

SOCIALIST REPUBLIC OF VIETNAM
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**INTERNAL REGULATIONS ON
CORPORATE GOVERNANCE
CODUPHA CENTRAL PHARMACEUTICAL
JOINT STOCK COMPANY**



*(Issued pursuant to the Resolution of the Annual General Meeting of
Shareholders 2026 of Codupha Central Pharmaceutical Joint Stock Company)*

Ho Chi Minh City, April 22, 2026



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INTERNAL REGULATIONS ON CORPORATE GOVERNANCE CODUPHA CENTRAL PHARMACEUTICAL JOINT STOCK COMPANY

- 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 passed by the National Assembly on January 11, 2022, and Law No. 76/2025/QH15 passed by the National Assembly on June 17, 2025;
- Pursuant to the Securities Law 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 passed by the National Assembly on November 29, 2024;
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government providing detailed regulations on the implementation of certain articles of the Securities Law, as amended and supplemented by Decree No. 245/2025/NĐ-CP dated September 11, 2025;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance 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 on the implementation of certain articles of the Securities Law;
- Pursuant to the Charter on organization and operation of Central Pharmaceutical Joint Stock Company Codupha (the "Company");
- Pursuant to the Resolution of the annual General Meeting of Shareholders for the year 2026 of Central Pharmaceutical Joint Stock Company Codupha,

The Board of Directors hereby issues the Internal Regulations on Corporate Governance of Central Pharmaceutical Joint Stock Company Codupha, consisting of the following contents

Chapter I

GENERAL REGULATIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: These regulations are developed in accordance with Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance, stipulating the contents regarding the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the order and procedures for convening the General Meeting of Shareholders; the



nomination, self-nomination, election, dismissal, and removal of members of the Board of Directors, the Supervisory Board, and the General Director, as well as other activities as stipulated in the Company's Charter and other current provisions of law.

2. Subjects of application: These Internal Regulations on Corporate Governance apply to members of the Board of Directors, the Supervisory Board, the General Director, and related persons mentioned in these Regulations.

Article 2. Interpretation of terms and abbreviations

1. Charter capital is the total par value of shares sold or registered for purchase upon the establishment of the joint stock company and as stipulated in Article 6 of the Company's Charter;
2. Law on Enterprises is 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, and Law No. 76/2025/QH15 dated June 17, 2025;
3. Securities Law is the Securities Law 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;
4. Establishment date is the date the Company was first issued the Enterprise Registration Certificate (Business Registration Certificate and equivalent valid documents);
5. Enterprise Executive is the General Director, Deputy General Directors, Chief Accountant, and Chief Financial Officer of the Company;
6. Enterprise manager is a manager of 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. Related person is an individual or organization as stipulated in Clause 46, Article 4 of the Securities Law;
8. Shareholder is an individual or organization that owns at least one share of the joint stock company;
9. Major shareholder is a shareholder as stipulated in Clause 18, Article 4 of the Securities Law;
10. Member of the Supervisory Board is a Controller;
11. Stock exchange is the Vietnam Stock Exchange and its subsidiaries;
12. Non-executive member of the Board of Directors is a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executives as stipulated in the Company's Charter;
13. Shareholder/representative eligibility inspection board is the department



- responsible for determining the conditions for holding the General Meeting of Shareholders in accordance with provisions of law and the Company's Charter;
14. Company is Central Pharmaceutical Joint Stock Company Codupha;
 15. BOD is the Board of Directors;
 16. Self-nomination is self-nomination;
 17. SB is the Supervisory Board;
 18. VSDC is the Vietnam Securities Depository and Clearing Corporation;
 19. Representative is a Shareholder or authorized representative (person authorized by the shareholder);
 20. Head of Company Governance is the person with responsibilities and powers as stipulated in Article 281 of Decree No. 155/2020/NĐ-CP;
 21. Online General Meeting is a form of organizing a meeting of the General Meeting of Shareholders using electronic means to transmit images and sounds via the internet, allowing shareholders at different locations to follow the proceedings of the General Meeting, discuss, and vote on meeting matters;
 22. Electronic voting is the voting by shareholders through the Electronic Voting System as stipulated in these Regulations;
 23. Login name and access password include username and password information uniquely issued by the Company to each shareholder.

Chapter II

GENERAL MEETING OF SHAREHOLDER

I. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS APPROVING RESOLUTIONS BY VOTING AT GENERAL MEETING OF SHAREHOLDERS MEETINGS (IN-PERSON, ONLINE, IN-PERSON COMBINED WITH ONLINE)

Section 1

GENERAL PROVISIONS

Article 3. Roles, rights and obligations of the General Meeting of Shareholders.

The roles, rights and obligations of the General Meeting of Shareholders are stipulated in accordance with Article 138 of the Law on Enterprises, the Securities Law, and Articles 14 and 15 of the Company's Charter.

Article 4. Authority to convene the General Meeting of Shareholders

(Pursuant to the provisions of Article 140 of the Law on Enterprises and Article 14 of the Company's Charter)

1. The Board of Directors convenes annual and extraordinary General Meetings of Shareholders. The Board of Directors convenes 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 Supervisory Board is less than the minimum number of members as prescribed by provisions of law;
 - c. Upon request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises;
 - d. Upon request of the Supervisory Board;
 - e. Other cases as prescribed by provisions of law and the Company's Charter.
2. The BOD must convene a General Meeting of Shareholders within thirty (30) days from the date the remaining number of BOD members or Controllers as stipulated in point (b), Clause 3, Article 14 of the Company's Charter is reduced, or from the date of receipt of a request stipulated in points (c) and (d), Clause 3, Article 14 of the Company's Charter;
 3. In case the BOD fails to convene a General Meeting of Shareholders as stipulated in point (a), Clause 4, Article 14 of the Company's Charter, within the following thirty (30) days, the Supervisory Board must replace the BOD to convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;
 4. In case the Supervisory Board fails to convene a General Meeting of Shareholders as stipulated in point (b), Clause 4, Article 14 of the Company's Charter, the shareholder or group of shareholders stipulated in point (c), Clause 3, Article 14 of the Company's Charter has the right to request a representative of the Company to convene a 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 order, procedures for convening, holding the meeting, and decision-making of the General Meeting of Shareholders. All costs for convening and holding the General Meeting of Shareholders shall be reimbursed by the Company. Such costs shall not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.
 6. Procedures for organizing a General Meeting of Shareholders in accordance with Clause 5, Article 140 of the Law on Enterprises

Article 5. Personnel of the General Meeting of Shareholders

(Pursuant to the provisions of Article 146 of the Law on Enterprises and Clause 2, Article 20 of the Company's Charter)

1. Chairperson and Presiding Board:



- a. The Chairman of the Board of Directors shall act as chairperson or authorize another member of the Board of Directors to act as chairperson of the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one among themselves to act as chairperson of the meeting by majority vote. If no chairperson can be elected, the Head of the Supervisory Board shall preside over the election of the meeting chairperson by the General Meeting of Shareholders from among the attendees, and the person with the highest number of votes shall become the meeting chairperson;
- b. Except for the case stipulated in point (a) of this Clause, the person signing the meeting convocation notice for the General Meeting of Shareholders shall preside over the election of the meeting chairperson by the General Meeting of Shareholders, and the person with the highest number of votes shall become the meeting chairperson;
- c. The chairperson has the right to take necessary measures to conduct the meeting in a reasonable, orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.
- d. The chairperson of the General Meeting of Shareholders has the following rights:
 - To require all meeting attendees to submit to security screening or other lawful and reasonable security measures;
 - To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders any persons who do not comply with the chairperson's authority to conduct the meeting, willfully cause disorder, impede the normal progress of the meeting, or fail to comply with security screening requirements
- e. The chairperson has the right to adjourn a General Meeting of Shareholders that has a sufficient number of registered attendees for a maximum period not exceeding 03 business days from the intended opening date of the meeting, and may only adjourn the meeting or change the meeting venue in the following circumstances:
 - The meeting venue lacks sufficient convenient seating for all attendees;
 - The communication facilities at the meeting venue do not enable attending shareholders to participate, discuss, and vote;
 - There are attendees who obstruct or cause disorder, threatening the fair and lawful conduct of the meeting.
- f. Certain other rights and obligations of the chairperson as stipulated by current laws.
- g. The Presiding Board consists of at least 01 person, including 01 Chairman and members.



- h. Duties of the Presiding Board:
 - To conduct the activities of the Company's General Meeting of Shareholders in accordance with the draft agenda of the BOD that has been approved by the General Meeting of Shareholders;
 - To guide the representatives and the General Meeting in discussing the contents on the agenda;
 - To present drafts and conclusions on necessary matters for the General Meeting to vote on;
 - To respond to matters requested by the General Meeting;
 - To resolve issues arising throughout the General Meeting process.
 - i. Working principles of the Presiding Board: The Presiding Board works on the principle of collective, democratic centralism, deciding by majority
2. Meeting Secretary
- a. The chairperson shall appoint one or more persons as meeting secretaries;
 - b. Duties of the Meeting Secretary::
 - Record the contents of the Congress fully and accurately;
 - To fully and truthfully record the content of the General Meeting;
 - To receive registration forms for speaking from shareholders/Representatives;
 - To prepare the Meeting Minutes and draft the Resolution of the General Meeting of Shareholders;
 - To assist the chairperson in disclosing information related to the General Meeting of Shareholders and notifying shareholders in accordance with provisions of law and the Company's Charter;
 - Other duties as requested by the Chairperson
3. The board of voting:
- a. The General Meeting of Shareholders shall elect one or more persons to the board of voting upon the proposal of the meeting chairperson;
 - b. Duties of the board of voting:
 - To disseminate principles, rules, and instructions on voting methods.
 - To check and record voting papers, prepare minutes of vote count, announce results; submit the minutes to the Chairperson for ratification of voting results.
 - To promptly notify the secretary of voting results.
 - To review and report to the General Meeting on cases of violation of voting rules or complaints regarding voting results
4. The Shareholders's Eligibility Verification Committee:
- a. The convener of the General Meeting of Shareholders as stipulated in Article 140 of the Law on Enterprises shall appoint one or more persons to serve on The Shareholders's Eligibility Verification Committee for the meeting. The

Shareholders' Eligibility Verification Committee consists of at least 02 persons, including 01 Head and at least 01 member.

b. Duties of the Shareholders' Eligibility Verification Committee:

- To check the eligibility and status of shareholders and shareholder representatives attending the meeting.
- The Head of the representative eligibility inspection board shall report to the General Meeting of Shareholders on the status of attending shareholders. If the meeting has a sufficient number of attending shareholders and authorized representatives representing more than 50% of the total voting shares, the Company's General Meeting of Shareholders shall proceed.
- To participate in vote counting for other contents before the board of voting is established.

Article 6. Preparation of the list of shareholders entitled to attend the meeting and notification of the record date for determining shareholders entitled to attend the General Meeting of Shareholders.

(Pursuant to the provisions of point (a), Clause 2, Article 18 of the Company's Charter; the Regulations on Exercise of Rights of VSDC)

1. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date.
2. The Company shall carry out the procedures for preparing the list of shareholders and related procedures in accordance with the Regulations on Exercise of Rights of the Vietnam Securities Depository and Clearing Corporation or other provisions of law.

Article 7. Notice convening the General Meeting of Shareholders

(Pursuant to the provisions of Article 143 of the Law on Enterprises)

1. The convener of the General Meeting of Shareholders must send a meeting notice to all shareholders on the list of shareholders entitled to attend the meeting no later than 21 days before the opening date. The meeting notice must include the name, head office address, enterprise identification number; the name and contact address of the shareholder, the time and location of the meeting, and other requirements for attendees.
2. The meeting notice shall be sent by a method that ensures it reaches the shareholder's registered contact address and shall be posted on the Company's website; if the Company deems it necessary, it shall be published in a central or local daily newspaper as stipulated in the Company's **Charter**.
3. The meeting notice must be accompanied by the following documents:



- a. The meeting agenda, documents to be used at the meeting, and draft resolutions for each matter on the meeting agenda;
 - b. Voting paper/election paper. Note: In case of convening the General Meeting of Shareholders online, the voting paper/election paper does 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 state where and how to download the documents.

Article 8. Agenda and content of the General Meeting of Shareholders

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

1. The convener of the General Meeting of Shareholders must prepare the agenda and content of the meeting in accordance with Article 18 of the Company's **Charter**.
2. A shareholder or group of shareholders as stipulated in Clause 2, Article 12 of the Company's **Charter** has the right to propose matters 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 03 **business days** before the opening date of the meeting. The proposal must clearly state the shareholder's name, number of shares of each type held by the shareholder, contact address, nationality, Citizen Identification Card number, People's Identity Card number, Passport number or other lawful personal identification for individual shareholders; name, enterprise identification number or establishment decision number, head office address for corporate shareholders; the number and type of shares held by such shareholder, and the matter proposed to be included in the meeting agenda.
3. In case the convener of the General Meeting of Shareholders rejects the proposal stipulated in Clause 2 of this Article, they must respond in writing, stating the reasons, no later than 02 **business days** before the opening date of the General Meeting of Shareholders. The convener of the General Meeting of Shareholders may only reject the proposal if it falls under one of the following cases
 - a. The proposal was sent not in accordance with Clause 2 of this Article;
 - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as stipulated in Clause 2, Article 12 of the Company's Charter;
 - c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;



- d. Other cases as prescribed by provisions of law and the Company's Charter.
4. The convener of the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 2 of this Article in the draft agenda and content of the meeting, except in the cases stipulated in Clause 3 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 9. Methods of registration and authorization to attend the General Meeting of Shareholders

(Pursuant to the provisions of Article 144 of the Law on Enterprises; Article 16, Clauses 1, 2, 5 of Article 20 of the Company's Charter)

1. Methods of registration to attend the General Meeting of Shareholders before the opening date of the General Meeting of Shareholders:
 - a. The method of registration to attend the General Meeting of Shareholders is clearly specified in the Notice convening the General Meeting of Shareholders, including contacting the Company or sending the General Meeting Attendance Registration Form (attached to the Notice convening the General Meeting of Shareholders sent to shareholders) to the Company.
 - b. Shareholders shall choose the method of registration to attend the General Meeting of Shareholders according to the method specified in the notice, including:
 - Attending and voting/election in person at the meeting;
 - Authorizing another representative to attend and vote/election at the meeting in compliance with the provisions of Clause 2 of this Article (in case more than one representative is appointed, the number of shares and number of election/voting papers authorized for each representative must be specifically identified);
 - Attending and voting/election via online conference, electronic voting, or other electronic means;
 - Sending voting paper/election paper to the meeting by post, fax, or email;
 - Other methods of registration to attend the General Meeting of Shareholders that are consistent with provisions of law.
 - The Company shall make maximum efforts to apply modern information technologies so that shareholders can best attend and express opinions at the General Meeting of Shareholders, including guiding shareholders to vote through online General Meeting of Shareholders, electronic voting, or other electronic means in accordance with Article 144 of the Law on Enterprises and the Company's Charter
2. Provisions on authorization to attend the General Meeting:



- a. Shareholders and authorized representatives of shareholders shall effect authorization in accordance with Article 16 of the Company's Charter;
- b. The authorization of an individual or organization to represent a shareholder at the General Meeting of Shareholders as stipulated in point (a), Clause 2 of this Article must be made in writing. The authorization document shall be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the term of the authorization, and the signatures of the authorizing party and the authorized party.
- c. The voting paper/election paper of an authorized representative attending the meeting within the scope of authorization shall remain valid in the event of any of the following circumstances:
 - The authorizing shareholder dies, becomes restricted in civil act capacity, or loses civil act capacity;
 - The authorizing shareholder revokes the authorization;
 - The authorizing shareholder revokes the authority of the person exercising the authorization.
 - This provision shall not apply in case the Company receives notice of any of the above events before the opening time of the General Meeting of Shareholders or before the reconvened meeting.

Article 10. Conditions for holding the General Meeting of Shareholders

(Pursuant to the provisions of Article 19 of the Company's Charter)

1. A General Meeting of Shareholders may be conducted when the number of attending shareholders represents more than 50% of the total voting shares.
2. If the first meeting does not meet the conditions for conduct as stipulated 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 may be conducted when the number of attending shareholders represents at least 33% of the total voting shares.
3. If the second meeting does not meet the conditions for conduct as stipulated 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 may be conducted regardless of the total number of voting shares of the attending shareholders.

Article 11. Form of approving resolutions of the General Meeting of Shareholders

(Pursuant to the provisions of Article 147 of the Law on Enterprises; Article 22 of the Company's Charter)



1. The General Meeting of Shareholders shall approve resolutions within its authority by voting at a meeting in the following forms:
 - a. In-person meeting;
 - b. Online conference;
 - c. In-person meeting combined with online conference.
2. The General Meeting of Shareholders shall approve resolutions within its authority by obtaining written opinions (provided in Part II – This Chapter)

Article 12. The contents to be approved at the General Meeting of Shareholders.

(Pursuant to the provisions of Articles 147 and 167 of the Law on Enterprises; Article 15 of the Company's Charter)

1. Approving the development orientation of the Company;
2. Reviewing and handling violations of members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
3. Approving the list of approved audit firms; deciding on the approved audit firm to perform inspection of the Company's activities, dismissing the approved auditor when deemed necessary;
4. The Company's annual business plan;
5. The audited annual financial statements;
6. The report of the Board of Directors on corporate governance and the performance results of the Board of Directors and each member of the Board of Directors;
7. The report of the Supervisory Board on the Company's business results and the performance of the Board of Directors and the General Director;
8. The self-assessment report on the performance of the Supervisory Board and its members;
9. The dividend level for each share of each type;
10. The number of members of the Board of Directors and the Supervisory Board;
11. Election, dismissal, and removal of members of the Board of Directors and members of the Supervisory Board;
12. Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
13. Supplementing and amending the Company's Charter;
14. The types of shares and number of new shares to be issued for each type of share,



and the transfer of shares by founding members within the first 03 years from the establishment date;

15. Division, separation, consolidation, merger, or conversion of the Company;
16. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
17. Deciding on investments or sales of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
18. Deciding on the repurchase of more than 10% of the total sold shares of each type;
19. Approving any of the following transactions
 - a. Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the General Director, other managers who are not shareholders, and related individuals and organizations of such persons. In case of granting loans or guarantees to a related organization of a member of the Board of Directors, member of the Supervisory Board, General Director, or other manager where the Company and the organization (except where the organization is a shareholder of the public company as stipulated in Clause 2, Article 293 of Decree No. 155/2020/NĐ-CP) are companies operating within a group of companies, such transactions shall be carried out in accordance with Clause 6, Article 43 of the Charter.
 - b. Contracts and transactions between the Company and any of the parties stipulated in Clause 1, Article 167 of the Law on Enterprises with a value of 20% or more, or transactions where the cumulative value of transactions arising within twelve (12) months from the date of the first transaction is 20% or more of the total asset value of the Company recorded in the most recent financial statements.
 - c. Loan contracts, asset sale transactions between the Company and a shareholder owning 51% or more of the total voting shares or a related person of such shareholder, with a value greater than 10% of the total asset value recorded in the Company's most recent financial statements.
20. Approving, supplementing, and amending the Internal Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Supervisory Board;
21. Other matters as prescribed by provisions of law and the Company's Charter.

Article 13. Conditions for resolutions to be approved

(Pursuant to the provisions of Article 21 of the Company's Charter)

1. A resolution on the following matters shall be **approved** 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 stipulated in Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises:

- a. Types of shares and total number of shares of each type;
 - b. Changes to the business lines and sectors;
 - c. Changes to 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 term of operation;
2. Resolutions shall be approved if they are 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 stipulated in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.
3. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares are lawful and effective immediately, even if the order, procedures for convening the meeting, and the approval of such resolution violate the provisions of law of the Law on Enterprises and the Company's Charter.

Article 14. Announcement of vote counting results

The board of voting shall check, tabulate, and report to the Chairperson the vote counting results for each matter. The vote counting results shall be announced by the Chairperson/the board of voting immediately before the closing of the meeting.

Article 15. Method of challenging decisions of the General Meeting of Shareholders

(Pursuant to the provisions of Articles 132 and 151 of the Law on Enterprises)

1. Shareholders who voted against a resolution on the reorganization of the company or on changes to the rights and obligations of shareholders as stipulated in the Company's Charter have the right to request the company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended 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 approved the resolution on the matters stipulated in this Clause.
2. The company must repurchase the shares upon the request of the shareholder stipulated in Clause 1 of this Article at the market price or at a price calculated according to the principles set forth in the Company's Charter within 90 days from the date of receipt of the request. In case the parties cannot agree on the



price, they may request a valuation organization to determine the value. The company shall introduce at least 03 valuation organizations for the shareholder to choose from, and that choice shall be final.

3. Within 90 days from the date of receipt of the resolution or meeting minutes of the General Meeting of Shareholders or the minutes of the vote count for obtaining written opinions of the General Meeting of Shareholders, the shareholder or group of shareholders stipulated in Clause 2, Article 115 of this Law has the right to request a Court or 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
 - a. The order and procedures for convening the meeting and decision-making of the General Meeting of Shareholders materially violate the provisions of law of this Law and the Company's Charter, except for the case stipulated in Clause 2, Article 152 of this Law;
 - b. The content of the resolution violates the law or the Company's Charter.

Article 16. Preparation of the Minutes of the General Meeting of Shareholders.

(Pursuant to the provisions of Article 23 of the Company's Charter)

1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, 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 General Meeting of Shareholders;
 - c. Meeting agenda and content;
 - d. Full names of the chairperson and the secretary;
 - e. Summary of the proceedings and opinions expressed at the General Meeting of Shareholders on each agenda item;
 - f. Number of shareholders and total number of voting shares of attending shareholders, including an appendix with the registration list of shareholders and shareholder representatives attending the meeting, along with the corresponding number of shares and votes;
 - g. Total number of votes cast for each voting issue, clearly stating the voting method, total number of valid votes, invalid votes, votes in favor, votes against, and abstentions; the corresponding percentages based on the total voting shares of attending shareholders;
 - h. Summary of votes cast for each candidate (if any);
 - i. Matters approved and the corresponding approval voting percentages;
 - j. Full names and signatures of the chairperson and the secretary. If the



- chairperson or secretary refuses to sign the meeting minutes, the minutes remain valid if signed by all other attending members of the Board of Directors and contain all the contents prescribed in this Clause. The meeting minutes must 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 and secretary of the meeting, or other persons 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 have equal legal effect. In case of discrepancies between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail

Article 17. Disclosure of Resolutions and Minutes of the General Meeting of Shareholders

(Pursuant to the provisions of Article 23 of the Company's Charter)

1. Resolutions, Minutes of the General Meeting of Shareholders, the appendix with the list of shareholders registered to attend, powers of attorney for meeting attendance, all documents attached to the Minutes (if any), and related documents accompanying the meeting notice must be kept at the Company's head office.
2. Resolutions, Minutes of the General Meeting of Shareholders, and related documents must be disclosed in accordance with legal regulations on information disclosure in the securities market.

Section 2

SPECIFIC REGULATIONS FOR EACH FORM OF VOTING AT MEETINGS

Section 2.1

SPECIFIC REGULATIONS FOR IN-PERSON VOTING AT MEETINGS

Article 18. Method of registration to attend an in-person General Meeting of Shareholders

Before the opening of the meeting, the Company must carry out shareholder registration procedures and must continue registration until all eligible attending shareholders have registered, in the following order:

- a. When conducting shareholder registration, the Company shall issue to each shareholder or their authorized representative with voting rights one voting card/voting paper/election paper, which includes the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares/election papers of that shareholder. The General Meeting of Shareholders shall discuss and vote on each agenda item. Voting shall be conducted by votes in favor, votes against, and abstentions. The vote



count results shall be announced by the Chairperson/the board of voting immediately before the closing of the meeting. The General Meeting shall elect vote counters or vote supervisors upon the proposal of the Chairperson. The number of members of the board of voting shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairperson;

- b. A shareholder, an authorized representative of a shareholder that is an organization, or an authorized person who arrives after the meeting has commenced has the right to register immediately and thereafter has the right to participate and vote/election at the meeting immediately after such registration. The Chairperson is not responsible for pausing the meeting to accommodate late-arriving shareholders, and the validity of matters already voted/elected prior to such registration shall not be affected.

Article 19. Voting to approve matters at the in-person General Meeting of Shareholders.

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

1. General principle:

- a. All matters on the agenda and content of the General Meeting must be discussed and voted on publicly by the General Meeting of Shareholders.
- b. Voting cards, Voting papers, and Election papers shall be printed by the Company, stamped, and delivered directly to representatives at the General Meeting (together with the set of documents for attending the General Meeting of Shareholders). Each representative shall be issued a Voting card, Voting paper, and Election paper. The Voting card, Voting paper, and Election paper shall clearly state the representative's identification code, full name, number of shares owned, and number of authorized voting shares of such representative.

2. Provisions on validity of voting papers and election papers.

a. Voting paper

- **Valid voting paper:** is a paper according to the pre-printed form issued by the Organizing Committee, without erasures, alterations, tears, damage, etc., without any additional content beyond what is prescribed for such paper, and must bear the signature of the attending representative, with the full handwritten name clearly written below the signature, and be sent to the board of voting before the time the ballot box is unsealed. On the voting paper, the voting content is valid when the representative marks one (01) of the three (03) voting squares.
- **Invalid voting paper:** Content not in accordance with the provisions for a valid voting paper.



b. Election paper

- **Valid election paper:** is a ballot according to the pre-printed form issued by the Organizing Committee, without erasures, alterations, without any additional content beyond what is prescribed for the ballot; must bear the signature and clearly written full name of the attending representative, and be sent to the board of voting before the time the ballot box is unsealed.
- **Invalid election paper:**
 - Content not in accordance with the provisions for a valid election paper;
 - The number of candidates voted for by the representative exceeds the number of candidates to be elected;
 - The ballot has a total number of votes cast for candidates by the shareholder or representative exceeding the total number of votes permitted to be cast;
 - Other provisions as stipulated in the Election Regulations of the General Meeting of Shareholders and the Company's Charter.

Article 20. Voting procedures at the General Shareholders' Meeting

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

3. General principle:

- The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting shall be conducted by raising cards, casting votes in person, electronic voting, or other electronic means.
- Representatives shall cast their votes to approve, disapprove, or abstain on a matter put to vote at the General Meeting by raising their Voting card high or by marking the options on the Voting paper

1. Forms of casting votes

- a. Voting by voting card: When voting by raising the Voting card, the front side of the Voting card must be raised high facing the Presiding Board. In case a representative does not raise the Voting card during all three votes (approve, disapprove, or abstain) on a matter, such representative shall be deemed to have voted in favor of that matter. In case a representative raises the Voting card more than one (01) time when voting to approve, disapprove, or abstain on a matter, such vote shall be deemed invalid. Under the form of voting by raising the Voting card, members of the Representative Eligibility Inspection Board/The board of voting shall mark the representative's code and the corresponding number of voting shares of each shareholder for approve, disapprove, abstain, and invalid.
- b. Voting by voting paper: When voting by filling out the Voting paper, for each



matter, the representative shall select one of the three options "Agree", "Disagree", or "No comment" pre-printed on the Voting paper by marking "X" or "✓" in the chosen box. After completing all matters to be voted on at the General Meeting, the representative shall send the Voting paper to the sealed ballot box at the General Meeting as instructed by the board of voting. The Voting paper must bear the signature and clearly written full name of the representative.

Article 21. Method of casting election ballots at the in-person General Meeting of Shareholders.

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

1. General principles

- Comply strictly with the law and the company's charter;
- Members of the vote counting committee are not allowed to be on the list of nominees or to self-nominate for the Board of Directors and the Supervisory Board.

2. Forms of casting election papers

a. Election by cumulative voting method

- Accordingly, each representative has a total number of voting shares corresponding to the total number of shares owned or represented, multiplied by the number of members to be elected;
- Attending representatives have the right to cumulate all of their voting shares for one or several candidates;
- In case additional candidates arise on the day of the General Meeting, representatives may contact the board of voting to request new election papers and must return the old election paper (before placing it in the ballot box);
- In case of a mistaken selection, representatives shall contact the board of voting to be issued a new election paper and must return the old election paper;
- How to fill out the election paper: Each representative is issued election papers. The method of filling out the election paper is specifically instructed as follows:
 - Representatives may vote for a maximum number of candidates equal to the number of candidates to be elected;
 - If cumulating all votes for one or more candidates, representatives shall mark the "Cumulate votes" box for the corresponding candidates;



- If distributing an unequal number of votes among multiple candidates, representatives shall clearly write the number of votes in the "Number of votes" box for the corresponding candidates.

✚ Note: In case a representative both marks the "Cumulate votes" box and writes a number in the "Number of votes" box, the result shall be based on the number written in the "Number of votes" box.

- Election winning principles:

- Elected candidates shall be determined based on the number of votes received from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is reached.
- In case two (02) or more candidates receive an equal number of votes for the final member position, a re-vote shall be conducted among the candidates with equal votes.
- If the first election result does not reach the required number of members to be elected, further elections shall be held until the required number of members is elected.

b. **Election by voting method:** To be carried out in accordance with point (b), Clause 2, Article 20 of these Regulations.

Article 22. Method of vote counting at the in-person General Meeting of Shareholders.

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

The vote counting method shall be carried out by aggregating cards/voting papers for approve, disapprove, abstain, and election papers.

For sensitive matters and if shareholders so request, the Company must appoint an independent organization to collect and count the votes.

Section 2.2

SPECIFIC REGULATIONS FOR ONLINE VOTING AT MEETINGS

Article 23. Method of registration to attend an online General Meeting of Shareholders

The method of registration to attend an online General Meeting of Shareholders before the opening date of the General Meeting of Shareholders is clearly specified in the Notice convening the General Meeting of Shareholders, including:

1. Participation conditions:



- Having one's name on the list of shareholders entitled to attend the General Meeting of Shareholders prepared in accordance with the Company's notice on exercise of rights.
 - Authorized representatives meeting the conditions for attendance as prescribed by provisions of law and the Company's Charter.
2. Technical requirements: Representatives must have an electronic device with internet connection (e.g., computer, tablet, mobile phone, or other electronic device with internet connection...).
 3. Method of recording representatives attending the online General Meeting of Shareholders: A representative is recorded by the electronic voting system as attending the online General Meeting of Shareholders when such representative accesses the system using the access information provided in accordance with Article 24 of these Regulations and has cast an electronic vote on any matter on the agenda of the online General Meeting of Shareholders.

Article 24. Provision of login information and electronic voting.

1. The access link to the electronic voting system, login name, access password, and other identifying factors (if any) for the purpose of attending the online General Meeting of Shareholders shall be provided in the meeting notice (or in such form of notification of login information as prescribed by the Board of Directors). Representatives shall have the responsibility to keep confidential the login name, password, and other identifying factors provided to ensure that only the Representative has the right to vote on the electronic voting system and shall bear full responsibility for such registered information.
2. When a Representative requests to be re-provided with login information, the Organizing Committee of the General Meeting may notify them through the following forms: directly or by email/telephone. The provision of login information by email or telephone shall only be carried out based on shareholder information from the list of shareholders entitled to vote prepared by VSDC according to the Company's notice on exercise of rights.
3. Representatives shall use the login name, access password, or other identifying factors (if any) to access the electronic voting system and cast electronic votes according to the content of the agenda of the online General Meeting of Shareholders.

Article 25. Authorization of a representative to attend the online General Meeting of Shareholders.

1. Shareholders shall effect authorization in accordance with Clause 2, Article 9 of these Regulations.
2. Certain provisions to be noted when effecting online authorization:



- Shareholders must comply with providing full information to effect online authorization, particularly providing information of the authorized party: telephone number, contact address, and email address. This is the basis for issuing a login name, access password, and other identifying factors (if any) to the authorized party.
- Validity of online authorization: The authorization shall only have legal effect when the following conditions are satisfied:
 - When the shareholder fully completes the information in the online authorization form and completes the online authorization process.
 - The power of attorney, printed out according to the online authorization form, bears the full signatures, clearly written full names, and seals (if an organization) of both the authorizing party and the authorized party.
 - The Company receives the original Power of Attorney sent before the official opening of the General Meeting.
- Revocation of authorization for shareholders who have given online authorization: The shareholder shall send an official written request to revoke the online authorization to the Company before the official opening of the General Meeting. Note: The effective time for recording the revocation of authorization shall be calculated based on the time the Company receives the official written request to revoke the online authorization.
- Revocation of authorization shall be invalid if the authorized representative has already cast a voting paper/election paper on any matter on the agenda of the online General Meeting of Shareholders.

Article 26. Discussion at the online General Meeting of Shareholders

1. Principles:

- Discussions shall only be conducted within the prescribed time and within the scope of matters presented in the agenda of the General Meeting of Shareholders;
- Only Representatives may participate in discussions;
- Representatives with opinions shall register the discussion content according to the form specifically prescribed in the meeting working regulations;
- The Secretariat shall arrange the discussion contents of Representatives in the order of registration and submit them to the Chairperson.

2. Response to opinions of Representatives:

- Based on the discussion content of Representatives, the Chairperson or a member designated by the Chairperson shall respond to the opinions of



- Representatives;
- In case of time constraints during the organization, questions not answered directly at the General Meeting shall be answered by the Company at a later time.

Article 27. Form of approving Resolutions of the online General Meeting of Shareholders.

The General Meeting of Shareholders shall **approve** Resolutions within its authority by means of electronic voting.

Article 28. Method of online voting

1. Method of casting voting papers:

- Representatives shall select one of three voting options: Approve, Disapprove, or Abstain for each matter put to vote at the General Meeting as configured in the electronic voting system.
- Thereafter, representatives shall confirm the vote so that the electronic voting system records the result.

1. Method of casting election papers:

The voting to elect members of the Board of Directors and the Supervisory Board must be carried out using the cumulative voting method (either cumulative equal voting or cumulative number voting). Accordingly, representatives shall cast their votes by marking the "Cumulate votes" box or clearly writing the number of votes in the "Number of votes" box for the corresponding candidates on the Election paper configured in the electronic voting system. Thereafter, representatives shall confirm the election so that the electronic voting system records the result.

2. Certain other provisions when conducting electronic voting:

- In case a Representative does not vote on all matters for voting and election according to the content of the General Meeting agenda, the matters not voted on shall be deemed matters for which the Representative did not cast a voting paper or election paper.
- In case matters arise outside the already-sent General Meeting agenda, Representatives may vote or elect additionally. If a Representative does not vote or elect on such arising matters, it shall be deemed that the Representative did not cast a voting paper or election paper on such arising matter.
- Representatives may change their voting or election results (but cannot cancel the voting or election results), including the results of additional voting or election on matters arising outside the General Meeting agenda. The online system shall only record vote counting for the final voting or election results



at the time the electronic voting ends for each vote count period as prescribed in the meeting working regulations.

- In case a Representative casts a cumulative number vote: An invalid election paper is one where the total number of votes cast for candidates is different from (greater than or less than) the total number of votes of the Representative as calculated at the time of election vote counting.
- The time for electronic voting shall be specifically prescribed in the meeting working regulations. Representatives may access the electronic voting system and cast votes 24 hours a day and 07 days a week, except in cases of system maintenance or other reasons beyond the Company's control. Upon expiration of the voting time, the system shall no longer record additional electronic voting results from Representatives.

Article 29. Method of online vote counting

When Representatives cast voting papers/election papers, the number of voting shares, voting papers, and election papers are all recorded in the system based on the principle of counting approve votes, disapprove votes, and abstentions.

Article 30. Preparation of the minutes of the online General Meeting of Shareholders.

- To be carried out in accordance with Article 16 of these Regulations.
- The location of the meeting recorded in the minutes of the online General Meeting of Shareholders shall be the location where the Chairperson of the General Meeting is present to conduct the General Meeting. This location must be within the territory of Vietnam.
- The form of approving the minutes of the General Meeting of Shareholders shall be specifically prescribed in the Company's working regulations for the General Meeting of Shareholders session.

Section 2.3

SPECIFIC REGULATIONS FOR IN-PERSON COMBINED WITH ONLINE VOTING AT MEETINGS

Article 31. Method of registration to attend an in-person combined with online General Meeting of Shareholders.

To be carried out in accordance with Clause 1, Article 9 and Article 23 of these Regulations.

Article 32. Authorization of a representative to attend an in-person combined with online General Meeting of Shareholders.

To be carried out in accordance with Clause 2, Article 9 and Article 25 of these



Regulations.

Article 33. Form of approving resolutions at an in-person combined with online General Meeting of Shareholders.

To be carried out in accordance with Article 11 and Article 27 of these Regulations.

Article 34. Method of casting votes at an in-person combined with online General Meeting of Shareholders.

To be carried out in accordance with Articles 20, 21 and 28 of these Regulations.

Article 35. Method of vote counting at an in-person combined with online General Meeting of Shareholders.

To be carried out in accordance with Article 22 and Article 29 of these Regulations.

Article 36. Preparation of meeting minutes at an in-person combined with online General Meeting of Shareholders.

To be carried out in accordance with Article 16 and Article 30 of these Regulations.

II. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS APPROVING RESOLUTIONS BY OBTAINING WRITTEN OPINIONS

Article 37. Cases where written opinions of shareholders may be obtained

(Pursuant to the provisions of Article 22 of the Company's Charter)

The Board of Directors has the right to obtain written opinions of shareholders to approve decisions of the General Meeting of Shareholders when it deems necessary for the interests of the Company, except for the cases stipulated in Clause 2, Article 147 of the Law on Enterprises and Clause 1, Article 21 of the Company's Charter.

Article 38. *Removed*

Article 39. Order and procedures for approving Resolutions of the General Meeting of Shareholders by obtaining written opinions.

(Pursuant to the provisions of point (a), Clause 2, Article 18; Articles 22 and 24 of the Company's Charter)

1. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date.
2. The Board of Directors must prepare the opinion form, the draft resolution of the General Meeting of Shareholders, 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 opinion form. The requirements and methods for sending the opinion form and accompanying documents shall comply with Clause 3, Article 18 of the Company's Charter.



3. Provisions on the Opinion Form

a. The opinion form must contain the following main contents:

- Name, head office address, enterprise identification number;
- Purpose of obtaining opinions;
- Full name, contact address, nationality, personal legal document number for individual shareholders; name, enterprise identification number or legal document number of the organization, head office address for corporate shareholders; or full name, contact address, nationality, personal legal document number for the representative of a corporate shareholder; number of shares of each type and number of voting shares/election papers of the shareholder;
- Matters on which opinions are sought to approve the decision;
- Voting options, including approve, disapprove, and abstain for each matter on which opinions are sought;
- Election options (if any);
- Deadline for returning the completed opinion form to the Company;
- Full name and signature of the Chairman of the Board of Directors.

b. Shareholders may send the completed opinion form to the Company by post, fax, or email according to the following regulations:

- In case of sending by post, the completed opinion form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The opinion form sent to the Company must be placed in a sealed envelope, and no one has the right to open it before the vote count;
- In case of sending by fax or email, the opinion form sent to the Company must be kept confidential until the time of the vote count;
- Opinion forms sent to the Company after the deadline specified in the opinion form, or which have been opened (in case of sending by post) or disclosed (in case of sending by fax or email), are invalid. Opinion forms not returned are considered non-votes.

4. Vote counting and preparation of the Vote Counting Minutes:

The Board of Directors shall count the votes and prepare the vote counting minutes in the presence of the Supervisory Board or shareholders who do not hold managerial positions in the Company. The vote counting minutes must contain the following main contents:



- Name, head office address, enterprise identification number;
 - Purpose and matters on which opinions were sought to approve the resolution;
 - Number of shareholders with the total number of voting shares/election papers that participated in the vote/election, distinguishing between valid and invalid votes/elections and the method of submitting voting papers/election papers, accompanied by an appendix listing the shareholders who participated in the vote/election;
 - Total number of approval votes, disapproval votes, and abstentions for each matter, total number of votes for each candidate (if any);
 - Matters approved and the corresponding approval voting ratio;
 - Full name and signature of the Chairman of the Board of Directors, the vote counter(s), and the vote supervisor(s).
 - Members of the Board of Directors, vote counters, and vote supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and jointly responsible for damages arising from decisions approved due to dishonest or inaccurate vote counting.
5. Resolution and Vote Counting Minutes:
- a. The vote counting minutes and the resolution must be sent to the shareholders within 15 days from the date the vote count is completed. Sending the vote counting minutes and the resolution may be replaced by posting them on the Company's website within 24 hours from the time the vote count is completed.
 - b. A resolution approved by obtaining written opinions of shareholders shall have the same value as a resolution approved at a meeting of the General Meeting of Shareholders.
6. Document retention: The completed opinion forms, vote counting minutes, approved resolution, and related documents sent together with the opinion form must all be kept at the Company's head office.
7. Request to cancel a Decision of the General Meeting of Shareholders approved by obtaining written opinions: Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or minutes of the vote count for obtaining written opinions of the General Meeting of Shareholders, the shareholder or group of shareholders stipulated in Clause 2, Article 115 of the Law on Enterprises has the right to request a Court or 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:
- a. The order and procedures for convening the meeting and decision-making of the General Meeting of Shareholders materially violate the provisions of law