

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

**INTERNAL REGULATIONS ON  
CORPORATE GOVERNANCE**

**2026**



## **CHAPTER I GENERAL PROVISIONS**

### **Article 1. Scope and regulated entities,**

Scope: The Internal Regulations on Corporate Governance stipulate the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the Executive Board; the procedures and formalities for convening the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Board of Supervisors, and the Executive Board; as well as other activities in accordance with the Charter on Organization and Operation (“Charter”) of Đông Á Hotel Group Joint Stock Company (“Company”) and other applicable legal regulations;

Regulated entities: These Regulations apply to members of the Board of Directors, the Board of Supervisors, the Executive Board, and related persons.

### **Article 2. Definitions and Concepts**

Definitions and Concepts: Unless otherwise defined, the terms used in this Regulation shall have the same meanings as those defined in the Company Charter.

In this Regulation, references to a particular provision or legal document shall include any amendments, supplements, or replacements thereof

## **Chapter II GENERAL MEETING OF SHAREHOLDERS**

### **Article 3. Roles, Rights, and Obligations of the General Meeting of Shareholders**

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

The GMS shall convene an annual meeting once a year, within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the annual GMS meeting if necessary, but not exceeding six (06) months from the end of the fiscal year.

In addition to the annual meeting, the GMS may hold extraordinary meetings.

The venue for the GMS meeting shall be determined as the location where the presiding officer attends the meeting and must be within the territory of Vietnam.

The rights and obligations of the GMS are stipulated in Article 15 of the Company’s Charter.

A. Procedures for the general meeting of shareholders to approve resolutions by voting at the meeting

### **Article 4. Authority to Convene the General Meeting of Shareholders**

The Board of Directors (“BOD”) shall convene the annual General Meeting of Shareholders and select an appropriate venue to resolve matters in accordance with the law and the



Company's Charter.

The BOD shall convene extraordinary General Meetings of Shareholders in the cases specified in Clause 3, Article 14 of the Company's Charter.

Convening an Extraordinary General Meeting of Shareholders:

The BOD must convene a General Meeting of Shareholders within sixty (60) days from the date when the remaining members of the BOD/independent members of the BOD or members of the Board of Supervisors are as stipulated in point b, Clause 3, Article 14 of the Company's Charter, or upon receipt of a request as stipulated in points c and d, Clause 3, Article 14 of the Company's Charter;

In the event that the BOD fails to convene the General Meeting of Shareholders in accordance with point a, Clause 3 of this Article, the Board of Supervisors ("SB") shall convene the General Meeting of Shareholders within the following thirty (30) days, as prescribed in Clause 3, Article 140 of the Enterprise Law;

In the event that the Board of Supervisors ("SB") fails to convene the General Meeting of Shareholders in accordance with point b, Clause 3 of this Article, the shareholder(s) or group of shareholders specified in point c, Clause 3, Article 14 of the Company's Charter 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 Enterprise Law;

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

The procedures for organizing the General Meeting of Shareholders shall comply with the provisions of Clause 5, Article 140 of the Enterprise Law.

#### **Article 5. Preparation of the List of Shareholders Entitled to Attend the Meeting**

The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date of sending the notice of the General Meeting of Shareholders.

#### **Article 6. Notice of the Record Date of Shareholders Entitled to Attend the Meeting**

The Company shall disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date.

The notice of the record date for shareholders entitled to attend the meeting shall be posted on the Company's website and sent to the State Securities Commission, the Stock Exchange,



and the Vietnam Securities Depository in accordance with the provisions of securities law.

#### **Article 7. Notice of Convening the General Meeting of Shareholders**

The notice of the General Meeting of Shareholders shall be sent to all shareholders by means that ensure delivery to the shareholders' contact addresses and shall also be published on the Company's electronic information portal and on the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading.

The person convening the General Meeting of Shareholders must send the notice to all shareholders on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is sent or validly dispatched). The agenda of the General Meeting of Shareholders and related documents concerning matters to be voted on at the meeting shall be sent to the shareholders and/or published on the Company's electronic information portal.

In cases where the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice must clearly state the link to access all meeting documents, including:

The agenda and materials to be used at the meeting;

The list and detailed information of candidates in the case of elections for members of the Board of Directors or Board of Supervisors;

Voting ballots;

Draft resolutions for each matter on the agenda.

#### **Article 8. Agenda and Content of the General Meeting of Shareholders**

The person convening the General Meeting of Shareholders shall prepare the agenda and content of the meeting.

Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of the Company's Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposals must be in writing and submitted to the Company no later than 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, and the matter proposed to be included in the agenda.

The person convening the General Meeting of Shareholders may refuse a proposal under Clause 2 of this Article in the following cases:

The proposal was not submitted in accordance with the provisions of Clause 2;

At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares as stipulated in Clause 2, Article 12 of the Company's Charter;

The proposed matter is not within the authority of the General Meeting of Shareholders;



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

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

#### **Article 9. Authorization for Representatives to Attend the General Meeting of Shareholders**

Shareholders or their authorized representatives, if the shareholder is an organization, may attend the meeting in person or authorize one or more individuals or organizations to attend the meeting on their behalf, or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Enterprise Law.

The authorization of an individual or organization to represent a shareholder at the General Meeting of Shareholders under Clause 1 of this Article must be made in writing. The written authorization shall comply with civil law regulations and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of authorization, the term of authorization, and the signatures of both the authorizing and authorized parties.

The authorized representative must submit the written authorization when registering for the meeting. In case of re-authorization, the attendee must also present the original authorization from the shareholder or the authorized representative (if it has not been previously registered with the Company).

The voting ballot of the authorized representative shall remain valid within the scope of authorization in the following cases, except where:

The authorizing shareholder has passed away, has restricted civil act capacity, or has lost civil act capacity;

The authorizing shareholder has revoked the authorization;

The authorizing shareholder has revoked the authority of the person executing the authorization.

This provision does not apply if the Company has received notice of any of the above events prior to the opening of the General Meeting of Shareholders or before the reconvened meeting

#### **Article 10. Procedures for Registering to Attend the General Meeting of shareholders**

Prior to the opening of the meeting, the Company shall conduct registration procedures for shareholders and shall continue registration until all shareholders entitled to attend the meeting have completed their registration.

#### **Article 11. Conditions for Convening the Meeting**

The General Meeting of Shareholders shall be convened when shareholders present represent more than fifty percent (50%) of the total voting shares.

If the first meeting does not meet the quorum as prescribed in Clause 1 of this Article, the notice of the second meeting shall be sent within thirty (30) days from the intended date of the first meeting.

The second General Meeting of Shareholders shall be convened when shareholders present represent at least thirty-three percent (33%) of the total voting shares.

If the second meeting does not meet the quorum as prescribed in Clause 2 of this Article, the notice of the third meeting shall be sent within twenty (20) days from the intended date of the second meeting.

The third General Meeting of Shareholders shall be convened regardless of the total number of voting shares represented by the shareholders present.

#### **Article 12. Methods of Approving Resolutions of the General Meeting of Shareholders**

Resolutions within the authority of the General Meeting of Shareholders ("GMS") shall be approved either by voting at the meeting or by written opinion.

Unless otherwise stipulated in the Company's Charter, resolutions of the GMS on the following matters must be approved by voting at the GMS:

Amendments or supplements to the Company's Charter;

Orientation for the Company's development;

Types of shares and the total number of each type of shares;

Election, dismissal, or removal of members of the Board of Directors and the Board of Supervisors;

Decisions on investment or disposal of assets with a value of thirty-five percent (35%) or more of the total assets recorded in the Company's most recent financial statements, unless a different ratio or value is provided in the Company's Charter;

Approval of annual financial statements;

Reorganization or dissolution of the Company.

#### **Article 13. Voting Procedures**

During shareholder registration, the Company shall issue to each shareholder or their authorized representative a voting card indicating the registration number, the full name of the shareholder, the name of the authorized representative (if applicable), and the number of votes of that shareholder.

Shareholders or their authorized representatives who arrive after the meeting has commenced may still register immediately and then participate and vote at the meeting. The chairperson is not



required to pause the meeting to allow late registrants, and the validity of resolutions already passed shall remain unchanged.

Voting matters at the GMS:

Approval of procedural matters of the meeting:

Approval of the meeting agenda:

Approval of the list of vote-counting committee members:

Approval of election and vote-counting regulations:

Approval of the minutes and resolutions of the meeting.

Approval of substantive decisions under the authority of the GMS;

Voting on matters submitted to the GMS, except for the election of members of the Board of Directors and Board of Supervisors, shall be conducted by ballot according to the number of shares owned by the shareholder, with voting options: approve, disapprove, or abstain.

The Company may use information technology solutions to facilitate accurate, quick, and convenient vote counting for shareholders. Each shareholder shall receive a ballot indicating the number of shares owned and listing all items submitted for GMS approval. Shareholders may vote separately for each item.

Shareholders complete voting by placing their ballots in the ballot box at the time requested by the chairperson.

Voting procedures for electing members of the Board of Directors and Board of Supervisors:

The election of members of the Board of Directors and Board of Supervisors shall be conducted using the cumulative voting method as prescribed in Clause 3, Article 148 of the Enterprise Law.

Ballots for the Board of Directors and Board of Supervisors shall include information on the number of votes of each shareholder according to the shares owned, the list of candidates approved by the GMS, the maximum number of members to be elected, and instructions summarizing the cumulative voting method. Detailed voting procedures shall be set out in the election and vote-counting regulations.

Shareholders complete the election by placing their ballots in the ballot box at the time specified in the agenda and as requested by the chairperson.

In case the Company applies modern technology to organize the GMS via online meetings, the Company shall ensure that shareholders can attend and vote electronically or by other electronic forms in accordance with Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government providing detailed guidance on certain provisions of the Securities Law.

#### **Article 14. Vote Counting Procedures**

The General Meeting of Shareholders ("GMS") shall discuss and vote on each item on the agenda. Voting shall be conducted with options: approve, disapprove, or abstain. At the meeting, ballots in favor of a resolution shall be collected first, followed by ballots against the resolution, and finally the total number of votes for and against shall be counted to determine the result.

The GMS shall elect individuals responsible for vote counting or supervising the vote counting process upon the recommendation of the Chairperson. The number of members of the vote-counting committee shall be determined by the GMS based on the Chairperson's proposal.

Vote counting shall be conducted immediately after the voting process concludes, in a separate area at the meeting venue, under the supervision of shareholder representatives or representatives of the Chairperson's Board.

The vote-counting committee may engage additional personnel and apply appropriate methods to ensure the accuracy, honesty, and objectivity of the results. Upon shareholder request, the Chairperson shall invite certain shareholder representatives to supervise the collection and counting of ballots.

Determination of the voting/election results at the GMS shall be made in accordance with the Company's Charter and applicable law.

#### **Article 15. Conditions for Resolutions to be Approved**

Resolutions on the following matters shall be approved if approved by shareholders representing at least sixty-five percent (65%) of the total voting shares of all shareholders present at the meeting, except as otherwise provided in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:

- Types of shares and the total number of each type;

- Changes to the sectors, industries, or business lines;

- Changes in the Company's management organizational structure;

- Investment projects or disposal of assets with a value of thirty-five percent (35%) or more of the total assets recorded in the Company's most recent financial statements, unless a different ratio or value is specified in the Company's Charter;

- Reorganization or dissolution of the Company;

- Other matters as stipulated in the Company's Charter.

Resolutions shall be approved if supported by shareholders representing more than fifty percent (50%) of the total voting shares of all shareholders present at the meeting, except as specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Enterprise Law.

Resolutions of the GMS approved by one hundred percent (100%) of the total voting shares entitled to vote are legal and valid even if the procedures for convening the meeting or approving



the resolution violate the provisions of the Enterprise Law or the Company's Charter.

#### **Article 16. Announcement of Vote Counting Results**

Upon completing the vote counting, the vote-counting committee shall prepare minutes signed by all members of the committee and report the results to the Chairperson. The Chairperson shall invite the vote-counting committee to announce the results to all attendees of the General Meeting of Shareholders ("GMS").

The Head of the vote-counting committee shall read the minutes of the vote-counting results on behalf of the committee.

The announcement of the vote-counting results must specify the number of votes in favor, the number of votes against, the number of abstentions, and other opinions for each item on the agenda of the GMS.

The results of the vote counting shall be announced by the Chairperson immediately before the meeting is adjourned and shall serve as the basis for the Secretary to include in the draft minutes and draft resolutions of the meeting.

#### **Article 17. Procedures for Objecting to Resolutions of the General Meeting of Shareholders**

Shareholders who voted against a resolution concerning the reorganization of the Company or changes to shareholders' rights and obligations as stipulated in the Company's Charter shall have the right to request the Company to repurchase their shares. Such a request must be in writing, clearly stating the shareholder's name, address, the number of shares of each type, the proposed sale price, and the reason for the repurchase request. The request must be submitted to the Company within ten (10) days from the date the GMS approves the relevant resolution.

The Company shall repurchase the shares as requested by the shareholder under Clause 1 at the market price or at a price calculated according to the principles set forth in the Company's Charter within ninety (90) days from the date of receipt of the request. If the parties cannot agree on the price, they may request a valuation by an appraisal organization. The Company shall propose at least three (03) appraisal organizations for the shareholder to choose from, and the shareholder's choice shall be final.

Within ninety (90) days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders ("GMS") or the minutes of the vote counting for written shareholder opinions, a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law shall have the right to request a court or arbitration to review and annul the resolution or part of the resolution of the GMS in the following cases:

The procedures for convening the GMS and making decisions of the GMS seriously violate the provisions of the Enterprise Law and the Company's Charter, except as provided in Clause 3, Article 21 of the Company's Charter;



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

In the event that a resolution of the GMS is annulled by a decision of the court or arbitration, the person who convened the annulled GMS may consider reconvening the GMS within ninety (90) days from the effective date of the court or arbitration decision, in accordance with the procedures prescribed by the Enterprise Law and the Company's Charter.

In cases where a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law requests a court or arbitration to annul a GMS resolution under Clause 3 of this Article, such resolution shall remain valid and enforceable until the court or arbitration decision to annul the resolution takes effect, except where temporary emergency measures are applied pursuant to a decision of a competent authority.

#### **Article 18. Minutes of the General Meeting of Shareholders**

The General Meeting of Shareholders ("GMS") must be recorded in minutes and may also be audio-recorded or stored in other electronic formats. The minutes shall be prepared in Vietnamese and may additionally be prepared in a foreign language, containing at least the following key information:

Name, address of the head office, and business registration number;

Date and venue of the GMS;

Agenda and content of the meeting;

Full names of the Chairperson and the Secretary;

A summary of the meeting proceedings and statements made by shareholders on each item of the agenda;

Number of shareholders and the total number of voting shares of attending shareholders, including an appendix of the registered shareholders and representatives attending the meeting, with the number of shares and corresponding votes;

Total number of votes on each agenda item, specifying the voting method, total valid and invalid votes, votes in favor, votes against, and abstentions, along with the corresponding percentages of the total voting shares of shareholders present;

Items approved and the corresponding voting percentages;

Full names and signatures of the Chairperson and Secretary. In the event that the Chairperson or Secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other members of the Board of Directors present at the meeting and containing all required information as prescribed herein. The minutes shall clearly record any refusal to sign by the Chairperson or Secretary.

The minutes of the GMS must be completed and approved before the conclusion of the meeting. The Chairperson, Secretary, or any other signatory of the minutes shall be jointly responsible for



the truthfulness and accuracy of the content.

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

The minutes of the GMS and any attached documents (if any) must be sent to all shareholders within fifteen (15) days from the conclusion of the meeting or posted on the Company's website within twenty-four (24) hours from the conclusion of the meeting.

The minutes of the GMS, the appendix of registered shareholders, the approved resolutions, and related documents attached to the notice of the meeting must be kept at the Company's head office.

#### **Article 19. Publication of Resolutions of the General Meeting of Shareholders**

Resolutions of the General Meeting of Shareholders ("GMS") must be published on the Company's website within twenty-four (24) hours from the time they are approved by the GMS.

The Company shall organize the disclosure of information regarding the GMS resolutions and related documents to the public in accordance with the Company's Charter and the provisions of applicable securities laws.

### **B. PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTIONS BY WRITTEN CONSENT**

#### **Article 20. Cases Where Written Consent May or May Not Be Used**

The Board of Directors shall have the right to solicit shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders ("GMS") when deemed necessary for the benefit of the Company.

The GMS may approve matters within its authority by written consent, except for matters specified in Clause 3 of this Article.

Cases where written consent may not be used:

Amendments or supplements to the Company's Charter;

Orientation for the Company's development;

Types of shares and the total number of each type of shares;

Election, dismissal, or removal of members of the Board of Directors and the Board of Supervisors;

Decisions on investment or disposal of assets with a value of thirty-five percent (35%) or more of the total assets recorded in the Company's most recent financial statements;

Approval of annual financial statements;

Reorganization or dissolution of the Company.



## **Article 21. Procedures for the General Meeting of Shareholders to Approve Resolutions by Written Consent**

The authority and form for soliciting shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders ("GMS") shall be conducted as follows:

The Board of Directors must prepare the written consent form, draft resolutions of the GMS, and explanatory documents for the draft resolutions and send them to all shareholders entitled to vote no later than ten (10) days before the deadline for returning the completed consent forms. The requirements and methods for sending the written consent forms and accompanying documents shall comply with Clause 3, Article 18 of the Company's Charter.

Each written consent form must contain at least the following information:

Name, address of the head office, and business registration number;

Purpose of soliciting shareholders' opinions;

Full name, contact address, nationality, and identification number for individual shareholders; or for organizational shareholders, the name, business registration number or legal document number, and head office address; for representatives of organizational shareholders, the full name, contact address, nationality, and identification number; number of shares of each type and the corresponding voting rights;

The matters requiring shareholders' opinions for approval;

Voting options, including approve, disapprove, and abstain, for each matter;

Deadline for returning the completed written consent form to the Company;

Full name and signature of the Chairman of the Board of Directors.

Shareholders may return the completed written consent form to the Company by mail, fax, or email as follows:

In the case of mail, the completed form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. The consent form sent to the Company must be enclosed in a sealed envelope and must not be opened before vote counting;

In the case of fax or email, the consent forms sent to the Company must remain confidential until vote counting;

Consent forms received by the Company after the deadline specified in the consent form or that have been opened (in the case of mail) or disclosed (in the case of fax or email) shall be deemed invalid. Consent forms not returned shall be considered as abstentions.

The Board of Directors shall count the votes and prepare the vote counting minutes under the supervision of the Board of Supervisors or shareholders not holding management positions in the Company. The vote counting minutes must contain at least the following information:



Name, address of the head office, and business registration number;

Purpose and matters requiring shareholders' opinions for approval of the resolution;

Number of shareholders and the total number of voting shares that participated, distinguishing between valid and invalid votes and the method of submitting the votes, accompanied by an appendix of the list of participating shareholders;

Total votes in favor, against, and abstentions for each matter;

Matters approved and the corresponding approval rate;

Full names and signatures of the Chairman of the Board of Directors, the vote counters, and the vote supervisors.

Members of the BOD, vote counters, and vote supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes and shall be jointly liable for any damages arising from decisions approved due to dishonest or inaccurate vote counting.

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

Completed written consent forms, vote counting minutes, approved resolutions, and related documents accompanying the written consent forms must be kept at the Company's head office.

Resolutions approved by written shareholder consent shall be valid and enforceable if they receive approval from shareholders holding more than fifty percent (50%) of the total voting shares of all shareholders entitled to vote and shall have the same legal effect as resolutions passed at a General Meeting of Shareholders.

### **C. ORGANIZATION OF THE GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTIONS BY OTHER FORMS**

#### **Article 22. Organization of the General Meeting of Shareholders to Approve Resolutions by Other Forms**

The Company's Board of Directors may convene and organize the General Meeting of Shareholders ("GMS") in the form of an online conference or a combination of in-person and online conference if deemed necessary for the benefit of the Company and if conditions allow.

In the event that the Company applies modern technology to organize the GMS via an online meeting, the Company shall ensure that shareholders can participate and vote through electronic voting or other electronic forms in accordance with Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Securities Law.

Regulations on organizing online conferences:



To facilitate shareholders' participation in the GMS or when necessary, the Board of Directors shall have the right to decide to hold the online meeting using applications or technology platforms (such as Zoom, Skype, Microsoft Teams, Google Meet, etc.) and notify shareholders in the Meeting Invitation Letter;

When necessary, the organization of the GMS may combine in-person and online formats. Specifically, shareholders present at the meeting location shall attend in person, while shareholders not present at the meeting location shall participate online through the applications or platforms specified in point (a) of this Clause. The rights and obligations of shareholders attending in person or online shall be equivalent;

Authorization to participate in the online meeting shall be carried out in the same manner as in-person meetings and must be in writing and submitted to the Company prior to the commencement of the meeting;

Shareholders are responsible for ensuring a stable internet connection to remain present throughout the meeting and to participate punctually as required. Shareholders or their authorized representatives who join the meeting after it has commenced may still register and exercise their voting rights immediately after registration; in this case, the validity of resolutions previously voted on shall remain unchanged. Shareholders who attended the meeting from the beginning but were absent at the time of voting shall be considered as "Abstained";

The online meeting shall be recorded in audio and/or video for storage at the Company and to serve as evidence in case of disputes. The Chairman of the meeting shall notify shareholders of the recording prior to the commencement of the meeting;

Voting in the online meeting shall be conducted as follows: shareholders shall vote by raising voting cards/hand or by electronic voting for each matter submitted for approval. The vote counting team/assigned individual shall determine the results based on the raised voting cards/hands or electronic votes during the meeting.

The methods of attending the online meeting and electronic voting provided in this Article shall only be implemented upon the decision of the Board of Directors, when the Company meets the technical and technological conditions required to organize a meeting that is safe, effective, objective, and transparent.

### **CHAPTER III**

#### **BOARD OF DIRECTORS**

##### **Article 23. Roles, Rights and Obligations of the Board of Directors; Responsibilities of Members of the Board of Directors**

The roles, rights and obligations of the Board of Directors, and the responsibilities of its members shall be as prescribed in Article 27 of the Company's Charter and shall include the following obligations:

To perform their duties honestly and prudently, in the best interests of the shareholders and of the



Company;

To attend in full all meetings of the Board of Directors and provide opinions on matters submitted for discussion;

To promptly and fully report to the Board of Directors any remuneration received from subsidiaries, affiliated companies and other organizations;

To report to the Board of Directors at the nearest meeting any transactions between the Company, its subsidiaries, and other companies in which the Company holds more than 50% of the charter capital, and members of the Board of Directors and their related persons; and transactions between the Company and companies in which a member of the Board of Directors is a founding member or has served as a manager within three (03) years immediately preceding the time of the transaction;

To disclose information when conducting transactions in the Company's shares in accordance with applicable laws.

Independent members of the Board of Directors of the Company shall prepare an evaluation report on the performance and activities of the Board of Directors.

Members of the Board of Directors shall have the right to request the General Director, Deputy General Directors, and other managers of the Company to provide information and documents relating to the financial status and business operations of the Company and its affiliated units.

The persons so requested shall provide such information and documents in a timely, full, and accurate manner as required by members of the Board of Directors. The order and procedures for requesting and providing information shall be stipulated in the Company's Charter.

#### **A. NOMINATION, SELF-NOMINATION, ELECTION, REMOVAL AND DISMISSAL OF MEMBERS OF THE BOARD OF DIRECTORS**

##### **Article 24. Term of Office and Number of Members of the Board of Directors**

The Board of Directors shall consist of three (03) members.

The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms.

An individual may be elected as an independent member of the Board of Directors for no more than two (02) consecutive terms.

In the event that all members of the Board of Directors concurrently reach the expiry of their terms, such members shall continue to serve as members of the Board of Directors until new members are duly elected to replace them and assume their duties.

##### **Article 25. Composition, Criteria and Conditions of Members of the Board of Directors**

The composition of the Board of Directors shall be as follows:

The composition of the Board of Directors of the Company must ensure the number of non-executive members, specifically as follows:

At least one (01) non-executive member in the case where the Board of Directors comprises from three (03) to five (05) members;

At least two (02) non-executive members in the case where the Board of Directors comprises from six (06) to eight (08) members;

At least three (03) non-executive members in the case where the Board of Directors comprises from nine (09) to eleven (11) members.

The Company shall, to the maximum extent possible, limit members of the Board of Directors from concurrently holding executive positions within the Company in order to ensure the independence of the Board of Directors.

The composition of the Board of Directors must ensure the number of independent members, specifically as follows:

At least one (01) independent member in the case where the Board of Directors comprises from three (03) to five (05) members;

At least two (02) independent members in the case where the Board of Directors comprises from six (06) to eight (08) members;

At least three (03) independent members in the case where the Board of Directors comprises from nine (09) to eleven (11) members.

A member of the Board of Directors shall cease to hold office as a member of the Board of Directors in the event that he/she is removed, dismissed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

A member of the Board of Directors must satisfy the following criteria and conditions:

An independent member of the Board of Directors must satisfy the following criteria and conditions:

An independent member of the Board of Directors must notify the Board of Directors upon no longer satisfying the criteria and conditions set out in Clause 4 of this Article and shall automatically cease to be an independent member of the Board of Directors from the date on which such criteria and conditions are no longer met.

The Board of Directors shall notify the nearest General Meeting of Shareholders of any case where an independent member no longer satisfies the required criteria and conditions, or shall convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within six (06) months from the date of receipt of the relevant notification from such independent member.



## **Article 26. Nomination and Self-Nomination of Members of the Board of Directors**

Shareholders or groups of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors in accordance with Clause 5, Article 115 of the Law on Enterprises and Clause 3, Article 12 of the Company's Charter.

In the event that the number of candidates for the Board of Directors nominated or self-nominated remains insufficient as required under Clause 5, Article 115 of the Law on Enterprises and Clause 3, Article 12 of the Company's Charter, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors.

Any nomination of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders conducting the vote for the election of members of the Board of Directors in accordance with applicable laws.

## **Article 27. Method of Election of Members of the Board of Directors**

The election of members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected to the Board of Directors. Each shareholder shall have the right to allocate all or part of his/her total votes to one or several candidates.

Elected members of the Board of Directors shall be 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 as prescribed in the Company's Charter is reached.

In the event that two (02) or more candidates receive an equal number of votes for the final position on the Board of Directors, a re-election shall be conducted among such candidates with equal votes, or selection shall be made in accordance with the election regulations or the Company's Charter.

The election, removal, and dismissal of members of the Board of Directors shall be decided by the General Meeting of Shareholders on the basis of voting.

## **Article 28. Cases of Removal, Dismissal and Additional Appointment of Members of the Board of Directors**

The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

- Failing to meet the criteria and conditions as prescribed in Article 155 of the Law on Enterprises;
- Submitting a resignation letter which is accepted;
- Other cases as provided in the Company's Charter.

The General Meeting of Shareholders shall dismiss a member of the BOD in the following cases:  
Failing to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

Other cases as provided in the Company's Charter.

Where deemed necessary, the General Meeting of Shareholders may decide to replace a member of the Board of Directors or to remove or dismiss a member of the Board of Directors in cases other than those specified in Clauses 1 and 2 of this Article.

The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

The number of members of the Board of Directors is reduced by more than one-third ( $\frac{1}{3}$ ) compared to the number prescribed in the Company's Charter. In such case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third;

Except for the case specified in point a of this Clause, the General Meeting of Shareholders shall elect a new member to replace a member of the Board of Directors who has been removed or dismissed at the nearest meeting.

#### **Article 29. Notification of Election, Removal and Dismissal of Members of the Board of Directors**

Notification of the election, removal, and dismissal of members of the Board of Directors shall be carried out in accordance with the Company's Charter and the regulations of securities laws.

#### **Article 30. Method of Introducing Candidates for Membership of the Board of Directors**

Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website, in order to enable shareholders to review such candidates before voting.

Candidates for the Board of Directors must provide a written commitment as to the truthfulness and accuracy of the disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors.

Information relating to candidates for the Board of Directors to be disclosed shall include:

Full name; date of birth;

Professional qualifications;

Employment history;

Other managerial positions (including positions on the Board of Directors of other companies);



Interests related to the Company and its related persons;

Other information (if any) as prescribed in the Company's Charter;

The Company shall be responsible for disclosing information regarding companies in which the candidate currently holds positions as a member of the Board of Directors, other managerial positions, and any interests related to such companies of the candidate for the BOD (if any).

#### **Article 31. Election, Removal and Dismissal of the Chairman of the Board of Directors**

The Chairman of the Board of Directors shall be elected, removed, or dismissed by the Board of Directors from among its members.

In the event that the Chairman of the Board of Directors resigns or is removed or dismissed, 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 such removal or dismissal.

#### **Article 32. Remuneration and Other Benefits of Members of the Board of Directors**

The remuneration and other benefits of members of the Board of Directors shall be governed by Article 28 of the Company's Charter and applicable laws.

### **B. PROCEDURES AND FORMALITIES FOR CONVENING MEETINGS OF THE BOARD OF DIRECTORS**

#### **Article 33. Minimum Number of Meetings**

The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of such Board of Directors.

Such meeting shall be convened and presided over by the member who has received the highest number of votes or the highest voting ratio. In the event that there is more than one (01) member having an equal highest number of votes or voting ratio, such members shall elect, by majority vote, one (01) among them to convene and preside over the meeting of the Board of Directors.

The Board of Directors shall meet at least once per quarter and may convene extraordinary meetings as necessary.

#### **Article 34. Cases Requiring the Convening of Extraordinary Meetings of the Board of Directors**

The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

Upon request of the Board of Supervisors or an independent member of the Board of Directors;

Upon request of the General Director or at least five (05) other managers;

Upon request of at least two (02) members of the Board of Directors;

Other cases (if any).

Requests specified in Clause 1 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and decisions falling within the authority of the Board of Directors.

The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 2 of this Article.

In the event of failure to convene such meeting as requested, the Chairman of the Board of Directors shall be liable for any damages incurred by the Company; and the requesting party shall have the right to convene the meeting of the Board of Directors in place of the Chairman.

#### **Article 35. Notice of Meetings of the Board of Directors**

The Chairman of the Board of Directors or the person convening the meeting must send the notice of invitation no later than three (03) working days prior to the meeting date. The notice of invitation must specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The notice must be accompanied by documents to be used at the meeting and voting ballots for members.

The notice of invitation to a meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as stipulated in the Company's Charter, provided that it reaches the registered contact address of each member of the Board of Directors.

The Chairman of the Board of Directors or the person convening the meeting shall send the notice of invitation and accompanying documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.

#### **Article 36. Right of Board of Supervisors Members to Attend Meetings of the Board of Directors**

Members of the Board of Supervisors shall have the right to attend meetings of the Board of Directors and to participate in discussions, but shall not have the right to vote.

#### **Article 37. Conditions for Holding Meetings of the Board of Directors**

A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of members are present. In the event that a meeting convened in accordance with this Article does not have the required quorum, a second meeting shall be convened within seven (07) days from the scheduled date of the first meeting.

In such case, the meeting shall be conducted if more than one-half (1/2) of the members of the Board of Directors are present.

#### **Article 38. Voting Method**

Voting shall be conducted publicly by a show of hands, and the results of the vote must be clearly and accurately recorded by the Company Secretary in the minutes of the Board of Directors' meeting.



A member of the Board of Directors shall be deemed to have attended and voted at a meeting in the following cases:

Attending and voting in person at the meeting;

Authorizing another person to attend and vote on their behalf in accordance with Article 40 of these Regulations;

Attending and voting through online conferencing, electronic voting, or other electronic means;

Sending voting ballots to the meeting by mail, fax, or email;

Sending voting ballots by other means.

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

A member of the Board of Directors shall not vote on any transaction that provides benefits to that member or to persons related to that member, in accordance with the Law on Enterprises and the Company's Charter.

#### **Article 39. Method of Approving Resolutions of the Board of Directors**

A resolution or decision of the Board of Directors shall be approved if it receives the affirmative votes of the majority of members present at the meeting. In the event of a tie, the final decision shall follow the opinion of the Chairman of the Board of Directors.

Resolutions in the form of written opinions shall be approved based on the affirmative votes of the majority of members of the Board of Directors entitled to vote. Such resolutions shall have the same validity and effect as resolutions passed at a meeting.

#### **Article 40. Authorization to Attend and Vote by Another Person**

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

#### **Article 41. Minutes of Meetings of the Board of Directors**

All meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded or preserved in other electronic forms. Minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and shall include the following key contents:

Name, address of the head office, and business registration number;

Time and place of the meeting;

Purpose, agenda, and content of the meeting;

Full names of each attending member or authorized representative and their manner of attendance;

full names of members absent and reasons for absence;

Matters discussed and voted on at the meeting;

Summary of each attending member's statements in the order of the meeting;

Voting results, specifying members who agreed, disagreed, or abstained;

Matters approved and the corresponding voting ratios;

Full names and signatures of the chairperson and the secretary of the meeting, except as provided in Clause 2 of this Article.

The chairperson, the secretary, and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors' meeting.

Minutes of the Board of Directors' meetings and materials used during the meetings must be kept at the Company's head office.

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

The Board of Directors may assign a member of the Board or another person to act as secretary to record the minutes of the meeting.

**Article 42. Cases Where the Chairperson/Secretary Refuse to Sign the Minutes of the BOD Meeting**

In the event that the chairperson or the secretary refuses to sign the minutes of the meeting, the minutes shall still be valid if all other attending members of the BOD sign the minutes and the minutes include all contents required under points a, b, c, d, đ, e, g, and h of Clause 1, Article 41 of these Regulations.

**Article 43. Notification of Resolutions and Decisions of the Board of Directors**

Resolutions and decisions discussed and adopted at meetings of the Board of Directors shall be issued in an appropriate official format (such as resolutions, decisions, directives, regulations, internal rules, etc.) and sent to the relevant individuals and units for implementation. Based on the content of the Board's resolutions, the Chairman of the Board of Directors shall sign and issue these official documents on behalf of the Board.

After being signed and issued by the Chairman, the resolutions, decisions, regulations, internal rules, directives, and other guidance documents must be circulated to each member of the Board of Directors and the Board of Supervisors for monitoring and supervision. Simultaneously, such documents shall be sent to the Information Disclosure Officer to notify state regulatory authorities, shareholders, and the public in accordance with the law on information disclosure.

**C. APPOINTMENT AND DISMISSAL OF THE CORPORATE GOVERNANCE OFFICER**



#### **Article 44. Criteria for the Corporate Governance Officer**

The Corporate Governance Officer must meet the following criteria:

Possess knowledge of the law;

Not concurrently work for an approved auditing organization conducting the audit of the Company's financial statements;

Meet other criteria as prescribed by law, the Company's Charter, and decisions of the Board of Directors.

#### **Article 45. Appointment of the Corporate Governance Officer**

The Board of Directors of the Company must appoint at least one (01) Corporate Governance Officer to support corporate governance activities within the enterprise. The Corporate Governance Officer may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

#### **Article 46. Cases of Dismissal of the Corporate Governance Officer**

The Board of Directors may dismiss the Corporate Governance Officer as necessary, provided that such dismissal does not contravene applicable labor laws.

#### **Article 47. Notification of Appointment and Dismissal of the Corporate Governance Officer**

Notification of the appointment or dismissal of the Corporate Governance Officer shall be made in accordance with the Company's Charter and the applicable securities laws.

#### **Article 48. Rights and Obligations of the Corporate Governance Officer**

The Corporate Governance Officer shall have the following rights and obligations:

Advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and on matters related to the Company's interactions with shareholders;

Prepare meetings of the Board of Directors, Board of Supervisors, and General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;

Provide advice on procedural matters for meetings;

Attend meetings;

Advise on the proper procedures for drafting resolutions of the Board of Directors in compliance with legal regulations;

Provide financial information, copies of the minutes of Board of Directors' meetings, and other relevant information to members of the Board of Directors and the Board of Supervisors;

Monitor and report to the Board of Directors on the Company's information disclosure activities;

Act as the primary contact point with related parties;

Maintain confidentiality of information in accordance with legal regulations and the Company's Charter;

Exercise other rights and fulfill other obligations as prescribed by law and the Company's Charter.

## **CHAPTER IV**

### **THE BOARD OF THE SUPERVISORS**

#### **Article 49. Role, Rights, and Obligations of the Board of Supervisors; Responsibilities of Members of the Board of Supervisors**

The role, rights, and obligations of the Board of Supervisors, as well as the responsibilities of its members, shall be governed in accordance with Article 39 of the Company's Charter.

#### **Article 50. Term, Number, Composition, and Structure of Members of the Board of Supervisors**

The Board of Supervisors of the Company shall consist of three (03) members. The term of office for each member shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

#### **Article 51. Criteria and Conditions for Members of the Board of Supervisors**

Members of the Board of Supervisors must meet the criteria and conditions stipulated in Article 169 of the Law on Enterprises and must not fall under the following cases:

Working in the Company's accounting or finance department;

Being a member or employee of an independent auditing firm that has audited the Company's financial statements in the preceding three (03) years.

#### **Article 52. Nomination and Self-Nomination of Members of the Board of Supervisors**

The nomination and self-nomination of members of the Board of Supervisors shall be carried out in accordance with Article 36 of the Company's Charter.

#### **Article 53. Method of Electing Members of the Board of Supervisors**

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

Voting for members of the Board of Supervisors shall be conducted using the cumulative voting method. Under this method, each shareholder has a total number of votes equal to the number of shares owned multiplied by the number of members to be elected to the Board of Supervisors, and may allocate all or part of their votes to one or more candidates. Successful candidates shall be determined based on the highest number of votes, starting with the candidate receiving the most votes and continuing until the number of members stipulated in the Company's Charter is filled. In the event that two (02) or more candidates receive the same number of votes for the final seat on the Board of Supervisors, a re-vote shall be conducted among those candidates, or the selection shall be made according to criteria set



forth in the Company's election regulations or Charter.

**Article 54. Cases of Dismissal and Removal of Members of the Board of Supervisors**

A member of the Board of Supervisors shall be dismissed in the following cases:

No longer meets the criteria and conditions for being a member of the Board of Supervisors as stipulated in Clause 2 of this Article;

Submits a resignation that is accepted;

Other cases as provided in the Company's Charter.

A member of the Board of Supervisors shall be removed in the following cases:

Fails to complete assigned duties or tasks;

Fails to exercise their rights and fulfill their obligations for six (06) consecutive months, except in cases of force majeure;

Commits repeated or serious violations of the obligations of a member of the Board of Supervisors under the Law on Enterprises and the Company's Charter;

Other cases as determined by a resolution of the General Meeting of Shareholders.

**Article 55. Notification Regarding the Election, Dismissal, and Removal of Members of the Board of Supervisors**

In cases where candidates for the Board of Supervisors have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can review the candidates before voting. Candidates for the Board of Supervisors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Supervisors. Information to be disclosed about the candidates shall include:

Full name, date, month, and year of birth;

Professional qualifications;

Work experience;

Other management positions held;

Interests related to the Company and its related parties;

Other information (if any) as prescribed in the Company's Charter;

The Company must disclose information about other companies where the candidate holds management positions and any related interests in the Company (if any).

Notification regarding the election, dismissal, or removal of members of the Board of

Supervisors shall be made in accordance with the Company's Charter and applicable securities laws.

**Article 56. Salary and Other Benefits of Members of the Board of Supervisors**

The salary and other benefits of members of the Board of Supervisors shall be determined in accordance with Article 41 of the Company's Charter.

**CHAPTER V**

**BOARD OF GENERAL DIRECTORS**

**Article 57. Role, Responsibilities, Rights, and Obligations of the General Director (CEO)**

The General Director (CEO) is responsible for managing the day-to-day business operations of the Company; is under the supervision of the Board of Directors; and is accountable to the Board of Directors and the law for the exercise of the powers and performance of duties assigned.

The General Director shall have the following rights and obligations:

Decide on matters relating to the Company's daily business operations that are not within the authority of the Board of Directors;

Organize the implementation of resolutions and decisions of the Board of Directors;

Organize the implementation of the Company's business plans and investment schemes;

Propose organizational structure plans and internal management regulations of the Company;

Appoint, dismiss, or remove managerial positions within the Company, except for positions under the authority of the Board of Directors;

Decide salaries and other benefits for employees of the Company, including managers appointed by the General Director;

Recruit employees;

Propose dividend distribution plans or measures for handling business losses;

Exercise other rights and perform other obligations as prescribed by law, the Company's Charter, and resolutions or decisions of the Board of Directors.

The General Director must manage the day-to-day business of the Company in accordance with the law, the Company's Charter, employment contract with the Company, and resolutions or decisions of the Board of Directors. In the event of non-compliance that causes damage to the Company, the General Director shall be legally liable and must compensate the Company for such damage.

**Article 58. Term, Criteria, and Conditions of the General Director**

The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms.



The appointee for General Director must satisfy the following criteria and conditions:

Have full civil act capacity and not fall under the prohibited subjects for managing an enterprise as prescribed by the Law on Enterprises; possess good health, ethical qualities, honesty, integrity; have knowledge of and comply with the law; and be a permanent resident of Vietnam;

Hold a university degree or higher in business administration or in the Company's main fields of business;

Have at least five (05) years of practical experience in business management or in the Company's main fields of business;

Not simultaneously hold the position of Director, General Director, or other executive roles in another enterprise;

Not be the spouse, parent, adoptive parent, child, adopted child, or sibling of the Chairman and members of the Board of Directors, nor of the Director or General Director of the parent company of the Company.

#### **Article 59. Nomination, Proposal, Appointment, and Employment Contract with the General Director**

The Board of Directors shall appoint one member of the Board or hire another individual to serve as the General Director.

In the event the General Director does not concurrently hold the position of a Board member, the Board may select a qualified candidate to appoint as General Director and enter into an employment contract.

The Company shall sign an employment contract with the General Director in accordance with labor law regulations.

Any person proposed or nominated for appointment as General Director must complete and submit a nomination dossier to the Board for review. The Board shall discuss and decide on the appointment of the General Director via a resolution or decision of the Board.

The decision to appoint the General Director must specify the basis for determining the scope of duties, powers, benefits, and responsibilities of the General Director, in accordance with the law, the Company's Charter, the Corporate Governance Regulations, and other Company regulations. Additionally, the Board may enter into an employment contract and/or a responsibility contract with the General Director to set out specific terms.

#### **Article 60. Dismissal, Removal, and Termination of Employment Contract of the General Director**

The Board of Directors may dismiss, remove, or terminate the employment contract of the General Director if the majority of voting members of the Board attending the meeting approve and a new General Director is appointed as a replacement.

The Board shall dismiss, remove, or terminate the employment contract of the General Director in the following cases:

The General Director no longer meets the criteria set forth in Article 58 of these Regulations;

The General Director submits a resignation, receives a reassignment document from the nominating organization, or is medically unable to fulfill the role for a continuous period of six (06) months;

The General Director breaches duties and responsibilities in managing the Company, causing serious damage to the Company;

Poor managerial capacity results in the Company incurring losses for two consecutive years, not due to external factors;

The General Director is prosecuted, detained, or charged with criminal liability;

Other circumstances in which the Board reasonably determines that the General Director cannot continue in the position;

The dismissal of the General Director must be approved by the Board in accordance with the Company's Charter;

The Board may require the dismissed General Director to compensate the Company for any damages caused (if applicable).

#### **Article 61. Notification of Appointment, Dismissal, Employment Contract, and Termination of Employment Contract of the General Director**

Notification regarding the appointment, dismissal, signing, or termination of the employment contract of the General Director shall be made in accordance with the Company's Charter and applicable securities law.

#### **Article 62. Salary and Other Benefits of the General Director**

The salary and other benefits of the General Director shall be determined in accordance with Article 163 of the Law on Enterprises.

### **CHAPTER VI**

#### **MISCELLANEOUS ACTIVITIES**

#### **Article 63. Procedures, Sequence for Convening, Meeting Notices, Minutes, and Reporting Meeting Results between the Board of Directors, Board of Supervisors, and General Director**

The procedures, sequence for convening meetings, sending notices, recording minutes, and notifying meeting results between the Board of Directors, Board of Supervisors, and General Director shall follow the procedures for convening Board meetings as prescribed in Articles 34, 35, 41, and 43 of these Regulations.



**Article 64. Notification of Resolutions and Decisions of the Board of Directors to the Board of Supervisors and General Director**

Resolutions and minutes of Board meetings, once issued, must be sent to the Board of Supervisors and the General Director at the same time and using the same method as for the members of the Board of Directors.

**Article 65. Cases Where the General Director and Board of Supervisors Propose Convening Board Meetings and Issues Requiring Board Opinions**

The Chairman of the Board must convene a Board meeting when requested by the Board of Supervisors or the General Director.

The proposal must be submitted in writing, clearly stating the purpose, issues to be discussed, and decisions that fall within the Board's authority.

**Article 66. Reporting by the General Director to the Board of Directors on the Performance of Assigned Duties and Powers**

The General Director shall report to the Board of Directors quarterly or upon request regarding the performance of assigned duties and powers. Such reports must be conducted seriously, carefully, and honestly to ensure the rights and interests of the Company.

**Article 67. Evaluation of the Implementation of Resolutions and Other Delegated Matters by the General Director**

Quarterly or as needed, based on the results of the tasks assigned to the General Director, the Board of Directors shall hold meetings to evaluate the General Director's performance in implementing Board resolutions and other matters delegated or authorized by the Board in accordance with the Company's internal regulations.

**Article 68. Matters the CEO Must Report, Provide Information, and the Method of Notification to the Board of Directors and Board of Supervisors**

Matters the CEO must report:

The CEO must provide information within their authorized scope and shall not delay without a justified reason when requested by the BOD or Board of Supervisors (SB). All notifications to the BOD or SB must be made in writing and sent as soon as possible.

**Article 69. Coordination of Control, Management, and Supervision between the Members of the Board of Directors, the Board of Supervisors, and the CEO according to their Specific Duties**

Members of the BOD, SB, and the CEO shall regularly communicate and exchange information in a cooperative spirit to support each other in performing their duties in accordance with the Company's Charter and internal regulations.

The BOD, SB, and CEO shall not interfere in each other's management work.

In necessary cases, members of the BOD, the Executive Board, or SB may inform the Chairman of the BOD, CEO, Head of SB, or all relevant parties to resolve issues promptly and effectively.

**Article 70. Annual Evaluation Regulations for Rewards and Discipline for Members of the Board of Directors, Board of Supervisors, CEO, and Other Company Executives**

Based on the Company's internal regulations on rewards and discipline, and the evaluation results of the Reward and Discipline Council, the Company shall conduct regular or ad-hoc recognition for collectives and individuals among the BOD, SB, CEO, and other executives who achieve outstanding results in management.

When violations or breaches of Company regulations occur, depending on the severity of the individual's actions, the Reward and Discipline Council shall consider appropriate disciplinary measures and issue a Discipline Decision.

**Chapter VII**

**IMPLEMENTATION CLAUSES**

The internal regulations on corporate governance of Sao Thang Long Investment JSC consist of 70 articles, which comes into force on April 20, 2026

**ON BEHALF OF GENERAL SHAREHOLDERS' MEETING**



**CHAIRMAN**

**NGUYEN DUC HIEU**