



INTERNAL REGULATION ON CORPORATE GOVERNANCE OF HYDRAULICS CONSTRUCTION CORPORATION NO.4 - JOINT STOCK COMPANY

Pursuant to:

- *The Law on Securities dated November 26, 2019, and related guiding documents;*
- *The Law on Enterprises dated June 17, 2020, and related guiding documents;*
- *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;*
- *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 under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;*
- *Resolution of the General Meeting of Shareholders No. 01/2025/NQ/TCT-DHDCD dated April 28, 2025;*
- *The 18th amended and supplemented Charter of Hydraulics Construction Corporation No.4 - Joint Stock Company, approved by the Annual General Meeting of Shareholders in 2025 on April 28, 2025;*

The Board of Directors promulgates the Internal Regulation on Corporate Governance of Hydraulics Construction Corporation No.4 - Joint Stock Company, including the following contents:

CHAPTER I. GENERAL PROVISIONS

Article 1. Purpose and Scope of adjustments

1. This internal regulation on corporate governance stipulates the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the procedures for holding the General Meeting of Shareholders; the nomination, candidacy, election, removal, and dismissal of members of the Board of Directors, the General Director, and other activities as prescribed in the Company's Charter and other current legal regulations.
2. This Regulation sets out the basic principles of corporate governance to protect the legitimate rights and interests of shareholders, establish standards of conduct and professional ethics for members of the Board of Directors, the General Director, and other managers and executives of the Company.
3. Matters not stipulated in this Regulation or where there is a conflict between the provisions of law and this Regulation or other internal regulatory documents of the Company shall be implemented in accordance with relevant legal regulations and the Company's Charter.

Article 2. Subjects of Application

This Regulation applies to:

1. The Board of Directors and members of the Board of Directors.
2. The General Director, Business Executives, Business Managers, Secretaries, and Corporate Governance Officers of the Company.
3. Other individuals and organizations involved in the internal governance of the Company.

Article 3. Interpretation of Terms

1. The following terms shall be understood as follows:
 - a. **"Regulation"** : means this Internal Regulation on Corporate Governance of Hydraulics Construction Corporation No.4 - Joint Stock Company.
 - b. **"Charter"** : means the 18th amended and supplemented Charter of Hydraulics Construction Corporation No.4 - Joint Stock Company, approved by the Annual General Meeting of Shareholders in 2025 on April 28, 2025, and any amendments or supplements to the Charter from time to time.
 - c. **"GMS"** : means the General Meeting of Shareholders.
 - d. **"BOD"** : means the Board of Directors.
2. Unless the context requires otherwise, terms defined in the Company's Charter shall have the same meaning as defined in this Regulation.
3. In this Regulation, references to one or more articles or legal documents shall include amendments, supplements, or replacements of those documents.

CHAPTER II. GENERAL MEETING OF SHAREHOLDERS

Article 4. Role, Rights and Obligations of the General Meeting of Shareholders

1. The GMS comprises all voting shareholders and is the highest decision-making body of the Company.
2. The rights and obligations of the GMS are specified in Article 15 of the Company's Charter.

Article 5. Authority to Convene the General Meeting of Shareholders

1. Convening the Annual GMS

The Board of Directors is responsible for convening the Annual GMS and selecting a suitable location within the territory of Vietnam.

2. Convening the Extraordinary GMS

- a. An Extraordinary GMS may be convened by: (1) the Board of Directors; or (2) Shareholders or a group of Shareholders holding five percent (05%) or more of the total common shares.
- b. As stipulated in Clause 4, Article 14 of the Company's Charter, the BOD must convene an Extraordinary General Meeting of Shareholders within thirty (30) days from the date

of occurrence of one of the following cases:

- (i) When the remaining number of BOD members is less than the minimum number of members prescribed by law; or
- (ii) At the request of a Shareholder or a group of Shareholders holding five percent (05%) or more of the total common shares of the Company.
- (iii) Accordingly, Shareholders or a group of Shareholders holding five percent (05%) or more of the total common shares of the Company have the right to request the convening of the GMS in the following cases:
 - The BOD seriously violates the rights of Shareholders, the obligations of Managers, or makes decisions beyond its delegated authority.
 - The Board of Directors violates the Company's Charter or acts contrary to the resolutions of the GMS;
 - The request to convene the GMS meeting must be made in writing and include the following contents:
 - Full name, contact address, nationality, legal document number of the Shareholder being an individual; name, enterprise code or legal document number of the organization and headquarter address of the Shareholder being an organization;
 - Number of shares of each Shareholder, total number of shares of the group of Shareholders and ownership percentage in the total number of shares of the Company;
 - Basis, reasons and purpose of requesting the convening of the GMS meeting;
 - Documents and evidence of violations by the BOD, extent of violations or decisions beyond authority;
 - Document with sufficient signatures of relevant shareholders or prepared in multiple copies and collecting sufficient signatures of relevant shareholders.
- c. If the BOD fails to convene a meeting as prescribed in Section (b) above, within thirty (30) days thereafter, Shareholders or a group of Shareholders holding five percent (05%) or more of the total common shares of the Company have the right to represent the Company to convene the GMS meeting.
- d. The BOD must convene an Extraordinary GMS to elect additional BOD members within 60 days from the date the number of BOD members is reduced by more than 1/3 compared to the number specified in the Company's Charter.
- e. The BOD must convene an Extraordinary GMS to elect additional independent BOD members when the number of independent BOD members decreases and does not ensure the minimum number prescribed in the Company's Charter and legal regulations.
- f. In addition, the BOD may also convene an Extraordinary GMS when the Board of Directors deems it necessary for the benefit of the Company.

Article 6. Notice of meeting convening and final registration date for preparing the list of shareholders entitled to attend the GMS Meeting

1. Before conducting the GMS meeting, the BOD must hold a BOD meeting to decide on matters related to the GMS meeting, such as assigning tasks for preparation and organization to the Company's specialized departments and divisions. Accordingly, the General Meeting Organizing Committee will be established to prepare and implement tasks serving the GMS meeting ("**General Meeting Organizing Committee**").
2. In addition, the BOD must meet to determine and issue a BOD Resolution clearly stating the reasons for convening, the expected shareholder list closing date (final registration date), the expected meeting date, and the GMS meeting venue. Simultaneously, the BOD must disclose information as prescribed on the final registration date (shareholder list closing date) as the basis for finalizing the list of shareholders entitled to attend the GMS meeting at least 20 days before the expected final registration date; report and submit legal basis documents related to the final registration date to the Vietnam Securities Depository and Clearing Corporation, the Stock Exchange, and the State Securities Commission.
3. The list of shareholders entitled to attend the GMS meeting is prepared no more than 10 days before the date of sending the GMS meeting invitation notice. The shareholder list is based on data provided by the Vietnam Securities Depository and Clearing Corporation within 02 working days from the final registration date.

Article 7. Notice of GMS Meeting Invitation

1. The notice of GMS meeting invitation must be sent to all Shareholders on the list of shareholders entitled to attend no later than 21 days before the opening date of the GMS meeting, calculated from the date the notice is sent or dispatched.
2. The notice of GMS meeting invitation may be sent by post, from the Company's email address to the email address of the shareholder registered with the Vietnam Securities Depository and Clearing Corporation or by text message, fax, and/or other communication methods to ensure delivery to the shareholder's contact address, and is also published on the Company's website, the State Securities Commission, and the Stock Exchange in accordance with legal regulations.
3. The notice of GMS meeting invitation is made in writing, including the following main contents:
 - a. Name, headquarter address, enterprise registration code of the Company;
 - b. Name, contact address of the Shareholder;
 - c. Meeting time and location;
 - d. Meeting content;
 - e. Requirements for attendees to ensure a successful meeting;
 - f. Link to the full meeting documents (if meeting documents are not attached to the meeting invitation notice).
4. Documents used at the GMS meeting, sent with the meeting invitation notice or/and posted on the Company's website, include:
 - a. Meeting agenda, documents used in the meeting;

- b. List and detailed information of candidates in the case of electing Board of Directors members;
- c. Voting ballots and election ballots (if there is an election);
- d. Draft resolution for each issue on the meeting agenda.

Article 8. Agenda and Content of the GMS

1. Preparing the Agenda and Content of the GMS Meeting

- a. The convener of the General Meeting of Shareholders must prepare the agenda and content of the GMS meeting.
- b. The content of the meeting must be issues within the authority of the GMS, accompanied by explanatory documents, explanations, reports related to the meeting content, or detailed information of candidates in case the GMS meeting elects members of the Board of Directors. The meeting agenda must clearly specify the time for each issue in the meeting agenda.
- c. The GMS meeting agenda must be sent to all shareholders entitled to attend the meeting in the manner specified in Clause 4, Article 7 of this Regulation.

2. Shareholder Proposals for Inclusion in the Meeting Agenda

- a. Shareholders or groups of shareholders holding 05% or more of the total common shares of the Company have the right to propose issues for inclusion in the GMS meeting agenda.
- b. The proposal must be made in writing and sent to the Corporate Governance Officer or the General Meeting Organizing Committee (in case the BOD convenes the meeting) or sent to the shareholder or group of shareholders representing the Company to convene the meeting as prescribed in this Regulation, no later than 03 working days before the opening date to submit to the BOD or the convener of the GMS meeting for consideration and preparation of meeting documents for these proposals (in case the proposals are approved by the convener of the GMS meeting for inclusion in the meeting agenda). The proposal must clearly state the name of the shareholder or group of shareholders, the number of each type of share of the shareholder or group of shareholders, the issue proposed for inclusion in the meeting agenda, and the signature of the shareholder or all shareholders in the group of shareholders.
- c. The convener of the GMS meeting has the right to refuse the proposal in point b of this Clause if it falls into one of the following cases:
 - (i) The proposal is not sent in accordance with the provisions of this Clause;
 - (ii) The proposed issue is not within the decision-making authority of the GMS.
 - (iii) At the time of the proposal, the shareholder or group of shareholders does not hold at least 05% of the total common shares.
- d. In case the convener of the GMS meeting refuses the proposal of the shareholder or group of shareholders mentioned above, a written response stating the reasons must be provided before the opening date of the GMS meeting.

- e. Except for the cases of refusal mentioned above, the convener of the GMS meeting must accept and include these proposals in the agenda and content of the planned meeting, and post the content of the proposals and related meeting documents on the Company's website for shareholders to follow and consider. The proposal is officially added to the agenda and content of the meeting if approved by the GMS.

Article 9. Authorization for Representatives to Attend the General Meeting of Shareholders

1. Shareholders, authorized representatives of organizational shareholders may attend the meeting in person or authorize in writing one or more other individuals or organizations ("**Authorized Attendees**") to attend the GMS meeting. The authorization document is not necessarily required to be made according to the Company's form, but must ensure compliance with civil law and meet the following requirements:
 - a. Clearly state the information of the shareholder and the Authorized Attendee. If the shareholder and the Authorized Attendee are individuals, clearly state the name and citizen identification/passport number of the individual. If the shareholder and the Authorized Attendee are organizations, clearly state the name and enterprise code of the organization and the headquarter address; the number of shares authorized; the content of authorization, scope of authorization, term of authorization, signature of the shareholder and the Authorized Attendee.
 - b. In case there is more than one Authorized Attendee, clearly specify the number of shares authorized for each Authorized Attendee. If the shareholder does not clearly specify the number of shares authorized for each Authorized Attendee, it is automatically understood that the shareholder's shares will be divided equally among the Authorized Attendees.
2. The Authorized Attendee must present the authorization document when registering to attend the meeting or may send information about the authorization document to the Organizing Committee before the opening date of the meeting. In case of re-authorization, the attendee must present the original authorization document of the shareholder/authorized representative of the organizational shareholder. The scope of re-authorization must not exceed the original scope of authorization of the shareholder.
3. Shareholders who terminate or change the Authorized Attendee must notify the Company in writing before the opening date of the meeting.

Article 10. Registration Procedures for Attending the GMS Meeting

1. If the shareholder or the Authorized Attendee meets the shareholder eligibility requirements, the Shareholder Eligibility Check Committee will issue a voting ballot, which states the registration number, full name of the shareholder, full name of the authorized representative and the number of voting shares of that shareholder, and the shareholder must sign the prepared list of attendees.
2. Before the opening of the meeting, the General Meeting Organizing Committee must conduct registration procedures for shareholders attending the meeting. The General Meeting Organizing Committee will assign one or more people to check the shareholder's eligibility ("**Shareholder Eligibility Check Committee**"). The Shareholder Eligibility Check Committee will check the shareholder's eligibility when the shareholder or the Authorized Attendee registers to attend. Based on the list of shareholders entitled to attend the meeting, the Shareholder Eligibility Check Committee will compare the personal documents of the shareholder or the Authorized Attendee, check the invitation letter,

authorization document (if any).

- a. If the shareholder or the Authorized Attendee meets the shareholder eligibility requirements, the Shareholder Eligibility Check Committee will issue a voting ballot, which states the registration number, full name of the shareholder, full name of the authorized representative and the number of voting shares of that shareholder, and the shareholder must sign the prepared list of attendees.
 - b. If the shareholder or the Authorized Attendee does not meet the shareholder eligibility requirements, the Shareholder Eligibility Check Committee has the right to refuse the attendance of that shareholder or Authorized Attendee.
3. Shareholders or authorized representatives who arrive after the meeting has opened have the right to register and then have the right to participate and vote at the meeting. The chairperson is not responsible for stopping the meeting to allow late shareholders to register and the validity of the contents voted on earlier does not change.
 4. When registering to attend the GMS meeting, based on the meeting documents sent with the invitation letter and/or posted on the Company's website, the shareholder is responsible for accurately and truthfully declaring their relevant interests in the contents of the GMS meeting agenda for the vote counting committee to consider and remove the voting ballot of this shareholder (in case this shareholder still participates in voting) when counting votes. If the shareholder does not declare or declares inaccurately and untruthfully about their relevant interests in the contents of the meeting agenda and causes damage to other shareholders and/or the Company, that shareholder must bear full responsibility before the law and compensate for all damages that the Company and/or other shareholders suffer (if any).

Article 11. Conditions for Conducting the GMS Meeting

Conditions for conducting the GMS meeting are specified in Article 19 of the Company's Charter.

Article 12. Forms of Passing Resolutions of the GMS

Resolutions of the GMS may be passed in one of the following forms:

1. Voting at the GMS meeting: applicable to all issues within its authority.
2. Obtaining written opinions: applicable to all issues within its authority.
3. Online conferences, electronic voting, or other electronic forms.

Article 13. Voting Methods

1. Voting ballots will be sent to shareholders with the meeting invitation letter, posted on the Company's website, or issued by the General Meeting Organizing Committee to each shareholder or Authorized Attendee at the time of conducting shareholder registration procedures before entering the meeting.
2. The content of the voting ballot depends on the content of the GMS meeting.
3. In case the meeting content includes the election of BOD members, the Company will issue an election ballot to shareholders. The election ballot will include the following information: Shareholder's registration number/code; Full name of the shareholder, or full name of the

Authorized Attendee (if any); Total number of shares held by that shareholder or authorized by the Authorized Attendee; Candidate's name; Maximum total votes of (each) shareholder.

4. The GMS discusses and votes on each issue in the meeting agenda. Voting is conducted by voting for approval, disapproval, and no opinion. The vote counting results are announced by the chairperson immediately before the meeting is closed. Voting methods include raising cards, direct voting, electronic voting, or other electronic forms.
5. GMS meeting delegates vote by raising voting cards or filling in the selection options on the voting ballot.
6. Voting forms:
 - a. Voting by shareholder voting cards: Shareholders, Authorized Attendees raise pre-printed voting cards with the Company's red seal issued when registering to attend the GMS according to this Regulation. Voting is conducted by counting votes immediately at the time of voting or collecting approval voting cards, then collecting disapproval voting cards, and finally counting or tallying the total number of approval, disapproval, and no opinion voting cards.
 - b. Voting by voting ballots: Voting ballots are pre-printed with the Company's red seal, including approval, disapproval, and no opinion sections. Shareholders, Authorized Attendees give their opinions by marking the box they choose, folding the ballot and putting it into a sealed ballot box as instructed by the vote counting committee. The voting ballot must have the signature and full name of the voting delegate.
 - c. Voting by cumulative voting method: Voting for BOD members must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares held multiplied by the number of BOD members to be elected, and the shareholder has the right to cast all or part of their total votes for one or more candidates. Specific instructions for cumulative voting will be announced at the GMS meeting where elections are held.
 - d. Voting by electronic form: If the Company applies modern technology to organize the GMS through online meetings, the Company is responsible for ensuring guidance for shareholders to attend and vote by electronic voting or other electronic forms in accordance with relevant legal regulations.
 - e. The voting content is passed when the number of valid votes collected ensures the ratio specified by law, this Regulation and the Company's Charter.

Article 14. Vote Counting Methods

1. The meeting elects people responsible for counting votes or supervising vote counting at the request of the chairperson. The number of members of the Vote Counting Committee is decided by the GMS based on the chairperson's request.
2. Vote counting must be conducted immediately after voting ends. A valid voting ballot is a ballot printed according to the Company's regulations, not erased, corrected, or added with content not agreed upon by the GMS before voting.
3. The Vote Counting Committee will check the voting ballots and summarize the following contents:

- a. Number of shareholders who voted and total number of voting ballots;
 - b. Number of valid voting ballots and number of invalid voting ballots;
 - c. Total number of "approval," "disapproval," and "no opinion" votes for each issue.
4. The convener of the GMS meeting has the right to use electronic software, automatic software with barcodes, QR codes and/or other identification technologies to count votes to ensure accuracy and shorten the vote counting time.
 5. The Vote Counting Committee will have personnel to supervise the vote counting process and results. All members of the Vote Counting Committee will sign the vote counting minutes to confirm the vote counting results.

Article 15. Announcement of Vote Counting Results

1. After conducting the vote count, the Vote Counting Committee shall prepare the vote counting minutes and announce the vote counting results immediately before the meeting is closed.
2. The vote counting minutes must include the following contents:
 - a. Time and location of the vote count;
 - b. Composition of the Vote Counting Committee;
 - c. Total number of shareholders participating in the vote and total number of voting shares of these shareholders;
 - d. Total number of voting ballots for each issue on the meeting agenda, number of valid ballots, invalid ballots, approval, disapproval, and no opinion for each issue; corresponding percentage of the total number of voting ballots of shareholders attending and voting at the meeting;
 - e. Issues passed and corresponding voting percentages.

Article 16. Conditions for Passing Resolutions of the GMS

Implement according to the provisions of the Company's Charter.

Article 17. Methods of Objecting to Resolutions of the GMS

1. If a shareholder objects to a resolution of the General Meeting of Shareholders, this objection must be made in writing, clearly stating the shareholder's full name, shareholder code, content of the objection, and reasons for the objection.
2. This document shall be forwarded to the Corporate Governance Officer for submission to the BOD for consideration.
3. Shareholders who vote against the GMS's decision on company reorganization or changes in shareholder rights and obligations specified in the Company's Charter have the right to request the Company to repurchase their shares. The request must be in writing, stating the shareholder's name and address, number of shares of each type, intended selling price, and reasons for requesting the Company to repurchase. The request must be sent to the Company

within 10 days from the date the GMS passes the decision on company reorganization or changes in shareholder rights and obligations specified in the Company's Charter.

4. Within 90 days from the date of receipt of the Resolution or minutes of the GMS meeting or minutes of the vote counting results of the GMS's written opinions, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Enterprise Law have the right to request the Court or Arbitration to review and cancel the Resolution or part of the GMS Resolution in the following cases:
 - a. The procedures for convening meetings and making decisions of the GMS seriously violate the provisions of this Law and the Company's Charter, except as provided in Clause 2, Article 152 of the Enterprise Law.
 - b. The content of the Resolution violates the law or the Company's Charter.

Article 18. Preparation of Minutes of the GMS Meeting

1. The GMS meeting must be recorded in minutes and may be recorded or stored in other electronic forms. The minutes must include the following main contents:
 - a. Company's name, headquarter address, company code;
 - b. Time and location of the GMS meeting;
 - c. Meeting agenda and content of the meeting;
 - d. Full name of the chairperson and secretary;
 - e. Summary of the meeting proceedings and opinions expressed at the GMS meeting on each issue on the meeting agenda;
 - f. Number of shareholders and total number of voting shares of attending shareholders, appendix of the registration list of attending shareholders/shareholder representatives with corresponding shares and votes;
 - g. Total number of voting ballots for each voting issue, clearly stating the voting method, total number of valid ballots, invalid ballots, approval, disapproval, and no opinion; corresponding percentage of the total number of voting ballots of all shareholders attending and voting at the meeting;
 - h. Issues passed and corresponding approval voting percentages;
 - i. Full name and signature of the chairperson and secretary;

If the chairperson and/or secretary refuse to sign the meeting minutes, the minutes are still valid if signed by all other attending BOD members and contain all the contents as prescribed above. The meeting minutes clearly state the refusal of the chairperson and secretary to sign the minutes and the reasons.

2. The minutes must be prepared in Vietnamese and may be prepared in English. In this case, the minutes prepared in Vietnamese and English have the same legal validity. In case of differences in content between the Vietnamese and English minutes, the content in the Vietnamese minutes shall prevail.
3. The GMS meeting minutes must be completed and approved before the end of the meeting.

The chairperson and secretary of the meeting or other persons signing the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the minutes' content.

4. The GMS meeting minutes must be posted on the Company's website within 24 hours from the time of approval.
5. The GMS meeting minutes, appendix of the registration list of attending shareholders, authorization documents to attend the meeting, approved resolutions, shareholder eligibility check minutes, vote counting minutes, and other relevant documents related to the GMS meeting must be stored at the Company's headquarter.

Article 19. Disclosure of GMS Resolutions

1. Resolutions of the GMS take effect from the date of approval or from the effective time recorded in the Resolution.
2. Meeting minutes, GMS Resolutions, and accompanying documents in the meeting minutes and resolutions (if any) must be posted on the Company's website and disclosed as prescribed by law within 24 hours from the time of issuance.

Article 20. Procedures for GMS Meetings to Pass Resolutions by Obtaining Written Opinions

The procedures for passing GMS resolutions by obtaining written opinions from shareholders are implemented in accordance with the Company's Charter and enterprise law regulations.

Article 21. Procedures for Passing GMS Resolutions by Online Conference

1. Online GMS meetings are a form of organizing GMS meetings using electronic means to transmit images and sounds through the internet, allowing shareholders in different locations to follow the meeting proceedings, discuss, and vote on meeting issues.
2. The Company may apply online conference, electronic voting, or other electronic forms to organize meetings and pass GMS Resolutions.
3. The Board of Directors is responsible for directing the development of regulations and processes to provide detailed guidance; preparing means to ensure the collection of shareholder opinions to pass GMS Resolutions by online conferences in accordance with technology and legal regulations from time to time.

Article 22. Procedures for Passing GMS Resolutions by Hybrid Direct and Online Conference

1. The Company may apply a hybrid direct and online conference form to organize meetings and pass GMS Resolutions.
2. The Board of Directors is responsible for directing the development of regulations and processes to provide detailed guidance; preparing means to ensure the collection of shareholder opinions to pass GMS Resolutions by hybrid direct and online conferences in accordance with technology and legal regulations from time to time.

CHAPTER III. BOARD OF DIRECTORS

Article 23. Role, Rights and Obligations of the BOD, Responsibilities of the BOD

1. The BOD is the management body of the Company, having full power to act on behalf of

the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations under the authority of the GMS.

2. The rights and obligations of the BOD are specified in Article 27 of the Charter and other relevant provisions in the Company's Charter.
3. BOD members have the right to request the General Director, Deputy General Directors, and other managers and executives in the Company to provide information and documents on the financial situation and business operations of the Company and its units, provided that such information is used for the purpose of performing the duties of the BOD members and that the provision of such information is notified in writing to the Chairman of the BOD and the Chairman of the Audit Committee of which the requesting BOD member is a member.

The requested person must provide timely, complete and accurate information and documents as requested by the Board of Directors member.

4. In case a BOD member uses information for the wrong purpose or discloses/leaks information, that member shall be solely responsible for all damages incurred by the Company.
5. In case a Resolution/Decision passed by the BOD is contrary to the provisions of law, the GMS' Resolution, or the Charter, causing damage to the Company, the members who voted to pass that Resolution/Decision shall be jointly and severally personally liable for that Resolution/Decision and shall compensate the Company for damages; members who objected to the passing of the aforementioned Resolution/Decision shall be exempt from liability. In this case, the Company's shareholders have the right to request the court to suspend the implementation or cancel the aforementioned Resolution/Decision.

Article 24. Nomination, Candidacy, Election, Removal and Dismissal of BOD

1. The term of office and number of Board of Directors members shall be implemented in accordance with the Company's Charter.
2. The structure, criteria and conditions of Board of Directors members shall be implemented in accordance with the Company's Charter.
3. Nomination and candidacy of Board of Directors members:

Implemented in accordance with the Nomination and Candidacy Regulations issued by the Board of Directors at the General Meeting of Shareholders where elections are held, and/or implemented in accordance with the Company's Charter.

4. Disclosure of information related to Board of Directors member candidates
 - a. The BOD shall make efforts to disclose information about candidates before the opening date of the GMS in accordance with the law, depending on the availability of candidate information, so that shareholders can learn about the candidates before voting.
 - b. The number of BOD member candidates must ensure that it meets the minimum number of Board of Directors members to be elected as required and meets the criteria and standards of the members to be elected.
 - c. The information related to BOD member candidates disclosed must include at least:

- (i) Full name, date, month, year of birth;
- (ii) Educational level;
- (iii) Professional qualifications and work experience;
- (iv) Names of companies where the candidate holds the position of Board of Directors member and other management positions;
- (v) Full name of the shareholder or group of shareholders nominating that candidate (if any);
- (vi) Interests related to the Company.

5. Method of electing BOD members

- a. The election of BOD members shall be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares held multiplied by the number of BOD members to be elected, and the shareholder has the right to cast all of their votes for one or more candidates.
- b. Shareholders may distribute their votes among candidates by specific number of votes or percentage, or distribute them equally among selected candidates, and have the right to vote part of their total votes for one or more candidates, and may not vote for any candidate for the remaining part.
- c. The number of candidates selected must not exceed the number of BOD members to be elected.
- d. Based on the number of BOD members approved, the General Meeting shall select candidates 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 is reached, and must ensure that it meets the minimum number of independent BOD members as prescribed by law and the Charter.
- e. Independent candidates shall be selected first (based on the number of votes from highest to lowest for independent candidates only). After reaching the minimum number of independent BOD members as prescribed, the selection of the remaining BOD members shall be based on the number of votes from highest to lowest (including remaining non-independent and independent Board of Directors candidates). A successful BOD member candidate must have at least one (01) vote.
- f. In case two (02) or more candidates have the same number of votes for the last BOD member position, a re-election shall be held among the candidates with the same number of votes or selection shall be made according to the election regulations or the Company's Charter.

6. Cases of removal, dismissal and addition of BOD members

- a. The GMS shall remove a BOD member in the following cases:
 - (i) Does not meet the criteria and conditions for being a BOD member as prescribed by law and the Company's Charter;

- (ii) Has a resignation letter and is approved;
- (iii) That member is removed by decision of the GMS if the GMS deems it necessary.
- b. The GMS shall dismiss a BOD member in the following cases:
 - (i) Does not participate in the activities of the BOD for 06 consecutive months, except in cases of force majeure;
 - (ii) That member is dismissed by decision of the GMS if the GMS deems it necessary.
- c. The BOD must convene the GMS to elect additional BOD members in the following cases:
 - (i) The number of BOD members is reduced by more than 1/3 compared to the number specified in the Charter. In this case, the BOD must convene the GMS within 60 days from the date the number of members is reduced by more than 1/3;
 - (ii) Except for the cases specified in points a and b of this Clause, the GMS shall elect new members to replace the BOD members who have been removed or dismissed at the nearest meeting.
- 7. Notice of election, removal, dismissal of BOD members:

All cases of changes in BOD members related to the election, dismissal, removal of BOD members, after being approved by the GMS, the BOD and the General Director (Legal Representative of the Company) must disclose information as prescribed by law.

- 8. Election, dismissal, removal of the Chairman of the BOD
 - a. The Chairman of the BOD/ Vice Chairman of the BOD shall be elected from among the BOD members by majority vote.
 - b. The dismissal or removal of the Chairman of the BOD/ Vice Chairman of the BOD shall be implemented in accordance with the decision of the BOD.
 - c. The Chairman of the BOD shall be elected at the first meeting of the BOD term within 07 working days from the date of completion of the BOD election. If the Chairman of the BOD resigns or is dismissed or removed, the Vice Chairman of the BOD shall temporarily hold the position of Chairman of the BOD. The BOD must elect a replacement within 10 days from the date the Company receives the resignation letter or from the date the BOD passes the decision to dismiss or remove the Chairman of the BOD.
 - d. In case the Chairman of the BOD is absent or unable to perform their duties, they must authorize in writing the Vice Chairman of the BOD or another BOD member to perform the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the BOD dies, is missing, is detained, is serving a prison sentence, is serving administrative measures at a compulsory detoxification center, compulsory education center, absconds from their place of residence, is restricted or loses civil act capacity, has difficulties in cognition and behavior control, is prohibited by the Court from holding a position, prohibited from practicing or doing certain work, the Vice Chairman of the BOD (if any) shall automatically assume the position of Acting Chairman of the BOD until

the remaining BOD members elect one of them to hold the position of Chairman of the BOD by majority vote of the remaining members.

Article 25. Remuneration and Other Benefits of BOD Members

Remuneration and other benefits of BOD members are implemented in accordance with the Company's Charter and enterprise law regulations.

Article 26. Procedures for Organizing BOD Meetings

1. Notice of BOD Meeting

- a. The notice of BOD meeting invitation must be sent to BOD members at least 03 working days before the meeting is held.
- b. The invitation to the BOD meeting shall be made by the Company Secretary or the Corporate Governance Officer.
- c. The meeting invitation notice may be sent by invitation letter, post, fax, email or other means depending on the time, but must ensure delivery to the address of each BOD member registered with the Company.
- d. The meeting invitation notice must specify the time and location of the meeting, the agenda, the issues to be discussed and decided.
- e. The BOD meeting venue may be at the Company's headquarter or another address in Vietnam as proposed by the BOD Chairman and agreed by the BOD.

2. Conditions for Holding a BOD Meeting

- a. The BOD meeting is conducted when at least three-fourths (3/4) of the total number of members attend.
- b. If the convened meeting does not have enough members attending as prescribed above, it may be convened for the second time within 07 days from the planned date of the first meeting. In this case, the meeting is conducted if more than one-half (1/2) of the BOD members attend.

3. Voting Methods

a. BOD members are considered to have attended and voted at the meeting in the following cases:

(vii) Attending and voting directly at the meeting;

(viii) Authorizing another person to attend and vote;

(ix) Attending and voting through online conferences, electronic voting or other electronic forms;

(x) Sending voting ballots to the meeting by mail, fax, email. If a BOD member sends a voting ballot to the meeting by mail, the voting ballot must be in a sealed envelope and must be delivered to the BOD Chairman no later than one (01) hour before the opening. The voting ballot shall only be opened in the presence of all

attendees. In case of sending by fax or email, it must be sent before the end of the vote count;

(xi) Sending voting ballots by other means if agreed by the majority of BOD members.

b. The BOD passes decisions by voting at the meeting or obtaining written opinions.

c. Each BOD member or authorized person (if any) attending the BOD meeting has one (01) vote.

d. In case the BOD meeting is held directly, online or by other electronic means, BOD members may vote by stating "agree," "disagree" or "no opinion" or by raising their hands for each issue to be voted on.

e. BOD members are not entitled to vote on contracts or transactions in which they or Related Persons have interests and those interests conflict or may conflict with the Company's interests. BOD members are not counted in the minimum number of delegates required to hold a BOD meeting on decisions for which they are not entitled to vote.

4. Conditions for Passing BOD Resolutions

BOD resolutions and decisions are passed if they are approved by a majority of attending members; in case of a tie, the final decision belongs to the side with the BOD Chairman's opinion.

5. Authorization for Others to Attend the Meeting on Behalf of BOD Members

Members must attend all BOD meetings. Members may authorize others to attend and vote if approved by the majority of BOD members.

6. Preparation of Minutes of BOD Meetings

a. BOD meetings must be recorded in minutes by the Company Secretary and/or the Corporate Governance Officer and may be recorded and stored in other electronic forms.

b. The meeting minutes must include the following main contents:

(i) Company's name, headquarter address, enterprise code;

(ii) Time and location of the meeting;

(iii) Purpose, agenda and content of the meeting;

(iv) Full name of each attending member or authorized person and method of attendance; full name of non-attending members and reasons;

(v) Issues discussed and voted on at the meeting;

(vi) Summary of opinions expressed by each attending member in the order of the meeting proceedings;

- (vii) Voting results, clearly stating the members who approved, disapproved, and had no opinion;
- (viii) Issues passed and corresponding approval voting percentages;
- (ix) Full name and signature of the chairperson and minute taker.

The minutes shall be sent by the Company Secretary to the BOD members.

- c. BOD meeting minutes and documents used in the meeting must be stored at the Company's headquarter.
- d. If the chairperson or minute taker refuses to sign the meeting minutes, but the minutes are signed by all other attending BOD members and contain all the contents mentioned above, the minutes are still valid. The meeting minutes clearly state the refusal of the chairperson and minute taker to sign the meeting minutes. The signatories of the meeting minutes are jointly responsible for the accuracy and truthfulness of the meeting minutes' content. The chairperson and minute taker are personally responsible for damages incurred by the enterprise due to refusal to sign the meeting minutes in accordance with the Enterprise Law, the Company's Charter and relevant legal regulations.
- e. The chairperson, minute taker and signatories of the minutes (if any) shall be jointly responsible for the truthfulness and accuracy of the BOD meeting minutes' content.
- f. BOD meeting minutes must be prepared in Vietnamese and may be prepared in English. In this case, the minutes prepared in Vietnamese and foreign languages have the same legal validity. In case of differences in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall prevail.

7. Notification of BOD Resolutions and Decisions

- a. The Corporate Governance Officer or the Company Secretary is responsible for sending the signed BOD meeting minutes to the members by mail or email/fax to the address registered by that member, and the minutes are authentic evidence of the work conducted at the meeting.
- b. BOD resolutions on certain contents that are required to be disclosed, the Legal Representative and/or the Corporate Governance Officer are responsible for disclosing information as prescribed.

CHAPTER IV. AUDIT COMMITTEE

Article 27. Rights and Obligations of the Audit Committee

Implemented in accordance with the provisions of Article 39 of the Company's Charter.

Article 28. Term of Office, Number, Standards, Structure and Candidacy, Nomination of Audit Committee Members

1. Term of Office of the Audit Committee

The term of office of the Audit Committee corresponds to the term of office of the BOD.

Accordingly, the term of office of an Audit Committee member is no more than five (05) years and must not exceed the term of office of that BOD member. Audit Committee members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent BOD member of a company for no more than 02 consecutive terms.

2. Number, Standards, Structure of the Audit Committee

- a. The number of Audit Committee members is from two (02) members or more. The specific number of Audit Committee members will be decided by the BOD at the first meeting of the BOD term. The Chairman of the Audit Committee must be an independent BOD member. Other members of the Audit Committee must be non-executive BOD members.
- b. Audit Committee members may be assigned to be in charge of one more specific areas and be responsible for the assigned work. The Chairman of the Audit Committee assigns tasks to the members of the Committee based on the capacity and professional experience of each member and the operating plan of the Committee.
- c. Standards of Audit Committee Members
 - (i) Audit Committee members must have knowledge of accounting, auditing, general understanding of the law and the Company's operations and must not fall into the following cases:
 - Working in the accounting or finance department of the Company;
 - Being a member or employee of an independent auditing firm that audits the Company's financial statements in the previous three (03) consecutive years.
 - (ii) The Chairman of the Audit Committee must have a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or a major related to the business operations of the enterprise.
 - (iii) Standards of independent BOD members according to Article 155.2 of the Enterprise Law:
 - Not currently working for the Company, its parent company or its subsidiary; not having worked for the Company, its parent company or its subsidiary for at least the previous 03 consecutive years;
 - Not receiving salaries or remuneration from the Company, except for allowances that BOD members are entitled to under regulations;
 - Not having a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adoptive child, biological brother, biological sister, biological younger sibling who is a major shareholder of the Company; is a manager of the Company or its subsidiary;
 - Not directly or indirectly owning at least 01% of the total voting shares of the Company;
 - Not having been a BOD member or Supervisory Board member of the Company for at least the previous 05 consecutive years, unless continuously appointed for 02 terms.

- (iv) Non-executive BOD members are BOD members who are not executives as prescribed in the Company's Charter and legal regulations.

3. Candidacy, Nomination of Audit Committee Members

Implemented in accordance with the provisions of the Company's Charter.

Article 29. Activities of the Audit Committee

The Audit Committee is responsible for activities related to:

1. Financial statements.
2. Management and supervision of internal audit activities.
3. Supervision of services provided by independent auditors.
4. Internal control, risk management.
5. Compliance with professional ethics, compliance with the law.

Article 30. Removal, Dismissal of Audit Committee Members

1. Audit Committee members are removed in the following cases:
 - a. No longer meeting the standards and conditions as prescribed by law;
 - b. Having a resignation letter and being approved;
 - c. Other cases as prescribed by law;
2. Audit Committee members are dismissed in the following cases:
 - a. Failure to complete assigned tasks and work;
 - b. Seriously or repeatedly violating the obligations of Audit Committee members as prescribed by the Enterprise Law and the Company's Charter;
 - c. According to the decision of the BOD;
 - d. Other cases as prescribed by law.

**CHAPTER V.
CORPORATE GOVERNANCE OFFICER**

Article 31. Selection, Appointment, Removal of the Corporate Governance Officer

1. The Company's BOD must appoint at least 01 Corporate Governance Officer to support the Company's corporate governance work. The Corporate Governance Officer may concurrently act as the Company Secretary as prescribed in Clause 5, Article 156 of the Enterprise Law.
2. The Corporate Governance Officer must not concurrently work for an approved audit

organization that is auditing the Company's financial statements.

3. The Corporate Governance Officer has the following rights and obligations:

- a. Advising the BOD on organizing the GMS meeting in accordance with regulations and related matters between the Company and shareholders;
- b. Preparing meetings of the BOD, Audit Committee and GMS at the request of the BOD or the Audit Committee;
- c. Advising on meeting procedures;
- d. Attending meetings;
- e. Advising on the procedures for drafting BOD resolutions in accordance with legal regulations;
- f. Providing financial information, copies of BOD meeting minutes and other information to BOD members and Audit Committee members;
- g. Monitoring and reporting to the BOD on the Company's information disclosure activities;
- h. Acting as a focal point for contact with relevant parties;
- i. Protecting information in accordance with legal regulations and the Company's Charter;
- j. Other rights and obligations as prescribed by law and the Company's Charter.

4. Removal of the Corporate Governance Officer

The BOD removes the Corporate Governance Officer when it deems that the Corporate Governance Officer regularly fails to fulfill their duties or for other reasons that do not violate current labor laws.

Article 32. Notification of Appointment, Removal of the Corporate Governance Officer

After the BOD's decision to appoint or remove the Corporate Governance Officer, the Company is responsible for disclosing information within the Company and to relevant agencies and organizations, on mass media, and on the Company's website in accordance with the procedures and regulations of current law.

Article 33. Training on Corporate Governance

BOD members, Board of General Directors Member, other managers and executives, the Corporate Governance Officer and the Company Secretary need to participate in corporate governance training courses at reputable training institutions recognized in accordance with the law.

**CHAPTER VI.
GENERAL DIRECTOR**

Article 34. Role, Responsibilities, Rights and Obligations of the General Director

1. The General Director is the person who manages the daily business operations of the

Company; is supervised and directed by the BOD; is responsible to the BOD and to the law for the performance of assigned rights and obligations.

2. The General Director must manage the daily business operations of the Company in accordance with the provisions of law, the Company's Charter, the Company's operating regulations, the labor contract signed with the Company, and the resolutions and decisions of the BOD. In case of management contrary to the provisions of this clause, causing damage to the Company, the General Director shall be liable before the law and shall compensate the Company for damages.
3. With respect to the BOD, the General Director and other management members are the executive body, managing the Company's operations, ensuring that the Company's operations proceed normally and effectively.
4. The General Director has the right to decide on measures beyond their authority in emergency cases such as natural disasters, enemy attacks, fires, unexpected incidents or matters within the scope of the Crisis Management Policy... but must report in writing to the BOD as soon as possible and be responsible to the BOD and the nearest BOD for those decisions.
5. The General Director has the right to refuse to implement and reserve their opinions on the BOD's decisions if they believe that the decision is illegal or detrimental to the interests of the Shareholders. In this case, the General Director must immediately submit a written report to the BOD and the Audit Committee.
6. Before performing tasks that require the BOD's approval as specified in Article 27 of the Charter, the General Director must submit a report to the BOD before the BOD makes a decision.
7. The General Director performs the rights and obligations under the Company's Charter, this Regulation and complies with legal regulations.

Article 35. Appointment, Removal, Signing of Contracts, Termination of Contracts with the General Director

1. Term of Office, Standards and Conditions of the General Director
Implemented in accordance with the provisions of Article 36 of the Company's Charter.
2. Candidacy, Nomination, Removal, Dismissal of the General Director
The General Director's Board and BOD members have the right to nominate and propose candidates for the position of General Director in accordance with the standards and conditions specified in this Regulation and submit them to the BOD for consideration when the Company needs to recruit for the position of General Director.
3. Appointment, Removal, Signing of Labor Contracts with the General Director
 - a The BOD appoints 01 BOD member or hires another person to be the General Director.
 - b The BOD has the authority to remove the General Director when a majority of voting BOD members present at the meeting agree and appoint a new General Director to replace them.

- c. The BOD Chairman shall represent the BOD to sign and terminate the General Director's labor contract.

Remuneration, salary, benefits and other terms shall be decided by the BOD and stated in the General Director's labor contract.

The Company terminates the General Director's labor contract after the BOD issues a resolution to remove or dismiss the General Director. The termination of the General Director's labor contract must comply with the provisions of law, the Charter, this Regulation and other regulations of the Company.

- 4. Notification of Appointment, Removal, Signing of Contracts, Termination of Contracts with the General Director

The notification of appointment, removal, signing of contracts, termination of contracts with the General Director shall be carried out in accordance with the legal regulations on information disclosure.

- 5. Salary and Other Benefits of the General Director

- a. The General Director is paid a salary and bonus. The General Director's salary, bonus, allowances and other benefits are decided by the BOD.
- b. The General Director's salary is included in the Company's business expenses in accordance with the corporate income tax law, stated as a separate item in the Company's annual financial statements and must be reported at the annual GMS.

CHAPTER VII. OTHER ACTIVITIES

Article 36. Coordination of Activities Between the BOD and the General Director

- 1. Members of the General Director's Board (who are not BOD members) may be invited to attend BOD meetings when the BOD deems their participation necessary. In this case, the BOD Chairman or the convener must send the meeting invitation notice and documents to the General Director's Board as to BOD members. The General Director has the obligation to directly or send a member of their Board to attend the BOD meeting as convened.
- 2. Members of the General Director's Board attending the meeting may participate in discussions and provide advice to the BOD but do not have voting rights. The Company Secretary is responsible for recording and storing the meeting minutes. The BOD Chairman shall notify the General Director of the BOD's resolutions within 07 days after the end of the meeting.
- 3. The General Director must propose to convene a BOD meeting to seek the BOD's opinion in the following cases:
 - a. There are contents beyond the authority delegated by the BOD to the General Director and/or the Deputy General Directors;
 - b. There are important issues arising when implementing the BOD's resolutions;
 - c. There are transactions arising in which the General Director, Deputy General Directors and other Executives are related parties;

- d. There is a conflict of rights and obligations between the General Director, Deputy General Directors and the BOD;
 - e. There is a crisis arising with handling authority beyond the authority of the General Director and the Deputy General Directors;
 - f. Other necessary cases.
4. The BOD Chairman represents the BOD to convey the resolutions, decisions... of the BOD to the General Director for implementation.
 5. When there is a need to be provided with information or work directly with the General Director or professional units, units directly under the Company, BOD members, Audit Committee members need to notify the BOD Chairman and notify the General Director at least 03 working days in advance for preparation. The BOD is not entitled to use undisclosed information of the Company or disclose this information to others for related transactions.
 6. The BOD and BOD members do not interfere in the daily business operations and work under the authority of the General Director. The BOD has the right to request to attend monthly management meetings or other meetings of the General Director's Board.
 7. For the organization of the annual and extraordinary GMS, obtaining shareholders' opinions in writing, the BOD must notify the General Director to provide resources and coordinate the organization of implementation. The General Director must ensure the resources to organize the implementation of the above meetings well.
 8. The General Director reports to the BOD on the implementation of the GMS's and BOD's resolutions; reports on the implementation of business tasks and management of the Company and other reports as specifically requested by the BOD. The General Director is responsible to the BOD and the GMS. Issues under the BOD's approval authority as prescribed by law and the Charter that are proposed by the General Director must be responded to by the BOD within the prescribed time limit.
 9. BOD members coordinate control, management and other supervisory activities for the General Director and other executives and managers in accordance with the Charter and operating regulations of the Audit Committees.
 10. BOD members may coordinate with Deputy General Directors after consulting with the General Director on the topic, time and other contents.
 11. The General Director has the right to propose in writing measures to improve the efficiency of the Company's operations and management to the BOD for consideration and approval.
 12. The BOD has the right to issue written decisions to suspend or cancel the decisions of the General Director, Deputy General Directors and other Executives if there are grounds to believe that the decision violates the law, the Company's Charter, the GMS's resolutions, the BOD's decisions or seriously affects the interests of the Company and the Shareholders.
 13. When work arises outside the planned plan, the General Director must be responsible for seeking the BOD's opinion on the scope of management, administration and assignment of work among the Company's Executive members.

14. The General Director and Deputy General Directors may decide on measures beyond their authority in cases of force majeure (natural disasters, epidemics, fires...) to limit damage to the Company but must be personally responsible for those decisions. The General Director and Deputy General Directors must immediately report to the BOD Chairman after making the above decisions beyond their authority.
15. The General Director and Deputy General Directors have the right to reserve their opinions in writing before implementing the BOD's and GMS's resolutions if there are grounds to believe that those resolutions cause damage to the Company and Shareholders. In case the BOD's and GMS's resolutions violate the law, the General Director has the right to temporarily suspend implementation and must make recommendations to the BOD, the Audit Committee and the GMS to consider the implementation of this resolution.
16. The BOD decides on rewards or discipline for the completion or non-completion of the implementation of the BOD's resolutions and the issues that the BOD authorizes the General Director to implement.

Article 37. Regulations on Annual Evaluation of Reward and Discipline Activities for BOD Members, General Director and Other Business Executives

1. Performance Evaluation

- a. The performance evaluation of BOD members, the General Director's Board and other Executives of the Company is carried out in accordance with the Company's regulations and by one, several or all of the following methods:
 - (i) Self-assessment;
 - (ii) Annual performance evaluation conducted at the end of the year;
 - (iii) Organizing unscheduled polls and trust votes;
 - (iv) Other methods chosen by the BOD from time to time.
- b. The BOD shall organize the performance evaluation of BOD members, Audit Committee members and positions appointed by the BOD.
- c. The General Director shall conduct the performance evaluation of positions appointed by the General Director.

2. Evaluation Criteria

The performance evaluation criteria for BOD members, General Director's Board members and other Executives of the Company include:

- a. Results of assigned work performance including completion level, volume, quality, work efficiency of individuals and the development and performance results of the Company and the Unit.
- b. Moral qualities, lifestyle, awareness, duty, ideology in complying with and implementing the Company's Charter, Internal Regulations, Company Regulations and legal regulations.

- c The spirit of learning to improve qualifications, honesty, receptiveness in work, organizational discipline, responsibility in assigned work and current position.
- d Management capacity and skills; style, attitude in work management, anti-bureaucracy, corruption and waste.
- e Solidarity, coordination within the Unit, between Units and the level of trust with employees.

3. Evaluation Classification

Based on the evaluation results, the classification of BOD members, General Director's Board members and other Executives is classified as:

- a Excellent completion of assigned tasks.
- b Completion of assigned tasks.
- c Failure to complete assigned tasks.

The performance evaluation documents of BOD members, General Director's Board members and other Executives must be stored at the Company.

Article 38. Rewards and Discipline

1. Rewards:

- a. BOD members, General Director's Board members and other Executives who have achievements in the Company's management and administration and other assigned tasks will be considered for rewards by competent authorities in accordance with the Company's regulations.
- b. The forms of rewards, procedures and processes for rewards will be implemented in accordance with the Company's emulation and reward regulations at each time.

2. Discipline

- a. BOD members, General Director's Board members and other Executives who, in the course of performing their assigned tasks, violate legal regulations, the Charter and other regulations of the Company, depending on the nature, extent and consequences of the violation, will be disciplined in accordance with the provisions of law and the Company's Charter.
- b. The BOD has the authority to decide on discipline for positions appointed by the BOD. The General Director has the authority to decide on discipline for positions appointed by the General Director.
- c. The principles of discipline, forms of disciplinary action, procedures and processes for handling disciplinary violations will be implemented in accordance with the labor regulations and other relevant regulations of the Company and legal regulations.

CHAPTER VIII. EFFECTIVE PROVISIONS

Article 39. Amendments and Supplements to the Regulations

1. Amendments, supplements, replacements, cancellations or abolitions of these Regulations shall be submitted by the BOD to the GMS for approval.
2. In case there are legal regulations related to the Company's operations that are not mentioned in these Regulations but are stipulated in the Company's Charter or legal regulations, or in case there are new legal regulations that differ from the provisions in these Regulations, the provisions of the Company's Charter and those legal regulations shall naturally apply and regulate the Company's operations.

Article 40. Effectiveness

1. These Regulations consist of 08 Chapters, 40 Articles and take effect from the date of approval by the GMS on April 28, 2025, and are published on the Company's website.
2. BOD members, BOD Committees/Subcommittees, General Director's Board, other Executives, managers, shareholders and relevant parties of the Company are responsible for complying with these Regulations.
3. These Regulations are the sole and official regulations of the Company.
4. Copies or excerpts of these Regulations must be signed by the BOD Chairman, the General Director or the Company's Legal Representative.

Ho Chi Minh City, April 28, 2025

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



NGUYEN DINH QUYEN