



**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

# **INTERNAL REGULATIONS ON GOVERNANCE JOINT STOCK COMPANY KIEN GIANG IMPORT AND EXPORT**



*(Promulgated together with Decision No.73/QĐ-XNK-HĐQT 18/5/2026 of  
Board of Directors of Kien Giang Import-Export Joint Stock Company)*

*An Giang, day 18 month 5 2026*



**JOINT STOCK COMPANY**  
**KIEN GIANG IMPORT AND EXPORT**  
No.: 73/QD-XNK-HĐQT

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**  
*An Giang, May 18, 2026*

**DECISION**  
**Promulgating the Internal Regulation on Governance**  
**Kien Giang Import-Export Joint Stock Company**

**BOARD**  
**KIEN GIANG IMPORT EXPORT JOINT STOCK COMPANY**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/06/2020;*  
*Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019;*  
*Pursuant to the Government's Decree 155/2020/ND-CP dated 31/12/2020*  
*detailing the implementation of a number of articles of the Law on Securities;*  
*Pursuant to the Government's Decree No. 245/2025/ND-CP dated September 11,*  
*2025 amending and supplementing a number of articles of Decree No. 155/2020/ND-*  
*CP;*  
*Pursuant to Circular No. 116/2020/TT-BTC dated 31/12/2020 of the Ministry of*  
*Finance guiding a number of articles on corporate governance applicable to public*  
*companies;*  
*Pursuant to the Charter of organization and operation of Kien Giang Import-*  
*Export Joint Stock Company;*  
*Pursuant to Resolution No. 58/NQ-XNK-ĐHDCĐ dated April 25, 2026 of the*  
*Annual General Meeting of Shareholders in 2026, Kien Giang Import-Export Joint*  
*Stock Company.*

**DECISION:**

**Article 1.** To promulgate together with this Decision the Internal Regulation on the governance of Kien Giang Import-Export Joint Stock Company.

**Article 2.** This Decision takes effect from the date of signing and replaces Decision No. 63/QD-XNK-HĐQT dated May 31, 2021 of the Board of Directors of the Company on the promulgation of the Internal Regulation on governance of Kien Giang Import-Export Joint Stock Company.

**Article 3.** Members of the Board of Directors, the Control Board, the Board of General Directors, the Chief Accountant of the Company, the Heads of professional departments, the Heads of the Offices, the Directors of the Company's dependent units and relevant departments shall be responsible for the implementation of this Decision./.

**Recipients:**

- As in Article 3;
- LTMN Corporation (replacing b/plaintiff);
- Website: kigimex.com.vn;
- Save: VT, P.TCHC (T).

**TM. BOARD**  
**CHAIRMAN**





## TABLE OF CONTENTS

<b>CHAPTER 1. GENERAL REGULATIONS</b>	<b>7</b>
Article 1. Scope of regulation and subjects of application	7
Article 2. Explanation of terms and abbreviations	7
<b>CHAPTER 2. GENERAL MEETING OF SHAREHOLDERS</b>	<b>9</b>
<b>I. PROVISIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTIONS IN THE FORM OF VOTING AT THE GENERAL MEETING OF SHAREHOLDERS</b>	<b>9</b>
<b>SECTION 1. ROLES, RIGHTS AND OBLIGATIONS OF THE GENERAL MEETING OF SHAREHOLDERS</b>	<b>9</b>
<b>SECTION 2. REGULATIONS ON THE ORDER AND PROCEDURES FOR CONVENING AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS</b>	<b>9</b>
Article 3. Competence to convene the General Meeting of Shareholders	9
Article 4. Personnel of the General Meeting of Shareholders	10
Article 5. Making a list of shareholders entitled to attend the meeting and notifying the closing of the list of shareholders entitled to attend the General Meeting of Shareholders	13
Article 6. Notice of convening the General Meeting of Shareholders	13
Article 7. Agenda and contents of the General Meeting of Shareholders	14
Article 8. How to register and authorize to attend the General Meeting of Shareholders	15
Article 9. Conditions for conducting the General Meeting of Shareholders	17
Article 10. Form of approving the resolution of the General Meeting of Shareholders	17
Article 11. Contents approved at the General Meeting of Shareholders	17
Article 12. Voting to approve issues at the direct general meeting of shareholders	19
Article 13. How to vote at the direct General Meeting of Shareholders	20
Article 14. How to vote for election at the direct General Meeting of Shareholders	21
Article 15. How to count votes at the direct General Meeting of Shareholders	22
Article 16. Conditions for the resolution to be passed	23
Article 17. Announcement of vote counting results	23
Article 18. How to oppose the decision of the General Meeting of Shareholders	24
Article 19. Preparation of the Minutes of the General Meeting of Shareholders	24



Article 20. Announcement of Resolutions and Minutes of the General Meeting of Shareholders .....	25
--	----

## **II. PROVISIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTIONS IN THE FORM OF COLLECTING WRITTEN OPINIONS..... 26**

Article 21. In case of collecting shareholders' opinions in writing.....	26
--	----

Article 22. Order and procedures for approving the Resolution in the form of collecting written opinions.....	26
---	----

## **III. REGULATIONS ON THE GENERAL MEETING OF SHAREHOLDERS APPROVING RESOLUTIONS IN THE FORM OF ONLINE CONFERENCES ..... 29**

Article 23. Notice of convening the online General Meeting of Shareholders .....	29
--	----

Article 24. How to register to attend the General Meeting of Shareholders online	30
--	----

Article 25. Provide login credentials and perform electronic voting .....	30
---	----

Article 26. The authorization of the representative to attend the online General Meeting of Shareholders .....	31
--	----

Article 27. Conditions for conducting the online General Meeting of Shareholders .....	31
--	----

Article 28. Discussion at the online General Meeting of Shareholders.....	31
---	----

Article 29. Forms of approving the Resolution of the General Meeting of Shareholders in case of online meeting.....	32
---	----

Article 30. How to vote online .....	32
--------------------------------------	----

Article 31. How to count votes online.....	33
--	----

Article 32. Announcement of the results of the vote counting of the General Meeting of Shareholders online.....	33
---	----

Article 33. Make minutes of the online General Meeting of Shareholders .....	34
--	----

Article 34. Announcement of Resolutions and Minutes of the Online General Meeting of Shareholders .....	34
---	----

## **IV. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTIONS IN THE FORM OF FACE-TO-FACE CONFERENCES COMBINED WITH ONLINE ..... 34**

Article 35. Notice of convening the General Meeting of Shareholders in person and online .....	34
--	----

Article 36. How to register to attend the General Meeting of Shareholders in person and online .....	34
--	----

Article 37. The authorization of representatives to attend the General Meeting of Shareholders in person and online .....	34
---	----



Article 38. Conditions for conducting the General Meeting of Shareholders in person and online -----	34
Article 39. Form of approving the resolution of the General Meeting of Shareholders in person and online -----	34
Article 40. How to vote for the General Meeting of Shareholders in person and online -----	34
Article 41. How to count the votes of the General Meeting of Shareholders in person and online -----	34
Article 42. Announcement of the results of counting votes of the General Meeting of Shareholders in person and online -----	35
Article 43. Making minutes of the General Meeting of Shareholders in person and online -----	35
Article 44. Announcement of Resolutions and Minutes of the General Meeting of Shareholders in person and online -----	35
<b>CHAPTER 3. BOARD -----</b>	<b>35</b>
<b>SECTION 1. GENERAL REGULATIONS -----</b>	<b>35</b>
Article 45. Roles, Rights and Obligations of the Board of Directors -----	35
Article 46. Rights, obligations and responsibilities of members of the Board of Directors -----	36
<b>SECTION 2 – REGULATIONS ON NOMINATION, CANDIDACY, ELECTION, DISMISSAL AND DISMISSAL OF MEMBERS OF THE BOARD OF DIRECTORS -----</b>	<b>37</b>
Article 47. Number, term of office and structure of members of the Board of Directors -----	37
Article 48. Criteria and conditions for members of the Board of Directors -----	38
Article 49. Nomination and candidacy for members of the Board of Directors ----	38
Article 50. How to elect members of the Board of Directors -----	40
Article 51. Cases of dismissal, dismissal, replacement and addition of members of the Board of Directors -----	40
Article 52. Announcement on the election, dismissal and dismissal of members of the Board of Directors -----	41
Article 53. How to introduce candidates for members of the Board of Directors --	41
Article 54. Election, dismissal and dismissal of the Chairman of the Board of Directors -----	42
<b>SECTION 3 – REMUNERATION, REMUNERATION AND OTHER BENEFITS OF MEMBERS OF THE BOARD OF DIRECTORS -----</b>	<b>43</b>



Article 55. Remuneration, salary, bonus and other benefits of members of the Board of Directors .....	43
<b>SECTION 4 – REGULATIONS ON THE ORDER AND PROCEDURES FOR ORGANIZING THE BOARD OF DIRECTORS MEETING .....</b>	<b>44</b>
Article 56. Minimum number of meetings by month/quarter/year.....	44
Article 57. Cases in which an extraordinary meeting of the Board of Directors must be convened.....	44
Article 58. Notice of the Board of Directors meeting and the right to attend the Board of Directors meeting of the Supervisory Board Members .....	45
Article 59. Conditions for organizing a meeting of the Board of Directors.....	45
Article 60. How to vote .....	46
Article 61. How to approve the resolution of the Board of Directors.....	47
Article 62. Authorization of other people to attend meetings of members of the Board of Directors .....	48
Article 63. Making minutes of the Board of Directors meeting .....	48
Article 64. In case the chairman and/or secretary refuses to sign the Minutes of the Board of Directors meeting .....	49
Article 65. Notification of resolutions and decisions of the Board of Directors.....	49
<b>SECTION 5 - SUBCOMMITTEES OF THE BOARD OF DIRECTORS .....</b>	<b>49</b>
Article 66. Subcommittees under the Board of Directors .....	49
<b>SECTION 6 - SELECTION, APPOINTMENT, DISMISSAL AND DISMISSAL OF PERSONS IN CHARGE OF CORPORATE GOVERNANCE .....</b>	<b>50</b>
Article 67. Standards of the person in charge of corporate governance .....	50
Article 68. Appointment of the person in charge of corporate governance .....	50
Article 69. Cases of dismissal or dismissal of the person in charge of corporate governance.....	50
Article 70. Notice of appointment, dismissal and dismissal of the person in charge of corporate governance .....	50
Article 71. Rights and obligations of the person in charge of corporate governance .....	50
<b>CHAPTER 4. SUPERVISORY BOARD .....</b>	<b>51</b>
<b>SECTION 1. GENERAL REGULATIONS .....</b>	<b>51</b>
Article 72. Roles, rights and obligations of the Control Board, responsibilities of members of the Control Board .....	51
<b>SECTION 2. REGULATIONS ON THE TERM OF OFFICE, NUMBER, COMPOSITION AND STRUCTURE OF THE CONTROL BOARD .....</b>	<b>52</b>



Article 73. Number, tenure, composition and structure of the Control Board -----	52
Article 74. Criteria and conditions of members of the Supervisory Board-----	53
Article 75. Nomination and candidacy for members of the Supervisory Board----	54
Article 76. How to elect members of the Supervisory Board-----	54
Article 77. Cases of dismissal or dismissal of members of the Control Board -----	55
Article 78. Notification of election, dismissal and dismissal of members of the Supervisory Board -----	56
Article 79. Salaries and other benefits of members of the Supervisory Board -----	56
<b>CHAPTER 5. GENERAL DIRECTOR -----</b>	<b>57</b>
Article 80. Roles, responsibilities, rights and obligations of the General Director-	57
Article 81. Term of office, criteria and conditions of the General Director-----	57
Article 82. Candidacy and nomination of General Director -----	58
Article 83. Appointment, dismissal, signing and termination of contracts for the General Director-----	58
Article 84. Notice of appointment, dismissal, dismissal, signing and termination of contracts for the General Director-----	58
Article 85. Salary and other benefits of the General Director -----	58
<b>CHAPTER 6. OTHER ACTIVITIES-----</b>	<b>59</b>
<b>SECTION 1 – REGULATIONS ON COORDINATION BETWEEN THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD AND THE GENERAL DIRECTOR -----</b>	<b>59</b>
Article 86. Procedures and procedures for convening, notifying meeting invitations, recording minutes, notifying meeting results between the Board of Directors, the Supervisory Board and the General Director -----	59
Article 87. Notification of the Resolution/Decision of the Board of Directors to the Supervisory Board -----	59
Article 88. Notification of the Resolution/Decision of the Board of Directors to the General Director-----	59
Article 89. Cases in which the Supervisory Board and the General Director request to convene a meeting of the Board of Directors and matters that need to be consulted by the Board of Directors -----	59
Article 90. Report of the General Director to the Board of Directors on the performance of assigned tasks and powers -----	61
Article 91. Review the implementation of the resolution and other authorization issues of the Board of Directors to the General Director-----	61
Article 92. Matters that the General Director must report, provide information and how to notify the Board of Directors and the Supervisory Board-----	61

Article 93. Coordinate control, administration and supervision activities among members of the Board of Directors, members of the Supervisory Board and the General Director according to the specific tasks of the above-mentioned members

----- 62

**SECTION 2 – REGULATIONS ON ANNUAL EVALUATION OF REWARD  
AND DISCIPLINARY ACTIVITIES FOR MEMBERS OF THE BOARD OF  
DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, GENERAL  
DIRECTOR AND OTHER BUSINESS EXECUTIVES----- 65**

Article 94. Regulations on the evaluation of activities of members of the Board of Directors, members of the Supervisory Board, General Director and other executives

----- 65

Article 95. Rewards----- 65

Article 96. Discipline----- 66

**CHAPTER 7. AMENDMENTS TO CORPORATE GOVERNANCE  
REGULATIONS ----- 66**

Article 97. Supplements and amendments to the Regulations on corporate governance----- 66

**CHAPTER 8. EFFECTIVE DATE----- 67**

Article 98. Effective Date----- 67





**JOINT STOCK COMPANY  
KIEN GIANG IMPORT AND EXPORT**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

**REGULATION  
INTERNAL GOVERNANCE OF JOINT STOCK COMPANIES  
KIEN GIANG IMPORT AND EXPORT**

*(Promulgated together with Decision No.73/QĐ-XNK-HĐQT May 18, 2026)*

**CHAPTER 1. GENERAL REGULATIONS**

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

1. Scope of regulation: This regulation is formulated in accordance with Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance, stipulating the contents of the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; order and procedures for meetings of the General Meeting of Shareholders; nomination, candidacy, election, dismissal and dismissal of members of the Board of Directors, the Control Board, the General Director and other activities as prescribed in the company's charter and other current provisions of law.

2. Subjects of application: This Regulation applies to members of the Board of Directors, the Control Board, the General Director and related persons mentioned in this Regulation.

**Article 2. Explanation of terms and abbreviations**

1. Charter capital is the total par value of shares sold or registered for purchase upon establishment of a joint-stock company and as prescribed in Article 6 of the company's charter.

2. Law on Enterprises means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its amendments and supplements.

3. Law on Securities means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and its amendments and supplements.

4. Date of establishment means the date on which the Company is granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent papers) for the first time.

5. Executive of an enterprise means the company's Executive Board, including: General Director, Deputy General Director, Chief Accountant appointed by the Board of Directors.

6. An enterprise manager is a person who manages a company, including the Chairman of the Board of Directors, a vice chairman of the Board of Directors, a



member of the Board of Directors, a General Director, a Deputy General Director, a Chief Accountant of the Company and other titles appointed by the General Meeting of Shareholders.

7. Related persons are individuals and organizations specified in Clause 46, Article 4 of the Law on Securities.

8. Shareholder means an individual or organization that owns at least one share of a joint-stock company.

9. Major shareholder means a shareholder specified in Clause 18, Article 4 of the Law on Securities.

10. Members of the Control Board are controllers.

11. Stock Exchange means the Vietnam Stock Exchange and its subsidiaries.

12. Non-executive members of the Board of Directors are members of the Board of Directors who are not General Directors, Deputy General Directors or Chief Accountants as prescribed by the company's Charter.

13. The Shareholder/Delegate Eligibility Examination Committee is the department in charge of determining the conditions for conducting the general meeting of shareholders in accordance with the provisions of law and the Company's Charter.

14. Company: means Kien Giang Import-Export Joint Stock Company.

15. Board of Directors: means the Board of Directors.

16. Candidate: means self-nomination.

17. Supervisory Board: means the Supervisory Board.

18. VSDC means the Vietnam Securities Depository and Clearing Corporation.

19. Delegate: means a shareholder, a representative (a person authorized by a shareholder).

20. Person in charge of corporate governance: means a person with the responsibilities and powers specified in Article 281 of Decree 155/2020/ND-CP.

21. Online general meeting means a form of organizing a meeting of the General Meeting of Shareholders using electronic means to transmit images and sounds through the internet environment, allowing shareholders in many different locations to monitor the progress of the meeting, discuss and vote on issues of the meeting.

22. Electronic voting means the voting of shareholders through the electronic voting system specified in this Regulation.

23. Username and password include username and password information issued by the Company uniquely to each shareholder.



24. Contact address means the registered address of the head office of an organization; permanent or place of employment or other address of the individual to whom the person is registered with the business as a contact address.

25. Trade secrets mean information on the quantity of goods in reserve, prices and profits, finance, technological solutions and business techniques such as processes, techniques and technical know-how in production; Customer information; Algorithms and processes implemented in the Company; Formula for product production; Business strategy, business plan, export plan, marketing plan; Information on research and development activities; etc.

26. Trade secret means information obtained from financial or intellectual investment activities, which has not been disclosed and is capable of being used in business such as processes, formulas, samples, equipment or other types of information that are used within a certain period of time in the Company; technical information used in the production of goods; marketing, export or sales strategies, or methods of storing documents or business management processes and procedures, including software used for business operations, etc.

## **CHAPTER 2. GENERAL MEETING OF SHAREHOLDERS**

### **I. PROVISIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTIONS IN THE FORM OF VOTING AT THE GENERAL MEETING OF SHAREHOLDERS**

#### **SECTION 1. ROLES, RIGHTS AND OBLIGATIONS OF THE GENERAL MEETING OF SHAREHOLDERS**

The roles, rights and obligations of the General Meeting of Shareholders are stipulated in Article 138 of the Law on Enterprises No. 59/2020/QH14, the Law on Securities No. 54/2019/QH14 and Articles 14 and 15 of the company's Charter.

#### **SECTION 2. REGULATIONS ON THE ORDER AND PROCEDURES FOR CONVENING AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS**

##### **Article 3. Competence to convene the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 140 of the Law on Enterprises and Article 14 of the company's charter)*

1. Competence to convene the Annual General Meeting of Shareholders: The General Meeting of Shareholders shall meet annually once a year and within four (04) months from the end of the fiscal year. Unless otherwise provided for in the company's charter, the Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not more than six (06) months from the end of the fiscal year.

2. Competence to convene an extraordinary General Meeting of Shareholders:



a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date on which the remaining members of the Board of Directors or the Supervisory Board as prescribed at Point b, Clause 3, Article 14 of the company's charter or receive the request specified at Points c and d, Clause 3, Article 14 of the company's Charter;

b) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed at Point a, Clause 4, Article 14 of the company's Charter, within the next thirty (30) days, the Supervisory Board must replace the Board of Directors in convening the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;

c) In case the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point b, Clause 4, Article 14 of the company's charter, the shareholders or groups of shareholders specified at Point c, Clause 3, Article 14 of the company's charter may request the company's representative to convene a meeting of the General Meeting of Shareholders as prescribed in the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting meetings and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders are refunded by the Company. This cost does not include expenses spent by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

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

#### **Article 4. Personnel of the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 146 of the Law on Enterprises No. 59/2020/QH14; Clause 2, Article 20 of the company's charter)*

##### **1. The Chairman and the Presiding Delegation:**

a) The Chairman of the Board of Directors shall preside over or authorize other members of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. In case of failure to elect the chairperson, the Head of the Executive Control Board shall allow the General Meeting of Shareholders to elect the chairperson of the meeting from among the participants and the person with the highest vote to chair the meeting;

b) Except for the case specified at Point a of this Clause, the signatory shall convene a meeting of the Executive General Meeting of Shareholders so that the



General Meeting of Shareholders elects the chairperson of the meeting and the person with the highest number of votes shall preside over the meeting;

c) The chairperson has the right to take necessary measures to conduct the meeting in a reasonable and orderly manner in accordance with the approved program and reflect the wishes of the majority of the participants;

d) The chairperson of the General Meeting of Shareholders has the following rights:

- Require all participants to submit to inspections or other lawful and reasonable security measures;

- Request the competent authority to maintain the order of the meeting; expel persons who do not comply with the executive authority of the chairman, deliberately disrupt order, prevent the normal progress of the meeting, or fail to comply with the requirements for security checks from the General Meeting of Shareholders.

e) The Chairperson has the right to postpone the meeting of the General Meeting of Shareholders with a sufficient number of people registered to attend the meeting for a maximum of 03 working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:

- The meeting venue does not have enough convenient seating for all attendees;
- The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;
- There are people attending the meeting obstructing or disrupting the order, risking making the meeting not conducted in a fair and lawful manner.

f) A number of other rights and obligations of the Chairperson as prescribed by current law;

g) The Presiding Delegation consists of 01 Chairperson and members (if any);

h) Tasks of the presiding delegation:

- Administer the activities of the Company's General Meeting of Shareholders according to the expected program of the Board of Directors approved by the General Meeting of Shareholders;

- Guide the delegates and the Congress to discuss the contents of the program;
- To submit drafts and conclusions on necessary issues for the Congress to vote on;

- Answering issues requested by the Congress;
- Solve problems arising during the Congress.

i) Working principles of the Presiding Delegation: The Presiding Delegation works on the principle of collectivity, democratic centralization and decision-making by majority.

2. Meeting Secretary:

a) The chairperson appoints one or several persons to act as the secretary of the meeting;

b) Duties of the meeting secretary:

- Fully and truthfully record the content of the meeting;
- Receipt of speech registration forms from shareholders/delegates;
- Prepare the minutes of the meeting and draft the Resolution of the General Meeting of Shareholders;
- Assist the Chairman in disclosing information related to the General Meeting of Shareholders and notify the Shareholders in accordance with the law and the company's Charter;
- Other tasks at the request of the Chairman.

3. Vote counting committee:

a) The General Meeting of Shareholders shall elect one or several persons to the vote counting committee at the request of the chairman of the meeting;

b) Tasks of the Vote Counting Committee:

- Disseminating principles, rules and guidance on voting methods;
- Checking and recording votes, making records of vote counting, announcing results; transfer the minutes to the Chairman for approval of the voting results;
- Promptly notify the voting results to the secretary;
- Consider and report to the General Assembly cases of violation of voting rules or written complaints about voting results.

4. Shareholder/delegate qualification examination board:

a) The Chairperson shall appoint one or several persons working in the Committee for Examination of Shareholders/Delegates to serve the meeting. The delegate qualification examination committee of the Congress consists of 3-5 people, including 01 Head and 2-4 members;

b) Tasks of the Delegate Eligibility Examination Board:

- Check the qualifications and situation of shareholders and shareholder representatives attending the meeting;
- The Head of the Delegate Eligibility Examination Committee shall report to the General Meeting of Shareholders on the situation of shareholders attending the meeting. If the meeting has a sufficient number of shareholders and authorized



representatives who are entitled to attend the meeting representing more than 50% of the total votes, the General Meeting of Shareholders of the Company shall be held;

- Participate in vote counting and other contents before establishing the Vote Counting Committee.

**Article 5. Making a list of shareholders entitled to attend the meeting and notifying the closing of the list of shareholders entitled to attend the General Meeting of Shareholders**

*(Pursuant to the provisions of Point a, Clause 2, Article 18 of the company's Charter; Regulations on the exercise of rights of the Vietnam Securities Depository and Clearing Corporation)*

1. The company must disclose information about the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date.

2. The Company shall carry out the procedures for making the list of shareholders and related procedures in accordance with the Regulation on the exercise of rights of the Vietnam Securities Depository and Clearing Corporation or other provisions of law (applicable when the Company does not register securities at VSDC).

**Article 6. Notice of convening the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 143 of the Law on Enterprises No. 59/2020/QH14)*

1. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date. The notice of invitation to the meeting must contain the name, address of the head office and enterprise code; names, contact addresses of shareholders, time and place of the meeting and other requirements for meeting attendees.

2. The notice of invitation to the meeting shall be sent by means of ensuring that it reaches the contact address of the shareholders and is posted on the company's website.

3. The notice of invitation to the meeting must be enclosed with the following documents:

a) The meeting agenda, documents used in the meeting and the draft resolution for each issue in the meeting agenda;

b) Voting slips/election papers. In case of invitation to the General Meeting of Shareholders in the form of online, the voting/election slip does not need to be enclosed with the notice of invitation to the meeting.



4. In case the company has a website, the sending of meeting documents together with the notice of invitation to the meeting specified in Clause 3 of this Article may be replaced by posting them on the company's website. In this case, the notice of invitation to the meeting must clearly state the place and method of downloading the documents.

**Article 7. Agenda and contents of the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 142 of the Law on Enterprises and Article 18 of the company's Charter)*

1. The convener of the General Meeting of Shareholders must prepare the agenda and contents of the meeting as prescribed in Article 18 of the company's charter.

2. Shareholders or groups of shareholders specified in Clause 2, Article 12 of the company's charter may propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 07 working days before the opening date of the meeting. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, the contact address, nationality, the number of the citizen's identity card, the people's identity card, the passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, address of the head office for shareholders being organizations; the number and type of shares held by such shareholders, and the proposed issue to be included in the meeting agenda.

3. In case the convener of the General Meeting of Shareholders rejects the proposal specified in Clause 2 of this Article, at least two (02) working days before the opening date of the General Meeting of Shareholders, it must reply in writing and clearly state the reason. The convener of the General Meeting of Shareholders may only refuse the petition if it falls into one of the following cases:

a) The petition is sent in contravention of the provisions of Clause 2 of this Article;

b) At the time of petition, the shareholder or group of shareholders fails to hold 5% or more of ordinary shares as prescribed in Clause 2, Article 12 of the company's charter;

c) The proposed issue is not within the scope of the decision-making competence of the General Meeting of Shareholders;

d) Other cases as prescribed by law and the company's charter.

4. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 2 of this Article in the proposed agenda and contents of the meeting, except for the case specified in Clause 3 of this Article; the



proposal shall be officially added to the program and content of the meeting if approved by the General Meeting of Shareholders.

**Article 8. How to register and authorize to attend the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 144 of the Law on Enterprises No. 59/2020/QH14; Article 16 of the company's charter; Clauses 1, 2, 5, Article 20 of the company's charter)*

1. How to register to attend the General Meeting of Shareholders before the opening day of the General Meeting of Shareholders:

a) The method of registering to attend the General Meeting of Shareholders is specified in the Notice of the General Meeting of Shareholders, including contacting the Company or sending the Registration Letter to attend the General Meeting (attached to the Notice of the General Meeting of Shareholders sent to shareholders) to the Company;

b) Shareholders choose to register to attend the General Meeting of Shareholders in the manner stated in the notice, including:

- Attend and vote/vote in person at the meeting;
- Authorize another representative to attend and vote/vote at the meeting and comply with the provisions of Clause 2 of this Article (In case more than one representative is appointed, the number of shares and the number of votes/votes authorized for each representative must be specified);
- Attend and vote/vote through online conferences, electronic voting, or other electronic forms;
- Sending votes/ballot papers to the meeting by mail, fax, email;
- Other forms of registration to attend the General Meeting of Shareholders in accordance with the provisions of law;
- The company must make the best efforts in applying modern information technologies so that shareholders can attend and express their opinions at the best General Meeting of Shareholders, including guiding shareholders to vote through the online General Meeting of Shareholders, electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and the company's charter.

2. Regulations on authorization to attend the congress

a) Shareholders and authorized representatives of shareholders shall authorize as prescribed in Article 16 of the Company's Charter;

b) The authorization of the representative individual or organization to attend the General Meeting of Shareholders as prescribed at Point a, Clause 2 of this Article must be made in writing. The authorization document is made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of



the authorized individual, the authorized organization, the number of authorized shares, the authorization contents, the scope of authorization, the duration of the authorization, the signature clearly stating the full name, affixing the seal (if it is an organization) of the authorizing party and the authorized party; The authorized person may not authorize another person;

c) Voting slips/election slips of persons authorized to attend meetings within the scope of authorization shall remain valid in one of the following cases:

- The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;
- The authorizer has canceled the authorization designation;
- The authorizer has cancelled the authority of the person performing the authorization;
- This clause does not apply in case the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

3. How to register to attend the General Meeting of Shareholders and check the eligibility of delegates on the day of the in-person General Meeting of Shareholders:

Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until all shareholders who have the right to attend the meeting are present to register in the following order:

a) When registering shareholders, the delegates sign to certify their attendance at the General Meeting of Shareholders, then the Company issues each delegate with a voting card/voting slip/ballot paper, on which the registration number, full name of the shareholder, full name of the authorized representative and the number of votes/votes of such shareholder are inscribed;

b) The General Meeting of Shareholders shall discuss and vote on each issue in the program. The voting is conducted by voting in favor, disapproval and no opinion. The results of vote counting are announced by the Chairman/Vote Counting Committee immediately before the end of the meeting. The congress shall elect persons responsible for counting votes or supervising the counting of votes at the request of the chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the request of the Chairman of the meeting;

c) Shareholders, authorized representatives of shareholders being organizations or authorized persons who come after the meeting has opened have the right to register immediately and then have the right to participate and vote/vote at the general meeting immediately after registration. The chairman is not responsible for stopping the general meeting so that shareholders are late to register and the validity of the contents that have been voted on/voted before remains unchanged.



**Article 9. Conditions for conducting the General Meeting of Shareholders**  
*(Pursuant to the provisions of Article 19 of the company's charter)*

1. A meeting of the General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total number of votes.

2. In case the first meeting is not eligible to be held as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total votes.

3. In case the second meeting is not eligible to be held as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 30 days from the date of the planned second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes cast by shareholders attending the meeting.

**Article 10. Form of approving the resolution of the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 147 of the Law on Enterprises No. 59/2020/QH14; Article 22 of the company's charter)*

1. The General Meeting of Shareholders shall approve resolutions under its competence in the form of voting at the meeting:

- a) Face-to-face meetings;
- b) Online conferences;
- c) Face-to-face and online conferences.

2. The General Meeting of Shareholders shall adopt resolutions under its competence in the form of collecting written opinions (Specified in Part II – this Chapter):

- a) Send the opinion poll by mail, fax or e-mail;
- b) Sending opinion polls by electronic voting;
- c) Send the opinion poll by mail, fax or e-mail in combination with electronic voting.

**Article 11. Contents approved at the General Meeting of Shareholders**

*(Pursuant to the provisions of Articles 147 and 167 of the Law on Enterprises No. 59/2020/QH14; Article 15 of the company's Charter)*

- a) Approve the development orientation of the Company;

b) Consider and handle violations committed by members of the Board of Directors and members of the Control Board that cause damage to the Company and its shareholders;

c) The company's annual business plan;

d) Audited annual financial statements;

e) Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;

f) Report of the Supervisory Board on the Company's business results, operation results of the Board of Directors and the General Director;

g) A report on the self-assessment of the operation results of the Control Board and its members;

h) Decide on the types of shares and the total number of shares of each type entitled to be offered for sale; Decide on the annual dividend level of each type of shares;

i) Electing, dismissing and dismissing members of the Board of Directors and members of the Supervisory Board;

j) Decision on investment or sale of assets valued at 35% or more of the total value of assets stated in the Company's latest financial statements;

k) Decide on amendments and supplements to the company's charter;

l) Approval of annual financial statements;

m) Decide to repurchase more than 10% of the total sold shares of each type;

n) Consider and handle violations committed by members of the Board of Directors and members of the Control Board that cause damage to the Company and its shareholders;

o) Decide on reorganization or dissolution of the Company;

p) Decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;

q) Approve, supplement and adjust the Internal Regulation on corporate governance; Operation Regulations of the Board of Directors, Operation Regulations of the Control Board;

r) Approve the list of approved auditing firms; decide on the approved auditing firm to inspect the Company's operations, dismiss the approved auditor when deeming it necessary;

s) Number of members of the Board of Directors and the Control Board;

t) Division, separation, consolidation, merger or transformation of the company;



u) The company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the company's assets recorded in the latest financial statements;

v) Approve the transactions specified in Clause 84, Article 1 of the Government's Decree No. 245/2025/ND-CP on amendments and supplements to a number of articles of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;

w) Other matters as prescribed by law and the company's charter.

**Article 12. Voting to approve issues at the direct general meeting of shareholders**

*(Pursuant to the provisions of the Working Regulations; Election Regulations at the General Meeting of Shareholders)*

**1. General principles**

a) All issues in the agenda and contents of the General Meeting must be discussed and voted on publicly by the General Meeting of Shareholders;

b) Voting cards, voting papers and election papers printed and stamped by the Company and sent directly to delegates at the general meeting (enclosed with a set of documents to attend the General Meeting of Shareholders). Each delegate is issued a Voting Card, Voting Paper and Election Paper. On the voting card, voting slip or election slip, the delegate's code, full name, number of shares owned and authorized to vote of such delegate.

**2. Regulations on the validity of voting papers and election papers**

**a) Voting cards**

- Valid voting cards are cards according to the pre-printed form issued by the Organizers, stamped with the Company's seal, not erased, scraped, torn or crushed,... do not write any additional content other than the provisions for this Card;

- Invalid voting card: The content is not in accordance with the provisions of a valid voting card.

**b) Voting**

- Valid voting slips are those made according to the pre-printed form issued by the Organizers, not erased, scraped, torn or crushed,... do not write any additional content other than the provisions for this form. In case of face-to-face/remote voting (by mail, fax, email or other means as prescribed in the company's charter), it must be signed and clearly stated with the full names of the delegates participating and sent to the Vote Counting Committee before the time of counting votes;



On the voting slip, the voting content is valid when the delegates mark and select one (01) of the three (03) voting squares;

- Invalid voting slip: The content is not in accordance with the provisions of the valid voting slip.

c) Election slips

- Valid ballot papers: are votes according to the pre-printed form issued by the Organizing Committee, stamped with the Company's seal, not erased, scraped, torn or crushed,... do not write any additional content other than the provisions for this form. In case of face-to-face/remote voting (by mail, fax, email or other means as prescribed in the company's charter), it must be signed and clearly stated with the full names of the delegates participating and sent to the Vote Counting Committee before the time of counting votes;

- Invalid ballot papers:

- The content is not in accordance with the provisions of a valid Election Ballot;
- The number of candidates elected by delegates is greater than the number of candidates to be elected;

- Votes with the total number of votes cast for candidates of shareholders or representatives greater than the total number of votes allowed;

- Other provisions as prescribed by the Regulation on Election of the General Meeting of Shareholders and the Company's Charter.

**Article 13. How to vote at the direct General Meeting of Shareholders**

*(Pursuant to the provisions of the Working Regulations at the General Meeting of Shareholders)*

1. General principles

- The General Meeting of Shareholders shall discuss and vote on each issue in the program. The voting shall be conducted in the form of holding up a card, direct voting, electronic voting or other electronic forms;

- Delegates shall vote to Approve, Disapprove or Disagree with an issue to be voted on at the General Meeting by holding up the voting card or filling in the options on the Voting Sheet.

2. Forms of voting

a) Voting by voting by voting card: When voting in the form of raising the voting card, the front of the voting card must be raised high towards the Presiding Delegation. In case the delegates do not raise their voting cards in all three votes of Approval, Disapproval or No Opinion on an issue, it shall be considered as voting in favor of that issue. In case the delegates raise their voting cards more than once (01) times when voting for Approval, Disapproval or No opinion on an issue, it shall be considered as an invalid vote. In the form of voting by holding up a voting card,



members of the Delegate Eligibility Examination Committee/Vote Counting Committee mark the delegate code and the corresponding number of votes of each delegate in Favor, Disapproval, No Opinion and Invalid;

b) Voting by voting:

- When voting is conducted in the form of direct voting: For each content, delegates shall choose one of the three options "Approve", "Disapprove", "No opinion" pre-printed in the voting slip by marking "X" or "☐" in the box they choose and send the vote to the vote counting committee before the time of counting votes. The voting slip must be signed and clearly stated the full name of the delegate;

- When voting is conducted in the form of electronic voting or other electronic forms: for each content, delegates choose one of the three options "Approve", "Disapprove", "No opinion" to be voted on at the General Meeting installed in the electronic voting system. After that, the delegates confirm the vote so that the electronic voting system records the results.

**Article 14. How to vote for election at the direct General Meeting of Shareholders**

*(Pursuant to the provisions of the Election Regulation at the General Meeting of Shareholders)*

1. General principles

- Strictly comply with the provisions of law and the company's charter;
- The election is conducted by direct voting, electronic voting or other electronic forms;
- Members of the vote counting committee must not be named in the nomination list or self-nominate to the Board of Directors and the Supervisory Board.

2. Forms of election voting

a) Election by the method of cumulative vote

- Each delegate has the total number of votes corresponding to the total number of shares owned by the ownership representative multiplied by the number of members to be elected;

- Participants have the right to pool all their total votes for one or several candidates;

- In case of changing candidates on the day of the congress, the vote counting committee shall be responsible for re-issuing new election ballots and collecting old votes (if any) before the time of counting votes;

- In case of mistaken selection, delegates shall contact the Vote Counting Committee to be re-issued with new votes and must submit the old ones;

- How to record election ballots: Each delegate is given votes. The method of recording votes is specifically instructed as follows:

- Delegates elect the maximum number of candidates equal to the number of candidates to be elected;

- If the entire number of votes is cast for one or more candidates, the delegates shall check the box "Vote for votes" of the corresponding candidates;

- If the number of votes is uneven for multiple candidates, the delegate shall clearly write the number of votes in the box "Number of votes" of the corresponding candidates.

- In case a delegate checks the box "Vote for votes" and writes the number in the box "Number of votes", the result is taken according to the number of votes in the box "Number of votes";

- Principles of election:

- The winner is determined according to the number of votes cast from high to low, starting from the candidate with the highest number of votes until the number of members to be elected;

- In case there are two (02) or more candidates with the same number of votes voted for the last member, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria specified in the election regulations adopted at the General Meeting of Shareholders or the company's Charter.

b) Election by voting method: Comply with the provisions of Point b, Clause 2, Article 13 of this Regulation;

c) Elections shall be conducted by electronic voting: similar to those specified in Article 31 of this Regulation.

## **Article 15. How to count votes at the direct General Meeting of Shareholders**

*(Pursuant to the provisions of the Working Regulations at the General Meeting of Shareholders)*

The method of counting votes is carried out as follows:

- Summarizing cards/voting votes/elections (by voting method) for each voting issue, the total number of valid and invalid, approving, disapproving and no opinions; the proportion of the total number of votes of shareholders attending the meeting as prescribed in the Company's Charter;

- Summarizing election ballots by the method of cumulative voting, the total number of valid and invalid votes, the number of votes for each candidate and other contents as prescribed by the Company's Charter.



**Article 16. Conditions for the resolution to be passed**

*(Pursuant to the provisions of Article 21 of the company's charter)*

1. A resolution on the following contents shall be passed if it is approved by the number of shareholders representing 65% or more of the total votes of all shareholders attending the meeting, except for the cases specified in Clause 3 of this Article, Clause 1 Article 17, Clause 8 Article 22 of the Company's Charter:

- a) Type of shares and total number of shares of each type;
- b) Changes in business lines and fields;
- c) Changes in the organizational structure of the Company's management;
- d) Projects on investment or sale of assets valued at 35% or more of the total value of assets recorded in the Company's latest financial statements;
- e) Reorganization or dissolution of the Company;
- f) Extension of the Company's operation.

2. Resolutions on other contents shall be adopted when they are approved by the number of shareholders owning more than 50% of the total votes of all shareholders attending the meeting, except for the cases specified in Clauses 1 and 3 of this Article, Clause 1 Article 17 and Clause 8 Article 22 of the Company's Charter.

In case of election of members of the Board of Directors and the Control Board, if the number of candidates is less than or equal to the number of members of the Board of Directors/Control Board to be elected, the election of members of the Board of Directors/Control Board may be carried out by the method of cumulative voting as mentioned above or by the method of voting (approving, disapprove, no opinion). The voting rate by voting method shall comply with Clause 2, Article 21 of the Company's Charter.

3. Resolutions of the General Meeting of Shareholders passed equal to 100% of the total number of voting shares are lawful and effective even if the order and procedures for convening meetings and adopting such resolutions violate the provisions of the Law on Enterprises and the company's charter.

**Article 17. Announcement of vote counting results**

*(Pursuant to the provisions of the Working Regulations at the General Meeting of Shareholders)*

The Vote Counting Committee will check and synthesize and report to the Chairman the results of each issue. The results of the vote counting will be announced by the Chairman/Vote Counting Committee immediately before the end of the meeting.



## **Article 18. How to oppose the decision of the General Meeting of Shareholders**

*(Pursuant to the provisions of Articles 132 and 151 of the Law on Enterprises No. 59/2020/QH14)*

1. Shareholders who have voted not to approve the resolution on the reorganization of the company or change the rights and obligations of the shareholders specified in the company's charter may request the company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended price for sale, and the reason for requesting the company to repurchase. The request must be sent to the company within 10 days from the date the General Meeting of Shareholders approves the resolution on the issues specified in this Clause.

2. The company must repurchase shares at the request of the shareholders specified in Clause 1 of this Article at the market price or the price calculated according to the principles specified in the company's charter within 90 days from the date of receipt of the request. In case of failure to reach an agreement on the price, the parties may request a price appraisal organization to assess the price. The company introduces at least 03 valuation organizations for shareholders to choose and that choice is the final decision.

3. Within 90 days from the date of receipt of the resolution or the minutes of the meeting of the General Meeting of Shareholders or the minutes of vote counting results for consultation of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of this Law may request the Court or Arbitrator to consider, cancellation of the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

a) The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of this Law and the company's charter, except for the case specified in Clause 2, Article 152 of this Law;

b) The content of the resolution violates law or the company's charter.

## **Article 19. Preparation of the Minutes of the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 23 of the company's charter)*

1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The record must be made in Vietnamese, may be made in a foreign language and contain the following principal contents:

a) Name, address of the head office, enterprise code;

b) Time and place of the General Meeting of Shareholders;



- c) Agenda and contents of the meeting;
- d) Full name of the chairperson and secretary;
- e) Summary of the meeting's developments and comments expressed at the General Meeting of Shareholders on each issue on the meeting agenda;
- f) The number of shareholders and the total number of votes of shareholders attending the meeting, the appendix to the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
- g) The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid votes, approval, disapproval and no opinion; the proportion of the total number of votes of shareholders attending the meeting;
- h) Summing up the number of votes for each candidate (if any);
- i) Issues that have been approved and the corresponding percentage of votes for approval;
- j) Full names and signatures of the chairman and secretary. In case the chairman or secretary refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Directors attending the meeting and has all the contents as prescribed in this Clause. The minutes of the meeting clearly state the refusal of the chairman or secretary to sign the minutes of the meeting.

2. The minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and the secretary of the meeting or other persons who sign the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Records made in both Vietnamese and foreign languages have the same legal effect. In case there is a difference in the content between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.

## **Article 20. Announcement of Resolutions and Minutes of the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 23 of the company's charter)*

The Resolution, the Minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registering to attend the meeting, the written authorization to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the notice of invitation to the meeting must be kept at the Company's head office.

Resolutions, minutes of the General Meeting of Shareholders and enclosed documents must be disclosed in accordance with the law on information disclosure on the securities market.



## **II. PROVISIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTIONS IN THE FORM OF COLLECTING WRITTEN OPINIONS**

### **Article 21. In case of collecting shareholders' opinions in writing**

*(Pursuant to the provisions of Article 22 of the company's charter)*

The following contents can be approved in the form of collecting shareholders' opinions in writing:

- a) Amendments and supplements to the contents of the Company's Charter;
- b) Approve, supplement and adjust the Internal Regulation on corporate governance, the Regulation on operation of the Board of Directors, the Regulation on operation of the Control Board;
- c) Orientation for development of the Company;
- d) Type of shares and total number of shares of each type;
- e) Electing, dismissing or dismissing members of the Board of Directors and the Control Board;
- f) Decide to invest or sell assets with a value equal to or greater than 35% of the total value of assets stated in the Company's latest financial statements;
- g) Approval of annual financial statements;
- h) Reorganization or dissolution of the Company;
- i) Changes in business lines and fields;
- j) Change in the organizational structure of the Company's management;
- k) Other matters that the Board of Directors deems necessary for the benefit of the Company.

### **Article 22. Order and procedures for approving the Resolution in the form of collecting written opinions**

*(Pursuant to the provisions of Point a, Clause 2, Article 18; Articles 22, 24 of the company's Charter)*

1. The company must disclose information about the preparation of the list of shareholders for collecting shareholders' opinions in writing at least 20 days before the last registration date.

2. The Board of Directors must prepare the opinion poll paper, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders with voting rights at least 10 days before the deadline for returning the opinion poll. Requirements and methods of sending opinion polls and enclosed documents shall comply with the provisions of Clause 3, Article 18 of the Company's Charter.

3. The opinion poll must contain the following principal contents:



- Name, address of the head office, enterprise code;
- Purpose of collecting opinions;
- Full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations or full name, contact address, nationality, number of legal papers of the individual, for representatives of shareholders being organizations; the number of shares of each type and the number of votes/votes of shareholders;
- Issues that need to be consulted for approval of decisions;
- The voting plan includes approval, disapproval and no opinion on each issue to be consulted;
- Election plan (if any);
- The deadline for sending to the Company the answered opinion poll form;
- Full name and signature of the Chairman of the Board of Directors.

#### 4. Forms of sending shareholders' opinions in writing

a) Shareholders shall send the replied opinion poll to the Company by mail, fax or email:

- The replied opinion poll must be fully signed, clearly stating the full name and seal (if it is an organization) of the delegate;
- In case of sending letters, the opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes. In case of sending fax or email, the opinion poll sent to the Company must be kept confidential until the time of counting votes;
- The opinion poll sent to the Company after the time limit specified in the opinion poll or has been opened in the case of sending a letter and disclosed in the case of sending a fax or email is invalid. Opinion poll papers that are not sent back are considered votes not to participate in voting.

b) Shareholders send opinion polls by electronic voting:

- Provide access accounts
- + Access account information notified by the Company to delegates together with the shareholders' opinion poll form in the form of sending a certified letter;
- + When a delegate requests to provide access information again, the Company may notify it in person, by mail, email, telephone or other forms prescribed by the Board of Directors. The provision of access information is based on information from the list of shareholders made by the Vietnam Securities Depository and Clearing Corporation in accordance with the Company's written notice of exercise of the right to collect shareholders' opinions.



- Implement electronic voting

- Implementation principles:

- + Delegates can only vote on the electronic voting system from the time they receive the shareholders' opinion poll until the deadline for sending the opinion poll back according to the Company's notice;

- + During the voting period as notified by the Company, delegates can access the electronic voting system and vote 24 hours a day and 07 days a week, except for system maintenance or other reasons beyond the Company's control;

- + During the voting period announced by the Company, delegates can change their voting decisions on the electronic voting system. At the end of the voting period as notified by the Company, Delegates are not allowed to change their voting results and this final result will be counted and disclosed by the Company.

- How to do it:

Delegates use the access account issued by the Company to directly access the electronic voting system to view information related to the voting that has been posted on the system and make voting decisions according to each voting content/election that needs to be consulted by shareholders.

c) Shareholders send the replied opinion poll to the Company in the form of mail, fax or email in combination with sending the opinion poll by electronic voting.

Comply with the provisions of Points a and b, Clause 3 of this Article.

#### 5. Counting votes and making a record of vote counting

The Board of Directors organizes the vote counting and makes a record of vote counting under the witness of the Supervisory Board or of shareholders who do not hold management positions of the Company. The vote counting record must contain the following principal contents:

- Name, address of the head office, enterprise code;

- Purposes and issues to be consulted on to pass the resolution;

- The number of shareholders with the total number of votes/elections that have participated in voting/elections, distinguishing the number of valid votes/elections and the number of invalid votes/elections and the method of sending voting/election ballots, enclosed with an appendix to the list of shareholders participating in voting/elections;

- The total number of votes for and no opinion on each issue, the total number of votes for each candidate (if any);

- Issues that have been approved and the corresponding voting rate;

- Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.



Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting minutes; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

6. Resolution and Minutes of vote counting

a) The vote counting minutes and resolutions must be sent to shareholders within 15 days from the end of the vote counting. The submission of the vote counting minutes and resolutions can be replaced by posting them on the Company's website within 24 hours from the end of the vote counting;

b) The resolution adopted in the form of collecting shareholders' opinions in writing is as valid as the resolution passed at the General Meeting of Shareholders.

7. Save documents:

The opinion poll that has been answered, the vote counting record, the resolution that has been passed and the relevant documents enclosed with the opinion poll must be kept at the head office of the Company.

8. Request for annulment of the Decision of the General Meeting of Shareholders through the form of collecting written opinions:

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of vote counting results for consultation of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitrator to consider, cancellation of the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

a) The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the company's charter, except for the case specified in Clause 3, Article 21 of the company's charter;

b) The content of the resolution violates law or the company's charter.

### **III. REGULATIONS ON THE GENERAL MEETING OF SHAREHOLDERS APPROVING RESOLUTIONS IN THE FORM OF ONLINE CONFERENCES**

**Article 23. Notice of convening the online General Meeting of Shareholders**  
Comply with the provisions of Article 6 of this Regulation.

Voting/election ballots do not need to be accompanied by a notice of invitation to a meeting.



## **Article 24. How to register to attend the General Meeting of Shareholders online**

The method of registering to attend the online General Meeting of Shareholders before the opening date of the General Meeting of Shareholders is clearly stipulated in the Notice of the General Meeting of Shareholders, including:

### **1. Eligibility:**

- Being named in the list of shareholders entitled to attend the General Meeting of Shareholders made according to the notice of exercise of rights of the Company;
- Authorized representatives are eligible to participate in accordance with the provisions of law and the company's charter.

### **2. Technical requirements:**

Delegates need to have electronic devices connected to the internet (e.g. computers, tablets, mobile phones, other electronic devices with internet connection, etc.).

### **3. Method of recording delegates attending the online general meeting of shareholders:**

Delegates are recorded by the electronic voting system as attending the online general meeting of shareholders when such delegates access the system using the access information provided in accordance with the provisions of Article 26 of this Regulation and have confirmed their attendance at the online General Meeting of Shareholders at the electronic voting system.

## **Article 25. Provide login credentials and perform electronic voting**

1. Information on access to the electronic voting system, username, access password and other identifiers (if any) to attend the online General Meeting of Shareholders will be provided in the notice of invitation to the meeting (or the form of notification of login information prescribed by the Board of Directors). Delegates must be responsible for maintaining the confidentiality of usernames, passwords and other identifiers issued to ensure that only delegates have the right to vote on the electronic voting system and take full responsibility for the registered information.

2. When a delegate requests to provide login information again, the Organizing Committee of the Congress may notify it in person, by mail, email, telephone or other forms prescribed by the Board of Directors. The provision of login information is carried out based on shareholder information from the list of shareholders made by the Vietnam Securities Depository and Clearing Corporation according to the notice of exercise of the right to attend the General Meeting of Shareholders of the Company.

3. Delegates using usernames, access passwords or other identifiers (if any) to access the electronic voting system to confirm their attendance at the online General



Meeting of Shareholders and perform electronic voting According to the content of the program of the online general meeting of shareholders.

**Article 26. The authorization of the representative to attend the online General Meeting of Shareholders**

1. Shareholders shall authorize as prescribed in Clause 2, Article 8 of this Regulation.

2. Some regulations to note when performing online authorization:

Shareholders need to comply with providing sufficient information to perform online authorization, especially providing information of the authorized party: phone number, contact address and email address. This is the basis for granting usernames, access passwords and other identifiers (if any) to the authorized party.

Validity of online authorization: the authorization is only legally effective when the following conditions are met:

- When shareholders fill in all the information according to the online authorization form and complete the online authorization;
- The power of attorney is printed according to the online authorization form with full signatures, clearly stating the full name and seal (if it is an organization) of the authorizing party and the authorized party;
- The original power of attorney must be sent before the official opening of the congress. In case the shareholder has not attended the general meeting and has conducted online authorization, the authorization takes effect when the Company receives the original Power of Attorney and sends it back until the end of the General Meeting.

Cancellation of authorization for shareholders who have authorized online: shareholders send an official written request for online delegation cancellation to the company before the official opening of the general meeting. In case the authorized party has attended the General Meeting, the time for recording the effective cancellation of authorization is calculated according to the time when the Company receives the official written request for cancellation of authorization online, the validity of the contents that have been voted/voted before does not change.

**Article 27. Conditions for conducting the online General Meeting of Shareholders**

Comply with the provisions of Article 9 of this Regulation.

**Article 28. Discussion at the online General Meeting of Shareholders**

1. Principles:

- The discussion shall only be carried out within the prescribed time and within the scope of the issues presented in the agenda of the General Meeting of Shareholders;

- Only delegates are allowed to participate in discussions;
- Delegates have opinions to register the discussion contents in the form specified in the working regulations of the congress;
- The Secretariat will arrange the contents of the delegates' questions and forward them to the Chairman.

2. Answering the opinions of the delegates:

- On the basis of the discussion content of the delegates, the Chairperson or a member appointed by the Chairman shall answer the opinions of the delegates;
- In case due to the time limitation of the meeting, questions that have not been answered directly at the General Meeting will be answered by the Company in other forms.

**Article 29. Forms of approving the Resolution of the General Meeting of Shareholders in case of online meeting**

The General Meeting of Shareholders approves the Resolution under its jurisdiction in the form of electronic voting.

**Article 30. How to vote online**

a) Voting method:

- Delegates choose one of the three voting options of Approval, Disapproval or No opinion on each issue to be voted on at the Congress which has been installed in the electronic voting system;
- After that, the delegates will confirm the vote so that the electronic voting system records the results.

b) Method of voting for elections:

- Election by the method of cumulative voting: If the Company's charter does not provide otherwise, the voting for the election of members of the Board of Directors and the Supervisory Board must be carried out by the method of cumulative voting. Accordingly, delegates shall conduct the election according to the guidance in the Online Election Regulation approved at the General Meeting of Shareholders. After that, the delegates will confirm the election so that the electronic voting system records the results;

- Election by voting method (if any): Comply with the regulations on voting specified in Clause a of this Article.

c) Some other regulations when conducting e-voting:

- In case the delegates fail to implement all voting and election issues according to the contents of the congress program, the issues that have not yet been voted or voted on shall be considered as delegates who do not vote or vote on such issues;



- In case of arising issues outside the submitted congress program, delegates may vote or hold additional elections. If the delegates do not vote or vote on the arising issues, it is considered that the delegates do not vote or vote on such arising issues;

- Delegates may change voting and election results (but cannot cancel voting or election results); including the results of voting and elections to supplement issues arising outside the program of the Congress. The online system only records the vote counting for the final voting and election results at the end of electronic voting of each round of vote counting specified in the working regulations of the congress;

- In case of cumulative votes, invalid votes are those with the total number of votes for candidates greater than the total number of votes of the representative delegates calculated at the time of counting votes or other regulations under the guidance of the Online Election Regulation approved by the General Meeting of Shareholders;

- The time for electronic voting is specified in the working regulations at the congress. During this time, delegates can access the electronic voting system and vote 24 hours a day and 07 days a week except for system maintenance or other reasons beyond the control of the Company. At the end of the voting period, the system does not record any more electronic voting results from delegates.

### **Article 31. How to count votes online**

When delegates vote/election, the number of votes/elections is recorded on the electronic voting system. Based on the voting/election results in the form of electronic voting, the Vote Counting Committee shall summarize the voting/election results according to the following principles:

- Summarizing votes/elections (by voting method) for each voting issue, the total number of valid and invalid, approving, disapproving and no opinions; the proportion of the total number of votes of shareholders attending the meeting as prescribed in the Company's Charter;

- Summarizing election ballots by the method of cumulative voting, the total number of valid and invalid votes, the number of votes for each candidate and other contents as prescribed by the Company's Charter.

### **Article 32. Announcement of the results of the vote counting of the General Meeting of Shareholders online**

Based on the vote counting record as prescribed in Article 32 of this Regulation, the Vote Counting Committee shall check, synthesize and report to the Chairman the vote counting results of each issue according to the content of the congress agenda. The results of the vote counting will be announced by the Chairman/Vote Counting Committee immediately before the end of the meeting.



**Article 33. Make minutes of the online General Meeting of Shareholders**

- Comply with the provisions of Article 19 of this Regulation;
- The venue stated in the minutes of the online General Meeting of Shareholders is the place where the Chairman of the General Meeting is present to control the General Meeting. This location must be in the territory of Vietnam;
- The form of approving the minutes of the General Meeting of Shareholders is specified in the company's Working Regulations at the General Meeting of Shareholders.

**Article 34. Announcement of Resolutions and Minutes of the Online General Meeting of Shareholders**

Comply with the provisions of Article 20 of this Regulation.

**IV. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTIONS IN THE FORM OF FACE-TO-FACE CONFERENCES COMBINED WITH ONLINE**

**Article 35. Notice of convening the General Meeting of Shareholders in person and online**

Comply with the provisions of Article 6 of this Regulation.

**Article 36. How to register to attend the General Meeting of Shareholders in person and online**

Comply with the provisions of Clause 1, Article 8 and Article 24 of this Regulation.

**Article 37. The authorization of representatives to attend the General Meeting of Shareholders in person and online**

Comply with the provisions of Clause 2, Article 8 and Article 26 of this Regulation.

**Article 38. Conditions for conducting the General Meeting of Shareholders in person and online**

Comply with the provisions of Article 9 of this Regulation.

**Article 39. Form of approving the resolution of the General Meeting of Shareholders in person and online**

Comply with the provisions of Articles 10 and 29 of this Regulation.

**Article 40. How to vote for the General Meeting of Shareholders in person and online**

Comply with the provisions of Articles 13, 14 and 30 of this Regulation.

**Article 41. How to count the votes of the General Meeting of Shareholders in person and online**

Comply with the provisions of Articles 15 and 31 of this Regulation.



**Article 42. Announcement of the results of counting votes of the General Meeting of Shareholders in person and online**

Comply with the provisions of Articles 17 and 32 of this Regulation.

**Article 43. Making minutes of the General Meeting of Shareholders in person and online**

Comply with the provisions of Articles 19 and 33 of this Regulation.

**Article 44. Announcement of Resolutions and Minutes of the General Meeting of Shareholders in person and online**

Comply with the provisions of Article 20 of this Regulation.

**CHAPTER 3. BOARD**

**SECTION 1. GENERAL REGULATIONS**

**Article 45. Roles, Rights and Obligations of the Board of Directors**

*(Pursuant to the provisions of Articles 278 and 297 of Decree No. 155/2020/ND-CP and Point b, Clause 81, Article 1 of Decree No. 245/2025/ND-CP)*

The Board of Directors must fully comply with the responsibilities and obligations in accordance with the provisions of the Law on Enterprises and the company's Charter, in addition, the Board of Directors has the following responsibilities and obligations:

1. To take responsibility before shareholders for the company's operations;
2. Treat all shareholders equally and respect the interests of persons with interests related to the company;
3. To ensure that the company's operations comply with the provisions of law, the company's Charter and internal regulations;
4. To formulate the Regulation on operation of the Board of Directors and submit it to the General Meeting of Shareholders for approval and publication on the company's website;
5. Supervise and prevent conflicts of interest of members of the Board of Directors, Supervisory Board Members, General Directors and other managers, including the misuse of company assets and abuse of transactions with related parties;
6. Formulate internal regulations on corporate governance and submit them to the General Meeting of Shareholders for approval in accordance with the provisions of Article 270 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
7. Appointment of the person in charge of corporate governance;

8. To organize training and training on corporate governance and necessary skills for members of the Board of Directors, General Directors and other managers of the company;

9. Report on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with current laws.

10. To pay dividends to shareholders in accordance with law after being approved by the Annual General Meeting of Shareholders;

11. Report on the company's governance at the Annual General Meeting of Shareholders and disclose information in the company's Annual Report in accordance with the securities law on information disclosure.

12. Other rights and obligations as prescribed in the Company's Charter and the Company's internal governance regulations

#### **Article 46. Rights, obligations and responsibilities of members of the Board of Directors**

*(Pursuant to the provisions of Article 277 of Decree No. 155/2020/ND-CP)*

1. Members of the Board of Directors have full rights under the provisions of the Law on Securities, relevant laws and the company's charter, internal regulations on corporate governance, including the right to be provided with information and documents on the financial situation and business activities of the company and its units. The process of providing information shall comply with the provisions of the Appendix to this Regulation. The person to whom the information is provided is responsible for keeping the information provided confidential and using it for the right purposes for the assigned work.

2. Members of the Board of Directors have the following obligations as prescribed in the company's charter and the following obligations:

a) Perform their duties honestly and prudently for the best interests of shareholders and the company;

b) Fully attend meetings of the Board of Directors and give opinions on issues discussed;

c) Promptly and fully report to the Board of Directors the remuneration received from subsidiaries, associate companies and other organizations;

d) Report to the Board of Directors at the latest meeting of transactions between the company, its subsidiaries or companies controlled by a public company with more than 50% of charter capital with members of the Board of Directors and related persons of such members; company-to-company transactions in which a member of the Board of Directors is a founding member or a manager of the enterprise in the last 03 years prior to the time of transaction;



e) Disclose information when trading the company's shares in accordance with the provisions of law.

## **SECTION 2 – REGULATIONS ON NOMINATION, CANDIDACY, ELECTION, DISMISSAL AND DISMISSAL OF MEMBERS OF THE BOARD OF DIRECTORS**

### **Article 47. Number, term of office and structure of members of the Board of Directors**

*(Pursuant to the provisions of Article 26 of the company's charter)*

1. The number of members of the Board of Directors is 05 people.
2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected with an unlimited number of terms. In case all members of the Board of Directors end their term of office, they shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work.
3. The structure of members of the Board of Directors is as follows:
  - a) The total number of non-executive members of the Board of Directors is at least 01 member;
  - b) Members of the Board of Directors no longer have the status of members of the Board of Directors in case of dismissal, dismissal or replacement by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises;
  - c) Members of the Board of Directors shall continue to exercise their rights and perform all their rights and obligations until the dismissal of members of the Board of Directors is approved by the General Meeting of Shareholders, except for the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration of members of the Board of Directors as soon as the Company receives a notice of the following cases Here:
    - Members of the Board of Directors have limited civil act capacity, have lost their civil act capacity or have difficulties in cognition and control of acts;
    - Members of the Board of Directors who are being examined for penal liability, are temporarily detained, are serving prison sentences, are serving administrative handling measures at compulsory detoxification establishments, compulsory education institutions or are banned by courts from holding certain positions, practicing certain professions or doing certain jobs;
    - The Board of Directors shall decide to approve the receipt of letters of resignation/resignation of members of the Board of Directors as prescribed in Article 8 of the Regulation on operation of the Board of Directors.
  - d) The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the securities market;



e) Members of the Board of Directors are not necessarily shareholders of the Company.

**Article 48. Criteria and conditions for members of the Board of Directors**

*(Pursuant to the provisions of Clause 1, Clause 2, Article 155 of the Law on Enterprises No. 59/2020/QH14, Article 275 of Decree No. 155/2020/ND-CP, Clause 78, Article 1 of Decree No. 245/2025/ND-CP)*

1. Members of the Board of Directors must meet the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises and the company's Charter.

2. The Chairman of the Board of Directors may not concurrently hold the title of General Director of the Company.

3. A member of the Board of Directors of the Company may only be a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.

**Article 49. Nomination and candidacy for members of the Board of Directors**

*(Pursuant to the provisions of Article 274 of Decree No. 155/2020/ND-CP; Clause 1, 2, 3, Article 25 of the company's charter)*

1. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate and nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the company's charter. Shareholders holding ordinary shares have the right to combine the number of voting rights to nominate and nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding between 10% and less than 20% of the total voting shares may nominate or nominate one (01) candidate; from 20% to less than 30% may nominate and nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate and nominate a maximum of three (03) candidates; from 40% to less than 50% shall be nominated, to nominate a maximum of four (04) candidates; from 50% to less than 65% to be nominated, a maximum of five (05) candidates; from 65% or more to be nominated, a maximum of seven (07) candidates. The nomination document or candidate must clearly state the name of the shareholder or group of shareholders, the number of each type of shares of the shareholder or group of shareholders at the time of nomination, the candidate for the Board of Directors and information related to the candidate (candidate dossier) as prescribed in Article 25 of the company's charter.

The nomination and candidates for the form of the General Meeting of Shareholders:

- In case a shareholder or group of shareholders sends a written proposal for the nomination or candidate of the Board of Directors before 15 (fifteen) days of the



opening of the General Meeting of Shareholders, the Board of Directors shall consider and approve the meeting within 5 (five) days from the receipt of the proposal for nomination. candidacy and disclosure of information related to candidates at least ten (10) days before the opening date of the General Meeting of Shareholders. If there is a decision to reject a candidate, the Board of Directors must notify in writing the shareholders or groups of shareholders to nominate or run for election within 5 (five) days from the date of the Council's decision and must clearly state the reasons for the refusal;

- In case the shareholder or group of shareholders nominates or candidacy at least 15 days before the opening date of the General Meeting of Shareholders, the Board of Directors shall send a notice of the time for consideration of the candidate's dossier to the shareholder or group of shareholders within 3 (three) days from the date of receipt of the nomination. candidate. During the above review period, the Board of Directors will announce the candidate information as soon as the Board approves the candidate profile. In case the Board of Directors does not have enough time to consider as notified, the Board of Directors shall submit information on such nomination or candidacy at the General Meeting of Shareholders.

The nomination and candidates for the form of collecting shareholders' opinions in writing:

- The Board of Directors shall announce the Regulation on nomination and candidates of the Board of Directors (forms and information related to the nomination and candidacy) as soon as the Board of Directors decides to collect shareholders' opinions in writing on the election;

- In case a shareholder or a group of shareholders sends a written proposal for the nomination or candidate of the Board of Directors 5 (five) days in advance, the Company must send the opinion poll and enclosed documents to all shareholders with voting rights, the Board of Directors is responsible for considering and approving the meeting within 5 (five) days from the receipt of the proposal. proposal for nomination and candidacy. If there is a decision to reject a candidate, the Board of Directors must notify in writing the shareholders or groups of shareholders to nominate or run for election within 5 (five) days from the date of the Council's decision and must clearly state the reasons for the refusal;

- In case the shareholders or groups of shareholders nominate or run for election are not guaranteed at least 5 (five) days in advance, the Company must send the opinion poll and enclosed documents to all shareholders with voting rights, the Board of Directors will not accept the proposal for nomination. candidates, and will report at the nearest General Meeting of Shareholders (if any).

2. In case the number of candidates for the Board of Directors approved for nomination and candidacy as prescribed in Clause 5, Article 115 of the Law on Enterprises is still insufficient, the incumbent Board of Directors shall nominate



additional candidates as prescribed in the Company's Charter, the Internal Regulations on Corporate Governance and the Operation Regulations of the Board of Directors. The nomination 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 law.

3. In case the number of candidates nominated by the incumbent Board of Directors under Clause 2 of this Article is still insufficient, the Board of Directors shall disclose information that the number of candidates for the Board of Directors is insufficient within five (05) days before the opening date of the General Meeting of Shareholders. The Board of Directors shall organize the nomination and candidacy of other shareholders in accordance with the provisions of the Company's Charter, the Internal Regulations on Corporate Governance and the Operation Regulations of the Board of Directors. The organization of the incumbent Board of Directors for other shareholders to nominate or nominate additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

#### **Article 50. How to elect members of the Board of Directors**

*(Pursuant to the provisions of Clause 3, Article 148 of the Law on Enterprises No. 59/2020/QH14, Clause 2, Article 21 of the company's Charter)*

1. The voting for the election of members of the Board of Directors must be carried out by the method of cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to pool all or part of their total votes to one or several candidates. The winner of the election of a member of the Board of Directors is determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the company's charter is sufficient. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria specified in the election regulations or the company's charter.

2. If the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors may be carried out by the method of cumulative voting specified in Clause 3, Article 148 of the Law on Enterprises or by the method of voting (approve, disapprove, no opinion). The voting rate by voting method is implemented according to Clause 2, Article 21 of the company's charter.

#### **Article 51. Cases of dismissal, dismissal, replacement and addition of members of the Board of Directors**

*(Pursuant to Article 160 of the Law on Enterprises No. 59/2020/QH14)*



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

- a) Failing to meet the criteria and conditions specified in Article 155 of the Law on Enterprises;
- b) Having a letter of resignation and being approved;
- c) Other cases specified in the company's charter.

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

- a) Failing to participate in activities of the Board of Directors for 06 consecutive months, except for force majeure cases;
- b) Other cases specified in the company's charter.

3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace the members of the Board of Directors; dismissal or dismissal of members of the Board of Directors other than the cases specified in Clauses 1 and 2 of this Article.

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

- a) The number of members of the Board of Directors is reduced by more than one-third ( $1/3$ ) compared to the number specified in the company's charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
- b) Except for the case specified at Point a of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been dismissed or dismissed at the nearest meeting.

**Article 52. Announcement on the election, dismissal and dismissal of members of the Board of Directors**

After the decision to elect, dismiss or dismiss a member of the Board of Directors, the Company is responsible for disclosing information within the Company and to relevant agencies, on the mass media, on the Company's website in accordance with the order and provisions of the current Law.

**Article 53. How to introduce candidates for members of the Board of Directors**

*(Pursuant to the provisions of Article 274 of Decree No. 155/2020/ND-CP; Clause 1, Article 25 of the company's charter)*

In case the candidates of the Board of Directors have been identified as prescribed in Clause 1, Article 50 of this Regulation, 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 a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the company if elected as a member of the Board of Directors. Information related to the Board of Directors candidates announced includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working history;
- d) Other managerial titles (including the title of the Board of Directors of other companies);
- e) Interests related to the company and its related parties;
- f) Other information (if any) as prescribed in the company's charter.

The company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other management positions and interests related to the company of the candidate of the Board of Directors (if any).

#### **Article 54. Election, dismissal and dismissal of the Chairman of the Board of Directors**

*(Pursuant to the provisions of Article 29 of the company's charter)*

1. The Chairman of the Board of Directors and Vice Chairmen of the Board of Directors (if any) shall be elected, dismissed or dismissed by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors may not concurrently be the General Director.

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

- a) Formulate programs and plans for the operation of the Board of Directors;
- b) Prepare programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
- e) Chair the meeting of the General Meeting of Shareholders;



f) Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.

4. In case the Chairman of the Board of Directors resigns or is dismissed or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the letter of resignation or dismissal.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he or she must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors. In case no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving administrative handling measures at a compulsory detoxification facility, compulsory education institution, escapes from his/her place of residence, is restricted or loses her civil act capacity, have difficulties in cognition, control of behavior, are banned by the Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

### **SECTION 3 – REMUNERATION, REMUNERATION AND OTHER BENEFITS OF MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 55. Remuneration, salary, bonus and other benefits of members of the Board of Directors**

*(Pursuant to the provisions of Article 28 of the company's charter)*

1. The company has the right to pay remuneration, salary and bonus 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, salary and bonuses. The total remuneration, salary and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. Remuneration and salary of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed 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 who holds an executive position or a member of the Board of Directors who works in subcommittees of the Board of Directors or performs other tasks outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump sum of remuneration on a case-by-case basis. salaries, commissions, profit percentages or in other forms as decided by the Board of Directors.



5. Members of the Board of Directors are entitled to be paid all travel, meals, accommodation and other reasonable expenses that they have to pay when performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. Board of Directors or subcommittees of the Board of Directors.

6. Members of the Board of Directors may purchase liability insurance by the Company after obtaining the approval of 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.

#### **SECTION 4 – REGULATIONS ON THE ORDER AND PROCEDURES FOR ORGANIZING THE BOARD OF DIRECTORS MEETING**

##### **Article 56. Minimum number of meetings by month/quarter/year**

*(Pursuant to the provisions of Article 157 of the Law on Enterprises No. 59/2020/QH14; Article 30 of the company's charter)*

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the end of the election of such Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the same percentage of votes, the members shall vote on the principle of majority to elect 01 of them to convene a meeting of the Board of Directors.

2. The Board of Directors meets at least once a quarter and may hold extraordinary meetings.

##### **Article 57. Cases in which an extraordinary meeting of the Board of Directors must be convened**

*(Pursuant to the provisions of Article 157 of the Law on Enterprises No. 59/2020/QH14; Article 30 of the company's charter)*

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

- a) At the request of the Control Board;
- b) At the request of the General Director or at least 05 other managers;
- c) At the request of at least 02 members of the Board of Directors;
- d) Other cases when deemed necessary as prescribed in the company's charter.

2. The proposal specified in Clause 1 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decided under the competence of the Board of Directors.

3. The Chairman of the Board of Directors must send a notice of invitation to the meeting to the members of the Board of Directors within 07 working days from



the date of receipt of the proposal specified in Clause 1 of this Article and at least 03 working days before the date of the meeting. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors, the convening process is similar to that of the Chairman of the Board of Directors convening at the request.

**Article 58. Notice of the Board of Directors meeting and the right to attend the Board of Directors meeting of the Supervisory Board Members**

*(Pursuant to the provisions of Article 157 of the Law on Enterprises No. 59/2020/QH14; Article 30 of the company's charter)*

1. The Chairman of the Board of Directors or the convener of the Board of Directors meeting must send a notice of invitation to the meeting at least 03 working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the form of the meeting, the agenda, the issues to be discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the voting slips of the members.

The notice of invitation to the Board of Directors meeting may be sent by invitation, telephone, fax, electronic means or other methods prescribed by the company's charter and ensure that it reaches the contact address of each member of the Board of Directors registered at the Company.

2. The Chairman of the Board of Directors or the convener shall send the notice of invitation to the meeting and enclosed documents to the members of the Supervisory Board as for the 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 vote.

**Article 59. Conditions for organizing a meeting of the Board of Directors**

*(Pursuant to the provisions of Article 157 of the Law on Enterprises No. 59/2020/QH14; Article 30 of the company's charter)*

The Board of Directors meeting is conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Article does not have enough members to attend the meeting as prescribed, the Chairman of the Board of Directors must send a notice of invitation to the 2nd meeting to the members of the Board of Directors within 07 days from the date of the intended first meeting and at least 03 working days before the date of the meeting. A meeting of the Board of Directors must be held no later than 10 days from the date of the intended first meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.



**Article 60. How to vote**

*(Pursuant to Article 30 of the company's charter)*

1. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorize other persons to attend the meeting and vote as prescribed in Clause 11, Article 30 of this Regulation;
- c) Attending and voting through online conferences, electronic voting or other electronic forms;
- d) Send voting slips to the meeting by mail, fax or e-mail;
- e) Send the voting slip by other means as prescribed by law (if any).

2. In case of sending votes to the meeting by mail, the votes must be contained in sealed envelopes and delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Voting ballots are only open in the presence of all attendees.

**3. Voting**

a) Except for the provisions at Point b, Clause 11, Article 30, each member of the Board of Directors or an authorized person specified in Clause 8 of this Article who is directly present as an individual at the meeting of the Board of Directors shall have one (01) vote;

b) A member of the Board of Directors may not vote on contracts, transactions or proposals in which such member or persons related to such member have interests and such interests conflict or may conflict with the interests of the Company. Members of the Board of Directors shall not be included in the minimum percentage of members present to be able to hold meetings of the Board of Directors on decisions that such members do not have the right to vote on;

c) According to the provisions of Point d, Clause 11, Article 30, when an issue arises at a meeting related to the interests or voting rights of a member of the Board of Directors and such member does not voluntarily waive the voting right, the decision of the chairman shall be final. except for cases where the nature or scope of interests of the relevant members of the Board of Directors has not been fully disclosed;

d) A member of the Board of Directors who benefits from a contract specified at Points a and b, Clause 6, Article 43 of this Charter is considered to have significant interests in such contract;

e) The Comptroller has the right to attend the meeting of the Board of Directors, has the right to discuss but is not allowed to vote.



4. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been concluded or is expected to be concluded with the Company and knows that he or she is a person with an interest in which he or she is responsible for disclosing this interest at the first meeting of the Board of Directors discussing the conclusion of such contract or transaction. In case a member of the Board of Directors does not know that he or she and related persons have interests at the time the contract or transaction is signed with the Company, such member of the Board of Directors must publicize the relevant interests at the first meeting of the Board of Directors held after this member knows that he or she has interests or will have interests in the transaction or contract mentioned above.

5. The Board of Directors has the right to consult members of the Board of Directors in writing to approve the Resolution of the Board of Directors when approving matters under the competence of the Board of Directors in Clause 2, Article 27 of the Company's Charter.

6. Resolutions and decisions of the Board of Directors in the form of collecting written opinions shall be adopted on the basis of the approval of the majority of members of the Board of Directors who have the right to vote. This Resolution has the same effect and validity as the resolution adopted at the meeting.

7. The minutes of the meeting of the Board of Directors shall be made in Vietnamese and may be made in English. In case there is a difference in the content between the minutes in Vietnamese and in English, the contents of the minutes in Vietnamese shall apply. The record must have the full name, signature of the chairman and the person recording the record, except for the case specified in Clause 2, Article 158 of the Law on Enterprises 2020.

8. The Chairman of the Board of Directors shall send the minutes of the Board of Directors meeting to the members and such minutes shall be authentic evidence of the work carried out during the meeting, unless there is an objection to the contents of the minutes within ten (10) days from the date of sending. The minutes of the meeting of the Board of Directors shall be made in Vietnamese and may be made in English. The minutes must be signed by the chairman and the person who records the minutes.

#### **Article 61. How to approve the resolution of the Board of Directors**

*(Pursuant to Article 30 of the company's charter)*

Resolutions and decisions of the Board of Directors shall be approved if they are approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.



Members of the Board of Directors are not allowed to vote on transactions that benefit such member or related persons of such members in accordance with the provisions of the Law on Enterprises and Article 43 of the company's charter.

**Article 62. Authorization of other people to attend meetings of members of the Board of Directors**

*(Pursuant to Article 30 of the company's charter)*

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

**Article 63. Making minutes of the Board of Directors meeting**

*(Pursuant to the provisions of Article 158 of the Law on Enterprises No. 59/2020/QH14)*

Meetings of the Board of Directors must be recorded and can be recorded, recorded and kept in other electronic forms. The minutes must be made in Vietnamese and may be additionally made in foreign languages, including the following principal contents:

- a) Name, address of the head office, enterprise code;
- b) Time and place of the meeting;
- c) Purpose, agenda and contents of the meeting;
- d) Full name of each member attending the meeting or the person authorized to attend the meeting and the method of attending the meeting; full names of members who did not attend the meeting and the reasons;
- e) Issues to be discussed and voted on at the meeting;
- f) Summarize the opinions of each member attending the meeting in the order of developments of the meeting;
- g) Voting results, clearly stating the members who approve, disagree and have no opinions;
- h) The approved issue and the corresponding voting rate;
- i) Full name, signature of the chairperson and the person recording the record, except for the case specified in Article 65 of this Regulation.

The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the company's head office.

Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the content between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.



The chairperson, the person taking the minutes and the signatories of the minutes must be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors meeting.

The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the company's head office.

**Article 64. In case the chairman and/or secretary refuses to sign the Minutes of the Board of Directors meeting**

*(Pursuant to the provisions of Article 158 of the Law on Enterprises No. 59/2020/QH14)*

In case the chairperson or the person taking the minutes refuses to sign the minutes of the meeting but if it is signed by all other members of the Board of Directors attending the meeting and has all the contents as prescribed at Points a, b, c, d, e, f, g and h, Article 63 of this Regulation, this record shall take effect.

**Article 65. Notification of resolutions and decisions of the Board of Directors**

After issuing the Resolution/Decision of the Board of Directors, the Company is responsible for disclosing information within the Company and to relevant agencies, on the mass media, on the Company's website in accordance with the current order and regulations.

**SECTION 5 - SUBCOMMITTEES OF THE BOARD OF DIRECTORS**

**Article 66. Subcommittees under the Board of Directors**

*(Pursuant to Article 31 of the company's charter)*

1. When deeming it necessary, the Board of Directors may set up subcommittees to take charge of development policies, personnel, salary, bonuses, internal audit, and risk management. The number of members of the subcommittee decided by the Board of Directors shall be at least 03 persons, including members of the Board of Directors and external members. Non-executive Board members should make up a majority in the subcommittee, and one of these members is appointed as the Subcommittee Leader at the discretion of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee is only effective when the majority of members attend and vote to approve it at the meeting of the subcommittee.

2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must comply with current provisions of law and the provisions of the company's charter and internal regulations on corporate governance.



## **SECTION 6 - SELECTION, APPOINTMENT, DISMISSAL AND DISMISSAL OF PERSONS IN CHARGE OF CORPORATE GOVERNANCE**

### **Article 67. Standards of the person in charge of corporate governance**

*(Pursuant to Article 281 of Decree 155/2020/ND-CP, Clause 2, Article 32 of the company's Charter)*

The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements

### **Article 68. Appointment of the person in charge of corporate governance**

*(Pursuant to Article 281 of Decree 155/2020/ND-CP, Clause 1, Article 32 of the company's Charter)*

The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support the corporate governance at the enterprise. The person in charge of corporate governance may concurrently act as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

### **Article 69. Cases of dismissal or dismissal of the person in charge of corporate governance**

1. The Board of Directors may dismiss or dismiss the person in charge of corporate governance when necessary but not contrary to the current provisions of the law on labor.

2. The person in charge of corporate governance may be dismissed according to the resolution of the General Meeting of Shareholders.

### **Article 70. Notice of appointment, dismissal and dismissal of the person in charge of corporate governance**

After the decision on appointment, dismissal or dismissal of the person in charge of the Company's administration is issued, the Company is responsible for disclosing information within the Company and to relevant agencies, on the mass media, on the Company's website in accordance with the order and provisions of the current Law.

### **Article 71. Rights and obligations of the person in charge of corporate governance**

*(Pursuant to Clause 3, Article 32 of the company's charter)*

The person in charge of corporate governance has the following rights and obligations:

a) Advising the Board of Directors on the organization of the General Meeting of Shareholders as prescribed and related affairs between the Company and shareholders;



- b) Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
- c) Advising on procedures of meetings;
- d) Attending meetings;
- e) Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
- f) Provide financial information, copies of the minutes of the Board of Directors meeting and other information to members of the Board of Directors and members of the Supervisory Board;
- g) Supervise and report to the Board of Directors on the Company's information disclosure activities;
- h) Acting as the focal point of contact with relevant interested parties;
- i) Confidentiality of information in accordance with the provisions of law and the company's charter;
- j) Other rights and obligations as prescribed by law.

## **CHAPTER 4. SUPERVISORY BOARD**

### **SECTION 1. GENERAL REGULATIONS**

#### **Article 72. Roles, rights and obligations of the Control Board, responsibilities of members of the Control Board**

*(Pursuant to Articles 287 and 288 of Decree No. 155/2020/ND-CP)*

1. Members of the Control Board shall have the rights under the provisions of the Law on Enterprises, relevant laws and the company's charter and the Regulation on operation of the Control Board, including the right to access information and documents related to the company's operation. Members of the Board of Directors, General Directors and other executives of the enterprise shall be responsible for providing timely and complete information at the request of members of the Supervisory Board.

2. Members of the Control Board shall be responsible for complying with the provisions of law, the company's charter, the Regulation on operation of the Control Board and professional ethics in exercising their assigned rights and obligations.

3. The Control Board has the rights and obligations specified in Article 170 of the Law on Enterprises, the company's charter and the following rights and obligations:

- a) Propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the company's financial statements;



decide on the approved audit organization to inspect the company's operations, dismiss the approved auditor when deeming it necessary;

b) Take responsibility before shareholders for their supervisory activities;

c) Supervise the financial situation of the company, the compliance with law in the operation of members of the Board of Directors, General Directors and other managers;

d) Ensure coordination with the Board of Directors, the General Director and shareholders;

e) In case of detecting violations of law or violations of the company's charter by members of the Board of Directors, the General Director and other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to stop the violation and take remedial solutions;

f) Formulate the operation regulation of the Control Board and submit it to the General Meeting of Shareholders for approval;

g) Report to the General Meeting of Shareholders as prescribed in Article 290 of Decree 155/2020/ND-CP.

4. The Control Board shall receive requests for search of books and records of ordinary shareholders specified in Clause 1, Article 45 of the Company's Charter and make requests for information provision according to this request to the Board of Directors, General Manager or other managers. The process of requesting the supply of information is specified in the Appendix to this Regulation. The person to whom the information is provided is responsible for keeping the information provided confidential and using it for the right purposes for the assigned work.

## **SECTION 2. REGULATIONS ON THE TERM OF OFFICE, NUMBER, COMPOSITION AND STRUCTURE OF THE CONTROL BOARD**

### **Article 73. Number, tenure, composition and structure of the Control Board**

*(Pursuant to the provisions of Article 168 of the Law on Enterprises No. 59/2020/QH14, Clause 1, Article 38 of the company's Charter)*

1. The number of members of the Supervisory Board of the Company is 03 people.

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

3. Members of the Supervisory Board are not necessarily shareholders of the company.

4. The Head of the Control Board shall be elected by the Control Board from among the members of the Control Board; the election, dismissal and dismissal shall



be carried out on the principle of majority. The rights and obligations of the Head of the Control Board shall be stipulated by the company's charter. The Supervisory Board must have more than half of the members of the Supervisory Board residing in Vietnam. The Head of the Control Board must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the enterprise, unless the company's charter stipulates other higher standards.

5. In case a member of the Control Board has not yet been elected at the same time at the end of the term of office, the member of the Control Board whose term has expired shall continue to exercise his/her rights and perform his/her obligations until the member of the Control Board for the new term is elected and accepts his/her duties.

**Article 74. Criteria and conditions of members of the Supervisory Board**

*(Pursuant to the provisions of Article 169 of the Law on Enterprises No. 59/2020/QH14, Clause 2, Article 38 of the company's charter)*

1. Members of the Control Board must meet the following criteria and conditions:

- a) Not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b) Being trained in one of the majors in economics, finance, accounting, auditing, law, business administration or majors suitable to the business activities of the enterprise;
- c) Not being a family member of the Board of Directors, the General Director and other managers;
- d) Not being a manager of the company; not necessarily a shareholder or employee of the company;
- e) Not being a person working in the accounting and finance department of the Company;
- f) Not being a member or employee of an independent auditing firm auditing the company's financial statements in the previous 03 consecutive years;
- g) Other criteria and conditions as prescribed by other relevant laws.

2. In addition to the criteria and conditions specified in Clause 1 of this Article, the controllers of state-owned companies and enterprises specified at Point b, Clause 1, Article 88 of the Law on Enterprises must not be persons with family relations of enterprise managers of companies and parent companies; the representative of the enterprise's capital interests, the representative of the state ownership interests at the parent company and the company, ensuring all conditions specified in Clause 2, Article 169 of the Law on Enterprises.



3. The Head of the Control Board must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the Company's business activities.

**Article 75. Nomination and candidacy for members of the Supervisory Board**

*(Pursuant to the provisions of Article 285 of Decree No. 155/2020/ND-CP; Article 37 of the company's Charter)*

1. The candidacy and nomination of members of the Control Board shall be carried out similarly as prescribed in Clause 1, Article 25 of the Company's Charter and Clause 1, Article 50 of this Regulation. Shareholders holding voting shares have the right to combine the number of voting rights together to nominate and nominate members of the Control Board. Shareholders or groups of shareholders holding between 10% and less than 30% of voting shares may nominate or nominate one (01) Controller; from 30% to less than 40% are nominated or nominated for a maximum of two (02) Controllers; from 40% to less than 50% shall be nominated and nominated for a maximum of three (03) Controllers; from 50% to less than 60% are nominated and nominated for a maximum of four (04) Controllers; 60% or more are nominated or nominated for five (05) candidates.

2. In case the number of candidates for the Supervisory Board approved for nomination and candidacy under Clause 5, Article 115 of the Law on Enterprises is not sufficient, the incumbent Supervisory Board may nominate additional candidates as prescribed in the Company's Charter, the Internal Regulations on Corporate Governance and the Operation Regulations of the Supervisory Board. The nomination of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

3. In case the number of candidates nominated by the incumbent Supervisory Board under Clause 2 of this Article is still insufficient, the Supervisory Board shall disclose information about the number of candidates for the Control Board within 10 days before the opening date of the General Meeting of Shareholders. The incumbent Supervisory Board shall organize the nomination and candidacy of other shareholders in accordance with the provisions of the Company's Charter, the Internal Regulations on Corporate Governance and the Operation Regulations of the Supervisory Board. The organization of the incumbent Supervisory Board for other shareholders to nominate or nominate additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

**Article 76. How to elect members of the Supervisory Board**

*(Pursuant to the provisions of Clause 3, Article 148 of the Law on Enterprises No. 59/2020/QH14, Clause 2, Article 21 of the company's Charter)*



1. Voting for the election of members of the Control Board must be carried out by the method of cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Control Board and shareholders have the right to pool all or part of their total votes to one or several candidates. The successful candidate of the Supervisory Board is determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the company's charter is sufficient. In case there are 02 or more candidates with the same number of votes for the last member of the Control Board, a re-election shall be conducted among the candidates with the same number of votes or selected according to the criteria specified in the election regulations. Operation regulations of the Control Board or the company's charter.

2. If the number of candidates is less than or equal to the number of members of the Control Board to be elected, the election of members of the Control Board may be carried out by the method of cumulative voting as prescribed in Clause 3, Article 148 of the Law on Enterprises or by the method of voting (approval, disapprove, no opinion). The voting rate by voting method is implemented according to Clause 2, Article 21 of the company's charter.

**Article 77. Cases of dismissal or dismissal of members of the Control Board**

*(Pursuant to the provisions of Article 174 of the Law on Enterprises No. 59/2020/QH14)*

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

- a) Failing to meet the criteria and conditions for being a member of the Control Board as prescribed in Article 169 of the Law on Enterprises;
- b) Having a letter of resignation and being approved;
- c) Other cases prescribed by the company's charter.

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

- a) Failing to complete the assigned tasks or jobs;
- b) Failing to exercise his/her rights and obligations for 06 consecutive months, except for force majeure cases;
- c) Repeatedly violating or seriously violating the obligations of members of the Control Board under the provisions of the Law on Enterprises and the company's charter;
- d) Other cases according to the resolution of the General Meeting of Shareholders.



3. Members of the Supervisory Board shall continue to fully exercise their rights and perform their obligations until the dismissal of members of the Supervisory Board is approved by the General Meeting of Shareholders, except for the right to attend and vote at meetings of the Control Board and the right to receive remuneration of members of the Supervisory Board as soon as the Company receives a notice of the following cases:

- Members of the Control Board have limited civil act capacity, have lost their civil act capacity or have difficulties in cognition and control of acts;

- Members of the Control Board who are being examined for penal liability, are temporarily detained, are serving prison sentences, are serving administrative handling measures at compulsory detoxification establishments, compulsory education institutions or are banned by courts from holding certain positions, practicing certain professions or doing certain jobs;

- The Supervisory Board shall decide to approve the receipt of the resignation/resignation of the members of the Supervisory Board, doing the same as in Article 8 of the Regulation on operation of the Board of Directors

#### **Article 78. Notification of election, dismissal and dismissal of members of the Supervisory Board**

After the decision on election, dismissal or dismissal of a member of the Supervisory Board is issued, the Company is responsible for disclosing information within the Company and to relevant agencies, on the mass media, on the Company's website in accordance with the order and provisions of current laws.

#### **Article 79. Salaries and other benefits of members of the Supervisory Board**

*(Pursuant to the provisions of Article 172 of the Law on Enterprises No. 59/2020/QH14)*

1. Members of the Control Board shall be paid salaries, remuneration, bonuses and other benefits under decisions of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Control Board;

2. Members of the Control Board shall be paid expenses for meals, accommodation, travel and the use of independent consultancy services at a reasonable rate. This total remuneration and expenses must not exceed the total annual operating budget of the Control Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;

3. Salaries and operating expenses of the Control Board shall be included in the company's business expenses in accordance with the law on enterprise income tax and other relevant laws and must be made into separate items in the company's annual financial statements.



## **CHAPTER 5. GENERAL DIRECTOR**

### **Article 80. Roles, responsibilities, rights and obligations of the General Director**

*(Pursuant to Clauses 2 and 4, Article 35 of the company's charter)*

1. The General Director is the person who runs the daily business of the Company; subject to the supervision of the Board of Directors; take responsibility before the Board of Directors and the law for the performance of assigned rights and obligations.

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

a) Decide on matters related to the Company's daily business which do not fall under the competence of the Board of Directors and the Chairman of the Board of Directors;

b) Organize the implementation of resolutions and decisions of the Board of Directors and the Chairman of the Board of Directors;

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

d) Propose the organizational structure plan and internal management regulations of the Company;

e) Recruiting, transferring, dismissing, commending and disciplining employees, except for company managers;

f) Decide on salaries, bonuses and other benefits for employees in the company, except for company managers;

g) Propose plans to pay dividends or handle losses in business;

h) The General Director shall be responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned tasks and powers, and must report to these levels when requested;

i) Other rights and obligations as prescribed by law, the company's charter, internal regulations on corporate governance and resolutions and decisions of the Board of Directors, decisions of the Chairman of the Board of Directors and labor contracts signed with the company (in case of hiring another person as General Director).

### **Article 81. Term of office, criteria and conditions of the General Director**

*(Pursuant to the provisions of Clause 5, Article 162 of the Law on Enterprises No. 59/2020/QH14; Clause 3, Article 35 of the company's charter)*

The term of office of the General Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms.

The General Director must meet the following criteria and conditions:



a) Not falling into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

b) Must not be a person with family relations of the enterprise manager, a member of the Control Board of the company and the parent company; representatives of state ownership, representatives of enterprises' capital interests at companies and parent companies;

c) Having professional qualifications and experience in the company's business administration.

#### **Article 82. Candidacy and nomination of General Director**

Members of the Board of Directors and members of the Board of Directors have the right to nominate candidates for General Director in accordance with the criteria and conditions specified in Article 81 of this Regulation and submit them to the Board of Directors for consideration when the Company wishes to search for a General Director.

#### **Article 83. Appointment, dismissal, signing and termination of contracts for the General Director**

*(Pursuant to Clause 1, Clause 5, Article 35 of the company's charter)*

The Board of Directors appoints 01 member of the Board of Directors or hires another person to be the General Director.

The Board of Directors may dismiss or dismiss the General Director when the majority of members of the Board of Directors have the right to vote to approve and appoint a new General Director to replace him.

The Board of Directors has the authority to sign/terminate the contract and decide on the terms of the labor contract specified at Point i, Clause 2, Article 27 and Article 35 of the company's Charter.

#### **Article 84. Notice of appointment, dismissal, dismissal, signing and termination of contracts for the General Director**

After the decision on election, dismissal or dismissal of the General Director is issued, the Company is responsible for disclosing information within the Company and to relevant agencies, on the mass media, on the Company's website in accordance with the order and provisions of the current Law.

#### **Article 85. Salary and other benefits of the General Director**

*(Pursuant to Clause 3, Clause 4, Article 34 of the company's Charter)*

1. The General Director shall be paid salaries and bonuses. The salary and bonus of the General Director are decided by the Board of Directors.

2. The executive's salary shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed as a



separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

## **CHAPTER 6. OTHER ACTIVITIES**

### **SECTION 1 – REGULATIONS ON COORDINATION BETWEEN THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD AND THE GENERAL DIRECTOR**

#### **Article 86. Procedures and procedures for convening, notifying meeting invitations, recording minutes, notifying meeting results between the Board of Directors, the Supervisory Board and the General Director**

The procedures and order of convening, notifying the invitation to meetings, recording minutes and notifying the results of meetings between the Board of Directors, the Control Board and the General Director shall comply with the procedures and order for convening meetings of the Board of Directors specified in Section 4, Chapter 3 of this Regulation.

#### **Article 87. Notification of the Resolution/Decision of the Board of Directors to the Supervisory Board**

*(Pursuant to the provisions of Clause 1, Article 171 of the Law on Enterprises No. 59/2020/QH14)*

Resolutions/Decisions, minutes of the Board of Directors meeting after being issued must be sent to the members of the Supervisory Board at the same time and in the same manner as for members of the Board of Directors.

#### **Article 88. Notification of the Resolution/Decision of the Board of Directors to the General Director**

The Resolution/Decision of the Board of Directors (with contents related to the responsibilities, powers and obligations of the General Director) after being issued must be sent to the General Director at the same time and in the same manner as for members of the Board of Directors.

#### **Article 89. Cases in which the Supervisory Board and the General Director request to convene a meeting of the Board of Directors and matters that need to be consulted by the Board of Directors**

*(Pursuant to the provisions of Point h, Clause 3, Article 162 of the Law on Enterprises No. 59/2020/QH14, Article 288 of the Decree No. 155/2020/ND-CP, Clause 4, Article 35, Article 40 of the company's Charter)*

##### **1. Cases of requesting the convening of the Board of Directors meeting**

a) The Supervisory Board may request the convening of a meeting of the Board of Directors in the following cases:

- At the request of shareholders/groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises;



- When deeming that the right to access information and documents related to the company's operation of the Supervisory Board is not fully implemented in accordance with current laws and the company's Charter;

- When detecting violations of law or violations of the company's charter by members of the Board of Directors, the General Director and other executives of the enterprise after notifying in writing to the Board of Directors as prescribed in Clause 5, Article 40 of the company's charter but the violators have not terminated their violations or have remedial solutions.

b) The General Director may request the convening of a meeting of the Board of Directors in the following cases:

- When deeming that the rights of the General Director as prescribed in Article 35 of the company's charter are not enforced;

- When detecting violations of law or violations of the company's charter by other business executives after notifying in writing to the Board of Directors but the violators have not terminated their violations or have remedial solutions.

2. Issues that the General Director needs to consult the Board of Directors:

a) To propose to the Board of Directors the plan on the organizational structure and internal management regulations of the Company;

b) Propose measures to improve the operation and management of the Company;

c) The General Director must annually formulate a plan and submit it to the Board of Directors for approval on issues related to employees and executives of the enterprise under the competence of the Board of Directors;

d) The General Director must annually formulate a plan to submit to the Board of Directors for approval on issues related to the Company's relations with trade union organizations in accordance with the standards, best management practices and policies, practices and policies specified in the Company's Charter. the Company's statutes and applicable laws;

e) Submit the audited financial statements for each fiscal year for the Board of Directors to submit to the Annual General Meeting of Shareholders for approval;

f) Propose plans to pay dividends or handle losses in business;

g) Consult the Board of Directors to approve the detailed business plan for the next fiscal year;

h) Other contents when considering the interests of the Company.

3. Matters that the General Director needs to consult the Chairman of the Board of Directors: When handling issues or implementing decisions under the authority of the Chairman of the Board of Directors.



**Article 90. Report of the General Director to the Board of Directors on the performance of assigned tasks and powers**

*(Pursuant to the provisions of Appendix IV of Circular No. 96/2020/TT-BTC, Clause 4, Article 35 of the company's Charter)*

1. Report on the implementation of the Resolution of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;
2. Quarterly and annually report on the assessment of the Company's financial situation and production and business activities;
3. To report on improvements in organizational structure, policies and management;
4. Annual reports on the implementation of obligations towards the environment, communities and employees;
5. Report on the implementation of other contents authorized by the Board of Directors and the General Meeting of Shareholders;
6. Report on other issues at the request of the Board of Directors.

**Article 91. Review the implementation of the resolution and other authorization issues of the Board of Directors to the General Director**

Based on the General Director's report on the performance of assigned tasks and powers as prescribed in Article 81 of this Regulation, the Board of Directors will review the results of the implementation of the resolution and other authorization issues of the Board of Directors to the General Director.

**Article 92. Matters that the General Director must report, provide information and how to notify the Board of Directors and the Supervisory Board**

*(Pursuant to the provisions of Clause 3, Article 291 of Decree No. 155/2020/ND-CP, Article 35, Clause 3, Article 43, Article 45 of the company's Charter)*

1. Matters that the General Director must report, provide information and how to notify the Board of Directors
  - a) The contents specified in Article 90 of this Regulation;
  - b) The General Director is obliged to notify the Board of Directors of transactions between the Company, its subsidiaries and other companies in which the Company controls more than 50% or more of the charter capital with such entity or related persons of such entity in accordance with law;



c) Other contents that need to be consulted and reported to the Board of Directors must be sent at least seven (07) working days in advance and the Board of Directors will respond within seven (07) working days.

Particularly in case of approval of contracts and transactions under the provisions of Clause 1, Article 167 of the Law on Enterprises and with a value of less than 35% of the total value of assets of the enterprise stated in the latest financial statements or another ratio or value smaller as prescribed in the company's charter, the company's representative signing the contract or transaction must notify the members of the Board of Directors and the members of the Control Board of the relevant subjects of such contract or transaction and enclose the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of contracts and transactions within 15 days from the date of receipt of the notice, unless the company's charter stipulates another time limit; members of the Board of Directors who have interests related to the parties to the contract or transaction do not have voting rights.

2. Matters that the General Director must report, provide information and method of notifying the Supervisory Board:

a) The report of the General Director to be submitted to the Board of Directors or other documents issued by the company shall be sent to the members of the Supervisory Board at the same time and in the same manner as for members of the Board of Directors;

b) The General Director and executives of other enterprises must provide sufficient, accurate and timely information and documents on the management, administration and business activities of the company at the request of members of the Control Board or the Control Board, except for information related to the Company's business secrets;

c) The method of notifying the Supervisory Board is the same as that of the Board of Directors.

**Article 93. Coordinate control, administration and supervision activities among members of the Board of Directors, members of the Supervisory Board and the General Director according to the specific tasks of the above-mentioned members**

1. Coordination of activities between the Supervisory Board and the Board of Directors: The Supervisory Board has the role of supervising, coordinating, advising and providing complete, timely and accurate information. Specifically, as follows:

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



b) During meetings of the Supervisory Board, the Supervisory Board has the right to request members of the Board of Directors, the General Director and representatives of the approved audit organization to attend and answer matters that need to be clarified;

c) Periodic and irregular inspections of the Supervisory Board must be concluded in writing (not later than fifteen (15) days from the end date) and sent to the Board of Directors in order to have more grounds to assist the Board of Directors in the management of the Company. Depending on the extent and results of the above inspection, the Supervisory Board needs to discuss and agree with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, he/she shall be authorized to reserve his/her opinions recorded in the minutes and the Head of the Supervisory Board shall report to the nearest General Meeting of Shareholders;

d) In case the Supervisory Board detects violations of law or violations of the company's Charter by members of the Board of Directors, the Supervisory Board shall notify in writing to the Board of Directors within forty-eight (48) hours, requesting the violator to stop the violation and take remedial measures;

e) Members of the Supervisory Board are obliged to notify the Board of Directors of transactions between the Company, its subsidiaries and other companies in which the Company controls more than 50% or more of the charter capital with such entity or related persons of such entity in accordance with law;

f) For proposals related to the Company's operation and financial situation, the Supervisory Board must send documents and relevant documents at least fifteen (15) days before the intended date of receipt of the response;

g) Proposals to the Board of Directors must be sent at least seven (07) working days in advance and the Board of Directors will respond within seven (07) working days.

The Board of Directors creates favorable conditions for the Supervisory Board to exercise its rights and obligations.

2. Coordination of activities between the Supervisory Board and the General Director:

The Supervisory Board has the function of inspection and supervision.

a) During meetings of the Supervisory Board, the Supervisory Board has the right to request the General Director (at the same time requesting members of the Board of Directors, the General Director and representatives of the approved audit organization) to attend and answer matters that need to be clarified and issues of interest to the members of the Supervisory Board;

b) Periodic and irregular inspections of the Supervisory Board must be concluded in writing (not later than fifteen (15) days from the date of termination)



and sent to the General Director in order to have more grounds to assist the General Director in the management of the Company. Depending on the extent and results of the above inspection, the Supervisory Board needs to discuss and agree with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, he/she shall be authorized to reserve his/her opinions recorded in the minutes and the Head of the Supervisory Board shall report to the nearest General Meeting of Shareholders;

c) Members of the Control Board may request the General Director to facilitate access to dossiers and documents related to the Company's business activities (excluding information within the scope of the company's business secrets) at the Head Office or the place where the dossiers are kept. for the purpose of performing the assigned tasks of the members of the Control Board if approved by the Control Board. The process of requesting the supply of information is specified in the Appendix to this Regulation. The person to whom the information is provided is responsible for keeping the information provided confidential and using it for the right purposes for the assigned work;

d) For information and documents on the management and administration of business activities and reports on the business situation, financial statements, the written request for supply of the Supervisory Board must be sent to the Company at least forty-eight (48) working hours in advance of the intended time to receive the response. The Supervisory Board is not allowed to use information that has not been disclosed by the company or disclosed to others to carry out related transactions;

e) Proposals on measures to amend, supplement and improve the organizational structure of management, supervision and administration of the company's business activities of the Supervisory Board must be sent to the General Director at least seven 07 working days before the intended date of receipt of feedback.

The General Director creates favorable conditions for the Supervisory Board to exercise its rights and obligations.

3. Coordination between the General Director and the Board of Directors: The General Director is the person who manages the Company's activities on behalf of the Company, ensuring the Company's continuous and efficient operation.

a) When making a proposal on the organizational structure and internal management regulations of the Company, the General Director shall send it to the Board of Directors as soon as possible but not less than seven (07) days before the date on which such content needs to be decided;

b) The General Director shall report to the Board of Directors on issues related to employees and executives of the enterprise;

c) The General Director shall report annually to the Board of Directors on matters related to the Company's relations with trade union organizations in



accordance with the standards, practices and best management policies, practices and policies specified in the company's charter, the company's regulations and current laws;

d) The General Director is obliged to notify the Board of Directors of transactions between the Company, its subsidiaries and other companies in which the Company controls more than 50% or more of the charter capital with such entity or related persons of such entity in accordance with law;

e) Other contents that need to be consulted by the Board of Directors as prescribed in Clause 2, Article 90 of this Regulation, the General Director must send at least seven (07) working days in advance compared to the intended date of receiving feedback from the Board of Directors.

## **SECTION 2 – REGULATIONS ON ANNUAL EVALUATION OF REWARD AND DISCIPLINARY ACTIVITIES FOR MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, GENERAL DIRECTOR AND OTHER BUSINESS EXECUTIVES**

### **Article 94. Regulations on the evaluation of activities of members of the Board of Directors, members of the Supervisory Board, General Director and other executives**

1. The Board of Directors is responsible for formulating performance evaluation standards for all subjects who are members of the Board of Directors, General Directors and other executives.

2. The criteria for evaluating the operation must be harmonized between the interests of the enterprise executives and the long-term interests of the Company and shareholders. Financial and non-financial indicators used in the assessment are carefully considered and decided by the Board of Directors from time to time. In particular, non-financial indicators can be mentioned such as: stakeholder interests, operational efficiency, progress and improvements achieved, etc.

3. Annually, based on the assigned functions and tasks and the established evaluation criteria/achieved results, the Board of Directors shall organize the evaluation of the activities of members of the Board of Directors.

4. The evaluation of activities of members of the Supervisory Board shall be organized according to the method mentioned in the organizational structure and operation of the Supervisory Board.

5. The evaluation of the activities of other operators shall comply with internal regulations or may be based on the self-assessment of the activities of these operators.

### **Article 95. Rewards**

1. The Board of Directors or the Subcommittee on Remuneration and Reward (if any) is responsible for formulating commendation and reward policies. The



commendation and reward shall be based on the results of the evaluation of activities in Article 95 of this Regulation.

2. Forms of commendation and reward: in cash, in shares (issuance of shares under the option program for employees in the company) or other forms developed by the Board of Directors or the Subcommittee on Remuneration and Reward (if any) on the basis of conformity with the provisions of law. The forms of commendation and reward will be planned by the General Director and submitted to the Board of Directors for approval, in case of exceeding the authority, it will be submitted to the General Meeting of Shareholders for approval.

3. The commendation regime for members of the Board of Directors and members of the Supervisory Board shall be decided by the General Meeting of Shareholders.

4. For enterprise executives: bonus funds shall be deducted from the Company's Welfare Reward Fund and other lawful sources. The reward level is based on the actual business results every year, the General Director will propose the Board of Directors to approve, in case of exceeding the authority, it will be submitted to the General Meeting of Shareholders for approval.

#### **Article 96. Discipline**

1. The Board of Directors is responsible for formulating disciplinary forms based on the nature and severity of the violations. The discipline must take the highest form of dismissal or dismissal.

2. Members of the Board of Directors, members of the Supervisory Board and executives of enterprises who fail to fulfill their duties compared to the requirements with honesty, diligence and prudence shall be personally responsible for the damages caused by them.

3. Members of the Board of Directors, members of the Control Board and executives of enterprises who commit acts of violating the provisions of law or regulations of the Company shall, depending on the seriousness of their violations, be disciplined, administratively violated or examined for penal liability in accordance with the provisions of law and the company's Charter. In case of causing damage to the interests of the Company, shareholders or other persons will have to pay compensation in accordance with the provisions of law.

### **CHAPTER 7. AMENDMENTS TO CORPORATE GOVERNANCE REGULATIONS**

**Article 97. Supplements and amendments to the Regulations on corporate governance**

1. The addition or amendment of this Regulation must be considered and decided by the General Meeting of Shareholders of the Company.



2. In case there are provisions of law related to the operation of the company which have not been mentioned in this Regulation or in case there are new provisions of law that are different from the provisions of this Regulation, such provisions shall automatically apply and regulate the operation of the company.

## **CHAPTER 8. EFFECTIVE DATE**

### **Article 98. Effective Date**

1. The internal regulation on the management of Kien Giang Import-Export Company consists of 08 Chapters and 98 Articles and takes effect from the date the Board of Directors signs the decision for promulgation.

2. Copies or extracts of the Internal Regulation on corporate governance must be signed by the Chairman of the Board of Directors.

**TM. BOARD  
CHAIRMAN**

