PTM AUTOMOBILE SERVICE, TRADING AND MANUFACTURING JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Ha Noi, date 28 month 03 year 2026

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

- *Pursuant to the Law on Securities dated November 26, 2019;*
- *Pursuant to the Law on Enterprises dated June 17, 2020;*
- *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 articles on corporate governance applicable to public companies in accordance with 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 PTM Automobile Service, Trading and Manufacturing Joint Stock Company;*
- *Pursuant to the Resolution of the General Meeting of Shareholders No. 01/2026/NQ-ĐHĐCĐ-PTM date 28/03/2026*

The Board of Directors hereby promulgates the Internal Regulations on Corporate Governance of PTM Automobile Service, Trading and Manufacturing Joint Stock Company (the "Company");

The Internal Regulations on Corporate Governance of the Company include the following contents:

CHAPTER I
GENERAL PROVISIONS

Article 1. Scope of Regulation and Subjects of Application

1. Scope of regulation: The Internal Regulations on Corporate Governance set forth provisions on 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 and conducting General Meetings of Shareholders; nomination, candidacy, election, dismissal and removal of members of the Board of Directors, the Supervisory Board, the General Director, and other matters as stipulated in the Company's Charter and relevant applicable laws.

CÔNG TY CỔ PHẦN SẢN XUẤT, THƯƠNG MẠI VÀ DỊCH VỤ Ô TÔ PTM
Digitally signed by CÔNG TY CỔ PHẦN SẢN XUẤT, THƯƠNG MẠI VÀ DỊCH VỤ Ô TÔ PTM
DN: C=VN, S=Hà Nội, L="Số 256 đường Kim Giang, Phường Đại Kim, Quận Hoàng Mai, Thành phố Hà Nội, Việt Nam", O="CÔNG TY CỔ PHẦN SẢN XUẤT, THƯƠNG MẠI VÀ DỊCH VỤ Ô TÔ PTM", CN="CÔNG TY CỔ PHẦN SẢN XUẤT, THƯƠNG MẠI VÀ DỊCH VỤ Ô TÔ PTM", OID.0.9.2342.19200300.100.1.1=MST:0101116000
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2. Subjects of application: These Regulations shall apply to members of the Board of Directors, the Supervisory Board, the General Director, the person in charge of corporate governance, and other relevant persons.

Article 2. Interpretation of Terms

1. In these Regulations, the following terms shall be construed as follows:

a. **"Corporate governance"** means a system of rules to ensure that the Company is directed and controlled in an effective manner for the benefit of shareholders and related persons. The principles of corporate governance include:

- Ensuring a sound governance structure;
- Ensuring the effectiveness of the Board of Directors and the Supervisory Board;
- Ensuring the rights and interests of shareholders and related persons;
- Ensuring fair treatment among shareholders;
- Ensuring transparency and disclosure in the Company's operations.

b. **"Company"** means PTM Automobile Service, Trading and Manufacturing Joint Stock Company.

c. **"Charter"** means the Charter on organization and operation of the Company as approved by the General Meeting of Shareholders.

d. "**Shareholder**" means an organization or individual owning at least one issued share of the Company and whose name is recorded in the Company's Shareholders Register.

e. "**General Meeting of Shareholders**" means the highest decision-making body of the Company, comprising all shareholders with voting rights.

f. "**Related person**" means an individual or organization as defined in Clause 17, Article of the Law on Enterprises and Clause 34, Article 6 of the Law on Securities.

g. " **Non-executive member of the Board of Directors**" means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other managers appointed by the Board of Directors.

h. "**Independent member of the Board of Directors**" means a member of the Board of Directors who satisfies all conditions as prescribed by the Law on Enterprises and applicable securities laws.

i. "**Executive**" means the General Director, Deputy General Directors, Chief Accountant, and other managerial positions appointed by the Board of Directors.

j. **"Manager"** means positions appointed by the General Director.

k. "**VSDC**" means the Vietnam Securities Depository and Clearing Corporation.

l. "**BTC**" means the Organizing Committee of the General Meeting of Shareholders

m. "**BOD**" means the Board of Directors

n. "**GMS System**" means the system/program/software used by the Company to organize online General Meetings of Shareholders.

2. In these Regulations, references to any provisions or legal documents shall include any amendments, supplements, or replacements thereof.

CHAPTER II: PROVISIONS ON CONVENING THE GENERAL MEETING OF SHAREHOLDERS

Article 3. Roles, Rights and Obligations of the General Meeting of Shareholders.

1. The General Meeting of Shareholders (the "GMS") comprises all shareholders with voting rights and is the highest decision-making body of the Company. The GMS shall convene an Annual General Meeting once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the time for holding the Annual General Meeting where necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the GMS may hold extraordinary meetings. The venue of the GMS shall be the location where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The GMS shall have the following rights and obligations:

a. To approve the Company's development orientation;
b. To decide on the types of shares and the total number of shares of each type to be offered; to determine the annual dividend rate; to remove members of the Board of Directors;
c. To elect, dismiss and remove members of the Board of Directors and the Supervisory Board;
d. To decide on investments or the sale of assets with a value of 35% or more of the total assets as stated in the most recent financial statements of the Company;
e. To decide on amendments and supplements to the Company's Charter;
f. To approve the annual financial statements;
g. To decide on the repurchase of more than 10% of the total issued shares of each type;
h. To review and handle violations by members of the Board of Directors causing damage to the Company and its shareholders;
i. To decide on the reorganization or dissolution of the Company;
j. To decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
k. To approve, amend and supplement the Internal Corporate Governance Regulations and the Regulations on operation of the Board of Directors and the Supervisory Board;
l. To approve the list of eligible audit firms; to decide on the selected audit firm to audit the Company's operations and to dismiss the approved auditor when deemed necessary;

3. The GMS shall discuss and approve the following matters:

a. The Company's annual business plan;
b. The audited annual financial statements;
c. The report of the Board of Directors on corporate governance and performance of the Board of Directors and each member thereof;

d. The report of the Supervisory Board on the Company's business performance and on the performance of the Board of Directors and the General Director;
e. The self-assessment report of the Supervisory Board and its members;
f. The dividend level for each class of shares;
g. The number of members of the Board of Directors and the Supervisory Board;
h. The election, dismissal and removal of members of the Board of Directors and the Supervisory Board;
i. The budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
j. Approval of the list of eligible audit firms and selection of an audit firm to audit the Company when deemed necessary;
k. Amendments and supplements to the Company's Charter;
l. The types of shares and number of new shares to be issued for each class and the transfer of shares by founding shareholders within the first three (03) years from the date of establishment;
m. Division, separation, consolidation, merger or conversion of the Company;
n. Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;
o. Investment decisions or sale of assets with a value of 35% or more of the total assets as stated in the most recent financial statements of the Company;
p. Repurchase of more than 10% of the total issued shares of each type;
q. Approval of transactions as prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 (as amended and supplemented by Decree No. 245/2025/ND-CP) detailing the implementation of a number of articles of the Law on Securities;
r. Approval of the Internal Regulations on Corporate Governance, the Regulations on operation of the Board of Directors, and the Regulations on operation of the Supervisory Board;

4. Shareholders shall not be entitled to vote in the following cases:

a. Approval of contracts specified in Clause 2, Article 14 of the Company's Charter where such shareholder or its related person is a party to such contract;
b. Repurchase of shares of such shareholder or its related person, except where the repurchase is conducted on a pro-rata basis for all shareholders or through order matching or a public tender offer on a stock exchange.

4. All matters included in the meeting agenda must be discussed and voted on at the GMS

Article 4. Authority to Convene the General Meeting of Shareholders

1. Authority to convene the Annual General Meeting of Shareholders:

The Annual General Meeting of Shareholders shall be held once every year. The General Meeting of Shareholders must be convened within four (04) months from the end of the fiscal year. Where necessary, the Board of Directors may request the business registration authority to extend the time for convening the General Meeting of Shareholders, but not exceeding six (06) months from the end of the fiscal year.

2. *Convening an Extraordinary General Meeting of Shareholders:*

a. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors or the Supervisory Board falls as specified in Point b, Clause 3 of this Article, or upon receipt of a request as prescribed in Points c and d, Clause 3 of this Article.

b. Where the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a of this Clause, within the next thirty (30) days, the Supervisory Board shall replace the Board of Directors to convene the General Meeting of Shareholders in accordance with the Law on Enterprises. If the Supervisory Board fails to convene the meeting as prescribed, it shall be liable for any damages incurred by the Company.

c. Where the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in this Clause, shareholders or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises shall have the right to represent the Company in convening the General Meeting of Shareholders in accordance with regulations;

In this case, the shareholders or group of shareholders convening the meeting may request the business registration authority to supervise the order and procedures for convening, conducting the meeting, and adopting resolutions of the General Meeting of Shareholders. All expenses related to the convening and conduct of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include costs incurred by shareholders when attending the meeting, including accommodation and travel expenses.

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

- The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the Company's Shareholders Register. Such list shall be prepared no earlier than ten (10) days prior to the date of sending the invitation to the General Meeting of Shareholders.
- The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality, and legal identification number (for individual shareholders); the name, enterprise registration number or legal entity identification number, and head office address (for institutional shareholders); the number of shares of each class, and the date of registration of each shareholder.
- Shareholders shall have the right to examine, look up, extract and copy the names and contact addresses of other shareholders in the list of shareholders entitled to attend the

General Meeting of Shareholders; and to request correction of inaccurate information or supplementation of necessary information relating to themselves in such list. The Company's managers must promptly provide information in the Shareholders Register and correct or supplement inaccurate information at the request of shareholders; and shall be liable for any damages arising from failure to provide, or from untimely or inaccurate provision of, information from the Shareholders Register as requested. The order and procedures for requesting information from the Shareholders Register shall be implemented in accordance with the Company's Charter.

Article 6. Conditions for Conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than fifty percent (50%) of the total voting shares.
2. Where the first meeting does not satisfy the conditions for convening as prescribed in Clause 1 of this Article, a notice for the second meeting shall be sent within thirty (30) days from the scheduled date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least thirty-three percent (33%) of the total voting shares.
3. Where the second meeting does not satisfy the conditions for convening as prescribed in Clause 2 of this Article, a notice for the third meeting must be sent within twenty (20) days from the scheduled date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares represented by attending shareholders, and shall be deemed valid and have the authority to decide on all matters that were intended to be approved at the first General Meeting of Shareholders.

Article 7. Notification of Record Date for Preparing the List of Shareholders Entitled to Attend the General Meeting of Shareholders

1. The Board of Directors shall convene a meeting and issue a resolution approving the record date for preparing the list of shareholders entitled to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall not be prepared earlier than ten (10) days prior to the date of sending the invitation to the General Meeting of Shareholders;
2. The Company shall carry out procedures for preparing the list of shareholders with the Vietnam Securities Depository and Clearing Corporation (VSDC):

a. The Company must submit a complete and valid application dossier for notification of entitlement to VSDC at least twenty (20) working days prior to the record date, which must include the following basic information:

i. Information on the record date: The record date is the working day determined by VSDC, based on the authorization of the Company, for the purpose of determining the list of securities holders entitled to rights in accordance with the Company's notice, VSDC's regulations, and applicable laws

ii. Dossier for notification of entitlement:

The Company shall submit to VSDC the dossier for notification of entitlement, including:

- Notification of the record date.
- Accompanying documents, including:

- Documents evidencing the disclosure of information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date.
- Documents relating to the contents of the General Meeting of Shareholders or written consultation (hard copies and electronic files), if any
- Resolution of the Board of Directors approving the convening of an extraordinary General Meeting of Shareholders (in case the extraordinary GMS is convened by the Board of Directors)
- Written notice of the Supervisory Board to VSDC regarding the replacement of the Board of Directors in convening an extraordinary GMS, together with documents evidencing that the Board of Directors has failed to comply with the provisions of the Law on Enterprises (in case the extraordinary GMS is convened by the Supervisory Board)
- Minutes of the Supervisory Board meeting approving the replacement of the Board of Directors in convening an extraordinary GMS (in such case)
- Written notice of shareholders or a group of shareholders with authority to VSDC regarding the replacement of the Board of Directors and/or the Supervisory Board in convening an extraordinary GMS, together with supporting documents evidencing non-compliance with the Law on Enterprises (in case the extraordinary GMS is convened by shareholders or a group of shareholders).
- Documents evidencing that such shareholder(s) or group of shareholders holds more than ten percent (10%) of the total ordinary shares continuously for at least six (06) months (in the above case).

iii. Other relevant documents (if any).

b. Within two (02) working days after the record date, VSDC shall send the Company the consolidated list of voting rights allocation for securities holders to the email address registered by the Company with VSDC.

c. In case the Company does not agree with the information in the consolidated list of voting rights allocation, within eight (08) working days from the record date, the Company must send a written notice to VSDC clearly stating the reasons.

d. In case the Company authorizes VSDC to send invitations or to act as an agent for electronic voting or to perform other tasks related to the organization of the General Meeting of Shareholders or written consultation of shareholders, the implementation shall comply with the agreement signed between VSDC and the Company.

Article 8. Notice of Convening the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be convened in the cases specified in Article 4 of these Regulations.
2. The person convening the General Meeting of Shareholders shall perform the following tasks:

a. To prepare the list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting shall be prepared no earlier than ten (10) days prior to the date of sending the notice of invitation. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date;
b. To prepare the agenda and contents of the meeting;
c. To prepare documents for the meeting;
d. To draft resolutions of the General Meeting of Shareholders in accordance with the proposed agenda;
e. To determine the time and venue of the meeting;
f. To notify and send the notice of invitation to the General Meeting of Shareholders to all shareholders entitled to attend;
g. To perform other tasks serving the meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to their contact addresses, and shall simultaneously be disclosed on the Company's website, as well as on the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed. The person convening the meeting must send the notice of invitation to all shareholders in the list of shareholders entitled to attend at least twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is duly sent or dispatched). The meeting agenda and documents related to matters to be voted on at the General Meeting of Shareholders shall be sent to shareholders and/or published on the Company's website. In case such documents are not enclosed with the notice of invitation, the notice must clearly indicate the link to access all meeting documents, including:

a. The meeting agenda and documents to be used at the meeting;
b. The list and detailed information of candidates in case of election of members of the Board of Directors;
c. Voting/election ballots;
d. Template for appointment of proxy to attend the meeting;
e. Draft resolutions for each matter included in the meeting agenda.

Article 9. Agenda and Contents of the General Meeting of Shareholders

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

2. Shareholders or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and sent to the Company no later than three (03) working days prior to the opening date of the meeting, unless otherwise stipulated in the Company's Charter. The proposal must clearly state the name of the shareholder, the number of shares of each class held by such shareholder, and the matters proposed to be included in the meeting agenda.
3. Where the person convening the General Meeting of Shareholders refuses a proposal as prescribed in Clause 2 of this Article, a written response stating the reasons must be provided no later than two (02) working days prior to the opening date of the meeting. The person convening the meeting may only refuse such proposal in the following cases:

   a. The proposal is not submitted in accordance with Clause 2 of this Article;

   b. The proposed matter does not fall within the authority of the General Meeting of Shareholders;

   c. Other cases as stipulated in the Company's Charter.
4. The person convening the General Meeting of Shareholders must accept and include the proposals specified in Clause 2 of this Article in the proposed agenda and contents of the meeting, except for the cases specified in Clause 3 of this Article. Such proposals shall be officially included in the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 10. Proxy for Attending the General Meeting of Shareholders

1. A shareholder or the authorized representative of an institutional shareholder may attend the General Meeting of Shareholders in person, or authorize one or more individuals or organizations to attend the meeting, or attend the meeting through one of the methods prescribed in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization of an individual or organization to attend the General Meeting of Shareholders as provided in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with civil law and must specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the scope of authorization, the term of authorization, and the signatures of both the authorizing and authorized parties.

   The authorized person attending the General Meeting of Shareholders must submit the power of attorney upon registration for attendance. In case of re-authorization, the attendee must additionally present the original power of attorney from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. The voting ballots/election ballots of the authorized representative attending the meeting within the scope of authorization shall remain valid in any of the following cases:

a. The authorizing person has died, has limited civil act capacity, or has lost civil act capacity,

b. The authorizing person has revoked the authorization;

c. The authorizing person has revoked the authority of the authorized representative;

This provision shall not apply if the Company has received notice of any of the above events prior to the opening time of the General Meeting of Shareholders or before the reconvened meeting is held.

Article 11. Methods of Registration for Attending the General Meeting of Shareholders

1. The method of registration for attending the General Meeting of Shareholders shall be clearly specified in the Notice of the General Meeting of Shareholders, including contacting the Company or sending the Registration Form for attendance (attached to the Notice of the General Meeting of Shareholders) to the Company.
2. Shareholders may choose the method of registration for attending the General Meeting of Shareholders as stated in the notice, including:

- Attending and voting/electing in person at the meeting;
- Authorizing another representative to attend and vote/elect at the meeting in accordance with Article 10 of these Regulations (where more than one representative is appointed, the number of shares and voting rights/election votes authorized to each representative must be clearly specified);
- Attending and voting/electing via online meeting, electronic voting, or other electronic means,
- Sending voting ballots/election ballots to the meeting via post, fax, or email;
- Other methods of registration for attending the General Meeting of Shareholders in compliance with applicable laws.

3. Procedures for registration and verification of eligibility on the date of the General Meeting of Shareholders.

a. Before the opening of the meeting, the Company must conduct shareholder registration procedures and continue such registration until all shareholders entitled to attend have completed their registration;

b. Upon registration, the Company shall issue to each shareholder or authorized representative a voting card, voting ballot, and election ballot, indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights/election votes of such shareholder;

c. Shareholders or authorized representatives arriving after the opening of the meeting shall have the right to register immediately and, upon completion of registration, to participate and vote/elect at the meeting. The chairperson is not required to suspend the

meeting to allow latecomers to register, and the validity of matters already voted/elected prior thereto shall remain unchanged.

4. The Company shall make its best efforts to apply modern information technology to facilitate shareholders' attendance and participation in the General Meeting of Shareholders, including providing guidance for shareholders to vote via online meetings, electronic voting, or other electronic means in accordance with the Law on Enterprises and the Company's Charter.

   Shareholders or their authorized representatives shall only be officially entitled to attend and vote at the General Meeting after completing registration procedures and providing valid proof of their shareholder status or authorization to the Shareholder Eligibility Verification Committee.

   Based on the results of the verification of eligibility to attend the meeting of shareholders or their authorized representatives, the Shareholder Eligibility Verification Committee shall record attendance and issue Voting Cards, Election Ballots (if any), and meeting documents to the shareholders or their authorized representatives.

Article 12. Forms of Adoption of Resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall adopt resolutions within its authority by voting at meetings or by collecting written opinions.
2. Unless otherwise provided in the Company's Charter, resolutions of the General Meeting of Shareholders on the following matters must be adopted by voting at a meeting of the General Meeting of Shareholders:

a. Amendments and supplements to the Company's Charter;
b. The Company's development orientation;
c. Types of shares and the total number of shares of each type;
d. Election, dismissal and removal of members of the Board of Directors and the Supervisory Board;
e. Decisions on investment or sale of assets with a value of 35% or more of the total assets as stated in the most recent financial statements of the Company, unless otherwise provided in the Company's Charter;
f. Approval of the annual financial statements;
g. Reorganization or dissolution of the Company.

Article 13. Voting on Matters at the General Meeting of Shareholders

1. General principles

a. All matters included in the agenda and contents of the General Meeting of Shareholders must be discussed and voted on publicly by the General Meeting of Shareholders.
b. Voting cards, voting ballots and election ballots shall be printed and affixed with the Company's seal and delivered directly to attendees at the meeting (together with the meeting documents). Each attendee shall be provided with a voting card, a voting ballot

and an election ballot. Such documents shall clearly state the attendee's code, full name, number of shares owned and the number of shares authorized for voting (if any).

2. Regulations on the validity of voting ballots and election ballots

a. Voting ballots

– A valid voting ballot is a pre-printed form issued by the Organizing Committee, which is not erased, altered, torn or damaged, and does not contain any additional content beyond the prescribed format; it must bear the signature and full handwritten name of the attending shareholder or authorized representative. The voting content is valid when the attendee marks one (01) of the three (03) voting options provided. ***Any voting content that does not comply with these requirements shall be deemed invalid.***

– An invalid voting ballot includes:

+ A ballot containing additional content beyond the prescribed format;

+ A ballot not issued in the standard pre-printed form by the Organizing Committee, without the Company's seal, or having been erased, altered, or supplemented with unauthorized content—in which case all voting contents on such ballot shall be invalid.

b. Election ballots

– A valid election ballot is a pre-printed form issued by the Organizing Committee, which is not erased, altered, or supplemented with any additional content beyond the prescribed format; it must bear the signature and full name of the attending shareholder or authorized representative

– An invalid election ballot includes:

+ A ballot containing additional content beyond the prescribed format;

+ A ballot completed in pencil;

+ A ballot on which candidates' names are crossed out;

+ A ballot not issued in the standard pre-printed form by the Organizing Committee, without the Company's seal, or having been erased, altered, or supplemented with unauthorized content;

+ A ballot in which the number of candidates selected exceeds the number of candidates to be elected;

+ A ballot in which the total number of votes cast for candidates exceeds the total number of votes entitled;

+ A ballot submitted after the vote-counting committee has unsealed the ballot box;

+ A ballot without the signature of the attendee;

+ Other cases as provided in the Election Regulations of the General Meeting of Shareholders and the Company's Charter.

Article 14. Methods of Voting

1. General principles

- The General Meeting of Shareholders shall discuss and vote on each matter in the meeting agenda. Voting may be conducted by raising voting cards, casting ballots directly, electronic voting, or other electronic means.
- Attendees shall vote "For", "Against", or "Abstain" on each matter submitted to the General Meeting of Shareholders by raising their voting cards or by marking their choice on the voting ballots.

2. Forms of voting

a. Voting by voting card: When voting by raising voting cards, the front side of the voting card must be raised high and directed toward the Presiding Committee. If an attendee does not raise the voting card in any of the three voting rounds ("For", "Against", or "Abstain") for a matter, such attendee shall be deemed to have voted in favor of that matter. If an attendee raises the voting card more than once during the voting process for a matter, such vote shall be deemed invalid. Under the voting-by-card method, members of the Eligibility Verification Committee/Vote Counting Committee shall record the attendee code and the corresponding number of votes of each shareholder as "For", "Against", "Abstain", or "Invalid".

b. Voting by ballot: When voting by ballot, for each matter, attendees shall select one of the three options: "For", "Against", or "Abstain" printed on the ballot by marking "X" or "✓" in the selected box. After completing all voting items, attendees shall submit their voting ballots into the sealed ballot box at the meeting in accordance with the instructions of the Vote Counting Committee. Voting ballots must bear the signature and full name of the attendee or authorized representative.

Article 15. Methods of Election Voting

1. General principles

- To comply fully with applicable laws and the Company's Charter
- Members of the Vote Counting Committee must not be included in the list of nominees or self-nominate for the Board of Directors or the Supervisory Board.

2. Forms of election voting

a. Election by cumulative voting method

- Each attendee shall have a total number of votes equal to the number of shares owned or represented multiplied by the number of members to be elected;
- The attending representative has the right to allocate all of his/her votes to one or several candidates;

- In case additional candidates arise on the day of the meeting, attendees may contact the Vote Counting Committee to request a replacement ballot and must return the original ballot (before depositing it into the ballot box);
- In case of any mistake in voting selection, attendees may contact the Vote Counting Committee to request a new ballot and must return the original ballot;
- Instructions for completing the election ballot: Each attendee shall be provided with election ballots. The method of completing the ballot is as follows:
    + The attendee may vote for a maximum number of candidates equal to the number of members to be elected;
    + If allocating all votes to one or several candidates, the attendee shall mark the "Cumulative Voting" box corresponding to those candidates;
    + If allocating different numbers of votes to multiple candidates, the attendee shall clearly state the number of votes in the "Number of Votes" box corresponding to each candidate.

  Note: If an attendee both marks the "Cumulative Voting" box and fills in the "Number of Votes" box, the result shall be determined based on the number of votes indicated in the "Number of Votes" box.
- Principles for determining elected candidates:
    + Candidates shall be ranked in descending order based on the number of votes received, starting from the highest, until the required number of members is filled.
    + In case two or more candidates receive an equal number of votes for the last available position, a re-election shall be conducted among those candidates with equal votes.
    + If the first round of voting does not result in a sufficient number of elected members, additional voting rounds shall be conducted until all required positions are filled.

b. This shall be implemented in accordance with Point b, Clause 2, Article 14 of these Regulations.

Article 16. Vote Counting Method

The vote counting shall be conducted by first collecting election ballots/voting cards/voting ballots indicating approval of the resolutions, followed by collecting voting cards/ballots indicating disapproval, and finally counting and aggregating the votes for "For", "Against", and "Abstain".

For sensitive matters, and upon request of a shareholder, the Company must appoint an independent organization to carry out the collection and counting of votes

Article 17. Conditions for Adoption of Resolutions

1. The General Meeting of Shareholders shall adopt resolutions within its authority by direct voting at the meeting or by collecting written opinions.

2. Resolutions on the following matters shall be adopted if approved by shareholders representing more than sixty-five percent (65%) of the total voting shares of all attending shareholders, except as provided in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- Types of shares and the total number of shares of each type;
- Changes in business lines and sectors;
- Changes in the organizational and management structure of the Company;
- Investment projects or sale of assets with a value equal to or greater than thirty-five percent (35%) of the total assets as stated in the most recent financial statements of the Company;
- Reorganization or dissolution of the Company;

3. Other resolutions shall be adopted when approved by shareholders holding more than fifty percent (50%) of the total voting shares of all attending shareholders, except as provided in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises
4. The election of members of the Board of Directors and the Supervisory Board must be conducted by the cumulative voting method, whereby each shareholder has a total number of votes equal to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board. Shareholders may allocate all or part of their total votes to one or several candidates. Elected members of the Board of Directors or the Supervisory Board shall be determined in descending order based on the number of votes received, starting from the candidate with the highest number of votes until the required number of members as prescribed in the Company's Charter is reached. In case two or more candidates receive an equal number of votes for the last available position, a re-election shall be conducted among such candidates or selection shall be made in accordance with the Election Regulations or the Company's Charter.
5. In cases where a shareholder attending the meeting is a related person and is not entitled to vote on a particular matter, a resolution of the General Meeting of Shareholders on such matter shall be adopted if: (i) it is approved by at least sixty-five percent (65%) of the total voting shares of the shareholders entitled to vote attending the meeting, for matters specified in Clause 2 of this Article; or (ii) it is approved by at least fifty percent (50%) of the total voting shares of the shareholders entitled to vote attending the meeting, for other matters (in accordance with Clause 2, Article 148 of the Law on Enterprises 2020).
6. In case a resolution is adopted by collecting written opinions, such resolution shall be approved if it is accepted by shareholders representing at least fifty percent (50%) of the total valid voting shares.

7. Resolutions of the General Meeting of Shareholders approved by one hundred percent (100%) of the total voting shares shall be lawful and effective even if the procedures for convening the meeting and adopting such resolutions are not in compliance with the Law on Enterprises and the Company's Charter.
8. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the meeting within fifteen (15) days from the date of adoption. In case the Company has a website, such notification may be replaced by publication on the Company's website.
9. Resolutions of the General Meeting of Shareholders that adversely affect the rights and obligations of preference shareholders shall only be adopted if approved by shareholders attending the meeting holding at least seventy-five percent (75%) of the total preference shares of the same class, or by shareholders holding at least seventy-five percent (75%) of the total preference shares of the same class in case of adoption by written opinions.

Article 18. Approval of Vote Counting Results

The Vote Counting Committee shall verify, compile, and report the vote counting results for each matter to the Chairperson. The vote counting results shall be announced by the Chairperson immediately prior to the closing of the meeting.

Article 19. Objection to Resolutions of the General Meeting of Shareholders

Shareholders voting against resolutions on the reorganization of the Company or changes to the rights and obligations of shareholders as stipulated in the Company's Charter shall have the right to request the Company to repurchase their shares. Such request must be made in writing and must specify the name and address of the shareholder, the number of shares of each class, the proposed selling price, and the reasons for requesting the Company to repurchase the shares. The request must be sent to the Company within ten (10) days from the date on which the General Meeting of Shareholders adopts the relevant resolution.

Article 20. Minutes of the General Meeting of Shareholders

1. 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 and may also be prepared in English, and must include the following principal contents:

a. Name, head office address, and enterprise registration number of the Company;
b. Time and venue of the General Meeting of Shareholders;
c. Meeting agenda and contents;
d. Full name of the Chairperson and the Secretary
e. Summary of the proceedings of the meeting and opinions expressed at the General Meeting of Shareholders on each matter in the agenda;

f. Number of attending shareholders and total number of voting shares/election votes of attending shareholders; annex of the list of registered shareholders and their representatives attending the meeting, including the number of shares and corresponding voting/election rights;

g. Total number of votes for each matter, clearly stating the voting method, total number of valid votes, invalid votes, votes "For", "Against", and "Abstain", and the corresponding percentages of the total voting shares of attending shareholders;

h. Total number of votes for each candidate;

i. Matters approved and the corresponding voting ratios;

j. Signatures of the Chairperson and the Secretary.

In case the Chairperson or the Secretary refuses to sign the minutes, such minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing all required contents as prescribed in this Clause. The minutes must clearly state the refusal of the Chairperson and/or the Secretary to sign.

2. The Vietnamese and English versions of the minutes shall have equal legal validity. In case of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.

3. The minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting. The Chairperson and the Secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

4. The minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the closing date of the meeting.

5. The minutes of the General Meeting of Shareholders shall be considered as authentic evidence of the matters conducted at the meeting unless objections to the contents of the minutes are raised in accordance with prescribed procedures within ten (10) days from the date of dispatch of the minutes.

6. The minutes of the General Meeting of Shareholders, the annex of the list of shareholders registering to attend the meeting, powers of attorney for attendance, and relevant documents must be kept at the Company's head office.

Article 21. Disclosure of Resolutions of the General Meeting of Shareholders

Resolutions of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the closing date of the meeting.

Article 22. Cases of Collecting Shareholders' Written Opinions

The Board of Directors shall have the right to collect shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders whenever it deems necessary

for the benefit of the Company, including in the cases specified in Clause 2, Article 147 of the Law on Enterprises 2020

Article 23. Procedures for Collecting Shareholders' Written Opinions

1. The Board of Directors shall convene a meeting and issue a resolution approving the record date for preparing the list of shareholders entitled to vote. Such resolution must be disclosed at least twenty (20) days prior to the expected record date.
2. The Board of Directors must prepare the opinion collection ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents for such draft resolutions. The Board of Directors must ensure that these documents are sent and disclosed to shareholders within a reasonable period for review and voting, and must be sent at least ten (10) days prior to the deadline for submission of the opinion collection ballots. The requirements and methods for sending the opinion collection ballots and accompanying documents shall comply with Clause 3, Article 21 of the Company's Charter.
3. Regulations on the opinion collection ballot:

a. The opinion collection ballot must include the following principal contents:
   + Name, head office address, and enterprise registration number of the Company;
   + Purpose of collecting opinions;
   + Full name, contact address, nationality, and legal identification number (for individual shareholders); name, enterprise registration number or legal entity identification number, and head office address (for institutional shareholders); or full name, contact address, nationality, and legal identification number of the authorized representative of an institutional shareholder; number of shares of each class and corresponding voting rights of the shareholder;
   + Matters for which opinions are sought for decision-making;
   + Voting options including "For", "Against", and "Abstain" for each matter;
   + Election options (if any);
   + Deadline for returning the completed opinion collection ballot to the Company;
   + Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.

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

a. In case of submission by post, the completed ballot must bear the signature of the individual shareholder, or the authorized representative or legal representative of an institutional shareholder. The ballot must be placed in a sealed envelope, and no one is allowed to open it prior to the vote counting;
b. In case of submission by fax or email, the ballots must be kept confidential until the vote counting;

c. Ballots received by the Company after the prescribed deadline, or ballots that have been opened (in the case of postal submission) or disclosed (in the case of fax or email), shall be deemed invalid. Ballots not returned to the Company shall be deemed as non-participation in voting.

5. The Board of Directors shall conduct the vote counting and prepare the minutes of vote counting under the supervision of a shareholder who does not hold a managerial position in the Company. The minutes of vote counting must include the following principal contents:

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

b. Purpose and matters for which opinions are collected to adopt resolutions;

c. Number of shareholders and total number of voting/election votes participating in voting/election, including the number of valid and invalid votes, and the method of submission, together with an annex listing the participating shareholders;

d. Total number of votes "For", "Against", and "Abstain" for each matter, and total number of votes for each candidate (if any);

e. Matters approved and the corresponding voting ratios;

f. Full names and signatures of the Chairman of the Board of Directors, the legal representative of the Company, the vote counters, and the vote counting supervisors. Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes, and jointly liable for any damages arising from resolutions adopted due to dishonest or inaccurate vote counting.

6. The minutes of vote counting and the resolutions must be sent to shareholders within fifteen (15) days from the completion of vote counting. Such delivery may be replaced by publication on the Company's website within twenty-four (24) hours from the completion of vote counting.

7. Resolutions adopted by collecting shareholders' written opinions shall have the same validity as those adopted at a meeting of the General Meeting of Shareholders

8. A resolution adopted by collecting shareholders' written opinions shall be approved if it is supported by shareholders holding more than fifty percent (50%) of the total voting shares of all shareholders entitled to vote, and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

9. Request for annulment of resolutions of the General Meeting of Shareholders adopted by written opinions:

a. Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote counting for written opinions, members of the Board of Directors, Supervisors, the General Director, shareholders or a group of shareholders as stipulated in the Company's Charter shall have the right to request a

Court or Arbitration to review and annul a resolution of the General Meeting of Shareholders in the following cases:

i. The procedures for convening the meeting or collecting shareholders' written opinions and adopting resolutions of the General Meeting of Shareholders seriously violate the Law on Enterprises and the Company's Charter, except as provided in Clause 3, Article 21 of the Company's Charter.

ii. The contents of the resolution violate the law or the Company's Charter.

b. In case a resolution of the General Meeting of Shareholders is annulled by a decision of a Court or Arbitration, the person who convened the annulled meeting may consider reconvening the General Meeting of Shareholders within thirty (30) days in accordance with the procedures prescribed by the Law on Enterprises and the Company's Charter.

Article 24. Organization of Virtual General Meetings of Shareholders

1. The Board of Directors may convene the General Meeting of Shareholders in the form of a virtual meeting or a hybrid meeting (combining virtual and in-person formats) when deemed necessary in accordance with applicable laws and the Company's Charter.
2. In case of organizing a virtual meeting, the Organizing Committee of the General Meeting, established by decision of the Board of Directors, shall be responsible for implementing procedures and tasks in accordance with this Regulation to facilitate the virtual meeting.
3. The Organizing Committee shall be responsible for preparing the list of shareholders entitled to attend the meeting, sending notices of invitation, disclosing information, distributing meeting materials, and performing other tasks in accordance with applicable laws, the Internal Corporate Governance Regulations, and the Company's Charter.
4. The Organizing Committee shall be responsible for sending documents containing instructions on shareholder status verification to each shareholder.
5. Shareholders' registration for attendance at the General Meeting in accordance with this Regulation shall serve as the basis for determining the quorum required to convene the virtual meeting.
6. Shareholders' participation in the virtual General Meeting and electronic voting shall have the same legal validity as attending and voting in person at a physical meeting.
7. The Board of Directors shall be responsible for issuing necessary guidelines to facilitate the organization of virtual meetings and electronic voting.

Article 25. Methods of Registration for Meeting Attendance.

1. Shareholders attending the General Meeting must register using one of the following methods:

a. Registering on the General Meeting of Shareholders System (GMS System) via the link provided by the Company in the meeting invitation. The registration period shall be

notified to shareholders in advance in the invitation notice or by other appropriate means to enable shareholders to be informed and comply.

b. Contacting the Company via telephone at (84.24) 3559 0350 or via email at: *otoptm@gmail.com*.

2. When registering on the GMS System, shareholders must provide complete information, including:

a. Personal information and identification documents consistent with the information registered with VSDC;

b. Form of attendance and voting method;

c. Method for receiving OTP authentication;

d. Careful review of the Terms and Conditions and confirmation that they have been read, understood, and agreed to;

e. Other necessary information as required to ensure the Company can accurately identify the shareholder/authorized representative attending the General Meeting.

3. Immediately after successful registration on the GMS System, the Company shall send login credentials, including username and password, to the email address registered by the shareholder/authorized representative. The shareholder/authorized representative shall use this information to access the GMS System and exercise voting rights, attend the virtual meeting, and perform other rights (if any). Upon first login, the shareholder/authorized representative must change the password and complete OTP authentication..

4. Shareholders/authorized representatives must regularly check their email to receive information related to meeting attendance and voting. Shareholders/authorized representatives are allowed to modify the registered information on the GMS System only once. The authorized representative is not permitted to change information related to the authorizing shareholder or the information already provided on the GMS System. In case of further changes or any assistance required, shareholders may contact the Company via telephone at (84.24) 3559 0350 or via email at *otoptm@gmail.com*.

Article 26. Authorization of Representatives to Attend the Virtual General Meeting of Shareholders.

1. The authorization for attending a virtual General Meeting shall be carried out in the same manner as attending a physical meeting, in accordance with the Internal Corporate Governance Regulations, the Company's Charter, and applicable laws.

2. Shareholders must provide complete information to execute the authorization, particularly details of the authorized representative such as phone number, contact address, and email address. This information serves as the basis for issuing login credentials, including username, password, and other identification factors (if any) to the authorized representative.

3. Validity of authorization: The authorization shall be legally valid only when the following conditions are met:

- The shareholder has fully completed the required information in the online authorization form and successfully completed the online authorization process; and/or:
- The power of attorney document prepared in accordance with civil law or the authorization letter generated from the online authorization system must contain all required information as specified in Point a, Clause 4 of this Article.

4. The Company must receive the original power of attorney prior to the official opening of the General Meeting. Shareholders may authorize an individual/organization or a member of the Board of Directors to attend the virtual General Meeting of Shareholders through one of the following methods:

a. Preparing a power of attorney in accordance with civil law, or downloading the authorization template from the Company's website at https://otoptm.com.vn/, or completing the online authorization. The authorization document must clearly state the following information:

- Information of the authorizing shareholder;
- Information of the authorized representative: full name of the individual/organization, ownership registration details (including ID card/Citizen ID/Enterprise Registration Certificate/securities trading code or equivalent legal documents);
- Number of shares authorized;
- Signature and seal (if the shareholder is an organization) of both the authorizing shareholder and the authorized representative (except where the authorization is granted to a member of the Board of Directors).

b. The power of attorney must be sent to the Company using the method and address specified in the meeting invitation prior to the opening of the meeting, or uploaded to the GMS System via the link: https://otoptm.com.vn/.

Article 27. Conditions for Conducting a Virtual General Meeting of Shareholders

1. A shareholder/authorized representative shall be deemed to have validly and duly attended the General Meeting if participating in one of the following forms:

a. Virtual attendance: having logged into the General Meeting of Shareholders System (GMS System) via the link provided by the Company in the meeting invitation, using the username and password issued by the Company, and remaining logged in during the meeting until the end of the voting period.

b. In case a shareholder has logged in but does not cast a vote by the end of the voting period, such shareholder shall still be deemed to have attended the meeting and shall be considered as fully approving the procedures, formalities, meeting contents, voting results, and meeting minutes.

c. Remote voting: having submitted the voting ballot to the Company via post, email, fax, or direct delivery within the timeline specified in the meeting invitation. At the time of

verification of attendance eligibility, such remote ballots shall be opened to determine the shareholder's participation.

d. Electronic voting: having cast votes through the GMS System.

2. A virtual General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least fifty percent (50%) of the total voting shares.
3. The Shareholder Eligibility Verification Committee shall determine the attendance ratio as the basis for convening the General Meeting, as well as the voting ratio based on the total number of attending shareholders in accordance with this Article.
4. The virtual meeting and electronic voting system must satisfy the following conditions:

- The system connection at the main venue must be continuous and stable to ensure uninterrupted participation of shareholders. In case of any disruption at the main venue, the Organizing Committee must provide a summary of the interrupted proceedings;
- The main venue must ensure adequate conditions in terms of sound, lighting, internet connectivity, power supply, electronic equipment, and other necessary facilities appropriate to the nature of the virtual meeting.
- Information security must be ensured, and access credentials to the system must be kept confidential.
- Electronic data of the virtual meeting system must be stored and be retrievable from the system.

Article 28. Order and Procedures for Conducting a Virtual General Meeting of Shareholders

1. The convening of the General Meeting of Shareholders, preparation of the list of shareholders, and distribution of meeting invitations and accompanying documents shall be carried out in accordance with the Company's Charter, the Internal Corporate Governance Regulations, and applicable laws.
2. The procedures for organizing a virtual meeting and conducting electronic voting shall comply with this Regulation. Where necessary, the Board of Directors may issue additional guidelines to accommodate technological changes and ensure information security, provided that such guidelines are not inconsistent with the principles of this Regulation.
3. In case of technical issues affecting continuous participation in the virtual meeting or electronic voting, shareholders may contact PTM in accordance with the instructions provided in the meeting invitation or announced by the Organizing Committee during the meeting for support.
4. The meeting agenda shall be approved by the General Meeting of Shareholders at the opening of the meeting. Matters arising outside the approved agenda shall be voted on in accordance with Clause 4, Article 32 of this Regulation.
5. The Chairperson shall preside over the General Meeting of Shareholders, present or designate other persons to present matters in the meeting agenda. Depending on the

Chairperson's decision, the order of presentations may be adjusted to suit the actual proceedings of the meeting.

6. The Company shall arrange adequate broadcasting, transmission, and receiving equipment to deliver the meeting content to shareholders via the GMS System. In case of system interruption, the Chairperson shall summarize the interrupted content for the attending shareholders. The Company shall also arrange backup systems to ensure continuous access to the meeting.

   Shareholders attending the virtual meeting shall log in to the system using their account credentials and select the "Virtual Meeting" function. The meeting interface will be displayed on the shareholder's device, and the shareholder may follow the meeting through this interface.

   Shareholders may only access the virtual meeting interface from the time the system is officially opened for login as notified by the Company or at another time as decided by the Chairperson.

7. Shareholders may review the meeting materials provided on the GMS System or disclosed on the Company's website in accordance with applicable regulations

Article 29. Conduct of the Virtual General Meeting of Shareholders

1. Discussions shall be conducted within the prescribed time and limited to the matters presented in the approved meeting agenda. The content of discussions must not violate the law, relate to personal matters, or fall outside the authority of the General Meeting of Shareholders.
2. Shareholders wishing to express opinions, participate in discussions, or raise questions shall do so by submitting questions via the Online Support Center available at https://otoptm.com.vn/ during the virtual meeting. The meeting secretary shall arrange, compile, and submit shareholders' questions to the Chairperson.

Article 30. Voting Methods at the Virtual General Meeting of Shareholders

1. Shareholders/authorized representatives shall cast their votes via electronic voting on the General Meeting of Shareholders System (GMS System) a *https://otoptm.com.vn/* by selecting the "Voting" section and voting on the matters in accordance with Clause 2, Article 32 of this Regulation. Electronic voting may be carried out immediately after the shareholder/authorized representative has registered for virtual attendance and successfully logged into the system, or at any time when voting items arise during the virtual meeting

   Shareholders/authorized representatives may change their electronic voting decision once.

2. In addition to the method specified in Clause 1 of this Article, shareholders may cast votes remotely in accordance with Point b, Clause 1, Article 27 of this Regulation as follows:

a. Voting using the voting ballot sent together with the meeting invitation. Shareholders shall register for the "Remote Voting" option on https://otoptm.com.vn/or contact the Company to request a voting ballot. The voting ballot shall be sent to the email address provided by the shareholder and shall include a QR code encoding the shareholder's information.

b. After receiving the voting ballot, the shareholder shall complete the voting, sign, and affix a seal (if applicable, for institutional shareholders), and return it to the Company no later than 24 hours prior to the opening time of the meeting as specified in the meeting invitation, via one of the following methods:

- Scan and send to email: *otoptm@gmail.com*.
- Send by fax to: (84.24) 3559 0350;
- Place in a sealed envelope and deliver in person or send by post to the Company at the address specified in the meeting invitation;
- When conducting electronic voting or remote voting, shareholders shall select one of the following options: "For", "Against", or "Abstain" on the GMS System or on the voting ballot provided

Article 31. Invalid Voting Ballots

1. The ballot is submitted to the Company beyond the prescribed deadline;
2. The ballot does not follow the prescribed template;
3. The ballot is erased, crossed out, altered, corrected, or contains additional content not in accordance with the requirements;
4. The ballot is not intact, lacks required fields for completion, or does not contain sufficient information for vote counting;
5. The ballot does not bear the signature and seal (if applicable, for institutional shareholders) of the shareholder/authorized representative;
6. The ballot is left blank or indicates more than one voting option for the same voting matter.

Article 32. Determination of Voting Results

1. Principles for determining voting results

a. Voting results shall only be valid once the meeting satisfies the quorum conditions as stipulated in Clause 2, Article 25 of this Regulation and this Regulation has been approved by the General Meeting of Shareholders.

b. Results of electronic voting and remote voting shall have equal validity. In cases where a shareholder votes using multiple methods and/or provides inconsistent responses, the shareholder's final valid voting decision shall be recorded.

c. A shareholder who has cast a vote but subsequently changes their decision must notify the Chairperson or the Vote Counting Committee to re-cast the vote, and such re-voting is only permitted within the valid voting period.

d. Shareholders shall have the right to vote from the time the quorum of 50% as stipulated in Article 6 of this Regulation is met. The deadline for voting on each matter shall be determined in accordance with the meeting agenda and the actual proceedings of the meeting. The Chairperson shall have the authority to close the electronic voting on the GMS System when shareholders have completed voting or at another time deemed appropriate. Each ongoing or completed voting event shall be announced on the GMS System for shareholders' information and participation.

e. In cases where a shareholder has not completed electronic voting due to system disconnection or any other reason, the voting results shall still be recorded for the matters already voted on. Matters not voted on shall be deemed as "Abstain". Shareholders may contact the Company for support to supplement their votes.

2. Matters subject to voting at the meeting

a. Approval of the composition of the Vote Counting Committee;

b. Approval of the meeting agenda;

c. Approval of the Rules of organization of the Annual General Meeting of Shareholders;

d. Approval of the meeting minutes and resolutions;

e. Approval of reports and submissions included in the meeting agenda;

f. Other matters arising within the authority of the General Meeting of Shareholders based on proposals of shareholders and/or decisions of the Board of Directors/Chairperson (if any).

3. Determination of voting results for matters specified in Points a, b, c, d, e, Clause 2 of this Article:

a. Based on the results of electronic voting and remote voting of shareholders as stipulated in Article 28 of this Regulation, the Vote Counting Committee shall compile the results and report to the Chairperson for further direction on subsequent agenda items.

b. Shareholders who have completed remote voting or electronic voting prior to the commencement of the meeting shall be deemed to have approved these matters, unless they have expressed different opinions and/or submitted comments to the Company prior to the determination of voting results for each matter.

4. Determination of voting results for newly arising matters under Point f, Clause 2 of this Article

a. Where shareholders propose additional matters to be included in the meeting agenda and such proposals are accepted by the Chairperson, such matters shall be announced and voted on at the meeting, updated on the GMS System, and disclosed in accordance with regulations for shareholders to cast supplementary votes.

b. Where shareholders who have already cast remote or electronic votes do not vote on additional matters under Point f, Clause 2 of this Article, such shareholders shall be deemed to have "No opinion" on such matters.

5. The vote counting results shall be announced at the virtual General Meeting of Shareholders immediately after completion of vote counting and prior to the closing of the meeting.

Article 33. Minutes and Resolutions of the General Meeting of Shareholders

1. The minutes and resolutions of the General Meeting of Shareholders must be read and approved prior to the closing of the meeting. The voting results shall be determined in accordance with Article 32 of this Regulation.
2. The minutes and resolutions of the General Meeting of Shareholders must be disclosed and published on the Company's website in accordance with applicable laws and the Company's Charter.
3. Resolutions of the General Meeting of Shareholders shall take effect from the time they are adopted or from such other time as specified in the resolutions and shall be implemented in accordance with applicable laws and the Company's Charter.

CHAPTER III.

THE BOARD OF DIRECTORS AND MEETINGS OF THE BOARD OF DIRECTORS

Article 34. Roles, Rights and Obligations of the Board of Directors; Responsibilities of Members of the Board of Directors

1. The business operations and affairs of the Company shall be subject to the supervision and direction of the Board of Directors. The Board of Directors is the body vested with full authority to exercise all rights and perform all obligations of the Company, except those falling under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:

a. To decide on the Company's development strategies, medium-term development plans, and annual business plans;
b. To propose the types of shares and the total number of shares of each type to be offered;
c. To decide on the sale of unsold shares within the number of shares authorized to be offered of each type; to decide on additional capital mobilization in other forms;
d. To decide on the selling price of shares and bonds of the Company;
e. To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
f. To decide on investment plans and investment projects within its authority and in accordance with the limits prescribed by law;
g. To decide on solutions for market development, marketing, and technology;

h. To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total assets recorded in the most recent financial statements of the Company, except for those falling under the authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;

i. To elect, dismiss, or remove the Chairman of the Board of Directors; to appoint, dismiss, enter into and terminate contracts with the General Director and other key managers as prescribed by the Company's Charter; to decide on salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies, and to decide on the remuneration and other benefits of such representatives;

j. To supervise and direct the General Director and other managers in the daily business operations of the Company;

k. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, and representative offices, and on capital contributions or share acquisitions in other enterprises;

l. To approve the agenda, contents, and documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect shareholders' opinions for the adoption of resolutions;

m. To submit audited annual financial statements and governance reports to the General Meeting of Shareholders;

n. To propose dividend levels; to decide on the time limit and procedures for dividend payment or handling of losses arising in business operations;

o. To propose the reorganization or dissolution of the Company; to request the bankruptcy of the Company;

p. To decide on the issuance of the Board of Directors' Operating Regulations and the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; to decide on the issuance of the Supervisory Board's Regulations and the Company's Information Disclosure Regulations.

3. The Board of Directors shall report to the General Meeting of Shareholders on its performance in accordance with Article 280 of 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.

Article 35. Composition and Term of the Board of Directors

1. The Board of Directors shall consist of five (05) members.

   The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms. An

individual may only be elected as an independent member of the Board of Directors of the Company for no more than two (02) consecutive terms.

2. In the event that all members of the Board of Directors simultaneously complete their terms of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the management of the Company.
3. The composition of the Board of Directors shall be as follows:
   The structure of the Board of Directors must ensure that at least one-third (1/3) of the total number of members are non-executive members, and the number of independent members shall comply with the following requirements: (a) at least one (01) independent member if the Board has from three (03) to five (05) members; (b) at least two (02) independent members if the Board has from six (06) to eight (08) members; (c) at least three (03) independent members if the Board has from nine (09) to eleven (11) members
   (as stipulated in Clause 3, Article 26 of Circular No. 116/2020/TT-BTC).
4. In the event that the number of candidates for the Board of Directors nominated or self-nominated is insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the mechanism specified in the Company's Internal Corporate Governance Regulations. Such nomination mechanism or procedures adopted by the incumbent Board of Directors must be clearly disclosed and approved by the General Meeting of Shareholders prior to implementation.
5. A member of the Board of Directors shall cease to hold office if he/she is dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises, specifically:

a. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- Failing to meet the required standards and conditions as prescribed in Article 155 of the Law on Enterprises
- Submitting a resignation letter which is accepted;

b. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following case:

- Failing to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

6. The appointment of members of the Board of Directors must be disclosed in accordance with the laws on information disclosure in the securities market.
7. Members of the Board of Directors are not required to be shareholders of the Company.

Article 36. Standards and Conditions for Members of the Board of Directors

1. A member of the Board of Directors must satisfy the following standards and conditions:

a. Having full civil act capacity and not being subject to any prohibition from managing an enterprise as prescribed in Clause 2, Article 18 of the Law on Enterprises;
b. Possessing professional qualifications and experience in business management of the Company, and not necessarily being a shareholder of the Company, unless otherwise provided in the Company's Charter.
c. A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors of other companies, but must not concurrently serve as a member of the Board of Directors or Members' Council of more than five (05) other companies (Clause 3, Article 275 of Decree No. 155/2020/ND-CP, as amended by Clause 78, Article 1 of Decree No. 245/2025/ND-CP).
d. For subsidiaries in which the State holds more than 50% of the charter capital, a member of the Board of Directors must not be the spouse, biological or adoptive parent, biological or adopted child, sibling, brother-in-law, sister-in-law of the General Director or other managers of the company; and must not be a related person of managers or persons having authority to appoint managers of the parent company.

2. Non-executive members of the Board of Directors
- Satisfying the standards specified in Clause 1 of this Article.
- A non-executive member of the Board of Directors is a member who is not the Director (General Director), Deputy Director (Deputy General Director), Chief Accountant, or other managers appointed by the Board of Directors.

3. Independent members of the Board of Directors must satisfy the following standards and conditions:
- Satisfying the standards specified in Clause 2 of this Article.
- Being a non-executive member and not being a related person of the Director (General Director), Deputy Director (Deputy General Director), Chief Accountant, or other managers appointed by the Board of Directors.
- Not being a member of the Board of Directors, Director (General Director), or Deputy Director (Deputy General Director) of subsidiaries, affiliates, or companies controlled by the public company.
- Not being a major shareholder, a representative of a major shareholder, or a related person of a major shareholder of the Company.
- Not having worked for organizations providing legal consultancy or auditing services to the Company within the last two (02) years.
- Not being a partner or a related person of a partner whose annual transaction value with the Company accounts for 30% or more of the Company's total revenue or total value of purchased goods/services within the last two (02) years.
- In addition to the above, an independent member must also meet the mandatory conditions under Clause 2, Article 155 of the Law on Enterprises 2020, specifically: (a)

Not being a person who is currently working or has worked for the Company, its parent company, or its subsidiaries for at least the preceding three (03) consecutive years; (b) Not being a person receiving salary or remuneration from the Company, except for allowances to which Board members are entitled in accordance with regulations; (c) Not being a person whose spouse, biological or adoptive parent, biological or adopted child, or sibling is a major shareholder of the Company or a manager of the Company or its subsidiaries; (d) Not directly or indirectly owning at least one percent (01%) of the total voting shares of the Company; (đ) Not having served as a member of the Board of Directors or the Supervisory Board of the Company for at least the preceding five (05) consecutive years, except where such person has been appointed for two (02) consecutive terms.

- A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors of other companies but must not concurrently serve as a member of the Board of Directors or Members' Council of more than five (05) other companies (Clause 3, Article 275 of Decree No. 155/2020/ND-CP, as amended by Clause 78, Article 1 of Decree No. 245/2025/ND-CP).

Article 37. Nomination and Candidacy for Members of the Board of Directors

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website, so that shareholders may review the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information, and commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. Information to be disclosed regarding candidates for the Board of Directors includes:

a. Full name, date of birth;
b. Professional qualifications;
c. Employment history;
d. Other managerial positions (including positions held on boards of directors of other companies);
e. Interests related to the Company and its related parties;

The Company is responsible for disclosing information about companies in which the candidates currently hold positions as members of the Board of Directors, other managerial positions, and any interests related to the Company of such candidates (if any).

2. Shareholders or groups of shareholders holding ten percent (10%) or more of the total number of ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

Shareholders holding ordinary shares may aggregate their voting rights to nominate candidates as follows:

- Shareholders or groups holding from 10% to 20% of the total voting shares may nominate one (01) candidate;
- From 20% to under 30% may nominate up to two (02) candidates;
- From 30% to under 40% may nominate up to three (03) candidates;
- From 40% to under 50% may nominate up to four (04) candidates;
- From 50% or more may nominate up to five (05) candidates.

3. In cases where the number of candidates nominated and self-nominated is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate additional candidates in accordance with the Company's Charter, internal corporate governance regulations, and the Regulations on operation of the Board of Directors. Such additional nominations must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Directors in accordance with applicable laws.
4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises.

Article 38. Method of Election of Members of the Board of Directors

1. The election of members of the Board of Directors (BOD) shall be conducted using the cumulative voting method. Accordingly, each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of BOD members to be elected, and may allocate all or part of such votes to one or several candidates. Elected members of the BOD shall be determined based on the number of votes received, ranked from highest to lowest, starting from the candidate with the highest number of votes until the required number of members as stipulated in the Company's Charter is reached. In the event that two (02) or more candidates receive an equal number of votes for the last position, a re-election shall be conducted among such candidates or selection shall be made in accordance with the criteria set out in the election regulations.
2. In case the number of candidates is less than or equal to the number of BOD members to be elected, the election may be conducted either by the cumulative voting method as stated above or by voting (approval, disapproval, or abstention). The approval threshold for resolutions adopted by voting shall be implemented in accordance with Clause 3, Article 20 of the Company's Charter.

Article 39. Cases of Dismissal, Removal and Replacement of Members of the Board of Directors

A member of the Board of Directors shall cease to hold office if he/she is dismissed, removed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises. Specifically:

a. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- Failing to satisfy the standards and conditions as prescribed in Article 155 of the Law on Enterprises;
- Submitting a resignation letter which is accepted;

b. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following case:

- Failing to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

Where deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss or remove a member of the Board of Directors in cases other than those specified in Points (a) and (b) of this Article.

Article 40. Notification of Election, Dismissal and Removal of Members of the Board of Directors

After a decision on the election, dismissal or removal of members of the Board of Directors (BOD) is made, the Company shall be responsible for disclosing such information internally, to competent authorities, through mass media, and on the Company's website in accordance with the procedures and provisions of applicable laws

Article 41. Method of Introducing Candidates for the Board of Directors

1. The BOD shall convene a meeting regarding the election of BOD members to disseminate information on the election, including the number of members to be elected, candidate qualifications and standards, and the nomination and self-nomination procedures in accordance with Article 37 of these Regulations.

   The election shall be conducted at the nearest General Meeting of Shareholders or through written consultation of shareholders.
2. The Company shall issue a public announcement regarding the election of BOD members. The procedures for convening and conducting the election shall comply with these Regulations, clearly stating the reasons for the election, number of members to be elected, qualifications and conditions, election method, and procedures for nomination and self-nomination,...
3. The BOD shall compile the list of candidates through nomination and self-nomination and verify the information of each candidate to ensure that all candidates satisfy the standards and conditions for BOD membership as prescribed in Clause 2 of this Article.
4. In the event that the number of candidates nominated and self-nominated is still insufficient, the BOD shall prepare an additional list of candidates based on the following criteria:
   + Number of candidates: equal to the shortfall after compiling the valid candidate list as specified in Clause 3 of this Article;

+ Candidates introduced by the BOD must be approved by a majority vote of the incumbent BOD members;
+ Candidates introduced by the BOD must satisfy at least the minimum standards and conditions prescribed by the Law on Enterprises.

Article 42. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed or removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors shall have the following rights and obligations:

a. To formulate programs and plans for the activities of the Board of Directors;
b. To prepare the agenda, contents and documents for meetings; to convene, preside over and chair meetings of the Board of Directors;
c. To organize the adoption of resolutions and decisions of the Board of Directors;
d. To supervise the implementation of resolutions and decisions of the Board of Directors;
e. To chair meetings of the General Meeting of Shareholders;
f. To exercise other rights and obligations as prescribed by the Law on Enterprises.

3. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or the decision on dismissal or removal.
4. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman. In case there is no authorized person, or the Chairman dies, is missing, is under temporary detention, is serving a prison sentence, is subject to compulsory administrative measures (including compulsory detoxification or education institutions), absconds from residence, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding a position or practicing a profession, the remaining members shall elect one among themselves to act as Chairman based on the majority vote of the remaining members until a new decision of the Board of Directors is made.

Article 43. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

1. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.
2. Members of the Board of Directors shall be entitled to remuneration and bonuses.Remuneration shall be calculated based on the number of working days required to perform their duties and the daily remuneration rate. The Board of Directors shall determine the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. Remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions or serving on committees of the Board of Directors, or performing tasks beyond the normal scope of duties of a Board member, may receive additional remuneration in the form of lump-sum payments, salaries, commissions, profit-sharing, or other forms as determined by resolutions of the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, subsistence and other reasonable expenses incurred in performing their duties, including expenses related to attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company, subject to approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company's Charter

Article 44. Meetings of the Board of Directors

1. General provisions on BOD meetings:

a. The Board of Directors (BOD) shall hold meetings at least once every quarter (i.e. at least four (04) meetings per year in accordance with Clause 3, Article 41 of the Law on Securities), following the procedures stipulated in the Company's Charter and Article 45 of these Regulations. The organization of BOD meetings, meeting agenda and related documents must be notified in advance to BOD members within the time limits prescribed by law and the Company's Charter.

b. Minutes of BOD meetings must be prepared in a detailed and clear manner. The Chairperson of the meeting and the minute-taker must sign the meeting minutes. Such minutes shall be retained in accordance with the law and the Company's Charter.

c. Annually, the BOD shall require independent members to prepare an evaluation report on the performance of the BOD, which may be disclosed at the Annual General Meeting of Shareholders.

2. First meeting of the Board of Directors

The Chairman of the Board of Directors shall be elected at the first meeting of the BOD within seven (07) working days from the completion of the election of the BOD. This meeting shall be convened and chaired by the member who has obtained the highest number or highest percentage of votes. In case there are two (02) or more members having equal highest votes or vote percentages, such members shall elect one among them by majority vote to convene and chair the BOD meeting.

3. Regular and extraordinary meetings

a. The Chairman of the Board of Directors shall convene regular meetings, prepare the agenda, and determine the time and venue of the meeting at least five (05) days prior to the scheduled meeting date. The Chairman may convene meetings at any time when necessary but must ensure at least one meeting per quarter.

b. The Chairman shall convene extraordinary meetings whenever deemed necessary for the interests of the Company. In addition, the Chairman must convene a BOD meeting without delay and without unreasonable grounds if requested in writing by any of the following, specifying the purpose of the meeting and matters to be discussed:
   i. The Supervisory Board or an independent member of the BOD;
   ii. The General Director or at least five (05) other managers;
   iii. At least two (02) members of the BOD.

c. The Chairman must convene a BOD meeting within seven (07) working days from the date of receipt of the request specified in Point b of this Clause. If the Chairman fails to convene the meeting, he/she shall be liable for any damages caused to the Company; the requesting party shall have the right to convene the meeting in place of the Chairman.

d. Upon request by the independent auditor conducting the audit of the Company's financial statements, the Chairman must convene a BOD meeting to discuss the audit report and the Company's situation.

e. In case the Chairman is absent or unable to perform his/her duties, he/she shall authorize in writing another member to exercise the rights and obligations of the Chairman in accordance with the Company's Charter. If no authorization is made, the remaining members shall elect one among themselves by majority vote to temporarily act as Chairman of the BOD.

Article 45. Procedures for Organizing Meetings of the Board of Directors.

1. Notice of Board of Directors Meetings (including meeting agenda, time, venue, relevant documents, and voting forms for members unable to attend)

a. The Chairman of the Board of Directors or the convener must send the meeting notice at least 03 working days prior to the meeting date. The notice must clearly specify the time, venue, agenda, matters for discussion and decision. Attached to the notice must be relevant documents and voting forms for members.

b. The meeting notice may be delivered by invitation letter, telephone, fax, electronic means or other methods as prescribed by the Company's Charter, and must be sent to the registered contact address of each Board member and Supervisory Board member;

c. The Chairman or the convener shall send the meeting notice and accompanying documents to Supervisory Board members in the same manner as to Board members. Supervisory Board members have the right to attend and discuss but do not have voting rights;

d. Venue of meeting: Meetings of the Board of Directors shall be held at the Company's head office or at another location in Vietnam or abroad as decided by the Chairman and approved by the Board

e. Other forms of meetings:

Meetings may be conducted via teleconference or other electronic means when members are in different locations, provided that each participant can::

+ Hear other participants speaking during the meeting;
+ Speak to all other participants simultaneously.

Communication among members may be conducted directly via telephone or other communication means, or a combination thereof. Members participating in such meetings are deemed to be present. The meeting location shall be deemed to be the place where the largest number of members are present or where the Chairman is located.

Resolutions adopted at such meetings are valid immediately upon conclusion, provided that they are subsequently confirmed by signatures of all attending members in the meeting minutes.

2. Conditions for Holding a Meeting:

a. A meeting of the Board of Directors shall be conducted when at least three-quarters (¾) of the total members are present in person or represented by authorized persons approved by the majority of Board members;

b. If the quorum is not met, a second meeting must be convened within 07 days from the originally scheduled date. The second meeting is valid if more than one-half (½) of the members attend;

c. If the quorum is not met, a second meeting must be convened within 07 days from the originally scheduled date. The second meeting is valid if more than one-half (½) of the members attend.

3. Voting Procedures:

a. Except as provided in the Company's Charter, each Board member or authorized representative present at the meeting shall have one (01) vote;

b. A Board member shall not vote on contracts, transactions, or proposals in which such member or their related persons have interests that conflict or may conflict with the Company's interests. Such member shall not be counted toward the quorum for those decisions;

c. In case of disputes regarding voting rights due to conflicts of interest, the Chairman's decision shall be final, unless the relevant interests have not been fully disclosed;

d. A Board member benefiting from a contract as specified in the Company's Charter is deemed to have a significant interest in such contract;

e. A Board member who directly or indirectly benefits from a contract or transaction with the Company must disclose such interest at the first Board meeting discussing that matter. If the member becomes aware later, disclosure must be made at the first meeting after such awareness.

f. A Board member is deemed to attend and vote if they:

- Attend and vote in person;
- Authorize another person to attend and vote;
- Participate via teleconference or electronic voting;
- Send voting ballots via mail, fax, email, or other means.

g. If voting ballots are sent by mail, they must be sealed and delivered to the Chairman no later than 01 hour before the meeting. Ballots shall be opened in the presence of all attending members.

4. Adoption of Resolutions:

a. Resolutions and decisions of the Board shall be adopted if approved by a majority (more than 50%) of attending members. In case of a tie, the Chairman's opinion shall prevail.

b. Resolutions adopted by written consultation are valid if approved by a majority of members with voting rights and have the same legal effect as those adopted at a meeting.

Article 46. Minutes of Meetings of the Board of Directors

1. Meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in English with equal legal validity, and must include the principal contents as prescribed in Clause 1, Article 158 of the Law on Enterprises.
2. In case of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.

   The minutes must bear the signatures of the Chairman and the Secretary. In cases where the Chairman and/or the Secretary refuse to sign, the minutes shall remain valid if signed by all other attending members of the Board of Directors and contain all required contents as prescribed in Clause 1, Article 158 of the Law on Enterprises (except for the requirement specified at Point i, Clause 1, Article 158 of the Law on Enterprises).
3. Minutes of meetings of the Board of Directors and all documents used in the meetings must be retained at the Company's head office.

Article 47. Notification of Resolutions and Decisions of the Board of Directors.

After the issuance of resolutions of the Board of Directors, the Company is responsible for disclosing such information internally and to relevant authorities, as well as via mass media and on the Company's website, in accordance with the applicable laws and regulations.

Article 48. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees under its authority to be responsible for development policy, human resources, remuneration, internal audit, and risk management. The number of members of each subcommittee shall be decided by the Board of Directors, with at least two (02) members, including members of the Board of Directors and external members. The operation of such subcommittees must comply with the regulations of the Board of Directors. Resolutions of a subcommittee shall only be valid when approved by a majority of members attending and voting at the subcommittee meeting.
2. The implementation of decisions of the Board of Directors or its subcommittees must comply with applicable laws and the provisions of the Company's Charter and internal corporate governance regulations.

Article 49. Person in Charge of Corporate Governance

1. The Board of Directors must appoint at least one (01) person in charge of corporate governance to support governance activities of the Company. Such person may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The person in charge of corporate governance must not concurrently work for an approved auditing firm that is auditing the Company's financial statements.
3. The person in charge of corporate governance shall have the following rights and obligations:

a. To advise the Board of Directors on organizing General Meeting of Shareholders meetings and handling matters between the Company and shareholders;
b. To prepare meetings of the Board of Directors and the General Meeting of Shareholders as required by the Board of Directors;
c. To advise on meeting procedures;
d. To attend meetings;
e. To advise on procedures for preparing resolutions of the Board of Directors in compliance with the law;
f. To provide financial information, copies of minutes of Board meetings, and other information to members of the Board of Directors;
g. To supervise and report to the Board of Directors on the Company's information disclosure activities;
h. To act as a focal point for communication with stakeholders;
i. To ensure confidentiality of information in accordance with applicable laws and the Company's Charter;
j. To perform other rights and obligations in accordance with laws and this Charter.

Article 50. Company Secretary

When deemed necessary, the Board of Directors shall appoint one (01) or more persons as Company Secretary(ies) with a term decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided that such dismissal does not violate applicable labor laws. The Company Secretary shall have the following rights and obligations:

a. To assist in organizing General Meetings of Shareholders and Board of Directors' meetings, and to record meeting minutes;
b. o assist members of the Board of Directors in performing their assigned rights and obligations;
c. To assist the Board of Directors in applying and implementing corporate governance principles;
d. To assist the Company in building shareholder relations, protecting the lawful rights and interests of shareholders, and ensuring compliance with obligations on information disclosure, transparency, and administrative procedures;
e. To perform other rights and obligations in accordance with the Company's Charter.

CHAPTER IV
THE BOARD OF SUPERVISORS

Article 51. Board of Supervisors

The Board of Supervisors is the body responsible for supervising the activities of the Board of Directors and the General Director to ensure that the Company's operations are conducted transparently for the benefit of shareholders and the Company.

Article 52. Rights and obligations of the Board of Supervisors and responsibilities of its members.

The Board of Supervisors shall have the rights and obligations as prescribed in Article 170 of the Law on Enterprises, and the following additional rights and obligations:

1. To propose and recommend to the General Meeting of Shareholders for approval the list of approved auditing firms to audit the Company's financial statements; to decide on the appointment of an approved auditing firm to examine the Company's operations, and to dismiss such auditing firm when deemed necessary.
2. To be accountable to shareholders for its supervisory activities.
3. To supervise the financial status of the Company and the compliance with laws in the operations of members of the Board of Directors, the General Director, and other managers.
4. To ensure coordination with the Board of Directors, the General Director, and shareholders.

5. In case of detecting any violations of law or the Company's Charter by members of the Board of Directors, the General Director, or other executives, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, request the violating person to cease such violation, and propose remedies to address the consequences..
6. To develop the Regulation on operation of the Board of Supervisors and submit it to the General Meeting of Shareholders for approval.
7. To report to the General Meeting of Shareholders in accordance with Article 290 of 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.
8. To have the right to access records and documents of the Company kept at the head office, branches, and other locations; and to access the workplaces of managers and employees during working hours.
9. To have the right to request the Board of Directors, its members, the General Director, and other managers to provide complete, accurate, and timely information and documents related to the management, administration, and business operations of the Company.
10. To perform other rights and obligations in accordance with applicable laws.

Article 53. Composition of the Board of Supervisors

1. The Board of Supervisors of the Company shall consist of three (03) members. The term of office of members of the Board of Supervisors shall not exceed five (05) years and may be re-elected for an unlimited number of terms.
2. Members of the Board of Supervisors must meet the standards and conditions as prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

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

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

Article 54. Nomination and self-nomination of members of the Board of Supervisors (Supervisors)

1. The nomination and self-nomination of members of the Board of Supervisors shall be conducted in accordance with the provisions of Clause 2, Article 24 of the Company's Charter.
2. In case the number of candidates for the Board of Supervisors through nomination and self-nomination is insufficient as required, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Regulation on operation of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly disclosed prior to

the General Meeting of Shareholders voting to elect members of the Board of Supervisors in accordance with the law.

Article 55. Method of electing members of the Board of Supervisors

1. The election of Supervisors shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Supervisors. Shareholders may allocate all or part of their votes to one or several candidates. Elected Supervisors shall be determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the required number of members as prescribed in the Company's Charter is reached. In case two (02) or more candidates receive an equal number of votes for the last position, a re-election shall be conducted among those candidates or selection shall be made in accordance with the election regulations or the Company's Charter.
2. In case the number of candidates for the Board of Supervisors through nomination and self-nomination remains insufficient, the incumbent Board of Supervisors may nominate additional candidates. Such nominations must be clearly disclosed and approved by the General Meeting of Shareholders prior to the election.

Article 56. Cases of dismissal and removal of members of the Board of Supervisors

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

a. No longer meeting the standards and conditions for being a member of the Board of Supervisors as prescribed by the Law on Enterprises;

b. Submitting a resignation letter that is accepted;

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

a. Failing to fulfill assigned duties and responsibilities;

b. Failing to exercise his/her rights and obligations for six (06) consecutive months, except in cases of force majeure;

c. Repeatedly violating or seriously violating the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company's Charter;

d. Other cases as decided by the General Meeting of Shareholders.

Article 57. Announcement of election, dismissal, and removal of members of the Board of Supervisors

After decisions on the election, dismissal, or removal of members of the Board of Supervisors are made, the Company is responsible for disclosing such information internally, to relevant authorities, on mass media, and on the Company's website in accordance with applicable laws and regulations.

Article 58. Method of introducing candidates to the Board of Supervisors

1. The Board of Supervisors shall convene a meeting to organize the election of Supervisors, including dissemination of information such as the number of positions, candidate standards, and nomination/self-nomination procedures in accordance with

this Regulation. The election shall be conducted at the nearest General Meeting of Shareholders or through written consultation of shareholders.

2. The Company shall issue a public announcement regarding the election of Supervisors, including procedures for convening and conducting the election in accordance with Chapter IV of this Regulation, clearly stating the reasons for the election, number of positions, standards and conditions, election methods, and procedures for nomination and self-nomination…
3. The Company shall compile the list of candidates through nomination and self-nomination and verify the information of each candidate to ensure they meet the standards and conditions for being a Supervisor as prescribed in Clause 2 of this Article.
4. In case the number of candidates remains insufficient, the Board of Supervisors shall prepare a list of additional candidates based on the following criteria:

a. The number of candidates shall be equal to the number of vacancies after compiling the valid list under Clause 3 of this Article;
b. Candidates proposed by the Board of Supervisors must be approved by a majority of incumbent Supervisors;
c. Candidates proposed by the Board of Supervisors must meet at least the standards and conditions prescribed by the Law on Enterprises.

Article 59. Meetings of the Board of Supervisors

1. The Board of Supervisors must hold at least two (02) meetings per year, with at least two-thirds (2/3) of its members attending. Minutes of meetings must be detailed and clear. The minute-taker and attending members must sign the minutes. All minutes must be properly archived to determine the responsibilities of each member.
2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing firm to attend meetings and respond to issues raised by the Supervisors.

Article 60. Salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors

1. Members of the Board of Supervisors shall receive salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses, including accommodation, travel, and costs for using independent advisory services. The total amount of remuneration and expenses must not exceed the approved annual operating budget of the Board of Supervisors, unless otherwise decided by the General Meeting of Shareholders.

3. Salary and operating expenses of the Board of Supervisors shall be accounted for as business expenses of the Company in accordance with regulations on corporate income tax and other relevant laws, and must be separately presented in the Company's annual financial statements.

CHAPTER V
GENERAL DIRECTOR AND EXECUTIVE OFFICERS OF THE COMPANY

Article 61. Executive Officers and Other Managers

1. The executive officers of the Company include the General Director, Deputy General Directors, and Chief Accountant.
2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit additional executive officers in numbers and with qualifications appropriate to the Company's organizational structure and management regulations as determined by the Board of Directors. Executive officers are responsible for supporting the Company in achieving its operational and organizational objectives.
3. The General Director shall receive salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.
4. The salaries of executive officers shall be recorded as business expenses of the Company in accordance with laws on corporate income tax, separately presented in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
5. Managers of the Company

   The General Director shall determine the number and types of managers as necessary or appropriate in accordance with the Company's organizational structure and governance practices from time to time.

   The appointment of managerial positions and transactions involving shares related to managers are not subject to mandatory disclosure under applicable laws. Managers must exercise due diligence to ensure the Company achieves its operational and organizational objectives.

   The salary and other benefits of managers shall be decided by the General Director.
6. The salaries of executive officers shall be recorded as business expenses of the Company in accordance with laws on corporate income tax, separately presented in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

Article 62. General Director

1. The Board of Directors shall appoint a member of the Board of Directors or hire another person as the General Director, and enter into a contract specifying salary, remuneration, benefits, and other related terms. Information on the salary, allowances,

and benefits of the General Director must be reported at the Annual General Meeting of Shareholders and disclosed in the Company's Annual Report. The General Director must not concurrently hold the position of Chairman of the Board of Directors.

2. The General Director is responsible for managing the day-to-day business operations of the Company; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and to the law for the performance of assigned rights and obligations.
3. The term of the General Director is three (03) years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and must not be a person prohibited by law from holding this position.
4. The General Director has the following rights and obligations:

a. To decide on matters relating to the Company's day-to-day business operations that are not within the authority of the Board of Directors;
b. To organize the implementation of resolutions and decisions of the Board of Directors;
c. To organize the implementation of the Company's business plans and investment plans;
d. To propose organizational structure and internal management regulations of the Company;
e. To appoint, dismiss, and remove managers, including business directors, heads of functional departments, deputy heads, and other managerial positions except those appointed by the Board of Directors;
f. To decide salaries and other benefits for employees, including managers under the appointment authority of the General Director;
g. To recruit employees;
h. To propose dividend distribution plans or solutions for handling business losses;
i. To perform other rights and obligations in accordance with laws and resolutions/decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when approved by a majority of attending members with voting rights and appoint a new General Director as a replacement..

CHAPTER VI
OTHER ACTIVITIES

Article 63. Coordination Regulations among the Board of Directors, the Board of Supervisors, and the General Director:

The Board of Directors, the Board of Supervisors, and the General Director shall agree upon and issue regulations on coordination among these parties. Such regulations shall include:

a. Procedures and processes for convening meetings, issuing notices, recording minutes, and announcing meeting results among the Board of Directors, the Board of Supervisors, and the General Director;
b. Notification of resolutions and decisions of the Board of Directors to the Board of Supervisors;
c. Notification of resolutions and decisions of the Board of Directors to the General Director;
d. Cases where the General Director and the Board of Supervisors request the convening of Board of Directors' meetings and matters requiring the Board's opinion;
e. Reports of the General Director to the Board of Directors on the performance of assigned duties and powers;
f. Review of the implementation of resolutions and delegated matters of the Board of Directors by the General Director;
g. Matters that the General Director must report and provide information on, and methods of reporting to the Board of Directors and the Board of Supervisors;
h. Coordination in control, management, and supervision among members of the Board of Directors, members of the Board of Supervisors, and the General Director in accordance with their respective duties.

Article 64. Annual evaluation of performance, rewards, and discipline for members of the Board of Directors, the Board of Supervisors, and the General Director.

1. The Board of Directors is responsible for developing performance evaluation criteria for members of the Board of Directors, the General Director, and other executive officers.
2. Evaluation criteria must balance the interests of executives with the long-term interests of the Company and its shareholders. Both financial and non-financial indicators shall be carefully considered and determined by the Board of Directors from time to time. Non-financial indicators may include stakeholders' interests, operational efficiency, improvements, and innovations achieved,...
3. Annually, based on assigned functions, duties, and established evaluation criteria/results achieved, the Board of Directors shall conduct performance evaluations of its members.

4. The evaluation of members of the Board of Supervisors shall be conducted in accordance with the organizational and operational structure of the Board of Supervisors.
5. The evaluation of other executive officers shall be conducted in accordance with internal regulations or may be based on their self-assessment reports.

Article 65. Rewards

1. The Board of Directors or the Remuneration Committee is responsible for establishing a reward system. Rewards shall be based on performance evaluation results under Article 64 of this Regulation.
2. Beneficiaries: individuals subject to reward policies as determined by the Board of Directors.
3. Forms of rewards: cash, shares (including issuance of shares under employee stock ownership plans), or other forms as determined by the Board of Directors or the Remuneration Committee. Reward schemes must be approved by the Board of Directors; if beyond its authority, they shall be submitted to the General Meeting of Shareholders for approval.
4. Reward policies for members of the Board of Directors and members of the Board of Supervisors shall be decided by the General Meeting of Shareholders
5. For other executive officers: reward funds shall be sourced from the Company's bonus and welfare fund and other lawful sources. The reward level shall be based on actual annual business performance. The General Director shall propose and submit to the Board of Directors for approval; if beyond its authority, it shall be submitted to the General Meeting of Shareholders.

Article 66. Discipline

1. The Board of Directors is responsible for establishing a disciplinary system based on the nature and severity of violations. The highest disciplinary measures include dismissal and removal from office.
2. Members of the Board of Directors, Supervisors, and executive officers who fail to perform their duties with due care, diligence, and professional competence shall be liable for any damages caused.
3. Members of the Board of Directors, Supervisors, and executive officers who violate legal provisions or the Company's regulations in the performance of their duties shall, depending on the severity of the violation, be subject to disciplinary actions, administrative sanctions, or criminal liability in accordance with law. In case of causing damage to the interests of the Company, shareholders, or other parties, compensation shall be made in accordance with the law.

Article 67. Effectiveness

1. The Internal Regulations on Corporate Governance of PTM Automobile Production, Trading and Service Joint Stock Company consist of 06 chapters and 67 articles, and shall take effect from date .... month .... year 202....
2. These Regulations are the sole and official internal corporate governance regulations of the Company.
3. Copies or extracts of these Corporate Governance Regulations must bear the signature of the Chairman of the Board of Directors.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRWOMAN

VU THI HANH