



SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

OPERATION REGULATIONS OF BOARD JOINT STOCK COMPANY KIEN GIANG IMPORT AND EXPORT



*(Promulgated together with Decision No.72/QĐ-XNK-HĐQT 18/5/2026 of
Board of Directors of Kien Giang Import-Export Joint Stock Company)*

An Giang, day 18 months 5 2026



JOINT STOCK COMPANY
KIEN GIANG IMPORT AND EXPORT
No.: 72/QD-XNK-HĐQT

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

DECISION

Promulgating the Regulation on Operation of the Board of Directors
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 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 Regulation on operation of the Board of Directors of Kien Giang Import-Export Joint Stock Company.

Article 2. This Decision takes effect from the date of signing and replaces Decision No. 64/QD-XNK-HĐQT dated May 31, 2021 of the Board of Directors of the Company on the promulgation of the Regulation on the operation of the Board of Directors of Kien Giang Import-Export Joint Stock Company.

Article 3. Members of the Board of Directors, the Board of Directors, the Chief Accountant of the Company, the Heads of Professional Departments, the Heads of Office Divisions, 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);
- The Board of Directors of the Company;
- Website: kigimex.com.vn;
- Save: VT, P.TCHC (T).

TM. BOARD
CHAIRMAN



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

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

REGULATION
ACTIVITIES OF THE BOARD OF DIRECTORS
KIEN GIANG IMPORT EXPORT JOINT STOCK COMPANY
(Issued together with Decision No. 72/QĐ-XNK-HĐQT 18/5/2026)

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope of regulation, subjects of application and interpretation of terms

1. Scope of regulation: The Regulation on operation of the Board of Directors stipulates the organizational structure of personnel, operating principles, powers and obligations of the Board of Directors and members of the Board of Directors in order to operate in accordance with the provisions of the Law on Enterprises, the Company's Charter, etc Internal regulations on corporate governance and other relevant provisions of law.

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

3. In this Regulation, the following terms shall be construed as follows:

a) *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 Charter of Kien Giang Import-Export Joint Stock Company;

b) *The Law on Enterprises* is the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its amendments and supplements;

c) *The Law on Securities* is the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and its amendments and supplements;

d) *An enterprise manager* is a company manager, including the Chairman of the Board of Directors, Vice Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, Chief Accountant of the Company and other positions appointed by the General Meeting of Shareholders;

e) *Related persons* are individuals or organizations specified in Clause 46, Article 4 of the Law on Securities;

f) *Shareholders* are individuals and organizations that own at least one share of a joint-stock company;

g) *Members of the Control Board* are Controllers;

h) *Non-executive members of the Board of Directors* are members of the Board of Directors who are not General Directors, Deputy General Directors, Chief Accountants as prescribed by the Company's Charter;

i) *Trade secrets* are information about the amount 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.;

k) *Trade secrets* are information obtained from financial and intellectual investment activities, which have not been disclosed and are capable of being used in business such as processes, formulas, samples, equipment or other types of information that are used in a certain period of time in the Company; technical information used in the process of producing goods; marketing, export or sales strategies, or methods of storing documents or business management processes and procedures, including software used for business activities, etc.

4. In this Regulation, references to one or several other regulations or documents include amendments, supplements or substitute documents.

5. The headings (Sections and Articles of this Regulation) are used to facilitate the understanding of the contents and do not affect the contents of this Regulation.

Article 2. Operating principles of the Board of Directors

1. The Board of Directors works on the principle of collectivity. Members of the Board of Directors are personally responsible for their work and jointly responsible to the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors for the development of the Company.

2. The Board of Directors assigns the General Director to organize the implementation of the resolutions and decisions of the Board of Directors.

CHAPTER II. BOARD MEMBERS

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

1. Members of the Board of Directors have full rights and responsibilities in accordance with the provisions of the Law on Enterprises, the Law on Securities, relevant laws and the Company's Charter, including the right to be provided with information and documents on the financial situation and business activities of the Company and its units.

2. Members of the Board of Directors have obligations under the provisions of the Law on Enterprises, the Company's Charter and the following obligations:

a) Perform their duties honestly and carefully 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, associates and other organizations;

d) Report to the Board of Directors at the nearest meeting 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 members of the Board of

Directors and related persons of such members; transactions between the Company and the Company in which a member of the Board of Directors is a founding member or a manager of the enterprise in the last 03 years before the time of transaction;

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

Article 4. Right to information of members of the Board of Directors

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors and other managers in the Company to provide information and documents on the financial situation and business activities of the Company and of units in the Company related to the performance of assigned tasks of members of the Board of Directors if notified by the Board of Directors through, and this information is not within the scope of the company's business secrets. 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. Business managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors. The order and procedures for requesting and providing information are specified in detail in the Internal Regulation on Corporate Governance.

Article 5. Number, tenure, and structure of members of the Board of Directors

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 for an unlimited number of terms.

3. In case all members of the Board of Directors end their term of office, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work.

4. Structure of members of the Board of Directors: The total number of non-executive members of the Board of Directors is at least 01 member.

Article 6. Criteria and conditions for members of the Board of Directors

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

a) Not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises and must meet the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises;

b) Having professional qualifications and experience in business administration or in the fields, branches and business lines of the Company and not necessarily being a shareholder of the Company;

c) 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;

d) In case an enterprise satisfies the conditions specified at Point b, Clause 1, Article 88 of the Law on Enterprises and subsidiaries of state-owned enterprises as prescribed in Clause 1, Article 88 of the Law on Enterprises, a member of the Board of Directors must not be a person with family relations of the General Director and other managers of the company; of the manager, the person competent to appoint the manager of the parent company;

dd) Other criteria and conditions as prescribed by the company's charter.

2. Independent members of the Board of Directors must meet the following criteria and conditions:

a) Not be a person who is working for the Company, the Parent Company or its subsidiaries; not being a person who has worked for the Company, the parent company or its subsidiaries for at least 03 consecutive years;

b) Not being a person who is receiving salary or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to as prescribed;

c) Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling is a major shareholder of the Company; being a manager of the Company or its subsidiaries;

d) Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Company;

dd) Not being a person who has been a member of the Board of Directors or the Control Board of the Company for at least 05 consecutive years, except for the case of being appointed for 02 consecutive terms;

e) Other criteria and conditions according to the Company's Charter and relevant laws.

3. An independent member of the Board of Directors must notify the Board of Directors that he or she no longer fully meets the criteria and conditions specified in Clause 2 of this Article and of course ceases to be an independent member of the Board of Directors from the date on which he or she fails to fully meet the criteria and conditions. The Board of Directors must notify the case in which the independent member of the Board of Directors no longer meets all the criteria and conditions at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receipt of the notice of the independent members of the relevant Board of Directors.

Article 7. Chairman of the Board of Directors

1. The Chairman 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 of the Company 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 activities 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) Supervising the process of organizing the implementation of resolutions and decisions of the Board of Directors;
- dd) Chairing the General Meeting of Shareholders;
- e) 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 submits a letter of resignation or is 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/she must authorize in writing another member of the Board of Directors to perform the rights and perform the obligations of the Chairman of the Board of Directors according to the principles specified in the Company's Charter. 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 an administrative-handling measure at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/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.

6. When deeming it necessary, the Board of Directors shall decide to appoint one (01) or more persons to act as the Secretary of the Company for the term of office as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary but not contrary to the current labor laws. The Company Secretary has the following rights and obligations:

- a) Supporting the organization of convening meetings of the General Meeting of Shareholders and the Board of Directors; recording meeting minutes;
- b) Assist members of the Board of Directors in exercising their assigned rights and obligations;
- c) Assisting the Board of Directors in applying and implementing the principles of corporate governance;
- d) Supporting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;

dd) Other rights and obligations as prescribed in the company's charter and internal regulations on corporate governance.

Article 8. Dismissal , dismissal, replacement of additional members of the Board of Directors

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

a) Failing to meet the criteria and conditions specified in Article 155 of the Law on Enterprises;

b) Have a letter of resignation and be approved;

c) Other cases specified in the Law on Enterprises and the Company's Charter.

2. Members of the Board of Directors shall still fully exercise 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:

- 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 their behavior.

- 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 establishments or are banned by the Court 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 Clause 3 of this Article.

3. In case a member of the Board of Directors has a letter of resignation/resignation, the specific order and procedures for receipt are as follows:

a) In order to notify the resignation/resignation, a member of the Board of Directors must send a letter of resignation/resignation to the Board of Directors, including the following principal contents:

- Resignation/resignation position;

- Reason for resignation/resignation;

- Effective time (specify the effective date);

- Signatures and full names of members of the Board of Directors.

b) The process of handling resignation/resignation of members of the Board of Directors specified at Point a of this Clause is as follows:

- The company discloses extraordinary information within 24 hours from the receipt of the letter of resignation/resignation;

- The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting to the members of

the Board of Directors within 07 (seven) working days from the date the Company receives the letter of resignation/resignation and at least three (03) working days before the date of the meeting;

- The Board of Directors meeting must be held no later than 10 working days from the date the Company receives the letter of resignation/resignation.

- + In case the Board of Directors approves the receipt of the resignation/resignation letter, the resignation/resignation of the member of the Board of Directors shall still exercise his/her rights and obligations until the General Meeting of Shareholders approves the decision to dismiss the member of the Board of Directors, except for the right to attend, voting at meetings of the Board of Directors and the right to receive remuneration of members of the Board of Directors;

- + In case the Board of Directors does not approve the receipt of the resignation/resignation letter, the resignation/resignation of the member of the Board of Directors shall continue to exercise his/her rights and obligations until the General Meeting of Shareholders approves the decision to dismiss the member of the Board of Directors. The Board of Directors must notify in writing clearly stating the reason for refusal to receive the letter of resignation/resignation to the member of the Board of Directors within 02 working days after the date of issuance of the decision.

- The Board of Directors' resolution on the receipt of the resignation/resignation letter must be disclosed irregularly within 24 hours from the issuance of the decision.

c) Members of the Board of Directors are not allowed to withdraw their letters of resignation/resignation, unless the Board of Directors decides not to accept the letters of resignation/resignation.

4. The General Meeting of Shareholders dismisses a member of the Board of Directors in the following cases:

- a) Not participating in activities of the Board of Directors for 06 consecutive months, except for force majeure cases;

- b) Other cases specified in the Law on Enterprises and the Company's Charter.

5. 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 4 of this Article.

6. 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 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 on which the number of members is reduced by more than one-third;

b) The number of independent members of the Board of Directors has decreased, failing to ensure the ratio as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises;

c) Except for the cases specified at Points a and b 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 9. Methods of electing, dismissing and dismissing members of the Board of Directors

1. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate and candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the Company's Charter. The nomination and nomination of persons to the Board of Directors shall be carried out as follows:

a) Ordinary shareholders who form groups to nominate or nominate persons to the Board of Directors must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders. 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% are nominated and nominated for a maximum of two (02) candidates; from 30% to less than 40% are nominated and nominated for a maximum of three (03) candidates; from 40% to less than 50% are nominated and nominated for a maximum of four (04) candidates; from 50% to less than 65% are nominated and nominated for a maximum of five (05) candidates; 65% or more are nominated and nominated for a maximum of seven (07) candidates. The nomination and candidacy of members of the Board of Directors are specified in detail in Clause 1, Article 49 of the Internal Regulation on Corporate Governance;

b) Based on the number of members of the Board of Directors specified in Clause 1, Article 26 of the Company's Charter and Clause 1, Article 5 of this Regulation, shareholders or groups of shareholders specified at Point a, Clause 1 of this Article are entitled to nominate or nominate one or several persons under the decision of the General Meeting of Shareholders as candidates for the Board of Directors.

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. Internal Regulations on Corporate Governance and 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 in the necessary number, the Board of Directors shall disclose information about the number of candidates of the Board of Directors that the required number of candidates is not enough within 05 days before the opening date of the General Meeting of Shareholders. The Board of Directors shall organize the nomination 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 fact that the incumbent Board of Directors organizes other shareholders to 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.

4. 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 members of the Board of Directors is determined according to the number of votes counted 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 reached. 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 of the election regulations or the Company's Charter.

5. The dismissal and dismissal of members of the Board of Directors shall be carried out by the General Meeting of Shareholders by voting (approve, disapprove, no opinion). The voting rate by voting method shall comply with Clause 2, Article 21 of the Company's Charter.

6. 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 as prescribed 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 shall comply with Clause 2, Article 21 of the Company's Charter.

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

1. In case a candidate for the Board of Directors has been identified as prescribed in Clause 1, Article 50 of the Internal Regulation on Corporate Governance, 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 must make 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 candidate announced includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work process;
- d) Other managerial titles (including the title of the Board of Directors of other companies);
- dd) Interests related to the Company and its related parties;
- e) Other information (if any) as prescribed in the Company's Charter;
- g) The company shall be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the Company of the candidate of the Board of Directors (if any).

2. The notification of the results of election, dismissal and dismissal of members of the Board of Directors shall comply with the guiding regulations on information disclosure.

CHAPTER III. BOARD

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is the managing agency of the Company, which has the full right to decide and exercise the rights and obligations of the Company on behalf of the Company, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.

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

- a) Decide on the Company's strategy, medium-term development plan and annual business plan;
- b) Proposals on the types of shares and the total number of shares entitled to be offered for sale of each type;
- c) Decision on sale of unsold shares within the number of shares entitled to be offered for sale of each type; decide to mobilize additional capital in other forms;
- d) Deciding on the selling price of the Company's shares and bonds;
- dd) Decide on share repurchase as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- e) To decide on investment plans and investment projects within their competence and limits as prescribed by law;
- g) To decide on strategies for market development, marketing and technology;
- h) Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions valued at 35% or more of the total value of assets stated in the Company's latest financial statements, except for contracts and transactions under

the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138. Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) Elect, dismiss and dismiss the Chairman of the Board of Directors and Vice Chairmen (if any); appointing, dismissing, signing and terminating contracts of the General Director and other important managers prescribed by the Company's Charter at the request of the Chairman of the Board of Directors; to decide on the salaries, remuneration, bonuses and other benefits of such managers at the proposal of the Chairman of the Board of Directors; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders in other companies, decide on the remuneration and other benefits of such persons;

k) Supervise and direct the General Director and other managers in running the Company's daily business;

l) Decide on the organizational structure, internal management regulations of the company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;

m) Approve programs and contents of documents for the general meeting of shareholders, convene the general meeting of shareholders or collect opinions for the General Meeting of Shareholders to approve the resolution;

n) Submit the audited annual financial statements to the General Meeting of Shareholders;

o) Proposing the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising in the course of business;

p) Propose the reorganization or dissolution of the company; request for bankruptcy of the Company;

q) Decide to promulgate the Regulation on operation of the Board of Directors and the Internal Regulation on corporate governance after being approved by the General Meeting of Shareholders; Regulations on information disclosure of the Company;

r) Request the General Director, Deputy General Director and other managers in the Company to provide information and documents on the financial situation and business activities of the Company and its units. Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors. The order and procedures for requesting and providing information are specified in the Internal Regulation on Corporate Governance;

t) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company's Charter, and the Company's internal regulations on corporate governance.

3. The Board of Directors must report to the General Meeting of Shareholders the results of the Board of Directors' activities as prescribed in Article 280 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.

4. The Board of Directors approves resolutions and decisions by voting at meetings, collecting opinions in writing or other forms prescribed by the Company's Charter. Each Board member has one vote.

5. In case the resolution or decision adopted by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders or the Company's Charter, causing damage to the Company, the members who endorse the adoption of such resolution or decision must be jointly and severally responsible for the resolution or decision. decision and must compensate the Company for damages; Members who object to the passage of the above-mentioned resolutions or decisions are exempt from liability. In this case, the shareholders of the Company have the right to request the Court to suspend the implementation or cancel the above-mentioned resolution or decision.

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

1. The Board of Directors approves contracts and transactions with a value of less than 35% or transactions resulting in the total value of transactions arising within 12 months from the date of making the first transaction with a value of less than 35% of the total value of assets recorded in the latest financial statements or a ratio, other values smaller as prescribed in the Company's Charter between the Company and one of the following entities:

- Members of the Board of Directors, members of the Control Board, General Director, other managers and related persons of these subjects;
- Shareholders and authorized representatives of shareholders who own more than 10% of the total ordinary share capital of the Company and their related persons;
- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The Board of Directors approves contracts, borrowing, lending or sale of assets with a value of less than or equal to 10% of the total value of assets of the enterprise stated in the latest financial statements between the Company and shareholders owning 51% or more of the total voting shares or related persons of such shareholders.

3. The representative of the Company signing a contract or transaction must notify the members of the Board of Directors and members of the Control Board of the objects related to 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 the contract or transaction within 15 days from the date of receipt of the notice, unless the Company's Charter stipulates a different 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.

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

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors and members of the Control Board is less than the minimum number of members as prescribed by law;
- c) At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request for convening the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficiently collected signatures of relevant shareholders;
- d) At the request of the Supervisory Board;
- dd) Other cases as prescribed by law and the Company's Charter.

2. Convening an extraordinary General Meeting of Shareholders

The Board of Directors must determine the opening date of the General Meeting of Shareholders within 60 days from the date on which the number of members of the Board of Directors or the remaining members of the Control Board is less than the minimum number of members as prescribed in the Company's Charter or the request specified at Points c and d, Clause 1 of this Article is received.

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

- a) Prepare a list of shareholders eligible to participate and vote/vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders if the Company's Charter does not stipulate a shorter time limit. The company must disclose information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;
- b) Prepare the program and content of the congress;
- c) Preparing documents for the congress;
- d) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;
- dd) Determination of the time and place of the congress;
- e) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
- g) Other tasks in service of the congress.

Article 14. Subcommittees assisting the Board of Directors

1. When deemed necessary, the Board of Directors may establish other subcommittees to be in charge of development policies, human resources, compensation, 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. Independent members of the Board of Directors/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. 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 of subcommittees under the Board of Directors must be in accordance with current legal provisions and the provisions of the Company's Charter and Internal Regulations on corporate governance.

CHAPTER IV. BOARD MEETING

Article 15. Board Meetings

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 must meet at least once a quarter and may hold extraordinary meetings.

3. 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 Supervisory 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.

4. The proposal specified in Clause 3 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.

5. 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 the Company receives the proposal specified in Clause 3 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 at the request of the Chairman of the Board of Directors, 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.

6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least 03 working days before the date of the meeting if the Company's Charter does not provide otherwise. 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 meeting of the Board of Directors 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 or directly to each member of the Board of Directors via electronic means.

7. The Chairman of the Board of Directors or the convener shall send notices of invitation to meetings and enclosed documents to members of the Control Board as for members of the Board of Directors.

Members of the Control Board have the right to attend meetings of the Board of Directors; have the right to discuss but not vote.

8. A meeting of the Board of Directors shall be 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 meeting date. 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.

9. 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 meetings and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote through online conferences, electronic voting or other electronic forms;
- d) Send voting ballots to the meeting by mail, fax, email;
- dd) Send the voting slip by other means as prescribed by law (if any).

10. In case of sending voting papers to the meeting by mail, the voting papers must be contained in sealed envelopes and must be 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.

11. Voting

a) Except for the provisions of Point b, Clause 11, Article 30 of the Company's Charter, 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 a person related to that member has an interest 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 of the Company's Charter, when an issue arises at a meeting related to the interests or voting rights of a member of the Board of Directors but such member does not voluntarily waive the voting right, the decision of the chairman shall be the final decision. 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) Members of the Board of Directors who benefit from a contract specified at Points a and b, Clause 6, Article 43 of the Company's Charter are considered to have significant interests in such contract;

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

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been concluded or is about to be concluded with the Company and knows himself or herself as a person with an interest in it is responsible for disclosing this interest at the first meeting of the Board discussing the conclusion of this 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.

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

14. Resolutions and decisions of the Board of Directors shall be adopted if they are approved by the majority (more than 1/2) of the members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

15. 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.

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.

16. 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 submission. 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 16. Board Meeting Minutes

1. Board meetings must be recorded and may 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;
- dd) Issues to be discussed and voted on at the meeting;
- e) Summarizing the opinions of each member attending the meeting in the order 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 presiding judge and the person making the record, except for the case specified in Clause 2 of this Article.

2. In case the chairperson or the person taking the minutes refuses to sign the minutes of the meeting but 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, dd, e, g and h, Clause 1 of this Article, this record shall take effect.

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

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

5. 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.

CHAPTER V. REPORTING AND DISCLOSURE OF BENEFITS

Article 17. Annual Report Submission

1. At the end of the fiscal year, the Board of Directors must submit the following report to the General Meeting of Shareholders:

- a) Report on the Company's business results;
- b) Financial statements;
- c) Report on the evaluation of the management and administration of the Company;
- d) Appraisal report of the Supervisory Board.

2. The report specified at Points a, b and c, Clause 1 of this Article must be sent to the Control Board for appraisal at least 30 days before the opening date of the Annual General Meeting of Shareholders.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Supervisory Board and the audit report must be kept at the Company's head office at least 10 days before the opening date of the Annual General Meeting of Shareholders. Shareholders who own shares of the Company for at least 01 consecutive year have the right to directly review the report specified in this Article by themselves or together with lawyers, accountants and auditors with practicing certificates.

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

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 salaries, work remuneration and bonuses. The total salary, remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The 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 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 incurred in the performance of their duties 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 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.

Article 19. Disclosure of related benefits

In case the Company's Charter does not contain other stricter provisions, the disclosure of the Company's interests and related persons shall comply with the following provisions:

1. Members of the Board of Directors of the Company must declare to the Company their related interests, including:

a) Name, enterprise code, address of the head office, business lines of the enterprise in which they own contributed capital or shares; the percentage and time of ownership of such contributed capital or shares;

b) Name, enterprise code, address of the head office, business lines of the enterprise in which their related persons jointly own or separately own the contributed capital or shares of more than 10% of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date on which related benefits arise; the amendment and supplementation must be notified to the Company within 07 working days from the date of the corresponding amendment and supplement.

3. Members of the Board of Directors who perform work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and shall only be performed when approved by the majority of the remaining members of the Board of Directors; if it is carried out without declaration or approval of the Board of Directors, all income obtained from such activity belongs to the Company.

CHAPTER VI. RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 20. Relationship between Board Members

1. The relationship between members of the Board of Directors is a coordination relationship, the members of the Board of Directors are responsible for informing each other about relevant issues in the process of handling the assigned work.

2. In the course of handling work, the member of the Board of Directors assigned to be in charge of the main responsibility must take the initiative in coordinating in handling, if there is a problem related to the field in charge of another member of the Board of Directors. In case there are still different opinions among the members of the Board of Directors, the members shall have the main responsibility to report to the Chairman of the Board of Directors for consideration and decision according to their competence or organize meetings or collect opinions

of members of the Board of Directors in accordance with law. The Company's Charter and this Regulation.

3. In case of reassignment between members of the Board of Directors, the members of the Board of Directors must hand over relevant work, dossiers and documents. This handover must be made in writing and reported to the Chairman of the Board of Directors on such handover.

Article 21. Relationship with the Executive Board

As a manager, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of the resolutions.

Article 22. Relationship with the Supervisory Board

1. The relationship between the Board of Directors and the Supervisory Board is a coordinated relationship. The working relationship between the Board of Directors and the Supervisory Board is on the principle of equality and independence, and at the same time closely coordinates and supports each other in the process of performing tasks.

2. Upon receipt of inspection records or general reports of the Control Board, the Board of Directors shall study and direct relevant departments to formulate plans and make timely corrections.

CHAPTER VII. IMPLEMENTATION PROVISIONS

Article 23. Enforcement effect

1. The Regulation on operation of the Board of Directors of Kien Giang Import-Export Joint Stock Company consists of 07 Chapters and 23 Articles and takes effect from the date the Board of Directors signs the decision for promulgation.

2. In case there are provisions in this Regulation that are inconsistent and/or contrary to the Charter and Internal Regulations on corporate governance, the Law on Enterprises and current laws, they shall be understood and applied in accordance with the Charter, Internal Regulations on corporate governance and current laws.

3. All amendments and supplements to this Regulation shall be submitted by the Board of Directors to the General Meeting of Shareholders of the Company for consideration and decision./.

**TM. CHAIRMAN'S BOARD OF
DIRECTORS**