Regulations.

#### **Article 64. Cases of Dismissal and Removal of Supervisory Board Members**

*(Based on Article 169 and Article 174 of the Law on Enterprises; Clauses 3 and 4, Article 37 of the Company's Charter)*



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

- a) The member no longer meets the criteria and conditions to be a Supervisory Board member as prescribed in Article 169 of the Law on Enterprises;
- b) The member submits a resignation letter and it is accepted;
- c) Other cases as prescribed by law and the Company's Charter.

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

- a) Failure to complete assigned tasks or duties;
- b) Failure to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;
- c) Serious or repeated violations of the obligations of a Supervisory Board member as prescribed by the Law on Enterprises and the Company's Charter;
- d) Other cases as specified by a Resolution of the General Meeting of Shareholders.

#### **Article 65. Notification of Election, Dismissal, and Removal of Supervisory Board Members**

Upon the decision to elect, dismiss, or remove a member of the Supervisory Board, the Company is responsible for disclosing the information internally and to relevant authorities, on mass media, and on the Company's website in accordance with the procedures and provisions of prevailing laws.

#### **Article 66. Procedures for Introducing Candidates for the Supervisory Board**

1. The Board of Directors or other entities as prescribed in Clause 2, Article 39 of these Regulations shall convene a Board meeting regarding the election of Supervisory Board members to disseminate election contents: the number of candidates, criteria for candidates, and methods for nomination and candidacy as specified in Articles 59, 60, and 61 of these Regulations. The election shall be conducted at the General Meeting of Shareholders.

2. Members of the Company's Supervisory Board shall consolidate the list of candidates through nomination and candidacy, and verify the information of each candidate to ensure they meet the criteria and conditions to serve as a member of the Supervisory Board as prescribed in Article 60 of these Regulations.

3. In the event that the number of candidates through nomination and candidacy remains insufficient, the Supervisory Board shall prepare a list of candidates based on the following criteria:

- a) Number of candidates: The remaining number required after consolidating the list of valid candidates from nominations and candidacies under Clause 2 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 the conditions and criteria specified in Article 60 of these Regulations.

**Article 67. Meetings of the Supervisory Board**

*(Based on Article 289 of Decree No. 155/2020/ND-CP; Article 40 of the Company's Charter)*

1. The Supervisory Board must meet at least twice (02) a year, with at least two-thirds (2/3) of the members in attendance. Minutes of Supervisory Board meetings must be recorded clearly and in detail. The secretary and the attending members of the Supervisory Board must sign the minutes. All meeting minutes of the Supervisory Board must be archived to determine the responsibility of each member.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the accredited auditing organization to attend and address matters requiring clarification.

**Article 68. Salaries and Other Benefits of Supervisory Board Members**

*(Based on Article 172 of the Law on Enterprises; Article 41 of the Company's Charter)*

Salaries, remuneration, bonuses, and other benefits of Supervisory Board members shall be implemented in accordance with the following provisions:

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 related to meals, accommodation, travel, and the use of independent advisory services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

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

## **CHAPTER 5 – GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS**

### **Article 69. Organizational Structure of Company Management**

*(Based on Article 33 of the Company's Charter)*

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the day-to-day business operations of the Company. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved via Resolutions or decisions of the Board of Directors.

### **Article 70. Executive Officers of the Company**

*(Based on Article 34 of the Company's Charter)*

1. The Company's executive officers include the General Director, Deputy General Directors, Chief Accountant, and other executives as prescribed by the Company's Charter.
2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the quantity and criteria suitable for the Company's structure and Management Regulations as stipulated by the Board of Directors. Executive officers are responsible for supporting the Company in achieving its set operational and organizational objectives.
3. The General Director shall be paid a salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.
4. Salaries of executive officers shall be recorded as business expenses of the Company in accordance with corporate income tax laws, 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.

### **Article 71. Responsibilities of Company Managers**

*(Based on Article 165 of the Law on Enterprises)*

Members of the Board of Directors, the General Director, and other managers have the following responsibilities:

- a) Exercise assigned rights and perform duties in accordance with the Law on Enterprises, other relevant legal regulations, the Company's Charter, and Resolutions of the General Meeting of Shareholders;
- b) Exercise assigned rights and perform duties honestly, prudently, and to the best of their ability to ensure the maximum legal interests of the Company;
- c) Be loyal to the interests of the Company and its shareholders; do not abuse their position or office, or use the Company's information, trade secrets, business opportunities, or other assets for personal gain or to serve the interests of other organizations or individuals;

d) Notify the Company in a timely, complete, and accurate manner regarding the contents specified in Clause 2, Article 164 of the Law on Enterprises;

d) Other responsibilities as prescribed by the Law on Enterprises and the Company's Charter.

## **Section 1. Roles, Responsibilities, Rights, and Obligations of the General Director**

### **Article 72. Roles, Responsibilities, Rights, and Obligations of the General Director**

*(Based on Article 162 of the Law on Enterprises; Clauses 2 and 4, Article 35 of the Company's Charter)*

1. The General 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 accountable to the Board of Directors and before the law for the exercise of assigned rights and performance of duties.

2. The General Director has the following rights and obligations:

a) Decide on matters related to the day-to-day business operations of the Company that do not fall under the authority of the Board of Directors;

b) Organize the implementation of Resolutions and decisions of the Board of Directors;

c) Organize the implementation of the Company's business plans and investment projects;

d) Propose organizational structure schemes and the Internal Management Regulations of the Company;

d) Appoint, dismiss, and remove management positions within the Company, except for those under the authority of the Board of Directors;

e) Decide on salaries and other benefits for employees of the Company, including managers under the General Director's appointment authority;

g) Recruit labor;

h) Propose plans for dividend distribution or handling of business losses;

i) Other rights and obligations as prescribed by law, the Company's Charter, Internal Regulations, Board Resolutions, and the labor contract signed with the Company.

## **Section 2. Appointment, Dismissal, Signing, and Termination of Contracts for the General Director**

### **Article 73. Term of Office, Criteria, and Conditions for the General Director**

*(Based on Article 162 of the Law on Enterprises; Clause 3, Article 35 of the Company's Charter)*

1. The term of office of the General Director shall not exceed five (05) years and they may be re-appointed for an unlimited number of terms. The General Director must meet the criteria and conditions prescribed by law and the Company's Charter.

2. Criteria and conditions for the General Director:



- a) Having full civil capacity and not being among the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
- b) Having professional qualifications and experience in the Company's business administration;
- c) Other criteria and conditions as prescribed by prevailing laws and the Company's Charter.

**Article 74. Candidacy, Nomination, Dismissal, and Removal of the General Director**

*(Based on Clause 1, Article 162 of the Law on Enterprises; Clause 1, Article 35 of the Company's Charter)*

- 1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to serve as the General Director.
- 2. The General Director shall be dismissed if they no longer meet the criteria and conditions specified in Clause 2, Article 73 of these Regulations.
- 3. The Board of Directors may dismiss the General Director upon approval by a majority of Board members with voting rights present at the meeting and appoint a new General Director as a replacement.

**Article 75. Appointment and Signing of Labor Contracts with the General Director**

*(Based on Clause 1, Article 162 of the Law on Enterprises; Clause 1, Article 35 of the Company's Charter)*

- 1. The appointment of the General Director shall comply with Clause 1, Article 74 of these Regulations.
- 2. The authority to sign and decide the terms of labor contracts is prescribed in Point i, Clause 2, Article 27 and Article 34 of the Company's Charter. An authorized member of the Board of Directors shall sign labor contracts with the General Director, Deputy General Directors, Chief Accountant, or other executive officers.
- 3. The Board of Directors may consider including additional terms and conditions in labor contracts for the General Director, Deputy General Directors, Chief Accountant, or other executive officers.

**Article 76. Dismissal and Termination of Labor Contracts with the General Director**

*(Based on Clause 2, Article 17 of the Law on Enterprises; Clause 5, Article 35 of the Company's Charter)*

- 1. The Board of Directors may dismiss the General Director upon approval by a majority of Board members with voting rights present at the meeting and appoint a new General Director as a replacement.
- 2. The General Director no longer meets the criteria and conditions prescribed by prevailing laws, the Company's Charter, and Article 73 of these Regulations;
- 3. Submission of a resignation letter.

**Article 77. Notification of Appointment, Dismissal, Signing, and Termination of Contracts for the General Director**

Upon the decision to appoint or dismiss an executive officer, the Company is responsible for disclosing the information internally and to relevant authorities, on mass media, and on the Company's website in accordance with the procedures and provisions of prevailing laws.

**Article 78. Salary and Other Benefits of the General Director**

*(Based on Article 163 of the Law on Enterprises; Clauses 3 and 4, Article 34 of the Company's Charter)*

1. The Company has the right to pay salaries and bonuses to the General Director and other managers based on business results and efficiency.
2. The General Director shall be paid a salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.
3. Salaries of executive officers shall be recorded as business expenses of the Corporation in accordance with corporate income tax laws, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

## **CHAPTER 6 – REGULATIONS ON THE COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, AND THE GENERAL DIRECTOR**

**Coordination between the Board of Directors, the Supervisory Board, and the General Director includes the following main contents**

**Article 79. Procedures and Formalities for Convening, Meeting Notices, Recording Minutes, and Notifying Meeting Results among the Board of Directors, the Supervisory Board, and the General Director**

The procedures and formalities for convening, meeting notices, recording minutes, and notifying meeting results among the Board of Directors, the Supervisory Board, and the General Director shall be implemented in accordance with the procedures for convening Board of Directors meetings as prescribed in Section 4, Chapter 3 of these Regulations.

**Article 80. Notification of Board of Directors Resolutions and Decisions to the Supervisory Board**

Upon issuance, Board of Directors Resolutions and meeting minutes must be sent to the members of the Supervisory Board at the same time and in the same manner as provided to the members of the Board of Directors.

**Article 81. Notification of Board of Directors Resolutions and Decisions to the General Director**

Upon issuance, Board of Directors Resolutions regarding contents related to the responsibilities, powers, and obligations of the General Director shall be sent to the General Director at the same time and in the same manner as provided to the members of the Board of Directors.

**Article 82. Cases where the General Director and the Supervisory Board Request to Convene a Board Meeting and Matters Requiring the Board's Opinions**

*(Based on Clause 3, Article 157 of the Law on Enterprises; Clause 3, Article 30, and Clause 5, Article 39 of the Company's Charter)*

1. Cases for requesting to convene a Board of Directors meeting

a) The Supervisory Board may request to convene a Board meeting in the following cases:

+ When it is deemed that a Supervisory Board member's right to access information and documents related to the Company's operations is not fully fulfilled in accordance with prevailing laws and the Company's Charter;

+ When a violation of the law or the Company's Charter by a member of the Board of Directors, the General Director, or other executive officers is detected after a written notice has been sent to the Board as per Clause 5, Article 39 of the Charter, but the violator has not ceased the violation or provided a remedy;

b) The General Director may request to convene a Board meeting in the following cases:

+ When it is deemed that the rights of the General Director as prescribed in Article 35 of the Company's Charter are not being exercised;

+ When a violation of the law or the Company's Charter by other executive officers is detected after a written notice has been sent to the Board, but the violator has not ceased the violation or provided a remedy;

2. Matters on which the General Director must seek the Board's opinion:

a) Proposing organizational structure schemes to the Board of Directors,

b) Recommending measures to improve the Company's operations and management;

c) Recommending the number and identity of executive officers the Company needs to recruit for the Board to appoint or dismiss according to Internal Regulations, and proposing remuneration, salaries, and other benefits for executive officers for the Board's decision;

d) Establishing plans for the Board's approval regarding recruitment, termination of employees, salaries, social insurance, benefits, rewards, and discipline for employees and management personnel;

d) Seeking the Board's approval for the detailed business plan for the next fiscal year based on meeting budget requirements and the annual financial plan;

e) Preparing long-term, annual, and quarterly plans for the Company to serve management activities according to the business plan. The annual plan for each fiscal year must be submitted for the Board's approval and must include information required by the Company's Regulations.

g) Proposing plans for dividend distribution or handling business losses;

h) Other contents when deemed in the best interest of the Company.

### **Article 83. Reports from the General Director to the Board of Directors on the Exercise of Assigned Duties and Powers**

*(Based on Appendix 4 of Circular No. 96/2020/TT-BTC; Clause 4, Article 35 of the Company's Charter)*

1. Reports on the implementation status of Resolutions issued by the Board of Directors and the General Meeting of Shareholders, as well as the Company's business and investment plans approved by the Board of Directors and the General Meeting of Shareholders;

2. Periodic quarterly and annual reports evaluating the financial status and production/business operations of the Company;

3. Reporting on other matters as requested by the Board of Directors.

### **Article 84. Reviewing the Implementation of Resolutions and Other Delegated Matters of the Board of Directors by the General Director**

Based on the General Director's reports regarding the exercise of assigned duties and powers as prescribed in Article 83 of these Regulations, the Board of Directors shall conduct a review of the implementation results of Resolutions and other matters delegated by the Board of Directors to the General Director.



**Article 85. Matters the General Director Must Report and Provide Information on, and Methods of Notification to the Board of Directors and the Supervisory Board**

*(Based on Clause 3, Article 291 of Decree No. 155/2020/ND-CP; Article 35 and Clause 3, Article 42 of the Company's Charter)*

1. Matters the General Director must report and provide information on, and methods of notification to the Board of Directors

a) When proposing measures to enhance the Company's operations and management, the General Director shall submit them to the Board of Directors as early as possible, but no later than ten (10) working days before such content needs to be decided;

b) The plan for each fiscal year must be submitted by the General Director to the Board of Directors for approval;

c) The General Director is obligated to notify the Board of Directors of transactions between the Company, its subsidiaries, or companies in which the Company holds 50% or more of the charter capital, and members of the Board of Directors, the Supervisory Board, other executive officers, and/or their related parties as prescribed by law;

d) Other contents requiring the Board's opinion must be sent at least seven (07) working days in advance, and the Board of Directors shall respond within seven (07) working days.

2. Matters the General Director must report and provide information on, and methods of notification to the Supervisory Board

a) The General Director is responsible for supporting and coordinating with the Supervisory Board to ensure it fulfills its responsibilities and obligations in accordance with the law and the Company's Charter.

b) Reports from the General Director submitted to the Board of Directors or other documents issued by the Company must be sent to the members of the Supervisory Board at the same time and in the same manner as provided to the members of the Board of Directors.

c) The Board of Directors, its members, the General Director, and other executive officers must provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company upon request by a member of the Supervisory Board or the collective Supervisory Board.

**Article 86. Coordination of Control, Executive, and Supervisory Activities among Board Members, Supervisory Board Members, and the General Director according to their Specific Mandates**

*(Based on Articles 170 and 171 of the Law on Enterprises; Clause 1 of Article 287, Article 288, and Clause 2 of Article 289 of Decree No. 155/2020/ND-CP; Articles 39 and 42 of the Company's Charter)*

1. Coordination between the Supervisory Board and the Board of Directors: The Supervisory Board serves in a supervisory, coordinating, and advisory role, providing full, timely, and accurate information as follows:

a) Regularly notify the Board of Directors of operational results and consult with the Board before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

b) During its meetings, the Supervisory Board has the right to request Board members (as well as the General Director, internal auditors (if any), and independent auditors) to attend and address matters requiring clarification;

c) Periodic or ad-hoc inspections by the Supervisory Board must result in written conclusions (no later than fifteen (15) working days from the end date) sent to the Board of Directors to assist in management. Depending on the findings, the Supervisory Board must discuss and reach a consensus with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, members are authorized to reserve their opinions in the minutes, and the Head of the Supervisory Board is responsible for reporting these to the nearest General Meeting of Shareholders;

d) If the Supervisory Board detects legal or Charter violations by Board members or other managers, it must notify the Board of Directors in writing within forty-eight (48) hours, demanding the violator cease the action and provide remedies;

d) For recommendations related to operations and finances, the Supervisory Board must send the document and relevant materials at least fifteen (15) working days before the expected response date;

e) Recommendations to the Board of Directors must be sent at least seven (07) working days in advance, and the Board shall respond within seven (07) working days.

2. Coordination between the Supervisory Board and the General Director: The Supervisory Board performs inspection and supervision functions.

a) During its meetings, the Supervisory Board has the right to request the General Director (as well as Board members, internal auditors (if any), and independent auditors) to attend and address matters requiring clarification;

b) Periodic or ad-hoc inspections by the Supervisory Board must result in written conclusions (no later than fifteen (15) working days from the end date) sent to the General Director to assist in management. The Supervisory Board must discuss and reach a consensus with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, members may reserve their opinions in the minutes, and the Head of the Supervisory Board is responsible for reporting to the nearest General Meeting of Shareholders;

c) If the Supervisory Board detects legal or Charter violations by the General Director or other executive officers, it must notify the General Director in writing within forty-eight (48) hours, demanding the violator cease the action and provide remedies;

d) Supervisory Board members have the right to request the General Director to facilitate access to records and documents related to business operations at the Head Office or storage locations;

đ) Requests for information, documents on management, business operations, and financial reports from the Supervisory Board must be sent at least forty-eight (48) working hours before the expected response date. The Supervisory Board must not use or disclose unauthorized information for related transactions.

e) Recommendations regarding amendments, supplements, or improvements to the organizational structure, supervision, and executive management must be sent to the General Director at least seven (07) working days before the expected response date.

3. Coordination between the General Director and the Board of Directors: The General Director acts on behalf of the Board to manage operations, ensuring continuous and efficient performance.

a) The General Director is accountable to the General Meeting of Shareholders and the Board of Directors for the exercise of assigned duties and must report to these bodies upon request.

b) When proposing measures to enhance operations and management, the General Director must send them to the Board of Directors at least ten (10) working days before the expected response date;

c) Prepare long-term, annual, and quarterly plans for the Company to serve management activities. The annual plan for each fiscal year must be submitted for Board approval and include information required by Company Regulations;

d) The General Director is obligated to notify the Board of Directors of transactions between the company, subsidiaries, or companies in which the General Director holds 50% or more of the charter capital, and Board members, the Supervisory Board, other managers, and/or their related parties;

đ) For other matters requiring opinions as prescribed in Clause 2, Article 82 of these Regulations, documents must be sent to the Board at least ten (10) working days before the expected response date.

**CHAPTER 7 – REGULATIONS ON ANNUAL PERFORMANCE EVALUATION,  
REWARDS, AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS,  
THE SUPERVISORY BOARD, THE GENERAL DIRECTOR, AND OTHER  
EXECUTIVE OFFICERS**

**Article 87. Regulations on Performance Evaluation of Board Members, Supervisory Board Members, the General Director, and Other Executives**

1. Annually, based on the Company's business results and assigned functions and duties, the Board of Directors shall organize the performance evaluation of Board Members and the General Director.

2. Annually, based on the Company's business results and assigned functions and duties, the Supervisory Board shall organize the performance evaluation of its members.

3. The evaluation results of Board Members, Supervisory Board members, the General Director, and executives must balance the interests of the executive officers with the long-term interests of the Company and its shareholders.

4. The evaluation of other executives shall be carried out in accordance with internal regulations or may be based on the self-assessment reports of such executives.

**Article 88. Rewards**

1. Rewards shall be implemented based on the performance evaluation results specified in Article 87 of these Regulations.

2. Subjects: Individuals subject to the reward scheme as prescribed by the Board of Directors.

3. Forms of reward: In cash, in shares (issuing shares under the Employee Stock Ownership Plan - ESOP), or other forms developed by the Board of Directors suitable for the annual business results. These reward forms shall be approved by the Board of Directors; cases exceeding its authority shall be submitted to the General Meeting of Shareholders for approval.

4. The reward scheme for members of the Board of Directors and the Supervisory Board shall be decided by the General Meeting of Shareholders.

5. For other executive officers: Reward funding shall be extracted from the Company's Reward and Welfare Fund and other legal sources. The reward level shall be based on actual annual business results; the General Director shall propose to the Board of Directors for approval, and cases exceeding its authority shall be submitted to the General Meeting of Shareholders for approval.

**Article 89. Discipline**

1. The highest forms of discipline are removal and dismissal from office.

2. Members of the Board of Directors, the Supervisory Board, the General Director, and other executive officers who fail to perform their duties with honesty, diligence, and prudence as required shall be personally liable for the damages they cause.



3. Members of the Board of Directors, the Supervisory Board, the General Director, and other executive officers who commit acts in violation of legal regulations or Company regulations while performing their duties shall, depending on the severity of the violation, be subject to disciplinary action, administrative penalties, or criminal prosecution in accordance with the law and the Company's Charter. In cases where damage is caused to the interests of the Company, shareholders, or others, compensation must be paid as prescribed by law.

## **CHAPTER 8 – AMENDMENT OF INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

### **Article 90. Supplementation and Amendment of Internal Regulations on Corporate Governance**

1. The supplementation or amendment of these Regulations must be reviewed and decided by the Company's General Meeting of Shareholders.
2. In the event that legal regulations relevant to the Company's activities are not mentioned in these Regulations, or if there are new legal provisions that differ from the terms in these Regulations, such legal regulations shall automatically apply and govern the Company's activities.

## **CHAPTER 9 – EFFECTIVENESS**

### **Article 91. Effective Date**

1. These Internal Regulations on Corporate Governance consist of 09 chapters and 91 articles and shall take effect from April 15, 2026.
2. These Regulations are the sole and official regulations of the Company.
3. Any copies or extracts of the Internal Regulations on Corporate Governance must bear the signature of the Chairperson of the Board of Directors.

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



**Le Vinh Hoa**