

**HANOI NO. 6 HOUSING DEVELOPMENT AND
INVESTMENT JOINT STOCK COMPANY**

Address: 2A Floor, My Son Building, 62 Nguyen Huy Tuong Street,
Thanh Xuan Trung Ward, Thanh Xuan District, Hanoi City

TEL: (84-24) 62591706 - Website: www.Handico6.com.vn - Email: Handico6@gmail.com

**HANOI HOUSING DEVELOPMENT AND
INVESTMENT CORPORATION**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness

**HANOI NO. 6 HOUSING DEVELOPMENT AND
INVESTMENT JOINT STOCK COMPANY**
HANDICO6

Ha Noi, June 24, 2025

**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE
HANOI NO. 6 HOUSING DEVELOPMENT AND INVESTMENT
JOINT STOCK COMPANY**

Pursuant to the Law on Securities dated November 26, 2019;

Pursuant to the Law on Enterprises dated June 17, 2020;

Pursuant to Law No. 03/2022/QH15 dated January 11, 2022, on Amendments and Supplements to a Number of Articles of the Law on Public Investment, the Law on Investment under Public-Private Partnership Method, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Special Consumption Tax, and the Law on Enforcement of Civil Judgments;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding a number of corporate governance provisions applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of Hanoi No. 6 Housing Development and Investment Joint Stock Company;

Pursuant to the Resolution of the Annual General Meeting of Shareholders for the 2024 fiscal year No. 17/2025/NQ-DHD CD dated June 24, 2025;

The Board of Directors hereby issues the Internal Regulations on Corporate Governance of Hanoi No. 6 Housing Development and Investment Joint Stock Company.

The Internal Regulations on Corporate Governance of Hanoi No. 6 Housing Development and Investment Joint Stock Company include the following contents:

CHAPTER I: GENERAL PROVISIONS

Article 1. Scope of regulation and applicable entities

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1 Scope of regulation: These Internal Regulations on Corporate Governances define the roles, rights, and responsibilities of the General Meeting of Shareholders, the Board of Directors, and the General Director; procedures for convening the General Meeting of Shareholders; nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Supervisory Board, the General Director; and other corporate governance activities in accordance with the Company's Charter and other prevailing legal regulations.

2. Applicable entities: These Regulations apply to members of the Board of Directors, the Supervisory Board, the General Director, and related persons.

Article 2. Definition of Terms

1. Unless otherwise defined, the terms used in these Regulations shall have the same meaning as defined in the Company's Charter, the Law on Enterprises, the Law on Securities, and other relevant legal documents.

2. References in these Regulations to one or more clauses or legal documents shall include any amendments, supplements, or replacements thereof.

In case sector-specific laws provide different provisions on corporate governance than those stipulated in these Regulations, the provisions of such sector-specific laws shall prevail.

CHAPTER II: General Meeting of Shareholders

Article 3. Role, rights, and responsibilities of the General Meeting of Shareholders

1. The General Meeting of Shareholders, composed of all shareholders entitled to vote, is the highest decision-making body of the Company. The Annual General Meeting of Shareholders shall be convened once a year within four (04) months from the end of the fiscal year. The Board of Directors may extend this period when necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the Annual General Meeting, the General Meeting of Shareholders may convene extraordinary meetings. The location of the General Meeting shall be deemed to be where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The rights and responsibilities of the General Meeting of Shareholders are stipulated in Article 15 of the Company's Charter.

**A. PROCEDURES FOR HOLDING THE General Meeting of Shareholders
AND PASSING RESOLUTIONS BY VOTING AT THE MEETING**

Article 4. Authority to convene the General Meeting of Shareholders

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1. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue to decide on matters in accordance with the law and the Company's Charter.

2. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the cases stipulated in Clause 3, Article 14 of the Company's Charter.

3. Convening an Extraordinary General Meeting of Shareholders:

a) The Board of Directors must convene the General Meeting of Shareholders within 30 days from the date the number of members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls below the minimum required by the Law on Enterprises;

b) If the Board of Directors fails to convene the meeting as stipulated in Point a, Clause 3 of this Article, the Supervisory Board shall convene the General Meeting of Shareholders within the following 30 days in accordance with Clause 3, Article 140 of the Law on Enterprises;

c) If the Supervisory Board fails to convene the meeting as stipulated in Point b, Clause 3 of this Article, shareholders or groups of shareholders as stipulated in the Company's Charter may request the Company's legal representative to convene the meeting pursuant to Clause 4, Article 140 of the Law on Enterprises. In this case, such shareholders or groups of shareholders may request the Business Registration Authority to supervise the procedures for convening, organizing, and making decisions at the General Meeting of Shareholders. All costs of convening and organizing the meeting shall be reimbursed by the Company, excluding personal expenses of shareholders attending the meeting, such as travel and accommodation expenses.

d) The procedures for convening the General Meeting of Shareholders shall be carried out in accordance with Clause 5, Article 140 of the Law on Enterprises.

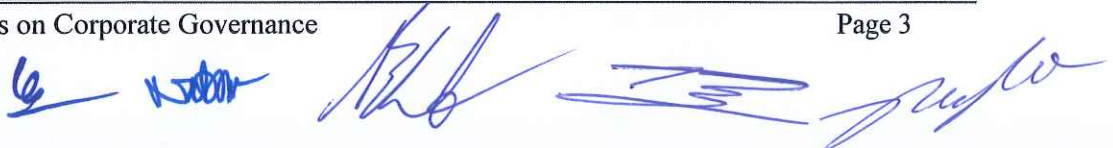
Article 5. Preparation of the List of Shareholders Entitled to Attend the Meeting

The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than 10 days before the date of sending the invitation to the General Meeting of Shareholders.

Article 6. Notice of Record Date for Determining the List of Shareholders Entitled to Attend the Meeting

1. The Company must disclose information about the record date for determining the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the record date.

2. The notice of the record date shall be published on the Company's website and



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sent to the State Securities Commission, the Stock Exchange, and the Vietnam Securities Depository in accordance with securities law.

Article 7. Notice of Invitation to the General Meeting of Shareholders

The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders via a method that ensures it reaches the shareholder's registered address. It must also be published on the Company's website and sent to the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convener must send the invitation to all shareholders on the list of those entitled to attend the meeting at least 21 days prior to the scheduled date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and all related materials to be voted on at the meeting must be sent to shareholders and/or posted on the Company's website. If such materials are not attached to the invitation, the notice must include a link to full access of the meeting documents, including:

- a) The agenda and meeting materials;
- b) List and detailed information of candidates in case of election of members of the Board of Directors and the Supervisory Board;
- c) Voting ballots;
- d) Draft resolutions for each issue on the agenda.

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

1. The person convening the meeting must prepare the agenda and contents of the General Meeting of Shareholders.

2. Shareholders or groups of shareholders as specified in Clause 2, Article 12 of the Company's Charter have the right to propose matters to be included in the agenda. Such proposals must be made in writing and submitted to the Company no later than three (03) working days prior to the meeting date. The proposal must clearly state the name of the shareholder(s), number and type of shares held, and the proposed matters.

3. The convener has the right to reject the proposal in Clause 2 of this Article in any of the following cases:

- a) The proposal was not submitted in accordance with Clause 2 of this Article;
- b) At the time of proposal, the shareholder(s) do not hold at least 5% of the total ordinary shares as required under Clause 2, Article 12 of the Company's Charter;
- c) The proposed matter is beyond the authority of the General Meeting of Shareholders;
- d) Other cases as stipulated by law or the Company's Charter.

4. The convener must include the valid proposals in the tentative agenda and



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meeting contents unless falling under the exceptions specified in Clause 3 of this Article. The proposal shall officially be added to the agenda if approved by the General Meeting of Shareholders.

Article 9. Authorization to attend the General Meeting of Shareholders

1. Shareholders or their authorized representatives (in the case of institutional shareholders) may attend the meeting directly or authorize one or more individuals or organizations to attend the meeting or participate via one of the methods prescribed in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization must be made in writing in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized person or entity, the number of shares being authorized, the scope, content, and term of the authorization, and the signatures of both parties. The authorized person must submit the letter of authorization when registering for the meeting. In the case of sub-authorization, the participant must present both the original authorization and the new authorization (if not previously registered with the Company).

3. Voting ballots of authorized persons shall remain valid in the following cases unless:

- a) The authorizing shareholder has died, become legally incapacitated, or lost capacity for civil acts;
- b) The authorization has been revoked;
- c) The authorizing shareholder has revoked the authority of the authorized person.

This clause shall not apply if the Company receives notice of any of the above events before the commencement of the meeting or prior to any reconvened meeting.

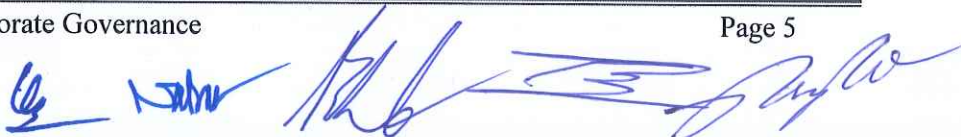
Article 10. Registration for attending the General Meeting of Shareholders

Before opening the meeting, the Company must carry out shareholder registration procedures and continue registering attendees until all eligible shareholder's present have completed registration.

Article 11. Conditions for convening the General Meeting of Shareholders

1. The General Meeting of Shareholders (General Meeting of Shareholders) shall be convened when shareholders attending the meeting represent more than 50% of the total voting shares.

2. If the first meeting cannot be convened due to failure to satisfy the quorum under Clause 1 of this Article, a second invitation shall be sent within 30 days from the intended date of the first meeting. The second meeting may be convened when shareholders attending represent at least 33% of the total voting shares.



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3. If the second meeting also fails to meet the quorum as provided in Clause 2 of this Article, a third invitation must be sent within 20 days from the intended date of the second meeting. The third meeting shall be convened regardless of the number of voting shares represented by the shareholders attending the meeting.

Article 12. Forms of adoption of Resolutions by the General Meeting of Shareholders

1 The General Meeting of Shareholders shall adopt resolutions on matters within its authority through the forms stipulated in the Company Charter.

2. The following matters must be approved by voting at the General Meeting of Shareholders meeting:

- a) Amendments and supplements to the Company Charter;
- b) The Company's development orientation;
- c) Classes of shares and the total number of shares for each class;
- d) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
- d) Decisions on investments or disposals of assets valued at 35% or more of the total asset value recorded in the latest audited financial statements of the Company, unless otherwise provided in the Company Charter;
- e) Approval of the Company's annual financial statements;
- g) Reorganization or dissolution of the Company;
- h) Other matters as stipulated in the Company Charter.

Article 13. Voting Methods

1. Upon registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card, which shall state the registration number, full name of the shareholder, full name of the authorized representative (if applicable), and the number of votes held by such shareholder.

2. Shareholders, authorized representatives of institutional shareholders, or proxy holders who arrive after the meeting has commenced shall have the right to register and, upon completion of registration, shall be entitled to attend and vote. The Chairperson shall not be required to pause the meeting for latecomers, and the validity of votes already cast shall remain unaffected.

3. Voting contents at the General Meeting of Shareholders:

- a) Approval of procedural matters of the meeting:
 - Approval of the meeting agenda;
 - Approval of the list of vote counting committee members;
 - Approval of the election/vote counting rules;



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- Approval of the list of candidates for election;
- Approval of the meeting minutes and resolutions.

These matters shall be voted on by shareholders raising their voting cards, with results determined by majority.

b) Approval of substantive matters within the authority of the General Meeting of Shareholders:

Matters to be decided by the General Meeting of Shareholders, excluding the election of the Board of Directors and Supervisory Board, shall be voted by ballots based on the number of shares owned by each shareholder, with options including: approve, disapprove, and abstain.

The Company shall apply information technology solutions to ensure accuracy, speed, and convenience in vote counting. Each attending shareholder shall receive a ballot containing the number of shares held and all items to be voted on by the General Meeting of Shareholders. Shareholders shall indicate their vote for each item.

Voting is completed by placing the completed ballot in the ballot box at the time proposed by the Chairperson.

c) Voting for election of the Board of Directors and Supervisory Board:

The election of members to the Board of Directors and the Supervisory Board shall be conducted by cumulative voting in accordance with Clause 3, Article 148 of the Law on Enterprises.

The election ballot shall contain information on the number of votes corresponding to the number of shares owned by the shareholder, the list of approved candidates, the maximum number of members to be elected, and a brief guide on the cumulative voting method. The specific method for voting and vote counting shall be detailed in the election and vote counting regulations.

Voting is completed by placing the completed election ballot in the ballot box at the time stated in the meeting agenda and as proposed by the Chairperson.

4. In case the Company applies modern technology to hold the General Meeting of Shareholders in an online format, it must ensure that shareholders can attend and vote electronically in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Law on Securities.

Article 14. Vote counting method

1. The General Meeting of Shareholders (General Meeting of Shareholders) shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by indicating approval, disapproval, or no opinion. At the General Meeting

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of Shareholders, ballots indicating approval of the resolution shall be collected first, followed by those indicating disapproval. The total number of approval and disapproval votes shall then be counted to determine the outcome.

2. The General Meeting of Shareholders shall elect vote counters or supervisors of the vote counting process as proposed by the Chairperson. The number of members of the Vote Counting Committee shall be determined by the General Meeting of Shareholders based on the proposal of the Chairperson.

3. Vote counting shall be conducted immediately after the voting concludes and shall take place in a designated area at the meeting venue, under the supervision of shareholder representatives or representatives of the Presidium.

4. The Vote Counting Committee may engage additional support staff and apply appropriate vote counting methods to ensure the accuracy, honesty, and objectivity of the results. Upon shareholders' request, the Chairperson may invite shareholder representatives to supervise the collection and counting of votes or ballots.

5. The determination of voting or election results of the General Meeting of Shareholders shall be based on the provisions of the Company Charter and applicable laws.

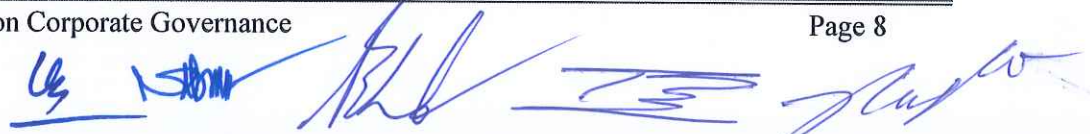
Article 15. Conditions for Resolution approval

1. A resolution on the following matters shall be approved if it receives affirmative votes from shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

- a) Share classes and total number of shares for each class;
- b) Changes to business lines, sectors, and areas of operation;
- c) Changes to the Company's governance and management structure;
- d) Investment projects or asset disposals valued at 35% or more of the total asset value recorded in the latest financial statements of the Company;
- d) Reorganization or dissolution of the Company.

2. Other resolutions shall be approved if they receive affirmative votes from shareholders representing more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except for matters specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

3. A resolution of the General Meeting of Shareholders shall be deemed valid and effective if it is approved by 100% of the voting shares, even if the procedures for convening the meeting and passing the resolution violate the Law on Enterprises or the Company Charter.



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Article 16. Announcement of vote counting results

1. Upon completing the vote counting, the Vote Counting Committee shall prepare a vote counting record signed by all members and report to the Chairperson that the results are available. The Chairperson shall invite the Vote Counting Committee to announce the results to the entire General Meeting of Shareholders.

2. The Head of the Vote Counting Committee shall read the vote counting record on behalf of the committee.

3. The announcement of vote counting results must specify the number of votes in favor, against, abstentions, and other opinions for each item on the meeting agenda.

4. The vote counting results shall be announced by the Chairperson before the conclusion of the meeting and shall serve as the basis for the Secretary to prepare the draft meeting minutes and resolutions.

Article 17. Objection to General Meeting of Shareholders Resolutions

1. A shareholder who voted against a resolution on the reorganization of the Company or changes to shareholders' rights and obligations as specified in the Company Charter shall have the right to request the Company to repurchase their shares. The request must be made in writing, clearly stating the shareholder's name, address, types and number of shares held, proposed selling price, and reasons for requesting repurchase. The request must be submitted to the Company within 10 days from the date of the resolution's approval by the General Meeting of Shareholders.

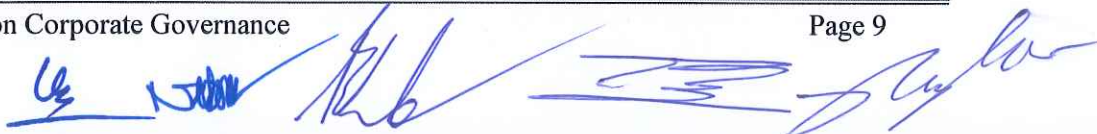
2. The Company must repurchase the shares upon request under Clause 1 of this Article at market price or a price determined based on principles set out in the Company Charter within 90 days from the date of receipt of the request. If no agreement is reached on the price, either party may request a valuation organization to appraise the shares. The Company shall propose at least three valuation organizations for the shareholder to choose from, and the shareholder's choice shall be final.

3. Within 90 days from the date of receiving the General Meeting of Shareholders resolution or the General Meeting of Shareholders meeting minutes or vote counting results obtained by polling, shareholders or a group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises shall have the right to request the Court or Arbitration to review and annul the resolution or part of it in the following cases:

a) The convening procedure or the decision-making process of the General Meeting of Shareholders seriously violates the Law on Enterprises or the Company Charter, except as stipulated in Clause 3, Article 23 of the Company Charter;

b) The contents of the resolution violate the law or the Company Charter.

4. In case shareholders or groups of shareholders as specified in Clause 2, Article



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115 of the Law on Enterprises request the Court or Arbitration to annul the General Meeting of Shareholders resolution as provided in Clause 3 of this Article, such resolution shall remain effective until a final and enforceable annulment decision is issued by the competent authority, unless a provisional emergency measure is ordered by the competent authority.

Article 18. Preparation of General Meeting of Shareholders Meeting Minutes

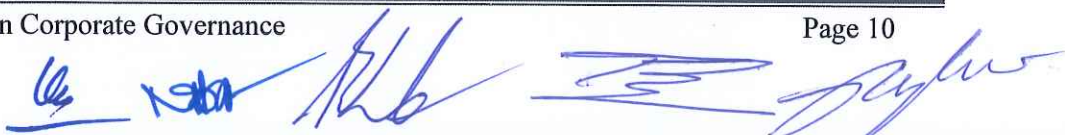
1. The General Meeting of Shareholders must be recorded in minutes and may be audio recorded or documented and archived in other electronic forms. The minutes must be prepared in Vietnamese and may be prepared in a foreign language as well, and shall include the following key contents:

- a) Name, registered address of the head office, and enterprise code;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full names of the Chairperson and Secretary;
- đ) Summary of the meeting proceedings and opinions expressed on each agenda item;
- e) Number of shareholders and total voting shares represented, attached with a list of shareholders and their representatives attending the meeting, the number of shares and corresponding votes;
- g) Total number of votes for each voting item, indicating the voting method, total valid and invalid votes, number of votes for, against, and abstentions, and their corresponding percentages of total voting shares;
- h) Matters approved and the percentage of votes in favor for each;
- i) Full names and signatures of the Chairperson and Secretary. If either refuses to sign the minutes, the minutes shall still be valid if signed by all other attending members of the Board of Directors and fully meet the content requirements stated in this Clause. The minutes shall clearly state the reason for refusal to sign.

2. The General Meeting of Shareholders minutes must be completed and approved before the meeting concludes. The Chairperson and Secretary or other signatories shall be jointly responsible for the accuracy and truthfulness of the minutes.

3. The minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In case of discrepancies, the Vietnamese version shall prevail.

4. The General Meeting of Shareholders minutes and any attached documents (if any) must be sent to all shareholders within 15 days from the end of the meeting or published on the Company's website within 24 hours from the meeting's conclusion.



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5. The General Meeting of Shareholders minutes, the annexed list of shareholders registered to attend, approved resolutions, and related materials sent with the meeting invitation must be archived at the Company's head office.

Article 19. Disclosure of Resolutions of the General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders (General Meeting of Shareholders) must be published on the Company's website within 24 hours from the time of approval by the General Meeting of Shareholders.

2. The Company must disclose information regarding the General Meeting of Shareholders resolution and relevant documents to the public in accordance with the provisions of the Company Charter and applicable securities laws and regulations.

**B. PROCEDURES FOR THE General Meeting of Shareholders TO ADOPT
RESOLUTIONS IN THE FORM OF WRITTEN CONSULTATION**

Article 20. Cases eligible and ineligible for written consultation

1. The Board of Directors is entitled to seek shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.

2. The General Meeting of Shareholders may adopt resolutions on matters within its authority by means of written consultation, except for those specified in Clause 3 of this Article.


3. Written consultation shall not be used for the following matters:

- a) Amendment or supplementation of the Company Charter;
- b) Orientation for Company development;
- c) Classes of shares and the total number of shares of each class;
- d) Election, dismissal, or removal of members of the Board of Directors or the Supervisory Board;
- đ) Decisions on investment projects or asset sales valued at 35% or more of the total asset value recorded in the most recent financial statements of the Company;
- e) Approval of the annual financial statements;
- g) Reorganization or dissolution of the Company.

Article 21. Procedures for approving Resolutions by means of written consultation

The authority and process for seeking shareholders' opinions in writing to adopt resolutions of the General Meeting of Shareholders shall be implemented as follows:

1. The Board of Directors must prepare the written ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft



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resolutions, and send them to all shareholders entitled to vote no later than 10 days before the deadline for returning the ballots. The requirements and method for sending ballots and attached documents shall comply with Clause 3, Article 22 of the Company Charter.

2. The written ballot must contain the following key information:

a) Name, registered head office address, and enterprise registration number of the Company;

b) Purpose of the consultation;

c) Full name, contact address, nationality, and legal identification documents of individual shareholders; for institutional shareholders, name, enterprise registration number or legal document number, and head office address; and for representatives of institutional shareholders, full name, contact address, nationality, and legal identification documents;

d) Matters to be consulted for resolution;

đ) Voting options for each matter: approve, disapprove, or abstain;

e) Deadline for returning the completed ballot to the Company;

g) Full name and signature of the Chairperson of the Board of Directors.

3. Shareholders may return their completed ballots to the Company by post, fax, or email, in accordance with the following provisions:

a) If sent by post, the ballot must bear the signature of the individual shareholder, or the legal or authorized representative of an institutional shareholder. Ballots must be sealed in envelopes, and no one shall open them before the vote counting process.

b) If sent by fax or email, the ballots must be kept confidential until the time of vote counting.


c) Ballots returned after the specified deadline or ballots that have been opened prematurely (in the case of postal submission) or disclosed (in the case of fax/email submission) shall be deemed invalid. Ballots not returned shall be considered as non-participation in the vote.

4. The Board of Directors shall count the votes and prepare a vote counting record under the supervision of the Supervisory Board or a shareholder who does not hold a managerial position in the Company. The vote counting record must include the following key contents:

a) Name, registered head office address, and enterprise registration number of the Company;

b) Purpose and matters consulted for resolution;

c) Number of shareholders and total number of votes cast, distinguishing between



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valid and invalid ballots, and the method of submission, accompanied by an annex listing the voting shareholders;

- d) Total number of votes for, against, and abstentions for each matter;
- d) Matters approved and corresponding approval ratios;
- e) Full name and signature of the Chairperson of the Board of Directors, vote counter, and vote counting supervisor.

Members of the Board of Directors, the vote counter, and the vote counting supervisor shall be jointly responsible for the truthfulness and accuracy of the vote counting record and jointly liable for any damages arising from resolutions approved based on dishonest or inaccurate vote counting.

5. The vote counting record and the approved resolution must be sent to shareholders within 15 days from the conclusion of the vote counting. This requirement may be fulfilled by posting the documents on the Company's website within 24 hours from the conclusion of vote counting.

6. The completed ballots, vote counting record, approved resolutions, and related documents accompanying the ballots must be archived at the Company's head office.

7. A resolution approved through written consultation shall be deemed passed if it is approved by shareholders holding more than 50% of the total voting shares of all shareholders entitled to vote, and shall have the same legal effect as a resolution approved at a General Meeting of Shareholders meeting.

**C. ORGANIZATION OF THE General Meeting of Shareholders TO
APPROVE RESOLUTIONS BY OTHER FORMS**

Article 22. Organization of the General Meeting of Shareholders to approve resolutions by other forms

1. The Board of Directors may convene and organize the General Meeting of Shareholders (GMS) in the form of an online meeting or a hybrid meeting (both in-person and online), if deemed necessary for the Company's best interests and subject to applicable conditions.

2. In the event the Company applies modern technology to hold the GMS online, the Company shall be responsible for ensuring that shareholders are able to attend and vote via electronic voting or other electronic methods in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government guiding the implementation of certain articles of the Law on Securities.



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CHAPTER III: BOARD OF DIRECTORS

**Article 23. Roles, powers, and duties of the board of directors,
responsibilities of members of the Board of Directors**

1. The roles, powers, and duties of the Board of Directors, and the responsibilities of its members, shall comply with Article 27 of the Company's Charter and include the following obligations:

a) To perform their duties honestly, prudently, and 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 discussed;

c) To promptly and fully report to the Board of Directors any remuneration received from subsidiaries, affiliates, and other entities;

d) To report at the nearest meeting of the Board of Directors any transactions between the Company (or its subsidiaries or controlled affiliates) and themselves or their related persons; and any transactions between the Company and entities in which the Board member is a founder or an executive within the past three years;

đ) To disclose information when conducting transactions in the Company's shares in accordance with applicable laws.

2. Independent members of the Board of Directors must prepare an evaluation report on the performance of the Board of Directors.

3. Members of the Board of Directors are entitled to request the General Director, Deputy General Directors, and other managers of the Company to provide information and documents regarding the Company's financial status and business activities. The requested parties must provide accurate, complete, and timely information and documents as requested. The procedure for requesting and providing information shall be specified in the Company's Charter.

**A. NOMINATION, CANDIDACY, ELECTION, DISMISSAL AND
REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS**

Article 24. Term and number of members of the Board of Directors

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

2. Nhiệm kỳ của thành viên Hội đồng quản trị không quá 05 năm và có thể được bầu lại với số nhiệm kỳ không hạn chế. Một cá nhân chỉ được bầu làm thành viên độc lập Hội đồng quản trị của một công ty không quá 02 nhiệm kỳ liên tục. Trường hợp tất cả thành viên Hội đồng quản trị cùng kết thúc nhiệm kỳ thì các thành viên đó tiếp tục là thành viên Hội đồng quản trị cho đến khi có thành viên mới được bầu thay thế và tiếp

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quản công việc.

Article 25. Composition, criteria, and conditions of members of the board of directors

1. Composition of the Board of Directors:

The composition of the Company's Board of Directors must ensure that at least one-third (1/3) of its total members are non-executive members. The Company shall minimize the appointment of executive officers concurrently serving as members of the Board of Directors to ensure the independence of the Board.

At the time the Company becomes listed, the composition of the Board of Directors must comply with the number of independent members required under Clause 4, Article 276 of Decree No. 155/2020/NĐ-CP dated December 31, 2020.

2. A member shall no longer hold the position of a Board member in the event of dismissal, removal, or replacement by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

3. A member of the Board of Directors must meet the following criteria and conditions:

a) Not fall within the categories stipulated in Clause 2, Article 17 of the Law on Enterprises;

b) Possess professional qualifications and experience in business administration or in the Company's business sectors or industries, and need not necessarily be a shareholder of the Company, unless otherwise provided in the Company's Charter;

c) A member of the Board of Directors may concurrently hold a position on the Board of Directors of no more than five (05) other companies.

4. An independent member of the Board of Directors must satisfy the following criteria and conditions:

a) Meet the requirement set forth in Point c, Clause 3 of this Article;

b) Must not currently be employed by the Company, its parent company, or its subsidiaries; and must not have worked for any of these entities for at least the past three (03) consecutive years;

c) Must not be receiving salaries or remuneration from the Company, except for allowances payable to members of the Board of Directors in accordance with regulations;

d) Must not be a spouse, biological parent, adoptive parent, biological child, approved child, or biological sibling of a major shareholder, executive of the Company, or executive of the Company's subsidiaries;

đ) Must not directly or indirectly own at least 1% of the total voting shares of the

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Company;

e) Must not have been a member of the Board of Directors or the Supervisory Board of the Company for at least the past five (05) consecutive years, unless re-appointed for two consecutive terms;

f) Other criteria and conditions as stipulated in the Company's Charter.

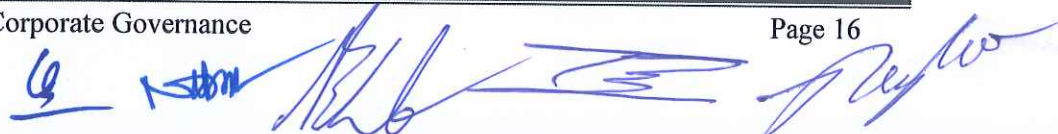
5. An independent member of the Board of Directors must notify the Board if he/she no longer meets the criteria and conditions specified in Clause 4 of this Article, and shall automatically cease to be an independent member of the Board as from the date he/she fails to meet such criteria and conditions. The Board of Directors must report this matter at the next General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement or additional independent member within six (06) months from the date of receiving the notice from the concerned independent Board member.

Article 26. Nomination and Candidacy for Members of the Board of Directors

1. A shareholder or group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with Clause 5, Article 115 of the Law on Enterprises; Clause 3, Article 14 and Clause 3, Article 27 of the Company's Charter, as follows:

Shareholders holding ordinary shares shall have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Specifically: Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; From 20% to less than 30%, up to two (02) candidates; From 30% to less than 40%, up to three (03) candidates; From 40% to less than 50%, up to four (04) candidates; From 50% to less than 60%, up to five (05) candidates; From 60% to less than 70%, up to six (06) candidates; From 70% or more, a number of candidates equal to the total number of members to be elected.

2. In the event that the number of nominated and self-nominated candidates remains insufficient as required under Clause 5, Article 115 of the Law on Enterprises, Clause 3, Article 14 and Clause 3, Article 27 of the Company's Charter, the incumbent Board of Directors shall nominate additional candidates or organize the nomination in accordance with the Company's Charter, the Internal Regulations on Corporate Governances, and the Board of Directors' operational regulations. Any additional nomination by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board in accordance with applicable laws.



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Article 27. Election of members of the Board of Directors

1. The election of members of the Board of Directors shall be conducted by the method of cumulative voting, whereby each shareholder has a number of votes equal to the total number of shares they own multiplied by the number of Board members to be elected. Shareholders may allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors shall be determined based on the number of votes received in descending order, starting from the candidate with the highest number of votes, until the required number of Board members is reached as stipulated in the Company's Charter. In the event that two (02) or more candidates receive the same number of votes for the final position on the Board, a re-vote shall be conducted among those candidates or a selection shall be made based on criteria stated in the election regulations or the Company's Charter.

2. The election, dismissal, and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders by voting.

Article 28. Dismissal, removal, and supplementation of members of the Board of Directors

1. A member of the Board of Directors shall be dismissed by the General Meeting of Shareholders in the following cases:

- a) Fails to meet the criteria and conditions prescribed in Article 155 of the Law on Enterprises;
- b) Submits a resignation letter which is accepted;
- c) Other cases as stipulated in the Company's Charter.

2. A member of the Board of Directors shall be removed by the General Meeting of Shareholders in the following cases:

- a) Fails to participate in the activities of the Board of Directors for six (06) consecutive months, except in force majeure events;
- b) Other cases as stipulated in the Company's Charter.

3. When deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss, or remove a member of the Board of Directors aside from the cases specified in Clauses 1 and 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members in the following cases:

- a) The number of members of the Board of Directors is reduced by more than one-third of the number stipulated in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of members is reduced by more than one-third.



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b) Except for the case under Point a of this Clause, the General Meeting of Shareholders shall elect new members to replace those who have been dismissed or removed at the most recent meeting.

Article 29. Notification of election, dismissal, and removal of members of the Board of Directors

Notifications on the election, dismissal, and removal of members of the Board of Directors shall be made in accordance with the Company's Charter and the regulations of the securities laws.

Article 30. Nomination procedure for candidates for the Board of Directors

Once candidates for the Board of Directors have been identified, the Company must disclose relevant information about the candidates at least 10 days prior to the opening of the General Meeting of Shareholders on the Company's website so that shareholders may review such information prior to voting.

Candidates must submit a written commitment confirming the accuracy and truthfulness of their disclosed personal information and their commitment to perform their duties with integrity, diligence, and in the best interests of the Company if elected.

The information to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other managerial positions (including board positions in other companies);
- đ) Related interests with the Company and its related parties;
- e) Other information (if any) as prescribed in the Company's Charter;
- g) The Company is responsible for disclosing information about any companies in which the candidate holds positions as a Board member or other managerial roles, and any related interests such companies may have in relation to the Company (if any).

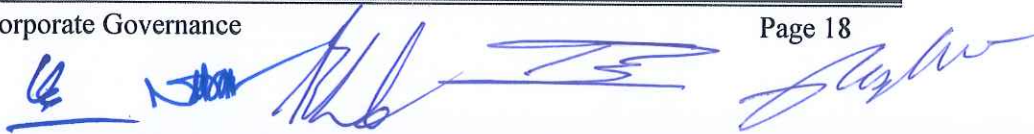
Article 31. Election, Removal, and Dismissal of the Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, removed, or dismissed by the Board of Directors from among its members.

2. In the event that the Chairperson resigns or is removed or dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or from the date of removal or dismissal.

Article 32. Remuneration and other benefits of members of the Board of Directors

The remuneration and other benefits of members of the Board of Directors shall



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be regulated in accordance with Article 30 of the Company's Charter and applicable laws.

B. PROCEDURES FOR ORGANIZING MEETINGS OF

C. THE BOARD OF DIRECTORS

Article 33. Minimum Number of Meetings

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of conclusion of the Board election. This meeting shall be convened and presided over by the member receiving the highest number or highest percentage of votes. In case more than one member obtains an equal highest number or percentage of votes, the members shall elect one among them by majority vote to convene the meeting.

2. The Board of Directors must meet at least once every quarter and may convene extraordinary meetings as needed.

Article 34. Cases requiring Extraordinary Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a) Upon the request of the Supervisory Board or an independent member of the Board of Directors;

b) Upon the request of the General Director or at least five (05) other managerial personnel;

c) Upon the request of at least two (02) members of the Board of Directors;

d) Other cases (if any).

2. The requests specified in Clause 1 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and those falling under the authority of the Board of Directors.

3. The Chairperson of the Board of Directors must convene a meeting of the Board within seven (07) working days from the date of receipt of the request specified in Clause 2 of this Article.

If the Chairperson fails to convene the meeting as requested, he/she shall be held liable for any damage caused to the Company; in such case, the requesting party shall have the right to convene the meeting in place of the Chairperson..

Article 35. Notice of Meeting of the Board of Directors

1. The Chairperson of the Board of Directors or the person convening the meeting of the Board of Directors must send the meeting invitation no later than three (03)



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working days prior to the meeting date. The meeting invitation must clearly specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided upon. The meeting invitation must be accompanied by relevant documents to be used at the meeting and the voting ballot of each member.

The meeting invitation may be sent by letter, telephone, fax, electronic means, or other methods as provided in the Company's Charter, and must be delivered to the contact address of each member of the Board of Directors as registered with the Company.

2. The Chairperson of the Board of Directors or the person convening the meeting shall send the meeting invitation and accompanying documents to members of the Supervisory Board in the same manner as for members of the Board of Directors.

Article 36. Right of Supervisory Board Members to attend Meetings of the Board of Directors

Members of the Supervisory Board have the right to attend meetings of the Board of Directors; they have the right to participate in discussions but do not have the right to vote.

Article 37. Conditions for convening Meetings of the Board of Directors

A meeting of the Board of Directors may be convened when at least three-quarters (3/4) of the total number of members are present. If a meeting is convened in accordance with this Article but the required number of members is not present, a second meeting shall be convened within seven (07) days from the date initially scheduled. In this case, the meeting may be conducted if more than one-half (1/2) of the Board members are present.

Article 38. Voting Method

1. Voting shall be conducted publicly by a show of hands, and the voting results must be clearly and specifically recorded by the Company Secretary in the minutes of the meeting of the Board of Directors.

2. A member of the Board of Directors shall be considered as having attended and voted at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Article 40 of this Regulation;
- c) Attending and voting via online conference, electronic voting, or other electronic methods;
- d) Sending the voting ballot to the meeting by mail, fax, or email;
- d) Sending the voting ballot by other means.



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3. In case a voting ballot is sent to the meeting by mail, the ballot must be placed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the opening of the meeting. The ballot may only be opened in the presence of all participants in the meeting.

4. A member of the Board of Directors shall not vote on transactions that bring benefits to that member or his/her related persons in accordance with the Law on Enterprises and the Company's Charter.

Article 39. Method for approving Resolutions of the Board of Directors

1. A resolution or decision of the Board of Directors shall be approved if approved by the majority of the attending members; in the event of a tie, the final decision shall be made in accordance with the opinion of the Chairperson of the Board of Directors.

2. A resolution approved in the form of written consultation shall be approved based on the majority of Board members entitled to vote. Such resolution shall have the same validity and effect as a resolution approved at a meeting.

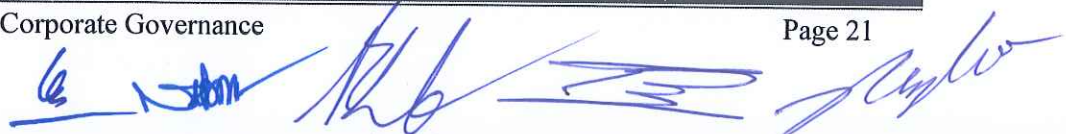
Article 40. Authorization for Attendance at Board Meetings by a Member of the Board of Directors

Members are required to fully attend all meetings of the Board of Directors. A member may authorize another person to attend and vote at the meeting on their behalf, provided that such authorization is approved by the majority of the members of the Board of Directors.

Article 41. Minutes of Meetings of the Board of Directors

1. All meetings of the Board of Directors must be recorded in minutes and may also be recorded by audio, video, or stored in other electronic forms. The minutes must be prepared in Vietnamese and may be prepared additionally in a foreign language, and must include the following main contents:

- a) Name, head office address, and enterprise code of the Company;
- b) Time and venue of the meeting;
- c) Purpose, agenda, and contents of the meeting;
- d) Full name of each attending member or authorized person and the method of attendance; names of members not attending and reasons thereof;
- d) Matters discussed and voted on at the meeting;
- e) Summary of the opinions presented by each attending member in the order of the meeting's proceedings;
- g) Voting results, specifying members who voted in favor, against, or abstained;
- h) Resolutions adopted and the corresponding approval rates;



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i) Full names and signatures of the chairperson and the minute taker, except as stipulated in Clause 2 of this Article.

2. The chairperson, minute taker, and those who sign the minutes shall be jointly responsible for the accuracy and truthfulness of the contents of the minutes of the Board of Directors' meeting.

3. The minutes of the meeting and all documents used at the meeting must be archived at the Company's head office.

4. Minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In case of discrepancies between the two versions, the Vietnamese version shall prevail.

5. The Board of Directors may assign a member of the Board or another person to act as the meeting secretary and prepare the minutes.

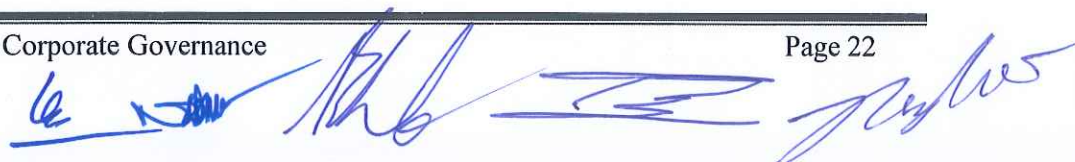
Article 42. Cases where the Chairperson and/or Secretary refuse to sign the Minutes of the Board of Directors' Meeting

In the event that the chairperson or the minute taker refuses to sign the minutes, but the minutes are signed and approved by all other attending members of the Board of Directors and include all contents as prescribed at Points a, b, c, d, đ, e, g, and h of Clause 1, Article 41 of this Regulation, such minutes shall remain valid. The minutes must clearly state the refusal of the chairperson and/or the minute taker to sign the document. The signatories shall be jointly liable for the accuracy and truthfulness of the minutes. The chairperson and/or the minute taker shall bear personal liability for any damage caused to the Company due to their refusal to sign the minutes, in accordance with the Law on Enterprises, the Company's Charter, and relevant laws.

Article 43. Notification of Resolutions and Decisions of the Board of Directors

1. The decisions adopted at the meetings of the Board of Directors shall be issued in appropriate written forms (resolutions, decisions, directives, regulations, rules, etc.) and disseminated to relevant individuals and departments for implementation. Based on the resolutions adopted by the Board, the Chairperson shall sign and promulgate the official documents on behalf of the Board of Directors.

2. All resolutions, decisions, regulations, rules, directives, and other guiding documents signed and promulgated by the Chairperson of the Board must be copied to each member of the Board of Directors and the Supervisory Board for monitoring and supervision. These documents shall also be sent to the Information Disclosure Officer to notify regulatory agencies, shareholders, and the public in accordance with applicable laws on information disclosure.



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**C. SELECTION, APPOINTMENT, AND DISMISSAL OF THE PERSON IN
CHARGE OF CORPORATE GOVERNANCE**

Article 44. Qualifications of the Person in charge of Corporate Governance

The Person in charge of Corporate Governance must meet the following criteria:

- a) Have knowledge of laws and regulations;
- b) Must not concurrently be employed by the approved audit firm that is auditing the Company's financial statements;
- c) Meet other criteria in accordance with the law, the Company's Charter, and resolutions of the Board of Directors.

Article 45. Appointment of the Person in charge of Corporate Governance

The Board of Directors must appoint at least one (01) Person in charge of Corporate Governance to support the Company's governance activities. The Person in charge of Corporate Governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

Article 46. Dismissal of the Person in charge of Corporate Governance

The Board of Directors may dismiss the Person in charge of Corporate Governance as necessary, provided that such dismissal does not contravene current labor laws.

Article 47. Notification of appointment and dismissal of the Person in charge of Corporate Governance

Notifications of the appointment or dismissal of the Person in charge of Corporate Governance shall be made in accordance with the Company's Charter and the applicable securities laws.

Article 48. Rights and obligations of the Person in charge of Corporate Governance

The Person in charge of Corporate Governance shall have the following rights and duties:

- a) Advise the Board of Directors on convening the General Meeting of Shareholders and handle matters between the Company and its shareholders;
- b) Prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board or the Supervisory Board;
- c) Advise on meeting procedures;
- d) Attend meetings;
- đ) Advise on the preparation of Board resolutions in accordance with the law;
- e) Provide financial information, copies of Board meeting minutes, and other

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relevant information to members of the Board of Directors and the Supervisory Board;

g) Monitor and report to the Board of Directors on the Company's information disclosure activities;

h) Serve as the liaison with stakeholders;

i) Maintain confidentiality in accordance with laws and the Company's Charter;

k) Exercise other rights and perform other duties in accordance with laws and the Company's Charter.

CHAPTER IV: SUPERVISORY BOARD

Article 49. Roles, rights and obligations of the Supervisory Board; responsibilities of members of the Supervisory Board

The roles, rights and obligations of the Supervisory Board and the responsibilities of its members shall be as provided in Article 39 of the Company's Charter.

Article 50. Term of office, number, composition and structure of the Supervisory Board

The number of members of the Company's Supervisory Board is three (03). The term of office of a member of the Supervisory Board shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms.

Article 51. Criteria and conditions for members of the Supervisory Board

Members of the Supervisory Board must satisfy the criteria and conditions as prescribed in Article 169 of the Law on Enterprises and must not fall under the following circumstances:

a) Working in the accounting or finance department of the Company;

b) Being a member or employee of the independent auditing firm that has performed audits of the Company's financial statements during the preceding three (03) consecutive years.

Article 52. Nomination and candidacy of members of the Supervisory Board

The nomination and candidacy of members of the Supervisory Board shall be conducted in accordance with the Company's Charter, as detailed below:

In case the number of candidates for the Supervisory Board nominated or standing for election is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize the nomination in accordance with the nomination regulations set forth in the Company's Charter or other internal regulations. The nomination mechanism by the incumbent Supervisory Board must be clearly disclosed and approved by the General Meeting of Shareholders prior to implementation.

Article 53. Method of electing members of the Supervisory Board

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1. The election, dismissal, and removal of members of the Supervisory Board fall under the authority of the General Meeting of Shareholders.

2. The election of members of the Supervisory Board shall be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the number of shares held multiplied by the number of members to be elected to the Supervisory Board. Shareholders may cast all or part of their total votes for one or several candidates. Elected members shall be those receiving the highest number of votes in descending order until the number of members required under the Company's Charter is reached. If two (02) or more candidates receive the same number of votes for the last position, a re-election shall be held among such candidates or a selection shall be made based on the criteria stipulated in the election regulations or the Company's Charter.

Article 54. Cases of dismissal and removal of members of the Supervisory Board

1. A member of the Supervisory Board shall be dismissed in the following cases:

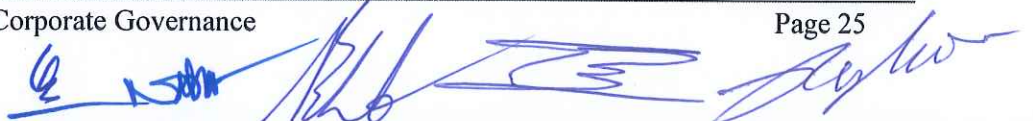
- a) No longer meeting the criteria and conditions to serve as a member of the Supervisory Board as specified in Clause 2 of this Article;
- b) Voluntarily resigning and such resignation is approved;
- c) Other cases as prescribed in the Company's Charter.

2. A member of the Supervisory Board shall be removed in the following cases:

- a) Failure to fulfill assigned duties and responsibilities;
- b) Failure to perform the rights and obligations for six (06) consecutive months, unless due to force majeure;
- c) Repeated or serious violations of the obligations of a member of the Supervisory Board as prescribed by the Law on Enterprises and the Company's Charter;
- d) Other cases in accordance with the resolution of the General Meeting of Shareholders..

Article 55. Thông báo về bầu, miễn nhiệm, bãi nhiệm thành viên Ban Kiểm soát

1. Trường hợp đã xác định được ứng cử viên Ban kiểm soát, Công ty phải công bố thông tin liên quan đến các ứng cử viên tối thiểu 10 ngày trước ngày khai mạc họp Đại hội đồng cổ đông trên trang thông tin điện tử của Công ty để cổ đông có thể tìm hiểu về các ứng cử viên này trước khi bỏ phiếu, ứng cử viên Ban kiểm soát phải có cam kết bằng văn bản về tính trung thực, chính xác của các thông tin cá nhân được công bố và phải cam kết thực hiện nhiệm vụ một cách trung thực, cẩn trọng và vì lợi ích cao nhất



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của công ty nếu được bầu làm thành viên Ban kiểm soát. Thông tin liên quan đến ứng cử viên Ban Kiểm soát được công bố bao gồm:

- a) Họ tên, ngày, tháng, năm sinh;
- b) Trình độ chuyên môn;
- c) Quá trình công tác;
- d) Các chức danh quản lý khác;
- đ) Lợi ích có liên quan tới Công ty và các bên có liên quan của Công ty;
- e) Các thông tin khác (nếu có) theo quy định tại Article lệ công ty;
- g) Công ty phải có trách nhiệm công bố thông tin về các công ty mà ứng cử viên đang nắm giữ các chức danh quản lý và các lợi ích có liên quan tới Công ty của ứng cử viên Ban kiểm soát (nếu có).

2. Thông báo về việc bầu, miễn nhiệm, bãi nhiệm thành viên Ban kiểm soát theo quy định tại Article lệ Công ty và quy định pháp luật chứng khoán.

Article 56. Tiền lương và quyền lợi khác của thành viên Ban kiểm soát

Tiền lương và quyền lợi khác của thành viên Ban kiểm soát theo quy định tại Article 43 Article lệ Công ty.

CHAPTER V: GENERAL DIRECTOR

Article 57. Role, responsibilities, powers and duties of the General Director

1. The General Director is responsible for the day-to-day management of the Company's business operations, subject to the supervision of the Board of Directors, and is accountable to the Board and before the law for the exercise of assigned powers and performance of assigned duties.

2. The General Director shall have the following rights and duties:

- a) Decide on matters relating to the Company's daily business operations that do not fall under the authority of the Board of Directors;
- b) Organize the implementation of resolutions and decisions of the Board of Directors;
- c) Organize the implementation of the Company's business plans and investment projects;
- d) Propose the organizational structure and internal management regulations of the Company;
- đ) Appoint, dismiss, and remove managerial positions within the Company, except for those under the authority of the Board of Directors;
- e) Determine salaries and other benefits for employees within the Company, including those under the General Director's authority to appoint;

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- g) Recruit employees;
- h) Propose plans for dividend distribution or handling business losses;
- i) Exercise other rights and duties in accordance with the law, the Company's Charter, and the resolutions and decisions of the Board of Directors.

3. The General Director shall manage the day-to-day business operations of the Company in accordance with the law, the Company's Charter, the employment contract signed with the Company, and resolutions and decisions of the Board of Directors. If the General Director acts contrary to this provision and causes damage to the Company, he/she shall be legally liable and must compensate the Company.

Article 58. Term, qualifications and conditions of the General Director

1. The term of the General Director shall not exceed 5 years and may be renewed for an unlimited number of terms.

2. The person appointed as General Director must meet the following qualifications and conditions:

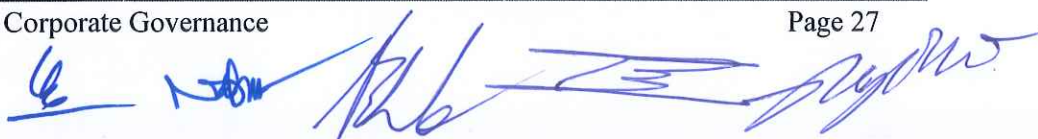
- Have full legal capacity and not fall under the prohibitions on company management as prescribed by the Law on Enterprises; be in good health, possess good moral character, honesty and integrity; understand and comply with the law; and have permanent residence in Vietnam;
- Possess at least a university degree in business administration or in a field relevant to the Company's business lines;
- Have at least 5 years of practical experience in business management or in the Company's principal business areas;
- Not concurrently hold the position of General Director or executive positions in another enterprise;
- Not be the spouse, father, adoptive father, mother, adoptive mother, child, adopted child, or sibling of the Chairman or any member of the Board of Directors or of the General Director of the parent company.

Article 59. Nomination, appointment, and employment contract with the General Director

1. The Board of Directors shall appoint one of its members or hire another person as General Director.

2. If the General Director does not concurrently serve as a member of the Board of Directors, the Board may select a qualified candidate to appoint as General Director and enter into an employment contract.

3. The Company shall sign an employment contract with the General Director in accordance with labor laws.



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4. Any individual nominated or recommended for appointment as General Director must submit a complete application for consideration by the Board of Directors. The Board shall discuss and decide on the appointment through a resolution or decision.

5. The appointment decision must clearly define the basis for the determination of the scope of responsibilities, powers, benefits, and obligations of the General Director according to the law, the Company's Charter, corporate governance regulations, and other internal regulations. The Board may also enter into a labor contract and/or a responsibility agreement with the General Director to specify these terms.

Article 60. Dismissal, removal, and termination of employment with the General Director

1. The Board of Directors may dismiss, remove, or terminate the employment of the General Director if the majority of voting Board members present approve and a new General Director is appointed.

2. The Board may dismiss or remove the General Director in the following cases:

a) The General Director no longer satisfies the requirements set out in Article 58 of this Regulation;

b) The General Director submits a resignation letter or a written request is made by the nominating organization, or is unable to perform duties for 6 consecutive months due to health issues;

c) The General Director violates his/her obligations and responsibilities, causing serious damage to the Company;

d) The General Director performs poorly, resulting in two consecutive years of business losses not due to force majeure;

e) The General Director is prosecuted, detained, or indicted for criminal liability;

f) Other cases in which the Board has sufficient grounds to determine that the General Director can no longer hold the position;

g) The dismissal must be approved by the Board in accordance with the Company's Charter;

h) The Board may require the dismissed General Director to compensate for any damages caused to the Company.

Article 61. Notification of appointment, dismissal, employment and termination of the General Director

Notifications regarding the appointment, dismissal, employment, or termination of the General Director shall be made in accordance with the Company's Charter and securities laws.

Article 62. Salary and other benefits of the General Director



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The General Director's salary and other benefits shall comply with Article 163 of the Law on Enterprises.

CHAPTER VI: OTHER ACTIVITIES

Article 63. Procedures for convening, notifying, recording, and disclosing results of meetings between the Board of Directors, Supervisory Board, and General Director

These procedures shall comply with those prescribed in Articles 34, 35, 41, and 43 of this Regulation.

Article 64. Notification of Board resolutions and decisions to the Supervisory Board and the General Director

Board resolutions and meeting minutes, once issued, must be sent to the Supervisory Board and the General Director at the same time and in the same manner as to Board members.

Article 65. Cases where the General Director or Supervisory Board may request to convene a Board meeting

1. The Chairman must convene a meeting of the Board of Directors at the request of the Supervisory Board or the General Director.
2. The request must be made in writing, clearly stating the purpose, issues to be discussed, and matters under the authority of the Board.

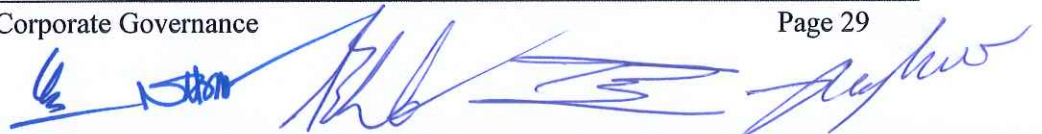
Article 66. Reports of the General Director to the Board of Directors on the performance of assigned duties and powers

On a quarterly basis or on an ad hoc basis upon request by the Board of Directors, the General Director is responsible for reporting to the Board on the results of the performance of duties and powers assigned in accordance with the Company's internal regulations. Such reports must be made in a serious, careful, and honest manner to ensure the rights and interests of the Company.

Article 67. Review of the implementation of resolutions and other matters delegated by the Board of Directors to the General Director

On a quarterly basis or on an ad hoc basis, based on the General Director's performance of the assigned duties, the Board of Directors shall hold a meeting to review the General Director's implementation of its resolutions and other delegated matters in accordance with the Company's internal regulations.

Article 68. Matters to be reported and information to be provided by the General Director, and methods of notification to the Board of Directors and the



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Supervisory Board

1. Matters to be reported by the General Director include:

a) Annually, the General Director shall submit to the Board of Directors for approval a detailed business plan for the next financial year, based on compliance with the approved budget and annual financial plan;

b) Reports on the business plan and budget estimates, quarterly and annual financial statements (including balance sheet, income statement, and projected cash flow statement) for each financial year;

c) Other reports upon request.

2. The General Director must provide information within his/her authority and shall not delay providing such information without a valid reason when requested by the Board of Directors or the Supervisory Board. All notifications to the Board or the Supervisory Board must be made in writing and sent as soon as possible.

Article 69. Coordination of control, management, and supervision among members of the Board of Directors, members of the Supervisory Board, and the General Director based on their specific duties

1. Members of the Board of Directors, the Supervisory Board, and the General Director shall regularly exchange work-related information and provide mutual support in a cooperative spirit to facilitate the proper performance of their duties in accordance with the Company's Charter and internal regulations.

2. The Board of Directors, the Supervisory Board, and the General Director shall not interfere in each other's executive responsibilities.

3. In certain necessary cases, members of the Board of Directors, the Executive Board, and the Supervisory Board may communicate with the Chairperson of the Board, the General Director, the Head of the Supervisory Board, or all of them to promptly and effectively resolve business matters.

Article 70. Regulations on annual evaluation, commendation, and disciplinary action for members of the Board of Directors, the Supervisory Board, the General Director, and other executive officers

1. Based on the Company's internal regulations, policies on commendation and discipline, and the evaluation results of the Commendation and Discipline Council, the Company shall organize periodic or ad hoc commendation for individuals and collectives including members of the Board of Directors, the Supervisory Board, the General Director, and other executive officers who have shown achievements in corporate governance.

2. In the event of violations or breaches of the Company's internal regulations,



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depending on the severity of the individual violation, the Commendation and Discipline Council shall consider appropriate disciplinary measures and issue a disciplinary decision.

CHAPTER VII: IMPLEMENTATION EFFECTIVENESS

This Internal Regulations on Corporate Governance of Hanoi Housing Investment and Development Joint Stock Company No.6 comprises 70 Articles and takes effect from the date of issuance by the Board of Directors. In the event of any inconsistency with the Company's Charter on organization and operation, the provisions of the Charter shall prevail.

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

(Signed, full name and seal)



CHỦ TỊCH HĐQT
Lê Quốc Bình