



CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM

Độc lập – Tự do – Hạnh Phúc



No.: 01/2026/NQ-ĐHĐCĐ

*Hai Phong, March 27, 2026*

## RESOLUTION

**Re: Approval of contents at the 2026 Annual General Meeting of Shareholders**

### GENERAL MEETING OF SHAREHOLDERS HAI MINH CORPORATION

- Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the Charter on organization and operation of Hai Minh Corporation;
- Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders dated 27/03/2026;

## RESOLVES

**Article 1:** Approval of the Report on Corporate Governance, Management and Financial Performance of the Company in 2025, and Directions, Tasks and Financial Plan for 2026.

**Article 2:** Approval of the 2025 Operational Report of the Board of Supervisors.

**Article 3:** Approval of the Audited financial statements for 2025 audited by CPA Vietnam Auditing Company Limited with several key indicators as follows:

No.	Indicators	Separate (VND)	Consolidated (VND)
1	Revenue from providing services	13,577,295,311	121,756,054,171
2	Profit after tax	22,071,386,665	27,017,151,938
3	Total Assets	263,968,684,998	283,312,243,588
4	Total Equity	U'236,109,815,515	243,226,103,492

**Article 4:** Approval of Plan for Profit Distribution in 2025 as follows:

No.	Indicators	1,000 VND
1	Remaining profit as per books as of 31/12/2024	77,513,078
2	Profit after tax in 2025 (after deducting minority shareholders' interests)	26,912,275
3	Appropriated funds approved at the 2025 AGM. Including:	<b>1,441,286</b>
-	<i>Welfare fund = Percentage 05% (Profit after tax in 2024)</i>	900,804
-	<i>Board of Directors' operating fund = Percentage 03% (Profit after tax in 2024)</i>	540,482
4	Dividend payment in accordance with the 2025 General Meeting of Shareholders Resolution.	13,199,847
5	<i>Increase due to decrease in ownership Percentage in associated company</i>	0
6	Remaining profit as per books as of 31/12/2025 [6 = (1+2) – (3+4+5)]	89,783,741
7	<b>Proposed appropriation of funds for 2025 to be implemented in 2026:</b>	
-	<i>Bonus and welfare fund = 05% (Profit after tax in 2025)</i>	1,345,614
-	<i>Board of Directors' operating fund = 03% (Profit after tax in 2025)</i>	807,368
8	Remaining profit as per books after appropriation of funds [8= 6-7]	87,630,759
9	<b>Dividends for 2025</b>	<b>10%</b>

**Article 5:** Approval of Production and business plan for the year 2026 as follow:

No.	Indicators	Year 2026 (VND)
1	Total Revenue	150,000,000,000
2	Total expenses	124,000,000,000
3	Total expenses	26,000,000,000

**Article 6:** Approval of Remuneration of the Board of Directors and the Board of Supervisors in 2026 as follow:

✓ **5,000,000 VND** / Member of BOD / month

✓ **3,000,000 VND** / Member of BOS / month

**Article 7:** Approval of Selecting an Auditing firm for the 2026 Financial Statements:

Authorize the Corporation's Board of Directors to coordinate with the the Board of Supervisors to select an auditing firm for the 2026 Financial Statements in accordance with current regulations.

**Article 8:** Approval of Amendments and supplements to business lines according to the content of Proposal 06/2026/TT-HĐQT.

**Article 9:** Approval of Amendment and Supplementation of the Company Charter according to the content of Proposal 07/2026/TT-HĐQT.

**Article 10:** Approval of Amendment and Supplementation of the Internal Regulation on Corporate Governance, the Regulation on Operation of the Board of Directors, and the Regulation on Operation of the Supervisory Board according to the content of Proposal 08/2026/TT-HĐQT.

**Article 11:** Approval of the ESOP Share Issuance Plan according to the content of Proposal 09/2026/TT-HĐQT.

**Article 12:** Approval of Report on the status of the use of proceeds from the share issuance under the Employee Stock Ownership Plan according to the content of Proposal 10/2026/TT-HĐQT.

**Article 13:** Approves the Meeting Resolution:

**13.1.** The Resolution was approved at the 2026 Annual General Meeting of Shareholders.

**13.2.** The Resolution is effective from the date of signing. The Board of Directors of Hai Minh Corporation, the Board of Supervisors, the General Director, and relevant departments are responsible for implementing this Resolution and carrying it out according to the provisions of the Charter of Hai Minh Corporation.

**ON BEHALF OF  
THE GENERAL MEETING OF SHAREHOLDERS  
CHAIRMAN**

**Recipients:**

- As per Article 13;
- SSC;
- HNX;
- Archive: BOD.



**Tran Quang Tien**

## **MINUTES**

### **ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**

#### **HAI MINH CORPORATION**

- Head office address: 17th Floor, Pearl Plaza Building, No. 561A Dien Bien Phu Street, Thanh My Tay Ward, Ho Chi Minh City.
- Enterprise code: 0302525162 issued by the Business Registration Office of Ho Chi Minh City on January 24, 2002, 19th amendment on January 09, 2026.

Today, at 08:30 A.M. on March 27, 2026, Hai Minh Corporation held the Annual General Meeting of Shareholders 2025 at the address: 7th Floor, Hai Minh Building, Km105 Nguyen Binh Khiem Bypass, Dong Hai Ward, Hai Phong.

#### **I. ATTENDEES OF THE MEETING**

1. Members of the Board of Directors, Board of Management, Board of Supervisors, and representatives of relevant departments of Hai Minh Corporation.
2. Verification of Shareholder Status:

Mr. Dao The Hung, Head of the Shareholder Status Verification Committee, presented to the Meeting the Report on Meeting Status Verification up to the time of the Meeting opening at 09:00 A.M. on March 27, 2026 as follows:

- Total number of voting shares of the Company: **13,842,229** shares.
- Shareholders entitled to attend the Meeting: All shareholders of Hai Minh Corporation according to the List of Shareholders Entitled to Attend the Meeting prepared on February 24, 2026.
- Number of shareholders/authorized representatives present: **18** shareholders, owning and representing **10,177,201** voting shares, accounting for **73.52%** of the total voting shares.

Of which:



- Number of shareholders directly attending the Meeting is **18** shareholders, owning and representing **4,218,171** voting shares.
- Number of shareholders validly authorizing others to attend the Meeting is **49** shareholders, owning and representing **5,959,030** voting shares.

The Annual General Meeting of Shareholders 2026 of Hai Minh Corporation is eligible to proceed in accordance with the provisions of the Law on Enterprises and the Company's Charter.

## **II. PRESIDIUM, SECRETARIAT, AGENDA AND MEETING REGULATIONS**

1. The Meeting voted unanimously 100% to elect the Presidium and the Secretariat, Vote Counting Board:

a) The Presidium:	Mr. Tran Quang Tien	Chairman of the Board of Directors - Presiding Officer
	Mr. Tran Doan Vien	General Director
b) General Meeting Secretariat:	Mr. Phan Trong Long	Head of Secretariat
	Ms. Le Thi Hong Vi	Member
c) Vote Counting Board	Mr. Tran Quang Dai	Head of Board
	Ms. Dang Thi Bich Ngoc	Member
	Ms. Phan Bich Phuong	Member

2. **Meeting Agenda and Contents:** (*As per documents sent to shareholders*)

The Meeting voted in favor with a rate of 100% to approve the Meeting Agenda and Contents.

3. **Meeting Organization Regulations:** (*As per documents sent to shareholders*)

The Meeting voted in favor with a rate of 100% to approve the Meeting Organization Regulations.

## **III. CONTENTS PRESENTED AT THE MEETING**

**1. The Meeting heard the presentation of the following Reports:**

+ Mr. Tran Doan Vien, Member of the Board of Directors and General Director, on behalf of the Board, presented the Report on Corporate Governance, 2025 Financial Performance, and 2026 Business Orientations and Financial Plan.

+ Mr. Dao The Hung, Head of the Supervisory Board, on behalf of the Supervisory Board, presented the Report on the Board of Supervisor's 2025 Activities.

**2. The Meeting continued to hear Mr. Tran Quang Tien present the contents of the following Proposals:**

- + Proposal for Approval of the Audited financial statements for 2025
- + Proposal for Plan for Profit Distribution in 2025
- + Proposal for Production and business plan for the year 2026
- + Proposal for Remuneration of the Board of Directors and the Board of Supervisors in 2026
- + Proposal for Selecting an Auditing firm for the 2026 Financial Statements
- + Proposal for Amendments and supplements to business lines
- + Proposal for Amendment and Supplementation of the Company Charter
- + Proposal for Amendment and Supplementation of the Internal Regulation on Corporate Governance, the Regulation on Operation of the Board of Directors, and the Regulation on Operation of the Supervisory Board
- + Proposal for ESOP Share Issuance Plan
- + Proposal for Report on the status of the use of proceeds from the share issuance under the Employee Stock Ownership Plan

**3. Discussion at the Meeting:**

The Presidium invited shareholders to provide comments on the presented Reports and Proposals.

+ **Shareholder code HMH043, owning/representing 32,200 shares, asked:**

Why did the Company divest from Hai Minh Port Services J.S.C in 2025 and then decide to invest in a yard at Hai Minh Dinh Vu J.S.C?

+ **Shareholder code HMH053, owning/representing 22,300 shares, asked:**

The remaining profit after fund appropriation in 2025 is over 87 billion VND; will the Company consider increasing the 2025 dividend payout ratio?

**The Company's responses:**

- **To shareholder HMMH043:** Upon completing the investment in HMPS, unfavorable market conditions led to a first-year loss. Subsequently, a partner expressed interest in an acquisition, so the Company decided on a full divestment. With a 19% ownership stake, the Company recorded a financial profit of approximately 10 billion VND after two years, which is considered an acceptable return. However, as our orientation remains focused on expanding business operations, we continue to invest in the Hai Minh Dinh Vu project, albeit on a smaller scale.

- **To shareholder HMMH053:** The Company strives to maintain dividends above bank interest rates, as we need to accumulate financial capacity to be ready for investment opportunities. If large-scale prospective projects arise, the Company is prepared to divest from apartments and offices to supplement our capital sources.

**IV. VOTING RATIO FOR APPROVAL OF AGENDA ITEMS AT THE MEETING**

After reviewing the contents of the Reports, Proposals, and discussing related issues, Hai Minh Corporation's 2025 Annual General Meeting of Shareholders proceeded to vote for approval as follows:

Mr. Tran Quang Dai, Head of the Vote Counting Board, presented the voting results to the General Meeting:

At the time of voting, the total number of attending shareholders/authorized representatives was: **18** shareholders, owning and representing **10,177,201** voting shares, accounting for **73.52%** of the total voting shares.

**1. Approval of the Report on Corporate Governance, Management and Financial Performance of the Company in 2025, and Directions, Tasks and Financial Plan for 2026**

***Voting Results:***

**Votes Collected: 10,177,201 votes, corresponding to 100% of the total votes of attending shareholders.**

**Votes not Collected: 0 votes, corresponding to 0% of the total votes of attending shareholders.**

- Valid votes: **10,177,201** votes, corresponding to 100% of the total votes of attending shareholders.

- Invalid votes: **0** votes, corresponding to 0% of the total votes of attending shareholders.

+ *Approve: 10,177,201 votes, corresponding to 100% of the total votes of attending shareholders.*

+ *Disapprove: 0 votes, corresponding to: 0%.*

+ *Abstain: 0 votes, corresponding to: 0%.*

Thus, the above content was approved with a percentage of 100% of the total votes of attending shareholders.

## **2. Approval of the 2025 Operational Report of the Board of Supervisors**

### ***Voting Results:***

**Votes Collected: 10,177,201 votes, corresponding to 100% of the total votes of attending shareholders.**

**Votes not Collected: 0 votes, corresponding to 0% of the total votes of attending shareholders.**

- Valid votes: **10,177,201** votes, corresponding to 100% of the total votes of attending shareholders.

- Invalid votes: **0** votes, corresponding to 0% of the total votes of attending shareholders.

+ *Approve: 10,177,201 votes, corresponding to 100% of the total votes of attending shareholders.*

+ *Disapprove: 0 votes, corresponding to: 0%.*

+ *Abstain: 0 votes, corresponding to: 0%.*

Thus, the above content was approved with a percentage of 100% of the total votes of attending shareholders.

## **3. Approval of the Audited financial statements for 2025 audited by CPA Vietnam Auditing Company Limited according to the content of Proposal No. 01/2026/TT-HĐQT.**

### ***Voting Results:***

**Votes Collected: 10,177,201 votes, corresponding to 100% of the total votes of attending shareholders.**

**Votes not Collected: 0 votes, corresponding to 0% of the total votes of attending shareholders.**

- Valid votes: **10,177,201** votes, corresponding to 100% of the total votes of attending shareholders.

- Invalid votes: **0** votes, corresponding to 0% of the total votes of attending shareholders.

+ *Approve: 10,177,201 votes, corresponding to 100% of the total votes of attending shareholders.*

+ *Disapprove: 0 votes, corresponding to: 0%.*

+ *Abstain: 0 votes, corresponding to: 0%.*

Thus, the above content was approved with a percentage of 100% of the total votes of attending shareholders.

**4. Approval of Plan for Profit Distribution in 2025 according to the content of Proposal 02/2026/TT-HĐQT.**

***Voting Results:***

**Votes Collected: 10,177,201 votes, corresponding to 100% of the total votes of attending shareholders.**

**Votes not Collected: 0 votes, corresponding to 0% of the total votes of attending shareholders.**

- Valid votes: **10,177,201** votes, corresponding to 100% of the total votes of attending shareholders.

- Invalid votes: **0** votes, corresponding to 0% of the total votes of attending shareholders.

+ *Approve: 10,177,201 votes, corresponding to 100% of the total votes of attending shareholders.*

+ *Disapprove: 0 votes, corresponding to: 0%.*

+ *Abstain: 0 votes, corresponding to: 0%.*

Thus, the above content was approved with a percentage of 100% of the total votes of attending shareholders.

**5. Approval of Production and business plan for the year 2026 according to the content of Proposal 03/2026/TT-HĐQT.**

***Voting Results:***

**Votes Collected: 10,177,201 votes, corresponding to 100% of the total votes of attending shareholders.**

**Votes not Collected: 0 votes, corresponding to 0% of the total votes of attending shareholders.**

- Valid votes: **10,177,201** votes, corresponding to 100% of the total votes of attending shareholders.

- Invalid votes: **0** votes, corresponding to 0% of the total votes of attending shareholders.

+ *Approve: 10,177,201 votes, corresponding to 100% of the total votes of attending shareholders.*

+ *Disapprove: 0 votes, corresponding to: 0%.*

+ *Abstain: 0 votes, corresponding to: 0%.*

Thus, the above content was approved with a percentage of 100% of the total votes of attending shareholders.

**6. Approval of Remuneration of the Board of Directors and the Board of Supervisors in 2026 according to the content of Proposal 04/2026/TT-HĐQT.**

***Voting Results:***

**Votes Collected: 10,177,201 votes, corresponding to 100% of the total votes of attending shareholders.**

**Votes not Collected: 0 votes, corresponding to 0% of the total votes of attending shareholders.**

- Valid votes: **10,177,201** votes, corresponding to 100% of the total votes of attending shareholders.

- Invalid votes: **0** votes, corresponding to 0% of the total votes of attending shareholders.

+ *Approve: 10,177,201 votes, corresponding to 100% of the total votes of attending shareholders.*

+ *Disapprove: 0 votes, corresponding to: 0%.*

+ *Abstain: 0 votes, corresponding to: 0%.*

Thus, the above content was approved with a percentage of 100% of the total votes of attending shareholders.

**7. Approval of Selecting an Auditing firm for the 2026 Financial Statements according to the content of Proposal 05/2026/TT-HĐQT.**

***Voting Results:***

**Votes Collected: 10,177,201 votes, corresponding to 100% of the total votes of attending shareholders.**

**Votes not Collected: 0 votes, corresponding to 0% of the total votes of attending shareholders.**

- Valid votes: **10,177,201** votes, corresponding to 100% of the total votes of attending shareholders.

- Invalid votes: **0** votes, corresponding to 0% of the total votes of attending shareholders.

+ *Approve: 10,177,201 votes, corresponding to 100% of the total votes of attending shareholders.*

+ *Disapprove: 0 votes, corresponding to: 0%.*

+ *Abstain: 0 votes, corresponding to: 0%.*

Thus, the above content was approved with a percentage of 100% of the total votes of attending shareholders.

**8. Approval of Amendments and supplements to business lines according to the content of Proposal 06/2026/TT-HĐQT.**

***Voting Results:***

**Votes Collected: 10,177,201 votes, corresponding to 100% of the total votes of attending shareholders.**

**Votes not Collected: 0 votes, corresponding to 0% of the total votes of attending shareholders.**

- Valid votes: **10,177,201** votes, corresponding to 100% of the total votes of attending shareholders.

- Invalid votes: **0** votes, corresponding to 0% of the total votes of attending shareholders.

+ *Approve: 10,177,201 votes, corresponding to 100% of the total votes of attending shareholders.*

+ *Disapprove: 0 votes, corresponding to: 0%.*

+ *Abstain: 0 votes, corresponding to: 0%.*

Thus, the above content was approved with a percentage of 100% of the total votes of attending shareholders.

**9. Approval of Amendment and Supplementation of the Company Charter according to the content of Proposal 07/2026/TT-HĐQT.**

***Voting Results:***

**Votes Collected: 10,177,201 votes, corresponding to 100% of the total votes of attending shareholders.**

**Votes not Collected: 0 votes, corresponding to 0% of the total votes of attending shareholders.**

- Valid votes: **10,177,201** votes, corresponding to 100% of the total votes of attending shareholders.

- Invalid votes: **0** votes, corresponding to 0% of the total votes of attending shareholders.

+ *Approve: 10,177,201 votes, corresponding to 100% of the total votes of attending shareholders.*

+ *Disapprove: 0 votes, corresponding to: 0%.*

+ *Abstain: 0 votes, corresponding to: 0%.*

Thus, the above content was approved with a percentage of 100% of the total votes of attending shareholders.

**10. Approval of Amendment and Supplementation of the Internal Regulation on Corporate Governance, the Regulation on Operation of the Board of Directors, and the Regulation on Operation of the Supervisory Board according to the content of Proposal 08/2026/TT-HĐQT.**

***Voting Results:***

**Votes Collected: 10,177,201 votes, corresponding to 100% of the total votes of attending shareholders.**

**Votes not Collected: 0 votes, corresponding to 0% of the total votes of attending shareholders.**

- Valid votes: **10,177,201** votes, corresponding to 100% of the total votes of attending shareholders.



- Invalid votes: **0** votes, corresponding to 0% of the total votes of attending shareholders.

+ *Approve: **10,177,201** votes, corresponding to 100% of the total votes of attending shareholders.*

+ *Disapprove: 0 votes, corresponding to: 0%.*

+ *Abstain: 0 votes, corresponding to: 0%.*

Thus, the above content was approved with a percentage of 100% of the total votes of attending shareholders.

#### **11. Approval of the ESOP Share Issuance Plan according to the content of Proposal 09/2026/TT-HĐQT.**

***Voting Results:*** (Excluding those with related interests in the issuance)

**Votes Collected: 1,533,732 votes, corresponding to 100% of the total voting shares of attending shareholders.**

**Votes not Collected: 0 votes, corresponding to 0% of the total voting shares of attending shareholders.**

- Valid: **1,533,732** votes, corresponding to 100% of the total voting shares of attending shareholders.

- Invalid: **0** votes, corresponding to 0% of the total voting shares of attending shareholders.

+ *Approve: **1,533,732** votes, corresponding to 100% of the total voting shares of attending shareholders.*

+ *Disapprove: 0 votes, corresponding to: 0%.*

+ *Abstain: 0 votes, corresponding to: 0%.*

Thus, the above content was approved with 100% of the total voting shares of attending shareholders.

#### **12. Approval of Report on the status of the use of proceeds from the share issuance under the Employee Stock Ownership Plan according to the content of Proposal 10/2026/TT-HĐQT.**

***Voting Results:***

**Votes Collected: 10,177,201 votes, corresponding to 100% of the total votes of attending shareholders.**

**Votes not Collected: 0 votes, corresponding to 0% of the total votes of attending shareholders.**

- Valid votes: **10,177,201** votes, corresponding to 100% of the total votes of attending shareholders.

- Invalid votes: **0** votes, corresponding to 0% of the total votes of attending shareholders.

+ *Approve: 10,177,201 votes, corresponding to 100% of the total votes of attending shareholders.*

+ *Disapprove: 0 votes, corresponding to: 0%.*

+ *Abstain: 0 votes, corresponding to: 0%.*

Thus, the above content was approved with a percentage of 100% of the total votes of attending shareholders.

#### **V. APPROVAL OF MINUTES, RESOLUTION, AND CLOSING OF THE GENERAL MEETING**

The representative of the Secretariat presented the Draft Minutes and Resolution of the 2026 Annual General Meeting of Shareholders to the General Meeting.

The General Meeting of Shareholders voted in favor with a rate of 100% to approve the full text of the Minutes and Resolution of the 2026 Annual General Meeting of Shareholders of Hai Minh Corporation.

The General Meeting was closed and concluded at 11:30 A.M. on the same day.

#### **PRESIDIUM**

The image shows two handwritten signatures in blue ink. The signature on the left is more complex, while the one on the right is simpler. Between them is a red circular stamp. The stamp contains the text 'M.S.D.N: 0302525162 - C.T.C.P' at the top, 'CÔNG TY CỔ PHẦN HẢI MINH' in the center, and 'P. THANH MỸ TÂY - TP. HỒ CHÍ MINH' at the bottom.

**Tran Doan Vien**

**Tran Quang Tien**

## SECRETARIAT

A handwritten signature in blue ink, consisting of a stylized 'V' followed by a small 'i'.

**Le Thi Hong Vi**

A handwritten signature in blue ink, featuring a large, stylized 'P' followed by 'T' and 'L'.

**Phan Trong Long**

(Draft)

## AGENDA

### ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

**HELD ON 27/03/2026**

No.	Content	Time	
1	<b>Reception and Registration of Shareholders</b>	08h30 - 09h00	(30')
2	<b>Meeting commencement procedures</b> - Opening of the Congress - Report on the Percentage of attending shareholders - Introduction and approval of the Chairperson, Secretary, and Vote Counting Committee - Approval of the Agenda and the Regulations of the General Meeting	09h00 - 09h30	(20')
3	<b>Report of the Board of Directors</b>	09h30 - 09h35	(05')
4	<b>Report of the Board of Supervisors</b>	09h40 - 09h45	(05')
5	<b>Presentation of the Proposals</b>	09h45 - 10h15	(30')
6	<b>Discussion and Voting on the contents of the Reports and Proposals</b>	10h15 - 11h00	(45')
7	<b>Break</b>	11h00 - 11h20	(20')
8	<b>Report in Vote Counting</b>	11h20 - 11h25	(5')
9	<b>Approval of the Minutes &amp; Resolution of the Congress</b>	11h25 - 11h35	(10')
10	<b>Closing</b>	11h35 - 11h40	(5')

## **REGULATIONS OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS HAIMINH CORPORATION**

### **Objective:**

- Ensure the principles of publicity, fairness, transparency, and democracy.
- Facilitate the organization and conduct of the General Meeting of Shareholders according to the Meeting's agenda, the regulations of Haiminh Corporation, and in compliance with the law.

### **CHAPTER I GENERAL PROVISIONS**

#### **Article 1. Scope of Application**

**1.1.** This regulation is used for organizing the 2025 Annual General Meeting of Shareholders of HAIMINH CORPORATION (hereinafter referred to as "the Company").

**1.2.** This regulation specifically stipulates the rights and obligations of the parties participating in the General Meeting of Shareholders (hereinafter referred to as "the Meeting"), conditions, forms of participation, and conduct of the Meeting.

#### **Article 2. Subjects of Application**

All Shareholders and persons authorized by shareholders to attend legitimately (collectively referred to as "Shareholder Representatives"); guests of the Company's Annual General Meeting of Shareholders.

#### **Article 3. Validity**

Shareholders and parties participating in the 2026 Annual General Meeting of Shareholders of the Company are responsible for implementing the provisions of this Regulation.

### **CHAPTER II REGULATION CONTENT**

#### **Article 4. Conditions and Procedures for Conducting the Meeting**

**4.1.** The Board of Directors is responsible for convening the General Meeting of Shareholders to meet directly in accordance with the provisions of the Company's Charter and current laws.

**4.2.** The participation of shareholders/shareholder representatives in the Meeting in accordance with the procedures of this Regulation is the basis for determining the proportion of shareholders attending, conducting the organization of the General Meeting of Shareholders, and voting with legal validity.

**4.3.** The General Meeting of Shareholders shall be conducted when the number of shareholders attending represents over 50% of the total number of voting shares of the Company according to the list of shareholders invited to the meeting when deciding to convene the Meeting. This ratio is calculated based on the number of shareholders representing the number of shares attending directly, online, and by proxy.

**4.4.** In case the first Meeting does not have enough attendees, the Company shall organize the 2nd and 3rd Meetings according to the provisions of the Enterprise Law.

#### **Article 5. Conditions for Attending the Meeting**

All shareholders who are individuals or authorized representatives by written authorization of shareholders who are individuals, authorized representatives of shareholders who are organizations, or persons authorized by representatives of organizations owning common shares of the Company to attend the meeting (Pursuant to the list of shareholders finalized on the record date of February 24, 2026.)

#### **Article 6. Regulations on Authorization**

**6.1.** The authorization for a representative to attend the General Meeting of Shareholders must be made in writing according to the Company's form and must have signatures as follows:

- If the authorizing party is an individual shareholder, it must have the signature of that shareholder and the authorized attendee;
- If the authorizing party is the authorized representative of a shareholder who is an organization, it must have the signature of the authorized representative, the legal representative of the shareholder, and the authorized attendee;
- In other cases, it must have the signature of the legal representative of the shareholder and the authorized attendee.

**6.2.** The validity of written proxies that do not conform to the Company's template will be decided entirely by the Chairman of the General Meeting of Shareholders.

**6.3.** A person may act as an authorized representative for one or more shareholders.

**6.4.** The authorized person attending the General Meeting of Shareholders must submit the authorization document before entering the meeting room.

**6.5.** In case a shareholder authorizes another person to attend the Meeting, kindly confirm and submit the Proxy Letter (no later than 5:00 PM on March 26, 2026) via one of the following methods and contact channels:

- By post to the Company's Office address: 17th Floor, Pearl Plaza – 561A Dien Bien Phu Street, Thanh My Tay Ward, Ho Chi Minh City, Vietnam
- Email: [longpt@haiminh.com.vn](mailto:longpt@haiminh.com.vn) or [hadt@haiminh.com.vn](mailto:hadt@haiminh.com.vn)
- Fax: (028) 3512 8688
- Zalo / SMS: 0912.520.733 (content: Shareholder's Name, ID/Passport No., authorization details)

## **Article 7. Rights and Obligations of Shareholders Attending the General Meeting**

**7.1.** Rights of shareholders attending the General Meeting:

- To directly attend or authorize another person to attend the meeting by a written proxy according to the Company's form;
- When attending the annual General Meeting of Shareholders, each shareholder/shareholder representative, upon arrival, will receive a ballot with the number of shares corresponding to their voting rights on the issues discussed at the meeting;
- To discuss and vote on all issues under the authority of the General Meeting in accordance with the Law on Enterprises, other relevant legal documents, and the Company's Charter;
- To be informed by the Organizing Committee of the content and agenda of the General Meeting;
- To be provided with the documents containing the content and agenda of the General Meeting;
- Shareholders arriving late to the General Meeting of Shareholders have the right to register immediately and subsequently have the right to participate and vote immediately at the General Meeting, but the Chairman is not responsible for suspending the General Meeting for shareholders to register, and the validity of the voting rounds already conducted will not be affected.

**7.2.** Obligations of shareholders attending the General Meeting:

- To strictly comply with the provisions of the Law on Enterprises, the Company's Charter, and this Regulation;

- When shareholders or authorized persons attend the General Meeting, they must complete the registration procedures with the Organizing Committee of the General Meeting and present the following documents:
  - + Invitation to attend the General Meeting (if any).
  - + Citizen Identification Card or Passport.
  - + Valid proxy (in case of being authorized to attend the General Meeting).
- Seriously comply with the regulations at the General Meeting of Shareholders, and respect the working results at the General Meeting;
- To speak and vote in accordance with the instructions of the organizing committee and respect the direction of the General Meeting by the Chairman of the General Meeting;
- The audio and video recording of the General Meeting must be publicly announced and approved by the Chairman of the General Meeting;
- To be responsible for all costs to attend the General Meeting (such as transportation, meals, accommodation,...).

## **Article 8. Rights and obligations of the Chairman of the General Meeting and the Secretariat**

### **8.1. Rights and obligations of the Chairman of the General Meeting:**

- The General Meeting of Shareholders will be chaired by the Chairman of the Board of Directors to conduct the General Meeting;
- The Chairman's Decision on matters of order, procedure, or events arising outside the program of the General Meeting of Shareholders shall be of the highest judgment;
- The Chairman of the General Meeting may carry out the necessary tasks to conduct the General Meeting of Shareholders in a valid and orderly manner, or to ensure that the General Meeting reflects the wishes of the majority of attendees;
- The Chairman has the right not to answer or only acknowledge the opinions of shareholders if the contributed contents and recommendations are outside the contents for which the General Meeting's opinion is requested;
- The Chairman shall appoint the Secretariat of the General Meeting;
- Without needing to consult the General Meeting of Shareholders, the Chairman may at any time postpone the General Meeting to another time (in accordance with the Enterprise Law and the Company's Charter) and at another location decided by the Chairman if it is deemed that:



+ The behavior of those present obstructs or is likely to obstruct the orderly proceedings of the meeting.

+ The postponement is necessary for the work of the General Meeting to be carried out in a valid manner. The maximum postponement period is three days from the date the meeting is scheduled to open.

#### **8.2. Duties of the Secretariat of the General Meeting:**

- Fully and truthfully record all contents of the General Meeting's proceedings and issues approved or noted by the shareholders at the General Meeting, and perform assistance tasks as assigned by the Chairman.
- Prepare the Minutes of the General Meeting and the Resolutions on the issues approved at the General Meeting.

#### **Article 9. Duties and powers of the Board for Verification of Shareholder Eligibility**

The Board for Verification of Shareholder Eligibility shall be established by the Board of Directors of the Company. The Board for Verification of Shareholder Eligibility shall perform the following tasks:

**9.1.** Verify the eligibility of shareholders, representatives, and authorized persons to attend the General Meeting.

**9.2.** Answer questions, detect and handle issues related to shareholder eligibility and other related issues throughout the duration of the General Meeting.

**9.3.** Report to the General Meeting of Shareholders on the results of the shareholder eligibility verification.

#### **Article 10. Duties of the Vote Counting Board**

The Vote Counting Board is a specialized department of the General Meeting of Shareholders; the composition of the Vote Counting Board is nominated by the Chairman and approved by the General Meeting of Shareholders. The Vote Counting Board has the following duties:

**10.1.** Conduct the counting of voting ballots.

**10.2.** Report the vote counting results to the General Meeting.

#### **Điều 11. Agenda and Working Contents of the General Meeting**

The General Meeting shall discuss and approve the following matters in sequence:

1. Report of the Board of Directors for 2025 and the Business Plan for 2026.

2. Supervisory Board's Report on the review of operational and financial performance in 2025 and its operational plan for 2026.
3. Submission and approval of the following matters:
  - 4.1. Approval of the audited Financial Statements for fiscal year 2025
  - 4.2. Approval of the Profit Distribution Plan for 2025
  - 4.3. Approval of the Business and Production Plan for 2026
  - 4.4. Remuneration for the Board of Directors and the Supervisory Board in 2026
  - 4.5. Appointment of an independent auditing firm to audit the Financial Statements for fiscal year 2026
  - 4.6. Other matters falling under the authority of the 2026 Annual General Meeting of Shareholders

A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights: to propose additional matters to be included in the Meeting agenda. Such proposals must be made in writing and delivered to the Company no later than three (03) working days prior to the opening date of the Meeting, unless otherwise stipulated in the Company's Charter. The proposal must clearly state the name of the shareholder, the number of shares of each class held by the shareholder, and the matters proposed to be included in the Meeting agenda.

## **Article 12. Speaking at The General Meeting**

**12.1.** Shareholders or authorized representatives attending the meeting must raise their voting cards and obtain the approval of the Chairperson of The General Meeting when speaking. Shareholders or authorized representatives attending the meeting may register the content of their speeches at The General Meeting with the Presidium through The General Meeting secretary by using a question card. When the Chairperson designates someone, that person shall speak. The content of the speech must be concise, focused on the issues to be discussed, and consistent with the agenda of The General Meeting that has been approved.

**12.2.** The Chairperson will arrange and answer the questions in order, and has the right not to answer overlapping or irrelevant content to ensure the time and quality of the discussion session; and will strip the right to attend The General Meeting when a shareholder intentionally fails to comply with the regulations of The General Meeting, engages in disruptive behavior, causes disorder, or takes actions that directly affect the administration of The General Meeting.

## **Article 13. Regulations related to voting and counting votes**

Voting on the meeting contents will be conducted in the form of direct voting. Shareholders/authorized representatives of shareholders vote on the issue to be consulted by raising their voting cards according to the Chairperson's instructions. The vote counting board will record the number of votes in favor, against, and abstentions to announce the voting results to The General Meeting.

#### **Article 14. Approving the contents of The General Meeting**

##### **14.1. Voting on the opening procedures of The General Meeting**

The contents of the opening session of The General Meeting that need to be voted on include:

- a. Approval of the Presidium of the General Meeting*
- b. Approval of the Vote Counting Committee of the General Meeting*
- c. Approval of the Secretariat of the General Meeting*
- d. Approval of the Contents of the General Meeting*
- e. Approval of the Regulations of the General Meeting*

**Voting results:** The contents of the opening session of The General Meeting are approved if they receive more than 50% of the voting shares in favor out of the total number of shares attending The General Meeting and participating in the voting at the time of voting.

##### **14.2. Voting on the Reports and Proposals of The General Meeting:**

**Voting results:** Issues are approved when the number of voting shares in favor of the shareholders attending the meeting and participating in the voting is in accordance with the provisions of the Law on Enterprises No. 59/2020/QH14. Specifically:

*For the contents specified in Clause 1, Article 148 of the Law on Enterprises, each content is approved when it receives at least 65% of the total number of votes in favor of all shareholders attending the meeting and participating in the voting at the time of voting.*

*For the remaining contents, each content is approved when it receives at least over 50% of the total number of votes in favor of all shareholders attending the meeting and participating in the voting at the time of voting.*

##### **14.3. Voting on the closing procedures of The General Meeting:**

The contents of the closing session of The General Meeting that need to be voted on include:

- a. Approving the Minutes of The General Meeting;*
- b. Approving the Resolution of The General Meeting;*

**Voting results:** The contents of the closing session of The General Meeting are approved if they receive more than 50% of the shares in favor out of the total number of shares attending The General Meeting and participating in the voting at The General Meeting.

#### **14.4. Method of voting on the contents of The General Meeting**

According to the form of direct voting specified in this Regulation.

For voting on the procedures for Opening the General Meeting and Closing the General Meeting, voting shall be conducted according to 01 of 02 options: either "Approve" or "Disapprove".

For voting on the Reports and Proposals, shareholders shall vote according to 01 of 03 options: either "Approve" or "Disapprove" or " Abstain".

### **Article 15. Minutes and Resolution of the General Meeting of Shareholders**

**15.1.** All contents of the General Meeting must be recorded in the Minutes by the Secretariat, read and approved at the General Meeting.

**15.2.** The Resolution of the General Meeting must be read and approved before the closing of the General Meeting.

## **CHAPTER III OTHER PROVISIONS**

### **Article 16. Cases Where the General Meeting of Shareholders Fails to Convene**

**16.1.** If the first meeting does not have sufficient conditions to proceed as stipulated in Article 4 of this Regulation, it shall be convened for the second time within thirty (30) days from the date the first meeting is scheduled to open. The second General Meeting of Shareholders shall be conducted when there is a number of shareholders attending the meeting representing at least 33% of the voting shares.

**16.2.** If the meeting convened for the second time does not have sufficient conditions to proceed as stipulated in Clause 1 of this Article, it shall be convened for the third time within twenty (20) days from the date the second meeting is scheduled to open. In this case, the meeting of the General Meeting of Shareholders shall be conducted regardless of the number of shareholders attending the meeting.

## **CHAPTER IV IMPLEMENTATION PROVISIONS**

### **Article 17. Effectiveness of the Regulation**

This Regulation consists of four (04) Chapters and seventeen (17) Articles, and was adopted by the General Meeting of Shareholders of HAIMINH CORPORATION for application at the 2026 Annual General Meeting of Shareholders held on March 27, 2026.

**Recipients:**

- *The Company's shareholders;*
- *Members of the Board of Directors, Board of Supervisors;*
- *Archived at the Company's Office.*

**ON BEHALF OF THE GENERAL  
MEETING OF SHAREHOLDERS**

**CHAIRMAN OF THE MEETING**



**Tran Quang Tien**

No.: 01/2026/BC-HĐQT

*Ho Chi Minh City, 03 March, 2026*

## **REPORT**

### **Report on Corporate Governance, Management and Financial Performance of the Company in 2025, and Directions, Tasks and Financial Plan for 2026**

Respectfully submitted to: **THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

On behalf of the Board of Directors and Board of Managements of Hai Minh Corporation, I hereby present the “Report on Corporate Governance, Management and Financial Performance of the Company in 2025, and Directions, Tasks and Financial Plan for 2026” as follows:

#### **PART A - OPERATIONS OF THE BOARD OF DIRECTORS IN 2025**

##### **I. ASSESSMENT OF THE SOCIO-ECONOMIC SITUATION IN 2025**

In 2025, the global socio-economic environment experienced significant changes in geopolitics, technology, and growth structure. Global growth remained moderate as major central banks such as the U.S. Federal Reserve (FED) and the European Central Bank (ECB) gradually shifted to a monetary easing cycle following a prolonged tightening period to control inflation. Although inflation cooled, it had not fully returned to target levels; therefore, monetary policies remained cautious.

A notable development during the year was the expansion of tariff measures and trade barriers by the United States on certain strategic goods, increasing bilateral trade tensions and the risk of global trade fragmentation. Several major economies responded by adjusting industrial policies and diversifying export markets.

Geopolitical tensions, including the prolonged Russia–Ukraine conflict, continued to affect global energy and food security.

Technological development in 2025 accelerated, particularly in artificial intelligence, semiconductor manufacturing, and automation. Countries intensified investments in strategic supply chains and high-tech industries. Overall, 2025 marked a restructuring phase of the global economy, characterized by rising trade protectionism alongside digital transformation and green transition.

For the maritime transport and logistics industry, 2025 reflected a stabilization phase following strong fluctuations during 2021–2023. Container freight rates became more stable but remained sensitive to geopolitical risks, especially in the Red Sea and Suez Canal routes. Shipping companies continued restructuring fleets and investing in environmentally friendly vessels. The logistics sector focused on digitalization, port automation, and supply chain optimization. The industry entered a relatively stable period but still faced uncertainties arising from geopolitical instability and trade fragmentation.

In Vietnam, the economy recorded positive recovery supported by macroeconomic stability, inflation control, and accelerated public investment. Export activities improved thanks to recovering demand from major markets, particularly in electronics, textiles, and agricultural products. Foreign direct investment continued to flow into high-technology, green manufacturing, and infrastructure sectors. The Government promoted institutional reform, national digital transformation, and sustainable development policies.

The labor market gradually recovered, incomes improved, although regional disparities remained. Social welfare, healthcare, education, and climate change adaptation continued to receive priority. Overall, 2025 served as a consolidation year for strengthening the foundation for sustainable growth amid global volatility.

## **II. PERSONNEL OF THE BOARD OF DIRECTORS**

**General Assessment:** In 2025, the Board of Directors closely followed and implemented the Resolution of the 2025 Annual General Meeting of Shareholders, specifically as follows:

- The Board of Directors held 15 in-person meetings with the Board of Management, issued 13 Resolutions and 04 Decisions related to the implementation of the Resolutions of the General Meeting of Shareholders. All members of the Board of Directors attended the meetings with a 100% attendance rate and reached high consensus throughout 2025.
- The Board of Directors coordinated with the Board of Management to successfully organize the Annual General Meeting of Shareholders on May 8, 2025.
- Following the resignation of Mr. Kwok Michael Wa Tong, General Director, at the end of 2025, the Board of Directors decided to appoint Mr. Tran Doan Vien, Deputy General Director, to assume the position of General Director of the Company. Mr. Tran Doan Vien has been with the Company since its early stage of development, possesses extensive experience and industry relationships, and has comprehensive knowledge of the production and business operations of the entire corporate group.
- The Board of Directors closely monitored the Company's business operations and directed the Board of Management in implementing the Resolutions of the General Meeting of Shareholders and the Board of Directors, focusing all efforts on achieving the set targets. Although the economic situation remained challenging due to a significant decline in cargo volume, the flexible utilization of the

Company's idle funds generated considerable financial income, thereby improving the Company's business performance.

### **III. IMPLEMENTATION OF THE RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS**

#### **1. Business results in 2025:**

<b>No.</b>	<b>Indicators</b>	<b>Plan 2025 (VND Billion)</b>	<b>Actual 2025 (VND Billion)</b>	<b>Actual / Plan</b>
1	Total Revenue	121	149,06	123,19%
2	Total Expenses	98,5	118,17	119,96%
3	Profit Before Tax	22,5	30,89	137,30%

The Company exceeded the planned targets, achieving strong growth in both Revenue and Profit.

#### **2. Implementation of the 2025 investment plan:**

- Investment in securities using the Company's idle capital to optimize returns.
- Divestment from Hai Minh Port Services Joint Stock Company.
- Investment in Hai Minh Dinh Vu Joint Stock Company.
- No divestment of the office and apartment properties in Ho Chi Minh City as market prices did not meet expectations

#### **3. Other contents:**

- Sub-committees under the Board of Directors have not yet been established.

### **IV. PROFIT DISTRIBUTION RESULTS FOR 2024**

The Board of Directors fully implemented the 2024 profit distribution plan as approved by the General Meeting of Shareholders, specifically as follows:

- Allocation to the Reward and Welfare Fund: 5% of consolidated profit for 2024.
- Allocation to the Board of Directors Fund: 3% of consolidated profit for 2024.
- Payment of 2024 cash dividends to shareholders at the rate of 10%.

### **V. SELECTION OF AUDITING FIRM**

Based on the proposal of the Supervisory Board, the Board of Directors approved authorizing the Board of Management to sign an audit contract with **CPA Vietnam Auditing Company Limited** to conduct the audit of the 2025 Financial Statements.

### **VI. REPORT ON UTILIZATION OF THE BOARD OF DIRECTORS FUND IN 2025**

#### **Total Board of Directors Fund in 2025**



- Balance as of December 31, 2024	: 350.515.397 VND
- Allocation of 3% of consolidated profit for 2024	: 540.482.000VND
<b>Total expenditures in 2025 from the Board Fund</b>	<b>: 0 VND</b>
<b>Ending balance of the Board Fund</b>	<b>: 890.997.397 VND</b>

In 2025, the Company paid remuneration to members of the Board of Directors and the Supervisory Board in accordance with the level approved by the 2025 Annual General Meeting of Shareholders:

- 5.000.000 VND / Board member / month
- 3.000.000 VND / Supervisory Board member / month

## **PART B - OPERATIONS OF THE BOARD OF MANAGEMENT**

### **I. PERSONNEL OF THE BOARD OF MANAGEMENT**

Personnel of the Board of Management in 2025:

1. Mr. Michael Kwok Wa Tong – General Director (dismissed effective December 31, 2025)
2. Mr. Tran Doan Vien – Deputy General Director (appointed as General Director effective January 1, 2026)
3. Mr. Tran Duc Trung – Deputy General Director

### **II. SUMMARY OF CONSOLIDATED FINANCIAL STATEMENTS FOR 2025**

#### **1. Implementation of the 2025 Business Plan**

*Unit: VND million*

INDICATORS	ACTUAL 2024	PLAN 2025	ACTUAL 2025	Ratio %	
	(1)	(2)	(3)	(3/2)	(3/1)
<u>TOTAL REVENUE</u>	<u>119.738</u>	<u>121.000</u>	<u>149.058</u>	<u>123,19</u>	<u>124,49</u>
- Revenue from operating activities	107.881		121.756		
- Financial revenue	11.120		26.694		
- Other income	737		608		
<u>TOTAL EXPENSES</u>	<u>98.959</u>	<u>98.500</u>	<u>118.166</u>	<u>119,96</u>	<u>119,41</u>
- Cost of goods sold	87.112		101.615		
- Finance expenses	4.524		7.474		
- General and administrative expenses	7.138		9.021		
- Other expenses	185		56		
<u>PROFIT BEFORE TAX</u>	<u>20.779</u>	<u>22.500</u>	<u>30.892</u>	<u>137,30</u>	<u>148,67</u>
<u>TOTAL CONSOLIDATED PROFIT AFTER TAX</u>	<u>18.114</u>		<u>27.017</u>		<u>149,15</u>

## 2. Shares and Shareholding Structure

### 2.1. Shares:

+ Total outstanding shares	: 13.842.229
+ Treasury shares	: 0
+ Free-float shares	: 13.199.847
+ Type of shares	: Common shares

### 2.2. Shareholding Structure (based on the shareholder list as of February 24, 2026):

*Unit: Shares*

NO.	CATEGORY	NUMBER OF SHARES	OWNERSHIP PERCENTAGE
1	Major shareholders	6.263.187	45,25%
2	Minority shareholders	7.579.042	54,75%
3	Institutional shareholders	2.877.064	20,78%
4	Individual shareholders	10.965.165	79,22%
5	Domestic shareholders	13.787.510	99,60%
6	Foreign shareholders	54.719	0,4%
7	State shareholder	0	0%

## **III. MANAGEMENT AND EXECUTIVE OPERATIONS**

### + Organizational and Executive Management:

Following the assumption of executive duties by Mr. Kwok Michael Wa Tong as Chief Executive Officer, the Board of Management focused on strongly developing the Agency segment in Ho Chi Minh City and Hai Phong.

At the end of 2025, Mr. Kwok Michael Wa Tong submitted his resignation for personal reasons. The Company appointed Mr. Tran Doan Vien, Deputy Chief Executive Officer, as Chief Executive Officer to replace Mr. Kwok Michael Wa Tong effective January 1, 2026.

Throughout his tenure at the Company in 2025, Mr. Kwok Michael Wa Tong made significant contributions to restructuring and developing the Agency operations in Ho Chi Minh City.

The Company's operations were implemented smoothly and continuously. Relationships with foreign partners as well as existing and new domestic customers were maintained and further developed.

- Signed Agency Agreements with several new shipping lines; recruited additional personnel for the Agency division in Ho Chi Minh City.
- Added the position of Agency Director to further strengthen management of Agency operations.
- Continued restructuring and strengthening road transport operations in Hai Phong.
- Maintained regular meetings and reporting mechanisms among member units and implemented corrective measures to address weaknesses and shortcomings in financial and cost management.
- Maintained operations of warehouses and depots in Hai Phong.

+ Investment Activities:

- Divested capital from Hai Minh Port Services Joint Stock Company due to business performance not meeting expectations.
- Efficiently utilized idle funds of the Group to increase financial income.
- Invested to become a major shareholder in enterprises operating in the logistics sector.
- Invested in Hai Minh Dinh Vu Joint Stock Company to implement a new depot/warehouse project from early 2026.

+ Employee Policy: Maintained stable working hours, ensured income levels, and stabilized employee morale (average income reached over VND 19.7 million per person per month).

+ Financial and Accounting Control: Ensured strict financial control and financial safety across the entire Group, preventing any deficit or loss of assets and capital. Optimized existing financial capacity to increase profitability for the Company.

+ Human Resources: In addition to continuing internal restructuring and workforce streamlining, the Company directed member units to recruit qualified and experienced personnel to replace and supplement management positions and expand service operations.

The Board of Management has endeavored to fulfill the duties assigned by the General Meeting of Shareholders and the Board of Directors, as reflected in the financial indicators as of December 31, 2025:

- Total assets reached VND 283,312 million, up 14.21% compared to December 31, 2024.
- Earnings per share (EPS) reached VND 2,050 per share (up 58.91% year-on-year).

## **PART C - BUSINESS ORIENTATION FOR 2026**

In 2026, the global outlook is forecast to remain in a state of “relative stability with elevated risks.” Economically, global growth may slightly improve as core inflation in the United States and Europe becomes better controlled, creating room for more flexible monetary policies. International trade is expected to gradually recover amid rising consumer demand and technology investment, particularly in artificial intelligence, semiconductors, renewable energy, and green transition sectors. However, high public debt levels, financial risks in certain emerging markets, and energy price volatility remain significant uncertainties.

From a geopolitical perspective, strategic competition among major powers continues, with increasing supply chain fragmentation and protective industrial policies. The Russia–Ukraine conflict may persist in a prolonged low-intensity confrontation. Tensions in the Middle East and certain hotspots in Asia continue to pose risks of localized escalation.

These factors directly impact the global maritime and logistics industry. Transport demand may recover alongside trade growth; however, geopolitical risks along key shipping routes may increase costs and freight rate volatility. Simultaneously, emission reduction regulations and green transition requirements compel enterprises to accelerate investment in vessels and clean technologies. The industry may enter a more stable volume phase, yet intense competition and cost pressures will continue to shape the market in 2026.

Overall, 2026 may represent a year of economic consolidation without fully escaping a complex geopolitical environment, requiring countries to maintain flexible policies and effective risk management.

## **1. COMPANY OBJECTIVES AND ORIENTATION FOR 2026**

- ✓ Continue maintaining stable operations of core services:
  - *Container Agency Services: Maintain and develop agency operations for Samudera and other partners such as TransAsia and TWL; seek joint venture and agency cooperation opportunities with new shipping lines to expand scale; recruit high-quality personnelng.*
  - *Container Transport Services: Significantly increase revenue; suspend and liquidate old and inefficient vehicles; increase investment in new trucks to expand transport market share..*
  - *Warehouse Operation Services: Seek partners; increase investment; expand scale and diversify warehouse services.*
  - *Depot Operation Services: Maintain contracts with existing shipping lines; intensify marketing efforts; develop additional depots.*
- ✓ Continue directing the Board of Management to restructure the organization, reduce costs, accelerate the application of information technology in management and operations to enhance efficient utilization of existing facilities and technical infrastructure; strengthen marketing activities and corporate branding in the logistics market.

## **2. ORIENTATION OF THE BOARD OF DIRECTORS**

Focus on directing the Board of Management to achieve the 2026 business and investment targets:

### **2.1. Business Targets**

<b>No.</b>	<b>Indicators</b>	<b>Plan 2026</b> (VND Billion)	<b>Actual 2025</b> (VND Billion)	<b>2026 / 2025</b>
1	Total revenue	<b>150</b>	149,06	100,63%
2	Total expenses	<b>124</b>	118,17	104,93%
3	Profit before tax	<b>26</b>	30,89	84,17%

### **2.2. Investment and Expansion Orientation**

- Consider appropriate timing for divestment of apartments at Parkview Building, 152 Dien Bien Phu Street, Ward 25, Binh Thanh District, Ho Chi Minh City and part of the office area at Pearl Plaza to concentrate capital on core businesses such as Agency, Transport, and warehouse operations.
- Await appropriate timing to invest in the 7,000 m<sup>2</sup> domestic warehouse project.
- Efficiently utilize idle capital of the Group.
- Continue seeking direct or indirect investment opportunities in logistics enterprises and related sectors.
- Seek cooperation and joint venture opportunities with domestic and foreign partners to expand business operations.

### **2.3. Corporate Governance**

- Direct and supervise the Board of Management in implementing the 2026 business plan approved by the General Meeting of Shareholders.
- Strengthen the parent company's financial governance capacity in centralized capital management.
- Support member units in enhancing governance capabilities in market development, financial management, human resources, and information technology to improve competitiveness and fulfill targets for 2026 and subsequent years.
- Improve corporate governance capacity in preparation for a new governance model aligned with development objectives for the 2027–2032 term.
- Continue directing the Board of Management to:

- ✓ *Intensify market development and business expansion to increase scale, revenue, and profit.*
- ✓ *Continue organizational restructuring and implement centralized management across Agency – Transport – Depot – Warehouse operations.*
- ✓ *Strengthen risk management and cost optimization.*

#### **2.4. Activities of the Board of Directors**

- Maintain regular monthly, quarterly, and annual meetings in appropriate formats.
- Closely supervise the implementation of resolutions of the General Meeting of Shareholders and the Board of Directors.
- Strengthen inspection and supervisory activities of the Supervisory Board regarding the Company's financial operations.
- Members of the Board of Directors, within their assigned functions and duties, shall supervise and support the Executive Board in effectively performing their responsibilities and expanding the Company's business operations.

#### **2.5. Other Matters**

- Organize the 2026 Annual General Meeting of Shareholders in accordance with prevailing laws and actual circumstances.
- Closely follow and implement the orientations and tasks of the Board of Directors for the 2022–2027 term.

Wishing the General Meeting great success!

Sincerely thank you./.

#### **Recipients:**

- As 'To';
- The Board of Supervisors (for reporting);
- Archive: Board of Directors.

**ON BEHALF OF THE  
BOARD OF DIRECTORS**  
**Chairman**



**Tran Quang Tien**

No.: 01/2026/BC-BKS

*Ho Chi Minh City, 03 March 2026*

## **REPORT OF THE SUPERVISORY BOARD AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**To: THE GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Pursuant to the Charter of Hai Minh Corporation;
- Pursuant to the Corporate Governance Regulation applicable to listed companies on the Vietnam Stock Market;
- Pursuant to the 2025 Financial Statements of Hai Minh Corporation audited by CPA Vietnam Auditing Company Limited;

The Supervisory Board of Hai Minh Corporation respectfully reports to the General Meeting of Shareholders on its activities in 2025 as follows:

### **A. ORGANIZATION AND OPERATION OF THE SUPERVISORY BOARD**

#### **I. PERSONNEL STATUS**

In 2025, the Supervisory Board consisted of three (03) members as follows:

Mr. Dao The Hung – Head of the Supervisory Board, term 2022–2027.

Ms. Ta Thu Huong and Ms. Dang Thi Bich Ngoc – Members of the Supervisory Board, term 2022–2027.

As at the end of 2025, the Corporation had three (03) members of the Supervisory Board.

#### **II. ACTIVITIES OF THE SUPERVISORY BOARD**

The Supervisory Board performed its functions and duties in accordance with the Law on Enterprises and the Charter of the Corporation. The activities carried out in 2025 were as follows:

- Attended the Annual General Meeting of Shareholders of the Corporation;
- Attended periodic and extraordinary meetings of the Board of Directors;
- Supervised the activities of the Board of Directors and the Board of Management in accordance with law and the resolutions of the General Meeting of Shareholders;



- Proposed the appointment of an independent auditing firm to audit the annual and semi-annual financial statements; reviewed the annual financial statements before and after audit;
- Organized periodic and extraordinary meetings of the Supervisory Board to review, discuss and evaluate the Corporation's operations.
- In 2025, the Supervisory Board held two (02) meetings. Minutes of the meetings were prepared in writing and circulated to members;
- Performed other tasks in accordance with the functions and duties of the Supervisory Board.

### **III. RESULTS OF INSPECTION AND SUPERVISION**

#### **1. Assessment of the Board of Directors:**

The Board of Directors fulfilled its supervisory responsibilities and provided new development orientations to improve the operational efficiency of the Board of Management in managing the Corporation's business activities.

The Board of Directors proactively sought investment opportunities to increase market share in the Corporation's business segments and supervised the implementation of resolutions adopted by the General Meeting of Shareholders.

In 2025, the Board of Directors held fifteen (15) meetings, with 100% attendance by its members. All meetings were duly minuted, and resolutions and decisions were issued for implementation.

The resolutions and decisions of the Board of Directors were issued in accordance with its functions and authority, consistent with the resolutions of the General Meeting of Shareholders, and in full compliance with the Charter of the Corporation, the Law on Enterprises, and other relevant legal regulations;

Corporate governance and management were conducted in compliance with applicable laws, regulations governing listed companies, the Charter of the Corporation, and the resolutions of the General Meeting of Shareholders.

#### **2. Assessment of the Board of Management:**

The Board of Management closely adhered to the objectives and orientations and fully performed the duties assigned by the General Meeting of Shareholders and the Board of Directors.

In 2025, there was a change in personnel of the Board of Management: Mr. Kwok Michael Wa Tong resigned from the position of General Director effective 31 December, 2025 and The Corporation appointed Mr. Tran Doan Vien as General Director effective 01 January, 2026.

The Board of Management implemented various measures to execute the business plan, applied information technology in management, strengthened financial management



through cost control, and improved operational management in line with the objectives and plans set by the General Meeting of Shareholders and the Board of Directors.

During the year, the Supervisory Board detected no unusual matters in the management and administration activities of the Board of Management. Financial management was conducted transparently and in accordance with prevailing financial regulations.

### 3. Assessment of Business Performance in 2025

In 2025, the domestic logistics market remained unstable due to international geopolitical conflicts. However, under the direction of the Board of Directors and the Board of Management, the Corporation's financial indicators increased compared to 2024 and exceeded the 2025 business plan approved by the General Meeting of Shareholders at the 2025 Annual General Meeting.

The Board of Directors and the Board of Management were proactive and closely involved in the operation of the Corporation, actively adapting to market conditions and effectively managing and saving operating costs:

- Business results in 2025

*Unit: VND million*

INDICATORS	ACTUAL 2024	PLAN 2025	ACTUAL 2025	Ratio %	
	(1)	(2)	(3)	(3/2)	(3/1)
<u>TOTAL REVENUE</u>	<u>119.738</u>	<u>121.000</u>	<u>149.058</u>	<u>123,19</u>	<u>124,49</u>
- Revenue from operating activities	107.881		121.756		
- Financial revenue	11.120		26.694		
- Other income	737		608		
<u>TOTAL EXPENSES</u>	<u>98.959</u>	<u>98.500</u>	<u>118.166</u>	<u>119,96</u>	<u>119,41</u>
- Cost of goods sold	87.112		101.615		
- Finance expenses	4.524		7.474		
- General and administrative expenses	7.138		9.021		
- Other expenses	185		56		
<u>PROFIT BEFORE TAX</u>	<u>20.779</u>	<u>22.500</u>	<u>30.892</u>	<u>137,30</u>	<u>148,67</u>
<u>TOTAL CONSOLIDATED PROFIT AFTER TAX</u>	<u>18.114</u>		<u>27.017</u>		<u>149,15</u>

- Assets and Capital as at 31 December 2025

*Unit: VND million*

INDICATOR	AS AT 31/12/2025	AS AT 31/12/2024
<u>A. ASSETS</u>	<u>283.312</u>	<u>248.055</u>
<u>Current assets</u>	<u>167.461</u>	<u>111.605</u>

<u>Non-current assets</u>	115.850	136.450
<b><u>B. CAPITAL</u></b>	<b>283.312</b>	<b>248.055</b>
<u>Liabilities</u>	40.086	28.847
<i>Current liabilities</i>	39.933	28.847
<i>Long-term liabilities</i>	153	0
<u>Owners' equity</u>	243.226	219.208
<i>Share capital</i>	138.422	131.998
<i>Share premium</i>	6.812	5.894
<i>Treasury shares</i>	0	(4.394)
<i>Investment and development fund</i>	6.747	6.746
<i>Retained earnings</i>	89.784	77.513
<i>Non-controlling interests</i>	1.461	1.450

In 2025, the Corporation paid a cash dividend of 10% in accordance with the resolution of the General Meeting of Shareholders dated 08 May 2025.

• **Audited Financial Statements 2025:**

- The 2025 Financial Statements were audited by CPA Vietnam Auditing Company Limited.
- According to Independent Audit Report No. 70/2026/BCKTHN-CPA VIETNAM-HCM dated 04 February 2026, the auditor expressed the following opinion:

*In our opinion, the accompanying financial statements give a true and fair view, in all material respects, of the consolidated financial position of the Corporation as at 31 December 2025, and of its consolidated results of operations and consolidated cash flows for the year then ended, in accordance with Vietnamese Accounting Standards, the Vietnamese Enterprise Accounting System, and relevant legal regulations relating to the preparation and presentation of consolidated financial statements.*

Based on the inspection results, the Supervisory Board assesses that the Corporation's financial position is stable and sound, as reflected in its capital structure and solvency. The Corporation has preserved and developed its capital mainly from shareholders' equity and accumulated earnings without relying on external borrowings.

• **Investment Activities:**

- In 2025, the Corporation completed the transfer of its investment capital in Hai Minh Port Services Joint Stock Company.
- At the end of 2025, the Board of Directors issued a resolution to contribute capital to Hai Minh Dinh Vu Joint Stock Company to invest in a Depot/warehouse project.

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*[Handwritten signature]*



#### **IV. ORIENTATION AND TASKS OF THE SUPERVISORY BOARD IN 2026**

- Fully perform assigned functions and duties; improve working procedures to better monitor the Corporation's operations and enhance information exchange within its authority.
- Supervise the implementation of resolutions of the General Meeting of Shareholders, the Board of Directors, and the Board of Management regarding the 2026 business plan;
- Review and coordinate in the preparation of Financial Statements and Corporate Governance Reports to ensure truthful and transparent presentation of the Corporation's financial position;
- Conduct inspections to detect any irregularities and recommend that management strictly comply with the Corporation's regulations and applicable laws.

#### **B. ASSESSMENT AND CONCLUSION**

Through inspection and supervision activities, the Supervisory Board assesses that in 2025, the Board of Directors and the Board of Management strictly implemented the resolutions of the General Meeting of Shareholders, the Charter of the Corporation, and applicable laws, including profit distribution, establishment and use of funds, and protection of the interests of investors and employees. Financial obligations to the State were duly fulfilled.

Resolutions and decisions were issued in accordance with the law and in a timely manner, closely aligned with operational realities to address difficulties in each stage of business operations.

The Supervisory Board received no petitions from organizations or individuals and detected no irregularities in the corporate governance activities of the Board of Directors and the Board of Management in 2025.

This concludes the Supervisory Board's report on its activities in 2025, respectfully submitted to the 2026 Annual General Meeting of Shareholders for consideration and approval.

Respectfully submitted./.

##### **Recipients:**

- Shareholders;
- Board of Directors, Board of Management;
- Filed: Administration Office

**ON BEHALF OF THE  
SUPERVISORY BOARD**



No.: 01/2026/TT-HĐQT

Ho Chi Minh City, 03 March 2026

## **PROPOSAL**

### **Audited financial statements for 2025**

#### **To: THE GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders for approval the 2024 financial statements of Haiminh Corporation, audited by CPA Vietnam Auditing Company Limited, with the following key indicators:

No.	Indicator	Parent Company Report (VND)	Consolidated Report (VND)
1	Service Revenue	13.577.295.311	121.756.054.171
2	Profit After Tax	22.071.386.665	27.017.151.938
3	Total Assets	263.968.684.998	283.312.243.588
4	Total Equity	236.109.815.515	243.226.103.492

Sincerely submitted./.

**ON BEHALF OF THE BOARD OF  
DIRECTORS**  
**Chairman**

**Recipients:**

- As “To”;
- Supervisory Board (for reporting);
- Filed at: Board of Directors.

**Tran Quang Tien**

No: 02/2026/TT-HĐQT

Ho Chi Minh City, 03 March 2026

## PROPOSAL

### Plan for Profit Distribution in 2025

#### To: GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders for approval the Profit Distribution Plan for 2025 of Hai Minh Corporation as follows:

*Unit: 1,000VND*

No.	Items	Amount
1	Remaining profit as per books as of 31/12/2024	77,513,078
2	Profit after tax in 2025 (after deducting minority shareholders' interests)	26,912,275
3	Appropriated funds approved at the 2025 AGM. Including:	<b>1,441,286</b>
-	<i>Welfare fund = Percentage 05% (Profit after tax in 2024)</i>	900,804
-	<i>Board of Directors' operating fund = Percentage 03% (Profit after tax in 2024)</i>	540,482
4	Dividend payment in accordance with the 2025 General Meeting of Shareholders Resolution.	13,199,847
5	<i>Increase due to decrease in ownership Percentage in associated company</i>	0
6	Remaining profit as per books as of 31/12/2025 [6 = (1+2) – (3+4+5)]	89,783,741
7	<b>Proposed appropriation of funds for 2025 to be implemented in 2026:</b>	
-	<i>Bonus and welfare fund = 05% (Profit after tax in 2025)</i>	1,345,614
-	<i>Board of Directors' operating fund = 03% (Profit after tax in 2025)</i>	807,368
8	Remaining profit as per books after appropriation of funds [8= 6-7]	87,630,759
9	<b>Dividends for 2025</b>	<b>10%</b>

Sincerely submitted./.

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

Chairman

**Recipients:**

- As 'To';
- The Board of Supervisors (for reporting);
- Filed at: Board of Directors.



Tran Quang Tien

No.: 03/2026/TT-HĐQT

*Ho Chi Minh City, 03 March 2026*

## **PROPOSAL**

### **Production and business plan for the year 2026**

#### **To: GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the consolidated production and business plan for 2026 of Hai Minh Corporation with the following main targets:

No.	Indicator	Year 2026 (VND)
1	Total Revenue	150,000,000,000
2	Total expenses	124,000,000,000
3	Profit before tax	26,000,000,000

Sincerely submitted./.

**ON BEHALF OF THE BOARD OF  
DIRECTORS**

**Chairman**

**Recipients:**

- As 'To';
- Board of Supervisors (for reporting);
- Filed at: Board of Directors.



**Tran Quang Tien**

No.: 04/2026/TT-HĐQT

*Ho Chi Minh City, 03 March 2026*

**PROPOSAL**  
**Remuneration of the Board of Directors and the Board of Supervisors in 2026**

**To: GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders for approval the payment of remuneration to the Board of Directors and the Board of Supervisors of Hai Minh Corporation in 2026 as follows:

- a) VND 5,000,000 / BOD member / month**
- b) VND 3,000,000 / BOS member / month**

Sincerely submitted./.

**Recipients:**

- As 'To';
- Board of Supervisors (for reporting);
- Filed at: Board of Directors.

**ON BEHALF OF BOARD OF  
DIRECTORS**

**Chairman**



**Tran Quang Tien**



No.: 05/2026/TT-HĐQT

*Ho Chi Minh City, 03 March 2026*

## **PROPOSAL**

### **Selecting an Auditing firm for the 2026 Financial Statements**

#### **To: GENERAL MEETING OF SHAREHOLDERS**

Pursuant to the recommendation of the Supervisory Board regarding the selection of a list of auditing firms approved to audit the 2026 financial statements, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the plan to select an auditing firm (audit organization from the list of auditing firms approved by the State Securities Commission to audit public interest entities in the securities sector for 2026, in accordance with Decision No. 902/QĐ-UBCK dated November 19, 2025):

Authorize the Corporation's Board of Directors to coordinate with the the Board of Supervisors to select an auditing firm for the 2026 Financial Statements in accordance with current regulations.

Sincerely submitted./.

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

**Chairman**

**Recipients:**

- As 'To';
- Board of Supervisors (for reporting);
- Filed at: Board of Directors.



**Tran Quang Tien**



No.: 06/2026/TT-HĐQT

*Ho Chi Minh City, 03 March 2026*

## **PROPOSAL**

**Re: Approval of amendments and supplements to business lines and update of business lines in accordance with Decision No. 36/2025/QĐ-TTg on the Vietnam Standard Industrial Classification, and update of the Company Charter**

### **To: THE GENERAL MEETING OF SHAREHOLDERS**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 and its amendments, supplements and guiding documents;*

*Pursuant to Decree No. 168/2025/ND-CP dated 30 June 2025 on enterprise registration;*

*Pursuant to Decision No. 36/2025/QĐ-TTg dated 29 September 2025 of the Prime Minister promulgating the Vietnam Standard Industrial Classification;*

*Pursuant to Official Letter No. 2814/UBCK-PTTT dated 25 June 2025 of the State Securities Commission regarding the notification dossier on the maximum foreign ownership ratio of Hai Minh Corporation;*

*Pursuant to the Charter of Hai Minh Corporation.*

Based on the operational situation and business needs of the Company, the Board of Directors of Hai Minh Corporation respectfully submits to the General Meeting of Shareholders for consideration and approval the amendment of registered business lines and the update of detailed business line codes to align with the Company's business activities in accordance with Decision No. 36/2025/QĐ-TTg dated 29 September 2025 of the Prime Minister on promulgating the Vietnam Standard Industrial Classification, as detailed below:

Registered Business Lines Before Amendment		Registered Business Lines After Amendment	
Code	Business Line	Code	Business Line
5229	Other service activities incidental to transportation Details: Freight forwarding services; Multimodal transport business (excluding air transport)	5229 (Primary)	Other service activities incidental to transportation Details: Freight forwarding services; Multimodal transport business (excluding air transport)
6810 (Primary)	Real estate business, land use rights owned, used or leased Details: Warehouse leasing services	6810	Real estate business, land use rights owned, used or leased Details: Warehouse leasing services
3315	Repair and maintenance of transport equipment (excluding automobiles, motorcycles and other motor vehicles) Details: Repair of inland waterway and marine vessels (no mechanical processing, waste recycling or electroplating at the head office)	3315	Repair and maintenance of transport equipment (excluding automobiles, motorcycles and other motor vehicles) Details: Repair of inland waterway and marine vessels (no mechanical processing, waste recycling or electroplating at the head office)
5222	Support activities directly related to water transport Details: Port investment and operation	5222	Support activities directly related to water transport Details: Port investment and operation <b>(Excluding:</b> Maritime traffic safety assurance services in public waters and navigational channels; maritime electronic information services; establishment, operation, maintenance of

Registered Business Lines Before Amendment		Registered Business Lines After Amendment	
Code	Business Line	Code	Business Line
			maritime signals in public waters and navigational channels; hydrographic survey services for issuance of navigational notices; surveying, construction and publication of nautical charts; publication of maritime safety documents; maritime pilotage services)
4299	Construction of other civil engineering projects  Details: Construction of wharves, yards, civil and industrial works	4299	Construction of other civil engineering projects  Details: Construction of wharves, yards, civil and industrial works.  (Excluding: Investment in cemetery infrastructure for transfer of land use rights associated with infrastructure)
5224	Cargo handling (excluding cargo handling at airports)	5224	Cargo handling (excluding cargo handling at airports)
4653	Wholesale of agricultural machinery, equipment and spare parts  Details: Trading of machinery and agricultural equipment	4653	Wholesale of agricultural machinery, equipment and spare parts  Details: Trading of machinery and agricultural equipment
3290	Other manufacturing not elsewhere classified  Details: Manufacture of	3290	Other manufacturing not elsewhere classified  Details: Manufacture of

Registered Business Lines Before Amendment		Registered Business Lines After Amendment	
Code	Business Line	Code	Business Line
	specialized industrial machinery and equipment (not manufactured at the head office)		specialized industrial machinery and equipment (not manufactured at the head office)
4659	Wholesale of other machinery, equipment and spare parts Details: Trading of specialized industrial machinery and equipment; Trading of vessels and maritime equipment	4659	Wholesale of other machinery, equipment and spare parts Details: Trading of specialized industrial machinery and equipment; Trading of vessels and maritime equipment <b>(Excluding:</b> Import and dismantling of used seagoing vessels; Export, import and distribution of goods on the list of goods for which foreign investors and foreign-invested economic organizations are not entitled to exercise export, import and distribution rights under law)
4511	Wholesale of automobiles and other motor vehicles Details: Trading of specialized vehicles	4661	Wholesale of automobiles and other motor vehicles Details: Trading of specialized vehicles
4322	Installation of water supply and drainage systems, heating and air-conditioning systems Details: Processing and assembly of air conditioners and mechanical–electrical refrigeration systems.	4322	Installation of water supply and drainage systems, heating and air-conditioning systems Details: Processing and assembly of air conditioners and mechanical – electrical refrigeration systems

Registered Business Lines Before Amendment		Registered Business Lines After Amendment	
Code	Business Line	Code	Business Line
2819	<p>Manufacture of other general-purpose machinery</p> <p>Details: Manufacture of air conditioners and electro-mechanical refrigeration systems (not manufactured at the head office)</p>	2819	<p>Manufacture of other general-purpose machinery</p> <p>Details: Manufacture of air conditioners and electro-mechanical refrigeration systems (not manufactured at the head office)</p>
2920	<p>Manufacture of motor vehicle bodies; trailers and semi-trailers</p> <p>Details: Manufacture of containers and specialized equipment (not manufactured at the head office)</p>	2920	<p>Manufacture of motor vehicle bodies; trailers and semi-trailers</p> <p>Details: Manufacture of containers and specialized equipment (not manufactured at the head office)</p>
4933	<p>Freight transport by road</p> <p>Details: Road freight transport services</p>	4933	<p>Freight transport by road</p> <p>Details: Road freight transport services</p>
5022	<p>Inland water freight transport</p> <p>Details: River freight transport services</p>	5022	<p>Inland water freight transport</p> <p>Details: River freight transport services</p>
5012	<p>Coastal and ocean freight transport</p> <p>Details: Sea freight transport services</p>	5012	<p>Coastal and ocean freight transport</p> <p>Details: Sea freight transport services</p>
4610	<p>Agents, brokers and auction of goods</p>	4610	<p>Agents, brokers and auction of goods</p>

Registered Business Lines Before Amendment		Registered Business Lines After Amendment	
Code	Business Line	Code	Business Line
	Details: Ship agency; Maritime agency; Maritime brokerage; Air freight agency		Details: Ship agency; Maritime agency; Maritime brokerage; Air freight agency
7730	Renting and leasing of other tangible goods without operator Details: Leasing of specialized cargo handling and transport equipment (without operator); Leasing of vessels and maritime equipment	7730	Renting and leasing of other tangible goods without operator Details: Leasing of specialized cargo handling and transport equipment (without operator); Leasing of vessels and maritime equipment
3312	Repair and maintenance of machinery and equipment Details: Repair of containers and specialized equipment (no mechanical processing, waste recycling or electroplating at the head office)	3312	Repair and maintenance of machinery and equipment Details: Repair of containers and specialized equipment (no mechanical processing, waste recycling or electroplating at the head office)
None		5231	Intermediary service activities for freight transport
None		5210	Warehousing and storage

At the same time, the General Meeting of Shareholders authorizes the Legal Representative to carry out procedures for registration of changes to the enterprise registration contents at the competent authority to complete the update of business lines in accordance with prevailing regulations.

In the event that the amended business lines listed in this Proposal have been approved by the General Meeting of Shareholders but require adjustment by the State authority, the Legal Representative is authorized to adjust the registered business lines in accordance with the authority's guidance, provided that the approved industry codes remain unchanged.

The Board of Directors shall proactively update the business lines in Clause 1, Article 4 of the Company Charter and promulgate the amended Charter upon receipt of the Certificate of Enterprise Registration reflecting the changes.

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

Respectfully submitted./.

**Recipients:**

- As addressed;
- Board of Directors, Supervisory Board, General Director;
- Filed at: Board of Directors.

**ON BEHALF OF THE  
BOARD OF DIRECTORS**

**Chairman**



**Tran Quang Tien**

No: 07/2026/TT-HĐQT

*Ho Chi Minh City, 03 March 2026*

## **PROPOSAL**

**Re: Amendment and Supplementation of the Company Charter**

**To: GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam (14th Legislature) on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022;
- Pursuant to the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam (14th Legislature) on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding certain provisions on corporate governance applicable to public companies;
- Pursuant to the Charter on Organization and Operation of Hai Minh Corporation.

The Board of Directors of Hai Minh Corporation respectfully submits to the General Meeting of Shareholders for consideration and approval the amendment and supplementation of the Charter on Organization and Operation of Hai Minh Corporation in order to ensure compliance with the prevailing laws (attached documents).

Respectfully submitted to the General Meeting of Shareholders for consideration.

Sincerely yours!

**FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS**

**Chairman**

**Recipients:**

- As "To";
- Supervisory Board (for reporting);
- Filed at: Board of Directors.



**Tran Quang Tien**



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

**(Draft)**

# **CHARTER**

**HAI MINH CORPORATION**

*(Issued in accordance with the Resolution of the 2026 Annual General Meeting of Shareholders  
Hai Minh Corporation)*

*Ho Chi Minh City, Date     March 2026*

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## INTRODUCTION

This Charter is approved in accordance with the Resolution of the General Meeting of Shareholders No. .... dated 03 March 2026.

### Chương I.

#### DEFINITION OF TERMS IN THE CHARTER

##### **Điều 1. Interpretation of terms**

1. In this Charter, the terms below shall be understood as follows:

a) *Charter capital is the total par value of shares sold or registered to be purchased upon establishment of the joint stock company and in accordance with the provisions of Article 6 of this Charter;*

b) *Law on Enterprises is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020;*

c) *Law on Securities is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;*

d) *The date of establishment is the date the Company is granted the initial Enterprise Registration Certificate (Business Registration Certificate and other documents of equivalent value);*

e) *Executive means the General Director, Deputy General Directors, Chief Accountant, and other executives appointed by the Board of Directors;*

f) *Company manager is a person who manages the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management titles appointed by the General Meeting of Shareholders or the Board of Directors;*

g) *Related person is an individual or organization as specified in Clause 46, Article 4 of the Law No. 54/2019/QH14 dated 26 November 2019;*

h) *Shareholder is an individual or organization owning at least one share of the joint stock company;*

i) *Founding shareholder is a shareholder owning at least one ordinary share and signing the list of founding shareholders of the joint stock company;*

j) *Major shareholders is a shareholder as specified in Clause 18, Article 4 of the Law on Securities;*

k) *Member of the Supervisory Board is a Supervisor;*

l) *The duration of operation is the operating period of the Company as stipulated in Article 2 of this Charter;*

m) *The Stock Exchange is the Vietnam Stock Exchange and its subsidiaries;*

n) *Contact address is the address registered for the head office for organizations; or the permanent residence, workplace, or other address of an individual that such person has registered with the enterprise as a contact address;*

o) *Trade secret is information about inventory, costs and profits, finance, and technological solutions and business techniques;*

p) *Business secret is information obtained from financial or intellectual investment activities, which has not been disclosed and is capable of being used in business.*

2. In this Charter, references to one or several other regulations or documents include amendments, supplements, or replacement documents.

3. Headings (Sections, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

## **Chương II.**

### **NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY**

#### **Điều 2. Name, form, head office, branches, representative offices, business locations, and duration of operation of the Company**

1. Name of company:

- Name of company in Vietnamese: **CÔNG TY CỔ PHẦN HẢI MINH**
- Name of company in English: **HAIMINH CORPORATION**
- Abbreviated name of company: **HAMI CORP**

2. The Company is a joint stock company with legal entity status in accordance with the current laws of Vietnam.

3. Registered head office of the Company:

- Address of head office:

17th Floor - Pearl Plaza Building, 561A Dien Bien Phu, Thanh My Tay Ward, Ho Chi Minh City, Vietnam.

- Telephone: (028) 3512 8688

- Fax: (028) 3512 8668

- E-mail: [haiminhgroup@vnn.vn](mailto:haiminhgroup@vnn.vn)

- Website: [www.haiminh.com.vn](http://www.haiminh.com.vn)

4. The Company may establish branches and representative offices at business locations to achieve the Company's operational objectives in accordance with the decision of the Board of Directors and within the scope permitted by law.

5. Unless operations are terminated ahead of schedule as specified in Clause 2, Article 53 or extended according to Article 54 of this Charter, the duration of operation of the Company is indefinite from the date of establishment.

#### **Điều 3. Legal representative of the Company**

1. The Company has 02 legal representatives, who are the Chairman of the Board of Directors and the General Director.

The legal representative of the Company is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, and represents the Company in the capacity of plaintiff, defendant, or person with related interests and obligations before arbitration tribunals or courts. The responsibilities of the legal representative shall be carried out in accordance with Article 12 of the Law on Enterprises and other rights and obligations as provided by current law.

The legal representative of the Company shall reside in Vietnam; and shall authorize another person in writing to exercise the rights and obligations of the legal representative at the Company when exiting Vietnam.

In case the authorization expires and the legal representative of the Company has not returned to Vietnam without further authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company within the scope authorized until the legal representative of the Company returns to work, or until the Board of Directors decides to appoint a substitute.

In case of absence from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the legal representative of the Company, the Board of Directors shall appoint a substitute.

### **Chương III.**

## **OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE COMPANY**

### **Điều 4. Operational objectives of the Company**

1. Main business lines of the Company are:

<b>No.</b>	<b>Business line code</b>	<b>Name of business line</b>
1	<b>Industry code</b>	<b>Industry name</b>
2	5229 (Main)	Other support service activities related to transportation Detail: Freight forwarding services; Multimodal transport business (excluding air transport).
3	6810	Real estate business, land lease right belonging to the owner, user, or lessee Detail: Warehouse and storage rental services
4	3315	Repair and maintenance of transport vehicles (excluding automobiles, motorcycles, motorbikes, and other motor vehicles) Detail: Repair of water-road/sea-road transport vehicles (excluding mechanical processing, waste treatment, or electroplating at the head office).
5	5222	Service activities supporting water-road transport directly Detail: Investment in and operation of ports (Excluding maritime safety assurance regulation services in waters, water zones, and public maritime channels; electronic

		maritime information services; services for establishing, operating, maintaining, and repairing maritime aids to navigation, water zones, water areas, public maritime channels, and maritime routes; surveying services for water zones, water areas, public maritime channels, and maritime routes for the purpose of publishing Maritime Notices; surveying, creating, and publishing charts of water areas, seaports, maritime channels, and maritime routes; creating and publishing documents and publications on maritime safety; maritime pilotage services.)
6	4299	Construction of other civil engineering works Details: Construction of ports, wharves, yards, civil, and industrial works (Excluding investment in construction of cemetery infrastructure to transfer land use rights associated with such infrastructure)
7	5224	Cargo handling (Excluding cargo handling at airports)
8	4653	Wholesale of agricultural machinery, equipment, and spare parts Details: Trading of machinery, equipment, and machinery for the agricultural sector
9	3290	Other manufacturing n.e.c. Details: Manufacturing of specialized machinery and equipment for industrial use (not manufacturing at head office)
10	4659	Wholesale of other machinery, equipment, and spare parts Details: Trading of specialized industrial machinery and equipment. Trading of vessels and maritime equipment (Excluding import and ship-breaking of used sea-going vessels; exporting, importing, and distributing goods in the List of goods for which foreign investors and foreign-invested economic organizations are prohibited from exercising the right to export, import, or distribute according to the provisions of the law.)

11	4661	Wholesale of automobiles and other motor vehicles Details: Trading of specialized vehicles
12	4322	Installation of water supply, drainage, heating, and air-conditioning systems Details: Processing and installation of air conditioning and mechanical/refrigeration systems
13	2819	Manufacturing of other general-purpose machinery Details: Manufacturing of air conditioning and mechanical/refrigeration systems (not manufacturing at head office)
14	2920	Manufacturing of vehicle bodies and other motor vehicles, trailers, and semi-trailers Details: Manufacturing of containers and specialized equipment (not manufacturing at head office)
15	4933	Road freight transport Details: Road freight transport services
16	5022	Inland waterway freight transport Details: River freight transport services
17	5012	Coastal and ocean freight transport Details: Sea freight transport services
18	4610	Agents, brokers, and auctioneers of goods Details: Shipping agents; maritime agents; maritime brokerage; air transport agency
19	7730	Renting and leasing of machinery, equipment, and other tangible goods without operators Details: Renting of specialized equipment for handling and transport (without operators); chartering of vessels and maritime equipment
20	3312	Repair and maintenance of machinery and equipment Details: Repair of containers and specialized equipment (excluding mechanical processing, waste recycling, and



		electroplating at head office)
21	5231	Intermediate service activities for freight transport
22	5210	Warehousing and storage of goods

During its operation, the Company may adjust its business lines according to operational needs and in compliance with the provisions of the law. Adjustments to business lines (if any) shall be disclosed on the Company's website in accordance with the provisions of the law and shall be updated in the Charter during the nearest amendment and supplementation.

**2. Operational objectives of the Company:**

a) To continuously develop production, trading, and service activities in business fields to maximize the potential profit of the Company for shareholders; improve working conditions, increase income and living standards for employees in the Company, ensure the interests of shareholders, and fulfill obligations to the State budget.

b) To build the Company into a top destination for services involving ports, wharves, transport, and related services in the Indochina region, especially by connecting shore services for shipping line transport operations in this region.

**Điều 5. Scope of business and operations of the Company**

The Company is permitted to carry out business activities according to the business lines registered in this Charter, notify the registration authority of any changes, and publicly announce them on the National Enterprise Registration Portal.

**Chương IV.**

**CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

**Điều 6. Charter capital, shares, founding shareholders**

1. The Charter capital of the Company is VND 138,422,290,000 (in words: One hundred thirty-eight billion, four hundred twenty-two million, two hundred ninety thousand Vietnamese Dong only).

The total Charter capital of the Company is divided into 13,842,229 shares with a par value of VND 10,000/share.

2. The Company may change its Charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of the law.

3. Shares of the Company as of the date of approval of this Charter include ordinary shares and preference shares (if any). The rights and obligations of

shareholders holding each type of share are specified in Article 11 and Article 12 of this Charter.

4. The Company may issue other types of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with the provisions of the law.

5. The Company officially operates as a joint stock company according to the Enterprise Registration Certificate No. 0302525162, initially granted by the Ho Chi Minh City Department of Planning and Investment (currently the Ho Chi Minh City Department of Finance) on 24 January 2002. Based on the provisions of the Law on Enterprises, as of now, the transfer restriction period for ordinary shares of founding shareholders has expired.

6. Share offering:

Share offering is the act of the Company increasing the number of shares authorized for offering and selling those shares during its operation to increase Charter capital.

Share offering may be conducted in one of the following forms:

- a) Offering to existing shareholders.
- b) Public offering.
- c) Private placement of shares.
- d) Other forms as decided by the General Meeting of Shareholders.

Ordinary shares must be prioritized for offering to existing shareholders in proportion to their ownership percentage of ordinary shares in the Company, unless the General Meeting of Shareholders decides otherwise; the number of shares that shareholders do not register to purchase will be decided by the Board of Directors of the Company. The Board of Directors may distribute these shares to shareholders and other persons under conditions no less favorable than those offered to existing shareholders, unless the General Meeting of Shareholders approves otherwise or the law on securities provides otherwise.

7. The Company may repurchase shares that it has already issued in the manners prescribed by this Charter and current laws.

8. The Company may issue other types of securities in accordance with the law.

## **Điều 7. Share certificates**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.

2. A share certificate is a type of security certifying the legitimate rights and interests of the owner in a portion of the share capital of the issuing organization. A share certificate must contain all information as required in Clause 1, Article 121 of the Law on Enterprises.

3. A shareholder shall be issued a share certificate within seven (07) days from the date the Vietnam Securities Depository and Clearing Corporation notifies the receipt of a complete application for share ownership transfer as prescribed by law, or within two months from the date of full payment for the shares in accordance with the Company's share issuance plan (or another period as specified in the Terms of issuance), the shareholder shall be issued the share certificate. Shareholders shall not pay the Company any costs for printing share certificates.

4. In case a share certificate is lost, damaged, or destroyed in other forms, the shareholder shall be issued a replacement certificate by the Company upon the shareholder's request. The shareholder's request must include the following details:

- a) Information regarding the share certificate that was lost, damaged, or otherwise destroyed;
- b) Commitment to take responsibility for any disputes arising from the issuance of the new share certificate.

5. In case the Company cancels its securities registration with the Vietnam Securities Depository and Clearing Corporation, the Company shall re-issue share certificates to shareholders within thirty (30) days from the effective date of the cancellation as notified by the Vietnam Securities Depository and Clearing Corporation.

#### **Điều 8. Other securities certificates**

Bond certificates or other securities certificates of the Company shall be issued with the signature of the Legal representative and the seal of the Company.

#### **Điều 9. Transfer of shares**

1. All shares are freely transferable unless this Charter and the law provide otherwise; shares registered for trading on The Stock Exchange shall be transferred in accordance with the regulations of the law on securities and the securities market.

2. Shares that have not been fully paid for may not be transferred or enjoy associated rights, such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

### **Chương V.**

## **ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND SUPERVISION**

#### **Điều 10. Organizational structure, governance, and supervision**

The management, governance, and supervisory organizational structure of the Company consists of:

- 1. The General Meeting of Shareholders.
- 2. The Board of Directors, the Board of Supervisors.
- 3. The General Director.

### **Chương VI.**

## **SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

#### **Điều 11. Rights of shareholders**

1. Ordinary shareholders have the following rights:

a) Attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or in other forms as stipulated by the Company's Charter and the law. Each ordinary share carries one vote;

b) Receive dividends at a rate decided by the General Meeting of Shareholders;

c) Priority to purchase new shares in proportion to each shareholder's ordinary share ownership percentage in the Company;

d) Freely transfer their shares to other persons, except for cases prescribed in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;

e) Review, examine, and extract information on names and contact addresses in the list of shareholders with voting rights; request the correction of inaccurate information. The provision of information follows the procedures detailed in the Regulations on Corporate Governance;

f) Review, examine, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders. The provision of information follows the procedures detailed in the Regulations on Corporate Governance;

g) Upon the dissolution or bankruptcy of the Company, receive a portion of the remaining assets in proportion to their share ownership in the Company;

h) Require the Company to repurchase shares in the cases prescribed in Article 132 of the Law on Enterprises;

i) Be treated equally. Each share of the same class confers upon its holder the same rights, obligations, and benefits. In case the Company has preference shares, the rights and obligations attached to those preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j) Full access to periodic and extraordinary information disclosed by the Company in accordance with the law;

k) Be protected in their legitimate rights and interests; request the suspension or cancellation of Resolutions and Decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;

l) Other rights as prescribed by law and this Charter.

2. Shareholders or a group of shareholders holding from 5% of the total number of ordinary shares or more have the following rights:

a) Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions in Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b) Review, examine, and extract the minutes and Resolutions, Decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, and contracts/transactions that must be approved by the Board of Directors, along with other documents, except for documents related to the Company's trade secrets and business secrets;

c) Request the Board of Supervisors to inspect specific issues related to the Company's management and operations when deemed necessary. The request must be in writing and must include: name, contact address, nationality, legal document number for individual shareholders; name, enterprise identification number or legal document number for institutional shareholders, and address of the head office; number of shares and time of registration for each shareholder, total shares of the group, and ownership percentage of the total shares of the Company; issues to be inspected, and purpose of the inspection;

d) Propose agenda items for the meeting of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company at least 05

working days before the meeting opening date. Proposals must specify the shareholder's name, number of each class of shares held, and the items proposed for the meeting agenda;

e) Other rights as prescribed by law and this Charter.

3. Shareholders or a group of shareholders holding from 10% of the total number of ordinary shares or more have the right to nominate candidates for the Board of Directors and the Board of Supervisors. The nomination of candidates for the Board of Directors and the Board of Supervisors shall be conducted as follows:

a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Board of Supervisors must notify the other attending shareholders of the group formation before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders mentioned in this Clause has the right to nominate one or more candidates for the Board of Directors and the Board of Supervisors as decided by the General Meeting of Shareholders. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders in accordance with the provisions of Article 24 and Article 35 of this Charter.

## **Điều 12. Obligations of shareholders**

Ordinary shareholders have the following obligations:

1. Pay for the shares committed to be purchased in full and on time.

2. Must not withdraw contributed capital from the Company in any form, except in cases where shares are repurchased by the Company or another person. If a shareholder withdraws part or all of their contributed share capital contrary to this Clause, that shareholder and the relevant persons in the Company shall be jointly and severally liable for the debts and other financial obligations of the Company to the extent of the value of the withdrawn capital and any damages incurred.

3. Comply with the Company Charter and the Internal Regulations of the Company approved by the General Meeting of Shareholders.

4. Abide by Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors.

5. Maintain confidentiality of information provided by the Company in accordance with this Charter and the law; only use the provided information for the performance and protection of their own legitimate rights and interests; strictly prohibit the dissemination, copying, or sending of information provided by the Company to other organizations or individuals.

6. Attend meetings of the General Meeting of Shareholders and exercise voting/election rights through the following methods:

a) Attend and vote/elect directly at the meeting;

b) Authorize other individuals or organizations to attend and vote/elect at the meeting;

c) Attend and vote/elect via online conference, electronic voting, or other electronic forms.

d) Sending voting/election ballots to the meeting via post, fax, or email;

7. Be personally liable when acting on behalf of the Company in any form to commit one of the following acts:

a) Violating the law;

b) Conducting business and other transactions for self-interest or serving the interests of other organizations or individuals;

c) Paying off undue debts before financial risks to the Company occur.

8. Fulfilling other obligations as prescribed by current laws.

### **Điều 13. General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once per year and within 04 months from the end of the fiscal year. The Board of Directors shall decide to extend the meeting of the annual General Meeting of Shareholders when necessary, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by the provisions of the law and this Charter, and adopt the audited annual financial statements. In case the audit report of the annual financial statements of the Company contains significant exclusions, adverse opinions, or a disclaimer, the Company must invite the representative of the audit organization authorized to conduct the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and the representative of the aforementioned authorized audit organization is responsible for attending the annual General Meeting of Shareholders of the Company.

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

a) The Board of Directors deems it necessary for the interests of the Company;

b) The number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as prescribed by law;

c) Upon the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, with sufficient signatures of the related shareholders, or the written request may be made in multiple copies and aggregated with sufficient signatures of the related shareholders;

d) Upon the request of the Board of Supervisors;

e) Other cases as prescribed by the provisions of the law and this Charter.

#### 4. Convening an extraordinary General Meeting of Shareholders

a) The Board of Directors must determine the opening date of the General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors or members of the Board of Supervisors is as stipulated in Point b, Clause 3 of this Article, or upon receipt of the request in Point c and Point d, Clause 3 of this Article;

b) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next 30 days, the Board of Supervisors shall replace the Board of Directors in convening the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;

c) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, then the shareholder or group of shareholders as stipulated in Point c, Clause 3 of this Article has the right to request the representative of the Company to convene the General Meeting of Shareholders as prescribed by the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting, and issuing decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

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

#### **Điều 14. Rights and obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the following rights and obligations:

- a) Adopting the development orientation of the Company;
- b) Deciding on the classes of shares and the total number of shares of each class authorized for offering; deciding on the annual dividend rate for each class of shares;
- c) Electing, dismissing, and removing members of the Board of Directors and members of the Board of Supervisors;
- d) Deciding on investment in or sale of assets with a value of 35 % or more of the total asset value recorded in the latest financial statements of the Company;
- e) Deciding on amendments and supplementations to the Company Charter;
- f) Adopting annual financial statements;
- g) Deciding on the repurchase of more than 10 % of the total shares already sold of each class;
- h) Reviewing and handling violations of members of the Board of Directors or members of the Board of Supervisors that cause damage to the Company and its shareholders;

i) Deciding on the reorganization or dissolution of the Company and designating a liquidator;

j) Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

k) Approving, supplementing, and adjusting the Regulations on Corporate Governance; the Regulations on Operation of the Board of Directors, and the Regulations on Operation of the Board of Supervisors;

l) Approving the list of authorized audit firms; deciding on the authorized audit firm to audit the Company's operations, and removing authorized auditors when deemed necessary;

m) Other rights and obligations as prescribed by law.

2. The annual General Meeting of Shareholders shall discuss and adopt the following issues:

a) The annual business plan of the Company;

b) The audited annual financial statements;

c) The report of the Board of Directors on the governance and operating results of the Board of Directors and each member of the Board of Directors;

d) The report of the Board of Supervisors on the business results of the Company and the operating results of the Board of Directors and the Director or General Director;

e) The self-assessment report on the performance of the Board of Supervisors and Controllers;

f) The dividend rate for each share of each class;

g) Other issues within its authority.

3. All resolutions and issues included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.

#### **Điều 15. Authorization for attendance at the General Meeting of Shareholders**

1. Shareholders or authorized representatives of institutional shareholders may attend the meeting directly or authorize one or more other individuals or organizations to attend or attend through one of the forms as prescribed in Clause 3, Article 144 of the Law on Enterprises, according to the following specific regulations:

a) For shareholders that are individuals, they may only authorize at most one (01) authorized representative to attend the meeting. Such authorized shareholders shall not be allowed to attend the meeting even in the case of partial authorization to an authorized representative.

b) For shareholders that are organizations, authorization shall be executed as follows:

- Shareholders holding less than 1 % of total ordinary shares have the right to authorize at most one (01) person to attend the General Meeting of Shareholders;



- Shareholders holding from 1 % to less than 10 % of total ordinary shares have the right to authorize one (01) or at most two (02) persons to attend the meeting;

- Shareholders holding 10 % or more of total ordinary shares have the right to authorize one (01) or at most three (03) persons to attend the meeting.

In case there is more than one authorized representative, the specific number of shares and votes authorized for each representative must be determined.

2. Authorization for an individual or organization to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The written authorization shall be prepared in accordance with the laws on civil matters and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the duration of authorization, signatures, full names (handwritten), and stamps (if an organization) of the authorizing party and the authorized party. The authorized person attending the General Meeting of Shareholders must submit the written authorization when registering to attend the meeting.

The authorized person may re-authorize another person in case there is written consent from the initial authorizing shareholder. This document shall be presented by the sub-authorized person when attending the meeting along with the original authorization from the shareholder. The sub-authorized person may not authorize another person.

3. The ballot/vote of the authorized person attending the meeting within the scope of authorization remains valid when one of the following cases occurs:

- a) The authorizer is deceased, has limited civil act capacity, or has lost civil act capacity;
- b) The authorizer has cancelled the designation of authorization;
- c) The authorizer has cancelled the authority of the person performing the authorization.

This provision shall not apply in case the Company receives notice of one of the above events before the opening hour of the General Meeting of Shareholders or before the meeting is re-convened.

4. In case there is more than one authorized representative, the specific number of shares and votes authorized for each representative must be determined. In case the Company shareholder does not specify the number of shares and votes authorized for each representative, the authorized shares and votes shall be divided equally among the number of authorized representatives.

## **Điều 16. Change of rights**

1. The change or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing at least 65% of the total voting shares of all shareholders present at the meeting. A Resolution of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of shareholders holding preference shares shall only be passed if approved by the holders of preference shares of the same class attending the meeting who hold at least 75% of the total preference shares of that class, or if

approved by holders of preference shares of the same class holding at least 75% of the total preference shares of that class in the event that the resolution is passed by way of written opinion.

2. The organization of a meeting of shareholders holding a class of preference shares to approve the change of rights as stated above shall only be valid when at least 02 shareholders (or their authorized representatives) are present and hold at least 1/3 of the par value of the issued shares of that class. In the event that there are not enough representatives as stated above, the meeting shall be reconvened within 30 subsequent days, and holders of shares of that class (regardless of the number of persons and the number of shares) present in person or via an authorized representative shall be considered as having a sufficient number of representatives as required. At the aforementioned meetings of holders of preference shares, holders of shares of that class present in person or via a representative may request a secret ballot. Each share of the same class shall have equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings shall be performed similarly to the provisions of Articles 18, 19, and 20 of this Charter.

4. Unless otherwise stipulated by the terms of share issuance, special rights attached to classes of preference shares regarding some or all matters related to the distribution of the Company's profits or assets shall not be changed when the Company issues additional shares of the same class.

#### **Điều 17. Convening meetings, meeting agenda, and notices of the General Meeting of Shareholders**

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases stipulated in Clause 3, Article 13 of this Charter.

2. The person convening the General Meeting of Shareholders shall perform the following tasks:

a) Prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established no more than 10 days prior to the date of sending the invitation for the General Meeting of Shareholders. The Company shall disclose information on the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the record date;

b) Prepare the agenda and content of the meeting;

c) Prepare documents for the meeting;

d) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;

e) Determine the time and venue for the meeting;

f) Notify and send meeting invitations for the General Meeting of Shareholders to all shareholders entitled to attend;

g) Other tasks serving the meeting.

3. The invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the shareholder's contact address, and

at the same time, shall be published on the website of the Company, the State Securities Commission, and The Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders shall send the meeting invitation to all shareholders on the list of shareholders entitled to attend no later than 21 days before the opening date of the meeting (counted from the date the invitation is validly sent or delivered). The agenda of the General Meeting of Shareholders and documents related to the matters to be voted upon at the meeting shall be sent to shareholders or/and posted on the Company's website. In the event that the documents are not attached to the meeting invitation of the General Meeting of Shareholders, the invitation must clearly state the link to all meeting documents so that shareholders can access them, including:

- a) Meeting agenda and documents used in the meeting;
- b) List and detailed information of candidates in the event of electing members of the Board of Directors and members of the Supervisory Board;
- c) Ballot/voting papers;
- d) Draft resolution for each issue in the meeting agenda.

4. A shareholder or group of shareholders as stipulated in Clause 2, Article 11 of this Charter shall have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company no later than 05 working days prior to the opening date of the meeting. The proposal must clearly specify the name of the shareholder, the quantity of each class of shares held by the shareholder, contact address, nationality, Citizen Identity Card number, People's Identity Card, Passport, or other lawful personal identification for individual shareholders; name, enterprise code, or establishment decision number, and head office address for corporate shareholders; the quantity and class of shares held by that shareholder, and the issue proposed to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders has the right to reject the proposal stipulated in Clause 4 of this Article if it falls into one of the following cases:

- a) The proposal is sent not in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares in accordance with the provisions of Clause 2, Article 11 of this Charter;
- c) The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as stipulated by the law and this Charter.

6. The person convening the General Meeting of Shareholders shall accept and include the proposal stipulated in Clause 4 of this Article into the draft agenda and content of the meeting, except for the cases stipulated in Clause 5 of this Article; the proposal shall be officially added to the meeting agenda and content if approved by the General Meeting of Shareholders.

## **Điều 18. Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending and authorized representatives attending represent more than 50% of the total voting shares.

2. In the event that the first meeting does not meet the requirements for conduct as stipulated in Clause 1 of this Article, the invitation for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents 33% or more of the total voting shares.

3. In the event that the second meeting does not meet the requirements for conduct as stipulated in Clause 2 of this Article, the invitation for the third meeting shall be sent within 30 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the attending shareholders.

### **Điều 19. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. Prior to the opening of the meeting, the Company must perform shareholder registration procedures and must continue registration until all eligible shareholders have registered, following this procedure:

a) Upon conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/ballot, which specifies the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of voting rights of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the meeting agenda. Voting shall be conducted by approving, disapproving, or abstaining. Vote counting results shall be announced by the Chair/Supervisory Board immediately before the meeting closes. The Meeting shall elect the persons responsible for counting or supervising the vote counting at the proposal of the Chair. The number of members of the Supervisory Board shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chair;

b) Shareholders or authorized representatives of corporate shareholders who arrive after the meeting has opened shall have the right to register immediately and subsequently participate and vote at the meeting immediately after registration. The Chair shall have no responsibility to stop the meeting to allow late arrivals to register, and the validity of the matters already voted on previously shall remain unchanged.

2. The election of the Chair, secretary, and Supervisory Board shall be provided as follows:

a) The Chairman of the Board of Directors shall act as the Chair or authorize another member of the Board of Directors to act as the Chair for the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them as the Chair of the meeting by a majority vote. If a Chair cannot be elected, the Head of the Supervisory Board shall preside so that the General Meeting of Shareholders may elect the Chair of the meeting from among those present, and the person with the highest number of votes shall serve as the Chair of the meeting;

b) Except in the case stipulated in point a of this Clause, the person who signs to convene the General Meeting of Shareholders shall preside so that the General Meeting of Shareholders may elect the Chair of the meeting, and the person with the highest number of votes shall serve as the Chair of the meeting;

c) The Chair shall appoint one or several persons to serve as the meeting secretary;

d) The General Meeting of Shareholders shall elect one or several persons to the Supervisory Board at the proposal of the meeting Chair.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must specify clearly and in detail the time for each issue in the meeting agenda content.

4. The meeting Chair has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the desires of the majority of those present.

a) Arrange seating at the venue of the General Meeting of Shareholders;

b) Ensure safety for all persons present at the meeting venues;

c) Facilitate the participation (or continued participation) of shareholders in the meeting. The person convening the General Meeting of Shareholders has the full authority to change the measures mentioned above and apply all necessary measures. Applied measures may include issuing entry passes or using other alternative forms.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by casting votes for, against, and abstaining. The vote counting results shall be announced by the chairperson immediately before closing the meeting.

6. Shareholders or their authorized representatives who arrive after the meeting has opened shall still be permitted to register and shall have the right to participate in voting immediately after registration; in this case, the validity of items previously voted upon shall remain unchanged.

7. The convener or the chairperson of the General Meeting of Shareholders has the following rights:

a) To require all attendees to be subject to inspection or other lawful and reasonable security measures;

b) To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders those who do not comply with the chairperson's authority to conduct the meeting, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security inspection requirements.

8. The chairperson has the right to postpone a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 03 working days from the intended opening date of the meeting and may only postpone the meeting or change the meeting venue in the following cases:

a) The meeting venue does not have sufficient convenient seating for all attendees;

b) The communication equipment at the meeting venue does not ensure that attending shareholders can participate, discuss, and vote;

c) An attendee disrupts or disturbs the order, creating a risk that the meeting cannot be conducted fairly and lawfully.

9. In the event the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among those present to replace the chairperson to conduct the meeting until it concludes; all resolutions passed at such meeting shall be valid for implementation.

10. In case the Company applies modern technology to hold the General Meeting of Shareholders via an online meeting, the Company is responsible for ensuring that shareholders can participate and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

## **Điều 20. Conditions for a Resolution of the General Meeting of Shareholders to be passed**

1. A Resolution regarding the following content is passed if it is approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except for the cases prescribed in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- a) Types of shares and total number of shares of each type;
- b) Changes in business lines and sectors;
- c) Changes in the Company's management organizational structure;
- d) Investment projects or the sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statement of the Company, unless this Charter provides for a different percentage or value;
- e) Reorganization or dissolution of the Company;
- f) Extension of the Company's operation period.

2. Resolutions are passed when approved by shareholders owning more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except for the cases prescribed in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

Note: In the case of electing members of the Board of Directors and the Supervisory Board, if the number of candidates is less than or equal to the number of members of the Board of Directors/Supervisory Board to be elected, the election of members of the Board of Directors/Supervisory Board may be conducted according to the cumulative voting method as above or conducted according to the voting method (approve, disapprove, abstain). The voting percentage for passing resolutions via the voting method shall be implemented in accordance with Clause 2, Article 20 of this Charter.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are lawful and valid even if the order and procedures for

convening the meeting and passing such resolution violate the provisions of the Law on Enterprises and this Charter.

**Điều 21. Authority and procedures for collecting written opinions from shareholders to pass a Resolution of the General Meeting of Shareholders**

Authority and procedures for collecting written opinions from shareholders to pass a Resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to collect written opinions from shareholders to pass a Resolution of the General Meeting of Shareholders on the following issues:

- a) Amendments and supplements to the contents of the Company Charter;
- b) Approval, supplementation, and adjustment of the Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Supervisory Board;
- c) Development strategy of the Company;
- d) Types of shares and total number of shares of each type;
- e) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
- f) Decisions on investment or the sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statement;
- g) Approval of annual financial statements
- h) Reorganization or dissolution of the Company.
- i) Changes in business lines and sectors;
- j) Changes in the Company's management organizational structure;
- k) Other issues deemed necessary by the Board of Directors for the benefit of the Company.

2. The Board of Directors must prepare the opinion ballot, draft the Resolution of the General Meeting of Shareholders, and the explanatory documents for the draft resolution, and send them to all voting shareholders at least 10 days before the deadline for returning the opinion ballot. Requirements and methods for sending opinion ballots and accompanying documents shall be carried out in accordance with the provisions of Clause 3, Article 17 of this Charter.

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

- a) Name, address of head office, and enterprise identification number;
- b) Purpose of the opinion collection;
- c) Full name, contact address, nationality, and legal identification details for individual shareholders; name, enterprise identification number or legal identification details for organizational shareholders, address of the head office for organizational shareholders, or full name, contact address, nationality, and legal identification details of the individual representative for the organizational shareholder; the number of shares of each type and the number of voting rights of the shareholder;
- d) Issues requiring an opinion for decision making;

e) Voting options including approval, disapproval, and abstention for each issue to be voted upon;

f) Election options (if any);

g) Deadline for returning the completed opinion ballot to the Company;

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

4. Shareholders may send their completed opinion ballot to the Company by post, fax, or email using the information registered at the Vietnam Securities Depository and Clearing Corporation according to the following provisions:

a) In case of sending by post, the completed opinion ballot must bear the signature of the individual shareholder, or the authorized representative or legal representative of the organizational shareholder. The opinion ballot sent to the Company must be contained in a sealed envelope, and no one shall have the right to open it before the vote count;

b) In case of sending by fax or email, the opinion ballot sent to the Company must be kept confidential until the time of vote counting;

c) Opinion ballots received by the Company after the deadline specified in the ballot, or those found to have been opened in the case of postal submissions, or disclosed in the case of fax/email, shall be invalid. An opinion ballot that is not returned shall be considered as an abstention.

5. The Board of Directors shall conduct the vote count and prepare the vote counting minutes under the witness of the Supervisory Board or shareholders holding no management positions in the Company. The vote counting minutes must contain the following principal contents:

a) Name, address of head office, and enterprise identification number;

b) Purpose and issues for which opinions were collected to pass the resolution;

c) Number of shareholders with the total number of voting/election rights who participated in the voting/election, distinguishing between valid and invalid voting/election ballots, and the method of sending the ballots, with an appendix attached listing the shareholders who participated in the voting/election;

d) Total number of approval, disapproval, and abstention votes for each issue, and the total number of election votes for each candidate (if any);

e) The issue that was passed and the corresponding voting percentage;

f) Full name and signature of the Chairman of the Board of Directors, the vote counters, and the vote counting supervisors.

The members of the Board of Directors, the vote counters, and the vote counting supervisors shall be jointly liable for the honesty and accuracy of the vote counting minutes; and jointly liable for any damages arising from resolutions passed due to dishonest or inaccurate vote counting.

6. The vote counting minutes and the resolution must be sent to shareholders within 15 days from the date the vote count is concluded. Sending the vote counting minutes and the resolution may be replaced by publication on the Company's website within 24 hours from the time the vote count is concluded.



7. The answered written opinion forms, the vote counting minutes, the passed resolution, and any related documents attached to the written opinion forms shall all be kept at the Company's head office.

8. A resolution is passed by the method of collecting shareholders' opinions in writing if it is approved by a number of shareholders owning over 50 % of the total voting shares of all shareholders with voting rights and shall have the same validity as a resolution passed at a meeting of the General Meeting of Shareholders.

## **Điều 22. Resolution, Minutes of the General Meeting of Shareholders**

1. A meeting of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic formats. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language and must include the following key contents:

- a) Name, address of head office, and enterprise identification number;
- b) Time and venue of the meeting of the General Meeting of Shareholders;
- c) Meeting agenda and contents;
- d) Full names of the chairperson and the secretary;
- e) Summary of the meeting proceedings and statements made at the meeting of the General Meeting of Shareholders regarding each matter on the agenda;
- f) Total number of shareholders and total number of voting shares of shareholders attending the meeting, with an appendix of the registration list of shareholders and their representatives attending the meeting, along with the corresponding number of shares and votes;
- g) Total number of votes for each voting matter, specifying the voting method, total valid votes, invalid votes, votes for, votes against, and abstentions; and the corresponding percentage of the total voting shares of shareholders attending the meeting;
- h) Summary of the number of votes for each candidate (if any);
- i) Matters passed and the corresponding percentage of approving votes;
- j) Full names and signatures of the chairperson and the secretary. In the event the chairperson or the secretary refuses to sign the meeting minutes, such minutes shall be valid if they are signed by all other members of the Board of Directors who attended the meeting and contain full content as prescribed in this Clause. The meeting minutes shall clearly state the refusal of the chairperson or secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson, the meeting secretary, or any other person signing the minutes shall be jointly liable for the truthfulness and accuracy of the content of the minutes.

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

4. The Resolution, minutes of the General Meeting of Shareholders, appendix of the list of shareholders registered to attend the meeting, proxy documents for attendance, all documents attached to the minutes (if any), and related documents

attached to the meeting invitation notice shall be kept at the head office of the Company.

5. The Resolution, minutes of the General Meeting of Shareholders, and accompanying documents must be disclosed in accordance with the law on information disclosure in the securities market.

### **Điều 23. Request for cancellation of a Resolution of the General Meeting of Shareholders**

Within 90 days from the date of receiving a resolution, minutes of the meeting of the General Meeting of Shareholders, or the minutes of the results of the ballot collecting opinions of the General Meeting of Shareholders, a shareholder or group of shareholders as defined in Clause 2, Article 115 of the Law on Enterprises has the right to request a Court or an Arbitrator to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order, procedure for summoning the meeting, and passing of a decision of the General Meeting of Shareholders violates the serious provisions of the Law on Enterprises and this Charter, except in cases prescribed in Clause 3, Article 20 of this Charter.

2. The content of the resolution violates the law or this Charter.

In case a shareholder or group of shareholders requests a Court or an Arbitrator to cancel a resolution of the General Meeting of Shareholders in accordance with Article 151 of the Law on Enterprises, such resolution shall remain in effect until the cancellation decision of the Court or Arbitrator becomes effective, except where provisional urgent measures are applied as decided by the competent authority.

## **Chương VII. BOARD OF DIRECTORS**

### **Điều 24. Candidacy and nomination of members of the Board of Directors**

1. In case the candidates for the Board of Directors have been identified, the Company shall disclose information related to such candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can research these candidates before voting. Candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of the disclosed personal information and commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date of birth;
- b) Qualification;
- c) Work history;
- d) Other management titles (including membership of the Board of Directors of other companies);
- e) Interests related to the Company and the Company's related persons;
- f) Other information as required by law (if any).

The Company is responsible for disclosing information regarding companies where the candidate holds the position of member of the Board of Directors, other management titles, and interests related to the company of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders holding 10 % or more of total ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and this Charter. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10 % to less than 20 % of total voting shares have the right to nominate one (01) candidate; from 20 % to less than 30 % have the right to nominate a maximum of two (02) candidates; from 30 % to less than 40 % have the right to nominate a maximum of three (03) candidates; from 40 % to less than 50 % have the right to nominate a maximum of four (04) candidates; and from 50 % or more have the right to nominate a sufficient number of candidates. The nomination and candidacy of members of the Board of Directors are detailed in the Regulations on Corporate Governance.

3. In case the number of candidates nominated additionally by the incumbent Board of Directors under Clause 3 of this Article is still insufficient, the Board of Directors shall disclose information regarding the insufficiency of the number of candidates for the Board of Directors no later than five (05) days before the opening date of the General Meeting of Shareholders. The Board of Directors shall organize for other shareholders to make nominations in accordance with this Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The incumbent Board of Directors' organization for other shareholders to nominate additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1, Clause 2, Article 155 of the Law on Enterprises.

## **Điều 25. Composition and term of members of the Board of Directors**

1. The number of members of the Board of Directors is 05 people.

2. The term of a member of the Board of Directors shall not exceed 05 years and they may be re-elected for an unlimited number of terms. In case all members of the Board of Directors complete their term at the same time, they shall continue to be members of the Board of Directors until new members are elected as replacements and take over the work.

3. The composition of the members of the Board of Directors is as follows:

The composition of the Board of Directors of a public company must ensure compliance with the following provisions, and the Company shall limit the Board members from concurrently holding executive positions within the Company to ensure the independence of the Board of Directors. The composition of the Board of Directors is as follows:

a) There is at least 01 independent member in case the company has from 03 to 05 members of the Board of Directors;

b) There is at least 02 independent members in case the company has from 06 to 08 members of the Board of Directors;

c) There is at least 03 independent members in case the company has from 09 to 11 members of the Board of Directors.

4. A member of the Board of Directors shall no longer hold the status of a member of the Board of Directors if they are dismissed, removed, or replaced by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.

A member of the Board of Directors shall continue to exercise full rights and obligations until the dismissal of the member of the Board of Directors is passed by the General Meeting of Shareholders, except for the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration as a member of the Board of Directors immediately upon the Company receiving notice regarding the following cases:

a) The member of the Board of Directors has restricted civil act capacity, is incapacitated, or has difficulties in perception and controlling their own behavior.

b) The member of the Board of Directors is currently facing criminal prosecution, is in temporary detention, is serving a prison sentence, is undergoing administrative handling measures at a compulsory detoxification facility or compulsory education facility, or is prohibited by the Court from holding certain positions or practicing certain professions or doing certain work.

c) The Board of Directors has passed a decision accepting the resignation or leaving of the member of the Board of Directors in accordance with Article 9 of the Regulations on Operation of the Board of Directors.

5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.

6. Members of the Board of Directors are not required to be shareholders of the Company.

## **Điều 26. Powers and obligations of the Board of Directors**

1. The Board of Directors is the management body of the Company, having full authority in the name of the Company to decide, perform the rights and obligations of the Company, except for the rights and obligations falling under the jurisdiction of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, this Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a) Deciding on the strategy, medium-term development plan, and annual business plan of the Company;

b) Recommending the type of shares and total number of shares authorized to be offered for each type;

c) Deciding on the sale of unsold shares within the authorized scope for each type of share; deciding on raising additional capital in other forms;

d) Deciding on the selling price of shares and bonds of the Company;

e) Deciding on share buybacks in accordance with the provisions of Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

f) Deciding on investment plans and investment projects within the jurisdiction and limits stipulated by law;

g) Deciding on solutions for market development, marketing, and technology;

h) Approving contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statement of the Company, except in cases where such contracts or transactions fall under the jurisdiction of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;

i) Electing, dismissing, or removing the Chairman of the Board of Directors; appointing, dismissing, signing contracts, and terminating contracts with the General Director and other key managers as defined by this Charter; deciding on the salary, remuneration, bonuses, and other benefits for such managers; appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders of other companies, and deciding on the remuneration and other benefits of such persons;

j) Supervising and directing the General Director and other managers in the daily operation of the Company's business;

k) Deciding on the organizational structure, internal management regulations of the Company, deciding on the establishment of the Company's subsidiaries, branches, representative offices, and capital contributions or purchase of shares of other enterprises;

l) Approving the program and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or collecting opinions for the General Meeting of Shareholders to pass a Resolution;

m) Submitting the annual audited financial statement to the General Meeting of Shareholders;

n) Recommending the dividend payout rate; deciding on the time limit and procedures for dividend payment or handling losses arising during the business process;

o) Recommending the reorganization, dissolution of the Company; requesting the bankruptcy of the Company;

p) Deciding on the issuance of the Regulations on Operation of the Board of Directors and the Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; deciding on the issuance of the Operating Regulations of the Audit Committee under the Board of Directors, and the Regulations on Disclosure of Information of the Company;

q) Requesting the General Director, Deputy General Director, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its units. Managers so requested shall provide such information and documents in a timely, complete, and accurate manner as requested by members of the Board of Directors. The

sequence and procedures for requesting and providing information are stipulated in detail in the Regulations on Corporate Governance.

r) Other rights and obligations as prescribed by the Law on Enterprises, Law on Securities, other provisions of law, and this Charter.

3. The Board of Directors must report the operating results of the Board of Directors to the General Meeting of Shareholders as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

#### **Điều 27. Remuneration, bonuses, and other benefits of members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days necessary to fulfill the tasks of a member of the Board of Directors and the remuneration rate per day. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

3. Remuneration for each member of the Board of Directors is calculated into the Company's business expenses according to the law on corporate income tax, presented as a separate item in the Company's annual financial statement, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding an executive position, or a member of the Board of Directors working on subcommittees of the Board of Directors or performing tasks outside the scope of normal duties of a Board member, may be paid additional remuneration in the form of a lump-sum payment, salary, commission, profit sharing, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred while fulfilling their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. This insurance does not include insurance for the liabilities of members of the Board of Directors related to violations of law and this Charter.

#### **Điều 28. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.

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

- a) Establishing the program and operational plan of the Board of Directors;
- b) Preparing the program, content, and documents for meetings; convening, presiding over, and chairing meetings of the Board of Directors;
- c) Organizing the passing of Resolutions and Decisions of the Board of Directors;
- d) Supervising the organization of the implementation of the Resolutions and Decisions of the Board of Directors;
- e) Chairing meetings of the General Meeting of Shareholders;
- f) Other rights and obligations as prescribed by the Law on Enterprises.

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

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors. In the event that there is no authorized person, or if the Chairman of the Board of Directors is deceased, missing, detained, serving a prison sentence, serving administrative handling measures at a mandatory drug rehabilitation center or educational institution, absconds from their place of residence, has limited or lost their civil act capacity, has difficulty in cognition or behavior control, or is prohibited by the Court from holding certain positions or practicing certain professions, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors according to the majority principle of the remaining members until a new decision of the Board of Directors is issued.

## **Điều 29. Meetings of the Board of Directors**

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

2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings.

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

- a) There is a request from the Supervisory Board;
- b) There is a request from the General Director or at least 05 other managers;
- c) There is a request from at least 02 members of the Board of Directors;
- d) Other cases deemed necessary.

4. The request stipulated in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and the decisions falling under the authority of the Board of Directors.

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



receiving the request stipulated in Clause 3 of this Article and no later than 03 working days before the meeting date. The Board of Directors meeting must be organized within no more than 10 working days from the date the Company receives the request. In the event that a meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred by the Company; the requester has the right to convene the meeting of the Board of Directors in place of the Chairman of the Board of Directors, with the convening procedure similar to the procedure of the Chairman of the Board of Directors convening a meeting upon request.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting shall send a meeting invitation notice at least 03 working days prior to the meeting date. The invitation notice must specify the time, location, form of the meeting, agenda, and matters to be discussed and decided. The invitation notice must be accompanied by the documents to be used at the meeting and Voting ballots for the members.

The notice of the Board of Directors meeting may be sent by written invitation, telephone, fax, electronic means, or any other method provided by the Company's Charter, ensuring that it reaches the contact address of each Board of Directors member registered with the Company.

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

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

8. A Board of Directors meeting shall be conducted when at least 3/4 of the total number of members attend. If a meeting convened according to this Clause does not have sufficient members to conduct the meeting as prescribed, the Chairman of the Board of Directors shall send a second meeting invitation notice to the Board of Directors members within 07 days from the intended date of the first meeting, and at least 03 working days prior to the meeting date. The second Board of Directors meeting must be held no later than 10 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

9. The Board of Directors shall approve resolutions and decisions by voting at the meeting, collecting opinions in writing, or by any other form prescribed by the Company's Charter. Each member of the Board of Directors has one vote. A member of the Board of Directors is considered present and voting at a meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote as prescribed in Clause 11 of this Article;
- c) Attending and voting through an online conference, electronic voting, or other electronic form;
- d) Sending a voting slip to the meeting via post, fax, or email;
- e) Sending a voting slip by other means as prescribed by law (If any).



10. In case of sending a voting slip to the meeting by post, the voting slip must be kept in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening of the meeting. The voting slip shall only be opened in the presence of all meeting attendees.

11. Members must attend all Board of Directors meetings in full. A member may authorize another member of the Board of Directors or another person (who is not a Board member if approved by a majority of Board members) to attend and vote.

12. A resolution or decision of the Board of Directors shall be approved if it is approved by a majority (more than 1/2) of the attending members; in the event of a tie vote, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors. Note: A member of the Board of Directors may not vote on transactions that provide benefits to that member or their affiliated persons as prescribed by the Law on Enterprises and Article 41 of the Company's Charter.

13. The minutes of the Board of Directors meeting shall be executed in accordance with the provisions of Article 158 of the 2020 Law on Enterprises and applicable legal regulations.

### **Điều 30. Subcommittees under the Board of Directors**

1. When deemed necessary, the Board of Directors may establish subcommittees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a subcommittee shall be decided by the Board of Directors and shall consist of at least 02 persons, including both members of the Board of Directors and external members. Non-executive Board members shall constitute the majority in the subcommittee, and one of these members shall be appointed as the Head of the Subcommittee by Decision of the Board of Directors. The operation of the subcommittee must comply with the regulations of the Board of Directors. A resolution of the subcommittee shall only be effective when it is approved by a majority of the members attending and voting at the subcommittee meeting.

2. The implementation of a Decision of the Board of Directors, or of a subcommittee under the Board of Directors, must comply with applicable laws, the Company's Charter, and the Regulations on Corporate Governance.

### **Điều 31. Corporate Governance Officer, Company Secretary**

1. The Company's Board of Directors must appoint at least 01 Corporate Governance Officer to assist with the corporate governance work at the enterprise. The Corporate Governance Officer may simultaneously act as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The Corporate Governance Officer may not simultaneously work for the approved audit firm that is currently auditing the Company's financial statements.

3. The Corporate Governance Officer has the following rights and obligations:

a) To advise the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and handling tasks related to the relationship between the Company and shareholders;

b) To prepare for meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;

- c) To advise on procedures for meetings;
- d) To attend meetings;
- e) To advise on procedures for drafting resolutions of the Board of Directors in compliance with the provisions of the law;
- f) To provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Supervisory Board;
- g) To supervise and report to the Board of Directors on the Company's information disclosure activities;
- h) To serve as a contact point for stakeholders;
- i) To maintain the confidentiality of information in accordance with the provisions of the law and the Company's Charter;
- j) Other rights and obligations as prescribed by law and this Charter.

4. When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons to act as Company Secretary with a term of office decided by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, provided that it is not contrary to current labor laws. The Company Secretary has the following rights and obligations:

- a) To support the organization of the General Meeting of Shareholders and the Board of Directors; to take minutes of the meetings;
- b) To support members of the Board of Directors in exercising their assigned rights and obligations;
- c) To support the Board of Directors in adopting and implementing principles of corporate governance;
- d) To support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; in compliance with disclosure obligations, information transparency, and administrative procedures. To maintain confidentiality of information in accordance with the provisions of the law and the Company's Charter;
- e) Other rights and obligations as prescribed in the Company's Charter and the Internal Regulations of the Company.

## **Chương VIII.**

### **GENERAL DIRECTOR AND OTHER EXECUTIVES**

#### **Điều 32. Organization of the management structure**

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and subject to the supervision and direction of the Board of Directors in the day-to-day business of the Company. The Company has a General Director, Deputy General Directors, and a Chief Accountant. The appointment, dismissal, and removal of the aforementioned positions must be approved by Resolution or Decision of the Board of Directors.

#### **Điều 33. Enterprise Executives**

1. The Company's Executives include the General Director, Deputy General Directors, Chief Accountant, and other executives appointed by the Board of Directors.

2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may employ other enterprise executives with the number and standards suitable for the Company's organizational structure and

management regulations as defined by the Board of Directors. The enterprise executives shall be responsible for assisting the Company in achieving the objectives set forth in its operations and organization.

3. The General Director shall be paid a salary and bonus. The salary and bonus of the General Director shall be determined by the Board of Directors.

4. The salary of enterprise executives shall be included in the Company's business expenses as prescribed by the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

**Điều 34. Appointment, dismissal, rights, and obligations of the General Director**

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to act as the General Director.

2. The General Director is the person who manages the day-to-day business of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and to the law for the performance of assigned rights and obligations.

3. The term of the General Director shall not exceed 05 years and they may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed in Clause 5, Article 162 of the Law on Enterprises and this Charter.

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

a) To decide on matters related to the day-to-day business of the Company that are not under the authority of the Board of Directors;

b) To organize the implementation of the Resolutions and Decisions of the Board of Directors;

c) To organize the implementation of the Company's business plan and investment projects;

d) To propose the organizational structure and internal management regulations of the Company;

e) To appoint, dismiss, and remove managerial titles in the Company, except for those under the authority of the Board of Directors;

f) Decisions on salary and other benefits for employees of the Company, including managers under the appointment authority of the General Director;

g) Recruitment of labor;

h) Recommending dividend payment plans or handling business losses;

i) Deciding on matters that do not require a Resolution of the Board of Directors, including acting on behalf of the Company to sign financial and

commercial contracts, organizing and managing the daily production and business activities of the Company in accordance with best management practices;

j) Recommending the number of Company Executives that the Company needs to recruit for the Board of Directors to appoint or dismiss in accordance with the Regulations on Corporate Governance and recommending remuneration, salary, and other benefits for Company Executives for the Board of Directors to decide;

k) Deciding on appointment, dismissal, salary levels, allowances, benefits, and other terms related to employment contracts for positions under the authority of the General Director in accordance with the internal regulations of the Company;

l) Submitting to the Board of Directors for approval the production and business plan, and investment plan for the next fiscal year;

m) Other rights and obligations in accordance with the provisions of law, the Company Charter, and the Resolution or Decision of the Board of Directors.

5. The Board of Directors may dismiss the General Director when a majority of the Members of the Board of Directors with voting rights present at the meeting vote in favor and appoint a new General Director to replace.

6. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of the assigned duties and powers and shall report to these levels upon request.

## **Chương IX.**

### **BOARD OF SUPERVISORS**

#### **Điều 35. Running for or nominating members of the Board of Supervisors**

1. The nomination of candidates for members of the Board of Supervisors shall be carried out similarly to the provisions in Clause 1, Article 24 of this Charter. The nomination and running for candidates for members of the Board of Supervisors are detailed in Clause 1, Article 70 of the Regulations on Corporate Governance.

2. In case the number of candidates nominated by the current Board of Supervisors is still not sufficient, the current Board of Supervisors shall organize for other shareholders to nominate in accordance with the provisions of the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The organization for other shareholders to nominate additional candidates by the current Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the provisions of the law.

#### **Điều 36. Composition of the Board of Supervisors**

1. The number of members of the Board of Supervisors of the Company is 03. The term of a member of the Board of Supervisors shall not exceed 05 years and they may be re-elected for an unlimited number of terms.

2. A member of the Board of Supervisors must satisfy the standards and conditions as prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

- a) Working in the accounting or finance department of the Company;
- b) A member or employee of the independent auditing firm that performed the audit of the Company's financial statements in the 03 immediately preceding years.

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

- a) No longer satisfying the standards and conditions for being a member of the Board of Supervisors as prescribed in Clause 2 of this Article;
- b) Having submitted a resignation letter and it has been approved;
- c) That member of the Board of Supervisors suffers from a mental disorder and other members of the Board of Supervisors have evidence proving that such person no longer has the capacity for civil acts.
- d) Other cases as prescribed by law and this Charter.

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

- a) Failing to complete assigned duties or tasks;
- b) Failing to perform their rights and obligations for 06 consecutive months, except in force majeure cases;
- c) Multiple violations or a serious violation of the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company Charter;
- d) Other cases as determined by a Resolution of the General Meeting of Shareholders.

5. Members of the Board of Supervisors shall continue to fully exercise their rights and perform their obligations until their removal is approved by the General Meeting of Shareholders, except for the right to attend and vote at meetings of the Board of Supervisors and the right to receive remuneration of the member of the Board of Supervisors as soon as the Company receives notification of the following cases:

- a) The member of the Board of Supervisors has restricted civil act capacity, has lost civil act capacity, or has difficulty in cognition and control of their behavior.
- b) The member of the Board of Supervisors is currently being prosecuted for criminal liability, is in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory education facility, or is prohibited by the Court from holding certain positions, practicing a certain profession, or doing certain work.
- c) The Board of Supervisors has a Decision approving the acceptance of the resignation/letter of resignation of a Member of the Board of Supervisors, performed similarly to the provisions in Article 9 of the Regulations on Operation of the Board of Directors.

### **Điều 37. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall

follow the majority principle. More than half of the members of the Board of Supervisors must be permanent residents in Vietnam. The Head of the Board of Supervisors must have a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or other majors related to the business operations of the enterprise.

2. Rights and obligations of the Head of the Board of Supervisors:

- a) To convene meetings of the Board of Supervisors;
- b) To request the Board of Directors, the General Director, and other Executives to provide relevant information for reporting to the Board of Supervisors;
- c) To prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

### **Điều 38. Rights and obligations of the Board of Supervisors**

In addition to the rights and obligations prescribed in Article 170 of the Law on Enterprises, the Board of Supervisors has the following rights and obligations:

- 1. To propose and recommend to the General Meeting of Shareholders the approval of the list of auditing organizations permitted to audit the Company's Financial Statements; to decide on the auditing organization permitted to perform the inspection of the Company's activities, and to remove the permitted auditor when necessary.
- 2. To be responsible to shareholders for their supervision activities.
- 3. To supervise the financial status of the Company, and the compliance with the law in the activities of Members of the Board of Directors, the General Director, and other managers.
- 4. To ensure coordination with the Board of Directors, the General Director, and shareholders.
- 5. Upon discovering acts of violating the law or the Company Charter by a Member of the Board of Directors, the General Director, and other Executives of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and provide solutions to remedy the consequences.
- 6. To develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
- 7. To report at the General Meeting of Shareholders as prescribed in Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of several articles of the Law on Securities.
- 8. To have the right to access the files and documents of the Company stored at the head office, branches, and other locations; relating to the performance of assigned tasks of members of the Board of Supervisors if approved by the Board of Supervisors, and this information does not fall within the scope of business secrets of the Company. The person provided with information is responsible for keeping such information confidential and using it for the assigned tasks; to have the right to come to the working locations of the Company's managers and employees during working hours. The provision of information follows the procedure detailed in the Regulations on Corporate Governance.

9. To have the right to request the Board of Directors, Members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, administration, and business activities of the Company. The order and procedures for requesting and providing information are specified in the Regulations on Corporate Governance and the Regulations on Operation of the Board of Supervisors.

10. Other rights and obligations in accordance with the provisions of the law and this Charter.

### **Điều 39. Meetings of the Board of Supervisors**

1. The Board of Supervisors must meet at least 02 times a year, with the number of members attending the meeting being at least 2/3 of the members of the Board of Supervisors. Minutes of meetings of the Board of Supervisors shall be prepared in detail and clearly. The record keeper and the members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. Meeting minutes of the Board of Supervisors must be preserved to determine the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request Members of the Board of Directors, the General Director, and representatives of the permitted auditing organization to attend and answer issues that need clarification.

### **Điều 40. Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors**

Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors are implemented in accordance with the following provisions:

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonus, other benefits, and annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total amount of remuneration and these expenses shall not exceed the total annual operating budget of the Board of Supervisors as approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. The salary and operating expenses of the Supervisory Board shall be included in the business expenses of the Company in accordance with the laws on corporate income tax, other relevant legal provisions, and shall be recorded as a separate item in the Company's annual financial statements.

## **Chương X.**

### **RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES**

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives shall have the responsibility to perform their



duties, including those as members of sub-committees of the Board of Directors, in an honest and prudent manner for the benefit of the Company.

**Điều 41. Duty of honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers must disclose their related interests in accordance with the Law on Enterprises and other relevant legal documents.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their affiliated persons shall only use information obtained by virtue of their positions for the benefit of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, the Company's subsidiaries, other companies over which the Company holds control of more than 50% of the charter capital and themselves or their affiliated persons as prescribed by law. For the aforementioned transactions subject to approval by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with securities law regulations on information disclosure.

4. A member of the Board of Directors may not vote on any transaction that brings benefits to that member or their affiliated persons, as prescribed by the Law on Enterprises and this Charter.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their affiliated persons may not use or disclose internal information to third parties to execute relevant transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations affiliated with these persons shall not be void in the following cases:

a) For transactions with a value of less than 35% of the total asset value recorded in the most recent financial statement, the key contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of those members of the Board of Directors who do not have related interests;

b) For transactions with a value from 35% or more, or a transaction resulting in the total transaction value incurred within 12 months from the date of the first transaction being 35% or more of the total asset value recorded in the most recent financial statement, the key contents of this transaction, as well as the relationship and interests of the member of the Board of Directors, member of the Supervisory Board, the General Director, and other executives have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders without related interests.

c) Contracts or transactions for the borrowing or sale of assets with a value greater than 10% of the total asset value recorded in the most recent financial statement between the Company and a shareholder owning 51% or more of the total voting shares or an affiliated person of that shareholder have been disclosed to



shareholders and approved by the General Meeting of Shareholders by the votes of shareholders without related interests.

#### **Điều 42. Responsibility for damages and compensation**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who violate their obligations, their duty of honesty and prudence, and fail to fulfill their duties must be liable for damages caused by their violations.

2. The Company shall indemnify individuals who have been, are, or may become a party in claims, lawsuits, or prosecutions (including civil, administrative, and non-prosecutorial cases where the Company is not the plaintiff) if that person is or was a member of the Board of Directors, a member of the Supervisory Board, the General Director, another executive, an employee, or an authorized representative of the Company performing duties under the Company's authorization, provided they have acted honestly and prudently for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that the person has violated their responsibilities.

3. Compensation costs include judgment costs, fines, and expenses actually incurred (including attorney fees) when resolving these cases within the limits permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned compensation liabilities.

### **Chương XI.**

#### **RIGHT TO ACCESS COMPANY BOOKS AND RECORDS**

#### **Điều 43. Right to access books and records**

1. Ordinary shareholders have the right to access books and records, specifically as follows:

a) Ordinary shareholders have the right to inspect, access, and extract information regarding their names and contact addresses in the list of shareholders with voting rights; request the correction of inaccurate information about themselves; inspect, access, extract, or copy this Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) A shareholder or a group of shareholders owning 05% or more of total ordinary shares has the right to inspect, access, or extract the minutes book and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions subject to approval by the Board of Directors and other documents, excluding documents related to the trade secrets and business secrets of the Company.

2. In cases where the authorized representative of a shareholder or a group of shareholders requests to access books and records, they must submit the authorization letter of the shareholder or group of shareholders that they represent, or a notarized copy of this authorization letter.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives have the right to access the Company's register of shareholders, list of shareholders, books, and other records of the Company for purposes related to their positions, provided that such information is kept confidential.

4. The Company shall keep this Charter and any amendments or supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as required by law at the head office or another location, provided that the shareholders and the Business Registration Authority are notified of the location where these documents are kept.

5. The Company's Charter must be posted on the Company's website.

## **Chương XII. EMPLOYEES AND LABOR UNION**

### **Điều 44. Employees and labor union**

1. The General Director must develop a plan for the Board of Directors to approve issues related to the recruitment, termination, salary, social insurance, benefits, rewards, and discipline for employees and corporate executives.

2. The General Director must develop a plan for the Board of Directors to approve issues related to the Company's relationship with labor union organizations in accordance with best practices, standards, and management policies, the practices and policies stipulated in this Charter, the Company's regulations, and current legal provisions.

## **Chương XIII. PROFIT DISTRIBUTION**

### **Điều 45. Profit distribution**

1. The General Meeting of Shareholders decides on the dividend payout ratio and the method of annual dividend payment from the Company's retained earnings.

2. The Board of Directors may decide on an interim dividend payment upon the authorization of the General Meeting of Shareholders if it considers such payment to be consistent with the Company's profitability.

3. The Company shall not pay interest on dividend payments or payments related to a class of shares.

4. The Board of Directors may recommend that the General Meeting of Shareholders approve the payment of all or part of dividends in the form of shares, and the Board of Directors shall be the body executing this decision.

5. In cases where dividends or other payments related to a class of shares are paid in cash, the Company shall pay in VND. Payments may be made directly or through banks based on the bank account details provided by the shareholder. If the Company has transferred the funds in accordance with the bank account details provided by the shareholder but the shareholder does not receive the money, the Company shall not be responsible for the funds the Company has transferred to that shareholder. Dividend payments for shares registered for trading/listing at The Stock Exchange may be carried out through a securities company or the Vietnam Securities Depository and Clearing Corporation.

6. Based on the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution and decision to determine a specific date for

closing the list of shareholders. Based on that date, those registered as shareholders or owners of other securities are entitled to receive dividends in cash or shares, and receive notifications or other documents.

7. Other matters related to profit distribution shall be implemented in accordance with the provisions of law.

#### **Chương XIV.**

#### **BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING SYSTEM**

##### **Điều 46. Bank accounts**

1. The Company opens accounts at Vietnamese banks or foreign bank branches permitted to operate in Vietnam.

2. Subject to the prior approval of the competent authority, in necessary cases, the Company may open bank accounts abroad in accordance with the provisions of the law.

3. The Company shall conduct all payments and accounting transactions through Vietnam Dong or foreign currency accounts at the banks where the Company maintains accounts.

##### **Điều 47. Financial Year**

The financial year of the Company begins on 01 January and ends on 31 December annually. The first financial year begins on the date of issuance of the Enterprise Registration Certificate and ends on 31 December of the same year.

##### **Điều 48. Accounting regime**

1. The accounting regime used by the Company is the enterprise accounting regime or a specific accounting regime issued and approved by the competent authority.

2. The Company shall prepare accounting books in Vietnamese and keep accounting records in accordance with accounting laws and relevant legal provisions. These records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.

3. The Company shall use Vietnam Dong as the monetary unit for accounting. Where the Company has economic transactions primarily occurring in a foreign currency, it may select that foreign currency as its accounting currency, shall bear responsibility for such selection before the law, and shall notify the direct tax management authority.

#### **Chương XV.**

#### **FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE**

##### **Điều 49. Annual financial statements**

1. The Company must prepare annual financial statements and such annual financial statements must be audited in accordance with the provisions of the law. The Company shall disclose audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

2. Annual financial statements must include full reports, appendices, and notes as required by the law on enterprise accounting. Annual financial statements must reflect the Company's operational status truthfully and objectively.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

#### **Điều 50. Annual Report**

The Company must prepare and disclose an Annual Report in accordance with the laws on securities and the securities market.

### **Chương XVI. COMPANY AUDIT**

#### **Điều 51. Audit**

1. The General Meeting of Shareholders designates an independent auditing firm or approves a list of independent auditing firms and authorizes the Board of Directors to decide the selection of one of these entities to audit the Company's financial statements for the following financial year, based on terms and conditions agreed upon with the Board of Directors.

2. The audit report shall be attached to the Company's annual financial statements.

3. The independent auditor performing the audit of the Company's financial statements is entitled to attend General Meeting of Shareholders meetings and has the right to receive notices and other information related to the General Meeting of Shareholders and to express their opinion at the meeting on matters related to the audit of the Company's financial statements.

### **Chương XVII. CORPORATE SEAL**

#### **Điều 52. Corporate seal**

1. The seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature as stipulated by the law on electronic transactions.

2. The Board of Directors shall decide the type, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seal in accordance with current legal provisions.

### **Chương XVIII. COMPANY DISSOLUTION**

#### **Điều 53. Company dissolution**

1. The Company may be dissolved in the following cases:

a) Pursuant to a Resolution or Decision of the General Meeting of Shareholders;

b) Upon revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;

c) Other cases as provided by law.

2. The dissolution of the Company before the expiration of the term shall be decided by the General Meeting of Shareholders and executed by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if mandatory) as prescribed.

#### **Điều 54. Extension of operation**

1. The Board of Directors shall convene a General Meeting of Shareholders at least [7 months] before the expiration of the duration of operation so that shareholders may vote on extending the Company's operation as proposed by the Board of Directors.

2. The duration of operation is extended when shareholders representing at least 65 % of the total voting shares of all shareholders attending the General Meeting of Shareholders approve.

#### **Điều 55. Liquidation**

1. At least 06 months before the end of the Company's duration of operation or following a decision on the Company's dissolution, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of whom 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operational regulations. Members of the Liquidation Committee may be selected from among Company employees or independent experts. All expenses related to liquidation shall be paid by the Company with priority over other debts.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority regarding the establishment date and the date of commencement of operation. From that time, the Liquidation Committee represents the Company in all matters related to the Company's liquidation before the Court and administrative agencies.

3. Proceeds from the liquidation shall be paid in the following order:

- a) Liquidation expenses;
- b) Debts regarding salaries, severance allowances, social insurance, and other benefits for employees as per collective labor agreements and signed labor contracts;
- c) Tax debts;
- d) Other debts of the Company;
- e) The remaining amount after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preference shares shall have priority in payment.

### **Chương XIX.**

#### **INTERNAL DISPUTE RESOLUTION**

#### **Điều 56. Internal dispute resolution**

1. In case of disputes or complaints related to the Company's operations, and rights and obligations of shareholders as stipulated by the Law on Enterprises, the Company Charter, other legal regulations, or agreements between:

- a) Shareholders and the Company;

b) Shareholders and the Board of Directors, the Supervisory Board, the General Director, or other Executives;

The involved parties shall attempt to resolve such disputes through negotiation and mediation. Except for cases involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and require each party to present information related to the dispute within 30 working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Board of Supervisors to appoint an independent expert as a mediator for the dispute resolution process.

2. If a mediation resolution is not reached within 06 weeks from the commencement of the mediation process or if the mediator's decision is not accepted by the parties, any party may refer the dispute to arbitration or the Court.

3. Each party shall bear its own costs related to the negotiation and mediation procedures. Payment of Court costs shall be conducted according to the Court's judgment.

## **Chương XX.**

### **AMENDMENT AND SUPPLEMENTATION OF THE CHARTER**

#### **Điều 57. Company Charter**

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

2. Where the law contains provisions related to the Company's operations that are not addressed in this Charter or where there are new legal provisions differing from the clauses in this Charter, those provisions shall apply to govern the Company's operations.

## **Chương XXI.**

### **EFFECTIVE DATE**

#### **Điều 58. Effective date**

1. This Charter consists of 21 Chapters and 59 Articles, unanimously approved by the General Meeting of Shareholders of Hai Minh Corporation on March ..., 2026, in Ho Chi Minh City, with the agreement to adopt the full text of this Charter as effective.

2. The Charter is executed in 10 copies, having equal validity, and must be kept at the Company's head office.

3. This Charter is the unique and official Charter of the Company.

4. Copies or extracts of the Company Charter are valid when they bear the signature of the Chairman of the Board of Directors or at least 1/2 of the total members of the Board of Directors.

**Full name, signature of the Legal representative  
CHAIRMAN**



**TRAN QUANG TIEN**

No: 08/2026/TT-HĐQT

*Ho Chi Minh City, 03 March 2026*

## **PROPOSAL**

**Re: Amendment and Supplementation of the Internal Regulation on Corporate Governance, the Regulation on Operation of the Board of Directors, and the Regulation on Operation of the Supervisory Board**

**To: GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam (14th Legislature) on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022;
- Pursuant to the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam (14th Legislature) on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding certain provisions on corporate governance applicable to public companies;
- Pursuant to the Charter on Organization and Operation of Hai Minh Corporation.

The Board of Directors of Hai Minh Corporation respectfully submits to the General Meeting of Shareholders for consideration and approval the amendment and supplementation of the Internal Regulation on Corporate Governance, the Regulation on Operation of the Board of Directors, and the Regulation on Operation of the Supervisory Board of Hai Minh Corporation in order to ensure compliance with the prevailing laws (attached documents).

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

Sincerely yours!

**FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS**

**Chairman**

**Recipients:**

- As addressed above;
- Supervisory Board (for reporting);
- Filed at: Board of Directors.



**Tran Quang Tien**

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

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**(Draft)**

**INTERNAL REGULATIONS ON  
CORPORATE GOVERNANCE**

**HAI MINH CORPORATION**

*(Promulgated pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders of  
Hai Minh Corporation)*

*Ho Chi Minh City, Date ... March 2026*



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## **Chapter I**

### **GENERAL PROVISIONS**

#### **Điều 1. Scope of adjustment and subjects of application**

1. Scope of adjustment: These Regulations are formulated in accordance with Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance, stipulating the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; procedures for convening the General Meeting of Shareholders; nomination, candidacy, election, removal, and dismissal of members of the Board of Directors, the Board of Supervisors, the General Director, and other activities as provided by the Company Charter and other applicable provisions of law.

2. Subjects of application: These Regulations apply to members of the Board of Directors, the Board of Supervisors, the General Director, and relevant persons mentioned in these regulations.

#### **Điều 2. Definitions and abbreviations**

1. *Charter capital is the total par value of shares sold or registered for subscription upon the establishment of the Joint Stock Company and in accordance with Article 6 of the Company Charter;*

2. *Law on Enterprises is Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020;*

3. *Law on Securities is Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;*

4. *Incorporation date is the date the Company was first issued the Enterprise Registration Certificate (Business Registration Certificate and other documents of equivalent value);*

5. *Managers are the General Director, Deputy General Directors, Chief Accountant, and other managers appointed by the Board of Directors;*

6. *Enterprise managers are those who manage the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other managerial titles appointed by the General Meeting of Shareholders or the Board of Directors;*

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

8. *Shareholder is an individual or organization owning at least one share of a Joint Stock Company;*

9. *Major shareholders are shareholders as specified in Clause 18, Article 4 of the Law on Securities;*

10. *Member of the Board of Supervisors is a Supervisor*

11. *The Stock Exchange refers to the Vietnam Stock Exchange and its Company's subsidiaries.*

12. *Non-executive members of the Board of Directors who are not the General Director, Deputy General Director, Chief Accountant, or other managers as stipulated by the Company Charter.*

13. *Shareholder/Delegate Eligibility Verification Committee is the division responsible for determining the eligibility for conducting the General Meeting of Shareholders in accordance with the law and the Company Charter.*

14. *Company is Hai Minh Corporation*

15. *Board of Directors (BOD) is the Board of Directors*

16. *Candidacy is self-nomination*

17. *Board of Supervisors (BOS) is the Board of Supervisors*

18. *VSDC is the Vietnam Securities Depository and Clearing Corporation*

19. *Delegate is a shareholder or representative (a person authorized by a shareholder)*

20. *Corporate Governance Officer is the person with the responsibilities and authority specified in Article 281 of Decree 155/2020/ND-CP.*

21. *Online General Meeting is a form of organizing the General Meeting of Shareholders using electronic means to transmit images and audio via the internet, allowing shareholders in various locations to monitor the progress, discuss, and vote on meeting matters.*

22. *Electronic voting is the process by which a shareholder exercises their vote through an Electronic Voting System as specified in these Regulations.*



23. *Login name and password include the username and password issued by the Company uniquely to each shareholder.*

24. *Contact address is the registered head office address for organizations; or the permanent residence, workplace, or other address registered by an individual with the enterprise to serve as a contact address*

25. *Trade secret refers to information regarding stored inventory quantities, costs, profits, finances, and technological solutions and business techniques*

26. *Business secret refers to information obtained from financial or intellectual investment activities that has not yet been disclosed and has the potential for use in business*

## **Chapter II**

### **GENERAL MEETING OF SHAREHOLDERS**

#### **I. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS PASSING RESOLUTIONS BY VOTING AT THE GENERAL MEETING OF SHAREHOLDERS (IN-PERSON, ONLINE, OR HYBRID)**

##### **Section 1**

##### **GENERAL PROVISIONS**

#### **Điều 3. Role, rights, and obligations of the General Meeting of Shareholders**

The role, rights, and obligations of the General Meeting of Shareholders are specified in Article 138 of the Law on Enterprises No. 59/2020/QH14, the Law on Securities No. 54/2019/QH14, and Articles 13 and 14 of the Company Charter.

#### **Điều 4. Authority to convene the General Meeting of Shareholders**

*(Based on the provisions of Article 140 of the Law on Enterprises and Article 13 of the Company Charter)*

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:

a. The Board of Directors deems it necessary for the interests of the Company;

b. The remaining number of members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as prescribed by law;

c. At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of this Law;

d. At the request of the Board of Supervisors;

e. Other cases as prescribed by law and the Company Charter.

2. The Board of Directors must determine the opening date of the General Meeting of Shareholders within sixty (60) days from the date the number of remaining Board members or Supervisors falls to the level specified in Point b, Clause 3, Article 13 of the Company Charter or upon receiving the request specified in Points c and d, Clause 3, Article 13 of the Company Charter;

3. In the event that the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4, Article 13 of the Company Charter, the Board of Supervisors must replace the Board of Directors within the following thirty (30) days to convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

4. In the event that the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4, Article 13 of the Company Charter, the shareholder or group of shareholders stipulated in Point c, Clause 3, Article 13 of the Company Charter has the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

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

6. Procedures for organizing the General Meeting of Shareholders in accordance with Clause 5, Article 140 of the Law on Enterprises.

## **Điều 5. Personnel of the General Meeting of Shareholders**

*(Based on the provisions of Article 146 of the Law on Enterprises and Clause 2, Article 19 of the Company Charter)*

### **1. Chairman and Presidium:**

a. The Chairman of the Board of Directors shall chair the meeting or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one among them to chair the meeting by majority principle. If no chairman can be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a chairman from among those present, and the person with the highest number of votes shall serve as the chairman of the meeting;

b. Except for the cases specified in Point a of this Clause, the person who signed the convocation notice for the General Meeting of Shareholders shall manage for the General Meeting of Shareholders to elect a chairman, and the person with the highest number of votes shall serve as the chairman of the meeting;

c. The Chairman has the right to implement necessary measures to control the meeting in a reasonable, orderly, and proper manner according to the approved agenda, ensuring that the desires of the majority of those present are reflected.

d. The Chairman of the General Meeting of Shareholders has the following rights:

- To require all attendees to be subject to inspections or other lawful and reasonable security measures;
- Request the competent authority to maintain order at the meeting; expel those who do not comply with the Chair's direction, deliberately disturb the peace, obstruct the normal progress of the meeting, or fail to comply with security check requirements from the General Meeting of Shareholders.

e. The Chair has the right to postpone a General Meeting of Shareholders that has reached the quorum for up to 03 working days from the intended opening date and may only postpone the meeting or change the meeting location in the following cases:

- The meeting venue does not have enough convenient seating for all attendees;
- Communication equipment at the meeting venue does not ensure the ability of shareholders to participate, discuss, and vote;
- There are attendees obstructing or disturbing the order, posing a risk that the meeting will not be conducted fairly and lawfully.

f. Other rights and duties of the Chair as stipulated by current law.

g. The Presidium consists of at least 01 person, including 01 Chair and other members.

h. Tasks of the Presidium:

- Managing the activities of the Company's General Meeting of Shareholders according to the agenda proposed by the Board of Directors and approved by the General Meeting of Shareholders;

- Guiding delegates and the General Meeting in discussing the contents included in the agenda;

- Presenting drafts and concluding necessary issues for the General Meeting to vote on;

- Answering issues requested by the General Meeting;

- Resolving issues arising throughout the duration of the General Meeting.

i. Working principles of the Presidium: The Presidium works on the principle of collective, democratic centralism and decides by majority.

## **2. General Meeting Secretary:**

a. The Chair appoints one or more people to serve as the meeting secretary;

b. Tasks of the General Meeting Secretary:

- Fully and accurately recording the content of the General Meeting;

- Receiving speech registration ballots from shareholders/delegates;

- Drafting the Meeting Minutes and the Resolution of the General Meeting of Shareholders;

- Assisting the Chair in disclosing information related to the General Meeting of Shareholders and notifying Shareholders in accordance with the provisions of the law and the Company Charter;

- Other tasks as requested by the Chair.

## **3. Vote Counting Board:**

a. The General Meeting of Shareholders elects one or more persons to the vote counting board as proposed by the meeting chair;

b. Tasks of the Vote Counting Board:

- Disseminating principles, rules, and guidance on voting methods.
- Counting and recording votes, preparing vote counting minutes, announcing results; transferring minutes to the Chair for ratification of voting results.
- Promptly notifying the secretary of the voting results.
- Reviewing and reporting to the General Meeting cases of violation of voting rules or complaints regarding voting results.

#### **4. Shareholder/Delegate Credential Committee:**

a. The person convening the general meeting of shareholders pursuant to Article 140 of the Law on Enterprises shall appoint one or more persons to serve on the Shareholder/Delegate Credential Committee to serve the meeting. The General Meeting's credential committee consists of at least 02 people, including 01 Head and several members.

##### **b. Tasks of the Shareholder/Delegate Credential Committee:**

- Verifying the status and situation of shareholders and shareholder representatives attending the meeting.
- The Head of the Credential Committee reports to the General Meeting of Shareholders on the status of shareholders attending the meeting. If the meeting has a sufficient number of shareholders and authorized representatives representing over 50% of total voting shares, the Company's General Meeting of Shareholders is organized and conducted.
- Participating in counting votes on other matters before the formation of the Vote Counting Board.

#### **Điều 6. Establishing the list of shareholders eligible to attend the meeting and providing notification regarding the closing of the list of shareholders eligible to attend the General Meeting of Shareholders**

*(Pursuant to Clause 2(a), Article 17 of the Company Charter; Regulations on exercise of rights by VSDC)*

1. The Company must disclose information regarding the establishment of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 days prior to the registration date.

2. The Company carries out procedures for establishing the shareholder list and related procedures in accordance with the regulations on the exercise of rights by the Vietnam Securities Depository and Clearing Corporation or other provisions of the law (applicable when the Company has not registered securities at VSDC).

## **Điều 7. Notification of convocation of the General Meeting of Shareholders**

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

1. The person convening the General Meeting of Shareholders must send a notice of the meeting to all shareholders in the list of shareholders eligible to attend no later than 21 days before the opening date. The meeting notice must include the name, address of head office, business registration number; the name, contact address of the shareholder, time, place of the meeting, and other requirements for attendees.

2. The meeting notice is sent by methods that ensure it reaches the shareholder's contact address and is posted on the company's website.

3. The meeting notice must be accompanied by the following documents:

a. Meeting agenda, documents used in the meeting, and draft resolutions for each matter on the agenda;

b. Voting ballots/Election ballots. Note that in case of holding the General Meeting of Shareholders online, voting/election ballots do not need to be sent with the meeting notice.

4. In case the company has a website, the sending of meeting documents accompanying the meeting notice stipulated in Clause 3 of this Article may be replaced by posting them on the company's website. In this case, the meeting notice must clearly specify the location and method for downloading the documents.

## **Điều 8. Agenda and content of the General Meeting of Shareholders**

*(Pursuant to Article 142 of the Law on Enterprises and Article 17 of the Company Charter)*

1. The person convening the General Meeting of Shareholders must prepare the meeting agenda and content in accordance with Article 17 of the Company Charter.

2. A shareholder or a group of shareholders as stipulated in Clause 2, Article 11 of the Company Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the

Company no later than 05 working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the quantity of each type of shares held by the shareholder, contact address, nationality, number of the Citizen Identity Card, Identity Card, Passport, or other lawful personal identification for individual shareholders; name, business registration number or decision on establishment, address of head office for institutional shareholders; the quantity and type of shares held by that shareholder, and the issue proposed for inclusion in the agenda.

3. In the event that the person convening the General Meeting of Shareholders rejects the proposal stipulated in Clause 2 of this Article, they must respond in writing and clearly state the reasons no later than 02 working days before the opening date of the General Meeting of Shareholders. In cases where the person convening the General Meeting of Shareholders or the proponent requests a discussion, both parties shall discuss before the convener provides a written refusal. The person convening the General Meeting of Shareholders may only refuse the proposal if it falls under one of the following cases:

- a. The proposal was not sent in accordance with Clause 2 of this Article;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as stipulated in Clause 2, Article 11 of the Company Charter;
- c. The proposed issue does not fall within the decision-making scope of the General Meeting of Shareholders;
- d. Other cases as stipulated by law and the Company Charter.

4. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 2 of this Article in the expected agenda and content of the meeting, except for the cases stipulated in Clause 3 of this Article; the proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

## **Điều 9. Procedures for registration and authorization to attend the General Meeting of Shareholders**

*(Pursuant to Article 144 of the Law on Enterprises; Article 15 of the Company Charter)*

1. Procedures for registering to attend the General Meeting of Shareholders before the opening date of the meeting:

a. Procedures for registering to attend the General Meeting of Shareholders are clearly stipulated in the General Meeting of Shareholders Notice, including contacting the Company or sending the General Meeting Registration Form (attached to the General Meeting of Shareholders Notice sent to shareholders) to the Company.

b. Shareholders choose the method of registering to attend the General Meeting of Shareholders as specified in the notice, including:

- Attending and voting/electing in person at the meeting;
- Authorizing another representative to attend and vote/elect at the meeting and complying with the provisions of Clause 2 of this Article (in case more than one representative is appointed, the specific number of shares and votes for each representative must be determined).
- Attending and voting/electing via online conference, electronic voting, or other electronic methods;
- Sending voting ballots/election ballots to the meeting via post, fax, or email;
- Other forms of registering to attend the General Meeting of Shareholders in accordance with the provisions of the Law.
- The Company shall use its best efforts to apply modern information technology so that shareholders can best participate and voice their opinions at the General Meeting of Shareholders, including providing guidance to shareholders on voting through online General Meeting of Shareholders meetings, electronic voting, or other electronic forms in accordance with Article 144 of the Law on Enterprises and the Company Charter.

## 2. Regulations on authorization to attend the General Meeting:

a. Shareholders or authorized representatives of shareholders shall execute the authorization in accordance with Article 15 of the Company Charter;

b. Authorization for an individual or organization to attend the General Meeting of Shareholders on behalf of the shareholder pursuant to Point a, Clause 2 of this Article must be made in writing. The written authorization shall be prepared in accordance with the law on civil matters and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of the authorization, the term of the authorization, and the signatures of the authorizing and authorized parties.



c. The voting ballot/election ballot of an authorized person attending the meeting within the scope of the authorization remains valid upon the occurrence of any of the following events:

- The authorizing person is deceased, has limited civil act capacity, or has lost civil act capacity;
- The authorizing person has revoked the authorization appointment;
- The authorizing person has revoked the authority of the person performing the authorization.

This clause shall not apply if the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Điều 10. Conditions for conducting the General Meeting of Shareholders**

*(Based on provisions in Article 18 of the Company Charter)*

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents over 50% of the total Voting rate.

2. In case the first meeting does not meet the conditions for conduct as prescribed in Clause 1 of this Article, the notice for the second meeting must be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 33% of the total Voting rate.

3. In case the second meeting does not meet the conditions for conduct as prescribed in Clause 2 of this Article, the notice for the third meeting must be sent within 30 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total Voting rate of the attending shareholders.

#### **Điều 11. Methods for passing a Resolution of the General Meeting of Shareholders**

*(Based on provisions in Article 147 of the Law on Enterprises No. 59/2020/QH14; Article 21 of the Company Charter)*

1. The General Meeting of Shareholders shall pass Resolutions under its authority via voting at the meeting in the following forms:

- a. In-person meeting

- b. Online conference
- c. Hybrid meeting combining in-person and online

2. The General Meeting of Shareholders shall pass Resolutions under its authority via the form of soliciting written opinions (provided in Part II – of this Chapter):

- a. Sending ballot for opinion via post, fax, or email
- b. Sending ballot for opinion via electronic voting
- c. Sending ballot for opinion via post, fax, or email combined with electronic voting

### **Điều 12. Content approved at the General Meeting of Shareholders**

*(Based on provisions in Article 147 and Article 167 of the Law on Enterprises; Article 14 of the Company Charter)*

- 1. Approving the development orientation of the Company;
- 2. Reviewing and handling violations by Members of the Board of Directors or members of the Board of Supervisors that cause damage to the Company and its shareholders;
- 3. Approving the list of approved audit firms; deciding on the audit firm approved to perform audits of the Company's operations, and dismissing the approved auditor when deemed necessary;
- 4. The annual business plan of the Company;
- 5. The audited annual financial statements;
- 6. The report of the Board of Directors on the governance and performance results of the Board of Directors and each Member of the Board of Directors;
- 7. The report of the Board of Supervisors on the business results of the Company, the performance results of the Board of Directors, and the General Director;
- 8. The self-assessment report on the performance of the Board of Supervisors and members of the Board of Supervisors;
- 9. Dividend levels for each share of each type;
- 10. The number of members of the Board of Directors and the Board of Supervisors;
- 11. Election, removal, or dismissal of members of the Board of Directors and members of the Board of Supervisors;

12. Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
13. Amendment and supplementation of the Company Charter;
14. The type of shares and the number of newly issued shares of each type, and the transfer of shares by founding members within the first 03 years from the date of establishment;
15. Splitting, separating, consolidating, merging, or converting the Company;
16. Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
17. Decision on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
18. Decision on repurchasing over 10% of the total sold shares of each type;
19. The Company entering into contracts or transactions with the subjects prescribed in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements;
20. Approval of transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
21. Approval, supplementation, or amendment of the Regulations on Corporate Governance, the Operational Regulations of the Board of Directors, and the Operational Regulations of the Board of Supervisors;
22. Other matters as prescribed by law and the Company Charter.

### **Điều 13. Conditions for passing a Resolution**

*(Based on provisions in Article 20 of the Company Charter)*

1. A Resolution regarding the following content shall be passed if it is approved by shareholders representing 65% or more of the total Voting rate of all shareholders attending and voting at the meeting, except in cases prescribed in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:
  - a. The type of shares and total number of shares of each type;

- b. Change of lines of business and sectors;
- c. Change of the Company's management organizational structure;
- d. Investment projects or asset sales with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;
- e. Reorganization or dissolution of the Company;
- f. Extension of the Company's operation term;

2. Resolutions shall be passed if they are approved by shareholders holding over 50% of the total Voting rate of all attending and voting shareholders, except in the cases prescribed in Clauses 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

In the case of electing members of the Board of Directors and the Board of Supervisors, if the number of candidates is less than or equal to the number of members of the Board of Directors/Board of Supervisors to be elected, the election may be carried out using the cumulative voting method as prescribed in Clause 3, Article 148 of the Law on Enterprises, or carried out via voting method (Approve, Disapprove, or Abstain). The Voting rate for passage via voting method shall be performed in accordance with Clause 2, Article 20 of the Company Charter.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total shares with voting rights shall be lawful and valid even if the order and procedure for convening the meeting and passing such resolution violate the provisions of the Law on Enterprises and the Company Charter.

#### **Điều 14. Notification of vote counting results**

The Vote Counting Committee shall check, summarize, and report the results for each issue to the Chairperson. The results of the vote counting shall be announced by the Chairperson/Vote Counting Committee immediately before the meeting closes.

#### **Điều 15. Method for opposing a Decision of the General Meeting of Shareholders**

*(Based on provisions in Article 132, Article 151 of the Law on Enterprises)*

1. Shareholders who voted against a Resolution on reorganizing the Company or changing the rights and obligations of shareholders prescribed in the Company Charter have the right to request the Company to repurchase their shares. The request must be in

writing and clearly state the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders passed the resolution on the matters prescribed in this clause.

2. The Company must repurchase the shares at the request of shareholders as prescribed in Clause 1 of this Article at the market price or the price calculated according to the principles prescribed in the Company Charter within 90 days from the date of receiving the request. If the price cannot be agreed upon, the parties may request an appraisal organization to determine the value. The Company shall introduce at least 03 appraisal organizations for the shareholder to choose, and that choice shall be final.

3. Within 90 days from the date of receiving the Resolution, or the minutes of the General Meeting of Shareholders, or the minutes of the results of vote counting for the General Meeting of Shareholders, the shareholders or groups of shareholders prescribed in Clause 2, Article 115 of this Law have the right to request a Court or Arbitration to consider and cancel the resolution or part of the content of the Resolution of the General Meeting of Shareholders in the following cases:

- a. The order, procedure for convening the meeting, and decision-making of the General Meeting of Shareholders violate significantly the provisions of this Law and the Company Charter, except in the cases prescribed in Clause 2, Article 152 of this Law;
- b. The content of the Resolution violates the law or the Company Charter.

#### **Điều 16. Preparation of the Minutes of the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 22 of the Company Charter)*

1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded by audio or video, or stored in another electronic form. The minutes must be prepared in Vietnamese, may be prepared in an additional foreign language, and must contain the following key contents:

- a. Name, address of head office, and enterprise identification number;
- b. Time and venue of the General Meeting of Shareholders;
- c. Agenda and content of the meeting;
- d. Name of the chairperson and the secretary;

e. Summary of meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each matter in the meeting agenda;

f. Number of shareholders and the total number of voting rights of shareholders attending the meeting; appendix containing the list of registered shareholders and representatives of shareholders attending the meeting, with the corresponding number of shares and votes;

g. Total number of votes for each voting matter, clearly stating the voting method, total number of valid and invalid votes, affirmative votes, negative votes, and abstentions; the corresponding percentage of the total voting rights of shareholders attending the meeting; and the corresponding percentage of the total voting rights of shareholders attending and voting;

h. Summary of votes for each candidate (if any);

i. Matters that have been passed and the corresponding voting rates for passage;

j. Name and signature of the chairperson and the secretary. In the event the chairperson or the secretary refuses to sign the meeting minutes, the minutes shall be valid if they are signed by all other members of the Board of Directors who attended the meeting and contain full details in accordance with this Clause. The meeting minutes must clearly state the refusal of the chairperson or secretary to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The chairperson, the secretary, or any other person signing the minutes shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.

3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancies in content between the Vietnamese version and the foreign language version, the content of the Vietnamese version shall prevail.

## **Điều 17. Disclosure of Resolution and Minutes of the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 22 of the Company Charter)*

1. The Resolution, the minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, proxies to attend the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be kept at the head office of the Company.

2. The Resolution, the minutes of the General Meeting of Shareholders, and accompanying documents must be disclosed in accordance with the provisions of law regarding information disclosure on the securities market.

## **Section 2**

### **SPECIFIC PROVISIONS FOR EACH VOTING FORM AT THE MEETING**

#### **Section 2.1**

#### **SPECIFIC PROVISIONS FOR VOTING AT THE IN-PERSON MEETING**

#### **Điều 18. Method for registering to attend the in-person General Meeting of Shareholders**

Before the meeting opens, the Company must conduct the shareholder registration procedure and must carry out registration until all shareholders entitled to attend have completed registration in accordance with the following sequence:

a. Upon conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/ballot/election ballot, on which the registration number, name of the shareholder, name of the authorized representative, and the number of votes/election votes of that shareholder are recorded. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by affirmative, negative, or abstaining votes. The vote-counting results are announced by the Chairperson/Vote-counting Committee immediately before the closing of the meeting. The meeting elects individuals responsible for counting or supervising the vote counting upon the proposal of the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;

b. A shareholder or authorized representative of a corporate shareholder who arrives after the meeting has opened has the right to register immediately and then participate and vote/elect at the meeting immediately after registration. The Chairperson is not responsible for pausing the meeting to allow late shareholders to register, and the validity of matters previously voted/elected remains unchanged.

#### **Điều 19. Voting on matters at the in-person General Meeting of Shareholders**

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

##### **1. General principles:**

a. All matters in the agenda and meeting content of the GMS must be discussed and voted upon publicly by the General Meeting of Shareholders.

b. The voting card, ballot, and election ballot shall be printed by the Company, stamped with the Company's official seal, and sent directly to the delegates at the meeting (accompanying the GMS attendance package). Each delegate is issued a voting card, ballot, and election ballot. On the voting card, ballot, and election ballot, the delegate's ID, full name, number of shares owned, and authorized voting shares are clearly recorded.

## 2. Regulations on the validity of ballots and election ballots

### a. Voting card:

- **Valid voting card:** A card according to the pre-printed template issued by the Organizing Committee, bearing the official seal of the Company, free from erasures, alterations, tears, damage, etc., and containing no content other than what is specified for this card.

- **Invalid voting card:** Content does not conform to the requirements of a valid voting card.

### b. Ballot

- **Valid ballot:** A ballot according to the pre-printed template issued by the Organizing Committee, bearing the official seal of the Company, free from erasures, alterations, tears, damage, etc., and containing no content other than what is specified for this ballot. In the case of in-person voting/remote voting (via mail, fax, email, or other means as per the Company Charter), the ballot must bear the signature and full (handwritten) name of the attending delegate and be sent to the Vote-counting Committee before the time of counting. On the ballot, the voting content is considered valid when the delegate marks one (01) out of the three (03) voting squares.

- **Invalid ballot:** Content does not conform to the requirements of a valid ballot.

### c. Election ballot

- **Valid election ballot:** A ballot according to the pre-printed template issued by the organizing committee, free from erasures, alterations, and containing no content other than what is specified for the election ballot. In the case of in-person voting/remote voting (via mail, fax, email, or other means as per the Company Charter), the ballot must bear the signature and full (handwritten) name of the



**attending delegate and be sent to the Vote-counting Committee before the time of counting.**

**- Invalid election ballot:**

- Content does not conform to the requirements of a valid election ballot
- The number of candidates selected by the delegate is greater than the required number of candidates;
- A ballot where the total votes for candidates by the shareholder or representative are greater than the total permitted number of votes;
- Other provisions in accordance with the GMS Election Regulations and the Company Charter.

**Điều 20. Method of casting votes at the in-person General Meeting of Shareholders**

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

**1. General principles:**

- The General Meeting of Shareholders discusses and votes on each issue in the agenda content. Voting is conducted by holding up a card, in-person ballot, electronic ballot, or other electronic means.
- Delegates exercise their vote to Approve, Disapprove, or Abstain on a matter brought to a vote at the GMS by holding up a voting card or by marking the options on a ballot.

**2. Voting forms**

a. Voting by card: When voting by holding up a voting card, the front of the voting card must be raised toward the Presiding Committee. If a delegate does not raise their voting card during all three instances of Approve, Disapprove, or Abstain for a matter, it shall be considered an affirmative vote. If a delegate raises their voting card more than one (01) time when voting Approve, Disapprove, or Abstain for a matter, it shall be considered an invalid vote. Using the voting card method, the members of the Delegate Eligibility Verification Committee/Vote-counting Committee shall record the delegate code and the corresponding votes of each delegate as Affirm, Reject, Abstain, or Invalid.

**b. Voting by ballot:**

- Regarding in-person voting: for each item of business, the delegate shall select one of the three options printed on the ballot—'Affirm', 'Reject', or 'Abstain'—by placing an 'X' or a 'P' in the corresponding box. Upon concluding all voting required by the General Meeting of Shareholders, the delegate shall submit the ballot to the Vote-counting Committee prior to the commencement of the counting process, in accordance with the Committee's instructions. The ballot must bear the signature and the full (handwritten) name of the delegate.

- When voting is conducted by electronic ballot or other electronic form: for each matter, the delegate chooses one of the three options "Affirm", "Reject", or "Abstain" presented at the Meeting, which have been set up in the electronic voting system. Thereafter, the delegate confirms their vote so that the electronic voting system records the result.

## **Điều 21. Methods of election voting at an in-person General Meeting of Shareholders**

*(Based on provisions in the Election Regulations at the General Meeting of Shareholders)*

### **1. General principles**

- Implementation strictly in accordance with the provisions of the law and the Company Charter;

- Election shall be conducted by means of direct voting, electronic voting, or other electronic forms.

- Members of the vote-counting committee must not be named in the list of candidates or self-nominees for the Board of Directors and Board of Supervisors.

### **2. Forms of election voting**

#### **a. Election by cumulative voting method**

- Accordingly, each delegate has a total number of voting rights corresponding to the total number of shares owned and represented, multiplied by the number of members to be elected;

- Attending delegates have the right to aggregate their total voting rights for one or several candidates;

- In case of changing candidates on the day of the meeting, delegates may contact the Vote-counting committee to request a new election ballot and must return the old one (before depositing into the ballot box);

- In case of an erroneous selection, the delegate shall contact the Vote-counting committee to be issued a new ballot and must return the old one;

- How to complete an election ballot: Each delegate is issued ballots. Instructions for completing the ballot are provided specifically in the Election Regulations approved at the General Meeting of Shareholders;

- Principles of election:

- Elected persons are determined by the number of votes, calculated from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is filled.

- If two (02) or more candidates receive the same number of votes for the final position, a re-election will be conducted among the candidates with the equal number of votes.

- If the results of the first election are insufficient to meet the required number of members, election(s) will continue until the required number is reached.

b. Election by voting method: Performed in accordance with the provisions of Point b, Clause 2, Article 20 of these Regulations.

## **Điều 22. Method of vote counting at an in-person General Meeting of Shareholders**

*(Based on provisions in the Working Regulations at the General Meeting of Shareholders)*

Vote counting is conducted by aggregating the ballots/voting cards of "Approve," "Against," and "Abstain."

For sensitive matters and if requested by shareholders, the Company must appoint an independent organization to collect and count votes.

## **Section 2.2**

### **SPECIFIC PROVISIONS FOR VOTING IN ONLINE MEETINGS**

### **Điều 23. Method of registering to attend the online General Meeting of Shareholders**

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

1. Conditions for participation:

- Being named in the list of shareholders (LOS) with the right to attend the General Meeting of Shareholders, prepared according to the Company's notice of rights implementation.

- Authorized representatives who meet the conditions to attend as stipulated by the law and the Company Charter.

2. Technical requirements: Delegates must have electronic devices connected to the internet (e.g., computers, tablets, mobile phones, or other electronic devices with internet access...).

3. Recording of delegates attending the online General Meeting of Shareholders: A delegate is recorded by the electronic voting system as attending the online General Meeting of Shareholders when said delegate accesses the system using the access information provided according to Article 24 of these Regulations and confirms their attendance at the online GMS via the electronic voting system.

### **Điều 24. Provision of login information and implementation of electronic voting**

1. Information regarding the access link to the electronic voting system, username, password, and other identification elements (If any) to participate in the online General Meeting of Shareholders will be provided in the meeting invitation (or in a form of notification regarding login information as prescribed by the Board of Directors). Delegates are responsible for protecting their usernames, passwords, and other assigned identification elements to ensure that only the Delegate has the right to vote on the electronic voting system and they assume full responsibility for this registered information.

2. When a delegate requests login information to be re-issued, the Meeting Organizing Committee may notify via: in-person, post, email, telephone, or other methods prescribed by the Board of Directors. Providing login information is based on shareholder data from the list of shareholders prepared by the Vietnam Securities Depository and Clearing Corporation according to the Company's notice of the right to attend the GMS.

3. Delegates use the username, password, or other identification elements (If any) to access the electronic voting system to confirm attendance at the online GMS and vote electronically in accordance with the online GMS meeting agenda.

## **Điều 25. Authorization of representatives to attend the online General Meeting of Shareholders**

1. Shareholders shall authorize according to the provisions of Clause 2, Article 9 of these Regulations.

2. Certain regulations to note when implementing online authorization:

- Shareholders must ensure they provide full information to implement online authorization, especially the proxy's information: phone number, contact address, and email address. This is the basis for granting the username, password, and other identification elements (If any) for the proxy.

- Validity of online authorization: authorization only has legal effect when the following conditions are satisfied:

- When the shareholder fills in all information according to the online authorization form and completes the online authorization process.

- The proxy form for attending the online General Meeting of Shareholders must contain the full signatures, clearly written full names (handwritten), and the stamp (if an organization) of the authorizing party and the proxy party. The original proxy form must be sent before the official opening of the meeting. In the event a shareholder has not yet attended the meeting and has carried out online authorization, the authorization takes effect upon the Company's receipt of the original proxy form until the closing of the GMS.

- Cancellation of authorization for shareholders who have authorized online: the shareholder sends an official written request to cancel online authorization to the Company before the official opening of the meeting. In cases where the proxy has already attended the meeting, the time the cancellation of authorization is recognized as effective is calculated based on the time the Company receives the official written request to cancel online authorization; the validity of any matters already voted/elected previously remains unchanged.

## **Điều 26. Discussion at the online General Meeting of Shareholders**

1. Principles:

- Discussion shall only take place within the specified time and within the scope of issues presented in the agenda of the General Meeting of Shareholders;
- Only delegates are permitted to participate in the discussion;
- Delegates may register their intent to discuss according to the method specifically stipulated in the meeting's working regulations;
- The Secretariat will arrange the delegates' discussion items in the order of registration and forward them to the Chairperson.

## 2. Addressing delegate feedback:

- Based on the delegate's discussion, the Chairperson or members designated by the Chairperson will address the delegate's comments;
- In the event of time constraints, questions not directly answered at the Meeting will be answered later by the Company using other methods.

## **Điều 27. Form of passing Resolutions of the online General Meeting of Shareholders**

The General Meeting of Shareholders passes Resolutions within its authority through electronic voting.

## **Điều 28. Method of online voting**

### 1. Method of voting for motions:

- Delegates choose one of three voting options: “Approve”, “Against”, or “Abstain” for each issue presented to a vote at the Meeting as installed on the electronic voting system.
- Thereafter, the Delegate proceeds to confirm the vote for the electronic voting system to record the result.

### 2. Method of election voting:

- Election by cumulative voting: If the Company Charter has no other provisions, voting to elect members of the Board of Directors and the Board of Supervisors must be carried out using the cumulative voting method. Accordingly, the delegate performs the election according to the instructions in the Online Election Regulations approved at the General Meeting of Shareholders. Thereafter, the delegate proceeds to confirm the election for the electronic voting system to record the result.

- Election by voting method (If any): Implementation follows the provisions for voting mentioned in Clause 1 of this Article.

### 3. Other regulations when implementing electronic voting:

- In the event a Delegate does not complete all voting and election issues according to the meeting agenda, the un-voted and un-elected issues are deemed as the Delegate not proceeding to vote or elect on those matters.

- In the event of issues arising outside of the sent meeting agenda, the Delegate may perform supplementary voting or election. If the Delegate does not vote or elect on such emerging issues, it is deemed that the Delegate has not performed voting or election on those issues.

- Delegates may change their voting/election results (but cannot cancel the voting/election results); this includes the results of supplementary voting/election for matters arising outside the Meeting agenda. The online system only records the count for the final voting/election results at the time the electronic voting concludes for each vote-counting session as specified in the meeting's working regulations.

- In cases where the delegate performs cumulative voting: A voting ballot is considered invalid if the total number of votes for the candidates differs from (is greater or less than) the total number of votes of the represented delegate as calculated at the time of vote counting.

- The time for electronic voting shall be specifically provided for in the working regulations of the meeting. Delegates may access the electronic voting system and cast their votes 24 hours a day, 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control. Upon expiration of the voting period, the system will not record any further electronic voting results from delegates.

### **Điều 29. Method of online vote counting**

When a delegate casts a vote/performs an election, the number of votes shall be recorded on the system based on the principles of affirmative votes, negative votes, and abstentions.

### **Điều 30. Preparation of minutes for the online General Meeting of Shareholders**

- Implementation shall be in accordance with the provisions of Article 16 of these Regulations.

- The location of the meeting stated in the minutes of the online General Meeting of Shareholders is the location where the Chairperson of the meeting is present to conduct the meeting. This location must be within the territory of Vietnam.

- The form of approval for the minutes of the General Meeting of Shareholders shall be specifically provided for in the Company's working regulations at the General Meeting of Shareholders.

### **Section 2.3**

#### **SPECIFIC REGULATIONS ON VOTING FORMS AT IN-PERSON AND ONLINE HYBRID MEETINGS**

##### **Điều 31.Procedures for registering to attend an in-person and online hybrid General Meeting of Shareholders**

Implementation shall be in accordance with the provisions of Clause 1, Article 9 and Article 23 of these Regulations.

##### **Điều 32.Authorization of representatives to attend the in-person and online hybrid General Meeting of Shareholders**

Implementation shall be in accordance with the provisions of Clause 2, Article 9 and Article 25 of these Regulations.

##### **Điều 33.Form of approving resolutions at the in-person and online hybrid General Meeting of Shareholders**

Implementation shall be in accordance with the provisions of Article 11 and Article 27 of these Regulations.

##### **Điều 34.Voting methods at the in-person and online hybrid General Meeting of Shareholders**

Implementation shall be in accordance with the provisions of Article 20, Article 21, and Article 28 of these Regulations.

##### **Điều 35.Vote counting methods at the in-person and online hybrid General Meeting of Shareholders**

Implementation shall be in accordance with the provisions of Article 22 and Article 29 of these Regulations.



**Điều 36. Minutes preparation at the in-person and online hybrid General Meeting of Shareholders**

Implementation shall be in accordance with the provisions of Article 16 and Article 30 of these Regulations.

**II. REGULATIONS FOR GENERAL MEETINGS OF SHAREHOLDERS APPROVING RESOLUTIONS BY SOLICITING WRITTEN OPINIONS**

**Điều 37. Cases eligible for soliciting written opinions from shareholders**

*(Based on the provisions of Article 21 of the Company Charter)*

The following matters may be approved by soliciting written opinions from shareholders:

- a. Amendment and supplementation of the contents of the Company Charter;
- b. Approval, supplementation, or adjustment of the Internal Regulations on Corporate Governance, Regulations on operation of the Board of Directors, and Regulations on operation of the Supervisory Board;
- c. Development orientation of the Company;
- d. Types of shares and total number of shares of each type;
- e. Election, removal, or dismissal of members of the Board of Directors and the Supervisory Board;
- f. Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;
- g. Approval of annual financial statements
- h. Reorganization or dissolution of the Company.
- i. Changes in business lines, sectors, and areas;
- j. Changes in the Company's organizational management structure;
- k. Other matters deemed necessary by the Board of Directors for the benefit of the Company.

### **Điều 38.Cases where written opinions may not be solicited**

The Board of Directors may solicit shareholders' written opinions in all cases when deemed necessary, except for the organization of the Annual General Meeting of Shareholders.

### **Điều 39.Order and procedures for General Meetings of Shareholders to approve resolutions by soliciting written opinions**

*(Based on the provisions of point a, Clause 2, Article 17; Article 21, 23 of the Company Charter)*

1. The Company must disclose information regarding the list of shareholders prepared to receive written opinion ballots at least ten (10) days before the registration deadline.

2. The Board of Directors must prepare the written opinion ballot, the draft resolution of the General Meeting of Shareholders, and documents explaining the draft resolution, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the ballots. Requirements and methods for sending the ballot and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 17 of the Company Charter.

#### **3. Regulations on Written Opinion Ballots**

a. A written opinion ballot must contain the following primary contents:

- Name, address of head office, and enterprise identification number;
- Purpose of soliciting opinions;
- Full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise identification number, or legal identification number for organization shareholders, along with the head office address; or the full name, contact address, nationality, and legal identification number of the individual representative for organization shareholders; the quantity of shares of each type and the number of votes/election votes of the shareholder;
- Issues requiring opinions for approval of decisions;
- Voting options, including affirmative, negative, and abstentions, for each issue requiring shareholder opinion;
- Election plan (If any);

- Deadline for returning the completed written opinion ballots to the Company;
- Full name and signature of the Chairman of the Board of Directors.

b. Shareholders may send completed written opinion ballots to the Company by post, fax, or email in accordance with the following regulations:

- In case of sending by post, the completed written opinion ballot must bear the signature of the individual shareholder, or of the authorized representative or legal representative of the organization shareholder. The ballot sent to the Company must be placed in a sealed envelope, and no one is permitted to open it before the vote counting.

- In case of sending by fax or email, the ballot sent to the Company must be kept confidential until the time of vote counting.

- Written opinion ballots received by the Company after the deadline specified in the ballot, or that have been opened (if sent by post) or disclosed (if sent by fax or email) are invalid. Ballots that are not sent to the Company are considered as not participating in the vote.

#### 4. Methods for sending written opinion ballots

a. Shareholders send completed written opinion ballots to the Company by post, fax, or email:

- The completed written opinion ballot must be fully signed, include the full name (handwritten), and be stamped (if the shareholder is an organization) by the delegate.

- In case of sending by post, the ballot sent to the Company must be placed in a sealed envelope and no one is permitted to open it before the vote counting. In case of sending by fax or email, the ballot sent to the Company must be kept confidential until the time of vote counting.

- Written opinion ballots received by the Company after the deadline specified in the ballot, or that have been opened (if sent by post) or disclosed (if sent by fax or email) are invalid. Ballots that are not sent to the Company are considered as not participating in the vote.

#### b. Shareholders sending written opinion ballots by electronic voting

##### i. Provision of access accounts

- Access account information is notified by the Company to the delegate, enclosed with the written opinion ballot, sent via registered mail.

- When a delegate requests to re-access account information, the Company may notify them via: in-person, post, email, telephone, or other forms as specified by the Board of Directors. The provision of access information is based on information from the list of shareholders established by the Vietnam Securities Depository and Clearing Corporation in accordance with the Company's notification of the implementation of the right to solicit written opinions from shareholders.

ii. Electronic voting

- Implementation principles

- Delegates may only cast their votes on the electronic voting system from the moment they receive the written opinion ballot until the deadline for returning the ballot as announced by the Company.

- During the voting period announced by the Company, delegates may access the electronic voting system and cast their votes 24 hours a day, 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control.

- During the announced voting period, delegates may change their vote decision on the electronic voting system. Upon the expiration of the voting period as announced by the Company, the delegate may no longer change their vote, and this final result will be processed and announced by the Company.

- Implementation methods

- Delegates use the access account provided by the Company to directly log in to the electronic voting system, view information related to the voting period posted on the system, and execute their vote decision for each matter requiring shareholder opinion.

- Shareholders send completed written opinion ballots to the Company by post, fax, or email combined with submitting the written opinion via electronic voting.

Implementation shall be in accordance with the provisions of points a and b, Clause 3 of this Article.

5. Vote counting and preparation of the Vote Counting Minutes:

The Board of Directors shall organize the vote counting and prepare a vote-counting report under the witness of the Board of Supervisors or shareholders who do not hold

management positions in the Company. The vote-counting report must include the following main contents:

- Name, address of head office, and enterprise identification number;
- Purpose and issues that need to be surveyed for the adoption of a Resolution;
- Number of shareholders with the total number of voting/election ballots that have participated in voting/election, clearly distinguishing between the number of valid voting/election ballots and the number of invalid voting/election ballots and the method of sending the voting/election ballots, with an appended list of shareholders participating in the voting/election;
- Total number of favorable, opposing, and no-opinion votes for each issue, and the total number of election ballots for each candidate (if any);
- Issues that have been passed and the corresponding voting rate of passage;
- Full name and signature of the Chairman of the Board of Directors, the vote counters, and the vote-counting supervisors.
- Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote-counting report; they shall also be jointly liable for damages arising from decisions passed due to dishonest or inaccurate vote counting.

#### 6. Resolution and Vote-counting Report:

a. The vote-counting report and the Resolution must be sent to shareholders within 15 days from the date of conclusion of the vote counting. The sending of the vote-counting report and the Resolution may be replaced by posting them on the Company's website within 24 hours from the time of conclusion of the vote counting.

b. A Resolution passed in the form of written consultation of shareholders shall have the same validity as a Resolution passed at a General Meeting of Shareholders.

7. Document storage: The responded opinion ballots, the vote-counting report, the passed Resolution, and the relevant documents sent along with the opinion ballots must all be kept at the Company's Address of head office.

8. Request for cancellation of a Decision of the General Meeting of Shareholders passed in the form of written consultation: Within 90 days from the date of receiving the Resolution or the minutes of the General Meeting of Shareholders or the minutes of the

vote-counting results for the General Meeting of Shareholders, shareholders or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises have the right to request a Court or Arbitration to consider and cancel the Resolution or part of the content of the Resolution of the General Meeting of Shareholders in the following cases:

- a. The order and procedures for convening a meeting and issuing a Decision of the General Meeting of Shareholders violate significantly the regulations of the Law on Enterprises and the Company Charter, except for the cases prescribed in Clause 3, Article 20 of the Company Charter.
- b. The content of the Resolution violates the law or the Company Charter.

### **Chapter III**

#### **BOARD OF DIRECTORS**

##### **Section 1**

#### **GENERAL PROVISIONS**

#### **Điều 40. Role, Rights, and obligations of the Board of Directors**

*(Based on the provisions of Articles 278 and 297 of Decree No. 155/2020/ND-CP)*

The Board of Directors must fully comply with the responsibilities and obligations prescribed by the Law on Enterprises and the Company Charter; in addition, the Board of Directors has the following responsibilities and obligations:

1. To be responsible to shareholders for the operations of the company;
2. To treat all shareholders equally and respect the interests of persons with rights related to the company;
3. To ensure that the company's operations comply with the provisions of the law, the Company Charter, and the internal regulations of the company;
4. To develop the Regulations on Operation of the Board of Directors, submit them to the General Meeting of Shareholders for approval, and announce them on the company's website;
5. To supervise and prevent conflicts of interest of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers, including the misappropriation of company assets and the abuse of related-party transactions;

6. To develop the Regulations on Corporate Governance and submit them to the General Meeting of Shareholders for approval in accordance with Article 270 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

7. To appoint a Corporate Governance Officer;

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

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

10. To report on the state of corporate governance at the Annual General Meeting of Shareholders and disclose information in the Annual Report of the company in accordance with securities law on information disclosure.

11. Other rights and obligations in accordance with the Company Charter and the Regulations on Corporate Governance.

**Điều 41. Rights and obligations, and responsibilities of Board of Directors' members**

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

1. Member of the Board of Directors have full rights in accordance with the Law on Securities, relevant laws, and the Company Charter, and the Regulations on Corporate Governance, including the right to be provided with information and documents regarding the financial situation and business operations of the company and units within the company. The process for providing information shall be in accordance with the Appendix of these Regulations. The recipient of such information is responsible for maintaining the confidentiality of the provided information and using it for the correct purpose of their assigned work.

2. Member of the Board of Directors have obligations in accordance with the Company Charter and the following obligations:

a. To perform their duties honestly and prudently in the best interests of the shareholders and the company;

- b. To attend all meetings of the Board of Directors and provide opinions on the issues discussed;
- c. To report promptly and fully to the Board of Directors on all remuneration received from the Company's subsidiaries, associate companies, and other organizations;
- d. To report to the Board of Directors at the most recent meeting regarding transactions between the company, the Company's subsidiaries, companies controlled by the public company with 50% or more of the Charter capital, with members of the Board of Directors and their affiliated persons; transactions between the company and companies in which a member of the Board of Directors is a founding member or a manager of the enterprise within the 03 years preceding the Time of transaction;
- e. To disclose information when trading shares of the company in accordance with the law.

## **Section 2**

### **REGULATIONS ON NOMINATION, CANDIDACY, ELECTION, REMOVAL, AND DISMISSAL OF MEMBERS OF THE BOARD OF DIRECTORS**

#### **Điều 42. Number, term, and structure of members of the Board of Directors**

*(Based on the provisions of Article 25 of the Company Charter)*

1. The number of members of the Board of Directors is 05 people.
2. The term of office for a member of the Board of Directors shall not exceed 05 years and they may be re-elected for an unlimited number of terms. In the event that all members of the Board of Directors finish their term simultaneously, those members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the work.
3. The structure of members of the Board of Directors is as follows:
  - a. The structure of the Board of Directors of a public company must ensure compliance with the following provisions, and the Company shall minimize the extent to which members of the Board of Directors concurrently hold executive positions in the Company to ensure the independence of the Board of Directors.

If the Company has listed its shares on The Stock Exchange, the structure of the Board of Directors shall be stipulated as follows:



- Have at least 01 independent member in case the company has from 03 to 05 members of the Board of Directors;
- Have at least 02 independent members in case the company has from 06 to 08 members of the Board of Directors;
- Have at least 03 independent members in case the company has from 09 to 11 members of the Board of Directors.

If the Company has registered its shares for trading on The Stock Exchange, the structure of the Board of Directors shall be stipulated as follows:

- Have at least 01 non-executive member in case the company has from 03 to 05 members of the Board of Directors;
- Have at least 02 non-executive members in case the company has from 06 to 08 members of the Board of Directors;
- Have at least 03 non-executive members in case the company has from 09 to 11 members of the Board of Directors.

b. A member of the Board of Directors shall no longer hold the status of a member of the Board of Directors in the event they are removed, dismissed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

c. A member of the Board of Directors shall still perform all rights and obligations until the General Meeting of Shareholders approves the removal of said member, except for the right to attend, vote at Board of Directors meetings, and receive remuneration as a member of the Board of Directors as soon as the Company receives notification of the following cases:

- The member of the Board of Directors is restricted in civil act capacity, deceased, or has difficulty in perception or controlling their behavior.
- The member of the Board of Directors is being prosecuted for criminal liability, is in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory rehabilitation facility or compulsory education facility, or is prohibited by the Court from holding certain positions or practicing certain professions or performing certain work.
- The Board of Directors passes a Decision to accept the resignation/voluntary exit of the member of the Board of Directors in accordance with Article 9 of the Regulations on Operation of the Board of Directors.

d. The appointment of a member of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.

e. A member of the Board of Directors does not necessarily have to be a shareholder of the Company.

#### **Điều 43. Standards and conditions for Board of Directors' members**

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

1. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1, Clause 2, Article 155 of the Law on Enterprises and the Company Charter.

2. The Chairman of the Board of Directors may not concurrently hold the position of General Director of the same public company.

3. A member of the Board of Directors of a public company may simultaneously serve as a member of the Board of Directors or the Board of Members in a maximum of 05 other companies.

#### **Điều 44. Nomination and candidacy of members of the Board of Directors**

*(Based on the provisions of Article 274 of Decree No. 155/2020/ND-CP; Clauses 1, 2, and 3, Article 24 of the Company Charter)*

1. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company Charter. Shareholders holding common shares have the right to consolidate their voting power to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares is entitled to nominate one (01) candidate; from 20% to less than 30% to nominate a maximum of two (02) candidates; from 30% to less than 40% to nominate a maximum of three (03) candidates; from 40% to less than 50% to nominate a maximum of four (04) candidates; and from 50% or more to nominate the full number of candidates. The written nomination for a candidate must clearly state the name of the shareholder or group of shareholders, the number of each type of share held by such shareholder or group of shareholders at the time of nomination, and information regarding the candidate (candidate profile) as required by Article 24 of the Company Charter.

Nomination of candidates for the General Meeting of Shareholders:

- In case a shareholder or group of shareholders submits a written proposal for nominating candidates for the Board of Directors at least 15 (fifteen) days prior to the

opening of the General Meeting of Shareholders, the Board of Directors is responsible for considering and approving the proposal within 5 (five) days from the date of receipt, and must announce information related to the candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders. In the event of a decision to reject a candidate, the Board of Directors must notify the nominating shareholder or group of shareholders in writing within 5 (five) days from the date of the decision, and must clearly state the reasons for such refusal.

- In case the nomination by a shareholder or group of shareholders does not meet the minimum of 15 days before the opening date of the General Meeting of Shareholders, the Board of Directors shall send a notification of the timeframe for reviewing the candidate profile to the shareholder or group of shareholders within 3 (three) days from the date of receipt of the nomination. During the aforementioned review period, the Board of Directors shall announce the candidate's information immediately upon the approval of the candidate profile. In cases where the Board of Directors does not have enough time to complete the review as notified, the Board of Directors shall present this information to the General Meeting of Shareholders.

Nomination of candidates for the form of gathering shareholders' opinions in writing:

- The Board of Directors is responsible for publishing the Regulations on nomination of candidates for the Board of Directors (forms and relevant information) as soon as the Board of Directors decides to collect shareholders' opinions in writing regarding the election.

- In case a shareholder or group of shareholders submits a written proposal for nominating candidates for the Board of Directors before 5 (five) days, the Company must send the ballot and accompanying documents to all shareholders with voting rights. The Board of Directors is responsible for considering and approving the proposal within 5 (five) days from the date of receipt. In the event of a decision to reject a candidate, the Board of Directors must notify the nominating shareholder or group of shareholders in writing within 5 (five) days from the date of the decision, and must clearly state the reasons for such refusal.

- In case the nomination by a shareholder or group of shareholders does not ensure a minimum of 5 (five) days before the date the Company is required to send ballots and accompanying documents to all shareholders with voting rights, the Board of Directors will not accept the nomination and will report the matter at the nearest General Meeting of

Shareholders, if any.

2. In case the number of candidates for the Board of Directors passed through nomination and candidacy according to Clause 5, Article 115 of the Law on Enterprises is still insufficient, the Board of Directors shall announce information regarding the insufficient number of candidates at the latest five (05) days before the opening date of the General Meeting of Shareholders. The Board of Directors shall organize for other shareholders to nominate in accordance with the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The additional nomination of candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

3. In case the number of candidates additionally nominated by the incumbent Board of Directors pursuant to Clause 2 of this Article is still insufficient, the Board of Directors shall announce information regarding the insufficient number of candidates at the latest five (05) days before the opening date of the General Meeting of Shareholders. The Board of Directors shall organize for other shareholders to nominate in accordance with the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The process for the incumbent Board of Directors to facilitate additional nominations by other shareholders must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

#### **Điều 45. Method of electing members of the Board of Directors**

*(Based on the provisions of Clause 3, Article 148 of the Law on Enterprises, Clause 2, Article 20 of the Company Charter)*

1. The election of members of the Board of Directors must be carried out using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors. Shareholders have the right to pool all or part of their total votes for one or more candidates. The persons elected as members of the Board of Directors shall be determined based on the number of votes, starting from the candidate with the highest number of votes downwards until the number of members specified in the Company Charter is met. In the event that two or more candidates receive the same number of votes for the last position on the Board of Directors, a re-election shall be conducted among those

candidates with the same number of votes, or they shall be selected based on criteria specified in the election regulations or the Company Charter.

2. If the number of candidates is less than or equal to the number of members of the Board of Directors required to be elected, the election may be carried out using the cumulative voting method as prescribed in Clause 3, Article 148 of the Law on Enterprises or by the method of voting (in favor, against, abstain). The Voting rate for adoption under the voting method shall be carried out in accordance with Clause 2, Article 20 of the Company Charter.

**Điều 46. Cases for removal, dismissal, replacement, and supplementation of members of the Board of Directors**

*(Based on Article 160 of the Law on Enterprises)*

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

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

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

- a. Failure to participate in activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b. Other cases provided for in the Company Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; and remove or dismiss members of the Board of Directors in cases beyond those provided for in Clause 1 and Clause 2 of this Article.

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

- a. The number of members of the Board of Directors is reduced by more than one-third ( $1/3$ ) compared to the number specified in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date on which the number of members decreased by more than one-third;

b. Except in cases provided for in Point a of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been removed or dismissed at the nearest meeting.

**Điều 47. Notice of election, removal, and dismissal of members of the Board of Directors**

After a decision on the election, removal, or dismissal of a Board of Directors member is made, the Company is responsible for announcing the information within the Company, to relevant authorities, on mass media, and on the Company's website in accordance with the procedures and regulations of current law.

**Điều 48. Method of introducing candidates for the Board of Directors**

In case a candidate for the Board of Directors has been determined in accordance with Clause 1, Article 44 of these Regulations, the Company must announce information related to such candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors that must be disclosed includes:

- a. Full name, date of birth;
- b. Qualification;
- c. Work experience;
- d. Other management positions (including Board of Directors positions at other companies);
- e. Interests related to the company and its related parties;
- f. Other information (If any) as prescribed in the Company Charter.

The company is responsible for disclosing information regarding the companies where the candidate is currently serving as a Member of the Board of Directors, other management positions, and the candidate's interests related to the company (If any).

**Điều 49. Electing, dismissing, and removing the Chairman of the Board of Directors**

*(Based on the provisions of Article 28 of the Company Charter)*

1. The Chairman of the Board of Directors is elected, removed, or dismissed by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors must not concurrently hold the position of General Director.

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

- a. Establishing the Board of Directors' work programs and plans;
- b. Preparing the agenda, content, and documents for meetings; convening, presiding over, and chairing meetings of the Board of Directors;
- c. Organizing the passing of resolutions and decisions of the Board of Directors;
- d. Monitoring the implementation of resolutions and decisions of the Board of Directors;
- e. Chairing the General Meeting of Shareholders;
- f. Other rights and obligations as provided by the Law on Enterprises and the Company Charter.

4. In the event that the Chairman of the Board of Directors resigns or is removed or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or notice of removal or dismissal.

5. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person, or if the Chairman of the Board of Directors is deceased, missing, detained, serving a prison sentence, serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory educational institution, absconds from their place of residence, has limited or lost civil act capacity, has difficulty in cognition or behavioral control, or is prohibited by the Court from holding certain positions or practicing certain professions, the remaining members shall elect one of the members to serve as Chairman of the Board of Directors by a majority vote of the remaining members until a new decision is issued by the Board of Directors.

**Section 3**  
**REMUNERATION, SALARIES, BONUSES, AND OTHER BENEFITS OF**  
**MEMBERS OF THE BOARD OF DIRECTORS**

**Điều 50. Remuneration, bonuses, and other benefits of Members of the Board of Directors**

*(Based on the provisions of Article 27 of the Company Charter)*

1. The company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of work days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration for each member based on the principle of unanimity. The total amount of remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.

3. The remuneration of each member of the Board of Directors is recorded as a business expense of the Company in accordance with corporate income tax laws, presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors who holds an executive position or works in sub-committees of the Board of Directors or performs other tasks outside the normal scope of duties of a member of the Board of Directors may be paid additional remuneration in the form of a one-off fee, salary, commission, percentage of profit, or in another form as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses that they have paid when performing their duties as members of the Board of Directors, including expenses incurred in attending the General Meeting of Shareholders, meetings of the Board of Directors, or its sub-committees.

6. Members of the Board of Directors may be provided with liability insurance by the Company upon approval by the General Meeting of Shareholders. This insurance does



not cover the responsibilities of members of the Board of Directors relating to violations of the law and the Company Charter.

**Section 4**  
**PROVISIONS ON SEQUENCE AND PROCEDURES**  
**CONVENING MEETINGS OF THE BOARD OF DIRECTORS**

**Điều 51. Minimum number of meetings per month/quarter/year**

*(Based on the provisions of Article 157 of the Law on Enterprises; Article 29 of the Company Charter)*

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the date of the conclusion of the election of that Board of Directors. This meeting is convened and chaired by the member who received the highest number of votes or the highest percentage of votes. In case more than one member has the same highest number of votes or the same highest percentage of votes, the members shall elect one of them to convene the meeting of the Board of Directors by a majority vote.

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

**Điều 52. Cases where an extraordinary meeting of the Board of Directors must be convened**

*(Based on the provisions of Article 157 of the Law on Enterprises; Article 29 of the Company Charter)*

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

- a. At the request of the Board of Supervisors;
- b. At the request of the General Director or at least 05 other managers;
- c. At the request of at least 02 members of the Board of Directors;
- d. Other cases as provided by the Company Charter.

2. The request mentioned in Clause 1 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.

3. The Chairman of the Board of Directors must send the meeting invitation to members of the Board of Directors within 07 working days from the date of receipt of the request mentioned in Clause 3 of this Article and no later than 03 working days before the meeting date. The meeting of the Board of Directors must be held no more than 10 working days from the date the Company receives the request. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be held responsible for any damages occurring to the Company; the requester has the right to replace the Chairman of the Board of Directors and convene the meeting of the Board of Directors; the procedure for convening shall be the same as that of the Chairman of the Board of Directors convening at the request.

**Điều 53. Notice of meetings of the Board of Directors and the right to attend meetings of the Board of Directors of members of the Board of Supervisors**

*(Based on the provisions of Article 157 of the Law on Enterprises; Article 29 of the Company Charter)*

1. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a meeting invitation no later than 03 working days before the meeting date. The invitation must specify the time and place of the meeting, the form of the meeting, the agenda, and issues for discussion and decision. The meeting invitation must be accompanied by the documents to be used at the meeting and voting ballots for the members.

2. The meeting invitation for the Board of Directors may be sent by written invitation, telephone, fax, electronic means, or any other method provided for by the Company Charter and ensure it reaches the contact address of each member of the Board of Directors registered at the Company.

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

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

**Điều 54. Conditions for holding meetings of the Board of Directors**

*(Based on the provisions of Article 157 of the Law on Enterprises; Article 29 of the Company Charter)*

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

### **Điều 55. Voting methods**

*(Based on Article 29 of the Company Charter)*

1. The Board of Directors passes resolutions and decisions by voting at a meeting, collecting written opinions, or by other methods provided for by the Company Charter. Each member of the Board of Directors has one vote. A member of the Board of Directors is deemed to have attended and voted at a meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend and vote as prescribed in Article 57 of these Regulations;
- c. Attending and voting via an online conference, electronic voting, or other electronic means;
- d. Sending voting ballots to the meeting via mail, fax, or email;
- e. Sending voting ballots by other means as prescribed by law (If any).

2. In the event that a voting ballot is sent to a meeting via mail, it must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than 01 hour before the meeting begins. The voting ballot shall only be opened in the presence of all attendees.

3. Voting:

a. Except as provided in point b, clause 3 of this Article, each member of the Board of Directors or an authorized representative pursuant to clause 1 of this Article who is physically present in a personal capacity at the meeting of the Board of Directors shall have one (01) voting ballot;

b. Members of the Board of Directors shall not vote on any transaction that brings benefits to them or their affiliated persons in accordance with the Law on Enterprises and Article 41 of the Company Charter;

c. A Supervisor has the right to attend meetings of the Board of Directors, discuss matters, but may not vote.

4. The Board of Directors has the right to obtain written opinions from its members to adopt a Resolution of the Board of Directors regarding matters under the authority of the Board of Directors as stipulated in Clause 2, Article 26 of the Company Charter.

A Resolution by way of written opinion is adopted on the basis of the approval of a majority of the members of the Board of Directors with voting rights. This Resolution is as effective and valid as a resolution adopted at a meeting.

5. Meetings of the Board of Directors may be organized in the form of a conference call between members of the Board of Directors when all or some members are in different locations, provided that each member participating in the meeting is able to:

a. Hear each other member of the Board of Directors who is simultaneously participating in the meeting speak;

b. Speak simultaneously with all other participants. Discussion among members may take place directly via telephone or by other means of communication or a combination thereof. A member of the Board of Directors participating in the meeting in such a manner is considered 'present' at that meeting. The location of the meeting organized in accordance with this provision is the location where the greatest number of Board of Directors members are present, or the location of the Chairperson of the meeting.

Decisions adopted in a meeting via telephone, when properly organized and conducted, take effect immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors who attended said meeting.

6. The Chairman of the Board of Directors is responsible for sending the minutes of the meeting of the Board of Directors to the members; said minutes shall serve as authentic evidence of the work performed during the meeting, unless there is an objection to the content of the minutes within ten (10) days from the date of sending. Minutes of the meeting of the Board of Directors shall be prepared in Vietnamese and may also be

prepared in English. The minutes must be signed by the Chairperson and the person taking the minutes.

**Điều 56. Manner of adopting resolutions of the Board of Directors**

*(Pursuant to Article 29 of the Company Charter)*

Resolutions and decisions of the Board of Directors are adopted if approved by a majority of the members in attendance; in the case of a tie in votes, the final decision belongs to the side of the Chairman of the Board of Directors.

Members of the Board of Directors shall not vote on any transaction that brings benefits to them or their affiliated persons in accordance with the Law on Enterprises and Article 42 of the Company Charter.

**Điều 57. Authorization of another person to attend a meeting by a member of the Board of Directors**

*(Pursuant to Article 29 of the Company Charter)*

A member must fully attend meetings of the Board of Directors. A member may authorize another member of the Board of Directors or another person (who is not a member of the Board of Directors if approved by a majority of the members of the Board of Directors) to attend and vote at a meeting.

**Điều 58. Preparing minutes of the meeting of the Board of Directors**

*(Pursuant to the provisions of Article 158 of the Law on Enterprises)*

Meetings of the Board of Directors must be recorded in minutes and may be recorded by audio, and recorded and stored in other electronic formats. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and must include the following main contents:

- a. Name, address of head office, and enterprise identification number;
- b. Time and location of the meeting;
- c. Purpose, agenda, and content of the meeting;
- d. Full names of each member attending the meeting or authorized to attend the meeting, and the manner of attendance; full names of members not attending the meeting and reasons therefor;
- e. Issues discussed and voted on at the meeting;

- f. A summary of opinions given by each member attending the meeting in chronological order of the meeting proceedings;
- g. Voting results, clearly specifying the members who voted in favor, against, and those who abstained;
- h. Issues that were adopted and the corresponding adoption voting rate;
- i. Full name and signature of the Chairperson and the person taking the minutes, except for cases stipulated in Article 59 of these Regulations.

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

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

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

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

**Điều 59. In case the Chairperson and/or the Secretary refuses to sign the minutes of the meeting of the Board of Directors**

*(Pursuant to the provisions of Article 158 of the Law on Enterprises)*

In the event that the Chairperson or the person taking the minutes refuses to sign the meeting minutes, such minutes shall still be valid if signed by all other members of the Board of Directors attending the meeting and contains the full information as prescribed in points a, b, c, d, dd, e, g and h of Article 58 of these Regulations.

**Điều 60. Notification of resolutions and decisions of the Board of Directors**

After issuing a Resolution/Decision of the Board of Directors, the Company is responsible for announcing information internally and to relevant authorities, and on mass media and the Company website in accordance with the current procedures and regulations.

## **Section 5**

### **SUB-COMMITTEES UNDER THE BOARD OF DIRECTORS**

## **Điều 61.Sub-committees under the Board of Directors**

*(Pursuant to Article 30 of the Company Charter)*

1. When deemed necessary, the Board of Directors may establish sub-committees to be in charge of development policies, personnel, compensation, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors, with a minimum of 02 members, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute a majority in the sub-committee, and one of these members shall be appointed as Head of the sub-committee by decision of the Board of Directors. The operation of the sub-committee must comply with the regulations of the Board of Directors. A resolution of a sub-committee is only valid when approved by a majority of members attending and voting at the sub-committee meeting.

2. The execution of decisions by the Board of Directors or its sub-committees must be consistent with current legal regulations, the Company Charter, and the Regulations on Corporate Governance.

## **Section 6**

### **SELECTION, APPOINTMENT, REMOVAL**

#### **CORPORATE GOVERNANCE OFFICER AND COMPANY SECRETARY**

## **Điều 62.Standards for Corporate Governance Officer**

*(Pursuant to Clause 2, Article 31 of the Company Charter)*

The Corporate Governance Officer may not work concurrently for an approved audit organization that is currently auditing the Company's financial statements.

## **Điều 63.Appointment of the Corporate Governance Officer and the Company Secretary**

*(Pursuant to Clause 1, Article 31 of the Company Charter)*

1. The Board of Directors must appoint at least 01 Corporate Governance Officer to support corporate governance work in the enterprise. The Corporate Governance Officer may concurrently serve as the Company Secretary as provided in Clause 5, Article 156 of the Law on Enterprises.

2. When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary with a term of office decided by the Board of

Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided that it is not contrary to the current labor laws.

**Điều 64. Cases for removal of the Corporate Governance Officer and Company Secretary**

1. The Board of Directors may dismiss/remove the Corporate Governance Officer and the Company Secretary when necessary, provided that it is not contrary to current labor laws.

2. The Corporate Governance Officer may be dismissed according to a resolution of the General Meeting of Shareholders.

**Điều 65. Notice of appointment and removal of Corporate Governance Officer and Company Secretary**

Following the decision to appoint or remove the Corporate Governance Officer and Company Secretary, the Company is responsible for announcing the information internally and to relevant authorities, and on mass media and the Company website in accordance with the procedures and current law.

**Điều 66. Rights and Obligations of the Corporate Governance Officer and Company Secretary**

*(Pursuant to Clause 3, Article 31 of the Company Charter)*

1. The Corporate Governance Officer has the following rights and obligations:

a. Advise the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and matters related between the Company and shareholders;

b. Prepare for meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders upon the request of the Board of Directors or the Supervisory Board;

c. Advice on meeting procedures;

d. Attend meetings;

e. Provide procedural advice on the adoption of Board of Directors' resolutions in accordance with the law;

f. Provide financial information, copies of Board of Directors' meeting minutes, and other information to members of the Board of Directors and the Board of Supervisors;



g. Supervise and report to the Board of Directors on the Company's information disclosure activities;

h. Act as the point of contact with stakeholders;

i. Maintain information confidentiality in accordance with the law and the Company Charter;

j. Other rights and obligations as prescribed by law.

2. The Company Secretary has the following rights and obligations:

a. Assist in organizing the convening of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;

b. Assist members of the Board of Directors in the performance of assigned rights and obligations;

c. Assist the Board of Directors in applying and implementing corporate governance principles;

d. Assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders; complying with the obligation to provide information, make disclosures, and follow administrative procedures. Maintain information confidentiality in accordance with the law and the Company Charter;

e. Other rights and obligations as prescribed by law.

3. The Corporate Governance Officer and Company Secretary are entitled to work remuneration and bonuses. The total amount of remuneration and bonuses for the Corporate Governance Officer and Company Secretary shall be decided by the General Meeting of Shareholders at its annual meeting. Remuneration of the Corporate Governance Officer and Company Secretary shall be calculated as business expenses of the Company in accordance with the law on corporate income tax and must be reported to the General Meeting of Shareholders at the annual meeting.

**Chapter IV**  
**BOARD OF SUPERVISORS**  
**Section 1**  
**GENERAL PROVISIONS**

**Điều 67.Roles, rights, obligations of the Board of Supervisors, and responsibilities of members of the Board of Supervisors**

(Pursuant to Article 287, Article 288 of Decree No. 155/2020/ND-CP)

1. Members of the Board of Supervisors have the rights as prescribed by the Law on Enterprises, relevant laws, the Company Charter, and the Regulations on Operation of the Board of Supervisors, including the right to access information and documents related to the Company's operational status. Members of the Board of Directors, the General Director, and other executives of the enterprise are responsible for providing information in a timely and complete manner at the request of members of the Board of Supervisors.

2. Members of the Board of Supervisors are responsible for complying with the provisions of the law, the Company Charter, the Regulations on Operation of the Board of Supervisors, and professional ethics in exercising their assigned rights and obligations.

3. The Board of Supervisors has the rights and obligations prescribed in Article 170 of the Law on Enterprises, the Company Charter, and the following rights and obligations:

a. Propose and recommend the General Meeting of Shareholders to approve the list of audit firms accepted to audit the Company's financial statements; decide on the accepted audit firm to perform inspections of the Company's operations, and dismiss the accepted auditor when deemed necessary.

b. Responsible to shareholders for their supervision activities.

c. Supervise the Company's financial status and the compliance with the law in the operations of members of the Board of Directors, the General Director, and other managers.

d. Ensure operational coordination with the Board of Directors, the General Director, and shareholders.

e. In case of detecting any act of violation of the law or the Company Charter by a member of the Board of Directors, the General Director, or other executives of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and adopt measures to remedy the consequences.

f. Develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

g. Report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP.

4. The Board of Supervisors is responsible for receiving requests for inspection of books and records from common shareholders as prescribed in Clause 1, Article 43 of the Company Charter and performing the fulfillment of such requests to provide information to the Board of Directors, General Director, or other managers. The process for requesting information is prescribed in the Appendix to these Regulations. Recipients of information are responsible for maintaining the confidentiality of the provided information and using it for the intended purposes for the assigned work.

## **Section 2**

### **PROVISIONS ON TERM, NUMBER, COMPOSITION**

#### **STRUCTURE OF MEMBERS OF THE BOARD OF SUPERVISORS**

#### **Điều 68. Quantity, term, composition, and structure of members of the Board of Supervisors**

*(Pursuant to Article 168 of the Law on Enterprises, Clause 1, Article 36 of the Company Charter)*

1. The number of members of the Board of Supervisors of the Company is 03 persons.
2. The term of a Supervisor shall not exceed 05 years and may be re-elected for an unlimited number of terms.
3. Members of the Board of Supervisors are not necessarily shareholders of the Company.
4. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, removal, and dismissal shall be conducted by majority rule. The rights and obligations of the Head of the Board of Supervisors are prescribed by the Company Charter. More than half of the members of the Board of Supervisors must reside in Vietnam. The Head of the Board of Supervisors must have a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or a field relevant to the enterprise's business operations, unless the Company Charter specifies higher standards.
5. If the term of all Supervisors ends at the same time and new Supervisors have not been elected, the outgoing Supervisors shall continue to exercise their rights and perform their obligations until new Supervisors are elected and assume office.

### **Điều 69. Standards and conditions for members of the Board of Supervisors**

*(Pursuant to Article 169 of the Law on Enterprises, Clause 2, Article 36 of the Company Charter)*

1. Supervisors must meet the following standards and conditions:

- a. Are not prohibited under the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b. Have been trained in one of the fields of economics, finance, accounting, auditing, law, business administration, or a field suitable for the enterprise's business activities;
- c. Are not a family member of any member of the Board of Directors, the General Director, or any other manager;
- d. Are not a manager of the Company; are not necessarily a shareholder or employee of the Company;
- e. Are not personnel in the accounting or finance department of the Company;
- f. Are not a member or employee of an independent audit firm performing the audit of the Company's financial statements within the 03 previous consecutive years.
- g. Other standards and conditions as prescribed by relevant laws.

2. In addition to the standards and conditions prescribed in Clause 1 of this Article, the Company's Supervisors must meet the conditions prescribed in Clause 2, Article 169 of the Law on Enterprises.

3. The Head of the Board of Supervisors must have a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or a field relevant to the business operations of the enterprise.

### **Điều 70. Nomination and self-nomination of members of the Board of Supervisors**

*(Pursuant to Article 285 of Decree No. 155/2020/ND-CP; Article 35 of the Company Charter)*

1. The self-nomination and nomination of members of the Board of Supervisors shall be carried out similarly to the provisions of Clause 1, Article 24 of the Company Charter. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares has the right to nominate one (01) candidate; from 20% to less than 30% to

nominate a maximum of two (02) candidates; from 30% or more to nominate the full number of candidates.

2. If the number of candidates for the Board of Supervisors through nomination and self-nomination in accordance with Clause 5, Article 115 of the Law on Enterprises is insufficient, the incumbent Board of Supervisors may nominate additional candidates as prescribed by the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors as prescribed by law.

3. In case the number of candidates nominated additionally by the incumbent Board of Supervisors under Clause 2 of this Article is still insufficient, the Board of Supervisors shall announce information regarding the insufficient number of candidates for the Board of Supervisors at the latest five (05) days before the opening date of the General Meeting of Shareholders. The incumbent Board of Supervisors shall organize the nomination by other shareholders as prescribed by the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The organization of additional candidate nominations for other shareholders by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors as prescribed by law.

### **Điều 71. Method of electing members of the Board of Supervisors**

*(Pursuant to Clause 3, Article 148 of the Law on Enterprises No. 59/2020/QH14, Clause 2, Article 20 of the Company Charter)*

1. The voting for election of members of the Board of Supervisors must be carried out by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Supervisors, and the shareholder has the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Supervisors are determined based on the number of votes counted from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is met. In the event that there are 02 or more candidates receiving the same number of votes for the final member position of the Board of Supervisors, a re-vote will be held among the candidates with the same number of votes,

or the selection will be made according to criteria specified in the election regulations, the Regulations on Operation of the Board of Supervisors, or the Company Charter.

2. If the number of candidates is less than or equal to the number of members of the Board of Supervisors required to be elected, the election of members of the Board of Supervisors may be carried out using the cumulative voting method as stipulated in Clause 3, Article 148 of the Law on Enterprises, or by the voting method (for, against, abstention). The passing voting rate for the voting method shall be implemented according to Clause 2, Article 20 of the Company Charter.

## **Điều 72. Cases for removal and dismissal of members of the Board of Supervisors**

*(Pursuant to regulations in Article 174 of the Law on Enterprises)*

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

- a. No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Article 169 of the Law on Enterprises;
- b. Having submitted a resignation letter that has been accepted;
- c. Other cases as stipulated by the Company Charter.

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

- a. Failing to complete the assigned tasks or work;
- b. Failing to exercise their rights and obligations for 06 consecutive months, except in force majeure cases;
- c. Repeated violations or serious violations of the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company Charter;
- d. Other cases in accordance with the resolution of the General Meeting of Shareholders.

3. A member of the Board of Supervisors shall continue to fully perform their rights and obligations until the General Meeting of Shareholders approves the removal of said member, except for the right to attend and vote at meetings of the Board of Supervisors and the right to receive remuneration of a member of the Board of Supervisors immediately upon the Company receiving notice of the following cases:

- The member of the Board of Supervisors is restricted in civil act capacity, has lost civil act capacity, or has difficulty in perceiving and controlling their actions.

- The member of the Board of Supervisors is being prosecuted for criminal liability, is in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification facility or compulsory education facility, or is prohibited by the Court from holding certain positions, practicing certain occupations, or doing certain jobs.

- The Board of Supervisors has a decision approving the acceptance of the resignation letter of the member of the Board of Supervisors, implemented similarly to the provisions in Article 9 of the Regulations on Operation of the Board of Directors.

### **Điều 73. Notification of election, removal, and dismissal of members of the Board of Supervisors**

After the decision on election, removal, or dismissal of a Supervisor is issued, the Company is responsible for disclosing the information internally and to relevant agencies, in the mass media, and on the Company's website according to the procedures and regulations of current law.

### **Điều 74. Salaries and other benefits of members of the Board of Supervisors**

*(Pursuant to regulations in Article 172 of the Law on Enterprises)*

1. Members of the Board of Supervisors are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remuneration, bonus, other benefits, and annual operating budget of the Board of Supervisors;

2. Members of the Board of Supervisors are reimbursed for reasonable food, accommodation, travel, and independent consultancy service usage expenses. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise;

3. The salary and operating expenses of the Board of Supervisors are accounted for as business expenses of the Company according to the provisions of the law on corporate income tax and other relevant legal regulations, and must be set out as a separate item in the annual financial report of the Company.

## **Chapter V**

### **GENERAL DIRECTOR**

#### **Điều 75. Role, responsibilities, rights, and obligations of the General Director**

*(Pursuant to Clause 2, 4, Article 34 of the Company Charter)*

1. The General Director is the person who manages the daily business operations of the Company; is under the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of the assigned rights and obligations.

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

a. Deciding on issues related to the daily business operations of the Company that are not under the authority of the Board of Directors;

b. Organizing the implementation of the resolutions and decisions of the Board of Directors;

c. Organizing the implementation of the business plan and investment project of the Company;

d. Proposing plans for the organizational structure and internal management regulations of the Company;

e. Appointing, removing, and dismissing persons holding management positions in the Company, except for titles under the authority of the Board of Directors;

f. Deciding on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;

g. Recruiting employees;

h. Proposing plans for dividend payment or handling business losses;

i. Deciding on issues that do not require a resolution of the Board of Directors, including representing the Company in signing financial and commercial contracts, and organizing and managing the daily business operations of the Company according to the best management practices;

j. Proposing the number of Executives of the Company that the Company needs to recruit for the Board of Directors to appoint or dismiss according to the Company's internal



regulations, and proposing the remuneration, salary, and other benefits for Executives of the Company for the Board of Directors to decide;

k. Deciding on the appointment, dismissal, salary level, allowances, benefits, and other terms related to employment contracts for titles under the authority of the General Director as stipulated in the internal regulations of the Company;

l. Submitting to the Board of Directors for approval the business and investment plans for the next financial year;

m. Other rights and obligations as prescribed by law, the Company Charter, and resolutions and decisions of the Board of Directors.

#### **Điều 76. Term, standards, and conditions of the General Director**

*(Pursuant to regulations in Clause 5, Article 162 of the Law on Enterprises; Clause 3, Article 34 of the Company Charter)*

The term of the General Director shall not exceed 05 years and they may be re-appointed for an unlimited number of terms. The General Director must meet the following standards and conditions:

- a. Not being an entity stipulated in Clause 2, Article 17 of the Law on Enterprises;
- b. Not being a family member of any manager of the enterprise, any Supervisor of the company or its parent company; not being a representative of State capital, or a representative of enterprise capital at the company or its parent company;
- c. Possessing professional qualifications and experience in corporate business management.

#### **Điều 77. Candidacy and nomination for General Director**

The Executive Board and members of the Board of Directors have the right to nominate or propose candidates for the General Director in accordance with the standards and conditions stipulated in Article 76 of these Regulations and to present them to the Board of Directors for consideration when the Company needs to find a General Director.

#### **Điều 78. Appointment, dismissal, signing contracts, and termination of contracts for the General Director**

*(Pursuant to Clause 1, Clause 5, Article 34 of the Company Charter)*

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

The Board of Directors may dismiss the General Director when the majority of members of the Board of Directors with voting rights present at the meeting vote in favor and appoint a new General Director to replace them.

The Board of Directors has the authority to sign/terminate contracts and decide on the terms of employment contracts as stipulated in Point i, Clause 2, Article 26 and Article 34 of the Company Charter.

**Điều 79. Notification of appointment, dismissal, contract signing, and contract termination for the General Director**

After the decision on election, removal, or dismissal of the General Director is issued, the Company is responsible for disclosing the information internally and to relevant agencies, in the mass media, and on the Company's website according to the procedures and regulations of current law.

**Điều 80. Salary and other benefits of the General Director**

*(Pursuant to Clause 2, Clause 4, Article 34 of the Company Charter)*

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

2. The salary of an executive is accounted for as a business expense of the Company according to the provisions of the law on corporate income tax, must be set out as a separate item in the annual financial report of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

**Chapter VI**

**OTHER ACTIVITIES**

**Section 1**

**REGULATIONS ON COORDINATION OF ACTIVITIES AMONG THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, AND THE GENERAL DIRECTOR**

**Điều 81. Procedures and order of convening, notifying meeting invitations, recording meeting minutes, and notifying meeting results among the Board of Directors, the Board of Supervisors, and the General Director**

The procedures and sequences for convening, issuing meeting notices, recording minutes, and notifying the results of meetings between the Board of Directors, the Board

of Supervisors, and the General Director shall be conducted in accordance with the procedures and sequences for convening meetings of the Board of Directors as stipulated in Section 4, Chapter 3 of these Regulations.

**Điều 82. Notification of Resolutions/Decisions of the Board of Directors to the Board of Supervisors**

*(Pursuant to the provisions of Clause 1, Article 171 of the Law on Enterprises)*

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

**Điều 83. Notification of Resolutions/Decisions of the Board of Directors to the General Director**

After being issued, Resolutions/Decisions of the Board of Directors (containing content related to the responsibilities, authorities, and obligations of the General Director) must be sent to the General Director at the same time and in the same manner as for members of the Board of Directors.

**Điều 84. Cases in which the Board of Supervisors and the General Director propose to convene a meeting of the Board of Directors and matters requiring the opinion of the Board of Directors**

*(Pursuant to the provisions of Point h, Clause 3, Article 162 of the Law on Enterprises; Article 288 of Decree No. 155/2020/ND-CP; and Clause 4, Article 34 and Article 38 of the Company Charter)*

1. Cases in which the convening of a meeting of the Board of Directors is proposed

a. The Board of Supervisors may propose the convening of a meeting of the Board of Directors in the following cases:

- Upon the request of a shareholder or a group of shareholders in accordance with the provisions of Clause 2, Article 115 of the Law on Enterprises.

- When it is deemed that the Supervisor's right to access information and documents related to the company's operational status is not being fulfilled in accordance with current law and the Company Charter;

- Upon discovery of acts in violation of the law or the Company Charter by members of the Board of Directors, the General Director, and other executive managers, after having

issued a written notice to the Board of Directors in accordance with Clause 5, Article 38 of the Company Charter, but the violator has not ceased the violation or implemented measures to remedy the consequences;

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

- When it is deemed that the rights of the General Director, as stipulated in Article 34 of the Company Charter, are not being exercised;

- Upon discovery of acts in violation of the law or the Company Charter by other executive managers, after having issued a written notice to the Board of Directors, but the violator has not ceased the violation or implemented measures to remedy the consequences;

2. Matters requiring the opinion of the Board of Directors:

a. Recommendations to the Board of Directors regarding the Company's organizational structure plan and internal management regulations;

b. Proposals for measures to improve the operations and management of the Company;

c. The General Director shall prepare plans for the Board of Directors to approve matters related to recruitment, termination of employees, salaries, social insurance, benefits, rewards, and discipline for employees and corporate executives.

d. The General Director shall prepare plans for the Board of Directors to approve matters related to the Company's relations with trade union organizations in accordance with the best standards, practices, and management policies, as well as the practices and policies stipulated in the Company Charter, the Company's regulations, and current legal provisions.

e. Seeking the opinion of the Board of Directors on the audited Financial Statements (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year, which must be presented for approval by the Board of Directors;

f. Recommendation of a plan for dividend distribution or handling of business losses;

g. Seeking the opinion of the Board of Directors to approve the detailed business plan for the following fiscal year;

h. Other contents when deemed to be in the interest of the Company.

**Điều 85. Report of the General Director to the Board of Directors on the performance of assigned duties and powers**

*(Pursuant to the provisions of Appendix IV of Circular No. 96/2020/TT-BTC and Clause 4, Article 34 of the Company Charter)*

1. Report on the implementation status of resolutions of the Board of Directors and the General Meeting of Shareholders, and the Company's business and investment plans that have been approved by the Board of Directors and the General Meeting of Shareholders;
2. Quarterly and annual reports evaluating the Company's financial status and business operational status;
3. Report on improvements to organizational structure, policies, and management;
4. Annual report on the implementation of obligations toward the environment, the community, and employees;
5. Report on the implementation status of other matters authorized by the Board of Directors and the General Meeting of Shareholders;
6. Reporting on other matters as requested by the Board of Directors.

**Điều 86. Review of the implementation of resolutions and other matters authorized by the Board of Directors to the General Director**

Based on the General Director's report on the performance of assigned duties and powers pursuant to Article 75 of these Regulations, the Board of Directors shall review the results of the implementation of its resolutions and other matters authorized to the General Director.

**Điều 87. Matters that the General Director must report, provide information on, and methods for notifying the Board of Directors and the Board of Supervisors**

*(Pursuant to the provisions of Clause 3, Article 291 of Decree No. 155/2020/ND-CP; and Article 34, Clause 3, Article 41, and Article 43 of the Company Charter)*

1. Matters that the General Director must report, provide information on, and methods for notifying the Board of Directors.
2. Matters according to Article 84 of these Regulations;
3. The General Director is obligated to notify the Board of Directors of transactions between the Company, its subsidiaries, or other companies in which the Company holds

50% or more of the charter capital and that specific entity itself, or with affiliated persons of that entity, in accordance with the law.

4. Other matters requiring opinion or reporting to the Board of Directors must be submitted at least seven (07) working days in advance, and the Board of Directors will respond within seven (07) working days.

5. Specifically, in the case of approving contracts and transactions as stipulated in Clause 1, Article 167 of the Law on Enterprises and having a value smaller than 35% of the total assets of the enterprise recorded in the most recent financial statement, or another smaller percentage or value as stipulated in the Company Charter, the company representative signing the contract or transaction must notify members of the Board of Directors and Supervisors about the relevant parties to such contract or transaction and attach the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notification, unless the Company Charter stipulates a different timeline; members of the Board of Directors who have a related interest in the parties to the contract or transaction shall not have the right to vote.

6. Matters that the General Director must report, provide information on, and methods for notifying the Board of Supervisors.

a. Reports from the General Director presented to the Board of Directors or other documents issued by the company shall be sent to the Supervisors at the same time and in the same manner as for members of the Board of Directors.

b. The General Director and other corporate executives must provide complete, accurate, and timely information and documents regarding the company's management, operation, and business activities as requested by the Supervisors or the Board of Supervisors, except for information related to the Company's trade secrets.

c. The method of notification to the Board of Supervisors shall be carried out in the same manner as for the Board of Directors.

**Điều 88. Coordinate the control, operation, and supervision activities between members of the Board of Directors, Supervisors, and the General Director according to the specific duties of the aforementioned members.**

1. Coordination of activities between the Board of Supervisors and the Board of Directors:

The Board of Supervisors has the role of supervising, coordinating, consulting, and providing information fully, timely, and accurately. Specifically as follows:

a. Regularly update the Board of Directors on operational results and consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

b. In meetings of the Board of Supervisors, the Board of Supervisors has the right to require members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and respond to issues that need clarification;

c. Periodic and extraordinary inspections by the Board of Supervisors must result in a written conclusion (no later than fifteen (15) days from the date of completion), which shall be sent to the Board of Directors to provide further basis to assist the Board of Directors in the management of the Company. Depending on the extent and results of the aforementioned inspection, the Board of Supervisors shall discuss and reach an agreement with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, they are authorized to reserve their opinions to be recorded in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders;

d. In the event that the Board of Supervisors discovers acts in violation of the law or the Company Charter by members of the Board of Directors, the Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease the violation and implement measures to remedy the consequences;

e. A Supervisor is obligated to notify the Board of Directors of transactions between the Company, its subsidiaries, or other companies in which the Company holds 50% or more of the charter capital and that specific entity itself, or with affiliated persons of that entity, in accordance with the law;

f. For recommendations related to the Company's operational and financial situation, the Board of Supervisors must send a written notice along with relevant documents at least fifteen (15) days prior to the expected date of receiving a response;

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

h. The Board of Directors creates favorable conditions for the Board of Supervisors to exercise their rights and fulfill their obligations.

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

The Board of Supervisors has the function of inspection and supervision.

a. During meetings of the Supervisory Board, the Supervisory Board has the right to require the General Director (and concurrently require members of the Board of Directors, the General Director, and representatives of approved auditing organizations) to attend and respond to issues that need clarification or are of interest to the Supervisors;

b. Periodic and extraordinary inspections by the Supervisory Board must have written conclusions (no later than fifteen (15) days from the end date) submitted to the General Director to serve as an additional basis to assist the General Director in managing the Company. Depending on the scale and results of the aforementioned inspection, the Supervisory Board must discuss and reach an agreement with the General Director before reporting to the General Meeting of Shareholders. In the event of a disagreement in viewpoint, the Supervisory Board is authorized to reserve its opinion in the minutes, and the Head of the Supervisory Board is responsible for reporting it to the nearest General Meeting of Shareholders;

c. Supervisors have the right to request the General Director to facilitate access to files and documents related to the Company's business operations at the Head Office or place where files are stored, for the purpose of performing the duties assigned to the member of the Supervisory Board if approved by the Supervisory Board. The procedure for requesting information provision is stipulated in the Appendix to these Regulations. Persons provided with information are responsible for keeping such information confidential and using it for the correct purpose for which it was assigned;

d. For information and documents regarding management, business operations, and reports on business conditions or financial statements, the request submitted by the Supervisory Board must be sent to the Company at least forty-eight (48) working hours prior to the intended time of receiving the response. The Supervisory Board shall not use information that has not been allowed for disclosure by the company or disclose it to others for the purpose of conducting related-party transactions;

e. Proposals regarding measures to amend, supplement, or improve the organizational, supervisory, and operational management structure of the Company made



by the Supervisory Board must be submitted to the General Director at least seven (07) working days prior to the intended date of receiving a response;

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

3. Coordination between the General Director and the Board of Directors: The General Director is the person who represents the Company in managing its operations, ensuring that the Company operates continuously and effectively.

a. When proposing an organizational structure or internal management regulations of the Company, the General Director shall submit them to the Board of Directors as soon as possible, but no later than seven (07) days before the date such content needs to be decided upon;

b. The General Director must prepare a plan for the Board of Directors to approve matters related to recruitment, termination of employment, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and managers;

c. The General Director must prepare a plan for the Board of Directors to approve matters related to the Company's relationship with trade unions in accordance with the best management standards, practices, and policies, as well as the practices and policies stipulated in the Company Charter, the Company's regulations, and the current laws;

d. The General Director is obligated to notify the Board of Directors of transactions between the Company, its subsidiaries, or other companies in which the Company holds a controlling interest of more than 50% of the charter capital with those same entities or with their affiliated persons in accordance with the provisions of law;

e. Other content that requires consultation as stipulated in Clause 2, Article 84 of these Regulations must be sent to the Board of Directors at least seven (07) working days prior to the intended date of receiving the response from the Board of Directors.

## **Section 2**

### **REGULATIONS ON ANNUAL ASSESSMENT OF REWARD AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES**

**Điều 89.Regulations on the evaluation of the performance of Members of the Board of Directors, Supervisors, the General Director, and other executives**

1. The Board of Directors is responsible for developing performance evaluation standards for all individuals, including members of the Board of Directors, the General Director, and other executives.

2. Performance evaluation standards must balance the interests of the business executives with the long-term interests of the Company and its shareholders. Financial and non-financial indicators used in the evaluation are carefully considered by the Board of Directors and determined from time to time. Specifically, non-financial indicators may include: interests of stakeholders, operational efficiency, achievements, improvements, etc.

3. Annually, based on the functions, assigned tasks, and established evaluation standards/achieved results, the Board of Directors organizes the performance evaluation of the Board of Directors' members.

4. The performance evaluation of Supervisors is organized and implemented according to the methods mentioned in the organizational and operational structure of the Supervisory Board.

5. The performance evaluation of other executives is implemented according to internal regulations or may be based on the self-assessment reports of these executives.

**Điều 90.Rewards**

1. The Board of Directors or the Remuneration Committee (if any) is responsible for developing reward policies. Rewards are granted based on the performance evaluation results specified in Article 89 of these Regulations.

2. Forms of rewards: in cash, in shares (issuing shares under an employee stock ownership plan), or other forms developed by the Board of Directors or the Remuneration Committee. Reward forms must be planned by the General Director and submitted to the Board of Directors for approval; cases exceeding their authority shall be submitted to the General Meeting of Shareholders for approval.

3. Reward policies for members of the Board of Directors and supervisors shall be decided by the General Meeting of Shareholders.

4. For business executives: the source of reward funds is allocated from the Company's Reward and Welfare Fund and other legal sources. The reward amount is based on the actual annual business results; the General Director shall propose the amount to the

Board of Directors for approval, and in cases exceeding their authority, it shall be submitted to the General Meeting of Shareholders for approval.

### **Điều 91. Discipline**

1. The Board of Directors is responsible for developing disciplinary measures based on the nature and extent of the violation. The highest forms of discipline are dismissal and removal from office.

2. Members of the Board of Directors, Supervisors, and business executives who fail to perform their duties in accordance with the requirements with honesty, diligence, and caution shall be personally liable for the damages caused by them.

3. Members of the Board of Directors, Supervisors, and business executives who commit acts violating legal regulations or the Company's regulations while performing their duties shall, depending on the severity of the violation, be subject to disciplinary action, administrative handling, or criminal prosecution in accordance with the provisions of the law and the Company Charter. In cases where they cause damage to the interests of the Company, shareholders, or other persons, they shall be liable to compensate in accordance with the law.

## **Chapter VII**

### **AMENDMENTS TO CORPORATE GOVERNANCE REGULATIONS**

### **Điều 92. Supplementing and Amending the Corporate Governance Regulations**

1. The supplementation or amendment of these Regulations must be reviewed and decided upon by the Company's General Meeting of Shareholders.

2. In cases where provisions of law related to the company's operations are not yet mentioned in these regulations, or in cases where there are new provisions of law that differ from the terms in these regulations, those legal provisions shall automatically apply and govern the company's operations.

## **Chapter VIII**

### **EFFECTIVE DATE**

**Điều 93. Effective date**

1. These Regulations consist of 08 Chapters and 93 Articles, unanimously approved by the General Meeting of Shareholders of Hai Minh Corporation on .... March 2026 and collectively consented to the full force of these regulations.
2. These Regulations are the sole and official regulations of the company.
3. Copies or extracts of the Corporate Governance Regulations must be signed by the Chair of the Board of Directors.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**TRAN QUANG TIEN**

# INFORMATION PROVISION PROCEDURE

Sequence of execution	Flowchart	Transaction executor	Guidelines/Forms
Step 1	<pre> graph TD     A([Request to provide information]) --&gt; B[Received request for information]             </pre>	<ul style="list-style-type: none"> <li>- Shareholder or group of shareholders(1)</li> <li>- Board of Supervisors(2)</li> <li>- Member of the Board of Directors,(3)</li> <li>- Member of the Board of Supervisors(4)</li> <li>- Executive manager(5)</li> </ul>	<ul style="list-style-type: none"> <li>- Request to provide information in writing (Form 01).</li> <li>- In case an authorized representative of a shareholder or group of shareholders requests information, the original or a notarized copy of the power of attorney in accordance with the law must be attached.</li> </ul>
Step 2	<pre> graph TD     B[Received request for information] --&gt; C{Review}             </pre>	Company	
Step 3	<pre> graph TD     C{Review} -- No agree --&gt; B     C -- Agree --&gt; D[Provide information as requested]             </pre>	Board of Directors	<ul style="list-style-type: none"> <li>- Maximum consideration time of 10 working days from the date of receipt of the request for information.</li> <li>- Maximum response time to refuse the request for information is 02 working days from the date the Board of Directors decides to refuse to provide information.</li> </ul>
Step 4	<pre> graph TD     D[Provide information as requested] --&gt; E([Report to the Board of Directors on the provision])             </pre>	Manager	<ul style="list-style-type: none"> <li>- Maximum time for the manager to provide information is 7 working days from the date the Board of Directors agrees to provide information.</li> <li>- Provide information at the head office/representative office/branch of the Company.</li> <li>- Costs arising from document reproduction (if any) from providing this information shall be paid by the information requester.</li> </ul>
Step 5	<pre> graph TD     E([Report to the Board of Directors on the provision])             </pre>	Manager	

(1) Shareholder or group of shareholders: in accordance with Article 12, Article 44 of the Company Charter.

(2) Board of Supervisors: in accordance with Article 39 of the Company Charter.

(3), (4), (5) Member of the Board of Directors, Member of the Board of Supervisors, Executive manager: in accordance with Article 44 of the Company Charter.

**FORM 01**  
**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

**INFORMATION PROVISION REQUEST DOCUMENT**

**To: Hai Minh Corporation**

**I. INFORMATION OF THE REQUESTER:**

1. Requester:.....

Legal representative (for institutional shareholders):.....

2. Subject requesting information:

☐ Shareholder/group of shareholders

☐ Board of Supervisors

☐ Member of the Board of Directors

☐ Member of the Board of Supervisors

☐ Executive manager

3. Address: .....

4. Nationality: .....

5. ID Card/Citizen Identity Card/Passport/Business Registration Certificate No.: .....Date of issue:.....Place of issue: .....

6. Telephone:.....Email: .....

7. Number of shares owned/Representing ownership:.....shares, as of .....

**II. CONTENT OF THE REQUEST FOR INFORMATION:**

Purpose of requesting information: .....

.....  
.....  
.....  
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.....

By this document, I/we request the Company to provide the following information:.....

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.....  
I/We commit to the following:

- Keep confidential the information provided by the Company in accordance with the Company Charter and the law;
- Only use the information provided to serve the purpose for assigned work/protect my legitimate rights and interests;
- Do not distribute, copy, or send the information provided by the Company to other organizations or individuals in accordance with the law;
- Pay in full any costs arising from document reproduction (if any) incurred from this information provision;
- Take full responsibility before the law in case of misusing the information.

Sincerely thank you!

....., Date ...../..... / 20..

**INFORMATION REQUESTER**

*(Signature, stamp and full name)*

*(1) Shareholder or group of shareholders: in accordance with Article 12, Article 44 of the Company Charter.*

*(2) Board of Supervisors: in accordance with Article 39 of the Company Charter.*

*(3), (4), (5) Member of the Board of Directors, Member of the Board of Supervisors, Executive manager: in accordance with Article 44 of the Company Charter.*

**GROUP MEETING MINUTES  
ATTACHMENT TO THE INFORMATION PROVISION REQUEST  
DOCUMENT**

Today, the date ...../...../20..., at ....., we are shareholders of Hai Minh Corporation, jointly holding .....shares, accounting for .....% of the total voting shares of the Company, named in the list below:

No.	Name of shareholder	ID Card/CCCD/Passport/Business Registration Certificate	Address	Number of shares owned	Shareholder signature/ Signature and stamp if institutional
1					
2					
...					
Total					

**We collectively agree to appoint:**

- Name:

- ID Card/Citizen Identity Card/Passport/Business Registration Certificate No.:

Date of issue:.....Place of issue:

**As the group representative to perform procedures for requesting information at Hai Minh Corporation, with the following specific content:**

Purpose of requesting information: .....

.....  
.....  
.....

By this document, we request the Company to provide the following information:.....

.....  
.....  
.....  
.....  
.....

**We commit to the following:**

- Keep confidential the information provided by the Company in accordance with the Company Charter and the law;
- Only use the information provided to protect our legitimate rights and interests;
- Do not distribute, copy, or send the information provided by the Company to other organizations or individuals in accordance with the law;
- Pay in full any costs arising from document reproduction (if any) incurred from this information provision;
- Take full responsibility before the law in case of misusing the information.



Sincerely thank you!

....., Date ...../..... / 20..

**NOMINATED GROUP REPRESENTATIVE**

*(Signature, stamp and full name)*

*(1) Shareholder or group of shareholders: in accordance with Article 12, Article 44 of the Company Charter.*

*(2) Board of Supervisors: in accordance with Article 39 of the Company Charter.*

*(3), (4), (5) Member of the Board of Directors, Member of the Board of Supervisors, Executive manager: in accordance with Article 44 of the Company Charter.*

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

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# **OPERATION REGULATIONS OF THE BOARD OF DIRECTORS**

**HAI MINH CORPORATION**

*(Promulgated pursuant to the Resolution of the 2026 Annual General Meeting of  
Shareholders - Hai Minh Corporation)*

*Ho Chi Minh City, Date ... March 2026*

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## **Chapter I**

### **GENERAL PROVISIONS**

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

1. Scope: These Operation Regulations of the Board of Directors stipulate the organizational structure, personnel, operational principles, powers, and obligations of the Board of Directors and the Board of Directors' members to ensure compliance with the Law on Enterprises, the Company Charter, the Regulations on Corporate Governance, and other relevant legal provisions.

2. Subjects of application: These Regulations apply to the Board of Directors, members of the Board of Directors, and relevant subjects mentioned herein.

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

1. The Board of Directors shall work on the principle of collective decision-making. Members of the Board of Directors shall be individually responsible for their assigned tasks and collectively responsible to the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding the development of the Company.

2. The Board of Directors shall delegate responsibility to the General Director to organize and direct the implementation of the resolutions and decisions of the Board of Directors.

#### **Article 3. Definitions and terminology**

1. In these Regulations, the following terms are understood as follows:

a) Charter capital is the total face value of shares already sold or subscribed for purchase upon the establishment of a joint stock company and as prescribed in Article 6 of the Charter of Hai Minh Corporation;

b) The Law on Enterprises is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of THE SOCIALIST REPUBLIC OF VIETNAM on 17 June 2020;

c) The Law on Securities is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of THE SOCIALIST REPUBLIC OF VIETNAM on 26 November 2019;

d) Enterprise managers are persons who manage the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management titles appointed by the General Meeting of Shareholders or the Board of Directors;

e) Affiliated persons are individuals and organizations prescribed in Clause 46, Article 4 of the Law on Securities;

f) Shareholders are individuals or organizations owning at least one share of a joint stock company;

g) Members of the Board of Supervisors are Supervisors;

h) Non-executive members of the Board of Directors are members of the Board of Directors who are not the General Director, Deputy General Director, Chief Accountant, and other executives as prescribed by the Company Charter.

i) Trade secrets are information concerning inventories, costs, profits, finances, and technological and business engineering solutions.

j) Business secrets are information obtained from financial and intellectual investment activities, which have not been disclosed and are capable of being used in business.

2. In these Regulations, references to one or more provisions or other documents shall include any amendments, supplements, or replacement documents.

3. The headings (Chapters, Articles of these Regulations) are used for convenience in understanding the content and do not affect the content of these Regulations.

## **Chapter II**

### **MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 4. Rights and obligations of members of the Board of Directors**

1. Members of the Board of Directors shall have full rights and responsibilities in accordance with the Law on Enterprises, the Law on Securities, relevant laws, and the

Company Charter, including the right to be provided with information and documents regarding the financial situation and business operations of the Company and its units.

2. Members of the Board of Directors have the obligations prescribed by the Law on Enterprises, the Company Charter, and the following obligations:

a) To perform their duties honestly and prudently for the best interests of the shareholders and the Company;

b) To attend all meetings of the Board of Directors and provide opinions on the issues discussed;

c) To promptly and fully report to the Board of Directors on any remuneration received from the Company's subsidiaries, affiliated companies, and other organizations;

d) To report to the Board of Directors at the nearest meeting about transactions between the Company, the Company's subsidiaries, or other companies in which the Company controls 50% or more of the charter capital with members of the Board of Directors and affiliated persons of such members; transactions between the Company and companies in which a member of the Board of Directors is a founding member or an enterprise manager within the last 03 years prior to the time of transaction;

dd) To perform information disclosure when trading Company shares in accordance with the law.

#### **Article 5. Right to information of members of the Board of Directors**

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and units within the Company related to the execution of tasks assigned to the member of the Board of Directors, provided that such request is approved by the Board of Directors and such information is not within the scope of the Company's trade secrets. Individuals provided with information are responsible for keeping such information confidential and using it for the assigned tasks correctly.

2. Enterprise managers are required to provide information and documents in a timely, complete, and accurate manner upon the request of members of the Board of Directors. The sequence and procedures for requesting and providing information shall be specified in detail in the Regulations on Corporate Governance.

**Article 6. Quantity, term, and structure of members of the Board of Directors**

1. The number of members of the Board of Directors shall be 05 persons.

2. The term of members of the Board of Directors shall not exceed 05 years and they may be re-elected for an unlimited number of terms.

3. In case all members of the Board of Directors reach the end of their term simultaneously, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the work.

4. Structure of the Board of Directors:

The structure of the Board of Directors of a public company shall be ensured in accordance with the provisions below, and the Company shall restrict, to the extent possible, the concurrent holding of executive titles by members of the Board of Directors to ensure the independence of the Board of Directors.

**In case the Company is listing its shares on The Stock Exchange, the structure of the Board of Directors shall be regulated as follows:**

- There shall be at least 01 independent member in the event that the company has between 03 and 05 members of the Board of Directors;
- There shall be at least 02 independent members in the event that the company has between 06 and 08 members of the Board of Directors;
- There shall be at least 03 independent members in the event that the company has between 09 and 11 members of the Board of Directors.

**In case the Company is registering to trade its shares on The Stock Exchange, the structure of the Board of Directors shall be regulated as follows:**

- There shall be at least 01 non-executive member in the event that the company has between 03 and 05 members of the Board of Directors;
- There shall be at least 02 non-executive members in the event that the company has between 06 and 08 members of the Board of Directors;
- There shall be at least 03 non-executive members in the event that the company has between 09 and 11 members of the Board of Directors.

**Article 7. Standards and conditions for members of the Board of Directors**

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

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

b) Having the qualification, experience in business administration or in the field, sector, or business of the Company, and not necessarily being a shareholder of the Company, except as otherwise provided in the Company Charter;

c) A member of the Board of Directors may simultaneously be a member of the Board of Directors of another company;

d) Other standards and conditions prescribed by law and the Company Charter.

2. Independent members of the Board of Directors, as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises, must meet the following standards and conditions:

a) Not being a person currently working for the Company, the Parent Company, or the Company's subsidiaries; not being a person who has worked for the Company, the Parent Company, or the Company's subsidiaries for at least 03 consecutive years prior;

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

c) Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, Order Brother, Order Sister, or Younger Sibling is a major shareholder of the Company; or a manager of the Company or of the Company's subsidiaries;

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

e) Not being a person who has served as a member of the Board of Directors or the Board of Supervisors of the Company for at least 05 consecutive years prior, except in cases of appointment for 02 consecutive terms;

f) Other standards and conditions prescribed by law and the Company Charter.

3) An Independent Member of the Board of Directors shall notify the Board of Directors if they no longer meet the standards and conditions stipulated in Clause 2 of this Article and shall automatically cease to be an Independent Member of the Board of Directors from the date they fail to meet such standards and conditions. The Board of Directors shall report the case where an Independent Member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement for the Independent Member of the Board of Directors within 06 months from the date of receiving the notification from the relevant Independent Member of the Board of Directors.



## **Article 8. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors is elected, dismissed, or removed by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors of the Company shall not concurrently hold the position of General Director.

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

a) To establish programs and activity plans for the Board of Directors;

b) To prepare programs, contents, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;

c) To organize the approval of resolutions and decisions of the Board of Directors;

d) To supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;

đ) To chair the General Meeting of Shareholders;

e) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.

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

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member of the Board of Directors to perform the rights and obligations of the Chairman of the Board of Directors according to the principles stipulated in the Company Charter. In the absence of an authorized person or if the Chairman of the Board of Directors is deceased, missing, held in temporary detention, serving a prison sentence, serving administrative handling measures at a mandatory rehabilitation center or compulsory education institution, is a fugitive, has restricted or lost civil act capacity, has difficulty in awareness and behavior control, or is prohibited by a Court from holding certain positions or practicing certain professions, the remaining members shall elect one among themselves to hold the position of Chairman of the Board of Directors by a majority vote of the remaining members until a new decision is made by the Board of Directors.

6. When necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary with a term of office determined by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, provided that this does not conflict with current labor laws. The Company Secretary has the following rights and obligations:

- a) To support the organization and convening of meetings of the General Meeting of Shareholders and the Board of Directors; to take meeting minutes;
- b) To assist members of the Board of Directors in performing their assigned rights and obligations;
- c) To assist the Board of Directors in applying and implementing corporate governance principles;
- d) To assist the Company in developing shareholder relations and protecting the legal rights and interests of shareholders; to ensure compliance with obligations regarding information provision, information disclosure, and administrative procedures;
- d) Other rights and obligations as prescribed by the Company Charter and the Internal Regulations on Corporate Governance.

#### **Article 9. Dismissal, removal, replacement, and supplementation of members of the Board of Directors**

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

- a) Does not possess sufficient standards and conditions as prescribed in Article 155 of the Law on Enterprises;
- b) Submits a resignation and it is accepted;
- c) Other cases prescribed by the Law on Enterprises and the Company Charter.

2. A member of the Board of Directors shall continue to exercise all rights and perform all obligations until the General Meeting of Shareholders approves their dismissal, except for the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration as a member of the Board of Directors as soon as the Company receives notification of the following cases:

- The member of the Board of Directors is restricted in civil act capacity, loses civil act capacity, or has difficulty in awareness and behavior control.

- The member of the Board of Directors is facing criminal prosecution, is held in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a mandatory rehabilitation center or compulsory education institution, or is prohibited by a Court from holding certain positions or practicing certain professions.
- The Board of Directors issues a decision approving the resignation of the member of the Board of Directors as prescribed in Clause 3 of this Article.

3. Where a member of the Board of Directors submits a resignation, the specific sequence and procedures for receipt are as follows:

a) To submit a resignation, the resigning member of the Board of Directors must send a Resignation Letter to the Board of Directors, which includes the following key contents:

- Position being resigned;
- Reason for resignation;
- Effective date (clearly stating the starting date);
- Handwritten signature and full name of the member of the Board of Directors.

b) The process for handling the resignation letter of a member of the Board of Directors as stipulated in Point a of this Clause is as follows:

- The Company shall make an extraordinary information disclosure within 24 hours from the time of receipt of the resignation letter.
- The Chairman of the Board of Directors or the person who convenes the meeting of the Board of Directors must send a meeting notice to the members of the Board of Directors within 07 working days from the date the Company receives the resignation letter and no later than 03 working days before the meeting date.
- The meeting of the Board of Directors must be held no later than 10 working days from the date the Company receives the resignation letter.
- + In case the Board of Directors approves the receipt of the resignation, the resigning member of the Board of Directors shall continue to exercise their rights and perform their obligations until the General Meeting of Shareholders approves the decision to dismiss the member of the Board of Directors, except for the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration.

- + In case the Board of Directors does not approve the receipt of the resignation, the resigning member of the Board of Directors shall continue to exercise their rights and perform their obligations until the General Meeting of Shareholders approves the decision to dismiss the member of the Board of Directors. The Board of Directors must notify in writing, clearly stating the reasons for refusing to accept the resignation, to the resigning member of the Board of Directors no later than 02 working days after the date of the decision.
- The resolution of the Board of Directors regarding the approval of the resignation must be disclosed as extraordinary information within 24 hours from the time the decision is made.
- c) A member of the Board of Directors may not withdraw their resignation, unless the Board of Directors has made a decision not to accept the resignation letter.

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

- a) Has not participated in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b) Other cases prescribed in the Company Charter.

5. When necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors; or dismiss or remove a member of the Board of Directors outside the cases prescribed in Clause 1 and Clause 2 of this Article.

6. The Board of Directors must convene a General Meeting of Shareholders to elect a supplemental member of the Board of Directors in the following cases:

- a) The number of members of the Board of Directors has decreased by more than one-third compared to the number stipulated in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members decreased by more than one-third;
- b) Except for the case prescribed in Point a of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who was dismissed or removed at the nearest meeting.

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

1. A shareholder or group of shareholders holding 10% or more of the total voting shares has the right to nominate candidates for the Board of Directors according to the provisions of the Law on Enterprises and the Company Charter. The nomination of persons to the Board of Directors shall be implemented as follows:

a) Common shareholders forming a group to nominate candidates to the Board of Directors must notify other shareholders attending the meeting about the formation of the group before the opening of the General Meeting of Shareholders. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% or more may nominate the required number of candidates. The nomination and candidacy of members of the Board of Directors are detailed in Clause 1 Article 44 of the Internal Regulations on Corporate Governance.

b) Based on the number of members of the Board of Directors stipulated in Article 25, Clause 1 of the Company Charter and Article 6, Clause 1 of these Regulations, the shareholder or group of shareholders specified in Point a, Clause 1 of this Article shall have the right to nominate one or several persons, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors.

2. In the event that the number of candidates nominated by the incumbent Board of Directors pursuant to Clause 2 of this Article is still insufficient, the Board of Directors shall announce the information regarding the insufficient number of candidates for the Board of Directors no later than five (05) days prior to the opening date of the General Meeting of Shareholders. The Board of Directors shall organize for other shareholders to nominate in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The incumbent Board of Directors' act of organizing for other shareholders to nominate additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

3. Voting to elect members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder has a total number of voting shares

corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors, and the shareholder has the right to accumulate all or part of their total votes for one or more candidates. The person elected as a member of the Board of Directors is determined by the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members stipulated in the Company Charter is reached. In case there are 02 or more candidates receiving the same number of votes for the last member of the Board of Directors, a re-vote will be held among the candidates with equal votes or selected based on the criteria of the election regulations or the Company Charter.

4. If the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors may be conducted by cumulative voting as stipulated in Clause 3, Article 148 of the Law on Enterprises or by the voting method (Approve, Disapprove, or Abstain). The approval voting rate for the voting method shall be in accordance with Clause 2, Article 20 of the Company Charter.

5. The dismissal or removal of members of the Board of Directors shall be performed by the General Meeting of Shareholders using the voting method (Approve, Disapprove, or Abstain). The approval voting rate for the voting method shall be in accordance with Clause 2, Article 20 of the Company Charter.

#### **Article 11. Notice on the election, dismissal, or removal of members of the Board of Directors**

1. In the event that the candidate for the Board of Directors has been determined in accordance with Clause 1, Article 44 of the Internal Regulations on Corporate Governance, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can research these candidates before voting; candidates for the Board of Directors must commit in writing to the truthfulness and accuracy of the disclosed personal information and commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. The disclosed information related to candidates for the Board of Directors shall include:

- a) Full name, date of birth;
- b) Qualification;
- c) Work experience;

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

đ) Interests related to the Company and the Company's related persons;

e) Other information (If any) as stipulated in the Company Charter;

g) The Company shall be responsible for disclosing information regarding the companies where the candidate is currently holding the position of member of the Board of Directors, other management titles, and any interests of the candidate for the Board of Directors related to the Company (If any).

2. The notification regarding the results of the election, dismissal, or removal of members of the Board of Directors shall be performed in accordance with the guidance regulations on information disclosure.

### **Chapter III**

### **BOARD OF DIRECTORS**

#### **Article 12. Rights and obligations of the Board of Directors**

1. The Board of Directors is the management body of the Company, having full authority in the name of the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations within the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be as stipulated in Article 26 of the Company Charter and other rights and obligations in accordance with the law.

3. The Board of Directors adopts resolutions and decisions by voting at a meeting, collecting written opinions, or other forms as stipulated by the Company Charter. Each member of the Board of Directors has one vote.

4. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of the law, the resolution of the General Meeting of Shareholders, or the Company Charter and causes damage to the Company, then the members who voted to approve such resolution or decision shall be jointly and severally liable for such resolution or decision and shall compensate the Company for the damage; members who objected to the passing of the aforementioned resolution or decision shall be exempted from liability.

In this case, shareholders of the Company have the right to request the Court to suspend the implementation of or cancel the aforementioned resolution or decision.

**Article 13. Duties and powers of the Board of Directors in the approval and signing of transactions**

1. The Board of Directors shall approve contracts and transactions with a value of less than 35%, or transactions resulting in a total value of transactions arising within 12 months from the date of the first transaction of less than 35% of the total asset value recorded in the most recent financial statements, or a lower percentage or value as stipulated in the Company Charter between the Company and one of the following objects:

- Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their affiliated persons;
- Shareholders and authorized representatives of shareholders holding more than 10% of the total common shares of the Company and their affiliated persons;
- Enterprises related to the objects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The Board of Directors shall approve contracts, loan transactions, lending transactions, and asset sales with a value less than or equal to 10% of the total asset value of the enterprise recorded in the most recent financial statements between the company and a shareholder owning 51% or more of the total voting shares or an affiliated person of such shareholder.

3. The Company's representative who signs contracts or transactions must notify members of the Board of Directors and members of the Supervisory Board about the parties related to such contract or transaction and attach the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notification, unless the Company Charter provides otherwise; members of the Board of Directors who have interests related to the parties in the contract or transaction shall not have the right to vote.

**Article 14. Responsibilities of the Board of Directors in convening extraordinary General Meetings of Shareholders**

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

- a) The Board of Directors deems it necessary for the interests of the Company;



b) The remaining number of members of the Board of Directors or members of the Supervisory Board is less than the minimum number of members as prescribed by law;

c) At the request of the shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, with the signatures of the relevant shareholders, or the request document may be drawn up in multiple copies and collected with sufficient signatures of the relevant shareholders;

d) At the request of the Supervisory Board;

đ) Other cases as prescribed by law and the Company Charter.

## 2. Convening of the extraordinary General Meeting of Shareholders

The Board of Directors must determine the opening date of the General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors or Supervisory Board is less than the minimum number of members stipulated in the Company Charter or from the date of receipt of the request as stipulated in Point c and Point d, Clause 1 of this Article;

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

a) Prepare the list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the invitation for the General Meeting of Shareholders, unless the Company Charter stipulates a shorter period. The Company must disclose information regarding the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 days before the record date;

b) Prepare the agenda and content of the meeting;

c) Prepare materials for the meeting;

d) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;

đ) Determine the time and venue for the meeting;

e) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;

g) Other tasks in service of the meeting.

#### **Article 15. Subcommittees assisting the Board of Directors.**

1. When necessary, the Board of Directors may establish subcommittees to be responsible for development policies, human resources, remuneration, internal audit, and risk management. The number of subcommittee members shall be decided by the Board of Directors, with a minimum of 02 persons, including both members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the majority in the subcommittee, and one of these members shall be appointed as the Head of the Subcommittee per the decision of the Board of Directors. The operations of the subcommittee must comply with the regulations of the Board of Directors. A resolution of the subcommittee is only effective when a majority of members attend and vote in favor at the subcommittee meeting.

2. The execution of decisions made by the Board of Directors or its subcommittees must be in accordance with the current legal regulations and the provisions of the Company Charter and the Internal Regulations on Corporate Governance.

### **Chapter IV**

#### **BOARD OF DIRECTORS MEETINGS**

#### **Article 16. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of concluding the election of that Board of Directors. This meeting shall be convened and chaired by the member who received the highest number of votes or the highest percentage of votes. In cases where more than one member receives the highest and equal number or percentage of votes, the members shall elect by majority principle to choose 01 person among them to convene the Board of Directors meeting.

2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings.

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

a) At the request of the Supervisory Board;

- b) At the request of the General Director or at least 05 other enterprise managers;
- c) At the request of at least 02 members of the Board of Directors;
- d) Other cases as prescribed by the Company Charter.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues needing discussion, and decisions under the authority of the Board of Directors.

5. The Chairman of the Board of Directors shall send a meeting invitation notice to the members of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article, and at the latest 03 working days before the meeting date. The Board of Directors meeting must be organized within 10 working days from the date the Company receives the request. In case the meeting of the Board of Directors is not convened upon the request, the Chairman of the Board of Directors shall be held liable for any damages occurring to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the Board of Directors meeting.

6. The Chairman of the Board of Directors or the person convening the meeting shall send a meeting invitation notice at the latest 03 working days before the meeting date, unless the Company Charter provides otherwise. The meeting invitation notice must specifically identify the time and location of the meeting, the form of the meeting, the agenda, and the issues to be discussed and decided. The meeting invitation notice must be accompanied by the documents to be used at the meeting and the members' voting ballots.

The meeting invitation notice of the Board of Directors may be sent by invitation letter, telephone, fax, electronic media, or other methods as prescribed by the Company Charter, ensuring it reaches the contact address of each member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation notice and accompanying documents to the members of the Supervisory Board in the same manner as for the members of the Board of Directors.

Members of the Supervisory Board have the right to attend meetings of the Board of Directors; they have the right to participate in discussions but shall not have voting rights.

8. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total members are in attendance. In cases where the meeting is convened in accordance with this Clause but does not have enough members to attend as required, the Chairman of

the Board of Directors must send a second meeting invitation notice to the members of the Board of Directors within 07 days from the initially intended meeting date, and at the latest 03 working days before the meeting date. The second Board of Directors meeting must be organized within 10 days from the initially intended meeting date. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are in attendance.

9. A member of the Board of Directors shall be considered as present and voting at a meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic means;
- d) Sending a voting ballot to the meeting via post, fax, or email;
- d) Sending a voting ballot via other means as prescribed in the Company Charter.**

10. In case of sending a voting ballot to the meeting via post, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at the latest 01 hour before the opening time. The voting ballot shall only be opened in the presence of all attendees.

11. Members must attend all meetings of the Board of Directors. Members may authorize other members of the Board of Directors or other persons (who are not members of the Board of Directors, if approved by a majority of the members of the Board of Directors) to attend and vote.

## 12. Voting

**a) Except for the provisions in point b of Clause 11 of Article 16 of these Regulations, each member of the Board of Directors or person authorized in accordance with Clause 9 of this Article, physically present at the Board of Directors meeting, shall have one (01) vote; resolutions and decisions of the Board of Directors shall be approved if approved by the majority (more than 1/2) of members present; in the event of an equal number of votes, the final decision shall be determined by the side with the vote of the Chairman of the Board of Directors.**

b) A member of the Board of Directors shall not be permitted to vote on transactions that provide benefits to that member or their affiliated persons in accordance with the Law on Enterprises and Article 41 of the Company Charter;

c) Members of the Supervisory Board have the right to attend Board of Directors meetings and have the right to participate in discussions but shall not have voting rights.

The Board of Directors has the right to solicit opinions from its members in writing to pass a Resolution of the Board of Directors when approving matters under the authority of the Board of Directors as stated in Clause 2 of Article 26 of the Company Charter. Each member of the Board of Directors shall have one vote.

A resolution solicited via written opinion shall be passed based on the consent of the majority of the members of the Board of Directors having the right to vote. This resolution shall have the same effect and validity as a resolution passed at a meeting.

13. A meeting of the Board of Directors may be organized as an online conference between the members of the Board of Directors when all or some members are at different locations, provided that each participating member is able to:

a) Hear each of the other members of the Board of Directors participating in the meeting as they speak;

b) Speak to all other attendees simultaneously. Discussions among members may be conducted directly by telephone or other means of communication or a combination of these methods. Members of the Board of Directors participating in such a meeting shall be considered as “present” at that meeting. The location of the meeting held according to these regulations shall be the location where the greatest number of members of the Board of Directors are present, or the location where the Chairperson of the meeting is present.

c) Decisions passed during the meeting conducted via telephone are legally organized and conducted, and effective immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all members of the Board of Directors who attended the meeting.

14. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and such minutes shall serve as authentic evidence of the proceedings of the meeting unless there is an objection regarding the content of the minutes within ten (10) days from the date of sending. The minutes of the

Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English. The minutes must be signed by the chairperson and the person taking the minutes.

**Article 17. Minutes of the Board of Directors meeting**

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, and recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following main contents:

- a) Name, address of head office, business registration number;
- b) Time and location of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full names of each member present or authorized representative present and the method of attendance; full names of members not present and reasons;
- đ) Issues discussed and voted on at the meeting;
- e) Summary of the statements and opinions of each attending member according to the chronological sequence of the meeting;
- g) Voting results, clearly specifying the members who voted in favor, against, and those who did not provide an opinion;
- h) Issues that have been passed and the corresponding voting rates for passage;
- i) Full names and signatures of the chairperson and the person taking the minutes, except in cases prescribed in Clause 2 of this Article.

2. In cases where the chairperson or the person taking the minutes refuses to sign the meeting minutes, the minutes shall still be effective if signed by all other members of the Board of Directors attending the meeting and if they contain full content as prescribed in points a, b, c, d, đ, e, g and h of Clause 1 of this Article.

3. The Chairperson, the minute-taker, and those who sign the minutes shall be responsible for the truthfulness and accuracy of the content of the minutes of the meeting of the Board of Directors.

4. The minutes of the meetings of the Board of Directors and documents used during the meeting shall be kept at the head office of the Company.

5. Minutes prepared in Vietnamese and in a foreign language shall have the same legal validity. In the event of any discrepancy in content between the minutes in Vietnamese and those in a foreign language, the content in the Vietnamese minutes shall prevail.

## **Chapter V**

### **REPORTS AND DISCLOSURE OF INTERESTS**

#### **Article 18. Submission of annual reports**

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

- a) Report on the business performance of the Company;
- b) Financial statements;
- c) Report on the assessment of the management and administration of the Company;
- d) Appraisal report of the Board of Supervisors.

2. The reports specified in points a, b, and c of Clause 1 of this Article shall be sent to the Board of Supervisors for appraisal no later than 30 days before the opening date of the annual General Meeting of Shareholders.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors, and the audit report shall be kept at the head office of the Company no later than 21 days before the opening date of the annual General Meeting of Shareholders. Shareholders who have continuously held shares of the Company for at least 01 year shall have the right to personally or together with an attorney, accountant, or auditor possessing a professional practicing certificate to directly examine the reports specified in this Article.

#### **Article 19. Remuneration, bonuses, and other benefits of members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on the business results and efficiency.

2. Members of the Board of Directors shall be entitled to remuneration and bonuses for their work. Remuneration for work shall be calculated based on the number of working

days required to complete the tasks of the members of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member according to the principle of consensus. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be recorded in the business expenses of the Company in accordance with the regulations of the law on corporate income tax, presented as a separate item in the annual financial statements of the Company, and shall be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors who holds an executive position or works in subcommittees of the Board of Directors or performs other work outside the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum payment, salary, commission, profit percentage, or another form as decided by the Board of Directors.

5. Members of the Board of Directors shall be entitled to payment for all travel, accommodation, and other reasonable expenses incurred while performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval of the General Meeting of Shareholders. Such insurance shall not include coverage for the liabilities of members of the Board of Directors related to violations of the law and the Company Charter.

## **Article 20. Disclosure of related interests**

In the event that the Company Charter does not provide more stringent regulations, the disclosure of interests and affiliated persons of the Company shall be conducted in accordance with the following regulations:

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

a) The name, enterprise identification number, address of head office, and business lines of the enterprises in which they own capital contributions or shares; the percentage and time of such ownership;



b) The name, enterprise identification number, address of head office, and business lines of the enterprises in which their affiliated persons jointly or separately own capital contributions or shares exceeding 10% of the Charter capital.

2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date the related interest arises; any amendment or supplementation must be notified to the Company within 07 working days from the date of the corresponding amendment or supplementation.

3. A member of the Board of Directors who, in their personal name or in the name of another, performs work in any form within the business scope of the Company must disclose the nature and content of such work to the Board of Directors and may only proceed if approved by the majority of the remaining members of the Board of Directors; if the work is performed without disclosure or without the approval of the Board of Directors, all income obtained from such activity shall belong to the Company.

## **Chapter VI**

### **RELATIONSHIP OF THE BOARD OF DIRECTORS**

#### **Article 21. Relationship among members of the Board of Directors**

1. The relationship among members of the Board of Directors is a collaborative relationship; members of the Board of Directors shall be responsible for informing each other about relevant issues during the performance of assigned tasks.

2. During the performance of their duties, the member of the Board of Directors assigned as having primary responsibility shall proactively coordinate with others if any issue relates to a field under the responsibility of another member of the Board of Directors. In the event of disagreement among members of the Board of Directors, the member with primary responsibility shall report to the Chairperson of the Board of Directors to consider and decide according to their authority or shall organize a meeting or solicit the opinions of the members of the Board of Directors in accordance with the provisions of the law, the Company Charter, and these Regulations.

3. In the event of a reassignment of duties among members of the Board of Directors, the members of the Board of Directors shall hand over the work, files, and related documents. This handover must be documented in writing and reported to the Chairperson of the Board of Directors.

## **Article 22. Relationship with the Board of Management**

In the management role, the Board of Directors issues resolutions for the General Director and the Board of Management to implement. Concurrently, the Board of Directors inspects and supervises the implementation of such resolutions.

## **Article 23. Relationship with the Board of Supervisors**

1. The relationship between the Board of Directors and the Board of Supervisors is a collaborative relationship. The working relationship between the Board of Directors and the Board of Supervisors follows the principle of equality and independence, while maintaining close coordination and mutual support in the performance of their duties.

2. Upon receiving inspection minutes or general reports from the Board of Supervisors, the Board of Directors shall be responsible for reviewing and directing the relevant departments to develop plans and promptly carry out remedial actions.

## **Chapter VII IMPLEMENTATION PROVISIONS**

## **Article 24. Effectiveness**

The Regulations on Operation of the Board of Directors of Hai Minh Corporation consist of 7 Chapters, 24 Articles and shall take effect from March 2026.

**ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRPERSON**



**TRAN QUANG TIEN**

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

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**REGULATIONS ON OPERATION  
OF THE BOARD OF SUPERVISORS  
  
OF HAI MINH CORPORATION**

*(Issued pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders  
Hai Minh Corporation)*

*Ho Chi Minh City, Date ... March 2026*

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## **Chapter I**

### **GENERAL PROVISIONS**

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

1. Scope: The Regulations on Operation of the Board of Supervisors define the organizational structure, criteria, conditions, rights, and obligations of the Board of Supervisors and its members as stipulated in the Law on Enterprises, Company Charter, the Regulations on Corporate Governance, and other relevant regulations.

2. Subjects of application: The Regulations on Operation of the Board of Supervisors apply to the Board of Supervisors and its members.

#### **Article 2. Principles of operation of the Board of Supervisors**

The Board of Supervisors operates on a collective basis. Members of the Board of Supervisors are individually responsible for their assigned tasks and collectively responsible before the General Meeting of Shareholders and the law for the work and decisions of the Board of Supervisors.

#### **Article 3. Definitions and terminology**

1. In these Regulations, the following terms are interpreted as follows:

*a) Charter capital is the total par value of shares sold or subscribed to be purchased at the time of establishment of a joint stock company and as stipulated in Article 6 of the Company Charter of Hai Minh Corporation;*

*b) The Law on Enterprises is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17/06/2020;*

*c) The Law on Securities is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26/11/2019;*

*d) Corporate executives are the General Director, Deputy General Directors, Chief Accountant, and other executives appointed by the Board of Directors;*

*e) Corporate managers are managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding management positions appointed by the General Meeting of Shareholders or the Board of Directors;*

*f) Affiliated persons are individuals and organizations defined in Clause 46 Article 4 of the Law on Securities;*

*g) A shareholder is an individual or organization owning at least one share of a joint stock company;*

*h) A member of the Board of Supervisors is a Supervisor;*

*i) Trade secrets refer to information on inventory quantities, production costs and profits, financial matters, and technological solutions and business techniques;*

*j) Business secrets refer to information obtained from financial and intellectual investment activities that has not been disclosed and is capable of being used in business.*

2. In these Regulations, references to one or more provisions or other documents include any amendments, supplements, or replacement documents.

3. Headings (Sections and Articles of these Regulations) are used for convenience in understanding the content and do not affect the content of these Regulations.

## **Chapter II**

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

#### **Article 4. Rights, obligations, and responsibilities of members of the Board of Supervisors**

1. To comply with the law, the Company Charter, the Resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and obligations.

2. To exercise assigned rights and obligations in an honest, prudent, and optimal manner to ensure the maximum legal interests of the Company.

3. To be loyal to the interests of the Company and shareholders; not to abuse position, title, or use information, know-how, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals.

4. Other obligations as stipulated by the Law on Enterprises and the Company Charter; including the right to access information and documents related to the Company's operational situation. Members of the Board of Directors, the General Director, and other corporate executives are responsible for providing information promptly and fully as requested by members of the Board of Supervisors.

5. In case of violating the provisions of Clauses 1, 2, 3, and 4 of this Article, causing damage to the Company or others, members of the Board of Supervisors must take individual or joint responsibility for compensating for such damage. Any income and other benefits that members of the Board of Supervisors obtain from the violation must be returned to the Company.

6. In case of discovering that a member of the Board of Supervisors has committed a violation in the exercise of assigned rights and obligations, such member must be notified in writing to the Board of Supervisors, requesting the violator to terminate the violation and rectify the consequences.

#### **Article 5. Term and number of members of the Board of Supervisors**

1. The number of members of the Board of Supervisors of the Company is 03 persons. The term of members of the Board of Supervisors shall not exceed 05 years and they may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors are not necessarily shareholders of the Company.

3. The Board of Supervisors must have more than half of its members residing in Vietnam.

4. In case the terms of all members of the Board of Supervisors end at the same time and the new members have not yet been elected, the members whose terms have expired shall continue to exercise their rights and obligations until the new members are elected and take office.

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

1. Members of the Board of Supervisors must meet the following standards and conditions:

a) Not fall under the categories stipulated in Clause 2 Article 17 of the Law on Enterprises;

b) Having training in majors related to economics, finance, accounting, auditing, law, business administration, or majors suitable to the Company's business operations;

c) Not being a related person of members of the Board of Directors, the General Director, or other managers;

d) Not being a manager of the Company, and not necessarily being a shareholder or employee of the Company;

dd) Not working in the accounting or finance department of the Company;

e) Not being a member or employee of the independent audit firm that has audited the Company's financial statements for the three immediately preceding years.

2. In addition to the standards and conditions stipulated in Clause 1 of this Article, members of the Board of Supervisors must ensure they meet all conditions stipulated in Clause 2 Article 169 of the Law on Enterprises.

### **Article 7. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors must hold a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration, or other majors related to the business operations of the company.

2. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, dismissal, or removal is based on the principle of majority vote.

3. The rights and obligations of the Head of the Board of Supervisors shall be stipulated by the Company's Charter.

### **Article 8. Candidacy and nomination of members of the Board of Supervisors**

1. A shareholder or group of shareholders holding 10% or more of total ordinary shares has the right to nominate candidates for the Board of Supervisors. Shareholders or groups of shareholders holding from 10% to under 20% of the total voting shares have the right to nominate one (01) candidate; from 20% to under 30% may nominate up to two (02) candidates; from 30% or more may nominate sufficient number of candidates. The nomination and candidacy of members of the Board of Supervisors are detailed in Clause 1 Article 70 of the Regulations on Corporate Governance.

2. If the number of candidates for the Board of Supervisors through nomination and candidacy according to Clause 5 Article 115 of the Law on Enterprises is insufficient, the incumbent Board of Supervisors may nominate additional candidates according to the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of



Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

3. In case the number of candidates nominated by the incumbent Board of Supervisors according to Clause 2 of this Article is still insufficient, the Board of Supervisors shall announce the information regarding the insufficient number of candidates for the Board of Supervisors no later than five (05) days before the opening date of the General Meeting of Shareholders. The incumbent Board of Supervisors shall organize for other shareholders to nominate candidates according to the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The organization of additional nominations by the incumbent Board of Supervisors for other shareholders must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

#### **Article 9. Procedure for election, dismissal, and removal of members of the Board of Supervisors**

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

2. Voting to elect members of the Board of Supervisors must be carried out using the cumulative voting method, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Supervisors, and shareholders have the right to aggregate all or part of their total votes for one or several candidates. Elected Supervisors are determined based on the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the sufficient number of members stipulated in the Company Charter is reached. If there are 02 or more candidates reaching the same number of votes for the last member of the Board of Supervisors, a re-election shall be conducted among these candidates or a selection shall be made based on criteria stipulated in the election regulations or the Company Charter.

3. If the number of candidates is less than or equal to the number of members of the Supervisory Board to be elected, the election of members of the Supervisory Board may be carried out by the cumulative voting method as prescribed in Clause 3, Article 148 of the Law on Enterprises or by the voting method (Approve, Disapprove, or Abstain). The voting rate for approval by the voting method is implemented in accordance with Clause 2, Article 21 of the Company Charter.

## **Article 10. Cases of dismissal and removal of members of the Supervisory Board**

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

- a) No longer meeting the standards and conditions to be a member of the Supervisory Board as prescribed in Article 169 of the Law on Enterprises;
- b) Having submitted a resignation letter that has been accepted;
- c) Other cases as prescribed by law and the Company Charter.

2. Members of the Supervisory Board shall continue to exercise their full rights and obligations until the General Meeting of Shareholders approves the dismissal of such member, excluding the right to attend and vote at meetings of the Supervisory Board and the right to receive remuneration as a member of the Supervisory Board as soon as the Company receives notice of the following cases:

- A member of the Supervisory Board has limited civil act capacity, is incapacitated, or has difficulties in perceiving or controlling their behavior.
- A member of the Supervisory Board is being prosecuted for criminal liability, is in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center, a compulsory education institution, or is prohibited by the Court from holding certain positions, practicing, or performing certain jobs.
- The Supervisory Board adopts a decision approving the receipt of the resignation letter of a member of the Supervisory Board, performing similarly to the provisions in Article 9 of the Regulations on Operation of the Board of Directors.

3. The General Meeting of Shareholders shall remove a member of the Supervisory Board in the following cases:

- a) Failing to complete assigned tasks and duties;
- b) Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeatedly violating or seriously violating the obligations of a member of the Supervisory Board as prescribed by the Law on Enterprises and the Company Charter;
- d) Other cases according to the Resolution of the General Meeting of Shareholders.

## **Article 11. Notice of election, dismissal, and removal of members of the Supervisory Board**

1. In case candidates for the Supervisory Board have been identified in accordance with Clause 1, Article 70 of the Internal Regulations on Corporate Governance, the Company must publicly disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Supervisory Board must have a written commitment regarding the truthfulness and accuracy of the published personal information and must commit to performing their duties honestly, cautiously, and for the highest interests of the Company if elected as a member of the Supervisory Board. The information related to candidates for the Supervisory Board to be disclosed includes:

- a) Full name, date, month, and year of birth;
- b) Qualification;
- c) Work history;
- d) Other managerial positions;
- đ) Related interests with the Company and related persons of the Company;
- e) Other information (if any) in accordance with the Company Charter;

g) The Company is responsible for publicly disclosing information about companies where the candidate holds managerial positions and related interests of the candidate for the Supervisory Board with the Company (if any).

2. Notification of the results of the election, dismissal, and removal of members of the Supervisory Board shall be implemented in accordance with regulations guiding the disclosure of information.

## **Chapter III SUPERVISORY BOARD**

### **Article 12. Rights, obligations, and responsibilities of the Supervisory Board**

1. The Supervisory Board supervises the Board of Directors and the General Director in the management and operation of the Company.

2. Inspect the reasonableness, legality, truthfulness, and level of caution in management and administration of business activities; the systematic, consistent, and appropriateness of accounting, statistical, and financial statement preparation work.

3. Appraise the completeness, legality, and truthfulness of the business situation report, the annual financial statement of the Company, and the report assessing the management of the Board of Directors, and submit an appraisal report at the annual General Meeting of Shareholders. Review contracts and transactions with related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations on contracts and transactions that require approval from the Board of Directors or the General Meeting of Shareholders.

4. Review, inspect, and evaluate the effectiveness and efficiency of the internal control system, internal audit, risk management, and early warning system of the Company.

5. Upon request of a shareholder or a group of shareholders as prescribed 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 receiving the request. Within 15 days from the date of concluding the inspection, the Supervisory Board must report on the requested issues to the Board of Directors and the shareholder or group of shareholders who requested the inspection. The inspection by the Supervisory Board specified in this Clause must not hinder the normal activities of the Board of Directors and must not disrupt the administration of the Company's business activities.

6. The Supervisory Board is responsible for receiving requests for inspection of books and records of ordinary shareholders as prescribed in Clause 1, Article 45 of the Company Charter and implementing the requests for information provision accordingly towards the Board of Directors, the General Director, or other managers. The process for requesting information is prescribed in the Internal Regulations on Corporate Governance. Persons provided with information have the responsibility to keep the information confidential and use it for the correct purposes for which it was assigned.

7. Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure of management, supervision, and administration of the Company's business activities.

8. When discovering that a member of the Board of Directors or the General Director violates the provisions of Article 165 of the Law on Enterprises, they must immediately

notify the Board of Directors in writing, requesting the person committing the violation to terminate the violation and implement solutions to remediate the consequences.

9. Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.

10. Use independent consultants and the Company's internal audit department to perform assigned tasks.

11. The Supervisory Board may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

12. Inspect specific issues related to the management and administration of the Company's activities at the request of shareholders.

13. Require the Board of Directors to convene an extraordinary General Meeting of Shareholders.

14. Replace the Board of Directors in convening the General Meeting of Shareholders within 30 days in case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises.

15. Request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

16. Review, extract, and copy part or all of the content declared in the list of related persons and related interests as prescribed in Clause 1 and Clause 2, Article 164 of the Law on Enterprises. The process for requesting information is prescribed in the Internal Regulations on Corporate Governance.

17. Propose and recommend the General Meeting of Shareholders to approve the list of audit organizations accepted to audit the Company's financial statements; and audit organizations accepted to inspect the Company's activities when deemed necessary.

18. Be responsible to shareholders for their supervisory activities.

19. Supervise the Company's financial situation and the compliance with the law by members of the Board of Directors, the General Director, and other managers in their activities.

20. Ensure coordination in activities with the Board of Directors, the General Director, and shareholders.

21. In case of detecting violations of the law or the Company Charter by members of the Board of Directors, the General Director, and other corporate executives, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the person committing the violation to terminate the violation and implement solutions to remediate the consequences.

22. Develop the Regulations on Operation of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

23. Witness the Board of Directors organizing vote counting and drafting the vote counting minutes if requested by the Board of Directors in the case of collecting written opinions from shareholders to approve a Resolution of the General Meeting of Shareholders.

24. The Head of the Supervisory Board manages the election of a meeting chairperson by the General Meeting of Shareholders in case the Chairman is absent or temporarily unable to work and the remaining members of the Board of Directors cannot elect a chairperson. In this case, the person with the highest number of votes shall chair the meeting.

25. Perform other rights and obligations in accordance with the provisions of the Law on Enterprises, the Company Charter, and Resolutions of the General Meeting of Shareholders.

### **Article 13. Rights of the Supervisory Board to be provided with information**

1. Documents and information must be sent to members of the Supervisory Board at the same time and in the same manner as for members of the Board of Directors, including:

- a) Meeting invitations, vote collection forms for members of the Board of Directors, and attached documents;
- b) Resolutions, decisions, and meeting minutes of the General Meeting of Shareholders and the Board of Directors;
- c) Reports of the General Director submitted to the Board of Directors or other documents issued by the Company.

2. A member of the Board of Supervisors has the right to access records and documents of the Company kept at the head office, branches, and other locations related to the execution of tasks assigned to that member of the Board of Supervisors, provided that such access is approved by the Board of Supervisors and such information does not fall

within the scope of the Company's business secrets. A person who is provided with information is responsible for maintaining the confidentiality of the information provided and using it for the assigned purpose; they have the right to enter the workplaces of the Company's managers and employees during business hours. The process for requesting information is stipulated in the Regulations on Corporate Governance.

3. The Board of Directors, members of the Board of Directors, the General Director, and other managers must provide full, accurate, and timely information and documents regarding the management, operation, and business activities of the Company upon the request of a member of the Board of Supervisors or the Board of Supervisors. The order and procedures for requesting and providing information are stipulated in the Regulations on Corporate Governance.

#### **Article 14. Responsibilities of the Board of Supervisors in convening an extraordinary General Meeting of Shareholders**

1. The Board of Supervisors is responsible for replacing the Board of Directors to convene the General Meeting of Shareholders within 30 days in the event that the Board of Directors does not convene the General Meeting of Shareholders in the following cases:

a) The number of remaining members of the Board of Directors and the Board of Supervisors is less than the number of members prescribed by law;

b) At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises;

c) When there is a request to convene an extraordinary General Meeting of Shareholders from the Board of Supervisors but the Board of Directors does not comply, unless the Company Charter provides otherwise.

2. In the event that the Board of Supervisors does not convene the General Meeting of Shareholders as prescribed, the Board of Supervisors must compensate for the damages incurred by the Company.

3. The expenses for convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Company.

### **Chapter IV**

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

**Article 15. Meetings of the Board of Supervisors**

1. The Board of Supervisors must meet at least two (02) times per year, and the number of members attending the meeting must be at least two-thirds (2/3) of the total members of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and address issues that need to be clarified.

**Article 16. Minutes of the meetings of the Board of Supervisors**

Minutes of the meetings of the Board of Supervisors shall be prepared in a detailed and clear manner. The minute-taker and members of the Board of Supervisors attending the meeting must sign the meeting minutes. Minutes of the meetings of the Board of Supervisors must be kept to determine the responsibilities of each member of the Board of Supervisors.

**Chapter V****REPORTING AND DISCLOSURE OF INTERESTS****Article 17. Submission of annual reports**

Reports of the Board of Supervisors at the annual General Meeting of Shareholders include the following contents:

1. A report on the business results of the Company, the performance of the Board of Directors, and the General Director, to be submitted to the annual General Meeting of Shareholders for approval.

2. A self-assessment report on the performance of the Board of Supervisors and members of the Board of Supervisors.

3. Remuneration, operating expenses, and other benefits of the Board of Supervisors and each member of the Board of Supervisors.

4. A summary of the meetings of the Board of Supervisors and the conclusions and recommendations of the Board of Supervisors; results of supervision over the operating and financial situation of the Company.

5. A report evaluating transactions between the Company, its subsidiaries, and other companies over which the Company exercises control of fifty percent (50%) or more of



the charter capital, with members of the Board of Directors, the General Director, and affiliated persons of such members; transactions between the Company and companies in which members of the Board of Directors are founding members or were managers of the enterprise within the 03 years preceding the time of the transaction.

6. Results of supervision of the Board of Directors, the General Director, and other corporate executives.

7. Results of assessing the coordination between the Board of Supervisors and the Board of Directors, the General Director, and the shareholders.

8. Proposals and recommendations to the General Meeting of Shareholders to approve the list of approved auditing organizations to perform the audit of the Company's financial statements; approved auditing organizations to perform checks of the Company's operations when deemed necessary.

#### **Article 18. Salaries and other benefits**

The salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors are executed according to the following regulations:

1. Members of the Board of Supervisors are paid salaries, remuneration, bonuses, and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total level of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors are reimbursed for food, accommodation, travel, and independent consulting service expenses at reasonable rates. The total level of such remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salaries and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the law on corporate income tax, other relevant legal provisions, and must be listed as a separate item in the Company's annual financial statements.

#### **Article 19. Disclosure of related interests**

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

a) The name, enterprise identification number, address of head office, and business lines of enterprises that they own or hold contributed capital or shares; the percentage and time of owning such contributed capital or shares;

b) The name, enterprise identification number, address of head office, and business lines of enterprises that their affiliated persons own, jointly own, or separately own more than 10% of the charter capital.

2. The declaration as prescribed in Clause 1 of this Article must be carried out within 07 working days from the date the related interest arises; amendments and supplements must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.

3. Members of the Board of Supervisors and their affiliated persons shall only use the information obtained thanks to their positions for the benefit of the Company.

4. Members of the Board of Supervisors are obliged to notify the Board of Directors and the Board of Supervisors in writing regarding transactions between the Company, its subsidiaries, and other companies over which the Company exercises control of fifty percent (50%) or more of the charter capital, with the member of the Board of Supervisors or with their affiliated persons in accordance with the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with securities law regulations on information disclosure.

5. Members of the Board of Supervisors and their affiliated persons shall not use or disclose inside information to other persons for the purpose of carrying out related transactions.

## **Chapter VI**

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

#### **Article 20. Relationship between members of the Board of Supervisors**

The members of the Board of Supervisors maintain an independent relationship, not dependent on each other, but they cooperate and collaborate in general work to ensure the good execution of the responsibilities, rights, and duties of the Board of Supervisors in accordance with the law and the Company Charter. The Head of the Board of Supervisors

is the coordinator of the general work of the Board of Supervisors but does not have the right to dominate the members of the Board of Supervisors.

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

The Board of Supervisors maintains an independent relationship with the Company's Board of Management and is the unit performing the function of monitoring the operations of the Board of Management.

#### **Article 22. Relationship with the Board of Directors**

The Board of Supervisors maintains an independent relationship with the Company's Board of Directors and is the unit performing the function of monitoring the operations of the Board of Directors.

### **Chapter VII IMPLEMENTING PROVISIONS**

#### **Article 23. Effectiveness**

The Operating Regulations of the Supervisory Board of Hai Minh Corporation consist of 7 chapters, 23 articles, and shall take effect from ... March 2026.

**ON BEHALF OF THE BOARD OF  
SUPERVISORS  
HEAD OF THE BOARD**



**DAO THE HUNG**

No.: 09/2026/TT-HĐQT

*Ho Chi Minh City, March 03, 2026*

## **PROPOSAL**

**On the approval of the share issuance plan under the Employee Stock Ownership Plan**

### **To: THE GENERAL MEETING OF SHAREHOLDERS**

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022;*
- *Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;*
- *Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025;*
- *Pursuant to the Charter on organization and operation of Hai Minh Corporation;*
- *Pursuant to the actual capital needs of Hai Minh Corporation for its production and business activities.*

The Board of Directors (“BOD”) respectfully submits to the General Meeting of Shareholders (“GMS”) for approval the share issuance plan under the Employee Stock Ownership Plan (“ESOP”) with the following contents:

#### **I. SHARE ISSUANCE PLAN**

- 1. Share name:** Shares of Hai Minh Corporation
- 2. Type of shares:** Ordinary shares
- 3. Stock code:** HMMH
- 4. Par value:** VND 10,000 per share
- 5. Current charter capital:** VND 138,422,290,000
- 6. Total number of issued shares:** 13,842,229 shares

**Of which:**

- **Outstanding shares** : 13,842,229 shares
- **Treasury shares** : 0 shares

**7. Number of shares to be issued:** 681,000 shares.

**8. Total value at par value:** VND 6,810,000,000 (*In words: Six billion eight hundred and ten million dong*).

**9. Issuance ratio** (*Number of shares to be issued / number of outstanding shares*): 4.92%

**10. Purpose of issuance:** Issuance under the Employee Stock Ownership Plan.

**11. Principle for determining offering price:** Equal to par value of VND 10,000 per share.

**12. Offering price:** VND 10,000 per share.

**13. Total expected proceeds:** VND 6,810,000,000 (*In words: Six billion eight hundred and ten million dong*).

**14. Eligible participants:** Members of the Board of Directors, Supervisory Board, key personnel, managers, and outstanding employees of Hai Minh Corporation and its subsidiaries and affiliates.

**15. Eligibility criteria:** Participants must satisfy all of the following:

- Members of the Board of Directors, Supervisory Board; management staff of the Company and its subsidiaries and affiliates including: Board of Management, Executive Board, Heads/Deputy Heads of departments; employees of the Company and its subsidiaries and affiliates.
- Having made significant contributions to the Company's business performance in 2025.
- Still working at the Company or its subsidiaries/affiliates at the time of implementation of the ESOP.

**16. Principles for allocation of shares to employees:**

No.	Position	Allocated shares (Shares/Person)
<b>I</b>	<b>Hai Minh Corporation</b>	
1	Chairman of the BOD	50,000

No.	Position	Allocated shares (Shares/Person)
2	Member of the BOD	40,000
3	Person in charge of Corporate Governance	40,000
4	Head of Supervisory Board	30,000
5	Member of Supervisory Board	20,000
6	Chief Accountant	20,000
7	Head of IT Department	20,000
8	Head/Deputy Head of Department	10,000
9	Outstanding employees	5,000
<b>II</b>	<b>Subsidiaries and affiliates</b>	
1	Director/Deputy Director	20,000
2	Head of Department	20,000
3	Head of Materials Department	15,000
4	Chief Accountant	15,000
5	Deputy Head, Yard Manager, Warehouse Manager, Business-in-charge	10,000
6	General Accountant	8,000
7	Outstanding employees	5,000

*Note: In case an individual holds multiple positions, the allocation shall be based on the highest position only, without accumulation.*

**17. Transfer restriction:** 100% of ESOP shares shall be restricted from transfer within 01 year from the end of the issuance.

**18. Handling in case of employee resignation during the restriction period:**  
The Company shall not repurchase shares from employees who resign before the end of the restriction period.

**19. Expected issuance timeline:** From Q2 to Q3/2026, after the State Securities Commission confirms receipt of complete issuance documents. The GMS authorizes the BOD to decide the appropriate timing.

- 20. Use of proceeds:** To supplement working capital for the Company's business operations.
- 21. Handling unsold shares:** The GMS authorizes the BOD to distribute remaining shares to other employees in line with the ESOP purpose, provided the offering price is not lower than VND 10,000 per share. If no suitable employees are found, the BOD is authorized to reduce the total number of shares offered in accordance with the actual number of shares successfully distributed.
- 22. Additional securities registration and listing:** The GMS approves and authorizes the BOD to carry out procedures for additional securities registration at the Vietnam Securities Depository and Clearing Corporation and additional listing at the Hanoi Stock Exchange.
- 23. Amendment of charter capital:** Approval of amendments to the Company Charter (charter capital) and adjustment of the Enterprise Registration Certificate after the State Securities Commission confirms receipt of the issuance results report.

## **II. AUTHORIZATION TO THE BOARD OF DIRECTORS**

The General Meeting of Shareholders authorizes the Board of Directors to perform tasks related to the share issuance as follows:

- To proactively prepare and provide explanations for the issuance dossier to be submitted to the State Securities Commission and other competent authorities; and to proactively adjust the issuance plan and other relevant documents in accordance with the actual situation of the Company or as required by the State Securities Commission and other competent authorities;
- To approve a plan to ensure that the share issuance complies with regulations on foreign ownership limits in case shares are issued to employees who are foreign investors;
- To develop a detailed plan for the use of proceeds;
- To approve the list of employees eligible to participate in the program based on the criteria and principles for allocation of shares to each participant as approved by the General Meeting of Shareholders, and to determine the implementation timeline;
- To decide on the handling of shares that are not fully subscribed (if any);
- To carry out necessary procedures for registration of the ESOP share issuance with the State Securities Commission, and to supplement or amend the issuance

plan as required by the State Securities Commission or for the purpose of compliance with relevant legal regulations (if any);

- To complete the amendment of the Company's Charter on organization and operation (due to the change in charter capital) after the State Securities Commission issues a written confirmation of receipt of the complete report on issuance results;
- To carry out procedures and tasks, and to select an appropriate time for additional securities registration at the Vietnam Securities Depository and Clearing Corporation (VSDC) and additional listing at the Hanoi Stock Exchange for the number of shares issued under the plan approved by the General Meeting of Shareholders after the State Securities Commission issues a written confirmation of receipt of the complete report on issuance results;
- To carry out procedures for amendments to the Company's enterprise registration contents relating to the change in charter capital in accordance with the actual results of the issuance with the competent state authorities after the State Securities Commission issues a written confirmation of receipt of the complete report on issuance results;
- Depending on specific circumstances, the Board of Directors is authorized to further delegate to the Chairman of the Board of Directors to perform one or several of the above tasks;
- To handle other matters relating to the ESOP share issuance.

Respectfully submitted./.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



TRAN QUANG TIEN

**Recipients:**

- As stated above;
- Supervisory Board (for reporting);
- Filed at the BOD.



No.: 10/2026/TT-HĐQT

*Ho Chi Minh City, March 20, 2026*

## **SUBMISSION**

***Re: Report on the status of the use of proceeds from the share issuance under the Employee Stock Ownership Plan***

**To: The General Meeting of Shareholders**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/NĐ-CP dated September 11, 2025;
- Pursuant to the Charter of Organization and Operation of Hai Minh Corporation.

The Board of Directors of Hai Minh Corporation respectfully submits to the General Meeting of Shareholders for consideration and approval the Report on the status of the use of proceeds from the share issuance under the Employee Stock Ownership Plan, which has been audited (*Attached document*).

Respectfully submitted to the General Meeting of Shareholders for consideration.

Sincerely!

**Recipients:**

- As above;
- Board of Supervisors (for report);
- Filed at: Board of Directors.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**TRAN QUANG TIEN**

**HAI MINH CORPORATION**  
**AUDITED REPORT ON THE UTILIZATION OF PROCEEDS FROM THE ISSUANCE**  
**OF 642,382 SHARES UNDER THE EMPLOYEE STOCK OPTION PROGRAM**  
**AS AT 28 FEBRUARY 2026**

**MỤC LỤC**

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**HAI MINH CORPORATION**

17th Floor, Pearl Plaza, No. 561A Dien Bien Phu Street, Thanh My Tay Ward, Ho Chi Minh City

**STATEMENT OF THE BOARD OF MANAGEMENT**

The Board of Management of Hai Minh Corporation presents the Audited Report on the Utilization of Proceeds from the Issuance of 642,382 Shares under the Employee Stock Option Program (hereinafter referred to as the "Report on the Utilization of Proceeds from the Issuance") as at 28 February 2026.

**THE COMPANY**

Hai Minh Corporation ("the Company") was established and operated under Certificate of Business Registration No. 0302525162 granted by the Ho Chi Minh City Department of Planning and Investment (now known as Ho Chi Minh City Department of Finance) on 24 January 2002, which were amended multiple times and the latest amendment is nineteen made on 09 January 2026 on the change of one of the Company's legal representative.

The Company's name in English is HAI MINH CORPORATION. Abbreviated name is HAMI CORP.

The charter capital as stipulated in the Business Registration Certificate amended for the nineteen time on 09 January 2026 is VND 138,422,290,000 (*in words: One hundred thirty-eight billion, four hundred twenty-two million, two hundred ninety thousand Vietnamese Dong only*).

The Company's shares are currently listed on Hanoi Stock Exchange (HNX) with Stock code: HMH.

Registered office at: 17th Floor, Pearl Plaza, No. 561A Dien Bien Phu Street, Thanh My Tay Ward, Ho Chi Minh City, Vietnam.

**THE BOARDS OF DIRECTORS, SUPERVISORS AND MANAGEMENT**

Members of the Boards of Directors, Supervisors and Management, who held the Company at the date of this report are as follows:

**BOARD OF DIRECTORS**

Mr. Tran Quang Tien	Chairman
Mr. Tran Duc Trung	Member
Mr. Tran Doan Vien	Member
Mr. Phung Tuan Anh	Member
Mr. Vu Duc Tuan	Member
Ms. Vu Thi Thu Viet	Member

**BOARD OF SUPERVISORS**

Mr. Dao The Hung	Head of the Board
Ms. Ta Thu Huong	Member
Ms. Dang Thi Bich Ngoc	Member

**BOARD OF MANAGEMENT**

Mr. Tran Doan Vien	General Director
Mr. Tran Duc Trung	Deputy General Director

**AUDITORS**

The Company's Report on the Utilization of Proceeds from the Issuance of 642,382 Shares under the Employee Stock Option Program as at 28 February 2026 has been audited by CPA VIETNAM Auditing Company Limited - A member firm of INPACT.



**STATEMENT OF THE BOARD OF MANAGEMENT (CONTINUED)**

**STATEMENT OF THE BOARD OF MANAGEMENT RESPONSIBILITY**

The Company's Board of Management is responsible for preparing Report on the Utilization of Proceeds from the Issuance, which give a true and fair view of the use of proceeds from the issuance of 642,382 shares under the Company's Employee Stock Option Program as at 28 February 2026. In preparing this Report on the Utilization of Proceeds from the Issuance, the Board of Management is required to:

- Design, implement and maintain a system of internal controls related to the preparation and reasonable presentation of Report on the Utilization of Proceeds from the Issuance so that the consolidated financial statements are free from material misstatement including fraud or errors;
- Select appropriate accounting policies and then apply them consistently;
- Make judgments and estimates prudently;
- State whether the applicable accounting standards have been complied with, and whether any material departures from such standards exist that require disclosure and explanation in the Report on the Utilization of Proceeds from the Issuance
- Prepare and present the Report on the Utilization of Proceeds from the Issuance in compliance with the applicable Accounting Standards, the Accounting Regime, and other relevant regulations.

The Board of Management is responsible for ensuring that proper accounting records are kept, which disclose, with reasonable accuracy at any time, the use of proceeds from the issuance of the Company to ensure that Report on the Utilization of Proceeds from the Issuance is prepared and presented fairly and reasonably, in accordance with the basis of preparation applicable to the Report on the Utilization of Proceeds from the Issuance as disclosed in Note 3 to the Notes to the Report on the Utilization of Proceeds from the Issuance.



**Tran Doan Vien**  
**General Director**

*Ho Chi Minh City, 20 March 2026*

**Head Office in Hanoi:**

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Thanh Xuan Dist., Hanoi, Vietnam

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No.: 108/2026/BCKT/CPA VIETNAM-HCM

**INDEPENDENT AUDITORS' REPORT**

**To: Shareholders**  
**The Board of Directors, Supervisors, and Management**  
**Hai Minh Corporation**

We have audited the Report on the Utilization of Proceeds from the Issuance under the Employee Stock Option Program of Hai Minh Joint Stock Company as at 28 February 2026, which was prepared on 20 March 2026, as set out on pages 06 to 10, comprising the Report on the Utilization of Proceeds from the Issuance and the accompanying Notes to the Report on the Utilization of Proceeds from the Issuance.

**Responsibility of the Board of Management**

The Board of Management of the Company is responsible for the preparation and presentation of the Company's Report on the Utilization of Proceeds from the Issuance in accordance with the Basis of Preparation described in Note 3 to the Notes to the Report on the Utilization of Proceeds from the Issuance, and for such internal control as the Board of Management of the Company determines is necessary to enable the preparation and presentation of the Report on the Utilization of Proceeds from the Issuance that is free from material misstatement, whether due to fraud or error.

**Responsibility of Auditors**

Our responsibility is to express an opinion on the Report on the Utilization of Proceeds from the Issuance based on our audit. We conducted our audit in accordance with Vietnamese Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Report on the Utilization of Proceeds from the Issuance is free from material misstatement.

The audit procedures performed included obtaining audit evidence regarding the amounts and disclosures in the Report on the Utilization of Proceeds from the Issuance. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Report on the Utilization of Proceeds from the Issuance, whether due to fraud or error. In making those risk assessments, the auditor considers the Company's internal control relevant to the preparation and presentation of the Report on the Utilization of Proceeds from the Issuance that presents fairly and reasonably, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. The audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of management's accounting estimates, as well as evaluating the overall presentation of the Report on the Utilization of Proceeds from the Issuance.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Auditors' Opinion**

In our opinion, the accompanying Report on the Utilization of Proceeds from the Issuance give a true and fair view of, in all material respects, the utilization of proceeds from the issuance of shares under the Employee Stock Option Program of Hai Minh Joint Stock Company as at 28 February 2026, in accordance with the Basis of Preparation described in Note 3 to the Notes to the Report on the Utilization of Proceeds from the Issuance.



***Basis of Preparation***

We draw readers' attention to Note 3 to the Notes to the Report on the Utilization of Proceeds from the Issuance, which describes the basis of preparation of the Report. This Report has been prepared for the purpose of enabling the Company to disclose information regarding the utilization of proceeds from the issuance of 642,382 shares under the Employee Stock Option Program. Accordingly, this Report may not be suitable for any other purpose.



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**Nguyen Thi Mai Hoa**  
**Deputy General Director**  
Audit Practising Registration Certificate  
No. 2326-2023-137-1

*Letter of authorization No. 04/2026/UQ-CPA VIETNAM dated 02/01/2026 of Chairman*

**For and on behalf of**  
**CPA VIETNAM AUDITING COMPANY LIMITED**  
**A member firm of INPACT**  
*Hanoi, 20 March 2026*

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**Le Thanh Tung Lam**  
**Auditor**  
Audit Practising Registration Certificate  
No: 5475-2026-137-1



**HAI MINH CORPORATION**

17th Floor, Pearl Plaza, No. 561A Dien Bien Phu Street, Thanh My Tay Ward, Ho Chi Minh City

**REPORT ON THE UTILIZATION OF PROCEEDS FROM THE ISSUANCE OF 642,382 SHARES  
UNDER THE EMPLOYEE STOCK OPTION PROGRAM AS AT 28 FEBRUARY 2026**

		Unit: VND		
		Proceeds from	Utilization of	Unutilized
		the issuance	proceeds from	proceeds from
			the issuance	the issuance
No.	Purpose of fund utilization			
1	2	3	4	5 = 3-4
1	Supplement the Company's working capital for its business operations	6,423,820,000	6,418,955,296	4,864,704
Total		6,423,820,000	6,418,955,296	4,864,704

Ho Chi Minh City, 20 March 2026

Preparer/Chief Accountant



Hoang Thi Huong

General Director



Tran Doan Vien



## **HAI MINH CORPORATION**

17th Floor, Pearl Plaza, No. 561A Dien Bien Phu Street, Thanh My Tay Ward, Ho Chi Minh City

### **NOTES TO REPORT ON THE UTILIZATION OF PROCEEDS FROM THE ISSUANCE AS AT 28 FEBRUARY 2026**

#### **1. GENERAL INFORMATION**

##### **a. Structure of ownership**

Hai Minh Corporation was established and operated under Certificate of Business Registration No. 0302525162 granted by the Ho Chi Minh City Department of Planning and Investment (now known as Ho Chi Minh City Department of Finance) on 24 January 2002, which were amended multiple times and the latest amendment is nineteen made on 09 January 2026 on the change of one of the Company's legal representative.

The Company's name in English is HAI MINH CORPORATION. Abbreviated name is HAMI CORP.

The charter capital as stipulated in the Business Registration Certificate amended for the nineteen time on 09 January 2026 is VND 138,422,290,000 (*in words: One hundred thirty-eight billion, four hundred twenty-two million, two hundred ninety thousand Vietnamese Dong only*).

The Company's shares are currently listed on Hanoi Stock Exchange (HNX) with Stock code: HMMH.

Registered office at: 17th Floor, Pearl Plaza, No. 561A Dien Bien Phu Street, Thanh My Tay Ward, Ho Chi Minh City, Vietnam.

##### **b. Operating industries and principal activities**

The operating industries of the Company as stated in Certificate of Business Registration are as follows:

- Manufacture of other general-purpose machinery;
- Manufacture of motor vehicle bodies, trailers, and semi-trailers;
- Other manufacturing N.E.C.;
- Repair of machinery and equipment;
- Repair and maintenance of transport equipment (excluding automobiles, motorcycles, and other motor vehicles);
- Construction of other civil engineering works;
- Installation of water supply, drainage, heating, and air conditioning systems;
- Wholesale of automobiles and other motor vehicles;
- Agents, brokers, auctioneers;
- Wholesale of agricultural machinery, equipment, and spare parts;
- Wholesale of other machinery, equipment, and spare parts;
- Freight transport by road;
- Coastal and ocean freight transport;
- Inland water freight transport;
- Direct supporting services for water transport activities;
- Cargo handling;
- Other supporting services related to transport;
- Real estate business, land use rights owned by others, or leased. Details: Warehouse rental services;
- Renting machinery, equipment, and other tangible goods. Details: Renting specialized equipment for loading, unloading, and transport (without operators); renting ships and maritime equipment;
- Production and sale of construction materials, precast concrete components, interior decoration products (not produced at the headquarters).

Main activities of the Company during the year: Shipping agency, warehousing business, transportation, leasing of properties.

**HAI MINH CORPORATION**

17th Floor, Pearl Plaza, No. 561A Dien Bien Phu Street, Thanh My Tay Ward, Ho Chi Minh City

**NOTES TO REPORT ON THE UTILIZATION OF PROCEEDS FROM THE ISSUANCE  
AS AT 28 FEBRUARY 2026****2. PURPOSE OF THE REPORT**

This Report has been prepared for the purpose of enabling the Company to disclose information regarding the utilization of proceeds from the issuance of 642,382 shares under the Employee Stock Option Program. Accordingly, this Report may not be suitable for any other purpose.

**3. BASIS OF PREPARATION**

The Report on the Utilization of Proceeds from the Issuance is presented in Vietnamese Dong (VND) and prepared on a cash-basis principle with respect to the utilization of proceeds from the issuance. The preparation of the Report complies with the applicable Accounting Standards, the Accounting Regime, the accounting policies adopted by the Company, other relevant legal regulations, and the Company's documentation relating to capital contribution, charter capital increase, and the actual utilization of proceeds from the issuance.

**4. INFORMATION ON THE ISSUANCE OF 642,382 SHARES UNDER THE EMPLOYEE STOCK OPTION PROGRAM**

- Name of shares: Hai Minh Joint Stock Company shares (Stock code: HMH);
- Type of shares: Ordinary shares;
- Par value: 10,000 VND per share;
- Number of shares issued: 642,382 shares;
- Issuance price: 10,000 VND per share;
- Total proceeds from the issuance: 6,423,820,000 VND;
- Issuance completion date: 21 October 2025.

**5. UTILIZATION OF PROCEEDS FROM THE ISSUANCE**

According to Resolution No. 01/2025/NQ-ĐHĐCĐ dated 08 May 2025 of the 2025 Annual General Meeting of Shareholders of Hai Minh Joint Stock Company, the proceeds from the issuance are to be used to supplement the Company's working capital for its business operations.

As at 28 February 2026, the Company had utilized the proceeds from the issuance in accordance with the approved plan. The details of the utilization of proceeds from the issuance are as follows:

No.	Description	Amount (VND)
A	Total proceeds from the issuance	6,423,820,000
B	Utilization of proceeds from the issuance	6,421,029,161
1	Payment of expenses related to agency contracts with shipping lines	4,575,844,971
2	Opening a guarantee account at a bank for the execution of an economic contract	1,500,000,000
3	Payment for outsourced services supporting business operations	296,095,190
4	Payment of the remaining portion of advisory fees for the issuance of shares under the Employee Stock Option Program	33,000,000
5	Payment for banking services	16,089,000
C	Interest income from non-term deposit accounts	2,073,865
D	Unutilized proceeds from the issuance (C = A+B-C)	4,864,704



**NOTES TO REPORT ON THE UTILIZATION OF PROCEEDS FROM THE ISSUANCE  
AS AT 28 FEBRUARY 2026**

**6. LEGAL BASIS FOR THE ISSUANCE OF 642,382 SHARES UNDER THE EMPLOYEE STOCK OPTION PROGRAM**

- Law on Enterprises No. 59/2020/QH14 dated 17 June 2020, effective from 01 January 2021;
- Law No. 76/2025/QH15 amending and supplementing certain provisions of the Law on Enterprises, adopted by the National Assembly on 17 June 2025 and effective from 01 July 2025;
- Law on Securities No. 54/2019/QH14 adopted by the National Assembly on 26 November 2019 and effective from 01 January 2021;
- Law No. 56/2024/QH15 amending and supplementing certain provisions of the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Administrative Penalties, adopted by the National Assembly on 29 November 2024 and effective from 01 January 2025;
- Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government providing detailed guidance on the implementation of certain provisions of the Law on Securities;
- Decree No. 245/2025/NĐ-CP dated 11 September 2025 of the Government amending and supplementing certain provisions of Decree No. 155/2020/NĐ-CP;
- Resolution No. 01/2025/NQ-ĐHĐCĐ dated 08 May 2025 of the 2025 Annual General Meeting of Shareholders of Hai Minh Joint Stock Company; Minutes of the 2025 Annual General Meeting of Shareholders dated 08 May 2025; and Submission No. 07/2025/TT-HĐQT dated 08 May 2025 regarding the approval of the Employee Stock Option Program (ESOP) issuance plan;
- Resolution of the Board of Directors No. 04/2025/NQ-HĐQT dated 13 August 2025 approving the list of employees eligible to participate in the ESOP issuance and the implementation timeline;
- Resolution No. 05/2025/NQ-HĐQT dated 14 August 2025 approving the implementation of the ESOP issuance plan;
- Resolution No. 06/2025/NQ-HĐQT dated 18 August 2025 approving the list of employees eligible to participate in the ESOP program, replacing Resolution No. 04/2025/NQ-HĐQT dated 13 August 2025;
- Official Letter No. 105/2025/CV-HMH dated 03 October 2025 regarding corrections to the list of employees participating in the ESOP program attached to Resolution No. 06/2025/NQ-HĐQT dated 18 August 2025;
- Resolution No. 10/2025/NQ-HĐQT dated 14 October 2025 approving the handling of undistributed shares in the ESOP issuance;
- Notice of change in the number of voting shares in circulation No. 118/2025/TB-HMH dated 24 October 2025;
- Resolution No. 11/2025/NQ-HĐQT approving the results of the ESOP issuance;
- Report on the results of the ESOP issuance No. 117/2025/BC-HMH dated 24 October 2025;
- Official Letter No. 7041/UBCK-QLCB dated 31 October 2025 of the State Securities Commission regarding the reporting documents on the ESOP issuance results of Hai Minh Joint Stock Company;
- Confirmation letter from VIETINBANK – Ngo Quyen Branch regarding the proceeds received from the ESOP issuance;

**HAI MINH CORPORATION**

17th Floor, Pearl Plaza, No. 561A Dien Bien Phu Street, Thanh My Tay Ward, Ho Chi Minh City

**NOTES TO REPORT ON THE UTILIZATION OF PROCEEDS FROM THE ISSUANCE  
AS AT 28 FEBRUARY 2026**

**6. LEGAL BASIS FOR THE ISSUANCE OF 642,382 SHARES UNDER THE EMPLOYEE  
STOCK OPTION PROGRAM (CONTINUED)**

- Official Letter No. 9430/CNVSDC dated 19 November 2025 of Vietnam Securities Depository and Clearing Corporation, Ho Chi Minh City Branch, regarding the adjustment of the registered number of shares – stock code HMH;
- Decision No. 1403/QĐ-SGDHN dated 27 November 2025 approving the change of stock listing registration of Hai Minh Joint Stock Company;
- Notice No. 5362/TB-SGDHN dated 08 December 2025 on the first trading day of the shares with changed stock listing registration of Hai Minh Joint Stock Company (Stock code: HMH).

*Ho Chi Minh City, 20 March 2026*

**Preparer/Chief Accountant**



**Hoang Thi Huong**

**General Director**



**Tran Doan Vien**

