

*No: 31 /2026/QN-HĐQT*

*Hanoi, May 13, 2026*

**RESOLUTION**

*Re: Promulgation of the Operation Regulation of the Board of Directors of  
VMG Media Joint Stock Company*

**THE BOARD OF DIRECTORS VMG MEDIA JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance;
- Pursuant to the Charter of Organization and Operation of VMG Media Joint Stock Company;
- Pursuant to the Resolution of the Annual General Meeting of Shareholders No. 29/2026/NQ-DHDCD dated May 13, 2026

**QUYẾT NGHỊ**

- Article 1:** To promulgate together with this Resolution the "Operation Regulation of the Board of Directors of VMG Media Joint Stock Company".
- Article 2:** Members of the Board of Directors, Board of Management, Chief Financial Officer, Chief Accountant, Heads of professional Departments/Boards of the Company and individuals, units with related rights, obligations, and functions are responsible for implementing this Resolution.
- Article 3:** This Resolution takes effect from the date of signing and replaces previously promulgated Resolutions on the promulgation of the Operation Regulation of the Board of Directors../.

**Recipients:**

- As Article 33;
- Archive at HR,  
Admin;

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



**Nguyen Hoang Nam**

*Hanoi, day 13 Month 05, 2026*

**REGULATION ON THE OPERATION OF THE BOARD OF DIRECTORS VMG  
MEDIA JOINT STOCK OF COMPANY**

*(Promulgated together with Decision No.31/2026/QN-HDQT dated May 13, 2026 of the  
Board of Directors of VMG Media Joint Stock of Company)*

**Pursuant to:**

- Pursuant to the Law on Securities No. 54/2019/QH14 adopted by the National Assembly on November 26, 2019 (Law on Securities).
- Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on June 17, 2020 (Law on Enterprises).
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
- Pursuant to the Charter on Organization and Operation of VMG Media Joint Stock of Company.
- Pursuant to the Resolution of the General Meeting of Shareholders No. .../2026/NQ-DHDCD dated May 13, 2026.

The Regulation on the Operation of the Board of Directors of VMG Media Joint Stock of Company includes the following contents:

**Chapter I**  
**GENERAL PROVISIONS**

**Article 1. Governing scope and subjects of application**

1. **Governing scope:** The Regulation on the operation of the Board of Directors stipulates the organizational structure of personnel, operational principles, powers, and obligations of the Board of Directors and its members in order to operate in accordance with the Law on Enterprises, the Company's Charter, and other relevant provisions of law.
2. **Subjects of application:** This Regulation applies to the Board of Directors and members of the Board of Directors.





**Article 2. Operational principles of the Board of Directors**

1. Members of the Board of Directors shall be personally responsible for their own work and jointly responsible before the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors regarding the Company's development.
2. The Board of Directors assigns the General Director the responsibility to organize, direct, and implement the resolutions and decisions of the Board of Directors.

**Chapter II**

**MEMBERS OF THE BOARD OF DIRECTORS**

**Article 3. Rights and obligations of members of the Board of Directors**

1. Members of the Board of Directors have full rights under the Law on Securities, relevant laws, and the Company's Charter, including the right to be provided with information and documents on the financial situation and business operations of the Company and units within the Company.
2. Members of the Board of Directors have obligations as prescribed in the Company's Charter and the following obligations:
  - a) To perform their duties honestly, prudently for the best interests of the shareholders and the Company;
  - b) To fully attend the meetings of the Board of Directors and give opinions on the issues raised for discussion;
  - c) To promptly and fully report to the Board of Directors the remunerations received from subsidiaries, affiliated companies, and other organizations;
  - d) To report to the Board of Directors at the latest meeting the transactions between the Company, its subsidiaries, and other companies of which the Company controls 50% or more of the charter capital with members of the Board of Directors and their related persons; transactions between the Company and companies in which a member of the Board of Directors was a founding member or a corporate manager within the 03 latest years prior to the time of transaction;
  - e) To disclose information when trading the Company's shares according to the provisions of law.
3. Independent members of the Board of Directors of the Company must prepare a report evaluating the operation of the Board of Directors.

**Article 4. Rights to be provided with information of members of the Board of Directors**

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other Managers in the Company to provide information and documents on the financial situation and business operations of the Company and of units in the Company.
2. The requested Manager must provide timely, fully, and accurately information and documents at the request of the members of the Board of Directors. The order and procedures for requesting and providing information are stipulated by the Company's Charter

**Article 5. Term of office and number of members of the Board of Directors**

1. The Board of Directors consists of 05 members. The Company's Charter specifically stipulates the number of members of the Board of Directors.
2. The term of office of a member of the Board of Directors shall not exceed 05 years, and they can be re-elected for an unlimited number of terms. An individual is only elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms
3. In case all members of the Board of Directors end their terms at the same time, such members shall continue to be members of the Board of Directors until new members are elected as replacements and take over the work, unless otherwise stipulated in the Company's Charte.
4. The Company's Charter specifically stipulates the number, rights, obligations, organizational method, and operational coordination of independent members of the Board of Directors.

**Article 6. Standards and conditions for members of the Board of Directors**

1. Members of the Board of Directors must meet the following standards and conditions:
  - a) Not falling into the categories specified in Clause 2, Article 17 of the Law on Enterprises;
  - b) Having professional qualifications and experience in business administration or in the business sectors and industries of the Company and not necessarily being a shareholder of the Company, unless otherwise stipulated by the Company's Charter;
  - c) A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors of another company;



- d) For state-owned enterprises under Point b, Clause 1, Article 88 of the Law on Enterprises and subsidiaries of state-owned enterprises under Clause 1, Article 88 of the Law on Enterprises, members of the Board of Directors must not be family members of the General Director and other Managers of the company; of the manager, the competent person to appoint the manager of the parent company;
  - e) Other standards and conditions according to the Company's Charter.
2. Independent members of the Board of Directors as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following standards and conditions:
- a) ~~Not being a person currently working for the Company, the parent company, or a subsidiary of the Company; not being a person who has worked for the Company, the parent company, or a subsidiary of the Company for at least the 03 preceding consecutive years;~~
  - b) ~~Not being a person currently receiving salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to under regulations;~~
  - c) ~~Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; or is a manager of the Company or a subsidiary of the Company;~~
  - d) ~~Not being a person directly or indirectly owning at least 01% of the total voting shares of the Company;~~
  - e) ~~Not being a person who has been a member of the Board of Directors or the Supervisory Board of the Company for at least the 05 preceding consecutive years, unless appointed continuously for 02 terms;~~
  - f) Other standards and conditions according to the Company's Charter.
3. An independent member of the Board of Directors must notify the Board of Directors of no longer meeting the standards and conditions specified in Clause 2 of this Article and naturally ceases to be an independent member of the Board of Directors from the date of not meeting the standards and conditions. ~~The Board of Directors must notify the case of an independent member of the Board of Directors no longer meeting the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent~~

member of the Board of Directors within 06 months from the date of receiving the notice from the relevant independent member of the Board of Directors.

**Article 7. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors of the Company cannot concurrently be the General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a) To formulate the operation programs and plans of the Board of Directors;
  - b) To prepare agendas, contents, and documents for the meetings; to convene, preside over, and chair the meetings of the Board of Directors;
  - c) To organize the adoption of resolutions and decisions of the Board of Directors;
  - d) To supervise the implementation process of resolutions and decisions of the Board of Directors;
  - e) To chair the General Meeting of Shareholders;
  - f) Other rights and obligations under the Law on Enterprises and the Company's Charter.
4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or being dismissed. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles set forth in Clause 5, Article 22 of the Company's Charter. In case there is no authorized person, or the Chairman of the Board of Directors dies, goes missing, is in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification establishment or a compulsory educational establishment, absconds from the place of residence, is restricted or loses civil act capacity, has difficulties in cognition and behavioral control, or is prohibited by the Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one person among the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval by the remaining members until there is a new decision of the Board of Directors
5. When deemed necessary, the Board of Directors decides to appoint a company secretary, The company secretary has the following rights and obligations:



- a) To support the convening of the General Meeting of Shareholders and the Board of Directors; to record meeting minutes;
- b) To support members of the Board of Directors in exercising their assigned rights and obligations;
- c) To support the Board of Directors in applying and implementing corporate governance principles;
- d) To support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; complying with obligations to provide information, disclose information, and administrative procedures;
- e) Other rights and obligations according to the Company's Charter.

**Article 8. Dismissal, removal, replacement, and addition of members of the Board of Directors**

1. The General Meeting of Shareholders dismisses a member of the Board of Directors in the following cases:
  - a) Not fully meeting the standards and conditions prescribed in Article 155 of the Law on Enterprises;
  - b) Having a resignation letter that is approved;
  - c) Other cases stipulated in the Company's Charter.
2. The General Meeting of Shareholders removes a member of the Board of Directors in the following cases:
  - a) Not participating in the activities of the Board of Directors for 06 consecutive months, except in force majeure events;
  - b) Other cases stipulated in the Company's Charter.
3. When deemed necessary, the General Meeting of Shareholders decides to replace members of the Board of Directors; dismiss or remove members of the Board of Directors outside the cases prescribed in Clause 1 and Clause 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
  - a) The number of members of the Board of Directors is reduced by more than one-third compared to the number stipulated in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

- b) The number of independent members of the Board of Directors decreases, not ensuring the ratio as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;
- c) Except for the cases specified in Points a and b of this Clause, the General Meeting of Shareholders elects new members to replace the members of the Board of Directors who have been dismissed or removed at the nearest meeting.

**Article 9. Method of electing, dismissing, and removing members of the Board of Directors**

1. A shareholder or a group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates to the Board of Directors. Unless otherwise stipulated by the Company's Charter, the nomination of candidates to the Board of Directors is carried out as follows:
  - a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;
  - b) Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this Clause has the right to nominate one or a number of persons as candidates for the Board of Directors according to the decision of the General Meeting of Shareholders.
2. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations according to the provisions of the Company's Charter, the Internal Regulation on Corporate Governance, and the Regulation on the Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.
3. Voting to elect members of the Board of Directors must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to accumulate all or part of their total votes for one or a number of candidates. Elected members of the Board of Directors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the required number of members stipulated in the Company's Charter is reached. In case 02 or more candidates achieve



the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with equal votes or selected according to the criteria of the election regulation or the Company's Charter

4. The election, dismissal, and removal of members of the Board of Directors are decided by the General Meeting of Shareholders according to the voting principle.

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

1. Once candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have written commitments on the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently, and for the best interests of the Company if elected as members of the Board of Directors, Information related to candidates for the Board of Directors to be disclosed includes:
  - a) Full name, date, month, and year of birth;
  - b) Professional qualifications;
  - c) Work history;
  - d) Other management positions (including Board of Directors positions in other companies)
  - e) Interests related to the Company and related parties of the Company;
  - f) Other information (if any) according to the Company's Charter;;
  - g) The Company is responsible for disclosing information about companies where the candidate is holding the position of member of the Board of Directors, other management titles, and interests related to the company of the candidate for the Board of Directors (if any).
2. The notification of the results of election, dismissal, and removal of members of the Board of Directors shall comply with guiding regulations on information disclosure.

**Chapter III**

**THE BOARD OF DIRECTORS**

**Article 11. Rights and obligations of the Board of Directors**

1. The Board of Directors is the management body of the Company, having full authority in the name of the Company to decide on and exercise the rights and

obligations of the company, except for those belonging to the authority of the General Meeting of Shareholders.

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

- a) To decide on strategies, medium-term development plans, and annual business plans of the Company;
- b) To recommend the types of shares and the total number of shares authorized to be offered for each type;
- c) To decide on selling unsold shares within the authorized offering limit of each type; to decide on raising additional capital in other forms;
- d) To decide on the selling price of shares and bonds of the Company;
- e) To decide on share repurchases under Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- f) To decide on investment plans and investment projects within the authority and limits prescribed by law;
- g) To decide on market development, marketing, and technology solutions;
- h) To approve contracts for purchase, sale, borrowing, lending, and other contracts/transactions valued at 35% or more of the total asset value recorded in the Company's latest financial statements, except for contracts and transactions falling under the decision authority of the General Meeting of Shareholders as specified in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
- i) To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, sign contracts, and terminate contracts with the General Director and enterprise managers as stipulated by the Company's Charter; to decide on the salaries, remunerations, bonuses, and other benefits of those managers; to assign authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and decide on the remuneration and other benefits of those persons;
- j) To supervise and direct the General Director and other enterprise managers in directing the day-to-day business operations of the Company;
- k) To decide on the organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches,



representative offices, and capital contributions or share purchases of other enterprises;

- l) To approve the agenda, content, and documents serving the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect written opinions for the General Meeting of Shareholders to pass resolutions;
  - m) To submit the audited annual financial statements to the General Meeting of Shareholders;
  - n) To recommend the dividend payout rate; decide on the deadline and procedures for paying dividends or handling losses arising in the course of business;
  - o) To propose the reorganization or dissolution of the Company; request bankruptcy of the Company;
  - p) To decide on promulgating the Regulation on the Operation of the Board of Directors, the Internal Regulation on Corporate Governance; the Regulation on Information Disclosure of the Company after being approved by the General Meeting of Shareholders;
  - q) Other rights and obligations according to the provisions of the Law on Enterprises, the Law on Securities, other legal regulations, and the Company's Charter.
3. The Board of Directors passes resolutions and decisions by voting at meetings, collecting written opinions, or other forms stipulated by the Company's Charter. Each member of the Board of Directors has one vote.
  4. In case a resolution or decision passed by the Board of Directors contradicts the law, a resolution of the General Meeting of Shareholders, or the Company's Charter, causing damages to the Company, members who voted in favor of such resolution or decision shall be jointly and personally liable for it and must compensate the Company; members who voted against such resolution or decision are exempted from liability. In this case, shareholders of the Company have the right to request the Court to suspend or cancel the aforementioned resolution or decision.

**Article 12. Duties and powers of the Board of Directors in approving and signing transaction contracts**

1. The Board of Directors approves contracts and transactions valued at less than 35% or transactions leading to a total transaction value generated within 12 months from the date of the first transaction of less than 35% of the total asset value recorded in

the latest financial statement, or a smaller ratio/value as prescribed in the Company's Charter between the Company and any of the following subjects:

- a) Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and related persons of these subjects;
  - b) Shareholders, authorized representatives of shareholders owning more than 10% of the total ordinary share capital of the Company and their related persons;
  - c) Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.
2. The Company's representative signing the contract or transaction must notify the members of the Board of Directors and members of the Supervisory Board about the related subjects regarding that contract or transaction and attach the draft contract or the main content of the transaction. The Board of Directors decides on the approval of the contract or transaction within 15 days from the date of receiving the notice, unless the Company's Charter provides another time limit; members of the Board of Directors who have interests related to the parties in the contract or transaction do not have the right to vote.

**Article 13. Responsibilities of the Board of Directors in convening the extraordinary General Meeting of Shareholders**

1. 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 less than the minimum number required by law;
  - c) Upon the request of a shareholder or a 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 reason and purpose of the meeting, with full signatures of the relevant shareholders, or the request document is made in multiple copies and gathers enough signatures of relevant shareholders;
  - d) Upon the request of the Supervisory Board;;
  - e) Other cases as prescribed by law and the Company's Charter.
2. Convening the extraordinary General Meeting of Shareholders: The Board of Directors must convene the General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent



members of the Board of Directors, or members of the Supervisory Board is less than the minimum number required by the Company's Charter or upon receiving the requests specified in Points c and d, Clause 1 of this Article;

3. The convenor of the General Meeting of Shareholders must perform the following tasks:
  - a) Compile the list of shareholders entitled to attend the meeting;
  - b) Provide information and resolve complaints regarding the shareholder list;
  - c) Prepare the agenda and content of the meeting;
  - d) Prepare documents for the meeting;
  - e) Draft resolutions of the General Meeting of Shareholders according to the proposed contents of the meeting; list and detailed information of candidates in case of electing members of the Board of Directors, members of the Supervisory Board;
  - f) Determine the time and venue of the meeting;
  - g) Send the invitation notice to each entitled shareholder under the Law on Enterprises;
  - h) Other works serving the meeting.

**Article 14. Assisting sub-committees of the Board of Directors.**

1. The Board of Directors may establish affiliated sub-committees in charge of development policies, human resources, remuneration, internal audit, and risk management. The number of members of a sub-committee decided by the Board of Directors is at least 03 (three) persons, including members of the Board of Directors and outside members. Independent members of the Board of Directors/non-executive members of the Board of Directors should account for the majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by decision of the Board of Directors. The operation of the sub-committee must comply with the regulations of the Board of Directors. A resolution of a sub-committee is only valid when a majority of members attend and vote for approval at the meeting of the sub-committee
2. The implementation of decisions of the Board of Directors or of the sub-committees affiliated with the Board of Directors must comply with current laws and the regulations in the Company's Charter and the Internal Regulation on Corporate Governance.

## Chapter IV MEETINGS OF THE BOARD OF DIRECTORS

### Article 15. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within 07 (seven) working days from the date of concluding the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or highest vote percentage. In case there is more than one member with the highest and equal number of votes or vote percentages, the members shall vote on a majority principle to select 01 person among them to convene the Board of Directors meeting.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:
  - a) There is a proposal from the Supervisory Board or an independent member of the Board of Directors;
  - b) There is a proposal from the General Director or at least 05 other managers;
  - c) There is a proposal from at least 02 members of the Board of Directors;
  - d) Other cases stipulated by the Company's Charter.
4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the proposal specified in Clause 3 of this Article. If not convening a meeting of the Board of Directors as requested, the Chairman of the Board of Directors must bear responsibility for the damages caused to the Company; the proposer has the right to act on behalf of the Chairman of the Board of Directors to convene the Board of Directors meeting.
6. The Chairman of the Board of Directors or the convenor of the Board of Directors meeting must send a notice of invitation to the meeting at least 03 (three) working days before the meeting date. The meeting invitation must specifically specify the time and venue of the meeting, the agenda, and issues for discussion and decision. The meeting invitation must be accompanied by documents to be used at the meeting and members' voting ballots.



The notice of invitation to the Board of Directors meeting can be sent via an invitation letter, telephone, fax, electronic means, or other methods prescribed by the Company's Charter and must ensure it reaches the contact address of each member of the Board of Directors registered at the Company.

The Chairman of the Board of Directors or the convenor sends meeting invitations and accompanying documents to members of the Supervisory Board similarly as to members of the Board of Directors. Members of the Supervisory Board have the right to attend meetings of the Board of Directors; have the right to discuss but not to vote.

7. A Board of Directors meeting is conducted when 3/4 or more of the total members are present. In case a meeting convened as prescribed in this clause does not have sufficient members to attend as required, it shall be convened for a second time within 07 days from the planned date of the first meeting. In this case, the meeting is conducted if more than half of the members of the Board of Directors attend
8. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:
  - a) Attending and voting directly at the meeting;
  - b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
  - c) Attending and voting via an online conference, electronic voting, or other electronic forms;
  - d) Sending voting ballots to the meeting via mail, fax, or email;
  - e) Sending voting ballots by other means.
9. In case of sending voting ballots to the meeting via mail, the voting ballot must be sealed in an envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The voting ballots can only be opened with the witness of all attendees.
10. Members must fully attend the meetings of the Board of Directors. A member may authorize another person to attend and vote at the meeting if approved by a majority of members of the Board of Directors.
11. Resolutions and decisions of the Board of Directors are passed if approved by a majority of the attending members; in case of a tie vote, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

#### **Article 16. Minutes of the Board of Directors meeting**

1. Meetings of the Board of Directors must be minuted and can be voice-recorded, recorded, and stored in other electronic forms. The minutes must be made in

Vietnamese and can be additionally made in a foreign language, including the following main contents:

- a) Name, head office address, enterprise code;
  - b) Time and venue of the meeting;;
  - c) Purpose, agenda, and content of the meeting;
  - d) Full names of each member attending the meeting or the authorized person attending the meeting and the method of attendance; Full names of members not attending the meeting and reasons
  - e) Issues discussed and voted on at the meeting;
2. Summary of speeches of each member attending the meeting in the chronological order of the meeting;
  3. Voting results, clearly stating those members who approve, disapprove, and have no opinion;
  4. Issues passed and corresponding approval voting ratios;
  5. Full names and signatures of the chairperson and the minute-taker, except for the case specified in Clause 2 of this article.
  6. In case the chairperson or the minute-taker refuses to sign the meeting minutes, such minutes shall be valid if all other attending members of the Board of Directors agree to approve the minutes, sign them, and ensure they have full contents as prescribed in points a, b, c, d, e, f, g, h, and i mentioned in Clause 1 of this Article.
  7. The meeting minutes shall clearly state that the chairperson and/or the minute-taker refuse to sign the meeting minutes. The persons signing the meeting minutes are jointly responsible for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson and the minute-taker are personally responsible for the damages caused to the enterprise due to their refusal to sign the meeting minutes in accordance with the Law on Enterprises, the Company's Charter, and relevant laws.
  8. The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the head office of the Company.
  9. Minutes made in Vietnamese and in a foreign language have equal legal validity. In case of any discrepancy in content between the Vietnamese minutes and the foreign language minutes, the content in the Vietnamese minutes shall apply.



## **Chapter V**

### **REPORTING AND DISCLOSURE OF INTERESTS**

#### **Article 17. Submission of annual reports**

1. At the end of the fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:
  - a) Report on the Company's business results;
  - b) Financial statements;
  - c) Report evaluating the management and administration of the Company;
  - d) Appraisal report of the Supervisory Board.
2. The reports specified in points a, b, and c of Clause 1 of this Article must be sent to the Supervisory Board for appraisal at least 30 days before the opening date of the Annual General Meeting of Shareholders unless otherwise stipulated by the Company's Charter.
3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Supervisory Board, and the audit report must be kept at the head office of the Company at least 10 days before the opening date of the Annual General Meeting of Shareholders unless the Company's Charter prescribes a longer period. A shareholder owning shares of the Company continuously for at least 01 year has the right, individually or together with a lawyer, accountant, or auditor possessing a practicing certificate, to directly review the reports specified in this Article.

#### **Article 18. Remuneration, bonuses, and other benefits of members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors according to 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 necessary to complete the duties of a member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration for each member on a consensus principle. The total remuneration and bonuses for the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors is included in the business expenses of the Company in accordance with the law on corporate income tax, 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. A member of the Board of Directors holding an executive position, working in sub-committees of the Board of Directors, or performing other tasks beyond the normal scope of duties of a Board member may be paid additional remuneration in the form of a lump-sum payment per occasion, salary, commission, percentage of profit, or in other forms decided by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement for all reasonable travel, food, accommodation, and other expenses they incur when performing their responsibilities as Board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.
6. ~~Members of the Board of Directors may have liability insurance purchased for them by the Company after approval from the General Meeting of Shareholders. This insurance does not cover the liabilities of members of the Board of Directors related to violations of the law and the Company's Charter.~~

**Article 19. Disclosure of related interests**

~~Unless the Company's Charter contains stricter regulations, the disclosure of interests and related persons of the Company shall be conducted as follows:~~

1. Members of the Board of Directors of the Company must declare their related interests to the company, including:
  - a) Name, enterprise code, head office address, and business sectors of enterprises in which they own capital contributions or shares; the percentage and time of ownership of such capital contributions or shares;
  - b) ~~Name, enterprise code, head office address, and business sectors of enterprises in which their related persons jointly or separately own capital contributions or shares exceeding 10% of the charter capital.~~
2. The declaration specified in Clause 1 of this Article must be carried out within 07 working days from the date the related interest arises; any amendments or supplements must be notified to the Company within 07 working days from the date of such amendment or supplement.
3. ~~Members of the Board of Directors performing work in any form within the scope of the Company's business, in their personal capacity or on behalf of others, must explain the nature and content of such work to the Board of Directors and may only perform it when approved by the majority of the remaining members of the Board of Directors; if carried out without declaration or without the approval of the Board of Directors, all income derived from such activity belongs to the Company.~~



## Chapter VI

### RELATIONSHIPS OF THE BOARD OF DIRECTORS

#### Article 20. Relationships among members of the Board of Directors

1. The relationship among members of the Board of Directors is a cooperative relationship; members of the Board of Directors have the responsibility to inform each other about relevant issues during the handling of assigned tasks.
2. During the handling of work, the member of the Board of Directors assigned with the main responsibility must proactively coordinate to handle issues if there are matters related to areas managed by other members of the Board of Directors. In case there are different opinions among members of the Board of Directors, the member with the main responsibility shall report to the Chairman of the Board of Directors for consideration and decision within their authority, or organize a meeting, or collect opinions from members of the Board of Directors in accordance with the law, the Company's Charter, and this Regulation
3. In case of reassignment among members of the Board of Directors, the members must hand over the works, records, and related documents. This handover must be made in writing and reported to the Chairman of the Board of Directors.

#### Article 21. Relationship with the Board of Management

With a governance role, the Board of Directors promulgates resolutions for the General Director and the executive apparatus to implement. Simultaneously, the Board of Directors inspects and supervises the implementation of such resolutions.

#### Article 22. Relationship with the Supervisory Board

1. The relationship between the Board of Directors and the Supervisory Board is a coordinative relationship. The working relationship between the Board of Directors and the Supervisory Board is based on the principles of equality and independence, while closely coordinating and supporting each other in the process of performing tasks.
2. Upon receiving inspection minutes or general reports from the Supervisory Board, the Board of Directors is responsible for studying and directing relevant departments to build plans and take prompt corrective actions.

