

REGULATIONS ON CORPORATE GOVERNANCE VINAFCO JOINT STOCK CORPORATION

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

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

Law No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022, amending and supplementing a number of articles of the Law on Public Investment, the Law on Investment in the form of Public-Private Partnership, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Special Consumption Tax and the Law on Civil Judgment Execution.

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

Pursuant to the 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 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 Vinafco Joint Stock Corporation dated .../.../2022;

Pursuant to the Resolution of the annual General Meeting of Shareholders No/2022/NQ-DHDCD.../.../2022;

The Board of Directors issued the internal regulations on corporate governance of Vinafco Joint Stock Corporation.

Internal Regulations on Corporate Governance of Vinafco Joint Stock Corporation shall include the following contents:

CHAPTER I

GOVERNING SCOPE AND APPLICABLE SUBJECTS

Article 1. Governing scope and applicable subjects

- 1.1. Governing scope: The internal regulations on corporate governance shall regulate the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the General Director; the order and procedures for the meeting of the General Meeting of Shareholders; nomination, candidacy, election, dismissal and removal of members of the Board of Directors, the Supervisory Board, the General Director and other activities in accordance with the Company's Charter and other current regulations of law.

- 1.2. Applicable subjects: These Regulations shall be applied to members of the Board of Directors, the Supervisory Board, the General Director and related persons.

CHAPTER II

THE GENERAL MEETING OF SHAREHOLDERS

Article 2. Roles, rights and obligations of the General Meeting of Shareholders

- 2.1. The General Meeting of Shareholders shall include all shareholders with voting rights, being the highest decision-making body of the Company.
- 2.2. The General Meeting of Shareholders shall have the following rights and obligations:
- a. To approve the Company's development orientation;
 - b. To decide type of shares and total number of shares of each class to be offered; decide annual dividend rate of each type of shares;
 - c. To elect, dismiss or remove members of the Board of Directors, members of the Supervisory Board;
 - d. To make decisions to invest or sell assets with a value of 50% or more of the total value of assets recorded in the most recent financial statements of the Company;
 - e. To decide to amend and/or supplement the Company's Charter;
 - f. To approve the annual financial statements;
 - g. To decide to acquire more than 10% of the total sold shares of each class;
 - h. To consider and handle violations of members of the Board of Directors, members of the Supervisory Board causing damage to the Company and shareholders of the Company;
 - i. To decide to reorganize or dissolve the Company;
 - j. To decide the budget or total remuneration, bonus and other benefits for the Board of Directors, the Supervisory Board;
 - k. To approve the internal regulations on corporate governance; the operation regulation of the Board of Directors, the operation regulation of the Supervisory Board;
 - l. To approve the list of approved auditing companies; decide that the approved auditing company to audit the company's operations, dismiss approved auditors when deeming it necessary;
 - m. Other rights and obligations are in accordance with the law and the Company's Charter.

Article 3. Order and procedure of the meeting of the General Meeting of Shareholders to adopt resolutions by method of voting at the meeting of the General Meeting of Shareholders

3.1. *Power to convene the General Meeting of Shareholders*

The Board of Directors shall convene the Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders. The Board of Directors shall convene an

Extraordinary General Meeting of Shareholders according to the cases specified in Clause 14.3, Article 14 of the Charter.

3.2. *Preparation of a list of shareholders entitled to attend the meeting*

The list of shareholders entitled to attend the meeting of the General Meeting of Shareholders shall be made no later than 10 days before the date of sending the meeting invitation notice of the General Meeting of Shareholders. The company must publish information on the preparation of the list of shareholders entitled to attend the meeting of the General Meeting of Shareholders at least 20 days prior to the final registration date;

3.3. *Notice of closing the list of shareholders entitled to attend the meeting of the General Meeting of Shareholders*

The Company shall publish information on the expected final registration date for performing the right for existing shareholders to attend the General Meeting of Shareholders at least 20 days prior to the expected final registration date.

3.4. *Notice of convening the meeting of the General Meeting of Shareholders*

The meeting invitation notice of the General Meeting of Shareholders shall be sent to all shareholders by a method of guarantee to reach the contact address of the shareholder, and also publish it on the website of the Company and the State Security Commission of Vietnam, the Stock Exchange where the Company's stocks are listed or registered for trading. The convenor of the meeting of the General Meeting of Shareholders must send the meeting invitation to all shareholders in the list of shareholders entitled to attend the meeting at least 21 days before the opening of the meeting (from the date the notice is sent or duly delivered). The agenda of the meeting of the General Meeting of Shareholders, the documents related to the issues to be voted at the meeting shall be sent to shareholders or/and posted on the website of the Company. In the event that the documents are not attached to the notice of the meeting of the General Meeting of Shareholders, the meeting invitation notice must clearly specify the link to the entire meeting documents for shareholders to access, including:

- a. Agenda, documents to be used in the meeting;
- b. Written opinion form;
- c. Draft resolution for each issue in the agenda.

3.5. *The agenda and contents of the meeting of the General Meeting of Shareholders (the person in charge for preparing the agenda, contents of the meeting of the General Meeting of Shareholders; regulations on recommendations of shareholders to be included in the agenda)*

- (i) The convenor of the General Meeting of Shareholders shall perform the following tasks:

- a. To prepare a list of shareholders who are eligible to participate and vote at the meeting of the General Meeting of Shareholders;
 - b. To prepare the agenda and content of the meeting;
 - c. To prepare the documents for the General Meeting of Shareholders;
 - d. To draft of resolutions of the General Meeting of Shareholders according to the expected content of the meeting;
 - e. To determine the time and place for organizing the meeting;
 - f. To notify and send notice of the meeting of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.
 - g. Other works to serve the meeting of the General Meeting of Shareholders
- (ii) A shareholder or a group of shareholders as prescribed in Clause 17.4, Article 17 of the Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The recommendation must be in writing and sent to the Company at least 7 (seven) working days before the opening of the meeting. The recommendation must clearly state the name of the shareholder, the number of shares of each type held by such shareholder, and the proposed issues to be included in the agenda.
- (iii) The convenor of the General Meeting of Shareholders has the right to reject the recommendation as stipulated in this Article 3.5.(ii) if the recommendation falls into one of the following cases:
- a. The recommendation is sent in contravention of the provisions of Clause 3.5.(ii) of this Article;
 - b. At the time of the recommendation, a shareholder or a group of shareholders does not hold enough 5% or more of the ordinary shares as prescribed in Point b Clause 17.5 Article 17 of the Charter;
 - c. The recommendation is not within the decision authority of the General Meeting of Shareholders;
 - d. Other cases in accordance with the law and the Charter.
- (iv) The convenor of the General Meeting of Shareholders must accept and include the recommendation specified in Article 3.5.(ii) in the proposed agenda and content of the meeting, except for the case specified in Article 3.5.(iii)); the recommendation is officially added to the agenda and content of the meeting if it is approved by the General Meeting of Shareholders.

3.6. *Authorization for a representative to attend the meeting of the General Meeting of Shareholders*

- (i) Shareholders, authorized representatives of shareholders being organizations may attend the meeting in person or authorize one or several other individuals or organizations to attend the meeting or to attend the meeting in one of the manners as regulated in Clause 3, Article 144 of the Law on Enterprises.
- (ii) The authorization for a representative individual or organization to attend the meeting of the General Meeting of Shareholders in accordance with this Article 3.6.(i) must be made in writing. The power of attorney shall be made in accordance with the provisions of the civil law and must clearly specify the name of the authorizing shareholder, the name of the authorized individual, the authorized organization, the number of authorized shares, the content of authorization, the scope of authorization, term of authorization, signatures of the principal and the authorized party.
- (iii) The person authorized to attend the meeting of the General Meeting of Shareholders must submit his/her power of attorney when registering to attend the meeting. In case of sub-delegation, the attendees of the meeting must further present the original power of attorney of shareholders, authorized representatives of institutional shareholders (if they have not been registered [to attend the meeting] with the Company before).

3.7. *Method of registration of attendance of the meeting of the General Meeting of Shareholders*

- (i) Shareholders shall implement procedure to confirm that they will attend the meeting in person or authorize another person to attend the meeting (according to the company's form) and send it to the Board of Directors of Vinafco Joint Stock Corporation by post 01 day in advance of the meeting date specified in the meeting invitation notice.
- (ii) Shareholders or authorized persons to attend the meeting need to bring the following documents: (i) The meeting invitation notice; (ii) Identity card /passport/Copy of business registration certificate (in case of an organization); (iii) Original of valid power of attorney to attend the meeting (*in case of being authorized to attend the meeting*) in the form published on the website: <https://www.vinafco.com.vn> and Personal identity documents of the authorized person (in case of authorization) to carry out registration procedures to attend the meeting.

3.8. *Conditions of conducting the meeting*

- (i) A meeting of the General Meeting of Shareholders is conducted when the number of attending shareholders represents more than 65% of the total number of votes.
- (ii) In case the first meeting is not eligible to be held as prescribed in Clause 1 of this Article, the second meeting invitation notice shall be sent within 30 days from the intended date of the first meeting. The second meeting of the General Meeting of Shareholders shall be held

when the number of attending shareholders represents 51% or more of the total number of votes.

- (iii) In case the second meeting is not eligible to be held as prescribed in Clause 2 of this Article, the third meeting invitation notice shall be sent within 20 days from the intended date of the second meeting. The third meeting of the General Meeting of Shareholders shall be held notwithstanding the total number of votes of the attending shareholders.

3.9. *Form of adoption of resolution of the General Meeting of Shareholders*

Before the opening of the meeting, the Company must carry out the shareholder registration procedure and make full registration for shareholders entitled to attend the meeting who are present in the following order:

- (i) When carrying out shareholder registration, the Company shall grant each shareholder or authorized representative a voting card, on which the shareholder code and number of votes of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. The voting is conducted by approval, disapproval and abstention. Vote counting results shall be announced by the Chairperson right before closing the meeting. The General Meeting of Shareholders shall elect the persons responsible for counting votes or supervising the counting of votes at the proposal of the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;
- (ii) Shareholders, authorized representatives of institutional shareholders or authorized persons who come after the meeting has opened have the right to immediately register and then have the right to participate and vote at the meeting right after registration. The Chairperson is not responsible for pausing the meeting for the late shareholders to register and the validity of the previously voted contents remains unchanged.

3.10. *Method of voting*

Before the opening of the meeting, the Company must carry out the shareholder registration procedure and make full registration for shareholders entitled to attend the meeting who are present in the following order:

- (i) When carrying out shareholder registration, the Company shall grant each shareholder or authorized representative a voting card, on which the registration number, full name of the shareholder, full name of authorized representative and number of votes of that shareholder

are recorded. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. The voting is conducted by approval, disapproval and abstention.

- (i) Shareholders, authorized representatives of institutional shareholders or authorized persons, who come after the meeting has opened have the right to immediately register and then have the right to participate and vote at the meeting right after registration. The Chairperson is not responsible for pausing the meeting for the late shareholders to register and the validity of the previously voted contents remains unchanged.

3.11. *Method for vote counting*

- (i) When conducting voting at the meeting of the General Meeting of Shareholders, the Vote Counting Committee will count the total number of votes of each type of voting card showing approval or disapproval, abstention and record in the minutes of vote counting. The minutes of vote counting shall be published before closing the meeting of the General Meeting of Shareholders.
- (ii) The General Meeting of Shareholders will appoint the persons responsible for counting votes or supervising the vote counting as proposed by the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.

3.12. *Conditions for adoption of the resolutions*

- (i) The General Meeting of Shareholders has the right to adopt any resolution under its authority by voting at the meeting or collecting written opinions. All issues within the authority of the General Meeting of Shareholders can be decided by collecting written opinions in accordance with Article 21 of the Charter.
- (ii) Except as provided for in points (iii), (iv) of this Clause, all issues within the authority of the General Meeting of Shareholders shall be approved at the meeting when such matters are approved by sixty five percent (65%) or more of all the shareholders (either in person or by proxy) who attend **and vote** at the meeting.
- (iii) Decisions of the General Meeting of Shareholders relating to amendment of and supplement to the Charter; class of shares and total number of shares of each class; change of business sector and business lines; change of the organizational structure of the Company; merger; re-organization and dissolution of the Company; decision on investment projects or sale of assets of the Company or its branch or any purchase made by the Company or its branch with a value of fifty percent (50%) or more of the total asset value of the Company or its branch according to the most recent financial statement of the Company shall be approved only when such matters are approved by seventy five percent

(75%) or more of all the shareholders (either in person or by proxy) who attend **and vote** at the meeting.

- (iv) The voting to elect 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 corresponding to the number of shares owned multiplied by the number of elected members of the Board of Directors or the Supervisory Board and each Shareholder has the right to accumulate all of his or her total votes for one or several candidates. The person elected to become a member of the Board of Directors or the Supervisory Board is determined by the number of votes from high to low, starting from the candidate with the highest number of votes until there are enough members specified in the Charter. In case there are 02 or more candidates obtaining the same votes for the last member of the Board of Directors or the Supervisory Board, those candidates shall be re-elected or selected according to the criteria specified in the election procedures or the Charter.

3.13. Notice of vote counting results

The results of vote counting shall be published by the Chairperson right before the closing of the meeting.

3.14. Method of objecting to the resolution of the General Meeting of Shareholders (in accordance with Article 132 of the Law on Enterprises)

- (i) Any shareholder who votes against the resolution on the company's reorganization or changes to the shareholders' rights and obligations prescribed in the company's Charter shall be entitled to request the company to repurchase his/her shares. The request shall be made in writing, specifying the shareholder's name, address, the number of shares of each type, proposed prices, and reasons for requesting the repurchase. The request shall be sent to the company within 10 days from the day on which the General Meeting of Shareholders adopts the resolution on the matters provided in this Clause.
- (ii) The company shall repurchase shares at the request of shareholders as prescribed in Clause 1 of this Article at market prices or prices determined in accordance with the company's charter within 90 days from the date on which the request is received. If an agreement on the price is not reached, the parties may request a professional valuation organization to carry out the valuation. The company shall recommend at least 03 professional valuation organizations for shareholders to select and such selection shall be final.
- (iii) Any shareholder has the right to request cancellation of a Resolution of the General Meeting of Shareholders in accordance with Article 23 of the Company's Charter.

3.15. Preparation of the minutes of meeting of the General Meeting of Shareholders

- (i) The meeting of the General Meeting of Shareholders shall be recorded in writing and voice and archived in other electronic forms. The minutes must be made in Vietnamese, may be additionally made in foreign languages and contain the following main details:
 - a. Name, head office address, business code;
 - b. Time and venue of the meeting of the General Meeting of Shareholders;
 - c. The agenda of the meeting and the contents of the meeting;
 - d. Full name of the chairperson and the secretary of the meeting;
 - e. Summary of the meeting and opinions raised at the meeting of the General Meeting of Shareholders on each issue in the agenda;
 - f. Number of shareholders and total number of votes of attending shareholders, the list of registered shareholders, representatives of shareholders to attend the meeting with corresponding number of shares and votes;
 - g. Total number of votes for each issue, which clearly specify the voting method, total number of valid, invalid, approval, disapproval and abstention votes; corresponding rate on the total number of votes of the attending shareholders;
 - h. The issues adopted and respective proportion of approval votes;
 - i. Full name and signature of the chairperson and the secretary. In case where the chairperson or the secretary refuses to sign the meeting minutes, these minutes shall be effective if they are signed by all other members of the Board of Directors attending the meeting and contain all of the contents specified in this Clause. The minutes of meeting must clearly specify the fact that the chairperson and the secretary refused to sign the minutes of meeting.
- (ii) The minutes of meeting of the General Meeting of Shareholders must be completed and approved before closing the meeting. The chairperson and the secretary of the meeting or persons who sign the minutes of meeting shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.
- (iii) The minutes made in both Vietnamese and foreign languages shall have the same legal validity. In case of any discrepancy between the minutes in Vietnamese and in a foreign language, the Vietnamese version of the minutes shall prevail.

3.16. Announcement of resolutions of the General Meeting of Shareholders

Resolution, Minutes of the meeting of the General Meeting of Shareholders, the list of shareholders registering to attend the meeting with the signature of the shareholders, power of attorney to attend the meeting, all documents attached to the Minutes (if any) and

relevant documents attached to the meeting invitation notice shall be kept at the Company's head office.

Article 4. Order and procedures of the meeting of the General Meeting of Shareholders to adopt resolutions by method of collecting written opinions

Power and method of collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders shall comply with the following provisions:

- 4.1.** The Board of Directors has the right to collect shareholders' written opinions on all issues under the authority of the General Meeting of Shareholders when it deems necessary for the benefit of the Company.
- 4.2.** The Board of Directors shall prepare written opinion forms, draft resolution of the General Meeting of Shareholders, explanatory documents for the draft resolution and send to all shareholders with voting rights at least 10 days before the time limit to return written opinion forms. The request and method of sending written opinion forms and attached documents shall comply with Clause 17.3, Article 17 of this Charter.
- 4.3.** The written opinion forms shall contain the following main contents:
 - a) Name, head office address, business code;
 - b) Purpose of collecting opinions;
 - c) Full name, contact address, nationality, number of legal papers of the individual for shareholder being an individual; name, business code or number of legal papers of the organization, address of the head office for the shareholder being the organization or full name, contact address, nationality, number of legal papers of the individual for representative of constitutional shareholder; number of shares of each class and number of votes of the shareholder;
 - d) Issues that require collection of opinions to adopt the decision;
 - e) Voting plan include approval, disapproval and abstention on each issue for which opinions shall be collected;
 - f) Time limit to send the answered written opinion forms to the Company;
 - g) Full name and signature of the Chairperson of the Board of Directors.
- 4.4.** Shareholders can send the answered written opinion forms to the Company by sending letter, fax or email according to the following provisions:

- a) In case of sending letter, the answered written opinion forms shall be signed by individual shareholder, authorized representative or legal representative of institutional shareholder. The written opinion forms sent to the Company must be contained in a sealed envelope and no one is allowed to open before vote counting;
- b) In case of sending fax or email, the written opinion forms sent to the Company must be kept confidential until the time of vote counting;
- c) The written opinion forms sent to the Company after the time limit specified therein or opened in case of sending letter and disclosed in case of sending fax, email shall be invalid. The written opinion forms that are not returned are considered as non-voting.

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

- a) Name, head office address, business code;
- b) Purpose and issues that require collection of opinions to adopt the resolution;
- c) Number of shareholders with the total number of votes participating in voting, in which the number of valid votes and invalid votes are distinguished and the method of sending votes, together with the list of shareholders participating in voting;
- d) Total number of votes of approval or disapproval, abstention on each issue;
- e) The issues adopted and respective proportion of approval votes;
- f) Full names and signatures of the Chairman of the Board of Directors, the person counting votes and the person supervising vote counting.

Members of the Board of Directors, the person counting votes and the person supervising vote counting shall be jointly responsible for the truthfulness and accuracy of the minutes of vote counting; to be jointly responsible for damages arising from decisions adopted due to the untruthful or inaccurate vote counting.

4.6. The minutes of vote counting and resolutions shall be posted on the website of the Company within 24 hours from the end of vote counting.

4.7. The answered written opinion forms, the minutes of vote counting, resolutions adopted and the related documents attached to the written opinion forms shall be kept at the head office of the Company.

- 4.8.** In case where a resolution of the General Meeting of Shareholders is approved by way of collecting written opinions, such resolution shall be adopted if there is sixty five (65) percent or more of the total votes casted by all the shareholders with voting right that consent to the matters for which opinions are collected as set out in Article 20.2 of the Charter or if there is seventy five (75) percent or more of the total votes casted by all the shareholders with voting right that consent to the matters for which opinions are collected as set out in Article 20.3 of the Charter.
- 4.9.** A resolution adopted by method of collecting written opinions of Shareholders shall have the same validity as the Resolutions adopted at the meeting of the General Meeting of Shareholders.

Article 5. Order and procedures of the online General Meeting of Shareholders

- 5.1. *Online General Meeting of Shareholders*** (hereinafter referred to as the “Online GMS”): means a meeting of the General Meeting of Shareholders held through the application of modern information technology solutions to transmit audio and/or images of the GMS, allowing shareholders in different locations to attend, follow, discuss and vote on the matters of the meeting.
- 5.2.** The preparation of a list of shareholders having the right to attend the meeting, notice of closing the list of shareholders, the Notice of the General Meeting of Shareholders shall be made in accordance with Articles 3.2, 3.3 and 3.4 of these Regulations.
- 5.3. *Method of registration for attendance of the Online GMS:*** set out in the Notice of the General Meeting of Shareholders, including:
- 5.3.1. *Eligibility:***
- The shareholders whose names appear in the List of Shareholders shall have the right to attend the General Meeting of Shareholders prepared according to the notice of exercise of the right of the Company;
 - Any proxy is qualified to attend the GMS in accordance with the Laws, the Charter and other regulations of the Company.
- 5.3.2. *Technical Conditions:*** Shareholders/proxies need to have Internet-connected electronic devices or the devices to secure a stable connection to the Online System in order to exercise their voting rights.
- 5.3.3. *Method of recording the attendance of the Online GMS:***

- A shareholder/proxy is recorded by the Online System to have attended the Online GMS when such shareholder/proxy accesses the Online System by using the login credentials provided in accordance with the Company's regulations.
- Information on the link to the Online System, login name, password and other identifiers (if any) to attend the Online GMS will be provided in the Notice of Meeting (or other form of providing login credentials as otherwise regulated by the Company). Shareholders/proxies shall keep the provided login credentials confidential and bear full responsibility for their disclosure of this information.

5.4. *Authorization for a representative to attend the Online GMS:* shall comply with Article 16 of the Company's Charter, Article 3.6 of these Regulations and in other forms as otherwise stipulated in the Notice of the General Meeting of Shareholders.

5.5. *Conditions of conducting the meeting:* A meeting of the Online GMS shall be conducted when it satisfies the requirements set out in Article 18 of the Company's Charter.

5.6. *Method of voting, vote counting and announcement of vote counting results:*

5.6.1. *Method of exercising the right to vote:*

Shareholders/proxies shall vote online by way of electronic voting.

5.6.2. *Method of voting*

- When conducting the online voting, the shareholders/proxies shall choose one of the three options of "for", "against", "abstentions" respectively for each matter voted at the GMS, which is embedded in the Online System.
- After that, the shareholders/proxies will confirm their votes so that the Online System can record the results.

5.6.3. *Method of voting for election:*

The election of the members of the Board of Directors and the Supervisory Board shall be conducted by way of cumulative voting. Accordingly, the shareholders/proxies shall conduct the voting in accordance with the Online Election Regulations adopted at the GMS. After that, the shareholders/proxies will confirm their votes for election so that the Online System can record the results.

5.6.4. *Other provisions for electronic voting:*

- In case a shareholder/proxy fails to vote on all matters which are required to be voted on or elected according to the GMS Agenda, the shareholder/proxy shall be deemed not to vote or elect on such matters.
- Any shareholders/proxy may change his/her votes and the Online System shall only record the final votes at the end of the online voting of each vote counting as stipulated in the Working Regulations of the GMS.

5.6.5. Method of online vote counting:

- When a shareholder/proxy casts an electronic vote, the Online System automatically updates and records the final voting results at the end of the voting specifying the number of votes “For”, the number of votes “Against” and the number of votes “Abstentions”.
- In case of an election, the Online System will record the voting results based on the number of votes casted by the shareholders/proxies for the candidates named in the List of Nominees by way of cumulative voting in accordance with the Company’s Charter and the Laws.

5.6.6. Announcement of vote counting results: The vote counting results shall be announced by the head of the vote counting committee after the vote counting results are available and before the closing of the GMS.

5.7. The Resolution shall be passed at the meeting if satisfying the conditions set out in Article 20 of the Company’s Charter and Article 3.12 of these Regulations.

5.8. ***Preparation of the minutes of meeting of the Online GMS:*** In accordance with Article 3.15 of these Regulations. The venue recorded in the Minutes of the Online GMS is the venue where the Chairman is present to conduct the GMS. Such venue must be in Vietnam.

5.9. The resolution passed at the Online GMS shall have the same validity as the resolution passed at the face-to-face meeting of the General Meeting of Shareholders. Any request to cancel a Resolution of the General Meeting of Shareholders shall be made in accordance with Article 23 of the Company’s Charter.

5.10. Announcement of resolutions of the Online GMS: shall be made in accordance with Article 3.16 of these Regulations.

Article 6: Order and procedures of a hybrid meeting of the General Meeting of Shareholders.

6.1 ***The hybrid meeting of the General Meeting of Shareholders*** (hereinafter referred to as the “Hybrid GMS”): means a meeting of the General Meeting of Shareholders held both in the form of the face-to-face meeting of the General Meeting of Shareholders where the voting is conducted at a physical location and the form of online meeting as set out in Article 5.1 of these Regulations.

6.2 The preparation of a list of shareholders having the right to attend the meeting, notice of closing the list of shareholders, the Notice of the General Meeting of Shareholders shall be made in accordance with Articles 3.2, 3.3 and Article 3.4 of these Regulations.

- 6.3 Method of registration for attendance of the Hybrid GMS:** In accordance with Article 3.7 and Article 5.3 of these Regulations.
- 6.4 Authorization for a representative to attend the Hybrid GMS:** shall comply with Article 16 of the Company's Charter, Article 3.6 of these Regulations and in other forms as otherwise stipulated in the Notice of the General Meeting of Shareholders.
- 6.5 Conditions of conducting the meeting:** A Hybrid GMS shall be conducted when it satisfies the requirements set out in Article 18 of the Company's Charter.
- 6.6 Method of voting, vote counting and announcement of vote counting results:**
- 6.6.1 Method of exercising the right to vote:
- Shareholders/proxies shall exercise their voting rights by way of direct voting, electronic voting and other forms of voting in accordance with the Company's Charter and the Laws.
- 6.6.2 Method of voting: in accordance with Article 3.10 and Article 5.6.2 of these Regulations
- 6.6.3 Method of voting for election: in accordance with paragraph (iv) of Article 3.12 and Article 5.6.3 of these Regulations.
- 6.6.4 Method for vote counting: in accordance with Article 3.11 and Article 5.6.5 of these Regulations
- 6.6.5 Notice of vote counting results: The chairperson or the head of the vote counting committee shall announce the vote counting results being the consolidated results of the voting in person and the voting online when such results are available and before the closing of the General Meeting of Shareholders.
- 6.7** The Resolution shall be passed at the meeting if satisfying the conditions set out in Article 20 of the Company's Charter and Article 3.12 of these Regulations.
- 6.8 Preparation of the Minutes of the GMS:** In accordance with Article 3.15 of these Regulations. The venue recorded in the Minutes of the Hybrid GMS shall be the venue holding the Face-To-Face GMS. Such venue must be in Vietnam.
- 6.9** The resolution passed at the Hybrid GMS shall have the same validity as the resolution passed at the face-to-face meeting of the General Meeting of Shareholders. Any request to cancel a Resolution of the General Meeting of Shareholders shall be made in accordance with Article 23 of the Company's Charter.
- 6.10 Announcement of resolutions of the Hybrid GMS:** in accordance with Article 3.16 of these Regulations.

CHAPTER III

THE BOARD OF DIRECTORS

Article 7. Roles, rights and obligations of the Board of Directors, responsibilities of members of the Board of Directors (including the right to receive the information of members of the Board of Directors).

- 7.1.** The Board of Directors is the governing body of the Company, has full authority on behalf of the Company to decide and exercise the rights and perform the obligations of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.
- 7.2.** Rights and obligations of the Board of Directors shall be stipulated by the laws, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
- a) To decide the medium-term development strategy, plan and annual business plan of the Company;
 - b) To recommend types of shares and the total number of shares to be offered for each class;
 - c) To decide to sell unsold shares within the number of shares allowed to be offered for sale for each class; decide to raise more capital in other forms;
 - d) To decide the selling price of shares and bonds of the Company
 - dd) To decide to repurchase shares according to the provisions of Clauses 1 and 2 of Article 133 of the Law on Enterprises;
 - e) To decide on investment plans and investment projects within the authority and limitations prescribed by law;
 - g) To decide on market development, marketing and technology solutions;
 - h) To decide to invest or sell assets with a value of less than 50% of the total value of assets recorded in the most recent financial statements of the Company;

- i) To elect, dismiss or remove the Chairman of the Board of Directors; appoint, dismiss, sign the contract, terminate the contract for the General Director and other important Executives as stipulated by the Charter; decide the salaries, remuneration, bonuses and other benefits of those Executives; appoint an authorized representative to join the Members' Council or the General Meeting of Shareholders in another company, and decide on remuneration and other benefits of such persons;
- k) To supervise and direct the General Director and other Executives in operating the daily business of the Company;
- l) To decide on organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices and the capital contribution and share purchase of other enterprises;
- m) To approve the agenda, content of documents serving the meeting of the General Meeting of Shareholders, convene the meeting of the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to adopt resolutions;
- n) To submit annual audited financial statements to the General Meeting of Shareholders;
- o) To propose dividends to be paid; decide time limit and procedures for paying dividends or dealing with losses incurred in the business process;
- p) To propose the reorganization and dissolution of the Company; claim for bankruptcy of the Company;
- q) For business or transaction issues that the Board of Directors decides that require approval within the scope of its powers and responsibilities; and
- r) Other rights and obligations in accordance with the Law on Enterprises, the Law on Securities, other provisions of the laws and the Company's Charter.

7.3. The Board of Directors shall report to the General Meeting of Shareholders operation results of the Board of Directors in accordance with the law.

Article 8. Nomination, candidacy, election, dismissal and removal of members of the Board of Directors shall include the following main contents:

8.1. The number of members of the Board of Directors shall be five (5) to seven (07) people.

- 8.2.** The term of office of a member of the Board of Directors shall be five (05) years and may be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors for no more than 2 consecutive terms. In case where the term of office of all members of the Board of Directors terminate at the same time, such members will continue to be members of the Board of Directors until there are new members elected to replace and take over the works.
- 8.3.** Structure of the members of the Board of Directors shall be as follows:
- Structure of the Board of Directors of the company shall ensure at least 1/3 of the total number of the members of the Board of Directors are non-executive members. The Company minimizes the fact that a member of the Board of Directors concurrently holds the executive title of the Company to ensure the independence of the Board of Directors. The total number of independent members of the Board of Directors must ensure that there is at least 01 independent member.
- 8.4.** A member of the Board of Directors is no longer a member of the Board of Directors in case where he/she is dismissed, removed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
- 8.5.** The appointment of members of the Board of Directors shall be disclosed in accordance with the law on disclosure on the stock market.
- 8.6.** A member of the Board of Directors is not necessarily a Shareholder of the Company.
- 8.7.** A member of the Board of Directors shall:
- a) Have full civil act capacity, not being prohibited from managing enterprises under the Law on Enterprises; and
 - b) Be nominated in accordance with this Article 6.8 except for the case of independent member of the Board of Directors.
- 8.8.** Nomination of member of the Board of Directors
- a) A shareholder or group of Shareholders holding from ten (10) percent to less than thirty (30) percent of the shares with voting rights is entitled to nominate two candidates;
 - b) A shareholder or group of Shareholders holding from thirty (30) percent to less than fifty (50) percent of the shares with voting rights is entitled to nominate three candidates;
 - c) A shareholder or group of Shareholders holding fifty (50) percent to less than sixty five (65) percent of the shares with voting rights is entitled to nominate four candidates.
 - d) A shareholder or group of Shareholders holding sixty five (65) percent or more of the shares with voting rights is entitled to nominate six candidates.

e) Where the number of the Board of Directors' candidates nominated by the Shareholders under Article 8.8 are still insufficient, the incumbent Board of Directors may nominate additional candidates.

- 8.9.** A Shareholder or a group of Shareholders must send to the Company a list of candidates nominated by them within fourteen (14) days from the date upon which the Company sends to Shareholders the Notification on nomination, candidacy to the Board of Directors.
- 8.10.** A member of the Board of Directors will no longer be a member of the Board of Directors in case he/she is dismissed, removed or replaced according to Article 160 of the Law on Enterprises.

Article 9. Remuneration and other benefits of members of the Board of Directors.

- 9.1.** The Company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.
- 9.2.** Members of the Board of Directors are entitled to work remuneration and bonuses. Remuneration for work is calculated based on the number of working days necessary to complete the duties of the members of the Board of Directors and the rate of remuneration per day. The Board of Directors will estimate the remuneration for each member on the principle of consensus. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
- 9.3.** The remuneration of each member of the Board of Directors shall be included in the business expenses of the Company in accordance with the law on corporate income tax, which is presented as a separate item in the annual financial statements of the Company and must report to the General Meeting of Shareholders at the annual meeting.
- 9.4.** Members of the Board of Directors who hold executive positions or perform other works outside of the normal scope of duties of a member of the Board of Directors may be paid additional remuneration in form of a lump sum salary, salary, commission, percentage of profits or other forms according to the decision of the Board of Directors.
- 9.5.** Members of the Board of Directors have the right to be reimbursed for all travel, accommodation and other reasonable expenses that they had to pay in performing its membership of the Board of Directors, including costs incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors.

- 9.6.** Members of the Board of Directors may be entitled to receive liability insurance taken out by the Company after obtaining approval from the General Meeting of Shareholders. This insurance does not cover the liability of member of the Board of Directors relating to a violation of the law and the Company's Charter.

Article 10. Order and procedure for holding a meeting of the Board of Directors shall include the following main contents:

- 10.1.** The Chairman of the Board of Directors is elected in the first meeting of the Board of Directors within 07 working days from the end date of the election of the Board of Directors. This meeting is convened and chaired by the member having highest number of votes or the highest percentage of votes. In case where there is more than one member having highest number of votes or the highest percentage of votes and with the same number of votes or the same percentage of votes, members shall elect according to the majority principle to choose one of them to convene a meeting of the Board of Directors.
- 10.2.** The Board of Directors shall meet at least once a quarter and may hold an extraordinary meeting.
- 10.3.** The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
- a) At the request of the Supervisory Board or an independent member of the Board of Directors;
 - b) At the request of the General Director or at least 05 other managers;
 - c) At the request of at least two members of the Board of Directors;
- 10.4.** The request specified in Clause 8.3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decided under the authority of the Board of Directors.
- 10.5.** The Chairman of the Board of Directors shall convene a meeting of the Board of Directors within 7 working days from the date of receipt of the request specified in Clause 8.3 of this Article. In case of not convening a meeting of the Board of Directors at the request, the Chairman of the Board of Directors must be responsible for any damage to the

Company; the requesting person has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

- 10.6.** The Chairman of the Board of Directors or the convenor of the meeting of the Board of Directors must send the meeting invitation notice at least 10 Working Days before the meeting date. The meeting invitation notice must specify the time and venue of the meeting, agenda, issues to be discussed and decided. The meeting invitation attached with the documents to be used at the meeting must be made in writing in Vietnamese and English languages.

The meeting invitation notice of the Board of Directors and documents to be used at the meeting shall be sent to the email address of each member of the Board of Directors registered at the Company.

- 10.7.** The Chairman of the Board of Directors or the convenor shall send meeting invitation notice and accompanying documents to members of the Supervisory Board as sent to members of the Board of Directors.

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

- 10.8.** A meeting of the Board of Directors shall be conducted when there are 3/4 or more its members attending the meeting. In case the meeting convened as prescribed in this clause does not have enough attending members as prescribed, the meeting shall be convened for the second time within 07 days from the intended date of the first meeting. In this case, the meeting may be held if there is more than half of the members of the Board of Directors attending the meeting.

- 10.9.** A member of the Board of Directors is considered attending and voting at a meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting and vote in accordance with Clause 28.11 of this Article;
- c) Attend and vote via online conferences, electronic voting or other electronic forms;

d) Send votes to the meeting by mail, fax, or email.

10.10. Where the votes are sent to the meeting by mail, the votes must be contained in a sealed envelope and must be sent to the Chairman of the Board of Directors at least 01 hour before the opening. Votes can only be opened in the presence of all attendees.

10.11. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend the meeting and vote if such authorization is approved by a majority of the members of the Board of Directors.

10.12. Voting

a) Except for the provisions in point b of this clause, each member of the Board of Directors or the person directly authorized to be present as an individual at the meeting of the Board of Directors will have one vote;

b) A member of the Board of Directors is not allowed to vote on contracts, transactions or recommendation in accordance with Article 167 of the Law on Enterprises that member or his/her related person has an interest and such interest conflicts or may conflict with the interests of the Company. A member of the Board of Directors will not be included in the quorum for a meeting of the Board of Directors on decisions that he/she does not have the right to vote.

c) Resolutions and decisions of the Board of Directors shall be adopted if they are approved by a majority of the attending members; in the case of equal votes, the final decision belongs to the side having the opinion of the Chairman of the Board of Directors.

10.13. Resolution in writing:

Any action or issue necessary or permitted to be carried out or approved at any meeting of the Board of Directors can be conducted or approved without the need for a meeting if all members of the Board of Directors agree to it in writing or by transmitting information via electronic means, and documents or information transmitted electronically are kept with the minutes of meeting of the Board of Directors. Such resolution shall be as valid as a resolution adopted by the members of the Board of Directors at a meeting convened and organized as usual. The written resolutions can be adopted using multiple copies of the same document if each copy has at least one signature of the member.

10.14. The minutes of meeting of the Board of Directors:

The Chairman of the Board of Directors shall be responsible for delivering the minutes of meeting of the Board of Directors to the members and such minutes will be treated as evidence of works carried out during such meetings unless there is an objection to the content of the minutes within ten (10) days from the date of delivery of such minutes. The minutes of meetings of the Board of Directors shall be made in Vietnamese and English, and must be signed by all members of the Board of Directors attending the meeting. The minutes shall be made in Vietnamese and English with the same legal validity.

Article 11. Subcommittees directly under the Board of Directors

- 11.1.** The Board of Directors may establish a subcommittee to be in charge of development policy, personnel, salary and bonus, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Directors to have at least 03 people including members of the Board of Directors and outside members. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee shall be only effective when the majority of members attend and vote for approval at the meeting of the subcommittee.
- 11.2.** The implementation of the decisions of the Board of Directors, or of the subcommittees directly under the Board of Directors must comply with the current law provisions, provisions of this Charter, the Internal Regulations on Corporate Governance.

Article 12. Person in charge of corporate governance

- 12.1.** The Board of Directors of the Company shall appoint at least 01 person in charge of corporate governance to support the corporate governance of the Company. Person in charge of corporate governance may concurrently serve as the Company Secretary as determined by the Board of Directors and in accordance with Article 156.5 of the Law on Enterprises.
- 12.2.** The person in charge of corporate governance cannot concurrently work for an approved audit organization that is auditing the financial statements of the Company.
- 12.3.** The person in charge of corporate governance has the following rights and obligations:
 - a) To advise the Board of Directors in organizing the meeting of the General Meeting of Shareholders according to the regulations and the related work between the Company and shareholders;

- b) To arrange for the meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
- c) To advise on the procedures of the meetings;
- d) To attend meetings;
- e) To advise on procedures for making resolutions of the Board of Directors in accordance with law;
- f) To provide financial information, copies of the minutes of meeting of the Board of Directors and other information to members of the Board of Directors and members of the Supervisory Board;
- g) To supervise and report to the Board of Directors on the information disclosure of the Company;
- h) To be the contact point with parties that have related interests;
- i) To keep information confidential in accordance with the law and this Charter;
- k) Other rights and obligations according to regulations of the laws.

CHAPTER IV

SUPERVISORY BOARD

Article 13. Roles, rights and obligations of the Supervisory Board, responsibilities of members of the Supervisory Board

The Supervisory Board has the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

- 13.1.** To propose and recommend to the General Meeting of Shareholders to approve the list of approved auditing organizations to audit the financial statements of the Company; decide on the approved auditing organization to audit the operations of the Company, dismiss the approved auditors when deeming it necessary.
- 13.2.** To be responsible to Shareholders for their supervisory activities.
- 13.3.** To monitor the financial situation of the Company, compliance with the law in the activities of members of the Board of Directors, General Director, other managers.
- 13.4.** To ensure coordination of activities with the Board of Directors, General Director and shareholders.

- 13.5.* In case of detecting a violation of the law or a violation of this Charter by a member of the Board of Directors, the General Director and other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing, and request the violators to stop violations and take remedial measures.
- 13.6.* To prepare the Regulations on Operation of the Supervisory Board and submit to the General Meeting of Shareholders for approval.
- 13.7.* To report at the General Meeting of Shareholders in accordance with the law.
- 13.8.* To have the right to access the Company's records and documents kept at its head office, branches and other locations; have the right to visit the Company's workplace of managers and employees during business hours.
- 13.9.* To have the right to request the Board of Directors, members of the Board of Directors, General Director and other managers to fully, accurately and promptly provide information and documents on the management, administration and business activities of the Company.
- 13.10.* Other rights and obligations according to regulations of the law.

Article 14. Term of office, number, composition, membership structure of the Supervisory Board

- 14.1.* The number of members of the Supervisory Board shall be three (03) to five (05) members. The Supervisory Board must have at least one member who is an accountant or auditor. The term of office of a member of the Supervisory Board shall be 05 years and can be re-elected for an unlimited number of terms.
- 14.2.* Members of the Supervisory Board must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and not fall into the following cases:
 - a) Working in the accounting and finance department of the Company;
 - b) Being a member or employee of the independent auditing company that audited the financial statements of the Company in the previous 03 consecutive years.
- 14.3.* The candidacy, nomination for members of the Supervisory Board shall be performed similarly to the provisions applicable to the members of the Board of Directors as set out in Articles 24.8 and 24.9 of the Company's Charter.
- 14.4.* In case the number of candidates for the Supervisory Board through nomination and candidacy is not enough, the incumbent Supervisory Board may nominate more candidates or organize a nomination in accordance with the Internal Regulations on Corporate

governance and Regulations on Operation of the Supervisory Board. The introduction of new candidates by the incumbent Supervisory Board must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

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

- a) When such member no longer meets the criteria and conditions to be a member of the Supervisory Board as prescribed in Clause 12.2 of this Article;
- b) When such member submits his resignation and is approved;

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

- a) When the member does not complete the assigned tasks and works;
- b) When such member fails to perform his/her rights and obligations for 06 consecutive months, except for force majeure;
- c) When such member commits repeated or material violations of the obligations of members of the Supervisory Board in accordance with the Law on Enterprises and this Charter.
- d) Other cases according to the resolution of the General Meeting of Shareholders.

Article 15. Salary, remuneration, bonus and other benefits of members of the Supervisory Board

15.1. Members of the Supervisory Board shall be paid salary, remuneration, bonus and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total salary, remuneration, bonus, other benefits and annual operating budget of the Supervisory Board.

15.2. Members of the Supervisory Board shall be entitled to the payment of expenses for meals, accommodation, travel, and the costs of using independent consulting services at a reasonable rate. The total remuneration and expenses must not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

15.3. Salary and operating costs of the Supervisory Board shall be included in the business costs of the Company in accordance with the law on corporate income tax, other relevant laws and must be made as a separate item in the annual financial statements of the Company.

CHAPTER V

THE GENERAL DIRECTOR

Article 16. Appointment, dismissal, duties and powers of the General Director

16.1. Appointment:

The Board of Directors shall appoint a member of the Board of Directors or another person to hold position as the General Director and sign a contract that provides for salary, remuneration, benefits and other terms related to work. The General Director must meet the criteria and conditions specified in the Law on Enterprises and the Law on Securities. The General Director is the person who runs the day-to-day business of the Company; subject to the supervision of the Board of Directors; take responsibility to the Board of Directors and law for the implementation of assigned rights and obligations.

16.2. Term of office:

The term of the General Director shall be 05 (five) years and can be reappointed for an unlimited number of terms. The General Manager must meet the criteria and conditions in the accordance with the Laws and the Company's Charter.

16.3. Rights and duties:

- a) To implement the resolutions of the Board of Directors and the General Meeting of Shareholders, the business plan and investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders.;
- b) To decide all matters under the authority of the Board of Directors according to the Regulations and internal regulations of the Company.
- c) To propose the number and types of Executives that the Company needs to hire for the Board of Directors to appoint or dismiss when necessary to carry out the activities effectively as well as to effectively apply the management structures proposed by the Board of Directors, and advise the Board of Directors to decide on the salary, remuneration, benefits and other terms of the labor contract of Executives;
- d) To submit to the Board of Directors for approval of the annual business plan.
- e) To propose measures to improve operations and management of the Company;
- f) Other rights and duties in accordance with the law and the Company's Charter.

16.4. Report to the Board of Directors and Shareholders:

The General Director shall be responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these bodies when required.

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

CHAPTER VI

OTHER ACTIVITIES

Article 17. Coordination of activities between the Board of Directors, the Supervisory Board and the General Director includes the following main contents:

- 17.1.** Procedures and order of convening, notifying meeting invitation, recording minutes and announcing meeting results between the Board of Directors, the Supervisory Board and the General Director: According to the Company's Charter and these Regulations.
- 17.2.** Notice of resolutions and decisions of the Board of Directors to the Supervisory Board and the General Director: The Board of Directors is responsible for delivering the minutes of meeting of the Board of Directors to the members and such minutes is the authentic evidence of the works carried out during the meetings unless there is an objection to the content of the minutes within 10 (ten) days from the date of delivery.
- 17.3.** For cases where the General Director and the Supervisory Board propose to convene meetings of the Board of Directors and matters that need to be consulted by the Board of Directors;
- a) When detecting that a member of the Board of Directors or the General Director violates the provisions of the Charter and laws, the Supervisory Board must immediately notify in writing to the Board of Directors, request the person committing the violation to stop the violation and take measures to remedy the consequences.
 - b) The General Director requests to hold a meeting of the Board of Directors when it is necessary to consult the Board of Directors to approve the business or investment policies within the authority of the Board of Directors.
- 17.4.** Report of the General Director to the Board of Directors on the performance of assigned tasks and powers: Quarterly, the General Director must report to the Board of Directors on

the performance of assigned tasks and powers, which clearly analyses each operating results of the businesses, and the rate of achievement compared to the plan assigned by the General Meeting of Shareholders and the Board of Directors.

- 17.5.** Review of the implementation of resolutions and other issues authorized by the Board of Directors to the General Director: Review according to the content: The process of implementing the assigned tasks by the Board of Directors, the sense of responsibility, the results and the level of completion of the assigned tasks.
- 17.6.** Issues that the General Director must report, provide information and methods of notification to the Board of Directors, the Supervisory Board;
- Propose the number and types of Executives that the Company needs to recruit for appointment or dismissal by the Board of Directors in order to perform good management activities as proposed by the Board of Directors.
 - Consult the Board of Directors to decide the number of employees, salary, allowance, benefits, appointment, dismissal and other terms related to their labor contracts.
 - Propose measures to improve operations and management of the Company;
 - The General Director must submit the detailed business plan to the Board of Directors for approval for the next fiscal year;
 - The annual cost estimates (including the balance sheet, the income statement and expected cash flow statements) for each fiscal year must be submitted to the Board of Directors for approval.
- 17.7.** Co-ordination of control, administration and supervision among members of the Board of Directors, members of the Supervisory Board and the General Director according to the specific duties of the above members.

The Board of Directors supervises the activities of the General Director through attending briefings, periodic reports on business performance, financial situation. The Supervisory Board is invited to attend meetings with the Board of Directors and the General Director to give opinions and suggestions on the financial situation of the Company.

Annually, the Supervisory Board organizes at least four regular meetings to control the financial situation of the Company. The General Director of the Company is responsible for providing all related documents and assisting the Supervisors in performing their duties.

Article 18. Regulations on annual assessment of reward and discipline for members of the Board of Directors, members of the Supervisory Board, the General Director and other executives

18.1. Based on the internal rules of the Company, regulations on reward and discipline of the Company, periodically or irregularly, the Company will reward the groups and individuals of the Board of Directors, the Supervisory Board, the managers, and the executives who have achievements in management.

18.2 When there arises a violation of the Company's internal rules, depending on the level of violation of each individual, the Company shall consider the form of discipline and issue a disciplinary decision.

CHAPTER VII

VALIDITY

Article 19. Validity:

If there is any conflict, discrepancy, inconsistency or difference between the Company's Charter and these Regulations on any matter, only shall the provisions of the Company's Charter apply to govern such matter.

The Internal Regulations on Corporate Governance of Vinafco Joint Stock Corporation consist of 19 Articles and come into effect from .../.../2022.

ON BEHALF OF THE BOARD OF DIRECTORS

Chairman of the Board of Directors

Dang Luu Dung

