



of the Law on Enterprises and the Company's Charter, except for the case stipulated in Clause 3, Article 21 of the Company's Charter.

b. The content of the resolution violates the law or the Company's Charter.

Chapter III

THE BOARD OF DIRECTORS

Section 1

GENERAL REGULATIONS

Article 40. Roles, Rights and Obligations of the Board of Directors

(Pursuant to the provisions of Articles 278 and 297 of Decree No. 155/2020/NĐ-CP)

The BOD must fully comply with the responsibilities and obligations as stipulated in the Law on Enterprises and the Company's Charter. In addition, the BOD has the following responsibilities and obligations:

1. To be responsible to the shareholders for the Company's operations;
2. To treat all shareholders equally and respect the interests of stakeholders related to the Company;
3. To ensure that the Company's operations comply with provisions of law, the Charter, and the Company's internal regulations;
4. To develop the Regulations on the Operation of the Board of Directors and submit them to the General Meeting of Shareholders for approval, and to publish them on the Company's website in accordance with the guidance in Circular No. 116/2020/TT-BTC dated December 31, 2020, providing guidance on certain articles regarding corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government providing detailed regulations for the implementation of certain articles of the Securities Law;
5. To monitor and prevent conflicts of interest among members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers, including the misuse of company assets and abuse of related party transactions;
6. To develop the Internal 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/NĐ-CP dated December 31, 2020, of the Government providing detailed regulations for the implementation of certain articles of the Securities Law;
7. To appoint the Head of Company Governance;
8. To organize training and seminars on corporate governance and necessary skills



for members of the Board of Directors, the General Director, and other managers of the Company;

9. To report on the BOD's activities to the General Meeting of Shareholders in accordance with current provisions of law;
10. To report on the corporate governance situation at the annual General Meeting of Shareholders and to disclose information in the Company's Annual Report in accordance with securities laws on information disclosure;
11. Other rights and obligations as stipulated in the Company's Charter and the Internal Regulations on Corporate Governance

Article 41. Rights, obligations, and responsibilities of members of the BOD

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

1. Members of the Board of Directors have full rights as stipulated in the Securities Law, relevant laws, the Company's Charter, and the Internal 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 its units.
2. Members of the Board of Directors have obligations as stipulated in the Company's Charter and the following obligations:
 - a. To perform their duties honestly and carefully in the best interests of the shareholders and the Company;
 - b. To attend all meetings of the Board of Directors and provide opinions on matters raised for discussion;
 - c. To report promptly and fully to the Board of Directors any remuneration received from subsidiaries, associated companies, and other organizations;
 - d. To report to the Board of Directors at the nearest meeting regarding transactions between the Company, its subsidiaries, or companies in which the public company holds controlling ownership of 50% or more of the charter capital, and a member of the Board of Directors or related persons of such member; as well as transactions between the Company and another company in which a member of the Board of Directors was a founder or an enterprise manager during the 03 (three) years immediately preceding the time of the transaction;
 - e. To disclose information when conducting transactions in the Company's shares in accordance with provisions of law.

Section 2

**REGULATIONS ON NOMINATION, SELF-NOMINATION, ELECTION,
DISMISSAL, AND REMOVAL OF MEMBERS OF THE BOD**

Article 42. Number, term, and composition of members of the Board of Directors.



(Pursuant to the provisions of Article 26 of the Company's Charter)

1. The number of members of the Board of Directors is 05 (five) persons.
2. The term of a member of the Board of Directors shall not exceed 05 (five) years, and they may be re-elected for an unlimited number of terms.
3. The composition of the BOD is as follows:
 - a. The composition of the Board of Directors of the Company must ensure that at least 01 (one) member of the Board of Directors is a non-executive member. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.
 - b. A member of the Board of Directors ceases to be a member of the Board of Directors in case of dismissal, removal, or replacement by the General Meeting of Shareholders as stipulated in Article 160 of the Law on Enterprises.
 - c. The appointment of a member of the Board of Directors must be disclosed in accordance with legal regulations on information disclosure in the securities market.
 - d. A member of the Board of Directors is not required to be a shareholder of the Company.

Article 43. Standards and conditions for members of the BOD

(Pursuant to the provisions of Clauses 1 and 2, Article 155 of the Law on Enterprises, Article 275 of Decree No. 155/2020/NĐ-CP)

1. Members of the Board of Directors must meet the standards and conditions as stipulated in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of a public company.
3. A member of the Board of Directors of a public company may concurrently serve as a member of the Board of Directors or a member of the Members' Council of a maximum of 05 (five) other companies.

Article 44. Nomination and candidacy for members of the Board of Directors

(Pursuant to the provisions of Article 274 of Decree No. 155/2020/NĐ-CP; Clauses 1, 2, 3 of Article 25 of the Company's Charter)

1. A shareholder or group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. A shareholder or group of shareholders holding 10% to less than 20% of the total voting shares may nominate 01 candidate; 20% to less than 30% may nominate a maximum of 02 candidates; 30% to less than 40% may nominate a maximum



of 03 candidates; 40% to less than 50% may nominate a maximum of 04 candidates; 50% to less than 60% may nominate a maximum of 05 candidates; 60% to less than 70% may nominate a maximum of 06 candidates; 70% to less than 80% may nominate a maximum of 07 candidates; and 80% or more may nominate a maximum of 08 candidates.

2. In case the number of candidates for the Board of Directors through nomination and candidacy (self-nomination) as stipulated in Clause 5, Article 115 of the Law on Enterprises is still insufficient, the incumbent Board of Directors shall nominate additional candidates in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors according to provisions of law.
3. In case the number of candidates additionally nominated by the incumbent Board of Directors under Clause 2 of this Article is still insufficient, the Board of Directors shall arrange for other shareholders to make nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of Directors. The arrangement by the incumbent Board of Directors for other shareholders to make additional nominations of candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors according to provisions of law.

Article 45. Method of electing members of the BOD

(Pursuant to the provisions of Clause 3, Article 148 of the Law on Enterprises, Clause 2, Article 21 of the Company's Charter)

The voting for the election of members of the Board of Directors must be conducted using the cumulative voting method, whereby each shareholder has a total number of voting shares corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to cumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors shall be determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members stipulated in the Company's Charter is reached. In case there are two or more candidates with an equal number of votes for the final member of the Board of Directors, a re-vote shall be conducted among the candidates with equal votes, or selection shall be made according to the criteria set forth in the election regulations or the Company's Charter.

Article 46. Cases of dismissal, removal, replacement, and supplementation of



members of the Board of Directors.

(Pursuant to Article 160 of the Law on Enterprises)

1. The General Meeting of Shareholders shall **dismiss** a member of the Board of Directors in the following cases:
 - a. No longer meeting the standards and conditions as stipulated in Article 155 of the Law on Enterprises;
 - b. Submitting a letter of resignation and such resignation being accepted;
 - c. Other cases stipulated in the Company's Charter.
2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
 - a. Failing to participate in activities of the Board of Directors for 06 (six) consecutive months, except in cases of force majeure;
 - b. Other cases stipulated in the Company's Charter.
3. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors; to dismiss or remove a member of the Board of Directors beyond the cases stipulated in Clauses 1 and 2 of this Article.
4. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members to the Board of Directors in the following cases:
 - a. The number of members of the Board of Directors has been reduced by more than one-third ($1/3$) compared to the number stipulated in the Company's Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
 - b. Except for the case stipulated 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 dismissed or removed at the nearest meeting.

Article 47. Notice of election, dismissal, and removal of members of the Board of Directors.

After a decision is made on the election, dismissal, or removal of a member of the BOD, the Company has the responsibility to disclose information internally within the Company, to relevant authorities, through public media, and on the Company's website, in accordance with the order and current provisions of laws.

Article 48. Method of introducing candidates for members of the Board of Directors

In cases where candidates for the Board of Directors have been identified, the Company must disclose information related to such candidates on the Company's website at least 10 days before the opening date of the General Meeting of Shareholders,



so that shareholders may review information about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to perform their **duties** honestly, carefully, and in the best interests of the Company if elected as a member of the Board of Directors. Information disclosed regarding candidates for the Board of Directors includes:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Work history;
- d. Other managerial titles (including positions on the Board of Directors of other companies);
- e. Interests related to the Company and the Company's related parties;
- f. Other information (if any) as stipulated in the Company's Charter.

The Company is responsible for disclosing information about companies in which the candidate holds a position as a member of the Board of Directors, other managerial titles, and interests related to the Company held by the candidate for the Board of Directors (if any).

Article 49. Election, removal, and dismissal of the Chairman of the Board of Directors.

(Pursuant to the provisions of Article 29 of the Company's Charter)

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors shall not concurrently serve as the General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - g. To establish the working program and plan of the Board of Directors;
 - h. To prepare the agenda, content, and documents for meetings; to convene, preside over, and act as the chairperson of meetings of the Board of Directors;
 - i. To organize the approval of resolutions and decisions of the Board of Directors;
 - j. To supervise the implementation of resolutions and decisions of the Board of Directors;
 - k. To chair meetings of the General Meeting of Shareholders;
 - l. Other rights and obligations as stipulated by the Law on Enterprises and the Company's Charter.
4. In case the Chairman of the Board of Directors submits a letter of resignation or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation letter or the date of dismissal or removal.



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 to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person, or the Chairman of the Board of Directors dies, goes missing, is held in temporary detention, is serving a prison sentence, is undergoing administrative handling at a compulsory rehabilitation center or compulsory education center, has fled their place of residence, is restricted or loses civil act capacity, has difficulties in cognition and behavior control, or is prohibited by a court from holding a position or practicing a certain profession, the remaining members shall elect one among themselves to serve as Chairman of the Board of Directors based on the approval of a majority of the remaining members, until a new decision is made by the Board of Directors.

Section 3

REMUNERATION, SALARIES, BONUSES, AND OTHER BENEFITS OF MEMBERS OF THE BOARD OF DIRECTORS

Article 50. Remuneration, bonuses, and other benefits of members of the Board of Directors.

(Pursuant to the provisions of Article 28 of the Company's Charter)

1. The Company has the right to pay remuneration 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 for their work and bonuses. Remuneration for work is calculated based on the number of working days necessary to complete the duties of a member of the Board of Directors and the remuneration rate per day. The Board of Directors shall estimate the remuneration level for each member based on 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 accounted for as a business expense of the Company in accordance with corporate income tax laws, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors who holds an executive position, or a member of the Board of Directors who works on sub-committees of the Board of Directors or performs other work outside the scope of the ordinary duties of a Board member, may be paid additional remuneration in the form of a lump-sum fee per task, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors have the right to be reimbursed for all



reasonable travel, meal, accommodation, and other reasonable expenses they have incurred while performing their responsibilities as Board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or any sub-committees of the Board of Directors.

6. Members of the Board of Directors may have liability insurance purchased for them by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance shall not cover responsibilities of members of the Board of Directors related to violations of law and the Company's Charter.

Section 4

REGULATIONS ON THE ORDER AND PROCEDURES FOR ORGANIZING MEETINGS OF THE BOARD OF DIRECTORS

Article 51. Minimum number of meetings per month/quarter/year

(Pursuant to the provisions of Article 157 of the Law on Enterprises; Article 30 of the Company's Charter)

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 (seven) business days from the date the election of that Board of Directors concludes. This meeting shall be convened and presided over by the member with the highest number of votes or the highest vote percentage. If more than one member has the highest and equal number of votes or vote percentage, the members shall vote by majority to select one person among them to convene the Board of Directors meeting.
2. The Board of Directors shall meet at least once per quarter and may hold extraordinary meetings.

Article 52. Cases where an extraordinary meeting of the Board of Directors must be convened.

(Pursuant to the provisions of Article 157 of the Law on Enterprises; Article 30 of the Company's Charter)

1. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a. Upon request of the Supervisory Board;
 - b. Upon request of the General Director or at least 05 (five) other managers;
 - c. Upon request of at least 02 (two) members of the Board of Directors;
 - d. Other cases as stipulated by the Company's Charter.
2. The request stipulated in Clause 1 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions to be made within the authority of the Board of Directors.
3. The Chairperson of the Board of Directors must convene a meeting of the Board



of Directors within 07 (seven) business days from the date of receipt of the request stipulated in Clause 1 of this Article. In case the Chairperson fails to convene a Board meeting as requested, the Chairperson shall bear responsibility for any damage caused to the Company; the requesting party has the right to replace the Chairperson of the Board of Directors to convene the Board meeting.

Article 53. Notice of Board of Directors meetings and the right of Supervisory Board members to attend Board of Directors meetings.

(Pursuant to the provisions of Article 157 of the Law on Enterprises; Article 30 of the Company's Charter)

1. The Chairperson of the Board of Directors or the person convening the Board meeting must send the meeting notice no later than 05 (five) business days before the meeting date. The meeting notice must specify the time and location of the meeting, the agenda, and the issues to be discussed and decided. The meeting notice must be accompanied by documents to be used at the meeting and the voting paper of the member.
2. The meeting notice for the Board of Directors may be sent by written invitation, telephone, fax, electronic means, or other methods as stipulated by the Company's Charter, and must reach the contact address of each member of the Board of Directors registered with the Company.
3. The Chairperson of the Board of Directors or the convener shall send the meeting notice and accompanying documents to members of the Supervisory Board in the same manner as to members of the Board of Directors.
4. Members of the Supervisory Board have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

Article 54. Conditions for organizing a meeting of the Board of Directors

(Pursuant to the provisions of Article 157 of the Law on Enterprises; Article 30 of the Company's Charter)

A meeting of the Board of Directors may be conducted when at least 3/4 (three-quarters) of the total number of members are present. If a meeting convened in accordance with the provisions of this Clause does not have the required number of members present, a second meeting shall be convened within 05 (five) days from the intended date of the first meeting. In this case, the meeting may be conducted if more than half of the members of the Board of Directors are present.

Article 55. Method of voting

(Pursuant to Article 30 of the Company's Charter)

1. A member of the Board of Directors is deemed to attend and vote at a meeting in the following cases:
 - a. Attending and voting directly in person at the meeting;



- b. Authorizing another person to attend and vote as stipulated in this Article;
 - c. Attending and voting via online conference, electronic voting, or other electronic means;
 - d. Sending a voting paper to the meeting via post, fax, or email;
 - e. Sending a voting paper by other means as prescribed by provisions of law (if any).
2. In case voting papers are sent to the meeting by post, the voting paper must be placed in a sealed envelope and must be delivered to the Chairperson of the Board of Directors no later than 01 (one) hour before the opening of the meeting. The voting paper may 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 authorized person as stipulated in Clause 1 of this Article physically present in person at the Board of Directors meeting has one (01) voting paper;
 - b. A member of the Board of Directors shall not vote on any transaction that provides a benefit to that member or a related person of that member as stipulated in the Law on Enterprises and Article 43 of the Company's Charter;
 - c. Controllers have the right to attend meetings of the Board of Directors and the right to discuss but not to vote.
4. The Board of Directors has the right to obtain written opinions of members of the Board of Directors to approve a Resolution of the Board of Directors when approving matters within the authority of the Board of Directors under Clause 2, Article 27 of the Company's Charter.
 - a. When necessary for the benefit of the Company, the Chairperson of the Board of Directors shall obtain written opinions of members of the Board of Directors to approve a resolution of the Board of Directors.
 - b. The opinion form and documents related to the content on which opinions are sought must be sent to members of the Board of Directors at least seven (07) business days before the deadline stated on the Opinion Form, except in urgent cases.
 - c. Each member of the Board of Directors has the responsibility to return the completed Opinion Form on time. An Opinion Form not returned or returned after the deadline shall be deemed a non-vote.
 - d. The Chairperson of the Board of Directors and the Company Secretary have the responsibility to count the votes and prepare a Minutes summarizing the opinions of the Board of Directors. The Minutes must clearly state the content on which opinions were sought, the matters approved, the number of approval votes, disapproval votes, and other opinions or abstentions for each matter, and the full names and signatures of the Chairperson of the Board of Directors and the Secretary of the Parent Company.



- e. The returned Opinion Forms, the Minutes summarizing opinions of Board members, the approved resolution, and documents related to the matters on which opinions were sought must be kept at the Company's head office.
 - f. A resolution of the Board of Directors approved by way of obtaining written opinions is adopted based on the approval of a majority of the members of the Board of Directors with voting rights. This resolution has the same effect and value as a resolution approved at a meeting of the Board of Directors convened and organized in the ordinary course.
5. A meeting of the Board of Directors may be organized in the form of an online conference among members of the Board of Directors when all or some members are at different locations, provided that each attending member can:
- a. Hear each other participating member of the Board of Directors speaking at the meeting;
 - b. Speak to all other attending members simultaneously. Discussions among members may be conducted directly by telephone or by other information communication means or a combination of these methods. A member of the Board of Directors participating in such a meeting is deemed to be "present" at that meeting. The meeting location for a meeting organized in accordance with this regulation shall be the location where the largest number of Board members are present, or the location where the Meeting Chairperson is present. Decisions passed in a telephone meeting that is properly organized and conducted shall be effective immediately upon conclusion of the meeting but must be confirmed by the signatures on the minutes of all members of the Board of Directors attending such meeting.
6. The Chairperson of the Board of Directors has the responsibility to send the Board of Directors meeting minutes to the members, and such minutes shall be conclusive evidence of the work conducted at the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The Board of Directors meeting minutes shall be prepared in Vietnamese and may be prepared in English. The minutes must bear the signatures of the chairperson and the minute-taker.

Article 56. Method of approving resolutions of the Board of Directors.

(Pursuant to Article 30 of the Company's Charter)

A resolution or decision of the Board of Directors is approved if approved by a majority of the members present at the meeting; in case of a tie vote, the final decision rests with the opinion of the Chairperson of the Board of Directors.

The Board of Directors approves resolutions and decisions by voting at a meeting, obtaining written opinions, or other forms as stipulated by the Company's Charter.

Article 57. Authorization of another person to attend meetings by a member of the



Board of Directors.

(Pursuant to Article 30 of the Company's Charter)

Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and shall contain the following main contents.

Article 58. Preparation of minutes of Board of Directors meeting.

(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 audio-recorded, recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and shall contain the following main contents:

- a. Name, head office address, enterprise identification number;
- b. Time and location of the meeting;
- c. Purpose, agenda, and content of the meeting;
- d. Full names of each attending member or authorized person attending the meeting and the method of attendance; full names of members not attending and the reasons;
- e. Matters discussed and voted on at the meeting;
- f. Summary of opinions expressed by each attending member in the order of the meeting proceedings;
- g. Voting results, clearly indicating which members voted in favor, against, or abstained;
- h. Matters approved and the corresponding approval voting ratio;
- i. Full names and signatures of the chairperson and the minute-taker, except in the case stipulated in Article 59 of these Regulations.

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

Minutes prepared in Vietnamese and in a foreign language have equal legal effect. In case of discrepancies between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail.

The chairperson, minute-taker, and other persons signing the minutes shall bear responsibility for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

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

Article 59. Case where the chairperson and/or secretary refuses to sign the Minutes of the Board of Directors meeting



(Pursuant to the provisions of Article 158 of the Law on Enterprises)

In case the chairperson or minute-taker refuses to sign the meeting minutes, if all other attending members of the Board of Directors sign the minutes and the minutes contain all the contents stipulated in points (a), (b), (c), (d), (dd), (e), (g), and (h) of Article 58 of these Regulations, such minutes shall be valid.

Article 60. Notification of resolutions and decisions of the Board of Directors

After issuing a Resolution/Decision of the BOD, the Company has the responsibility to disclose information internally within the Company, to relevant authorities, through public media, and on the Company's website, in accordance with the order and current provisions of law.

Section 5

SUBCOMMITTEES OF THE BOARD OF DIRECTORS

Article 61. Sub-committees under the BOD

(Pursuant to Article 31 of the Company's Charter)

61.1. Subcommittees of the Board of Directors:

1. When deemed necessary, the Board of Directors may establish subordinate sub-committees to be responsible for development policies, human resources, remuneration and rewards, 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 03 (three) persons, including members of the Board of Directors and external members. Non-executive members of the Board of Directors shall constitute a majority of the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by a decision of the Board of Directors. The activities of a sub-committee must comply with the regulations of the Board of Directors. A resolution of a sub-committee is effective only when approved by a majority of the members attending and voting at the sub-committee meeting.
2. The implementation of decisions of the Board of Directors or of a sub-committee under the Board of Directors must comply with current legal regulations and the provisions of the Company's Charter and the Internal Regulations on Corporate Governance.
3. The term of a sub-committee shall follow the term of the Board of Directors.

61.2. Standards for members of sub-committees under the Board of Directors:

1. Specific standards for members of a sub-committee shall be detailed in the regulations on organization and operation of that sub-committee; however, they must fundamentally meet the following standards:
 - a. Hold a university degree, have expertise, experience, and working skills in the



- field under the sub-committee's purview;
- b. Possess degrees or certificates where required by provisions of law;
 - c. Other standards and conditions as stipulated by the Board of Directors.
2. The Head of a sub-committee, in addition to the conditions set forth in Clause 1 of this Article, must be an independent member of the Board of Directors / a non-executive member of the Board of Directors.
- 61.3. Operating principles and responsibilities of the Subcommittee**
- 3. Operating principles
 - a. Decisions of a Sub-committee shall be approved by majority vote. Voting may be conducted directly at a meeting, by obtaining written opinions, or through appropriate electronic means in accordance with provisions of law and the Company's Charter.
 - b. Decisions of a Sub-committee must comply with current legal regulations and the provisions of the Charter and the Internal Regulations on Corporate Governance of the Company.
 - c. Activities of a Sub-committee must protect and maximize the rights and interests of the Company.
 - 4. Responsibilities of the Subcommittee
 - a. To advise, counsel, and assist the Board of Directors in their assigned areas and in developing the Company's governance and management system.
 - b. To properly and fully implement the resolutions and decisions of the Board of Directors.
 - c. To establish an organizational structure, activity plan, and reasonable division of duties among members of the sub-committee; to coordinate with other sub-committees, Executives, and departments/centers of the Company to best perform assigned tasks.
 - d. To promptly update knowledge and practical situations in their assigned areas as directed by the Board of Directors to notify Executives and departments/centers of the Company in order to support improving work productivity and quality and preventing risks.
 - e. To report on organization, activities, and specific tasks periodically and extraordinarily as requested by the Board of Directors.
 - f. Other responsibilities as stipulated in the regulations on organization and operation of the sub-committee.

Section 6

SELECTION, APPOINTMENT, DISMISSAL OF THE HEAD OF COMPANY GOVERNANCE

Article 62. Standards for the Corporate Governance Officer

(Pursuant to Clause 2, Article 32 of the Company's Charter)



The Head of Company Governance shall not simultaneously work for an approved audit organization that is auditing the Company's financial statements.

Article 63. Appointment of the Head of Corporate Governance

(Pursuant to Clause 1, Article 32 of the Company's Charter)

The Board of Directors of the Company must appoint at least 01 (one) Head of Company Governance to assist with corporate governance work at the enterprise. The Head of Company Governance may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Law on Enterprises.

Article 64. Cases of dismissal of the Head of Company Governance.

1. The BOD may remove/dismiss the Head of Company Governance when necessary, provided that such removal/dismissal does not contravene current labor laws.
2. The Head of Company Governance may be removed by a resolution of the General Meeting of Shareholders.

Article 65. Notice of appointment and dismissal of the Head of Company Governance.

After a decision is made on the appointment or dismissal of the Head of Company Governance, the Company has the responsibility to disclose information internally within the Company, to relevant authorities, through public media, and on the Company's website, in accordance with the order and provisions of law of current laws.

Article 66. Rights and Obligations of the Head of Company Governance

(Pursuant to Clause 3, Article 32 of the Company's Charter)

The Head of Company Governance has the following rights and obligations:

- a. To advise the Board of Directors on organizing General Meetings of Shareholders in accordance with regulations and on matters related to the relationship between the Company and its shareholders;
- b. To prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
- c. To advise on meeting procedures;
- d. To attend meetings;
- e. To advise on procedures for drafting resolutions of the Board of Directors in compliance with provisions of law;
- f. To provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Supervisory Board;
- g. To monitor and report to the Board of Directors on the Company's information



- disclosure activities;
- h. To act as a liaison point with relevant stakeholders;
- i. To keep information confidential in accordance with provisions of law and the Company's Charter;
- j. Other rights and obligations as stipulated by provisions of law.

Chapter IV

SUPERVISORY BOARD

Section 1

GENERAL REGULATIONS

Article 67. Roles, rights, obligations of the Supervisory Board, and responsibilities of members of the Supervisory Board.

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

1. Members of the Supervisory Board have the rights stipulated in the Law on Enterprises, relevant provisions of law, the Company's Charter, and the Regulations on the Operation of the Supervisory Board, including the right to access information and documents related to the Company's operating situation. Members of the Board of Directors, the General Director, and other executives of the enterprise have the responsibility to provide information promptly and fully upon request of a member of the Supervisory Board.
2. Members of the Supervisory Board have the responsibility to comply with provisions of law, the Company's Charter, the Regulations on the Operation of the Supervisory Board, and professional ethics in exercising their assigned rights and obligations.
3. The Supervisory Board has the rights and obligations stipulated in Article 170 of the Law on Enterprises, the Company's Charter, and the following rights and obligations:
 - a. To propose and recommend to the General Meeting of Shareholders the approval of the list of approved audit organizations to perform the audit of the Company's financial statements; to decide on the approved audit organization to perform the inspection of the Company's activities, and to dismiss the approved auditor when deemed necessary.
 - b. To bear responsibility to the shareholders for their supervisory activities.
 - c. To supervise the financial situation of the Company and compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.
 - d. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
 - e. In case of detecting violations of the law or violations of the Company's Charter by members of the Board of Directors, the General Director, or other

executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and implement remedial measures.

- f. To develop the Regulations on the Operation of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
- g. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/NĐ-CP.

Section 2

REGULATIONS ON THE TERM, NUMBER, COMPOSITION, AND STRUCTURE OF MEMBERS OF THE SUPERVISORY BOARD

Article 68. Number, term, composition, and structure of members of the Supervisory Board

(Pursuant to the provisions of Article 168 of the Law on Enterprises, Clause 1, Article 38 of the Company's Charter)

- 1. The number of members of the Supervisory Board of the Company is 03 (three) persons.
- 2. The term of a Controller shall not exceed 05 (five) years and they may be re-elected for an unlimited number of terms.
- 3. A member of the Supervisory Board is not required to be a shareholder of the Company.
- 4. The Head of the Supervisory Board shall be elected by the Supervisory Board from among the Controllers; the election, dismissal, and removal shall follow the majority principle. The rights and obligations of the Head of the Supervisory Board are stipulated by the Company's Charter. The Supervisory Board must have more than half of the Controllers residing in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise, unless the Company's Charter provides for higher standards.
- 5. In case Controllers' terms end simultaneously but new-term Controllers have not yet been elected, the Controllers whose terms have expired shall continue to exercise their rights and obligations until new-term Controllers are elected and assume their duties.

Article 69. Standards and conditions for members of the Supervisory Board

(Pursuant to the provisions of Article 169 of the Law on Enterprises, Clause 2, Article 38 of the Company's Charter)

- 1. A Controller must meet the following standards and conditions:
 - a. Not falling under the categories stipulated in Clause 2, Article 17 of the Law



- on Enterprises;
- b. Having been trained in one of the majors: economics, finance, accounting, auditing, law, business administration, or a major appropriate to the business activities of the enterprise;
 - c. Not being a family member of a member of the Board of Directors, the General Director, or other managers;
 - d. Not being a manager of the Company; not necessarily a shareholder or employee of the Company;
 - e. Not working in the accounting or finance departments of the Company;
 - f. Not being a member or employee of the independent audit firm that performed the audit of the Company's financial statements for the 03 (three) preceding consecutive years.
 - g. Other standards and conditions as stipulated by other relevant provisions of law.
2. In addition to the standards and conditions stipulated in Clause 1 of this Article, Controllers of the Company must ensure full compliance with the conditions stipulated in Clause 2, Article 169 of the Law on Enterprises.
 3. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.

Article 70. Nomination and candidacy for members of the Supervisory Board

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

1. The candidacy (self-nomination) and nomination of members of the Supervisory Board shall be carried out similarly to the provisions in Clause 1, Article 25 of the Company's Charter. A shareholder or group of shareholders holding 10% to less than 20% of the total voting shares may nominate 01 candidate; 20% to less than 30% may nominate a maximum of 02 candidates; 30% to less than 40% may nominate a maximum of 03 candidates; 40% to less than 50% may nominate a maximum of 04 candidates; 50% or more may nominate a maximum of 05 candidates.
2. In case the number of candidates for the Supervisory Board through nomination and candidacy (self-nomination) under Clause 5, Article 115 of the Law on Enterprises is insufficient, the incumbent Supervisory Board may nominate additional candidates in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Supervisory Board. The nomination of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board



according to provisions of law.

3. In case the number of candidates additionally nominated by the incumbent Supervisory Board under Clause 2 of this Article is still insufficient, the incumbent Supervisory Board shall arrange for other shareholders to make nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Supervisory Board. The arrangement by the incumbent Supervisory Board for other shareholders to make additional nominations of candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board according to provisions of law.

Article 71. Method of electing members of the Supervisory Board

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

1. The voting for the election of members of the Supervisory Board must be conducted using the cumulative voting method, whereby each shareholder has a total number of voting shares corresponding to the total number of shares owned multiplied by the number of members to be elected to the Supervisory Board, and the shareholder has the right to cumulate all or part of their total votes for one or several candidates. The elected members of the Supervisory Board shall be determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members stipulated in the Company's Charter is reached. In case there are two or more candidates with an equal number of votes for the final member of the Supervisory Board, a re-vote shall be conducted among the candidates with equal votes, or selection shall be made according to the criteria set forth in the election regulations, the Regulations on the Operation of the Supervisory Board, or the Company's Charter.
2. 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 conducted using the cumulative voting method as stipulated in Clause 3, Article 148 of the Law on Enterprises, or by voting method (approve, disapprove, abstain). The approval voting ratio for the voting method shall be carried out in accordance with Clause 2, Article 21 of the Company's Charter.

Article 72. Cases of dismissal and removal of members of the Supervisory Board

(Pursuant to the provisions of Article 174 of the Law on Enterprises)

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 for serving as a member of the Supervisory Board as stipulated in Article 169 of the Law on Enterprises;



- b. Submitting a letter of resignation and such resignation being accepted;
 - c. Other cases as stipulated by the Company's Charter.
2. The General Meeting of Shareholders shall remove a member of the Supervisory Board in the following cases:
- a. Failing to complete assigned duties or work;
 - b. Failing to exercise their rights and obligations for 06 (six) consecutive months, except in cases of force majeure;
 - c. Repeatedly or seriously violating the obligations of a member of the Supervisory Board as stipulated by the Law on Enterprises and the Company's Charter;
 - d. Other cases as provided by a resolution of the General Meeting of Shareholders.

Article 73. Notice of election, dismissal, and removal of members of the Supervisory Board.

After a decision is made on the election, dismissal, or removal of a Controller, the Company has the responsibility to disclose information internally within the Company, to relevant authorities, through public media, and on the Company's website, in accordance with the order and provisions of law of current laws.

Article 74. Salaries and other benefits of members of the Supervisory Board

(Pursuant to the provisions of Article 172 of the Law on Enterprises)

- 1. Members of the Supervisory Board are entitled to salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board;
- 2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent advisory services. The total amount of remuneration and such expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise;
- 3. Salaries and operating expenses of the Supervisory Board shall be accounted for as business expenses of the Company in accordance with corporate income tax laws, other relevant legal regulations, and must be presented as a separate item in the Company's annual financial statements.

Chapter V

GENERAL DIRECTOR

Article 75. Roles, responsibilities, rights, and obligations of the General Director.



(Pursuant to Clauses 2 and 4, Article 35 of the Company's Charter)

1. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and bears responsibility to the Board of Directors and before the law for the performance of assigned rights and obligations.
2. The General Director has the following rights and obligations:
 - a. To decide on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;
 - b. To organize the implementation of resolutions and decisions of the Board of Directors;
 - c. To organize the implementation of the Company's business plans and investment projects;
 - d. To propose plans on organizational structure and internal management rules of the Company;
 - e. To appoint, dismiss, and remove managerial positions within the Company, except for positions under the authority of the Board of Directors;
 - f. To decide on salaries and other benefits for employees of the Company, including managers under the appointment authority of the General Director;
 - g. To recruit employees;
 - h. To propose plans for dividend payment or handling of business losses;
 - i. Other rights and obligations as stipulated by provisions of law, the Company's Charter, and resolutions or decisions of the Board of Directors.

Article 76. Term, standards, and conditions of the General Director

(Pursuant to the provisions of Clause 5, Article 162 of the Law on Enterprises; Clause 3, Article 35 of the Company's Charter)

The term of the General Director shall not exceed 05 (five) years and may be renewed for an unlimited number of terms. The General Director must meet the following standards and conditions:

- a. Not falling under the categories stipulated in Clause 2, Article 17 of the Law on Enterprises;
- b. Not being a family member of an enterprise manager, a Controller of the company or parent company; a representative of state capital, or a representative of enterprise capital in the company or parent company;
- c. Possessing professional qualifications and experience in the business management of the Company.

Article 77. Candidacy and nomination of the General Director

The Board of General Directors and members of the BOD have the right to nominate candidates for General Director in accordance with the standards and conditions stipulated in Article 76 of these Regulations and to submit them to the BOD



for consideration when the Company has a need to seek a General Director.

Article 78. Appointment, dismissal, contract signing, and contract termination for the General Director.

(Pursuant to Clauses 1 and 5, Article 35 of the Company's Charter)

The Board of Directors shall appoint a member of the Board of Directors or hire another person to serve as General Director.

The Board of Directors may dismiss the General Director when approved by a majority of the voting members of the Board of Directors present at the meeting, and shall appoint a new General Director to replace them.

The Board of Directors has the authority to sign/terminate contracts and decide the terms of the labor contract as stipulated in point (i), Clause 2, Article 27 and Article 35 of the Company's Charter.

Article 79. Notice of appointment, dismissal, contract signing, and contract termination for the General Director.

After a decision is made on the election, dismissal, or removal of the General Director, the Company has the responsibility to disclose information internally within the Company, to relevant authorities, through public media, and on the Company's website, in accordance with the order and provisions of law of current laws.

Article 80. Salary and other benefits of the General Director

(Pursuant to Clauses 2 and 4, Article 34 of the Company's Charter)

1. The General Director is entitled to salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.
2. The salary of the Executive shall be accounted for as a business expense of the Company in accordance with corporate income tax laws, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Chapter VI

OTHER ACTIVITIES

Section 1

REGULATIONS ON COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, AND THE GENERAL DIRECTOR

Article 81. Procedures, order for convening, meeting notices, minute-taking, and notification of meeting results between the BOD, the Supervisory Board, and the General Director.



The procedures, order for convening, meeting notices, minute-taking, and notification of meeting results between the BOD, the Supervisory Board, and the General Director shall be carried out in accordance with the procedures and order for convening BOD meetings as stipulated in Section 4, Chapter 3 of these Regulations.

Article 82. Notification of BOD Resolutions/Decisions to the Supervisory Board.

(Pursuant to the provisions of Clause 1, Article 171 of the Law on Enterprises)

Resolutions/Decisions and meeting minutes of the BOD, after being issued, must be sent to the Controllers at the same time and by the same method as for members of the BOD.

Article 83. Notification of BOD Resolutions/Decisions to the General Director

BOD Resolutions/Decisions (with contents related to the **responsibilities**, powers, and **obligations** of the General Director), after being issued, must be sent to the General Director at the same time and by the same method as for members of the BOD.

Article 84. Cases where the Supervisory Board and the General Director request the convening of a BOD meeting and matters requiring the BOD's opinion.

(Pursuant to the provisions of point (h), Clause 3, Article 162 of the Law on Enterprises, Article 288 of Decree No. 155/2020/NĐ-CP, Clause 4, Article 35, and Article 40 of the Company's Charter)

1. Cases requesting the convening of a BOD meeting.
 - a. The Supervisory Board may request the convening of a BOD meeting in the following cases:
 - Upon request of a shareholder/group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises.
 - When it deems that the right of Controllers to access information and documents related to the Company's operating situation is not fully exercised in accordance with current laws and the Company's Charter;
 - When detecting violations of the law or violations of the Company's Charter by members of the BOD, the General Director, or other enterprise executives, after having sent a written notification to the BOD as stipulated in Clause 5, Article 40 of the Company's Charter, but the violator has not ceased the violation or implemented remedial measures;
 - b. The General Director may request the convening of a BOD meeting in the following cases:
 - When it deems that the rights of the General Director as stipulated in Article 35 of the Company's Charter are not being exercised;
 - When detecting violations of the law or violations of the Company's Charter by other enterprise executives, after having sent a written notification to the BOD, but the violator has not ceased the violation or implemented remedial



measures.

2. Issues requiring the Board of Directors approval:
 - a. Recommendations to the BOD on plans for organizational structure and internal management rules of the Company;
 - b. Proposals for measures to improve the Company's operations and management;
 - c. The General Director must prepare a plan for the Board of Directors to approve annual labor utilization plans.
 - d. The General Director must prepare a plan for the Board of Directors to approve matters related to the Company's relations with trade union organizations in accordance with best standards, practices, and management policies, as well as the practices and policies stipulated in the Company's Charter, the Company's rules, and current provisions of law.
 - e. To seek the BOD's opinion on the Audited Financial Statements (including the proposed balance sheet, income statement, and cash flow statement) for each fiscal year, which must be submitted for BOD approval;
 - f. To propose plans for dividend payment or handling of business losses;
 - g. To seek the BOD's opinion for ratification of the detailed business plan for the following fiscal year;
 - h. Other matters when deemed in the interests of the Company.

Article 85. Reports of the General Director to the BOD on the performance of assigned duties and powers.

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

1. Report on the status of implementation of Resolutions of the BOD and the General Meeting of Shareholders, the business plan, and the investment plan of the Company that have been approved by the BOD and the General Meeting of Shareholders;
2. Quarterly and annual reports assessing the financial situation and production and business activities of the Company;
3. Report on improvements in organizational structure, policies, and management;
4. Annual report on the implementation of obligations to the environment, community, and employees;
5. Report on the status of implementation of other matters authorized by the BOD and the General Meeting of Shareholders;
6. Reporting on other matters as requested by the BOD.

Article 86. Review of the implementation of resolutions and other authorized matters of the BOD by the General Director.

Based on the report of the General Director on the performance of assigned duties



and powers as stipulated in Article 75 of these Regulations, the BOD shall conduct a review of the results of the implementation of resolutions and other authorized matters of the BOD by the General Director.

Article 87. Matters that the General Director must report and provide information on, and the method of notification to the BOD and SB.

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

1. Matters that the General Director must report and provide information on, and the method of notification to the BOD.
2. The contents under Article 84 of these Regulations;
3. The General Director has the obligation to notify the BOD of transactions between the Company, its subsidiaries, or other companies in which the Company holds controlling ownership of 50% or more of the charter capital, and such person themselves or the related persons of such person as prescribed by provisions of law.
4. Other matters requiring opinions or reporting to the BOD must be sent at least seven (07) business days in advance, and the BOD shall respond within seven (07) business days.
5. Particularly for the approval of contracts and transactions under Clause 1, Article 167 of the Law on Enterprises with a value of less than 35% of the total asset value of the enterprise recorded in the most recent financial statements or another smaller ratio or value as stipulated in the Company's Charter, the company representative signing the contract or transaction must notify the members of the Board of Directors and the Controllers of the related parties to such contract or transaction and attach the draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notice, unless the Company's Charter provides for a different period; members of the Board of Directors who have interests related to the parties to the contract or transaction are not entitled to vote.
6. Matters that the General Director must report and provide information on, and the method of notification to the SB.
 - a. Reports of the General Director submitted to the BOD or other documents issued by the company shall be sent to the Controllers at the same time and by the same method as to members of the BOD.
 - b. The General Director and other enterprise executives must provide complete, accurate, and timely information and documents regarding the management, administration, and business operations of the Company upon request of a Controller or the Supervisory Board.
 - c. The method of notification to the SB shall be the same as that to the Board of



Directors.

Article 88. Coordination of control, management, and supervision activities between the Chairman of the BOD, members of the BOD, Controllers, and the General Director according to the specific duties of the aforementioned members.

1. Coordination of activities between the SB and the BOD:

The SB has the role of supervision, coordination, advice, and providing full, timely, and accurate information. Specifically as follows:

- a. Regularly notify the BOD of operating results, consult the BOD's opinions before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
- b. In meetings attended by the Supervisory Board, the Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved audit organization to attend and answer matters requiring clarification;
- c. Periodic and extraordinary inspections by the SB must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the BOD to provide additional basis to assist the BOD in the management of the Company. Depending on the extent and results of the above inspection, the SB must discuss and reach agreement with the BOD and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, they are authorized to reserve their opinions and record them in the minutes, and the Head of the SB has the responsibility to report to the nearest General Meeting of Shareholders;
- d. In case the Supervisory Board detects violations of the law or violations of the Company's Charter by members of the BOD, the Supervisory Board shall notify the BOD in writing within forty-eight (48) hours, requesting the violator to cease the violation and implement remedial measures;
- e. Controllers have the obligation to notify the BOD of transactions between the Company, its subsidiaries, or other companies in which the Company holds controlling ownership of 50% or more of the charter capital, and such person themselves or the related persons of such person as prescribed by provisions of law;
- f. For recommendations related to the operating and financial situation of the Company, the SB must send written documents along with related materials at least fifteen (15) days before the expected date of receiving a response;
- g. Recommendations to the BOD must be sent at least seven (07) business days in advance, and the BOD shall respond within seven (07) business days;
- h. The BOD shall facilitate the SB in exercising its rights and obligations.

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



The SB has the function of inspection and supervision.

- a. In meetings attended by the Supervisory Board, the Supervisory Board has the right to request the General Director (simultaneously requesting members of the Board of Directors, the General Director, and representatives of the approved audit organization) to attend and answer matters of concern to the Controllers;
 - b. Periodic and extraordinary inspections by the SB must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the General Director to provide additional basis to assist the General Director in the management of the Company. Depending on the extent and results of the above inspection, the SB must discuss and reach agreement with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, they are authorized to reserve their opinions and record them in the minutes, and the Head of the SB has the responsibility to report to the nearest General Meeting of Shareholders;
 - c. Controllers have the right to request the General Director to facilitate access to records and documents related to the Company's business operations at the Head Office or where records are stored;
 - d. For information and documents on management, administration of business operations, financial reports, and business situation reports, the SB's request for provision must be sent to the Company at least forty-eight (48) working hours before the expected time of receiving a response. The SB shall not use undisclosed information of the company or disclose it to others to carry out related transactions;
 - e. Recommendations on measures to amend, supplement, or improve the organizational structure for management, supervision, and administration of the company's business operations by the SB must be sent to the General Director at least seven (07) business days before the expected date of receiving a response;
 - f. The General Director shall facilitate the SB in exercising its rights and obligations.
3. Coordination of activities between the General Director and the BOD: The General Director is the person representing and managing the Company's operations, ensuring the Company operates continuously and efficiently.
- a. When recommending plans for organizational structure or internal management rules of the company, the General Director shall send them to the BOD as soon as possible, but no less than seven (07) days before the date such content needs to be decided;
 - b. The General Director must prepare a plan for the BOD to approve the annual labor utilization plan;
 - c. The General Director must prepare a plan for the BOD to approve matters



related to the Company's relations with trade union organizations in accordance with best standards, practices, and management policies, as well as the practices and policies stipulated in the Company's Charter, the Company's rules, and current provisions of law;

- d. The General Director has the obligation to notify the BOD of transactions between the Company, its subsidiaries, or other companies in which the Company holds controlling ownership of 50% or more of the charter capital, and such person themselves or the related persons of such person as prescribed by provisions of law;
- e. Other matters requiring opinions as stipulated in Clause 2, Article 84 of these Regulations must be sent to the BOD at least seven (07) business days before the expected date of receiving a response.
- f. f. The General Director is appointed and dismissed by the Board of Directors. The General Director is the person who manages the daily operations of the Company; is subject to the supervision of the Board of Directors; bears responsibility to the Board of Directors, the General Meeting of Shareholders, and before the law for the performance of assigned rights and obligations.
- g. The General Director is the legal representative of the Company, being the individual representing the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as a plaintiff, defendant, or person with related interests and obligations before an Arbitrator, Court, and other rights and obligations as prescribed by provisions of law.
- h. The General Director, as the legal representative of the Company, has the right to decide on all matters related to the Company's operations, excluding matters within the authority of the General Meeting of Shareholders or the Board of Directors. The General Director may delegate/authorize decisions and the signing of transactions and contracts within the authority of the legal representative.
- i. The General Director has the right to refuse to execute and reserve opinions on decisions of the Board of Directors if they find them contrary to law or state regulations, and immediately report and explain in writing to the Board of Directors and the Supervisory Board. The Board of Directors may suspend or cancel the implementation of the General Director's decisions if it finds them contrary to law, in violation of the Charter, resolutions, or decisions of the Board of Directors.
- j. The General Director has the right to decide on measures beyond his/her authority in emergency cases (natural disasters, epidemics, fires, unexpected incidents, etc.) but must bear responsibility for such decisions. At the same time, he/she must immediately report to the Board of Directors and the General Meeting of Shareholders at the nearest opportunity.



- k. The General Director must explain losses and inefficiencies for each period and remedial plans to the Board of Directors and the General Meeting of Shareholders. In case of continuous losses and failure to develop a positive remedial plan, the Board of Directors shall pass a resolution to remove the General Director.

Section 2

REGULATIONS ON ANNUAL EVALUATION OF ACTIVITIES FOR REWARDS AND DISCIPLINE OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR, AND OTHER ENTERPRISE EXECUTIVES

Article 89. Regulations on the evaluation of activities of Members of the BOD, Controllers, the General Director, and other executives.

1. The BOD has the responsibility to develop activity evaluation standards for all subjects who are members of the BOD, the General Director, and other executives.
2. The activity evaluation standards must harmonize the interests of the Enterprise Executives with the long-term interests of the Company and its shareholders. Financial and non-financial indicators used in the evaluation shall be carefully considered and decided by the BOD at each point in time. Among these, non-financial indicators may include: the interests of stakeholders, operational efficiency, progress and improvements achieved, etc.
3. Annually, based on the assigned functions, duties, and the established evaluation standards/results achieved, the BOD shall organize the evaluation of the activities of BOD members.
4. The evaluation of the activities of Controllers shall be organized and carried out in the manner set forth in the organizational structure and activities of the SB.
5. The evaluation of the activities of other executives shall be carried out in accordance with internal regulations or may be based on the self-assessment of activities of these executives.

Article 90. Rewards

1. The BOD or the Remuneration Sub-committee (if any) has the responsibility to develop a reward policy. Rewards shall be granted based on the results of the activity evaluation under Article 89 of these Regulations.
2. Forms of rewards: in cash, in shares (issuing shares under an employee stock option plan for company employees), or other forms developed by the BOD or the Remuneration Sub-committee. The forms of rewards must be planned by the General Director and submitted to the BOD for approval; if beyond authority, they shall be submitted to the General Meeting of Shareholders for approval.
3. The reward regime for subjects who are members of the BOD and Controllers

shall be decided by the General Meeting of Shareholders.

4. For subjects who are Enterprise Executives: the source of reward funds shall be drawn from the Company's Reward and Welfare Fund and other lawful sources. The reward level shall be based on the actual annual business results; the General Director shall propose it to the BOD for approval; if beyond authority, it shall be submitted to the General Meeting of Shareholders for approval.

Article 91. Discipline

1. The BOD has the responsibility to establish forms of discipline based on the nature and severity of the violation. Discipline must include the highest form being removal and dismissal from office.
2. Members of the BOD, Controllers, and Enterprise Executives who fail to perform their duties as required with honesty, diligence, and care shall bear personal responsibility for any damage caused by them.
3. Members of the BOD, Controllers, and Enterprise Executives who, in performing their duties, commit acts violating provisions of law or Company regulations shall, depending on the severity of the violation, be subject to disciplinary action, administrative penalties, or criminal prosecution in accordance with provisions of law and the Company's Charter. In case of causing damage to the interests of the Company, shareholders, or others, they shall be required to compensate in accordance with provisions of law.

Chapter VII

AMENDMENT OF REGULATIONS ON CORPORATE GOVERNANCE

Article 92. Supplementation and amendment of the Regulations on Corporate Governance

1. The supplementation or amendment of these Regulations must be considered and decided by the General Meeting of Shareholders of the Company.
2. In case there are provisions of law related to the Company's operations that are not addressed in these Regulations, or in case there are new provisions of law that differ from the provisions of these Regulations, such provisions of law shall automatically apply and govern the Company's operations.

Chapter VIII

EFFECTIVE DATE

Article 93. Effective date

1. These Regulations, consisting of 08 Chapters and 93 Articles, were unanimously approved by the General Meeting of Shareholders of Central Pharmaceutical Joint Stock Company Codupha on April 23, 2026, and the full text of these Regulations is hereby agreed to take effect.
2. These Regulations are the sole and official regulations of the Company.



3. Copies or extracts of the Regulations on Corporate Governance must bear the signature of the Chairman of the BOD.

**ON BE HALF THE BOARD OF DIRECTORS
CHAIRMAN**



Dr. BUI HUU HIEN

