

## REPORT TO THE GENERAL MEETING OF SHAREHOLDERS

*About: Approval of financial statements, 2025 operation report and 2026 plan*

To: General Meeting of Shareholders

The Board of Directors would like to send to shareholders the financial statement for 2025; business situation in 2025 and production and business plan in 2026

### A. FINANCIAL STATEMENTS AND OPERATIONS IN 2025

#### I. Some key indicators in the audited financial statements for 2025

Criteria	Year 2024	Year 2025	% change
Total Asset Value	33,812,638,327.00	19,950,196,700	-41%
Net Revenue	22,619,246,102	114.855.617.422	407.78%
Profit from business activities	(19,544,643,446)	(14.710.668.267)	
Other Profits			
Profit before tax	(19,544,643,446)	(14.710.668.267)	
Profit after tax	(19,544,643,446)	(14.710.668.267)	
Dividend-paying profit ratio	-	-	
Remuneration of the Board of Directors and Supervisory Board	0	-	

#### Auditor's Opinion on Separate Financial Statements

*"In our opinion, the consolidated financial statements mentioned have honestly and reasonably reflected the material aspects of the consolidated financial situation of Giai Phong Motor Joint Stock Company as of December 31, 2025 as well as the consolidated business results and consolidated cash flows for the fiscal year ending on the same day, in accordance with accounting standards, Vietnamese corporate accounting regimes and legal regulations related to the preparation and presentation of consolidated financial statements"*

#### II. Influencing factors and results achieved in 2025

- 2025 is the year of high growth in the automobile market, car sales will reach a record level compared to 2024 with over 604,000 vehicles sold. Car sales increased by over 20% over the same period in 2024.
- In 2025, the Company will continue to exploit the strengths of traditional partners (FAW) to deploy the production and assembly of Diesel cars. Sales revenue will reach over VND 100 billion, an increase of more than 5 times compared to 2024. However, due to the Company's lack of working capital, most of the products are processed to order, leading to low gross profit per car, not enough to offset the high financial costs, leading to business results that continue to be negative.
- In 2025, the Ministry of Industry and Trade will conduct periodic inspections of the factory and confirm that the Giai Phong Automobile Factory maintains the conditions for manufacturing and assembling automobiles according to the issued License.

- In 2025, the Company and major investors and shareholders have contacted a number of electric car suppliers to prepare for the production and assembly of electric car products at Giai Phong Automobile Factory.
- In the same year, the Company and investors completed procedures for buying back bad debts at Eximbank. This is the last bad debt of the Company. Thus, by the end of 2025, the Company will no longer have bad debts at the bank. 100% of the Company's debts are owed to individuals.

### III. Report on the implementation of the charter capital increase:

At the Extraordinary General Meeting of Shareholders in 2025, the General Meeting of Shareholders approved a resolution on the investment plan to upgrade the Automobile Factory to increase the Company's charter capital by VND 200 billion in the form of a private placement of shares.

Implementing the Resolution of the General Meeting of Shareholders, the Board of Directors has submitted a dossier of private placement of shares to 4 professional investors in accordance with the provisions of the Law and Resolution No. 02/2025/NQ-ĐHDCĐ to the SSC. Currently, the SSC is in the process of reviewing the Company's issuance dossier.

## B. PRODUCTION AND BUSINESS PLAN IN 2026

### I. Bases for formulation of the 2026 plan

- The Government's orientation for the development of clean energy means of transport
- The orientation of major shareholders in the transition to the production and assembly of electric car products.

### II. Objectives of the 2026 Plan

#### 1. Automotive production and production field:

- In 2026, invest and expand factories to apply for permission to manufacture and assemble electric cars (Commercial vehicles, moving forward to expand to passenger cars)
- During the investment period, continue to produce the Company's traditional car products (gasoline and diesel engine trucks)

#### 2. Financial Sector

- Completed the increase of charter capital through private placement to serve the Company's development goals
- Increase charter capital through debt-to-capital conversion.

#### 3. Other issues: Changing and supplementing the Company's management and administration apparatus to meet the Company's new development requirements

### III. Plan targets

STT	CRITERIA	UNIT	VALUE
1	Sales	Pcs	500
2	Revenue	VND	235.000.000.000
3	Gross profit from automobile production and business activities	VND	23.500.000.000
5	<b>Gross Profit</b>	<b>VND</b>	<b>23.500.000.000</b>
6	Cost	VND	10.000.000.000
7	<b>Profit before tax</b>	<b>VND</b>	<b>13.500.000.000</b>

### IV. Total remuneration of the Board of Directors and the Supervisory Board

TT	Title	Q'ty	Salary and Remuneration	Number of months	Into money (million VND)
<b>I</b>	<b>Board of Directors</b>				<b>600.000.000</b>
1	Chairman of the Board of Directors	1	20.000.000	12	240.000.000
2	Member of the Board of Directors (Full-time)	2	10.000.000	12	240.000.000
3	Member of the Board of Directors (Part-time)	2	5.000.000	12	120.000.000
<b>II</b>	<b>Supervisory Board</b>				<b>240.000.000</b>
1	Head of the Supervisory Board	1	10.000.000	12	120.000.000
2	Member of the Supervisory Board	2	5.000.000	12	120.000.000
	<b>Total</b>				<b>840.000.000</b>

**V. RESPECTFULLY SUBMITTED TO THE GENERAL MEETING OF SHAREHOLDERS:**

1. Approved the report on production and business activities in 2025 and the production and business plan in 2026 as presented
2. Authorization to the Board of Directors:
  - Work with the Company's individual creditors and develop a plan to increase the company's charter capital by converting debt into capital and submit it to the General Meeting of Shareholders for consideration and approval.
  - Approve and spend salaries of the Company's managerial positions in accordance with the law.
  - If there is a change in the number of full-time/part-time members of the Board of Directors, the salary fund and remuneration fund will be changed accordingly. The settlement of the salary fund implemented in 2026 will be carried out in accordance with the Company's production and business results and current regulations.

Best regards.

GIAI PHONG MOTOR JOINT STOCK COMPANY

Chairman



Nguyen Duy Kien

Recipients:

- Shareholders;
- Board of Directors, Supervisory Board
- SSC and the Department of Education and Training (for disclosure)
- Save

**STATEMENT**  
**Regarding the approval of the Internal Regulation on corporate governance of**  
**Giai Phong Motor Joint Stock Company**

**To: Annual General Meeting of Shareholders in 2026**  
**Giai Phong Motor Joint Stock Company**  
*Pursuant to the Law on Enterprises No. 76/2025/QH15*  
*Pursuant to the Charter of organization and operation of Giai Phong Automobile Joint*  
*Stock Company;*

The Board of Directors of the Company respectfully submits to the Annual General Meeting of Shareholders in 2026 for approval:

1. Amendments to the Charter with the following contents

Current content	Adjustments
The company has 01 legal representative, including: 1. Chairman of the Board of Directors	The company has 01 legal representative, including 1. General Director

The new Charter will take effect immediately after the General Meeting of Shareholders approves.

2. Promulgating the Internal Regulation on corporate governance of Giai Phong Motor Joint Stock Company - Code: QC-QTNB-01/2026/GGG (The content of the regulation is in the attached Appendix).

Respectfully submit to the General Meeting of Shareholders for consideration and approval./.

**Recipients:**

- As above;
- Member of the Board of Directors;
- The Supervisory Board;
- Save: Vice President, Board of Directors.

**CHAIRMAN**  
  
**Nguyễn Duy Kien**

**STATEMENT**

**Approving the list of auditing organizations approved to audit the financial statements in  
2026 of Giai Phong Motor Joint Stock Company**

**To: Annual General Meeting of Shareholders in 2026  
Giai Phong Motor Joint Stock Company**

*Pursuant to the Law on Enterprises No. 76/2025/QH14 dated and guiding documents;  
Pursuant to the Law on Independent Audit No. 67/2011/QH12 dated 29/3/2011 and guiding  
documents;  
Pursuant to the Charter of organization and operation of Giai Phong Automobile Joint Stock  
Company;*

The Supervisory Board respectfully submits to the Annual General Meeting of Shareholders in 2026 for consideration and approval of the list of auditing organizations approved to audit and review the financial statements of Giai Phong Motor Joint Stock Company for the fiscal year 2026, specifically as follows:

**1. Criteria for selecting an independent audit organization:**

- Being a reputable auditing organization, operating in Vietnam, on the list of auditing organizations approved to perform audits for units with public interests in 2026 announced by the Ministry of Finance.
- The audit organization must have a team of highly qualified auditors with experience in auditing financial statements in the field of automobile production and trading and other related activities.
- The audit organization has a reasonable and competitive audit service fee in accordance with the audit content, scope, quality and progress.
- The audit organization has no conflict of interest when providing audit services to Giai Phong Automobile Joint Stock Company.

**2. List of approved auditing organizations:**

Based on the above selection criteria, the Supervisory Board proposes and recommends the General Meeting of Shareholders:

2.1. Approve the list of auditing organizations approved to audit and review the Company's 2026 financial statements, including the following auditing organizations:

- ✓ Nhan Tam Viet Auditing Co., Ltd.
- ✓ NVA Auditing Co., Ltd. – Northern Branch
- ✓ PKF Vietnam Co., Ltd. (PKF Vietnam)

2.2. Authorize the Board of Directors of the Company to carry out the necessary procedures as prescribed to select one of the auditing firms on the above list to audit and review the financial statements for the fiscal year 2026 of Giai Phong Automobile Joint Stock Company.

Sincerely,

**Recipients:**

- As above;
- Board of Directors;
- General Director;
- KSV;
- Save BKS, VT.

**TM. SUPERVISORY BOARD**



**Internal Regulations on Corporate Governance**  
**GIAI PHONG MOTOR JOINT STOCK**  
**COMPANY**

**Document code: QC-QTNB-01/2026/GGG**

**Day ..... Month ..... 2026**

<b>Title:</b> Internal regulations on corporate governance of Liberation Automobile Joint Stock Company  <i>(This Regulation was approved by the Annual General Meeting of Shareholders in 2026 on .../.../2026 and issued together with Decision No. ....//GGG/QD-HDQT dated ...../...../2026 of the Board of Directors)</i>	<b>Code:</b> QC-QTNB-01/2026/GGG			
<b>The content of the material:</b>  This Regulation stipulates and guides the order of carrying out a number of procedures related to the internal management of agencies in Liberation Automobile Joint Stock Company, including: General Meeting of Shareholders, Board of Directors, Supervisory Board, Business				
<b>Update history</b>				
<b>Versions</b>	<b>Changes in documentation</b>	<b>Date</b>	<b>Draft</b>	<b>Approvals</b>
V01	New construction	.../.../2026	Board of Directors	Board of Directors



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## CHAPTER I: GENERAL PROVISIONS

### Điều 1. Explanation of terminology

Unless otherwise specified, the words in this Internal Regulation on corporate governance of Liberation Automobile Joint Stock Company shall be construed as follows:

1. **"Company"** means Liberation Automobile Joint Stock Company;
2. **"Shareholder"** means a person who owns at least one issued share of the Company and is listed in the Register of Shareholders of the Company;
3. **"Regulation"** means the internal regulation on corporate governance of this Liberation Automobile Joint Stock Company;
4. **"Law on Enterprises"** is the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on June 17, 2020;
5. **"Law on Securities"** is the Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26, 2019;
6. **"Charter"** means the Charter of Liberation Automobile Joint Stock Company approved by the General Meeting of Shareholders on ....../.../2026;
7. **"Decree 155"** means 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;
8. **"Circular 116"** means Circular 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 in Decree No. 155/2020/ND-CP;
9. **"General Meeting of Shareholders"** hereinafter referred to as the General Meeting of Shareholders;
10. **"Board of Directors"** hereinafter referred to as the Board of Directors;
11. **"Supervisory Board"** hereinafter referred to as Supervisory Board;
12. **"General Director"** hereinafter abbreviated as General Director;
13. **"Enterprise manager"** means the Chairman of the Board of Directors, members of the Board of Directors, General Director;
14. **"Business Executive"** or **"Executive"** means the General Director, Deputy General Director, Functional Directors and Chief Accountant.

### Điều 2. Bases for construction, scope of adjustment and subjects of application

1. The internal regulations on corporate governance of Liberation Automobile Joint Stock Company are developed and promulgated in accordance with the requirements of the law on public companies in accordance with the Law on Enterprises, the Law on Securities, Decree 155, Circular 116, the Company's Charter and other relevant legal provisions. At the same time, the Regulation is considered and applies good practices, widely accepted in the world on corporate governance in accordance with the conditions in Vietnam and the context of the Company.
2. This Regulation stipulates 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.

3. This Regulation applies to members of the Board of Directors, the Supervisory Board, the General Director and related persons.

### **Điều 3. Objectives and principles of corporate governance**

Corporate governance is a set of procedures and processes under which the Company is governed and controlled in order to make the Company's governance process transparent and demonstrate the Company's commitment to effective governance in accordance with the Company's mission, vision and core values. The Company's governance principles include:

1. Comply with legal regulations;
2. Respect business ethics;
3. Ensuring the interests of shareholders, fair treatment among shareholders;
4. Ensure an effective governance structure;
5. Ensuring the role of persons with interests related to the Company;
6. Transparency in the Company's operations;
7. The Board of Directors orients, leads and supervises the Company; and
8. The Supervisory Board effectively monitors the Company's activities.

## **CHAPTER II: GENERAL MEETING OF SHAREHOLDERS**

### **Điều 4. Roles, rights and obligations of the General Meeting of Shareholders**

#### **1. Role of the General Meeting of Shareholders**

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

#### **2. Rights and obligations of the General Meeting of Shareholders**

- a) Except for other rights and obligations specified in this Regulation, the Charter and law, the General Meeting of Shareholders of the Company has the rights and obligations specified in Article 15 of the Company's Charter.
- b) The contents approved in the previous Resolutions of the General Meeting of Shareholders have not been implemented, the Board of Directors must report to the General Meeting of Shareholders at the nearest annual meeting. In case there is a change in the content under the decision-making authority of the General Meeting of Shareholders, the Board of Directors must submit it to the General Meeting of Shareholders at the nearest meeting for approval before implementation.

### **Điều 5. Order and procedures for meeting the General Meeting of Shareholders to approve resolutions in the form of voting at the General Meeting of Shareholders**

#### **1. Competence to convene the General Meeting of Shareholders**

- a) The Board of Directors convenes the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary meeting of the General Meeting of Shareholders in the cases specified in Clause 4, Article 14 of the Company's Charter.
- b) The Supervisory Board has the right to convene an extraordinary meeting of the General Meeting of Shareholders in the case specified at Point b, Clause 4, Article 14 of the Company's Charter.

- c) Shareholders or groups of shareholders specified in Clause 3, Article 12 of the Company's Charter have the right to convene an extraordinary General Meeting of Shareholders in the case specified at Point c, Clause 4, Article 14 of the Company's Charter.

**2. Make a list of shareholders entitled to attend the meeting**

- a) The convener of the General Meeting of Shareholders is responsible for making a list of shareholders entitled to attend the meeting.
- b) The list of shareholders entitled to attend the General Meeting of Shareholders shall be made based on the Company's shareholder register and must be made no later than 10 (ten) days before the date of sending the invitation to the General Meeting of Shareholders or according to another time limit specified in the Company's Charter.

**3. Announcement on the closing of the list of shareholders entitled to attend the General Meeting of Shareholders**

The Company discloses information about the closing of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before the last registration date.

**4. Notice of convening the General Meeting of Shareholders**

Comply with the provisions of Clause 3, Article 18 of the Company's Charter.

**5. Agenda and contents of the General Meeting of Shareholders**

- a) The convener of the General Meeting of Shareholders must prepare the agenda and contents of the meeting.
- b) Shareholders or groups of shareholders specified in Clause 3, Article 12 of the Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal shall comply with the provisions of Article 18 of the Charter and the following provisions:

The proposal for issues to be included in the agenda of the General Meeting of Shareholders must be made in writing and must be sent to the Company at least 07 (seven) working days before the opening date of the General Meeting of Shareholders. A written proposal for issues to be included in the agenda of the General Meeting of Shareholders must include the following information:

- (i) Full name of the shareholder, permanent address, nationality, number of citizen identity card/identity card/passport or other legal personal identification for individual shareholders; Name, enterprise code or establishment decision number, address of the head office for shareholders being organizations;
  - (ii) The number of each type of shares of shareholders;
  - (iii) The issue of recommendations to be included in the meeting agenda;
  - (iv) Reasons for making recommendations;
  - (v) Signatures of shareholders for individual shareholders; The signature of the legal representative of the shareholder and the seal of the legal entity for the shareholder being an organization.
- c) The convener of the General Meeting of Shareholders has the right to reject the shareholders' proposals in the cases specified in Clause 5, Article 18 of the Company's Charter and in case the proposals are sent in contravention of the provisions of Point b of this Clause.

- d) Except for the case specified at Point c of this Clause, the convener of the General Meeting of Shareholders must accept and include the proposals specified at Point b of this Clause in the tentative agenda and contents of the meeting; the proposal shall be officially added to the program and content of the meeting if approved by the General Meeting of Shareholders.

#### **6. Authorization of the representative to attend the General Meeting of Shareholders**

- a) Shareholders who do not directly attend the General Meeting of Shareholders may authorize others to attend. The authorization shall comply with Clause 2, Article 16 of the Company's Charter.
- b) Shareholders or authorized representatives of shareholders may send information about the power of attorney to the person in charge of corporate governance in advance before the opening date of the meeting.

#### **7. How to register to attend the General Meeting of Shareholders**

- a) The Shareholder Eligibility Examination Committee or a department/individual appointed by the Convener of the General Meeting of Shareholders shall be responsible for registering to attend the General Meeting of Shareholders.
- b) The registration to attend the General Meeting of Shareholders includes the registration of shareholders and authorized representatives of shareholders to attend before the opening of the General Meeting of Shareholders. Shareholders or authorized representatives of shareholders who attend the General Meeting of Shareholders late have the right to register and then have the right to participate and vote right at the meeting. Registration and voting are only conducted before the votes are counted.
- c) Shareholders or authorized representatives of shareholders must present personal documents and prove their right to attend the meeting when registering to attend the General Meeting of Shareholders, including: identity card/citizen identity card, passport or copy of business registration certificate, notice of invitation to the meeting and power of attorney (in case of authorization). Registration is done at the meeting venue.
- d) Shareholders must comply with all internal rules and regulations of the Company during the process of registering to attend the meeting. In case of violation or intentional disruption, the Company reserves the right to use appropriate measures to ensure that the registration process for other parties is carried out normally. If a shareholder causes damage to the Company and/or a third party, he or she must pay compensation in accordance with the law.
- e) The Shareholder Eligibility Examination Committee or the department/individual appointed by the Board of Directors is responsible for checking and notifying the number of shareholders attending the meeting that meet the minimum attendance rate as prescribed. This ratio is announced immediately after the end of shareholder registration and before shareholders vote.

#### **8. Conditions**

Comply with the provisions of Article 19 of the Company's Charter.

#### **9. Form of approving the resolution of the General Meeting of Shareholders**

Unless otherwise provided for in the Charter and law, the resolutions of the General Meeting of Shareholders on the following issues must be approved by voting at the General Meeting of Shareholders:

- a) Amending and supplementing the contents of the Company's Charter;
- b) Company's development orientation;
- c) Type of shares and total number of shares of each type;
- d) Election, dismissal and dismissal of members of the Board of Directors and Controllers;
- e) Decision 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, unless the Company's Charter stipulates other ratios or values;
- f) Approval of annual financial statements;
- g) Reorganization and dissolution of the Company.

#### **10. How to vote**

- a) The vote counting committee selected by the General Meeting of Shareholders on the recommendation of the Chairman shall be responsible for counting the votes of the general meeting.
- b) When registering to attend the General Meeting, each shareholder or authorized representative of a shareholder with voting rights will be issued a voting card, voting slip and election slip (if any) on which the registration number, full name of the shareholder, full name of the authorized representative of the shareholder and the number of votes of that person.
- c) For public voting issues, including: Through the selection of the Presiding Board (or equivalent agency), the Vote Counting Committee; Adopt the Meeting Agenda; Through the Resolution, Minutes of the meeting, etc., the shareholder or the authorized representative of the shareholder shall conduct a public vote by holding up the voting card under the control of the Chairman. Voting cards will not be collected in the ballot box.
- d) For secret ballot issues:
  - (i). Vote by voting slip for important issues submitted to the General Meeting of Shareholders for comments according to reports, proposals and proposals at the meeting and collected into the ballot box. For each voting issue printed on the ballot there are options of Approval/Disapproval/No opinion; or/and
  - (ii). Election by Vote (if any) for the election of members of the Board of Directors and Controllers. This ballot will be collected in the ballot box.
  - (iii). The Chairman and/or Head of the Vote Counting Committee shall be responsible for guiding the manner of voting and voting at each General Meeting of Shareholders.
  - (iv). In case of sending votes to the meeting by mail, the votes must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. The ballot must only be opened in the presence of all attendees and must be immediately placed in the ballot box.

#### **11. How votes are counted**

- a) For issues of public voting at the Congress:

The number of cards approving the resolution is checked first, the number of cards not endorsing the resolution is checked later, and finally counting the total number of shares in favor or against to decide. The Chairman announces immediately after voting on that

issue.

b) For secret ballot issues:

- (i). The vote counting committee must collect votes/election papers after the General Meeting of Shareholders votes and then count the votes. The vote counting committee must not cross out or correct the received ballots. For invalid votes, the Vote Counting Committee must keep them separately and explain the reason for invalidity in case they are requested by shareholders or the Chairman.
- (ii). The Company may use third-party software or services to conduct vote counting. When applying this method, the Vote Counting Committee must closely supervise the vote counting process and take responsibility before the General Meeting of Shareholders for the accuracy of the vote counting results.
- (iii). For sensitive matters, if the shareholders request and are approved by the General Meeting of Shareholders, the Company must appoint a neutral organization to collect and count votes.
- (iv). After counting the votes, the Vote Counting Committee must make a vote counting record for the Head of the Vote Counting Committee to announce before the Congress. After the conclusion of the General Meeting of Shareholders, the Vote Counting Committee shall ensure that all Votes/Election Papers and Vote Counting Minutes shall be handed over to the Company's Administrator for storage in accordance with the Company's confidentiality and archival regulations.

**12. Conditions for the resolution to be passed**

Comply with the provisions of **Article 21 of the** Company's Charter.

**13. Announcement of vote counting results**

The results of the vote counting shall be announced by the Chairperson or a person designated by the Chairperson immediately before the closing of the meeting.

**14. How to object to the resolution of the General Meeting of Shareholders**

- a) In case a shareholder objects to the resolution of the General Meeting of Shareholders on the reorganization of the Company or the change of rights and obligations of the shareholders specified in the Company's Charter as prescribed in Article 132 of the Law on Enterprises, such shareholder must make a document, clearly stating the name, address, code of attendance and contents, reasons for objection and send to the Board of Directors of the Company immediately after the vote counting results are announced or within 10 (ten) days from the date the General Meeting of Shareholders approves the resolution on the objected issues.
- b) Within the time limit specified at Point a of this Clause, shareholders who object to the resolution of the General Meeting of Shareholders at Point a of this Clause also have the right to request the Company to repurchase their shares. In that case, in the written objection to the resolution of the General Meeting of Shareholders, in addition to the contents as required at Point a of this Clause, there must be the following contents: the number of shares of each type, the intended price to be sold, the reason for requesting the Company to redeem them.
- c) The settlement of share repurchase at the request of shareholders at Point b of this Clause shall comply with the provisions of the Company's Charter and law.

**15. Making the Minutes of the General Meeting of Shareholders**



- a) The secretary of the General Meeting of Shareholders is responsible for recording all developments of the General Meeting, making minutes and requesting the General Meeting of Shareholders to approve 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. The minutes shall be made in Vietnamese and must include the contents specified in Article 23 of the Company's Charter.
- b) The minutes of the General Meeting of Shareholders, enclosed with the appendix to the list of shareholders, the written authorization to attend, the voting slip, the vote counting minutes, the full text of the resolution passed at the General Meeting, the documents enclosed with the invitation letter and the documents distributed at the General Meeting must be kept at the Company's head office.

#### **16. Announcement of the Resolution of the General Meeting of Shareholders**

The minutes of the General Meeting of Shareholders must be published on the Company's website and disclosed through the Stock Exchange and the State Securities Commission within twenty-four (24) hours in accordance with the law on securities and sent to all shareholders within fifteen (15) days from the end of the meeting. In case the Company has a website, the sending of the Minutes of the meeting and the minutes of vote counting may be replaced by posting on the Company's website.

#### **Điều 6. Order and procedures for meeting the General Meeting of Shareholders to approve resolutions in the form of collecting written opinions**

##### **1. Cases in which written opinions can and cannot be consulted**

The Board of Directors has the right to collect shareholders' opinions in writing to approve the decision of the General Meeting of Shareholders at any time if it deems it necessary for the interests of the Company in accordance with the provisions of the Company's Charter, except for the contents that must be approved at the meeting as prescribed in Clause 9, Article 5 of this Regulation and the Company's Charter.

##### **2. Order and procedures for the General Meeting of Shareholders to approve the resolution in the form of collecting written opinions**

- a) The order of collecting opinions by shareholders in writing shall comply with Article 22 of the Company's Charter after the resolution of the Board of Directors on the application of the form of written opinion gathering.
- b) In this case, the Board of Directors will establish a Vote Counting Committee. The minimum vote counting committee includes: Chairman of the Board of Directors, Head of the Supervisory Board and a secretary member. In which, the Chairman of the Board of Directors is the Head of the Vote Counting Committee.
- c) The opinion poll that has been answered, the vote counting record, the full text of the approved resolution and relevant documents enclosed with the opinion paper must be kept at the head office of the Company.

#### **Điều 7. Order and procedures for meeting the General Meeting of Shareholders to approve resolutions in the form of online conferences or face-to-face conferences combined with online**

Comply with the provisions of the *Regulation on online meetings of the General Meeting of Shareholders and electronic voting* issued together with this Regulation.

## **CHAPTER III: BOARD**

### **Điều 8. Roles, rights and obligations of the Board of Directors, responsibilities of members of the Board of Directors**

#### **1. Role of the Board of Directors**

The Board of Directors is the management agency of the Company, 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. Rights and obligations of the Board of Directors**

The Board of Directors of the Company has the rights and obligations specified in Article 27 of the Company's Charter and other rights and obligations as prescribed in this Regulation, the Regulation on Operation of the Board of Directors, the Company's Charter and law.

#### **3. Responsibilities of members of the Board of Directors**

- a) Members of the Board of Directors are obliged to comply with the provisions of this Regulation, the Regulation on the operation of the Board of Directors, the Company's Charter and law.
- b) Members of the Board of Directors have the right to 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 of units in the Company.

Except for information and documents provided periodically and on time by the General Director as prescribed in Article 25 of this Regulation, in case a member of the Board of Directors requests the Manager to provide information and documents periodically (due to due but not received) or irregularly, he or she shall request the provision of information, the document must be made in writing with at least the following contents: name of the member of the Board of Directors, name of the Manager requested to be provided, content, purpose, form, time limit for provision and commitment to confidentiality of information. The written request must be submitted to ensure that the Manager receives it before the expiration of the time limit stated in the document of at least 15 (fifteen) days.

Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors.

- c) Members of the Board of Directors can be purchased by the Company after being approved by the General Meeting of Shareholders. This insurance does not cover the liabilities of members of the Board of Directors related to violations of the Company's Charter and the law.

### **Điều 9. Nomination, candidacy, election, dismissal and dismissal of members of the Board of Directors**

#### **1. Term of office and number of members of the Board of Directors**

Comply with the provisions of the Regulation on Operation of the Board of Directors and Clauses 1 and 2, Article 26 of the Company's Charter.

#### **2. Structure, standards and conditions of members of the Board of Directors**

Comply with the provisions of the Regulation on Operation of the Board of Directors, the Company's Charter and the law.

### **3. Nomination and candidacy for members of the Board of Directors**

- a) Shareholders or groups of shareholders owning the number of shares (up to the time of closing the list of shareholders entitled to attend the meeting) satisfying Clause 2, Article 25 of the Charter are entitled to nominate members of the Board of Directors as follows:
- (i) Shareholders or groups of shareholders must prepare nomination dossiers, including:
    - + The candidate information declaration contains the information specified in Clause 1, Article 25 of the Company's Charter and the following information: Full name, date of birth; Educational level; Professional qualifications; Work process; Companies in which the candidate is holding the position of member of the Board of Directors and other management positions; Interests related to the Company: the candidate's relationship with the Related Person, the candidate's relationship with the Company's main business partners, information related to the candidate that may affect the candidate's duties and independence as a member of the Board of Directors;
    - + An evaluation report on the candidate's contribution to the Company, in case the candidate is currently a member of the Board of Directors of the Company;
    - + The candidate's written commitment to the truthfulness and accuracy of personal information in the dossier and must commit to perform tasks honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors;
    - + For the group of shareholders, it is necessary to send more: a complete list of nominated shareholders; written agreement of the group of shareholders on the nomination of members of the Board of Directors.
  - (ii) Nomination dossiers must be sent to the Board of Directors at the address of the Company's head office within the time limit specified in the Company's notice of nomination and candidacy of members of the Board of Directors.
  - (iii) Ordinary shareholders who form a group to nominate a person 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.
- b) Shareholders who are individuals or persons who meet the criteria and conditions to be members of the Board of Directors may run for membership of the Board of Directors of the Company. The candidacy dossier and the submission of the candidacy dossier to the Board of Directors of the Company shall comply with the provisions of Sections (i) and (ii) Point a of this Clause.

### **4. How to elect members of the Board of Directors**

Comply with the provisions of the Regulation on Operation of the Board of Directors, the Company's Charter and the law.

### **5. Cases of dismissal, dismissal and addition of members of the Board of Directors**

Comply with the provisions of the Regulation on Operation of the Board of Directors, the Company's Charter and the law.

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

Comply with the provisions of the Regulation on Operation of the Board of Directors, the Company's Charter and the law.

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

- a) In case a candidate for the Board of Directors has been identified, the Company must disclose information related to the candidates at least 10 (ten) 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.
- b) 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 Board of Directors candidate (if any).

**8. Election, dismissal and dismissal of the Chairman of the Board of Directors**

- a) The Chairman of the Board of Directors is elected by the Board of Directors from among the members of the Board of Directors. The Chairman of the Board of Directors will not be able to concurrently hold the title of General Director of the Company.
- b) The Chairman of the Board of Directors naturally ceases to be the Chairman of the Board of Directors when he is dismissed or dismissed from membership of the Board of Directors by the General Meeting of Shareholders.
- c) The Chairman of the Board of Directors may be dismissed by the Board of Directors in case of breach of the obligations of the Chairman of the Board of Directors as prescribed in this Regulation, the Regulation on Operation of the Board of Directors, the Company's Charter or the law causing damage to the Company's assets and must be approved by 100% of the members of the Board of Directors (except the Chairman of the Board of Directors).
- d) The Chairman of the Board of Directors may be dismissed by the Board of Directors in the following cases:
  - (i) Having a letter of resignation as Chairman of the Board of Directors and being approved;
  - (ii) When declared missing by the Court;
  - (iii) When being temporarily detained, serving a prison sentence, serving administrative handling measures at compulsory detoxification establishments, compulsory education establishments, escaping from their places of residence;
  - (iv) When being restricted or losing civil act capacity, having difficulties in cognition and control of acts;
  - (v) When prohibited by the Court from holding certain positions, practicing certain professions or doing certain jobs, leading to the inability to perform the obligations of the Chairman of the Board of Directors.

**Điều 10. Remuneration and other benefits of members of the Board of Directors**

Comply with the provisions of the Regulation on Operation of the Board of Directors, the Company's Charter and the law.

**Điều 11. Order and procedures for organizing meetings of the Board of Directors**

**1. Minimum number of meetings**

The Board of Directors meets periodically at least once a quarter and is convened by the Chairman of the Board of Directors or other competent persons.

**2. Cases in which an extraordinary meeting of the Board of Directors must be convened**

- a) The first meeting of the Board of Directors of the new term is convened as follows:  
Within seven (07) working days from the end of the election of the Board of Directors for the new term, the member with the highest number of votes or the highest percentage of votes shall convene and preside over the election of the Chairman of the Board of Directors and Vice Chairman of the Board of Directors.
- b) The Chairman of the Board of Directors must convene a meeting of the Board of Directors when there are important matters to be discussed and/or upon receipt of a written request from one of the following units/persons:
  - (i) Supervisory Board or independent members of the Board of Directors;
  - (ii) General Director or at least 05 other business managers;
  - (iii) At least 02 executive members of the Board of Directors;
  - (iv) Independent auditors;
  - (v) Other cases are prescribed by the company's charter.
- a) Meetings of the Standing Board of Directors  
The Standing Committee of the Board of Directors holds an extraordinary meeting on the basis of the convening of the Chairman of the Board of Directors or the person temporarily holding the position of Chairman of the Board of Directors.

**3. Notice of the Board of Directors meeting**

- a) 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 meeting date. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues 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.
- b) 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.
- c) Meetings of the Board of Directors will be conducted at the Company's head office or other locations in Vietnam or abroad at the discretion of the Chairman of the Board of Directors and with the consent of the Board of Directors.

**4. The right to attend the Board of Directors meeting of the Comptroller**

The convener of the Board of Directors meeting must send the notice of invitation to the meeting and enclosed documents to the Controllers as for the members of the Board of Directors. Controllers have the right to attend meetings of the Board of Directors; have the right to discuss but not vote.

**5. Conditions for organizing a meeting of the Board of Directors**

Comply with the provisions of Clause 7, Article 30 of the Company's Charter, the Regulation on Operation of the Board of Directors and the law.

**6. How to vote, how to approve the resolution of the Board of Directors**

Comply with the provisions of Article 30 of the Company's Charter, the Regulation on Operation of the Board of Directors and the law.

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

Members of the Board of Directors may authorize others to attend the meeting and vote if approved by the majority of members of the Board of Directors. The authorization must be in writing in accordance with civil law and must be sent to ensure that the Company receives it no later than the opening of the meeting.

**8. Making minutes of the Board of Directors meeting, in case the chairman and/or secretary refuses to sign the minutes of the Board of Directors meeting**

Comply with the provisions of Article 30 of the Company's Charter, the Regulation on Operation of the Board of Directors and the law.

**9. Notification of resolutions and decisions of the Board of Directors**

After the resolution of the Board of Directors is passed, the content of the resolution of the Board of Directors will be notified to the members of the Board of Directors by fax/email, relevant departments and individuals are responsible for implementing and complying with the provisions of the Charter and law. The contents within the scope of information disclosure will be announced in accordance with the law.

**Điều 12. Establishment and operation of subcommittees under the Board of Directors**

1. The Board of Directors may establish sub-committees to be in charge of development policies, human resources, salary and bonuses, internal audit, and risk management.
2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors must be in accordance with current provisions of law and the provisions of the Company's Charter.
3. Structure of subcommittees

The structure of subcommittees consists of one (01) subcommittee head and member(s). The number of members of the subcommittee is decided by the Board of Directors, but there should be at least three (03) people including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should make up the majority of the subcommittee and one of these members is appointed as the Head of the subcommittee according to the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors.

**4. Criteria and responsibilities of sub-committee heads and members**

- a) The Head of the Subcommittee is selected from among the members of the Board of Directors and is knowledgeable about the field assigned to be in charge. The Head of the Subcommittee shall:
  - (i) It must report to the Chairman of the Board of Directors on the work of the Subcommittee. In addition, the Heads of Subcommittees must be present at the General Meetings of Shareholders to answer questions from shareholders.
  - (ii) Notify the Board of Directors of all important matters related to the work of the Subcommittee, at least once every three (03) months.

- (iii) Submit to the Board of Directors all the data requested by the Board of Directors, without delay
  - (iv) Implement necessary management measures to ensure that the Subcommittee fulfills its duties well.
- b) The members of the Subcommittee may be selected by the Board of Directors from among the members of the Board of Directors or others. Members of the Subcommittee perform tasks as assigned by the Head of the Subcommittee and the Board of Directors.

**Điều 13. Establishment and operation of the Standing Board of Directors**

The Board of Directors may establish a Standing Committee of the Board of Directors to promptly resolve and approve a number of issues under the jurisdiction of the Board of Directors, and be responsible to the Board of Directors for activities within the scope of its authorized functions and tasks.

**Điều 14. Selection, appointment and dismissal of the person in charge of corporate governance**

**1. Standards of the person in charge of corporate governance**

The person in charge of corporate governance must be a person who is knowledgeable about the law, must not simultaneously work for an independent auditing firm that is auditing the Company's financial statements. Other standards will be in accordance with the law, the company's charter and the decision of the Board of Directors.

**2. Appointment of the Person in charge of corporate governance**

The Board of Directors must appoint at least 01 (one) person to perform the duties of the person in charge of corporate governance. The person in charge of corporate governance may concurrently act as the company secretary in accordance with the provisions of the Law on Enterprises. The term of office of the person in charge of corporate governance is decided by the Board of Directors, a maximum of 05 years and can be re-appointed.

**3. Cases of dismissal of the person in charge of corporate governance**

The Board of Directors may dismiss the person in charge of corporate governance when necessary but not contrary to the current laws on labor, the Law on Enterprises, the Law on Securities and relevant laws.

**4. Notice of appointment and dismissal of the person in charge of corporate governance**

The appointment and dismissal of the person in charge of corporate governance must be disclosed on the securities market in accordance with law.

**5. Rights and obligations of the person in charge of corporate governance**

Comply with Article 32 of the Company's Charter.

**CHAPTER IV: SUPERVISORY BOARD**

**Điều 15. Roles, rights and obligations of the Control Board and responsibilities of the Controller**

**1. Role of the Supervisory Board**

The Supervisory Board is the agency that supervises the Company's activities, contributing to ensuring the transparency and soundness of the Company; take

responsibility before the General Meeting of Shareholders of the Company for the performance of assigned tasks.

## **2. Rights and obligations of the Control Board**

Except for other rights and obligations specified in this Regulation, the Charter and law, the Supervisory Board of the Company has the rights and obligations specified in Article 38 of the Company's Charter.

## **3. Responsibilities of the Controller**

In addition to the responsibilities prescribed in this Regulation, the Charter and law, the Comptroller has the following responsibilities:

- a) Strictly comply with the law, the Company's Charter, the resolution of the General Meeting of Shareholders and professional ethics in the performance of assigned rights and obligations.
- b) Exercising the assigned rights and obligations in an honest, prudent and best manner to ensure the maximum legitimate interests of the Company.
- c) Loyal to the interests of the Company and shareholders; not abusing their positions and using information, know-how, business opportunities and other assets of the company for self-interest or serving the interests of other organizations and individuals.
- d) Other obligations as prescribed in this Regulation, the Regulation on Operation of the Board of Directors and the Company's Charter.
- e) In case of violation specified at Points a, b, c and d of this Clause which cause damage to the Company or other persons, the Comptroller shall take personal responsibility or jointly compensate for such damage. Income and other benefits obtained by the Controller as a result of the violation must be reimbursed to the Company.
- f) In case of detecting any violation of the Comptroller in the performance of the assigned rights and obligations, the Supervisory Board must be notified in writing; request the violator to stop the violation and remedy the consequences.

## **Điều 16. Term of office, number, composition and structure of Controllers**

### **1. Term of office, number, composition and structure of Controllers**

Comply with the provisions of Article 37 of the Company's Charter and law.

### **2. Criteria and conditions of the Controller**

Comply with the provisions of Article 37 of the Company's Charter and law.

### **3. Nomination, candidacy of Controllers, Methods of election of Controllers**

The election of the Supervisor 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 by the number of elected members of the Supervisory Board and shareholders have the right to pool all or part of their total votes to one or several candidates. The winner of the Controller election 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 reached. In case there are 02 or more candidates with the same number of votes for the last member of the Supervisory Board, 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.



**4. Cases of dismissal or dismissal of the Comptroller**

Comply with the provisions of Article 37 of the Company's Charter and law.

**5. Notification of election, dismissal and dismissal of Controllers**

The appointment and dismissal of the person in charge of corporate governance must be disclosed on the securities market in accordance with law.

**6. Salary and other benefits of the Comptroller**

Comply with the provisions of Article 37 of the Company's Charter and law.

**Điều 17. Supervisory activities of the Supervisory Board**

1. The Supervisory Board supervises the Board of Directors and the General Director in the management and administration of the Company.
2. Examining the reasonableness, legality, honesty and prudence in the management and administration of business activities; systematic, consistent and appropriate accounting, statistics and financial reporting.
3. Appraisal of the completeness, legality and truthfulness of the Company's business situation report, annual and 06-month financial statements, management evaluation report of the Board of Directors and submission of the appraisal report at the Annual General Meeting of Shareholders. Review contracts and transactions with relevant persons under the approving authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions that require the approval of the Board of Directors or the General Meeting of Shareholders.
4. Review, examine and evaluate the effectiveness and effectiveness of the Company's internal control, internal audit, risk management and early warning systems.
5. To examine the accounting books, accounting records and other documents of the Company, the management and administration of the Company's operations when deeming it necessary or at the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises.
6. At the request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises, the Supervisory Board shall conduct an inspection within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Supervisory Board must report on the issues requested for inspection to the Board of Directors and shareholders or groups of shareholders who request it. The inspection of the Supervisory Board specified in this Clause must not obstruct the normal operation of the Board of Directors, nor interrupt the business operation of the Company.
7. Propose the Board of Directors or the General Meeting of Shareholders to take measures to amend, supplement and improve the organizational structure of management, supervision and administration of the Company's business activities.
8. When detecting a member of the Board of Directors or General Director violating the provisions of Article 165 of the Law on Enterprises, he must immediately notify in writing to the Board of Directors, request the violator to stop the violation and take remedial solutions.
9. Attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors and other meetings of the Company.

10. Use independent consultants, the Company's internal audit department to perform assigned tasks.
11. The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.
12. Other rights and obligations as prescribed in this Regulation, the Company's Charter, the resolution of the General Meeting of Shareholders and law.
13. Notification of the election, dismissal and dismissal of the Controller in accordance with the provisions of the Company's Charter and the law on securities.
14. Perform other rights and obligations in accordance with the provisions of the Law on Enterprises, the Company's Charter and the resolution of the General Meeting of Shareholders.

## **CHAPTER V: GENERAL DIRECTOR**

### **Điều 18. Roles, responsibilities, rights and obligations of the General Director**

1. The role of the General Director

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. Responsibilities, rights and obligations of the General Director

Comply with Clause 4, Article 35, Appendix IV of the Company's Charter and relevant provisions in this Regulation, the Company's internal regulations, the Company's Charter and law.

### **Điều 19. Appointment, dismissal, signing and termination of contracts for the General Director**

1. **Term of office, criteria and conditions of the General Director**

- a) The term of office of the General Director shall not exceed 05 years from the date of appointment in the appointment decision of the Board of Directors. The General Director can be reappointed for an unlimited number of terms.
- b) The General Director must meet the standards and conditions prescribed by the Charter and law.

2. **Appointment and signing of labor contracts with the General Director**

- a) The Board of Directors appoints one (01) member of the Board of Directors or one (01) other person as General Director;
- b) The Chairman of the Board of Directors on behalf of the Board of Directors signs a contract with the General Director which stipulates the salary, remuneration and other benefits. The salary and remuneration of the General Director must be reflected in the Company's Financial Statements and Annual Reports.

3. **Dismissal and termination of labor contracts with the General Director**

The Board of Directors may dismiss or terminate the labor contract with the General Director in the following cases:

- a) Having a letter of resignation and being approved by the Board of Directors;
- b) The General Director expires without being reappointed;

- c) The working term stated in the labor contract expires without being extended;
- d) The General Director fails to meet the criteria and conditions as prescribed by the Charter and law;
- e) The General Director violates his/her obligations under the provisions of the labor contract, the Company's internal regulations, the Charter or the law, causing damage to the Company's assets and reputation;
- f) Other cases if the Board of Directors deems it necessary for the benefit of the Company.

**4. Notice of appointment, dismissal, signing and termination of contracts for General Director**

Notice of appointment, dismissal, signing and termination of contracts for the General Director shall comply with the provisions of the Company's Charter and the law on securities.

**5. Salary and other benefits of the General Director**

The General Director is paid salary and bonuses. The salary and bonus of the General Director are decided by the Board of Directors.

**CHAPTER VI. COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD AND THE GENERAL DIRECTOR**

**Điều 20. Procedures and order for convening, notifying meeting invitations, recording minutes and notification of meeting results between the Board of Directors, the Control Board and the General Director**

**1. Board of Directors Meetings**

- a) The Board of Directors is responsible for sending the notice of the Board of Directors meeting to the controllers at least five (05) working days before the meeting date. Notices of invitations to meetings shall be sent by mail, fax, email or other means but must be ensured to reach the contact addresses of the Controllers. The Chairman of the Board of Directors or the convener shall send the notice of invitation to the meeting and enclosed documents to the Controllers as for members of the Board of Directors.
- b) Controllers have the right to attend meetings of the Board of Directors; have the right to discuss but not the right to vote.
- c) The Board of Directors may invite additional members of the Board of Directors to attend some Board of Directors meetings or some related contents in the Board of Directors meeting. Members of the Board of Directors are responsible for preparing documents, reports, and presentations at the request of the Chairman of the Board of Directors. Members of the Board of Directors have the right to attend and discuss but are not entitled to vote.
- d) The secretary of the meeting shall record the discussion opinions of the Supervisors and notify the results of the Board of Directors meeting to the Supervisors and the General Director within 03 (three) days from the end of the meeting.

**2. Meetings of the Supervisory Board:**

- a) At important meetings of the Supervisory Board, the Chairman of the Supervisory Board may invite a number of members of the Board of Directors and members of the Board of Directors to participate in the meeting to discuss relevant issues.
- b) The meeting invitation letter must contain all necessary contents and must be delivered to the invitee at least three (03) days before the meeting takes place.

- c) The Head of the Supervisory Board will send a written notice of the results of the meeting to the Board of Directors and the General Director within three (03) working days after the meeting ends.

### **3. Meetings of the Board of Directors:**

- a) At important meetings of the Board of Directors, the General Director may invite a number of members of the Board of Directors and the Head of the Supervisory Board to participate in the meeting to discuss relevant issues.
- b) The meeting invitation letter must contain all necessary contents and must be delivered to the invitee at least three (03) days before the meeting takes place.
- c) The secretary of the meeting is responsible for sending a written notice of the results of the meeting to the Board of Directors and the Supervisory Board within five (03) working days after the meeting ends.

### **Điều 21. Notification of resolutions and decisions of the Board of Directors to the Control Board and the General Director**

Copies of the resolutions of the Board of Directors will be forwarded to the Supervisory Board and the General Director within five (05) working days after the meeting ends for approval by one of the following methods: directly, fax or email to the notified address.

### **Điều 22. Cases in which the General Director and the Control Board request to convene a meeting of the Board of Directors and matters that need to be consulted by the Board of Directors**

- 1. Cases in which the Supervisory Board proposes to convene a meeting of the Board of Directors:
  - a) When detecting violations in the exercise of the authority of the General Director or the Board of Directors, members of the Board of Directors;
  - b) When deeming it necessary to: (i) review, examine and evaluate the effectiveness and efficiency of the internal control system, internal audit and risk management; (ii) proposing solutions to amend, supplement and improve the organizational structure of management, supervision and administration of the Company's business activities; (iii) finding that the Company's business reports, annual and 06-month financial statements reflect incompletely, dishonestly or violate legal regulations; (iv) examining relevant issues at the request of shareholders or groups of shareholders as prescribed in the Charter;
- 2. Cases in which the General Director or at least 05 (five) managers request to convene a meeting of the Board of Directors:
  - a) Proposing a plan to pay dividends or handle losses in business;
  - b) Proposing the organizational structure plan of the Company;
  - c) Recommending other issues under the decision-making authority of the Board of Directors affecting the implementation of the business plan and operating activities of the Company
- 3. The request must be made in writing clearly stating the purpose of the meeting and enclosed with relevant documents and sent to the Board of Directors 10 (ten) working days before the expected date of the meeting.
- 4. The Chairman of the Board of Directors is responsible for considering the proposal and convening a meeting within 07 (seven) working days from the date of receipt of the

proposal. In case the Chairman of the Board of Directors does not accept the convening of the meeting as requested, the Chairman shall be responsible for the damage caused to the Company (if any) and the persons proposing to organize the meeting may convene the meeting of the Board of Directors by themselves.

**Điều 23. Report of the General Director to the Board of Directors on the performance of assigned tasks and powers**

1. The General Director must report to the Board of Directors periodically (quarterly, 6 months and annually) on the performance of assigned duties and powers. The report shall be made in writing and sent to the members of the Board of Directors within fifteen (15) days from the end of the reporting period. The General Director is responsible for directly reporting and clarifying the contents at regular or extraordinary meetings of the Board of Directors at the request of the Board of Directors.
2. When deemed necessary, the Board of Directors may request other managers to report on the performance of assigned tasks.
3. The General Director has the right to refuse to implement and reserve opinions on the decisions of the Board of Directors if he finds it illegal or contrary to the State's regulations and immediately report the explanation to the Board of Directors and the Supervisory Board in writing.

**Điều 24. Review the implementation of resolutions and other authorization issues of the Board of Directors to the General Director**

1. Periodically (quarterly, 6 months, yearly) the Board of Directors must hold meetings to review and evaluate the implementation of Resolutions and other issues of authorization of the Board of Directors to the Board of Directors.
2. The meeting must have the minutes of the meeting archived as a basis for quoting and including information in the reports of the Board of Directors.

**Điều 25. Matters that the General Director must report, ask for opinions, provide information and how to notify the Board of Directors**

1. The General Director and managers must provide all information and documents related to the Company's activities at the request of the Board of Directors.
2. The General Director must provide in writing the following reports and information to the Board of Directors:
  - a) The results of the implementation of the Resolutions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan have been approved by the Board of Directors and the General Meeting of Shareholders (on a monthly, quarterly, 6-month, and annual basis);
  - b) Report on the organization and operation of the Company (on a monthly, quarterly, 06-month and annual basis);
  - c) Recommending the number and types of managers that the Company needs to recruit for the Board of Directors to appoint or dismiss in order to carry out good management activities as proposed by the Board of Directors, and advising the Board of Directors to decide on the salary, remuneration, benefits and other terms of the labor contract of the managers;
  - d) Consult with the Board of Directors to decide on the number of employees, salaries, benefits, appointments, dismissals and other terms related to their employment contracts;

- e) By December 31 of each year, the General Director must submit to the Board of Directors for approval a detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget;
  - f) Propose measures to improve the operation and management of the Company;
  - g) Prepare long-term, annual and quarterly estimates of the Company (hereinafter referred to as estimates) for long-term, annual and quarterly management activities of the Company according to the business plan. The annual estimate (including the balance sheet, the statement of business results and the report of expected cash flows) for each financial year must be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations.
  - h) The General Director has the right to decide on measures beyond the competence of RMINFH in case of emergencies such as natural disasters, enemy sabotage, fires, unexpected incidents but must report in writing to the Board of Directors as soon as possible and be responsible to the Board of Directors and the General Meeting of Shareholders at the nearest meeting for such decision.
3. Ask for the approval of the Board of Directors

Before performing the tasks that require the approval of the Board of Directors as stipulated in the Charter, the General Director must send the report and documents related to the Board of Directors 03 days in advance, encouraging the simultaneous sending to the Supervisory Board.

## **Điều 26. Coordination of control, administration and supervision activities among members of the Board of Directors, Controllers and General Directors**

### **1. Working Principle**

- a) Members of the Board of Directors, members of the Supervisory Board and members of the Board of Directors must regularly exchange in their work and provide information back and forth in the spirit of cooperation, support and facilitation for the work of members in accordance with the provisions of the Company's Charter, working regulations and general action plans.
- b) Members of the Board of Directors, Board of Directors, and Supervisory Board will not interfere in the administration according to the different system of functions and tasks of each organization.
- c) In case of emergency, members of the Board of Directors, members of the Supervisory Board and members of the Board of Directors can immediately inform (by meeting, phone or email) to the Chairman of the Board of Directors, the Head of the Supervisory Board or the General Director or all three people for timely and effective resolution.
- d) The Board of Directors creates conditions for members of the Board of Directors, members of the Supervisory Board, members of the Board of Directors, officials in management positions, employees to participate in training courses, conferences, seminars, surveys at home and abroad in order to improve their professional qualifications, improve management knowledge, etc Executive. Participation in the above-mentioned training courses and seminars must not affect the general work of the Company.
- e) All members have the right to reserve a consensus or disagreement on a piece of content and to be accountable for it when required.

**2. Coordinate the activities of the Supervisory Board with the Board of Directors, the General Director and other executives**

- a) For the Board of Directors: The Supervisory Board has the role of supervising the management and administration activities of the Board of Directors, the General Director and other executives. Specifically, the order and procedures are as follows:
- (i). Regularly notify the Board of Directors of operating results (not longer than 1 quarter), consult with the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;
  - (ii). When inspecting and supervising, if it is found that the ongoing case causes damage to the Company's assets, the members of the Supervisory Board shall propose solutions and report to the Head of the Supervisory Board for timely guidance. In case there is no better adjustment measure, then the Head of the Supervisory Board discusses with the Board of Directors to settle and then is responsible for reporting to the General Meeting of Shareholders.
  - (iii). Periodic and irregular inspections of the Supervisory Board must have a written conclusion (no later than 15 working days from the date of closing) sent to the Board of Directors 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 General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the person is authorized to reserve the opinion recorded in the minutes and the Head of the Supervisory Board is responsible for reporting to the nearest General Meeting of Shareholders.
  - (iv). For proposals to amend, supplement or improve the organizational structure of management and administration, the Supervisory Board must send documents and relevant documents at least fifteen (15) working days before the intended date of receiving the response.
  - (v). For the verification of audited financial statements, the Supervisory Board must respond in writing within 7 days.
  - (vi). For other dossiers and documents sent by the Board of Directors to the Supervisory Board for comments, the Supervisory Board will respond within fifteen (15) working days.
- b) For the General Director and other Executives: The Supervisory Board has the function of inspection and supervision. Specifically, the order and procedures are as follows:
- (i). Members of the Supervisory Board have the right to request the General Director and other Executives to facilitate access to records and documents related to the Company's business activities at the Head Office or where records are kept.
  - (ii). For the activities of the General Director and the Board of Directors, based on the regular operational reports and requests for specific information of the Supervisory Board, the Supervisory Board has the right to request the Board of Directors to reconsider the decisions of the General Director. In case there are signs of violation of the law and the Company's Charter and may cause great material damage to the Company's reputation, the Supervisory Board has the right to send a notice to the General Director for the purpose of requesting the immediate suspension of the implementation of such decisions. Within one (01) hour from the sending of the request, the Supervisory Board must notify the opinion of the Supervisory Board to the members of the Board of Directors. The

Chairman of the Board of Directors will issue a notice on the suspension of the implementation of the decisions of the General Director.

- (iii). For information and documents on the management and administration of business activities and business situation reports, financial statements, written requests of the Supervisory Board must be sent to the Company at least forty-eight (48) hours in advance.
- (iv). For the use of independent external consultancy, the Supervisory Board must provide information on the scope, value and other material contents within forty-eight (48) hours from the time of establishment of such service.

### **3. Coordinating the activities of the Board of Directors with the Supervisory Board, the General Director and other executives**

#### **a) For the Supervisory Board:**

For requests and proposals of the Supervisory Board, the Board of Directors is responsible for responding to written comments within seven (07) days from the date of receipt of requests and proposals.

#### **b) For General Directors and Other Executives**

- (i). For the organization of the Annual General Meeting of Shareholders, the Board of Directors is responsible for notifying the General Director of the coordination and use of resources at least 45 days in advance.
- (ii). For the Board of Directors to authorize the executive under Clause 5, Article 27 of the Charter, then: (i) this content must be expressed through the Resolution or the authorization document with the majority of the signatures of the members of the Board of Directors; (ii) be sent the original to the General Director and information to the Company Secretary and (iii) meet other requirements of the law on authorization.
- (iii). Matters that the Board of Directors is responsible for approving at the proposal of the General Director as prescribed in the Charter, the Board of Directors shall respond within seven (07) days or another time limit agreed upon by the parties.
- (iv). Decisions to suspend decisions of the General Director under the provisions of the Charter must be made in writing and sent securely or directly.
- (v). The Board of Directors is responsible for responding to the following contents: recommendations on the charter, company statute, organizational structure and number of Executives within fifteen (15) days. For other recommendations, the Board of Directors shall respond in writing within seven (07) days from the date of receipt of the recommendations.
- (vi). The contents sent by the Board of Directors for the General Director's opinion such as salary and other benefits of the Executive, personnel contents, etc. must be submitted at least forty-eight (48) hours before the end of the comment period.

### **4. Coordinating the activities of the General Director with the Board of Directors and the Supervisory Board**

- a) For the Board of Directors: The General Director and other Executives are the agencies that execute and administer the Company's activities, ensuring that the Company operates normally and effectively, in accordance with the provisions of this Chapter, the Company's Regulations and Charter.



- b) For the Supervisory Board: The General Director and other Executives are responsible for absorbing and coordinating in the work.

## **CHAPTER VII. ANNUAL EVALUATION OF ACTIVITIES, COMMENDATION AND DISCIPLINE OF MEMBERS OF THE BOARD OF DIRECTORS, CONTROLLERS, GENERAL DIRECTORS AND OTHER EXECUTIVES**

### **Điều 27. Operational review of Board members, Controllers, General Managers, and other Executives**

#### **1. Assessment Method**

- a) Depending on the decision of the Board of Directors, the evaluation of the activities of members of the Board of Directors, Controllers, General Directors and other executives may be carried out in one or several of the following ways:
  - (i). Self-evaluation;
  - (ii). Periodic evaluation of activities 06 months;
  - (iii). Annual performance reviews are conducted at the end of the year;
  - (iv). Organizing an irregular vote of confidence; and
  - (v). Other methods shall be prescribed by the Board of Directors at each specific time.
- b) The Board of Directors will evaluate the activities of members of the Board of Directors and positions appointed by the Board of Directors;
- c) The Supervisory Board will conduct an evaluation of the activities of the controllers; and
- d) The General Director will evaluate the performance of the positions appointed by the General Director and give opinions on the evaluation of the positions appointed by the Board of Directors.

#### **2. Judging Criteria**

Criteria for evaluating activities for members of the Board of Directors, Controllers, General Directors and other executives include:

- a) Results of performance of assigned or assigned work, including: level of completion, volume, quality, work efficiency of individuals and the development and performance of the Company and the system;
- b) moral qualities, lifestyle, awareness, ideology, compliance with and compliance with the Charter, guidelines, policies, regulations of the Company and the provisions of the law;
- c) The spirit of learning, improving qualifications, honesty, and demand in work; sense of organization, discipline, sense of responsibility in the assigned work and the position being held;
- d) Management ability, style, attitude in work management, saving, avoiding waste of resources of the Company; and
- e) Solidarity, coordination inside and outside the system, level of trust with employees.

#### **3. Rating**

- a) Based on the evaluation results, the classification of members of the Board of Directors, Controllers, General Directors and other executives is divided into 03 (three) groups as follows:
  - (i). Successfully complete assigned tasks;
  - (ii). Completing assigned tasks; and
  - (iii). The assigned tasks have not been completed.
- b) Documents evaluating the activities of members of the Board of Directors, Controllers, General Directors and other executives must be kept in personal records at the Company's headquarters.

**Điều 28. Commendation and handling of violations and discipline**

**1. Rewards**

Members of the Board of Directors, Controllers, General Directors and other executives with achievements in governance and administration will be considered and rewarded in accordance with the provisions of the Company and the law.

The forms of commendation, specific standards on the form of commendation, order and procedures will be implemented according to the decision of the Board of Directors at each specific time.

**2. Handling of violations and discipline**

Members of the Board of Directors, Controllers, General Directors and other executives in the course of performing their duties violate the provisions of the Law, the Charter and other relevant regulations of the Company shall, depending on the nature, severity and consequences of the violation, be disciplined in accordance with the provisions of the Law and/or the Company.

The Board of Directors has the authority to decide on discipline for positions appointed by the Board of Directors; The General Director has the authority to decide on discipline for the positions appointed by the General Director.

Principles for handling disciplinary violations, forms of handling disciplinary violations, order and procedures for handling will be decided by the Board of Directors at each specific time.

**CHAPTER VIII: IMPLEMENTATION PROVISIONS**

**Điều 29. Enforcement effect**

The internal regulation on governance of Liberation Automobile Joint Stock Company consists of 29 articles and takes effect from ..... Month ..... in 2026./.

**TM. BOARD**

**Chairman of the Board of Directors**

**NGUYEN DUY KIEN**

# REGULATIONS ON ONLINE GENERAL MEETING OF SHAREHOLDERS AND ELECTRONIC VOTING

*(Promulgated together with the Internal Regulation on Corporate Governance issued together with Decision No. ....../GGG/QD-HDQT dated ...../...../2026 of the Board of Directors)*

## CHAPTER I GENERAL PROVISIONS

### Article 1. Scope and subjects of application

1. This Regulation of the Online General Meeting of Shareholders and Electronic Voting (the "**Regulation**") regulates the organization of the Annual General Meeting of Shareholders ("General Meeting of Shareholders" or the "**General Meeting**") of Liberation Automobile Joint Stock Company (the "**Company**") in the form of an Online General Meeting and regulations on voting by Electronic Voting of Shareholders at the meeting.
2. Shareholders with the right to attend the meeting, authorized representatives of shareholders with the right to attend the meeting and those who participate, attend and organize the Online General Meeting are responsible for complying with the provisions of this Regulation.

### Article 2. Explanation of terminology

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

1. "**Charter**" means the Charter of organization and operation of Liberation Automobile Joint Stock Company.
2. "**Governance Regulation**" means the internal regulation on corporate governance of Liberation Automobile Joint Stock Company
3. "**Shareholder with Right to Attend the Meeting**" means a person who owns at least one share issued by the Company and is named in the list of shareholders entitled to attend the General Meeting of Shareholders provided by the Vietnam Securities Depository to the Company.
4. "**Delegate**" means a Shareholder with the Right to Attend the Meeting or an authorized representative of the Shareholder with the Right to Attend the Meeting.
5. "**Direct General Meeting of Shareholders**" or "**Direct General Meeting**" is a form of organizing the General Meeting of Shareholders (annual or extraordinary) at a single location, attended, discussed and voted directly at that location.
6. "**Online General Meeting of Shareholders**" or "**Online General Meeting**" is a form of organizing a General Meeting of Shareholders (annual or extraordinary) using electronic means to transmit images and sounds through the Internet environment, allowing delegates in many different locations to follow the progress of the General Meeting. discuss and exercise their voting rights. Virtual Conference consists of the following two types:
  - a. "**Full Online General Meeting**": means a meeting of the General Meeting of Shareholders that all delegates attend and vote in the form of online conference and electronic voting; and

- b. **"Online General Meeting in Person"**: means a meeting of the General Meeting of Shareholders in which the Delegates can choose one of the following two forms to attend: (i) be present in person at the location determined by the Company to attend the meeting and Vote in person there, or (ii) through an online system connected by Internet to monitor the meeting, Vote electronically and exercise the same rights as the Delegates present in person at the meeting.
7. **"Direct Voting"** means that the Delegates vote directly at the only place where the General Meeting is held as determined by the Company.
8. **"Electronic Voting"** means the use of a computer or other devices with an Internet connection to vote through the Electronic System as prescribed and notified by the Company.
9. **"Electronic System"** means a combination of software systems and technical infrastructures selected by the Company to provide Delegates with the tools to exercise their rights to attend, discuss, vote and other related rights when attending the Online Meeting.
10. **"Login Account"** means the Login Code (also known as the Username) and Password provided by the Company to the Shareholders with the Right to Attend the Meeting to access the Virtual General Meeting and Electronic Voting.
11. **"Identifiers"** are the information necessary to accurately identify an object in a situation.
12. **"Force Majeure"** means events that occur objectively beyond the will and control of the Organizing Committee of the Congress, cannot be foreseen and cannot be overcome despite the application of necessary measures and permissibility. Force Majeure as provided for in this Regulation may include, but is not limited to: natural disasters, fires, epidemics, wars, strikes, power outages or internet connections, software failures, hacker attacks, technical problems at the venue where the Chairman of the Virtual Congress is presiding, changes in laws, requirements or directives of the Government and other competent State agencies.

### **Article 3. General Principles**

1. The Virtual General Meeting has the same legal validity as the In-Person General Meeting, and the Electronic Voting has the same legal validity as In-Person Voting.
2. The organization of the Online General Meeting under this Regulation must ensure compliance with the regulations on the organization of the General Meeting of Shareholders in accordance with the law, the Company's Charter and Governance Regulations. In case there is a change in the relevant law and/or the Charter and/or the Governance Regulation resulting in the contents of the Regulation contradicting some or all of these documents, the priority order of application shall be the legal provisions, the Charter, the Governance Regulation, etc. this Regulation.
3. Principles for handling Force Majeure at the Virtual Meeting: If the Virtual Meeting in progress is continuously hindered for a period of 60 (sixty) minutes due to Force Majeure, the Chairman of the Conference may declare the postponement of the Meeting, and all matters that were voted on before the postponement (if any) will be canceled. These issues will be voted on again in the nearest convened General Meeting or approved by collecting opinions of the General Meeting in writing in accordance with the provisions of the company's Charter.

## **CHAPTER II**

## **ONLINE GENERAL MEETING OF SHAREHOLDERS**

### **Article 4. Convening competence**

1. The Board of Directors convenes the Annual and Extraordinary General Meeting of Shareholders. The Extraordinary General Meeting of Shareholders shall be convened in the following cases and in accordance with the provisions of Clauses 3 and 4, Article 14 of the Charter.
2. Depending on the socio-economic developments at the time of organization, and based on the ability of technology to meet the reality, the Board of Directors of the Company has the full right to decide to organize the General Meeting of Shareholders in the form of online or face-to-face meetings. The form of organization of the General Meeting must be expressed in detail and clearly in the notice of invitation to the meeting specified in Article 6 of this Regulation.

### **Article 5. List of shareholders entitled to attend the meeting**

1. The Board of Directors of the Company shall select the last date of registration in accordance with the provisions of law and disclose information on the closing of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before this date.
2. The list of shareholders entitled to attend the meeting shall be prepared by the Vietnam Securities Depository ("VSD") and finalized on the last date of registration and provided to the Company. The Company must ensure that the list of shareholders entitled to attend the meeting is made no later than 10 (ten) days before the date of sending the notice of invitation to the meeting specified in Article 6 of this Regulation.
3. The contact information of shareholders stated in the list of shareholders entitled to attend the meeting provided by the Vietnam Securities Depository is the basis for the Company to invite the meeting and identify shareholders registering to attend. In case there is a change in the registered contact information, the shareholder is responsible for promptly contacting the securities depository member where the shareholder opens the account to complete the update of information according to VSD's regulations before the last registration date.

The Company is not responsible for any consequences or damages for the failure of shareholders' information to be updated with VSD in a timely manner, resulting in the list of shareholders entitled to attend the meeting without the latest information of shareholders and the Company cannot contact shareholders or shareholders cannot log in to the Electronic System due to factors inappropriate identification corresponding to the contact information of shareholders.

### **Article 6. Notice of Invitation to the Online General Meeting**

1. The convener of the General Meeting of Shareholders must send the Notice of Invitation to the meeting to all shareholders on the List of Shareholders Entitled to Attend the Meeting at least 21 (twenty-one) days before the opening date of the meeting (counting from the date on which the notice is duly sent or sent).
2. The notice of invitation to the General Meeting of Shareholders shall be sent to all Shareholders with the right to attend the meeting by means of ensuring that the contact address of the shareholders is reached, and at the same time published on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. On the basis of complying with the above principles, the specific forms for sending the Notice of Invitation to the

Online General Meeting shall be decided by the Board of Directors and shall comply with Clause 3, Article 18 of the Charter.

3. The notice of invitation to the meeting must clearly state the form of organization of the General Meeting, the time and place of the General Meeting (in the case of a Virtual General Meeting combined with Face-to-Face) and detailed instructions or a link to detailed instructions on how to log in to the Electronic System. The notice of invitation to the meeting must be enclosed with relevant documents used in the General Meeting or a link to these documents as prescribed in Clause 3, Article 18 of the Charter.

### **CHAPTER III**

#### **CONDITIONS FOR ATTENDING THE ONLINE GENERAL MEETING OF SHAREHOLDERS**

##### **RIGHTS AND OBLIGATIONS OF SHAREHOLDERS WHEN ATTENDING THE ONLINE GENERAL MEETING OF SHAREHOLDERS**

###### **Article 7. Eligibility to Participate in the Virtual Conference**

1. Conditions for participation: Shareholders named in the List of Shareholders with the right to attend the meeting prepared by the Vietnam Securities Depository and finalized on the last registration date according to the Company's notice of exercise of the right to attend the meeting.
2. Technical Requirements: In order to register to attend and vote online via the Electronic System, Shareholders with the right to attend the meeting must have an electronic device connected to the Internet (e.g., computer, tablet, mobile phone, or other electronic devices with Internet connection), maintain a stable Internet connection and activate the Login Account notified by the Company to shareholders.

###### **Article 8. Authorization to Attend Virtual Meetings**

1. Shareholders may directly attend and vote at the Virtual General Meeting by themselves or authorize another person to attend and vote at the Virtual General Meeting in accordance with the provisions of this Regulation. Specifically:
  - (i) Shareholders are individuals who have the right to authorize in writing others to attend and vote at the General Meeting.
  - (ii) Shareholders being organizations have the right to appoint an authorized representative as prescribed in Article 14 of the Law on Enterprises No. 59/2020/QH14. An authorized representative of an organizational shareholder may only re-authorize another person with the written approval of such organization.
2. The authorization to attend and vote at the Online General Meeting will be recognized by the Company as legally effective when the following conditions are satisfied:
  - (i) Shareholders fill in all information according to the Power of Attorney Form issued by the Company, especially need to provide accurate information of the authorized party (including but not limited to: full name, ID card/ID card/passport number, contact phone number, contact address). This is the basis for issuing User, Password and other authentication factors (if any) to the authorized party when the authorized party registers to attend and vote online via the Electronic System; and

- (ii) The power of attorney must be fully signed, clearly stating the full names and seals (if any) of the authorizing party and the authorized party; and
  - (iii) The Company received the original Power of Attorney sent before the official opening of the General Meeting.
  - (iv) In case the Power of Attorney ensures the contents as prescribed in the Charter but has not complied with the Company's form, the Board of Directors may consider approving the validity of such Power of Attorney and give a period of time for shareholders to complete the form (if necessary).
3. In case of cancellation of authorization for shareholders who have authorized online: Shareholders send to the Company the original written request for cancellation of authorization before the official opening of the General Meeting. The time of recording the effective cancellation of authorization is calculated according to the time the Company receives the original of the corresponding written request from the shareholders. Cancellation of the delegation will be void and void if the delegate has Electronically Voted on any of the Virtual Conference voting/election matters.
  4. The authorized representative of the shareholder on behalf of the shareholder exercises the rights and complies with the obligations set out in Article 9 below when attending the Virtual General Meeting.

**Article 9. Rights and obligations of shareholders when attending the Virtual General Meeting**

1. Shareholders with the right to attend the meeting are entitled to attend and vote on matters under the jurisdiction of the General Meeting of Shareholders in accordance with the provisions of law, the Charter, the Governance Regulations and this Regulation.
2. Shareholders with the right to attend the meeting are entitled to express their opinions and discuss directly at the General Meeting in accordance with the provisions of this Regulation.
3. Shareholders (at their own expense) are responsible for preparing and using appropriate online meeting equipment with a stable Internet connection to ensure that they can monitor the development of the General Meeting and fully exercise their rights. The Company is not responsible when shareholders log out of the Electronic System for any reason during the General Meeting from the time the Electronic System opens for registration, discussion, and voting to the time the system is closed.
4. Shareholders when attending the meeting are obliged to comply with the management of the Presiding Board, the internal rules/regulations of the General Meeting; not to disrupt, obstruct or disorder the Games, or engage in any act that disturbs, sabotages, or takes control of the Electronic Systems.
5. Shareholders are responsible for keeping the Login Code, Password and other authentication factors (if any) provided by the Company confidential, not disclosing such information to anyone or allowing anyone to use their Login Account (unless approved by the Company), to ensure that only shareholders have the right to attend and vote on the Electronic System.

All results of electronic voting transactions made through the Shareholder's Login Account collected, statistics and extracted by the Electronic System are automatically considered as the will of the shareholders. Shareholders are fully responsible before the law and the Company for the results of electronic voting conducted through the

Login Account issued to shareholders and/or authorized representatives of shareholders on the Electronic System.

6. Shareholders must immediately notify the Company to promptly handle when detecting that the Login Code, Password or other authentication factors (if any) are lost, stolen, exposed or suspected to be disclosed by contacting the General Meeting Organizing Committee to lock the Login Account and apply other necessary security measures. Shareholders shall be responsible for all damages, losses and risks that occur before the time the Company receives the shareholders' notice if the cause is the fault of the shareholders.
7. In case shareholders have to leave the meeting early before the General Meeting votes for personal reasons, shareholders can vote on the contents that need to be consulted by shareholders in the meeting agenda before logging out of the electronic system.
8. In case shareholders log in to the Electronic System late or register late to check their shareholder status (for the case of attending the Online General Meeting in person or in person) after the General Meeting has opened, shareholders have the right to participate and vote immediately on the contents that have not yet been voted. However, the results and legal validity of the votes that have been conducted before (if any) will not be affected or changed.
9. Shareholders agree to allow the Company to provide shareholder information data to relevant third parties (Electronic System Providers) to assist in the exercise of shareholders' rights to attend the Virtual General Meeting and Electronic Voting.
10. When attending the Online General Meeting, shareholders are obliged to keep the proceedings of the General Meeting confidential; must not be recorded, rebroadcast, or transmitted without the consent of the Company. Matters related to the disclosure of information about the General Meeting will be carried out by the Company in accordance with the provisions of law.

## **CHAPTER IV**

### **CONDITIONS FOR CONDUCTING AN ONLINE GENERAL MEETING OF SHAREHOLDERS**

#### **ORDER AND PROCEDURES FOR CONDUCTING THE ONLINE GENERAL MEETING OF SHAREHOLDERS**

##### **Article 10. Eligibility for Virtual Meetings**

1. The Online General Meeting shall be conducted when the number of Shareholders with Voting Rights to attend the meeting is met as prescribed in Article 19 of the Charter.
2. The number of Shareholders with Voting Rights to attend the Online General Meeting as prescribed in this Article is the total number of shareholders who have successfully registered to attend in accordance with the principles and methods specified in Article 11 of this Regulation.

For the Fully Online General Meeting, the number of shareholders attending is determined by the number of attendees recorded and statistically recorded by the Electronic System. For the Online General Meeting combined with face-to-face, the number of shareholders attending is determined by the sum of the number of shareholders registered to attend online as statistically recorded by the Electronic System and the number of shareholders registered to attend in person at the main venue of the General Meeting.



## **Article 11. Rules and Procedures for Registering for Virtual Conference**

1. Principles for registering to attend the Virtual Congress:
  - a. In case of organizing a Full Virtual Congress: Delegates use the Login Account provided by the Company to register to attend via the Electronic System. Delegates are recorded by the Electronic System as attending the General Meeting when such delegates (i) access the system and confirm their attendance at the online meeting with the following information and in the manner of registering to attend Clause 2 of this Article during the General Meeting; or (ii) have successfully conducted Electronic Voting on the Electronic System with any issue of the meeting agenda.
  - b. In case of organizing an Online Congress combined with face-to-face: Depending on their needs, conditions and abilities, delegates choose the form of attending the Congress. Accordingly, delegates can only register once in one of two forms – online or in person.

In case the delegates have registered to attend via the electronic system, they will not be allowed to register to attend directly at the venue of the Congress, and vice versa. If in the same Congress the Delegates register to attend the Congress in both face-to-face and online forms, the first registration operation made will be valid and used to determine the form in which the Delegates attend the Congress, Subsequent subscriptions are invalid and canceled.

2. How to register online via the Electronic System: Shareholders can access the Electronic System link notified by the Company, log in to the Login Account using the Login Code and Password provided by the Company. Depending on the type of electronic system that the Company chooses, shareholders will have to continue to perform an additional operation to confirm registration for the online meeting separately or not. Accordingly, Shareholders need to comply with the instructions for logging in and registering to attend online issued by the Company; as well as be responsible and must ensure that the correct and accurate information of shareholders is filled in and declared during the process of performing the operation.

## **Article 12. How to Discuss at the Virtual Conference**

1. Shareholders register the content of speeches and comments to the Secretariat of the General Meeting. The Secretariat of the General Meeting will arrange the contents of the discussion of shareholders in a reasonable order and forward them to the Presiding Board. Shareholders attending online can connect with the Secretariat of the General Meeting and make speeches and comments directly in the meeting through the integrated image and sound system in the Electronic System.
2. Shareholders need to speak briefly and focus within the prescribed time on the key contents to be discussed, in accordance with the approved General Meeting program. During the speech, shareholders must ensure that the Internet connection is stable, if the shareholder's transmission is disconnected and interrupts the General Meeting, the Chairman (depending on his decision) has the right to move on to other opinions and questions. Issues that have not been answered by shareholders (if any) due to transmission errors as mentioned above will be replied by the Board of Directors in writing or information on the Company's website.
3. On the basis of the discussion of shareholders, the Chairman of the General Meeting or a member appointed by the Chairman will answer the opinions of shareholders. Questions that are not directly related to the content of the meeting or have not been

answered at the General Meeting due to the time limit of the meeting will be collected and answered by the Chairman in writing or information on the Company's website.

### **Article 13. Principles and Methods of Voting at the Virtual General Meeting**

#### **1. Voting Principles at the Virtual Meeting:**

- a. Voting at the Online General Meeting shall be conducted only when the Delegates have duly registered to attend according to this Regulation.
- b. In all cases where Shareholders attend the meeting but do not vote in all matters in the agenda of the General Meeting, it is considered that the Shareholders have refused the right to vote on the issues that are not voted on.
- c. In case of holding a fully online General Meeting: Delegates use the form of Electronic Voting to perform the voting.
- d. In case of organizing an Online Congress combined with face-to-face: Delegates can only vote once in one of two forms – online or in person, corresponding to the form of registration to attend the Congress selected in Article 11 of this Regulation.

In the event that the Delegate has performed the Electronic Voting operation on the Electronic System, Direct Voting will not be allowed at the venue of the General Assembly, and vice versa. If in the same congress the delegates perform voting operations in both face-to-face and online forms, the earliest voting shall be valid to express the will of the delegates and be used to determine that the delegates have exercised their rights. subsequent votes are invalid and canceled.

#### **2. How to Vote Electronically:**

- a. Voting: Delegates choose one of the voting options "approve", "disapprove", or "have no opinion" on each issue to be voted on at the General Meeting (the number of specific voting options depends on the voting content); these options have been installed, built-in according to the Electronic System and displayed on the Delegate's access screen. After selection, the delegates will confirm the vote for the Electronic System to record the results.
- b. Election: Delegates select candidates and the corresponding number of votes by means that have been installed, built-in according to the Electronic System and displayed on the Delegate's access screen.

#### **3. Electronic Voting Period**

- a. The Electronic Voting period for each voting item will be carried out according to the direct announcement of the Chairman of the General Meeting, or publicly announced by the Company beforehand.
- b. During the voting period, depending on the characteristics of the Electronic System and the detailed provisions of the Regulation on the organization of the corresponding congress, the delegates may change or re-select the voting results if there are issues arising outside the congress program or there are adjustments to the voting contents. At the end of Electronic Voting, the system only records the vote count for the final voting result confirmed by the Delegate on the system.
- c. In case the online participants stop connecting before the end of the Electronic Voting on the day of the Congress, only the contents that the delegates have successfully voted will be recorded by the Electronic System to conduct the vote counting. If the delegates reconnect before the end of the voting period, the delegates can continue to vote for the unfinished voting and vote on the remaining

contents that have not yet been voted by the Congress under the management of the Chairman of the Congress.

**Article 14. Principles and methods of counting votes at the Virtual General Meeting**

1. The results of Electronic Voting during the period of electronic voting are statistics, calculated and extracted from the Electronic System. The vote counting committee approved by the General Meeting is the recipient of information on the results of Electronic Voting.
2. For the In-Person Hybrid Virtual Conference, the results of the vote count are aggregated from both Electronic Voting and In-Person Voting. The vote counting committee is responsible for counting votes by Direct Voting method and performing aggregation operations to determine the final results.
3. The vote counting results shall be recorded in the vote counting record, which is valid and legally valid when signed and certified by the Head of the Vote Counting Committee.

**Article 15. Announcement of vote counting results at the Online General Meeting**

1. The Resolution of the General Meeting shall be adopted when the approval rate is reached as prescribed in Article 21 of the Charter.
2. Based on the vote counting minutes, the Vote Counting Committee will check, synthesize and report to the Chairman the results of vote counting of each issue according to the content of the Congress program. The results of the vote counting will be announced by the Chairman just before the end of the Congress.

**Article 16. Preparation of meeting minutes and announcement of resolutions of the General Meeting Online**

1. The venue stated in the Minutes of the Online General Meeting is the place where the Chairman is present to control the General Meeting. This location must be in the territory of Vietnam.
2. The minutes of the meeting and resolutions of the online general meeting shall be made and approved in accordance with the provisions of law and in accordance with the Charter, the Governance Regulation and this Regulation.

**Article 17. Save meeting records**

The Company keeps all relevant records and documents arising during the General Meeting in accordance with the provisions of law and the Company's current internal regulations, including those made in electronic copies retrieved from the Electronic System and paper copies (if any).

## **CHAPTER V**

### **IMPLEMENTATION PROVISIONS**

#### **Article 18. Assignment and authorization to the Board of Directors**

1. The Company has the full right to select (the organization to provide) the software/system, provide data to support the implementation of the Online General Meeting of Shareholders and Electronic Voting.
2. Implement and promulgate specific and detailed regulatory documents, guidelines and contents of this Regulation in case of necessity, including but not limited to detailed instructions on how to log in, register for online attendance, and vote electronically in accordance with the type of electronic system selected by the Company.
3. On the basis of considering the actual application, the full authority to establish a team to support delegates to perform login, online registration, and electronic voting to ensure that delegates can access and exercise their rights quickly. convenient.

#### **Article 19. Enforcement effect**

Matters regarding the organization of the Virtual General Meeting and Electronic Voting which have not been mentioned in this Regulation shall be carried out in accordance with the relevant provisions of law, the Charter, and the Governance Regulations.

**TM. BOARD  
CHAIRMAN**

#### ***Recipients:***

- As above;
- Member of the Board of Directors;
- The Supervisory Board;
- Save: Vice President, Board of Directors.

**Nguyen Duy Kien**

**Internal Regulations on Corporate Governance**  
**GIAI PHONG MOTOR JOINT STOCK**  
**COMPANY**

**Document code: QC-QTNB-01/2026/GGG**

**Day ..... Month ..... 2026**

<b>Title:</b> Internal regulations on corporate governance of Giai phong Motor Joint Stock Company  <i>(This Regulation was approved by the Annual General Meeting of Shareholders in 2026 on .../.../2026 and issued together with Decision No. ....//GGG/QD-HDQT dated ...../...../2026 of the Board of Directors)</i>	<b>Code:</b> QC-QTNB-01/2026/GGG			
<b>The content of the material:</b>  This Regulation stipulates and guides the order of carrying out a number of procedures related to the internal management of agencies in Giai phong Motor Joint Stock Company, including: General Meeting of Shareholders, Board of Directors, Supervisory Board, Business Executive,				
<b>Update history</b>				
<b>Versions</b>	<b>Changes in documentation</b>	<b>Date</b>	<b>Draft</b>	<b>Approvals</b>
V01	New construction	.../.../2026	Board of Directors	Board of Directors

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## CHƯƠNG I: GENERAL PROVISIONS

### Điều 1. Explanation of terminology

Unless otherwise specified, the words in this Internal Regulation on corporate governance of Giai phong Motor Joint Stock Company shall be construed as follows:

1. **"Company"** means Giai phong Motor Joint Stock Company;
2. **"Shareholder"** means a person who owns at least one issued share of the Company and is listed in the Register of Shareholders of the Company;
3. **"Regulation"** means the internal regulation on corporate governance of this Giai phong Motor Joint Stock Company;
4. **"Law on Enterprises"** is the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on June 17, 2020;
5. **"Law on Securities"** is the Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26, 2019;
6. **"Charter"** means the Charter of Giai phong Motor Joint Stock Company approved by the General Meeting of Shareholders on .../.../2026;
7. **"Decree 155"** means 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;
8. **"Circular 116"** means Circular 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 in Decree No. 155/2020/ND-CP;
9. **"General Meeting of Shareholders"** hereinafter referred to as the General Meeting of Shareholders;
10. **"Board of Directors"** hereinafter referred to as the Board of Directors;
11. **"Supervisory Board"** hereinafter referred to as Supervisory Board;
12. **"General Director"** hereinafter abbreviated as General Director;
13. **"Enterprise manager"** means the Chairman of the Board of Directors, members of the Board of Directors, General Director;
14. **"Business Executive"** or **"Executive"** means the General Director, Deputy General Director, Functional Directors and Chief Accountant.

### Điều 2. Bases for construction, scope of adjustment and subjects of application

1. The internal regulations on corporate governance of Giai phong Motor Joint Stock Company are developed and promulgated in accordance with the requirements of the law on public companies in accordance with the Law on Enterprises, the Law on Securities, Decree 155, Circular 116, the Company's Charter and other relevant legal provisions. At the same time, the Regulation is considered and applies good practices, widely accepted in the world on corporate governance in accordance with the conditions in Vietnam and the context of the Company.
2. This Regulation stipulates 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.

3. This Regulation applies to members of the Board of Directors, the Supervisory Board, the General Director and related persons.

### **Điều 3. Objectives and principles of corporate governance**

Corporate governance is a set of procedures and processes under which the Company is governed and controlled in order to make the Company's governance process transparent and demonstrate the Company's commitment to effective governance in accordance with the Company's mission, vision and core values. The Company's governance principles include:

1. Comply with legal regulations;
2. Respect business ethics;
3. Ensuring the interests of shareholders, fair treatment among shareholders;
4. Ensure an effective governance structure;
5. Ensuring the role of persons with interests related to the Company;
6. Transparency in the Company's operations;
7. The Board of Directors orients, leads and supervises the Company; and
8. The Supervisory Board effectively monitors the Company's activities.

## **CHƯƠNG II: GENERAL MEETING OF SHAREHOLDERS**

### **Điều 4. Roles, rights and obligations of the General Meeting of Shareholders**

#### **1. Role of the General Meeting of Shareholders**

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

#### **2. Rights and obligations of the General Meeting of Shareholders**

- a) Except for other rights and obligations specified in this Regulation, the Charter and law, the General Meeting of Shareholders of the Company has the rights and obligations specified in Article 15 of the Company's Charter.
- b) The contents approved in the previous Resolutions of the General Meeting of Shareholders have not been implemented, the Board of Directors must report to the General Meeting of Shareholders at the nearest annual meeting. In case there is a change in the content under the decision-making authority of the General Meeting of Shareholders, the Board of Directors must submit it to the General Meeting of Shareholders at the nearest meeting for approval before implementation.

### **Điều 5. Order and procedures for meeting the General Meeting of Shareholders to approve resolutions in the form of voting at the General Meeting of Shareholders**

#### **1. Competence to convene the General Meeting of Shareholders**

- a) The Board of Directors convenes the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary meeting of the General Meeting of Shareholders in the cases specified in Clause 4, Article 14 of the Company's Charter.
- b) The Supervisory Board has the right to convene an extraordinary meeting of the General Meeting of Shareholders in the case specified at Point b, Clause 4, Article 14 of the Company's Charter.

- c) Shareholders or groups of shareholders specified in Clause 3, Article 12 of the Company's Charter have the right to convene an extraordinary General Meeting of Shareholders in the case specified at Point c, Clause 4, Article 14 of the Company's Charter.

**2. Make a list of shareholders entitled to attend the meeting**

- a) The convener of the General Meeting of Shareholders is responsible for making a list of shareholders entitled to attend the meeting.
- b) The list of shareholders entitled to attend the General Meeting of Shareholders shall be made based on the Company's shareholder register and must be made no later than 10 (ten) days before the date of sending the invitation to the General Meeting of Shareholders or according to another time limit specified in the Company's Charter.

**3. Announcement on the closing of the list of shareholders entitled to attend the General Meeting of Shareholders**

The Company discloses information about the closing of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before the last registration date.

**4. Notice of convening the General Meeting of Shareholders**

Comply with the provisions of Clause 3, Article 18 of the Company's Charter.

**5. Agenda and contents of the General Meeting of Shareholders**

- a) The convener of the General Meeting of Shareholders must prepare the agenda and contents of the meeting.
- b) Shareholders or groups of shareholders specified in Clause 3, Article 12 of the Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal shall comply with the provisions of Article 18 of the Charter and the following provisions:

The proposal for issues to be included in the agenda of the General Meeting of Shareholders must be made in writing and must be sent to the Company at least 07 (seven) working days before the opening date of the General Meeting of Shareholders. A written proposal for issues to be included in the agenda of the General Meeting of Shareholders must include the following information:

- (i) Full name of the shareholder, permanent address, nationality, number of citizen identity card/identity card/passport or other legal personal identification for individual shareholders; Name, enterprise code or establishment decision number, address of the head office for shareholders being organizations;
  - (ii) The number of each type of shares of shareholders;
  - (iii) The issue of recommendations to be included in the meeting agenda;
  - (iv) Reasons for making recommendations;
  - (v) Signatures of shareholders for individual shareholders; The signature of the legal representative of the shareholder and the seal of the legal entity for the shareholder being an organization.
- c) The convener of the General Meeting of Shareholders has the right to reject the shareholders' proposals in the cases specified in Clause 5, Article 18 of the Company's Charter and in case the proposals are sent in contravention of the provisions of Point b of this Clause.

- d) Except for the case specified at Point c of this Clause, the convener of the General Meeting of Shareholders must accept and include the proposals specified at Point b of this Clause in the tentative agenda and contents of the meeting; the proposal shall be officially added to the program and content of the meeting if approved by the General Meeting of Shareholders.

#### **6. Authorization of the representative to attend the General Meeting of Shareholders**

- a) Shareholders who do not directly attend the General Meeting of Shareholders may authorize others to attend. The authorization shall comply with Clause 2, Article 16 of the Company's Charter.
- b) Shareholders or authorized representatives of shareholders may send information about the power of attorney to the person in charge of corporate governance in advance before the opening date of the meeting.

#### **7. How to register to attend the General Meeting of Shareholders**

- a) The Shareholder Eligibility Examination Committee or a department/individual appointed by the Convener of the General Meeting of Shareholders shall be responsible for registering to attend the General Meeting of Shareholders.
- b) The registration to attend the General Meeting of Shareholders includes the registration of shareholders and authorized representatives of shareholders to attend before the opening of the General Meeting of Shareholders. Shareholders or authorized representatives of shareholders who attend the General Meeting of Shareholders late have the right to register and then have the right to participate and vote right at the meeting. Registration and voting are only conducted before the votes are counted.
- c) Shareholders or authorized representatives of shareholders must present personal documents and prove their right to attend the meeting when registering to attend the General Meeting of Shareholders, including: identity card/citizen identity card, passport or copy of business registration certificate, notice of invitation to the meeting and power of attorney (in case of authorization). Registration is done at the meeting venue.
- d) Shareholders must comply with all internal rules and regulations of the Company during the process of registering to attend the meeting. In case of violation or intentional disruption, the Company reserves the right to use appropriate measures to ensure that the registration process for other parties is carried out normally. If a shareholder causes damage to the Company and/or a third party, he or she must pay compensation in accordance with the law.
- e) The Shareholder Eligibility Examination Committee or the department/individual appointed by the Board of Directors is responsible for checking and notifying the number of shareholders attending the meeting that meet the minimum attendance rate as prescribed. This ratio is announced immediately after the end of shareholder registration and before shareholders vote.

#### **8. Conditions**

Comply with the provisions of Article 19 of the Company's Charter.

#### **9. Form of approving the resolution of the General Meeting of Shareholders**

Unless otherwise provided for in the Charter and law, the resolutions of the General Meeting of Shareholders on the following issues must be approved by voting at the General Meeting of Shareholders:

- a) Amending and supplementing the contents of the Company's Charter;
- b) Company's development orientation;
- c) Type of shares and total number of shares of each type;
- d) Election, dismissal and dismissal of members of the Board of Directors and Controllers;
- e) Decision 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, unless the Company's Charter stipulates other ratios or values;
- f) Approval of annual financial statements;
- g) Reorganization and dissolution of the Company.

#### **10. How to vote**

- a) The vote counting committee selected by the General Meeting of Shareholders on the recommendation of the Chairman shall be responsible for counting the votes of the general meeting.
- b) When registering to attend the General Meeting, each shareholder or authorized representative of a shareholder with voting rights will be issued a voting card, voting slip and election slip (if any) on which the registration number, full name of the shareholder, full name of the authorized representative of the shareholder and the number of votes of that person.
- c) For public voting issues, including: Through the selection of the Presiding Board (or equivalent agency), the Vote Counting Committee; Adopt the Meeting Agenda; Through the Resolution, Minutes of the meeting, etc., the shareholder or the authorized representative of the shareholder shall conduct a public vote by holding up the voting card under the control of the Chairman. Voting cards will not be collected in the ballot box.
- d) For secret ballot issues:
  - (i). Vote by voting slip for important issues submitted to the General Meeting of Shareholders for comments according to reports, proposals and proposals at the meeting and collected into the ballot box. For each voting issue printed on the ballot there are options of Approval/Disapproval/No opinion; or/and
  - (ii). Election by Vote (if any) for the election of members of the Board of Directors and Controllers. This ballot will be collected in the ballot box.
  - (iii). The Chairman and/or Head of the Vote Counting Committee shall be responsible for guiding the manner of voting and voting at each General Meeting of Shareholders.
  - (iv). In case of sending votes to the meeting by mail, the votes must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. The ballot must only be opened in the presence of all attendees and must be immediately placed in the ballot box.

#### **11. How votes are counted**

- a) For issues of public voting at the Congress:

The number of cards approving the resolution is checked first, the number of cards not endorsing the resolution is checked later, and finally counting the total number of shares in favor or against to decide. The Chairman announces immediately after voting on that

issue.

b) For secret ballot issues:

- (i). The vote counting committee must collect votes/election papers after the General Meeting of Shareholders votes and then count the votes. The vote counting committee must not cross out or correct the received ballots. For invalid votes, the Vote Counting Committee must keep them separately and explain the reason for invalidity in case they are requested by shareholders or the Chairman.
- (ii). The Company may use third-party software or services to conduct vote counting. When applying this method, the Vote Counting Committee must closely supervise the vote counting process and take responsibility before the General Meeting of Shareholders for the accuracy of the vote counting results.
- (iii). For sensitive matters, if the shareholders request and are approved by the General Meeting of Shareholders, the Company must appoint a neutral organization to collect and count votes.
- (iv). After counting the votes, the Vote Counting Committee must make a vote counting record for the Head of the Vote Counting Committee to announce before the Congress. After the conclusion of the General Meeting of Shareholders, the Vote Counting Committee shall ensure that all Votes/Election Papers and Vote Counting Minutes shall be handed over to the Company's Administrator for storage in accordance with the Company's confidentiality and archival regulations.

**12. Conditions for the resolution to be passed**

Comply with the provisions of **Article 21 of the** Company's Charter.

**13. Announcement of vote counting results**

The results of the vote counting shall be announced by the Chairperson or a person designated by the Chairperson immediately before the closing of the meeting.

**14. How to object to the resolution of the General Meeting of Shareholders**

- a) In case a shareholder objects to the resolution of the General Meeting of Shareholders on the reorganization of the Company or the change of rights and obligations of the shareholders specified in the Company's Charter as prescribed in Article 132 of the Law on Enterprises, such shareholder must make a document, clearly stating the name, address, code of attendance and contents, reasons for objection and send to the Board of Directors of the Company immediately after the vote counting results are announced or within 10 (ten) days from the date the General Meeting of Shareholders approves the resolution on the objected issues.
- b) Within the time limit specified at Point a of this Clause, shareholders who object to the resolution of the General Meeting of Shareholders at Point a of this Clause also have the right to request the Company to repurchase their shares. In that case, in the written objection to the resolution of the General Meeting of Shareholders, in addition to the contents as required at Point a of this Clause, there must be the following contents: the number of shares of each type, the intended price to be sold, the reason for requesting the Company to redeem them.
- c) The settlement of share repurchase at the request of shareholders at Point b of this Clause shall comply with the provisions of the Company's Charter and law.

**15. Making the Minutes of the General Meeting of Shareholders**

- a) The secretary of the General Meeting of Shareholders is responsible for recording all developments of the General Meeting, making minutes and requesting the General Meeting of Shareholders to approve 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. The minutes shall be made in Vietnamese and must include the contents specified in Article 23 of the Company's Charter.
- b) The minutes of the General Meeting of Shareholders, enclosed with the appendix to the list of shareholders, the written authorization to attend, the voting slip, the vote counting minutes, the full text of the resolution passed at the General Meeting, the documents enclosed with the invitation letter and the documents distributed at the General Meeting must be kept at the Company's head office.

#### **16. Announcement of the Resolution of the General Meeting of Shareholders**

The minutes of the General Meeting of Shareholders must be published on the Company's website and disclosed through the Stock Exchange and the State Securities Commission within twenty-four (24) hours in accordance with the law on securities and sent to all shareholders within fifteen (15) days from the end of the meeting. In case the Company has a website, the sending of the Minutes of the meeting and the minutes of vote counting may be replaced by posting on the Company's website.

#### **Điều 6. Order and procedures for meeting the General Meeting of Shareholders to approve resolutions in the form of collecting written opinions**

##### **1. Cases in which written opinions can and cannot be consulted**

The Board of Directors has the right to collect shareholders' opinions in writing to approve the decision of the General Meeting of Shareholders at any time if it deems it necessary for the interests of the Company in accordance with the provisions of the Company's Charter, except for the contents that must be approved at the meeting as prescribed in Clause 9, Article 5 of this Regulation and the Company's Charter.

##### **2. Order and procedures for the General Meeting of Shareholders to approve the resolution in the form of collecting written opinions**

- a) The order of collecting opinions by shareholders in writing shall comply with Article 22 of the Company's Charter after the resolution of the Board of Directors on the application of the form of written opinion gathering.
- b) In this case, the Board of Directors will establish a Vote Counting Committee. The minimum vote counting committee includes: Chairman of the Board of Directors, Head of the Supervisory Board and a secretary member. In which, the Chairman of the Board of Directors is the Head of the Vote Counting Committee.
- c) The opinion poll that has been answered, the vote counting record, the full text of the approved resolution and relevant documents enclosed with the opinion paper must be kept at the head office of the Company.

#### **Điều 7. Order and procedures for meeting the General Meeting of Shareholders to approve resolutions in the form of online conferences or face-to-face conferences combined with online**

Comply with the provisions of the *Regulation on online meetings of the General Meeting of Shareholders and electronic voting* issued together with this Regulation.

## **CHƯƠNG III: BOARD**

### **Điều 8. Roles, rights and obligations of the Board of Directors, responsibilities of members of the Board of Directors**

#### **1. Role of the Board of Directors**

The Board of Directors is the management agency of the Company, 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. Rights and obligations of the Board of Directors**

The Board of Directors of the Company has the rights and obligations specified in Article 27 of the Company's Charter and other rights and obligations as prescribed in this Regulation, the Regulation on Operation of the Board of Directors, the Company's Charter and law.

#### **3. Responsibilities of members of the Board of Directors**

- a) Members of the Board of Directors are obliged to comply with the provisions of this Regulation, the Regulation on the operation of the Board of Directors, the Company's Charter and law.
- b) Members of the Board of Directors have the right to 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 of units in the Company.

Except for information and documents provided periodically and on time by the General Director as prescribed in Article 25 of this Regulation, in case a member of the Board of Directors requests the Manager to provide information and documents periodically (due to due but not received) or irregularly, he or she shall request the provision of information, the document must be made in writing with at least the following contents: name of the member of the Board of Directors, name of the Manager requested to be provided, content, purpose, form, time limit for provision and commitment to confidentiality of information. The written request must be submitted to ensure that the Manager receives it before the expiration of the time limit stated in the document of at least 15 (fifteen) days.

Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors.

- c) Members of the Board of Directors can be purchased by the Company after being approved by the General Meeting of Shareholders. This insurance does not cover the liabilities of members of the Board of Directors related to violations of the Company's Charter and the law.

### **Điều 9. Nomination, candidacy, election, dismissal and dismissal of members of the Board of Directors**

#### **1. Term of office and number of members of the Board of Directors**

Comply with the provisions of the Regulation on Operation of the Board of Directors and Clauses 1 and 2, Article 26 of the Company's Charter.

#### **2. Structure, standards and conditions of members of the Board of Directors**



Comply with the provisions of the Regulation on Operation of the Board of Directors, the Company's Charter and the law.

### **3. Nomination and candidacy for members of the Board of Directors**

- a) Shareholders or groups of shareholders owning the number of shares (up to the time of closing the list of shareholders entitled to attend the meeting) satisfying Clause 2, Article 25 of the Charter are entitled to nominate members of the Board of Directors as follows:
- (i) Shareholders or groups of shareholders must prepare nomination dossiers, including:
    - + The candidate information declaration contains the information specified in Clause 1, Article 25 of the Company's Charter and the following information: Full name, date of birth; Educational level; Professional qualifications; Work process; Companies in which the candidate is holding the position of member of the Board of Directors and other management positions; Interests related to the Company: the candidate's relationship with the Related Person, the candidate's relationship with the Company's main business partners, information related to the candidate that may affect the candidate's duties and independence as a member of the Board of Directors;
    - + An evaluation report on the candidate's contribution to the Company, in case the candidate is currently a member of the Board of Directors of the Company;
    - + The candidate's written commitment to the truthfulness and accuracy of personal information in the dossier and must commit to perform tasks honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors;
    - + For the group of shareholders, it is necessary to send more: a complete list of nominated shareholders; written agreement of the group of shareholders on the nomination of members of the Board of Directors.
  - (ii) Nomination dossiers must be sent to the Board of Directors at the address of the Company's head office within the time limit specified in the Company's notice of nomination and candidacy of members of the Board of Directors.
  - (iii) Ordinary shareholders who form a group to nominate a person 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.
- b) Shareholders who are individuals or persons who meet the criteria and conditions to be members of the Board of Directors may run for membership of the Board of Directors of the Company. The candidacy dossier and the submission of the candidacy dossier to the Board of Directors of the Company shall comply with the provisions of Sections (i) and (ii) Point a of this Clause.

### **4. How to elect members of the Board of Directors**

Comply with the provisions of the Regulation on Operation of the Board of Directors, the Company's Charter and the law.

### **5. Cases of dismissal, dismissal and addition of members of the Board of Directors**

Comply with the provisions of the Regulation on Operation of the Board of Directors, the Company's Charter and the law.

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

Comply with the provisions of the Regulation on Operation of the Board of Directors, the Company's Charter and the law.

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

- a) In case a candidate for the Board of Directors has been identified, the Company must disclose information related to the candidates at least 10 (ten) 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.
- b) 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 Board of Directors candidate (if any).

**8. Election, dismissal and dismissal of the Chairman of the Board of Directors**

- a) The Chairman of the Board of Directors is elected by the Board of Directors from among the members of the Board of Directors. The Chairman of the Board of Directors will not be able to concurrently hold the title of General Director of the Company.
- b) The Chairman of the Board of Directors naturally ceases to be the Chairman of the Board of Directors when he is dismissed or dismissed from membership of the Board of Directors by the General Meeting of Shareholders.
- c) The Chairman of the Board of Directors may be dismissed by the Board of Directors in case of breach of the obligations of the Chairman of the Board of Directors as prescribed in this Regulation, the Regulation on Operation of the Board of Directors, the Company's Charter or the law causing damage to the Company's assets and must be approved by 100% of the members of the Board of Directors (except the Chairman of the Board of Directors).
- d) The Chairman of the Board of Directors may be dismissed by the Board of Directors in the following cases:
  - (i) Having a letter of resignation as Chairman of the Board of Directors and being approved;
  - (ii) When declared missing by the Court;
  - (iii) When being temporarily detained, serving a prison sentence, serving administrative handling measures at compulsory detoxification establishments, compulsory education establishments, escaping from their places of residence;
  - (iv) When being restricted or losing civil act capacity, having difficulties in cognition and control of acts;
  - (v) When prohibited by the Court from holding certain positions, practicing certain professions or doing certain jobs, leading to the inability to perform the obligations of the Chairman of the Board of Directors.

**Điều 10. Remuneration and other benefits of members of the Board of Directors**

Comply with the provisions of the Regulation on Operation of the Board of Directors, the Company's Charter and the law.

**Điều 11. Order and procedures for organizing meetings of the Board of Directors**

**1. Minimum number of meetings**

The Board of Directors meets periodically at least once a quarter and is convened by the Chairman of the Board of Directors or other competent persons.

**2. Cases in which an extraordinary meeting of the Board of Directors must be convened**

- a) The first meeting of the Board of Directors of the new term is convened as follows:  
Within seven (07) working days from the end of the election of the Board of Directors for the new term, the member with the highest number of votes or the highest percentage of votes shall convene and preside over the election of the Chairman of the Board of Directors and Vice Chairman of the Board of Directors.
- b) The Chairman of the Board of Directors must convene a meeting of the Board of Directors when there are important matters to be discussed and/or upon receipt of a written request from one of the following units/persons:
  - (i) Supervisory Board or independent members of the Board of Directors;
  - (ii) General Director or at least 05 other business managers;
  - (iii) At least 02 executive members of the Board of Directors;
  - (iv) Independent auditors;
  - (v) Other cases are prescribed by the company's charter.
- a) Meetings of the Standing Board of Directors  
The Standing Committee of the Board of Directors holds an extraordinary meeting on the basis of the convening of the Chairman of the Board of Directors or the person temporarily holding the position of Chairman of the Board of Directors.

**3. Notice of the Board of Directors meeting**

- a) 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 meeting date. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues 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.
- b) 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.
- c) Meetings of the Board of Directors will be conducted at the Company's head office or other locations in Vietnam or abroad at the discretion of the Chairman of the Board of Directors and with the consent of the Board of Directors.

**4. The right to attend the Board of Directors meeting of the Comptroller**

The convener of the Board of Directors meeting must send the notice of invitation to the meeting and enclosed documents to the Controllers as for the members of the Board of Directors. Controllers have the right to attend meetings of the Board of Directors; have the right to discuss but not vote.

**5. Conditions for organizing a meeting of the Board of Directors**

Comply with the provisions of Clause 7, Article 30 of the Company's Charter, the Regulation on Operation of the Board of Directors and the law.

**6. How to vote, how to approve the resolution of the Board of Directors**

Comply with the provisions of Article 30 of the Company's Charter, the Regulation on Operation of the Board of Directors and the law.

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

Members of the Board of Directors may authorize others to attend the meeting and vote if approved by the majority of members of the Board of Directors. The authorization must be in writing in accordance with civil law and must be sent to ensure that the Company receives it no later than the opening of the meeting.

**8. Making minutes of the Board of Directors meeting, in case the chairman and/or secretary refuses to sign the minutes of the Board of Directors meeting**

Comply with the provisions of Article 30 of the Company's Charter, the Regulation on Operation of the Board of Directors and the law.

**9. Notification of resolutions and decisions of the Board of Directors**

After the resolution of the Board of Directors is passed, the content of the resolution of the Board of Directors will be notified to the members of the Board of Directors by fax/email, relevant departments and individuals are responsible for implementing and complying with the provisions of the Charter and law. The contents within the scope of information disclosure will be announced in accordance with the law.

**Điều 12. Establishment and operation of subcommittees under the Board of Directors**

1. The Board of Directors may establish sub-committees to be in charge of development policies, human resources, salary and bonuses, internal audit, and risk management.
2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors must be in accordance with current provisions of law and the provisions of the Company's Charter.
3. Structure of subcommittees

The structure of subcommittees consists of one (01) subcommittee head and member(s). The number of members of the subcommittee is decided by the Board of Directors, but there should be at least three (03) people including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should make up the majority of the subcommittee and one of these members is appointed as the Head of the subcommittee according to the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors.

4. Criteria and responsibilities of sub-committee heads and members

- a) The Head of the Subcommittee is selected from among the members of the Board of Directors and is knowledgeable about the field assigned to be in charge. The Head of the Subcommittee shall:
  - (i) It must report to the Chairman of the Board of Directors on the work of the Subcommittee. In addition, the Heads of Subcommittees must be present at the General Meetings of Shareholders to answer questions from shareholders.
  - (ii) Notify the Board of Directors of all important matters related to the work of the Subcommittee, at least once every three (03) months.

- (iii) Submit to the Board of Directors all the data requested by the Board of Directors, without delay
  - (iv) Implement necessary management measures to ensure that the Subcommittee fulfills its duties well.
- b) The members of the Subcommittee may be selected by the Board of Directors from among the members of the Board of Directors or others. Members of the Subcommittee perform tasks as assigned by the Head of the Subcommittee and the Board of Directors.

**Điều 13. Establishment and operation of the Standing Board of Directors**

The Board of Directors may establish a Standing Committee of the Board of Directors to promptly resolve and approve a number of issues under the jurisdiction of the Board of Directors, and be responsible to the Board of Directors for activities within the scope of its authorized functions and tasks.

**Điều 14. Selection, appointment and dismissal of the person in charge of corporate governance**

**1. Standards of the person in charge of corporate governance**

The person in charge of corporate governance must be a person who is knowledgeable about the law, must not simultaneously work for an independent auditing firm that is auditing the Company's financial statements. Other standards will be in accordance with the law, the company's charter and the decision of the Board of Directors.

**2. Appointment of the Person in charge of corporate governance**

The Board of Directors must appoint at least 01 (one) person to perform the duties of the person in charge of corporate governance. The person in charge of corporate governance may concurrently act as the company secretary in accordance with the provisions of the Law on Enterprises. The term of office of the person in charge of corporate governance is decided by the Board of Directors, a maximum of 05 years and can be re-appointed.

**3. Cases of dismissal of the person in charge of corporate governance**

The Board of Directors may dismiss the person in charge of corporate governance when necessary but not contrary to the current laws on labor, the Law on Enterprises, the Law on Securities and relevant laws.

**4. Notice of appointment and dismissal of the person in charge of corporate governance**

The appointment and dismissal of the person in charge of corporate governance must be disclosed on the securities market in accordance with law.

**5. Rights and obligations of the person in charge of corporate governance**

Comply with Article 32 of the Company's Charter.

**CHƯƠNG IV: SUPERVISORY BOARD**

**Điều 15. Roles, rights and obligations of the Control Board and responsibilities of the Controller**

**1. Role of the Supervisory Board**

The Supervisory Board is the agency that supervises the Company's activities, contributing to ensuring the transparency and soundness of the Company; take

responsibility before the General Meeting of Shareholders of the Company for the performance of assigned tasks.

## **2. Rights and obligations of the Control Board**

Except for other rights and obligations specified in this Regulation, the Charter and law, the Supervisory Board of the Company has the rights and obligations specified in Article 38 of the Company's Charter.

## **3. Responsibilities of the Controller**

In addition to the responsibilities prescribed in this Regulation, the Charter and law, the Comptroller has the following responsibilities:

- a) Strictly comply with the law, the Company's Charter, the resolution of the General Meeting of Shareholders and professional ethics in the performance of assigned rights and obligations.
- b) Exercising the assigned rights and obligations in an honest, prudent and best manner to ensure the maximum legitimate interests of the Company.
- c) Loyal to the interests of the Company and shareholders; not abusing their positions and using information, know-how, business opportunities and other assets of the company for self-interest or serving the interests of other organizations and individuals.
- d) Other obligations as prescribed in this Regulation, the Regulation on Operation of the Board of Directors and the Company's Charter.
- e) In case of violation specified at Points a, b, c and d of this Clause which cause damage to the Company or other persons, the Comptroller shall take personal responsibility or jointly compensate for such damage. Income and other benefits obtained by the Controller as a result of the violation must be reimbursed to the Company.
- f) In case of detecting any violation of the Comptroller in the performance of the assigned rights and obligations, the Supervisory Board must be notified in writing; request the violator to stop the violation and remedy the consequences.

## **Điều 16. Term of office, number, composition and structure of Controllers**

### **1. Term of office, number, composition and structure of Controllers**

Comply with the provisions of Article 37 of the Company's Charter and law.

### **2. Criteria and conditions of the Controller**

Comply with the provisions of Article 37 of the Company's Charter and law.

### **3. Nomination, candidacy of Controllers, Methods of election of Controllers**

The election of the Supervisor 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 by the number of elected members of the Supervisory Board and shareholders have the right to pool all or part of their total votes to one or several candidates. The winner of the Controller election 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 reached. In case there are 02 or more candidates with the same number of votes for the last member of the Supervisory Board, 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.

**4. Cases of dismissal or dismissal of the Comptroller**

Comply with the provisions of Article 37 of the Company's Charter and law.

**5. Notification of election, dismissal and dismissal of Controllers**

The appointment and dismissal of the person in charge of corporate governance must be disclosed on the securities market in accordance with law.

**6. Salary and other benefits of the Comptroller**

Comply with the provisions of Article 37 of the Company's Charter and law.

**Điều 17. Supervisory activities of the Supervisory Board**

1. The Supervisory Board supervises the Board of Directors and the General Director in the management and administration of the Company.
2. Examining the reasonableness, legality, honesty and prudence in the management and administration of business activities; systematic, consistent and appropriate accounting, statistics and financial reporting.
3. Appraisal of the completeness, legality and truthfulness of the Company's business situation report, annual and 06-month financial statements, management evaluation report of the Board of Directors and submission of the appraisal report at the Annual General Meeting of Shareholders. Review contracts and transactions with relevant persons under the approving authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions that require the approval of the Board of Directors or the General Meeting of Shareholders.
4. Review, examine and evaluate the effectiveness and effectiveness of the Company's internal control, internal audit, risk management and early warning systems.
5. To examine the accounting books, accounting records and other documents of the Company, the management and administration of the Company's operations when deeming it necessary or at the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises.
6. At the request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises, the Supervisory Board shall conduct an inspection within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Supervisory Board must report on the issues requested for inspection to the Board of Directors and shareholders or groups of shareholders who request it. The inspection of the Supervisory Board specified in this Clause must not obstruct the normal operation of the Board of Directors, nor interrupt the business operation of the Company.
7. Propose the Board of Directors or the General Meeting of Shareholders to take measures to amend, supplement and improve the organizational structure of management, supervision and administration of the Company's business activities.
8. When detecting a member of the Board of Directors or General Director violating the provisions of Article 165 of the Law on Enterprises, he must immediately notify in writing to the Board of Directors, request the violator to stop the violation and take remedial solutions.
9. Attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors and other meetings of the Company.

10. Use independent consultants, the Company's internal audit department to perform assigned tasks.
11. The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.
12. Other rights and obligations as prescribed in this Regulation, the Company's Charter, the resolution of the General Meeting of Shareholders and law.
13. Notification of the election, dismissal and dismissal of the Controller in accordance with the provisions of the Company's Charter and the law on securities.
14. Perform other rights and obligations in accordance with the provisions of the Law on Enterprises, the Company's Charter and the resolution of the General Meeting of Shareholders.

## **CHAPTER V: GENERAL DIRECTOR**

### **Điều 18. Roles, responsibilities, rights and obligations of the General Director**

1. The role of the General Director

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. Responsibilities, rights and obligations of the General Director

Comply with Clause 4, Article 35, Appendix IV of the Company's Charter and relevant provisions in this Regulation, the Company's internal regulations, the Company's Charter and law.

### **Điều 19. Appointment, dismissal, signing and termination of contracts for the General Director**

1. **Term of office, criteria and conditions of the General Director**

- a) The term of office of the General Director shall not exceed 05 years from the date of appointment in the appointment decision of the Board of Directors. The General Director can be reappointed for an unlimited number of terms.
- b) The General Director must meet the standards and conditions prescribed by the Charter and law.

2. **Appointment and signing of labor contracts with the General Director**

- a) The Board of Directors appoints one (01) member of the Board of Directors or one (01) other person as General Director;
- b) The Chairman of the Board of Directors on behalf of the Board of Directors signs a contract with the General Director which stipulates the salary, remuneration and other benefits. The salary and remuneration of the General Director must be reflected in the Company's Financial Statements and Annual Reports.

3. **Dismissal and termination of labor contracts with the General Director**

The Board of Directors may dismiss or terminate the labor contract with the General Director in the following cases:

- a) Having a letter of resignation and being approved by the Board of Directors;
- b) The General Director expires without being reappointed;



- c) The working term stated in the labor contract expires without being extended;
- d) The General Director fails to meet the criteria and conditions as prescribed by the Charter and law;
- e) The General Director violates his/her obligations under the provisions of the labor contract, the Company's internal regulations, the Charter or the law, causing damage to the Company's assets and reputation;
- f) Other cases if the Board of Directors deems it necessary for the benefit of the Company.

**4. Notice of appointment, dismissal, signing and termination of contracts for General Director**

Notice of appointment, dismissal, signing and termination of contracts for the General Director shall comply with the provisions of the Company's Charter and the law on securities.

**5. Salary and other benefits of the General Director**

The General Director is paid salary and bonuses. The salary and bonus of the General Director are decided by the Board of Directors.

**CHAPTER VI. COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD AND THE GENERAL DIRECTOR**

**Điều 20. Procedures and order for convening, notifying meeting invitations, recording minutes and notification of meeting results between the Board of Directors, the Control Board and the General Director**

**1. Board of Directors Meetings**

- a) The Board of Directors is responsible for sending the notice of the Board of Directors meeting to the controllers at least five (05) working days before the meeting date. Notices of invitations to meetings shall be sent by mail, fax, email or other means but must be ensured to reach the contact addresses of the Controllers. The Chairman of the Board of Directors or the convener shall send the notice of invitation to the meeting and enclosed documents to the Controllers as for members of the Board of Directors.
- b) Controllers have the right to attend meetings of the Board of Directors; have the right to discuss but not the right to vote.
- c) The Board of Directors may invite additional members of the Board of Directors to attend some Board of Directors meetings or some related contents in the Board of Directors meeting. Members of the Board of Directors are responsible for preparing documents, reports, and presentations at the request of the Chairman of the Board of Directors. Members of the Board of Directors have the right to attend and discuss but are not entitled to vote.
- d) The secretary of the meeting shall record the discussion opinions of the Supervisors and notify the results of the Board of Directors meeting to the Supervisors and the General Director within 03 (three) days from the end of the meeting.

**2. Meetings of the Supervisory Board:**

- a) At important meetings of the Supervisory Board, the Chairman of the Supervisory Board may invite a number of members of the Board of Directors and members of the Board of Directors to participate in the meeting to discuss relevant issues.
- b) The meeting invitation letter must contain all necessary contents and must be delivered to the invitee at least three (03) days before the meeting takes place.

- c) The Head of the Supervisory Board will send a written notice of the results of the meeting to the Board of Directors and the General Director within three (03) working days after the meeting ends.

### **3. Meetings of the Board of Directors:**

- a) At important meetings of the Board of Directors, the General Director may invite a number of members of the Board of Directors and the Head of the Supervisory Board to participate in the meeting to discuss relevant issues.
- b) The meeting invitation letter must contain all necessary contents and must be delivered to the invitee at least three (03) days before the meeting takes place.
- c) The secretary of the meeting is responsible for sending a written notice of the results of the meeting to the Board of Directors and the Supervisory Board within five (03) working days after the meeting ends.

### **Điều 21. Notification of resolutions and decisions of the Board of Directors to the Control Board and the General Director**

Copies of the resolutions of the Board of Directors will be forwarded to the Supervisory Board and the General Director within five (05) working days after the meeting ends for approval by one of the following methods: directly, fax or email to the notified address.

### **Điều 22. Cases in which the General Director and the Control Board request to convene a meeting of the Board of Directors and matters that need to be consulted by the Board of Directors**

1. Cases in which the Supervisory Board proposes to convene a meeting of the Board of Directors:
  - a) When detecting violations in the exercise of the authority of the General Director or the Board of Directors, members of the Board of Directors;
  - b) When deeming it necessary to: (i) review, examine and evaluate the effectiveness and efficiency of the internal control system, internal audit and risk management; (ii) proposing solutions to amend, supplement and improve the organizational structure of management, supervision and administration of the Company's business activities; (iii) finding that the Company's business reports, annual and 06-month financial statements reflect incompletely, dishonestly or violate legal regulations; (iv) examining relevant issues at the request of shareholders or groups of shareholders as prescribed in the Charter;
2. Cases in which the General Director or at least 05 (five) managers request to convene a meeting of the Board of Directors:
  - a) Proposing a plan to pay dividends or handle losses in business;
  - b) Proposing the organizational structure plan of the Company;
  - c) Recommending other issues under the decision-making authority of the Board of Directors affecting the implementation of the business plan and operating activities of the Company
3. The request must be made in writing clearly stating the purpose of the meeting and enclosed with relevant documents and sent to the Board of Directors 10 (ten) working days before the expected date of the meeting.
4. The Chairman of the Board of Directors is responsible for considering the proposal and convening a meeting within 07 (seven) working days from the date of receipt of the

proposal. In case the Chairman of the Board of Directors does not accept the convening of the meeting as requested, the Chairman shall be responsible for the damage caused to the Company (if any) and the persons proposing to organize the meeting may convene the meeting of the Board of Directors by themselves.

**Điều 23. Report of the General Director to the Board of Directors on the performance of assigned tasks and powers**

1. The General Director must report to the Board of Directors periodically (quarterly, 6 months and annually) on the performance of assigned duties and powers. The report shall be made in writing and sent to the members of the Board of Directors within fifteen (15) days from the end of the reporting period. The General Director is responsible for directly reporting and clarifying the contents at regular or extraordinary meetings of the Board of Directors at the request of the Board of Directors.
2. When deemed necessary, the Board of Directors may request other managers to report on the performance of assigned tasks.
3. The General Director has the right to refuse to implement and reserve opinions on the decisions of the Board of Directors if he finds it illegal or contrary to the State's regulations and immediately report the explanation to the Board of Directors and the Supervisory Board in writing.

**Điều 24. Review the implementation of resolutions and other authorization issues of the Board of Directors to the General Director**

1. Periodically (quarterly, 6 months, yearly) the Board of Directors must hold meetings to review and evaluate the implementation of Resolutions and other issues of authorization of the Board of Directors to the Board of Directors.
2. The meeting must have the minutes of the meeting archived as a basis for quoting and including information in the reports of the Board of Directors.

**Điều 25. Matters that the General Director must report, ask for opinions, provide information and how to notify the Board of Directors**

1. The General Director and managers must provide all information and documents related to the Company's activities at the request of the Board of Directors.
2. The General Director must provide in writing the following reports and information to the Board of Directors:
  - a) The results of the implementation of the Resolutions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan have been approved by the Board of Directors and the General Meeting of Shareholders (on a monthly, quarterly, 6-month, and annual basis);
  - b) Report on the organization and operation of the Company (on a monthly, quarterly, 06-month and annual basis);
  - c) Recommending the number and types of managers that the Company needs to recruit for the Board of Directors to appoint or dismiss in order to carry out good management activities as proposed by the Board of Directors, and advising the Board of Directors to decide on the salary, remuneration, benefits and other terms of the labor contract of the managers;
  - d) Consult with the Board of Directors to decide on the number of employees, salaries, benefits, appointments, dismissals and other terms related to their employment contracts;

- e) By December 31 of each year, the General Director must submit to the Board of Directors for approval a detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget;
  - f) Propose measures to improve the operation and management of the Company;
  - g) Prepare long-term, annual and quarterly estimates of the Company (hereinafter referred to as estimates) for long-term, annual and quarterly management activities of the Company according to the business plan. The annual estimate (including the balance sheet, the statement of business results and the report of expected cash flows) for each financial year must be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations.
  - h) The General Director has the right to decide on measures beyond the competence of RMINFH in case of emergencies such as natural disasters, enemy sabotage, fires, unexpected incidents but must report in writing to the Board of Directors as soon as possible and be responsible to the Board of Directors and the General Meeting of Shareholders at the nearest meeting for such decision.
3. Ask for the approval of the Board of Directors

Before performing the tasks that require the approval of the Board of Directors as stipulated in the Charter, the General Director must send the report and documents related to the Board of Directors 03 days in advance, encouraging the simultaneous sending to the Supervisory Board.

## **Điều 26. Coordination of control, administration and supervision activities among members of the Board of Directors, Controllers and General Directors**

### **1. Working Principle**

- a) Members of the Board of Directors, members of the Supervisory Board and members of the Board of Directors must regularly exchange in their work and provide information back and forth in the spirit of cooperation, support and facilitation for the work of members in accordance with the provisions of the Company's Charter, working regulations and general action plans.
- b) Members of the Board of Directors, Board of Directors, and Supervisory Board will not interfere in the administration according to the different system of functions and tasks of each organization.
- c) In case of emergency, members of the Board of Directors, members of the Supervisory Board and members of the Board of Directors can immediately inform (by meeting, phone or email) to the Chairman of the Board of Directors, the Head of the Supervisory Board or the General Director or all three people for timely and effective resolution.
- d) The Board of Directors creates conditions for members of the Board of Directors, members of the Supervisory Board, members of the Board of Directors, officials in management positions, employees to participate in training courses, conferences, seminars, surveys at home and abroad in order to improve their professional qualifications, improve management knowledge, etc Executive. Participation in the above-mentioned training courses and seminars must not affect the general work of the Company.
- e) All members have the right to reserve a consensus or disagreement on a piece of content and to be accountable for it when required.

**2. Coordinate the activities of the Supervisory Board with the Board of Directors, the General Director and other executives**

- a) For the Board of Directors: The Supervisory Board has the role of supervising the management and administration activities of the Board of Directors, the General Director and other executives Specifically, the order and procedures are as follows:
- (i). Regularly notify the Board of Directors of operating results (not longer than 1 quarter), consult with the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;
  - (ii). When inspecting and supervising, if it is found that the ongoing case causes damage to the Company's assets, the members of the Supervisory Board shall propose solutions and report to the Head of the Supervisory Board for timely guidance. In case there is no better adjustment measure, then the Head of the Supervisory Board discusses with the Board of Directors to settle and then is responsible for reporting to the General Meeting of Shareholders.
  - (iii). Periodic and irregular inspections of the Supervisory Board must have a written conclusion (no later than 15 working days from the date of closing) sent to the Board of Directors 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 General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the person is authorized to reserve the opinion recorded in the minutes and the Head of the Supervisory Board is responsible for reporting to the nearest General Meeting of Shareholders.
  - (iv). For proposals to amend, supplement or improve the organizational structure of management and administration, the Supervisory Board must send documents and relevant documents at least fifteen (15) working days before the intended date of receiving the response.
  - (v). For the verification of audited financial statements, the Supervisory Board must respond in writing within 7 days.
  - (vi). For other dossiers and documents sent by the Board of Directors to the Supervisory Board for comments, the Supervisory Board will respond within fifteen (15) working days.
- b) For the General Director and other Executives: The Supervisory Board has the function of inspection and supervision. Specifically, the order and procedures are as follows:
- (i). Members of the Supervisory Board have the right to request the General Director and other Executives to facilitate access to records and documents related to the Company's business activities at the Head Office or where records are kept.
  - (ii). For the activities of the General Director and the Board of Directors, based on the regular operational reports and requests for specific information of the Supervisory Board, the Supervisory Board has the right to request the Board of Directors to reconsider the decisions of the General Director. In case there are signs of violation of the law and the Company's Charter and may cause great material damage to the Company's reputation, the Supervisory Board has the right to send a notice to the General Director for the purpose of requesting the immediate suspension of the implementation of such decisions. Within one (01) hour from the sending of the request, the Supervisory Board must notify the opinion of the Supervisory Board to the members of the Board of Directors. The

Chairman of the Board of Directors will issue a notice on the suspension of the implementation of the decisions of the General Director.

- (iii). For information and documents on the management and administration of business activities and business situation reports, financial statements, written requests of the Supervisory Board must be sent to the Company at least forty-eight (48) hours in advance.
- (iv). For the use of independent external consultancy, the Supervisory Board must provide information on the scope, value and other material contents within forty-eight (48) hours from the time of establishment of such service.

### **3. Coordinating the activities of the Board of Directors with the Supervisory Board, the General Director and other executives**

#### **a) For the Supervisory Board:**

For requests and proposals of the Supervisory Board, the Board of Directors is responsible for responding to written comments within seven (07) days from the date of receipt of requests and proposals.

#### **b) For General Directors and Other Executives**

- (i). For the organization of the Annual General Meeting of Shareholders, the Board of Directors is responsible for notifying the General Director of the coordination and use of resources at least 45 days in advance.
- (ii). For the Board of Directors to authorize the executive under Clause 5, Article 27 of the Charter, then: (i) this content must be expressed through the Resolution or the authorization document with the majority of the signatures of the members of the Board of Directors; (ii) be sent the original to the General Director and information to the Company Secretary and (iii) meet other requirements of the law on authorization.
- (iii). Matters that the Board of Directors is responsible for approving at the proposal of the General Director as prescribed in the Charter, the Board of Directors shall respond within seven (07) days or another time limit agreed upon by the parties.
- (iv). Decisions to suspend decisions of the General Director under the provisions of the Charter must be made in writing and sent securely or directly.
- (v). The Board of Directors is responsible for responding to the following contents: recommendations on the charter, company statute, organizational structure and number of Executives within fifteen (15) days. For other recommendations, the Board of Directors shall respond in writing within seven (07) days from the date of receipt of the recommendations.
- (vi). The contents sent by the Board of Directors for the General Director's opinion such as salary and other benefits of the Executive, personnel contents, etc. must be submitted at least forty-eight (48) hours before the end of the comment period.

### **4. Coordinating the activities of the General Director with the Board of Directors and the Supervisory Board**

- a) For the Board of Directors: The General Director and other Executives are the agencies that execute and administer the Company's activities, ensuring that the Company operates normally and effectively, in accordance with the provisions of this Chapter, the Company's Regulations and Charter.

- b) For the Supervisory Board: The General Director and other Executives are responsible for absorbing and coordinating in the work.

## **CHAPTER VII. ANNUAL EVALUATION OF ACTIVITIES, COMMENDATION AND DISCIPLINE OF MEMBERS OF THE BOARD OF DIRECTORS, CONTROLLERS, GENERAL DIRECTORS AND OTHER EXECUTIVES**

### **Điều 27. Operational review of Board members, Controllers, General Managers, and other Executives**

#### **1. Assessment Method**

- a) Depending on the decision of the Board of Directors, the evaluation of the activities of members of the Board of Directors, Controllers, General Directors and other executives may be carried out in one or several of the following ways:
  - (i). Self-evaluation;
  - (ii). Periodic evaluation of activities 06 months;
  - (iii). Annual performance reviews are conducted at the end of the year;
  - (iv). Organizing an irregular vote of confidence; and
  - (v). Other methods shall be prescribed by the Board of Directors at each specific time.
- b) The Board of Directors will evaluate the activities of members of the Board of Directors and positions appointed by the Board of Directors;
- c) The Supervisory Board will conduct an evaluation of the activities of the controllers; and
- d) The General Director will evaluate the performance of the positions appointed by the General Director and give opinions on the evaluation of the positions appointed by the Board of Directors.

#### **2. Judging Criteria**

Criteria for evaluating activities for members of the Board of Directors, Controllers, General Directors and other executives include:

- a) Results of performance of assigned or assigned work, including: level of completion, volume, quality, work efficiency of individuals and the development and performance of the Company and the system;
- b) moral qualities, lifestyle, awareness, ideology, compliance with and compliance with the Charter, guidelines, policies, regulations of the Company and the provisions of the law;
- c) The spirit of learning, improving qualifications, honesty, and demand in work; sense of organization, discipline, sense of responsibility in the assigned work and the position being held;
- d) Management ability, style, attitude in work management, saving, avoiding waste of resources of the Company; and
- e) Solidarity, coordination inside and outside the system, level of trust with employees.

#### **3. Rating**

- a) Based on the evaluation results, the classification of members of the Board of Directors, Controllers, General Directors and other executives is divided into 03 (three) groups as follows:
  - (i). Successfully complete assigned tasks;
  - (ii). Completing assigned tasks; and
  - (iii). The assigned tasks have not been completed.
- b) Documents evaluating the activities of members of the Board of Directors, Controllers, General Directors and other executives must be kept in personal records at the Company's headquarters.

**Điều 28. Commendation and handling of violations and discipline**

**1. Rewards**

Members of the Board of Directors, Controllers, General Directors and other executives with achievements in governance and administration will be considered and rewarded in accordance with the provisions of the Company and the law.

The forms of commendation, specific standards on the form of commendation, order and procedures will be implemented according to the decision of the Board of Directors at each specific time.

**2. Handling of violations and discipline**

Members of the Board of Directors, Controllers, General Directors and other executives in the course of performing their duties violate the provisions of the Law, the Charter and other relevant regulations of the Company shall, depending on the nature, severity and consequences of the violation, be disciplined in accordance with the provisions of the Law and/or the Company.

The Board of Directors has the authority to decide on discipline for positions appointed by the Board of Directors; The General Director has the authority to decide on discipline for the positions appointed by the General Director.

Principles for handling disciplinary violations, forms of handling disciplinary violations, order and procedures for handling will be decided by the Board of Directors at each specific time.

**CHAPTER VIII: IMPLEMENTATION PROVISIONS**

**Điều 29. Enforcement effect**

The internal regulation on governance of Giai phong Motor Joint Stock Company consists of 29 articles and takes effect from ..... Month ..... in 2026./.

**TM. BOARD**

**Chairman of the Board of Directors**

**NGUYEN DUY KIEN**



# REGULATIONS ON ONLINE GENERAL MEETING OF SHAREHOLDERS AND ELECTRONIC VOTING

*(Promulgated together with the Internal Regulation on Corporate Governance issued together with Decision No. ....../GGG/QD-HDQT dated ...../...../2026 of the Board of Directors)*

## CHAPTER I GENERAL PROVISIONS

### Article 1. Scope and subjects of application

1. This Regulation of the Online General Meeting of Shareholders and Electronic Voting (the "**Regulation**") regulates the organization of the Annual General Meeting of Shareholders ("General Meeting of Shareholders" or the "**General Meeting**") of Giai phong Motor Joint Stock Company (the "**Company**") in the form of an Online General Meeting and regulations on voting by Electronic Voting of Shareholders at the meeting.
2. Shareholders with the right to attend the meeting, authorized representatives of shareholders with the right to attend the meeting and those who participate, attend and organize the Online General Meeting are responsible for complying with the provisions of this Regulation.

### Article 2. Explanation of terminology

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

1. "**Charter**" means the Charter of organization and operation of Giai phong Motor Joint Stock Company.
2. "**Governance Regulation**" means the internal regulation on corporate governance of Giai phong Motor Joint Stock Company
3. "**Shareholder with Right to Attend the Meeting**" means a person who owns at least one share issued by the Company and is named in the list of shareholders entitled to attend the General Meeting of Shareholders provided by the Vietnam Securities Depository to the Company.
4. "**Delegate**" means a Shareholder with the Right to Attend the Meeting or an authorized representative of the Shareholder with the Right to Attend the Meeting.
5. "**Direct General Meeting of Shareholders**" or "**Direct General Meeting**" is a form of organizing the General Meeting of Shareholders (annual or extraordinary) at a single location, attended, discussed and voted directly at that location.
6. "**Online General Meeting of Shareholders**" or "**Online General Meeting**" is a form of organizing a General Meeting of Shareholders (annual or extraordinary) using electronic means to transmit images and sounds through the Internet environment, allowing delegates in many different locations to follow the progress of the General Meeting. discuss and exercise their voting rights. Virtual Conference consists of the following two types:
  - a. "**Full Online General Meeting**": means a meeting of the General Meeting of Shareholders that all delegates attend and vote in the form of online conference and electronic voting; and

- b. **"Online General Meeting in Person"**: means a meeting of the General Meeting of Shareholders in which the Delegates can choose one of the following two forms to attend: (i) be present in person at the location determined by the Company to attend the meeting and Vote in person there, or (ii) through an online system connected by Internet to monitor the meeting, Vote electronically and exercise the same rights as the Delegates present in person at the meeting.
7. **"Direct Voting"** means that the Delegates vote directly at the only place where the General Meeting is held as determined by the Company.
8. **"Electronic Voting"** means the use of a computer or other devices with an Internet connection to vote through the Electronic System as prescribed and notified by the Company.
9. **"Electronic System"** means a combination of software systems and technical infrastructures selected by the Company to provide Delegates with the tools to exercise their rights to attend, discuss, vote and other related rights when attending the Online Meeting.
10. **"Login Account"** means the Login Code (also known as the Username) and Password provided by the Company to the Shareholders with the Right to Attend the Meeting to access the Virtual General Meeting and Electronic Voting.
11. **"Identifiers"** are the information necessary to accurately identify an object in a situation.
12. **"Force Majeure"** means events that occur objectively beyond the will and control of the Organizing Committee of the Congress, cannot be foreseen and cannot be overcome despite the application of necessary measures and permissibility. Force Majeure as provided for in this Regulation may include, but is not limited to: natural disasters, fires, epidemics, wars, strikes, power outages or internet connections, software failures, hacker attacks, technical problems at the venue where the Chairman of the Virtual Congress is presiding, changes in laws, requirements or directives of the Government and other competent State agencies.

### **Article 3. General Principles**

1. The Virtual General Meeting has the same legal validity as the In-Person General Meeting, and the Electronic Voting has the same legal validity as In-Person Voting.
2. The organization of the Online General Meeting under this Regulation must ensure compliance with the regulations on the organization of the General Meeting of Shareholders in accordance with the law, the Company's Charter and Governance Regulations. In case there is a change in the relevant law and/or the Charter and/or the Governance Regulation resulting in the contents of the Regulation contradicting some or all of these documents, the priority order of application shall be the legal provisions, the Charter, the Governance Regulation, etc. this Regulation.
3. Principles for handling Force Majeure at the Virtual Meeting: If the Virtual Meeting in progress is continuously hindered for a period of 60 (sixty) minutes due to Force Majeure, the Chairman of the Conference may declare the postponement of the Meeting, and all matters that were voted on before the postponement (if any) will be canceled. These issues will be voted on again in the nearest convened General Meeting or approved by collecting opinions of the General Meeting in writing in accordance with the provisions of the company's Charter.

## **CHAPTER II**

## **ONLINE GENERAL MEETING OF SHAREHOLDERS**

### **Article 4. Convening competence**

1. The Board of Directors convenes the Annual and Extraordinary General Meeting of Shareholders. The Extraordinary General Meeting of Shareholders shall be convened in the following cases and in accordance with the provisions of Clauses 3 and 4, Article 14 of the Charter.
2. Depending on the socio-economic developments at the time of organization, and based on the ability of technology to meet the reality, the Board of Directors of the Company has the full right to decide to organize the General Meeting of Shareholders in the form of online or face-to-face meetings. The form of organization of the General Meeting must be expressed in detail and clearly in the notice of invitation to the meeting specified in Article 6 of this Regulation.

### **Article 5. List of shareholders entitled to attend the meeting**

1. The Board of Directors of the Company shall select the last date of registration in accordance with the provisions of law and disclose information on the closing of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before this date.
2. The list of shareholders entitled to attend the meeting shall be prepared by the Vietnam Securities Depository ("VSD") and finalized on the last date of registration and provided to the Company. The Company must ensure that the list of shareholders entitled to attend the meeting is made no later than 10 (ten) days before the date of sending the notice of invitation to the meeting specified in Article 6 of this Regulation.
3. The contact information of shareholders stated in the list of shareholders entitled to attend the meeting provided by the Vietnam Securities Depository is the basis for the Company to invite the meeting and identify shareholders registering to attend. In case there is a change in the registered contact information, the shareholder is responsible for promptly contacting the securities depository member where the shareholder opens the account to complete the update of information according to VSD's regulations before the last registration date.

The Company is not responsible for any consequences or damages for the failure of shareholders' information to be updated with VSD in a timely manner, resulting in the list of shareholders entitled to attend the meeting without the latest information of shareholders and the Company cannot contact shareholders or shareholders cannot log in to the Electronic System due to factors inappropriate identification corresponding to the contact information of shareholders.

### **Article 6. Notice of Invitation to the Online General Meeting**

1. The convener of the General Meeting of Shareholders must send the Notice of Invitation to the meeting to all shareholders on the List of Shareholders Entitled to Attend the Meeting at least 21 (twenty-one) days before the opening date of the meeting (counting from the date on which the notice is duly sent or sent).
2. The notice of invitation to the General Meeting of Shareholders shall be sent to all Shareholders with the right to attend the meeting by means of ensuring that the contact address of the shareholders is reached, and at the same time published on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. On the basis of complying with the above principles, the specific forms for sending the Notice of Invitation to the

Online General Meeting shall be decided by the Board of Directors and shall comply with Clause 3, Article 18 of the Charter.

3. The notice of invitation to the meeting must clearly state the form of organization of the General Meeting, the time and place of the General Meeting (in the case of a Virtual General Meeting combined with Face-to-Face) and detailed instructions or a link to detailed instructions on how to log in to the Electronic System. The notice of invitation to the meeting must be enclosed with relevant documents used in the General Meeting or a link to these documents as prescribed in Clause 3, Article 18 of the Charter.

### **CHAPTER III**

#### **CONDITIONS FOR ATTENDING THE ONLINE GENERAL MEETING OF SHAREHOLDERS**

##### **RIGHTS AND OBLIGATIONS OF SHAREHOLDERS WHEN ATTENDING THE ONLINE GENERAL MEETING OF SHAREHOLDERS**

###### **Article 7. Eligibility to Participate in the Virtual Conference**

1. Conditions for participation: Shareholders named in the List of Shareholders with the right to attend the meeting prepared by the Vietnam Securities Depository and finalized on the last registration date according to the Company's notice of exercise of the right to attend the meeting.
2. Technical Requirements: In order to register to attend and vote online via the Electronic System, Shareholders with the right to attend the meeting must have an electronic device connected to the Internet (e.g., computer, tablet, mobile phone, or other electronic devices with Internet connection), maintain a stable Internet connection and activate the Login Account notified by the Company to shareholders.

###### **Article 8. Authorization to Attend Virtual Meetings**

1. Shareholders may directly attend and vote at the Virtual General Meeting by themselves or authorize another person to attend and vote at the Virtual General Meeting in accordance with the provisions of this Regulation. Specifically:
  - (i) Shareholders are individuals who have the right to authorize in writing others to attend and vote at the General Meeting.
  - (ii) Shareholders being organizations have the right to appoint an authorized representative as prescribed in Article 14 of the Law on Enterprises No. 59/2020/QH14. An authorized representative of an organizational shareholder may only re-authorize another person with the written approval of such organization.
2. The authorization to attend and vote at the Online General Meeting will be recognized by the Company as legally effective when the following conditions are satisfied:
  - (i) Shareholders fill in all information according to the Power of Attorney Form issued by the Company, especially need to provide accurate information of the authorized party (including but not limited to: full name, ID card/ID card/passport number, contact phone number, contact address). This is the basis for issuing User, Password and other authentication factors (if any) to the authorized party when the authorized party registers to attend and vote online via the Electronic System; and

- (ii) The power of attorney must be fully signed, clearly stating the full names and seals (if any) of the authorizing party and the authorized party; and
  - (iii) The Company received the original Power of Attorney sent before the official opening of the General Meeting.
  - (iv) In case the Power of Attorney ensures the contents as prescribed in the Charter but has not complied with the Company's form, the Board of Directors may consider approving the validity of such Power of Attorney and give a period of time for shareholders to complete the form (if necessary).
3. In case of cancellation of authorization for shareholders who have authorized online: Shareholders send to the Company the original written request for cancellation of authorization before the official opening of the General Meeting. The time of recording the effective cancellation of authorization is calculated according to the time the Company receives the original of the corresponding written request from the shareholders. Cancellation of the delegation will be void and void if the delegate has Electronically Voted on any of the Virtual Conference voting/election matters.
  4. The authorized representative of the shareholder on behalf of the shareholder exercises the rights and complies with the obligations set out in Article 9 below when attending the Virtual General Meeting.

**Article 9. Rights and obligations of shareholders when attending the Virtual General Meeting**

1. Shareholders with the right to attend the meeting are entitled to attend and vote on matters under the jurisdiction of the General Meeting of Shareholders in accordance with the provisions of law, the Charter, the Governance Regulations and this Regulation.
2. Shareholders with the right to attend the meeting are entitled to express their opinions and discuss directly at the General Meeting in accordance with the provisions of this Regulation.
3. Shareholders (at their own expense) are responsible for preparing and using appropriate online meeting equipment with a stable Internet connection to ensure that they can monitor the development of the General Meeting and fully exercise their rights. The Company is not responsible when shareholders log out of the Electronic System for any reason during the General Meeting from the time the Electronic System opens for registration, discussion, and voting to the time the system is closed.
4. Shareholders when attending the meeting are obliged to comply with the management of the Presiding Board, the internal rules/regulations of the General Meeting; not to disrupt, obstruct or disorder the Games, or engage in any act that disturbs, sabotages, or takes control of the Electronic Systems.
5. Shareholders are responsible for keeping the Login Code, Password and other authentication factors (if any) provided by the Company confidential, not disclosing such information to anyone or allowing anyone to use their Login Account (unless approved by the Company), to ensure that only shareholders have the right to attend and vote on the Electronic System.

All results of electronic voting transactions made through the Shareholder's Login Account collected, statistics and extracted by the Electronic System are automatically considered as the will of the shareholders. Shareholders are fully responsible before the law and the Company for the results of electronic voting conducted through the

Login Account issued to shareholders and/or authorized representatives of shareholders on the Electronic System.

6. Shareholders must immediately notify the Company to promptly handle when detecting that the Login Code, Password or other authentication factors (if any) are lost, stolen, exposed or suspected to be disclosed by contacting the General Meeting Organizing Committee to lock the Login Account and apply other necessary security measures. Shareholders shall be responsible for all damages, losses and risks that occur before the time the Company receives the shareholders' notice if the cause is the fault of the shareholders.
7. In case shareholders have to leave the meeting early before the General Meeting votes for personal reasons, shareholders can vote on the contents that need to be consulted by shareholders in the meeting agenda before logging out of the electronic system.
8. In case shareholders log in to the Electronic System late or register late to check their shareholder status (for the case of attending the Online General Meeting in person or in person) after the General Meeting has opened, shareholders have the right to participate and vote immediately on the contents that have not yet been voted. However, the results and legal validity of the votes that have been conducted before (if any) will not be affected or changed.
9. Shareholders agree to allow the Company to provide shareholder information data to relevant third parties (Electronic System Providers) to assist in the exercise of shareholders' rights to attend the Virtual General Meeting and Electronic Voting.
10. When attending the Online General Meeting, shareholders are obliged to keep the proceedings of the General Meeting confidential; must not be recorded, rebroadcast, or transmitted without the consent of the Company. Matters related to the disclosure of information about the General Meeting will be carried out by the Company in accordance with the provisions of law.

## **CHAPTER IV**

### **CONDITIONS FOR CONDUCTING AN ONLINE GENERAL MEETING OF SHAREHOLDERS**

### **ORDER AND PROCEDURES FOR CONDUCTING THE ONLINE GENERAL MEETING OF SHAREHOLDERS**

#### **Article 10. Eligibility for Virtual Meetings**

1. The Online General Meeting shall be conducted when the number of Shareholders with Voting Rights to attend the meeting is met as prescribed in Article 19 of the Charter.
2. The number of Shareholders with Voting Rights to attend the Online General Meeting as prescribed in this Article is the total number of shareholders who have successfully registered to attend in accordance with the principles and methods specified in Article 11 of this Regulation.

For the Fully Online General Meeting, the number of shareholders attending is determined by the number of attendees recorded and statistically recorded by the Electronic System. For the Online General Meeting combined with face-to-face, the number of shareholders attending is determined by the sum of the number of shareholders registered to attend online as statistically recorded by the Electronic System and the number of shareholders registered to attend in person at the main venue of the General Meeting.

## **Article 11. Rules and Procedures for Registering for Virtual Conference**

1. Principles for registering to attend the Virtual Congress:
  - a. In case of organizing a Full Virtual Congress: Delegates use the Login Account provided by the Company to register to attend via the Electronic System. Delegates are recorded by the Electronic System as attending the General Meeting when such delegates (i) access the system and confirm their attendance at the online meeting with the following information and in the manner of registering to attend Clause 2 of this Article during the General Meeting; or (ii) have successfully conducted Electronic Voting on the Electronic System with any issue of the meeting agenda.
  - b. In case of organizing an Online Congress combined with face-to-face: Depending on their needs, conditions and abilities, delegates choose the form of attending the Congress. Accordingly, delegates can only register once in one of two forms – online or in person.

In case the delegates have registered to attend via the electronic system, they will not be allowed to register to attend directly at the venue of the Congress, and vice versa. If in the same Congress the Delegates register to attend the Congress in both face-to-face and online forms, the first registration operation made will be valid and used to determine the form in which the Delegates attend the Congress, Subsequent subscriptions are invalid and canceled.

2. How to register online via the Electronic System: Shareholders can access the Electronic System link notified by the Company, log in to the Login Account using the Login Code and Password provided by the Company. Depending on the type of electronic system that the Company chooses, shareholders will have to continue to perform an additional operation to confirm registration for the online meeting separately or not. Accordingly, Shareholders need to comply with the instructions for logging in and registering to attend online issued by the Company; as well as be responsible and must ensure that the correct and accurate information of shareholders is filled in and declared during the process of performing the operation.

## **Article 12. How to Discuss at the Virtual Conference**

1. Shareholders register the content of speeches and comments to the Secretariat of the General Meeting. The Secretariat of the General Meeting will arrange the contents of the discussion of shareholders in a reasonable order and forward them to the Presiding Board. Shareholders attending online can connect with the Secretariat of the General Meeting and make speeches and comments directly in the meeting through the integrated image and sound system in the Electronic System.
2. Shareholders need to speak briefly and focus within the prescribed time on the key contents to be discussed, in accordance with the approved General Meeting program. During the speech, shareholders must ensure that the Internet connection is stable, if the shareholder's transmission is disconnected and interrupts the General Meeting, the Chairman (depending on his decision) has the right to move on to other opinions and questions. Issues that have not been answered by shareholders (if any) due to transmission errors as mentioned above will be replied by the Board of Directors in writing or information on the Company's website.
3. On the basis of the discussion of shareholders, the Chairman of the General Meeting or a member appointed by the Chairman will answer the opinions of shareholders. Questions that are not directly related to the content of the meeting or have not been

answered at the General Meeting due to the time limit of the meeting will be collected and answered by the Chairman in writing or information on the Company's website.

### **Article 13. Principles and Methods of Voting at the Virtual General Meeting**

#### **1. Voting Principles at the Virtual Meeting:**

- a. Voting at the Online General Meeting shall be conducted only when the Delegates have duly registered to attend according to this Regulation.
- b. In all cases where Shareholders attend the meeting but do not vote in all matters in the agenda of the General Meeting, it is considered that the Shareholders have refused the right to vote on the issues that are not voted on.
- c. In case of holding a fully online General Meeting: Delegates use the form of Electronic Voting to perform the voting.
- d. In case of organizing an Online Congress combined with face-to-face: Delegates can only vote once in one of two forms – online or in person, corresponding to the form of registration to attend the Congress selected in Article 11 of this Regulation.

In the event that the Delegate has performed the Electronic Voting operation on the Electronic System, Direct Voting will not be allowed at the venue of the General Assembly, and vice versa. If in the same congress the delegates perform voting operations in both face-to-face and online forms, the earliest voting shall be valid to express the will of the delegates and be used to determine that the delegates have exercised their rights. subsequent votes are invalid and canceled.

#### **2. How to Vote Electronically:**

- a. Voting: Delegates choose one of the voting options "approve", "disapprove", or "have no opinion" on each issue to be voted on at the General Meeting (the number of specific voting options depends on the voting content); these options have been installed, built-in according to the Electronic System and displayed on the Delegate's access screen. After selection, the delegates will confirm the vote for the Electronic System to record the results.
- b. Election: Delegates select candidates and the corresponding number of votes by means that have been installed, built-in according to the Electronic System and displayed on the Delegate's access screen.

#### **3. Electronic Voting Period**

- a. The Electronic Voting period for each voting item will be carried out according to the direct announcement of the Chairman of the General Meeting, or publicly announced by the Company beforehand.
- b. During the voting period, depending on the characteristics of the Electronic System and the detailed provisions of the Regulation on the organization of the corresponding congress, the delegates may change or re-select the voting results if there are issues arising outside the congress program or there are adjustments to the voting contents. At the end of Electronic Voting, the system only records the vote count for the final voting result confirmed by the Delegate on the system.
- c. In case the online participants stop connecting before the end of the Electronic Voting on the day of the Congress, only the contents that the delegates have successfully voted will be recorded by the Electronic System to conduct the vote counting. If the delegates reconnect before the end of the voting period, the delegates can continue to vote for the unfinished voting and vote on the remaining



contents that have not yet been voted by the Congress under the management of the Chairman of the Congress.

**Article 14. Principles and methods of counting votes at the Virtual General Meeting**

1. The results of Electronic Voting during the period of electronic voting are statistics, calculated and extracted from the Electronic System. The vote counting committee approved by the General Meeting is the recipient of information on the results of Electronic Voting.
2. For the In-Person Hybrid Virtual Conference, the results of the vote count are aggregated from both Electronic Voting and In-Person Voting. The vote counting committee is responsible for counting votes by Direct Voting method and performing aggregation operations to determine the final results.
3. The vote counting results shall be recorded in the vote counting record, which is valid and legally valid when signed and certified by the Head of the Vote Counting Committee.

**Article 15. Announcement of vote counting results at the Online General Meeting**

1. The Resolution of the General Meeting shall be adopted when the approval rate is reached as prescribed in Article 21 of the Charter.
2. Based on the vote counting minutes, the Vote Counting Committee will check, synthesize and report to the Chairman the results of vote counting of each issue according to the content of the Congress program. The results of the vote counting will be announced by the Chairman just before the end of the Congress.

**Article 16. Preparation of meeting minutes and announcement of resolutions of the General Meeting Online**

1. The venue stated in the Minutes of the Online General Meeting is the place where the Chairman is present to control the General Meeting. This location must be in the territory of Vietnam.
2. The minutes of the meeting and resolutions of the online general meeting shall be made and approved in accordance with the provisions of law and in accordance with the Charter, the Governance Regulation and this Regulation.

**Article 17. Save meeting records**

The Company keeps all relevant records and documents arising during the General Meeting in accordance with the provisions of law and the Company's current internal regulations, including those made in electronic copies retrieved from the Electronic System and paper copies (if any).

## **CHAPTER V**

### **IMPLEMENTATION PROVISIONS**

#### **Article 18. Assignment and authorization to the Board of Directors**

1. The Company has the full right to select (the organization to provide) the software/system, provide data to support the implementation of the Online General Meeting of Shareholders and Electronic Voting.
2. Implement and promulgate specific and detailed regulatory documents, guidelines and contents of this Regulation in case of necessity, including but not limited to detailed instructions on how to log in, register for online attendance, and vote electronically in accordance with the type of electronic system selected by the Company.
3. On the basis of considering the actual application, the full authority to establish a team to support delegates to perform login, online registration, and electronic voting to ensure that delegates can access and exercise their rights quickly. convenient.

#### **Article 19. Enforcement effect**

Matters regarding the organization of the Virtual General Meeting and Electronic Voting which have not been mentioned in this Regulation shall be carried out in accordance with the relevant provisions of law, the Charter, and the Governance Regulations.

**TM. BOARD  
CHAIRMAN**

#### ***Recipients:***

- As above;
- Member of the Board of Directors;
- The Supervisory Board;
- Save: Vice President, Board of Directors.

**Nguyen Duy Kien**