

## PROPOSAL

### Regarding the amendment of the Regulations on Corporate Governance

**To: General Meeting of Shareholders of Vnsteel - Thu Duc Steel JSC;**

- Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to Government Decree No. 245/2025/ND-CP dated September 11, 2025, detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance, guiding a number of articles on corporate governance applicable to public companies in Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter of Vnsteel - Thu Duc Steel Joint Stock Company.

The Board of Directors of Vnsteel - Thu Duc Steel Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval of the following matters:

1. Consideration and approval of the Amendment and Supplement to the Regulations on Corporate Governance of Vnsteel - Thu Duc Steel Joint Stock Company, to comply with current legal regulations (attached documents). These regulations are amended for the purpose of alignment with the provisions stipulated in the newly issued Charter, to ensure consistency among the Company's internal documents.

2. Authorize the Chairman of the Board of Directors to implement procedures and sign related documents to issue the Regulations on Corporate Governance of Vnsteel - Thu Duc Steel Joint Stock Company in accordance with regulations.

Respectfully submitted to the General Meeting of Shareholders for approval./.

**Recipients:**

- As above;
- Archived: Office, BOD.

ON BEHALF OF THE BOARD OF DIRECTORS



**Duong Minh Chinh**

**JOINT STOCK COMPANY  
THU DUC STEEL - VNSTEEL**

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**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE  
VNSTEEL - THU DUC STEEL JOINT STOCK COMPANY**

**Pursuant to:**

- *Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019;*
- *Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*
- *Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*
- *Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 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 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*
- *Pursuant to the Charter of Organization and Operation of Vnsteel - Thu Duc Steel Joint Stock Company;*
- *Pursuant to the Resolution of the General Meeting of Shareholders No. ... dated .../.../...*

The Board of Directors issues the Internal Regulations on Corporate Governance of Vnsteel - Thu Duc Steel Joint Stock Company



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## **CHAPTER 1 – GENERAL PROVISIONS**

### **Điều 1. Scope of regulation and subjects of application**

1. Scope of regulation: These regulations are developed in accordance with Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance, prescribing contents regarding the roles, rights, and duties of the General Meeting of Shareholders, the Board of Directors, and the General Director; sequence and procedures for the General Meeting of Shareholders; nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Supervisory Board, and the General Director, and other activities as provided for in the Company Charter and other applicable provisions of the law.
2. Subjects of application: These regulations apply to members of the Board of Directors, the Supervisory Board, the General Director, and relevant persons mentioned in these regulations.

### **Điều 2. Explanation of terms and abbreviations**

1. Charter capital is the total par value of shares sold or registered for purchase upon the establishment of the Joint Stock Company and as stipulated in Article 6 of the Company Charter.
2. Law on Enterprises is Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of The Socialist Republic of Vietnam on 17 June 2020 and its amendments and supplements.
3. Law on Securities is Law on Securities No. 54/2019/QH14 passed by the National Assembly of The Socialist Republic of Vietnam on 26 November 2019 and its amendments and supplements.
4. Date of establishment is the date on which the Company was first issued its Enterprise Registration Certificate (Business Registration Certificate and equivalent valid documents).
5. Executives refer to the General Director, Deputy General Directors, Chief Accountant, and other managers appointed by the Board of Directors.
6. Managers refer to company managers, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding management positions appointed by the General Meeting of Shareholders or the Board of Directors.
7. Affiliated persons are individuals or organizations as specified in Clause 46, Article 4 of the Law on Securities.
8. Shareholder refers to an individual or organization owning at least one share of the Joint Stock Company.
9. Major shareholders refer to shareholders as specified in Clause 18, Article 4 of the Law on Securities.
10. Member of the Supervisory Board is a Member of the SB.

11. The Stock Exchange refers to the Vietnam Stock Exchange and its subsidiaries.
12. Non-executive Member of the Board of Directors refers to a member of the Board of Directors who is not the General Director, Deputy General Director, or Chief Accountant according to the Company Charter.
13. The Committee for verification of shareholder status/delegates is the department responsible for determining the conditions to conduct the General Meeting of Shareholders as provided by the law and the Company Charter.
14. The Company is Vnsteel - Thu Duc Steel Joint Stock Company.
15. Board of Directors is the BOD.
16. Candidacy is self-nomination.
17. Supervisory Board is the SB.
18. VSDC is the Vietnam Securities Depository and Clearing Corporation.
19. Delegate refers to a Shareholder or an authorized representative (a person authorized by the shareholder).
20. Corporate Governance Officer is the person with responsibilities and powers as provided in Article 281 of Decree 155/2020/ND-CP.
21. A Virtual General Meeting is a format for organizing the General Meeting of Shareholders using electronic means to transmit images and sound via the internet, allowing shareholders at different locations to follow the proceedings of the meeting, discuss, and vote on issues of the meeting.
22. Electronic voting refers to shareholders voting through the Electronic voting system prescribed in these Regulations.
23. Login name and password consist of a username and password exclusively issued by the Company to each shareholder.
24. Contact address is the address registered as the head office for an organization; the registered permanent residence, workplace, or other address of an individual that that person registered with the enterprise as a contact address.
25. Trade secrets are information about inventory quantities, costs and profits, finance, technological solutions, and business techniques.
26. Business secrets are information derived from financial and intellectual investment activities, not yet disclosed and capable of being used in business.

## **CHAPTER 2 – GENERAL MEETING OF SHAREHOLDERS**

### **I. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS IN THE FORM OF VOTING AT THE GENERAL MEETING OF SHAREHOLDERS**

#### **Section 1. Roles, rights, and duties of the General Meeting of Shareholders**

The roles, rights, and duties of the General Meeting of Shareholders are specified in Article 138 of the Law on Enterprises No. 59/2020/QH14, Law on Securities No. 54/2019/QH14, and Article 14, Article 15 of the Company Charter.

#### **Section 2. Provisions on the sequence and procedures for convening and voting at the General Meeting of Shareholders**

#### **Điều 3. Authority to convene the General Meeting of Shareholders**

*(Pursuant to provisions in Article 14 of the Company Charter)*

1. *Authority to convene the Annual General Meeting of Shareholders: The General Meeting of Shareholders shall hold its annual meeting once a year and within four (04) months from the end of the fiscal year. The Board of Directors may extend the meeting of the Annual General Meeting of Shareholders in necessary cases, but no later than six (06) months from the end of the fiscal year.*
2. *Authority to convene an Extraordinary General Meeting of Shareholders:*
  - a. The Board of Directors must determine the opening date of the General Meeting of Shareholders within sixty (60) days from the date the number of remaining Board members or remaining members of the Supervisory Board is as prescribed in Point b, Clause 3, Article 14 of the Company Charter, or from receiving a request as prescribed in Point c and Point d, Clause 3, Article 14 of the Company Charter;
  - b. In case the Board of Directors fails to convene the General Meeting of Shareholders as provided in Point a, Clause 4, Article 14 of the Company Charter, the Supervisory Board shall, within the next thirty (30) days, replace the Board of Directors in convening the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;
  - c. In case the Supervisory Board fails to convene the General Meeting of Shareholders as provided in Point b, Clause 4, Article 14 of the Company Charter, the shareholder or group of shareholders as prescribed in Point c, Clause 3, Article 14 of the Company Charter shall have the right to request the representative of the Company to convene the General Meeting of Shareholders as prescribed in the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and

procedures for convening, conducting, and making decisions at the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including travel and accommodation expenses.

- d. The procedure for organizing the General Meeting of Shareholders shall be in accordance with Clause 5, Article 140 of the Law on Enterprises.

#### **Điều 4. Personnel of the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 146 of the Law on Enterprises No. 59/2020/QH14; Clause 2, Article 20 of the Company Charter)*

##### **1. Chairperson and Presidium:**

- a. The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority rule. In the event that no chairperson can be elected, the Head of the Supervisory Board shall administer the General Meeting of Shareholders to elect a chairperson, and the person with the highest number of votes shall serve as the chairperson of the meeting;
- b. Except for the case stipulated at point a of this clause, the person who signed the notice of convocation of the General Meeting of Shareholders shall administer the General Meeting of Shareholders to elect a chairperson, and the person with the highest number of votes shall serve as the chairperson of the meeting;
- c. The chairperson has the right to implement necessary measures to conduct the meeting in a reasonable and orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of the meeting attendees.
- d. The chairperson of the General Meeting of Shareholders has the following rights:
- To require all attendees to submit to checks or other lawful and reasonable security measures;
  - To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders those who do not comply with the chairperson's authority, intentionally disrupt order, prevent the normal progress of the meeting, or fail to comply with security check requirements.
- e. The chairperson has the right to adjourn a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than three (03) working

days from the intended opening date and may only adjourn the meeting or change the meeting location in the following cases:

- The meeting venue does not have enough convenient seating for all attendees;
  - The communication equipment at the meeting venue does not ensure that attending shareholders can participate, discuss, and vote;
  - Attendees are obstructing, disrupting order, and threatening to prevent the meeting from being conducted in a fair and legal manner.
- f. Other rights and obligations of the Chairperson as prescribed by current laws.
- g. The Presidium shall consist of at least one (01) person, including 01 Chairperson and members (if any).
- h. Duties of the Presidium:
- To manage the activities of the Company's General Meeting of Shareholders according to the agenda proposed by the Board of Directors and approved by the General Meeting of Shareholders;
  - To guide delegates and the Meeting in discussing the matters on the agenda;
  - To present drafts and conclude matters requiring a vote by the Meeting;
  - To address issues requested by the Meeting;
  - To resolve issues arising during the Meeting.
- i. Working principles of the Presidium: The Presidium shall operate according to collective principles, democratic centralism, and majority decision-making.

## **2. Secretary of the Meeting:**

- a. The Chairperson shall appoint one or more persons to act as the secretary of the meeting;
- b. Duties of the Secretary of the Meeting:
- To record the contents of the Meeting fully and honestly;
  - To receive speaking registration forms from shareholders/delegates;
  - To prepare Minutes of the meeting and draft the Resolution of the General Meeting of Shareholders;
  - To assist the Chairperson in announcing information related to the General Meeting of Shareholders and notifying Shareholders in accordance with the provisions of law and the Company Charter;
  - Other tasks as requested by the Chairperson.

## **3. Vote Counting Committee:**

- a. The General Meeting of Shareholders shall elect one or more persons to the vote counting committee upon the suggestion of the chairperson of the meeting;
- b. Duties of the Vote Counting Committee:
  - To disseminate principles, rules, and guidance on voting methods.
  - To count and record ballots, prepare minutes of vote counting, announce results; and transfer the minutes to the Chairperson for approval of the voting results.
  - To promptly notify the secretary of the voting results.
  - To review and report to the Meeting on violations of voting rules or complaints regarding voting results.

**4. Shareholder/Delegate Qualification Verification Committee:**

- a. The person convening the shareholders' meeting in accordance with Article 140 of the Law on Enterprises shall appoint one or more persons to the Shareholder/Delegate Qualification Verification Committee to serve the meeting. The Qualification Verification Committee shall consist of at least two (02) people, including 01 Head of the Committee and at least one (01) member.
- b. Duties of the Delegation Verification Committee:
  - To verify the eligibility and status of shareholders and authorized representatives attending the meeting.
  - The Head of the Qualification Verification Committee shall report to the General Meeting of Shareholders on the status of shareholders attending the meeting. If the meeting has a sufficient number of shareholders and authorized representatives representing over 50% of the total voting shares, the Company's General Meeting of Shareholders may be conducted.
  - To participate in counting votes on other matters prior to the establishment of the Vote Counting Committee.

**Điều 5. To establish the List of shareholders entitled to attend the meeting and announce the closing of the list of shareholders entitled to attend the General Meeting of Shareholders**

*(Pursuant to the provisions of point a, Clause 2, Article 18 of the Company Charter; Regulations on exercising rights of the Vietnam Securities Depository and Clearing Corporation)*

1. The Company must disclose information regarding the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the registration closing date.

2. The Company shall perform procedures for establishing the list of shareholders and related procedures in accordance with the Regulations on exercising rights of the Vietnam Securities Depository and Clearing Corporation.

#### **Điều 6. Notice of Convocation of the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 143 of the Law on Enterprises No. 59/2020/QH14)*

1. The person convening the General Meeting of Shareholders shall send a meeting invitation notice to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date. The invitation notice must include the name, address of head office, enterprise code; name and contact address of the shareholder, time, venue of the meeting, and other requirements for attendees.
2. The meeting invitation notice shall be sent via a method that ensures it reaches the shareholder's contact address and be posted on the Company's website.
3. The meeting invitation notice must be accompanied by the following documents:
  - a. The meeting agenda, documents used at the meeting, and draft resolutions for each matter on the agenda;
  - b. Ballot/Voting ballot. Note that in case of inviting shareholders to an online General Meeting, the ballot/voting ballot does not need to be attached to the invitation notice.
4. If the company has a website, the sending of meeting documents along with the meeting invitation notice as prescribed in Clause 3 of this Article may be replaced by posting them on the Company's website. In this case, the invitation notice must clearly state where and how to download the documents.

#### **Điều 7. Agenda and Content of the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 18 of the Company Charter)*

1. The person convening the General Meeting of Shareholders must prepare the agenda and content of the meeting in accordance with Article 18 of the Company Charter.
2. Shareholders or a group of shareholders in accordance with Clause 2, Article 12 of the Company Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company no later than five (05) working days before the meeting's opening date. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, contact address, nationality, number of Citizen Identity Card, People's Identity Card, Passport or other legal personal identification for individual shareholders; name, enterprise code or decision of establishment, address of head office for institutional shareholders; the number and type of shares held, and the matter proposed for inclusion in the meeting agenda.

3. If the person convening the General Meeting of Shareholders refuses a proposal stipulated in Clause 2 of this Article, they must respond in writing no later than two (02) working days before the opening date of the General Meeting of Shareholders and clearly state the reasons. In case the convener or the proposing shareholder requests discussion, the two parties shall discuss before the convener replies in writing regarding the refusal. The convener may only refuse a proposal if it falls under one of the following cases:
  - a. The proposal was not sent in accordance with Clause 2 of this Article;
  - b. At the time of the proposal, the shareholder or group of shareholders does not hold 05% or more of the ordinary shares as prescribed in Clause 2, Article 12 of the Company Charter;
  - c. The proposed matter does not fall within the scope of authority of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law and the Company Charter.
4. The person(s) convening the General Meeting of Shareholders shall accept and include the recommendation specified in Clause 2 of this Article in the proposed agenda and content of the meeting, except for the cases specified in Clause 3 of this Article; the recommendation shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

#### **Điều 8. Method of registration and authorization to attend the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 144 of the Law on Enterprises No. 59/2020/QH14; Article 16 of the Company Charter; Clauses 1, 2, 5, Article 20 of the Company Charter)*

1. Method of registration to attend the General Meeting of Shareholders prior to the opening date of the General Meeting of Shareholders:
  - a. The method for registering to attend the General Meeting of Shareholders is clearly specified in the Notice of the General Meeting of Shareholders, including contacting the Company or sending a Registration Paper for attending the General Meeting (attached to the Notice of the General Meeting of Shareholders sent to shareholders) to the Company.
  - b. Shareholders shall select the method of registration to attend the General Meeting of Shareholders as indicated in the notice, including:
    - Attending and voting/electing directly at the meeting;
    - Authorizing another representative to attend and vote/elect at the meeting and complying with the provisions in Clause 2 of this Article; (In case more than one representative is appointed, the specific number of shares and votes/elections authorized to each representative must be clearly identified).

- Attending and voting/electing through an online conference, electronic voting, or other electronic means;
- Sending a voting paper/election paper to the meeting via post, fax, or email;
- Other forms of registration to attend the General Meeting of Shareholders that are consistent with the provisions of Law.
- The Company shall make maximum efforts to apply modern information technologies so that shareholders can attend and express their opinions at the General Meeting of Shareholders in the best possible way, including guiding shareholders to vote through online General Meeting of Shareholders, electronic voting, or other electronic means as prescribed in Article 144 of the Law on Enterprises and the Company Charter.

2. Regulations on authorization to attend the meeting

- a. Shareholders or authorized representatives of shareholders shall execute the authorization in accordance with the provisions of Article 16 of the Company Charter;
- b. The authorization for an individual or organization to represent at the General Meeting of Shareholders pursuant to Point a, Clause 2 of this Article must be in writing. The authorization letter shall be prepared in accordance with the civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of the authorization, the term of the authorization, the signature, full name (handwritten), and seal (if it is an organization) of both the authorizing and the authorized party.

An authorized person may re-authorize another person in case there is written consent from the original authorizing shareholder. This document shall be presented by the person receiving the re-authorization upon attending the meeting along with the original authorization letter from the shareholder. The person receiving the re-authorization shall not authorize another person.

- c. The voting paper/election paper of a person authorized to attend the meeting within the scope of the authorization shall remain valid in the following cases:
  - The authorizing person is Deceased, has limited civil act capacity, or has lost civil act capacity;
  - The authorizing person has revoked the authorization designation;
  - The authorizing person has revoked the authority of the person performing the authorization.
  - This provision shall not apply in the event that the Company receives notification of one of the aforementioned events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

3. Method of registration to attend the General Meeting of Shareholders and verification of delegate eligibility on the day of the in-person General Meeting of Shareholders.

Prior to the opening of the meeting, the Company must conduct shareholder registration procedures and perform the registration for all shareholders entitled to attend the meeting until the process is complete according to the following order:

- a. Upon conducting shareholder registration, delegates sign to confirm attendance at the General Meeting of Shareholders, then the Company issues to each shareholder/delegate one (01) voting card/ballot/election paper, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes/election papers of that shareholder are recorded.
- b. The General Meeting of Shareholders shall discuss and vote on each issue in the meeting agenda. Voting shall be conducted by affirmative, negative, or abstention votes. The vote counting results shall be announced by the Chairman/Vote Counting Committee immediately before the closing of the meeting. The meeting shall elect persons responsible for counting votes or supervising the counting of votes as proposed by the Chairman. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairman;
- c. A shareholder or authorized representative of a corporate shareholder, or a person authorized, arriving after the meeting has opened shall have the right to register immediately and subsequently participate and vote/elect at the meeting right after registration. The Chairman shall have no responsibility to stop the meeting for late shareholders to register, and the validity of contents already voted/elected shall remain unchanged.

#### **Điều 9. Conditions for conducting the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 19 of the Company Charter)*

1. The General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than 50% of the total voting shares.
2. In the event that the first meeting does not meet the requirements to proceed as stipulated in Clause 1 of this Article, the notice for the second meeting shall be sent within thirty (30) days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent 33% of the total voting shares or more.
3. In the event that the second meeting does not meet the requirements to proceed as stipulated in Clause 2 of this Article, the notice for the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third General

Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the shareholders present.

**Điều 10. Forms of adopting resolutions of the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 147 of the Law on Enterprises No. 59/2020/QH14; Article 22 of the Company Charter)*

1. The General Meeting of Shareholders adopts resolutions within its authority at the meeting through one of the following voting forms:

- a. In-person meeting;
- b. Online conference;
- c. In-person meeting combined with online conference.

2. The General Meeting of Shareholders adopts resolutions within its authority in the form of written opinion collection (Specified in Part II – This Chapter):

- a. Sending opinion ballots via post, fax, or email;
- b. Sending opinion ballots via electronic voting;
- c. Sending opinion ballots via post, fax, or email combined with electronic voting.

**Điều 11. Matters to be adopted at the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 167 of the Law on Enterprises No. 59/2020/QH14; Article 15 of the Company Charter)*

- a. Adoption of the Company's development orientation;
- b. The Company's annual business plan;
- c. Audited annual financial statements;
- d. Report of the Board of Directors on the governance and operating results of the Board of Directors and each Board of Directors' member;
- e. Report of the Board of Supervisors on the business results of the Company and the operating results of the Board of Directors and the General Director;
- f. Self-assessment report on the performance of the Board of Supervisors and Member of the Board of Supervisors;
- g. Consideration and handling of violations by Board of Directors' members and Member of the Board of Supervisors that cause damage to the Company and its shareholders;
- h. Approval of the list of approved audit firms; decision on the approved audit firm to perform the examination of the Company's activities; dismissal of the approved auditor when deemed necessary;
- i. Decision on the class of shares and total number of shares of each class to be offered; decision on the annual dividend rate for each class of shares;
- j. Number of Board of Directors' members and Member of the Board of Supervisors;

- k. Election, dismissal, and removal of Board of Directors' members and Member of the Board of Supervisors;
- l. Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- m. Supplement and amendment to the Company Charter;
- n. Classes of shares and the number of new shares issued for each class and the transfer of shares of founding members within the first 03 years from the date of establishment;
- o. Division, separation, consolidation, merger, or conversion of the Company;
- p. Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;
- q. Decision on investment in or sale of assets with a value of 35% or more of the total value of assets recorded in the most recent financial statement of the Company;
- r. Decision on the redemption of more than 10% of the total sold shares of each class;
- s. Company entering into contracts and transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statement;
- t. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- u. Approval, supplement, and amendment of the Regulations on Corporate Governance, the Regulations on Operation of the Board of Directors, and the Regulations on Operation of the Board of Supervisors;
- v. Other matters under the authority of the General Meeting of Shareholders in accordance with the provisions of the law and the Company Charter.

**Điều 12.      Voting to approve matters at the in-person meeting**

*(Based on the provisions of the Working Regulations; Election Regulations at the General Meeting of Shareholders)*

- 1. General principles
  - a. All matters in the meeting program and content must be discussed and voted on publicly by the General Meeting of Shareholders.
  - b. Voting cards, voting ballots, and election ballots shall be printed, stamped, and sent directly to delegates at the meeting (enclosed with the meeting material package for the General Meeting of Shareholders) by the Company. Each delegate is issued a voting card, a voting ballot, and an election ballot. Each voting card, voting ballot, and election ballot clearly indicates the delegate's ID code, full name, number of shares owned, and authorized voting shares of that delegate.
- 2. Regulations on the validity of voting ballots and election ballots

a. Voting card

- A valid voting card is a card following the pre-printed template issued by the Organizing Committee, with the official stamp of the Company, free from erasures, alterations, tearing, damage, etc., and with no content written on it other than as prescribed for this card.
- **Invalid voting card: Content not in accordance with the regulations for a valid voting card.**

b. Voting ballot

- A valid voting ballot is a ballot following the pre-printed template issued by the Organizing Committee, free from erasures, alterations, tearing, damage, etc., and with no content written on it other than as prescribed for this ballot. In case of in-person/remote voting (via mail, fax, email, or other means as prescribed in the Company Charter), it must be signed and clearly state the full name (handwritten) of the attending delegate and be submitted to the Vote Counting Committee before the time of vote counting.

On the voting ballot, the voting content is valid when the delegate selects one (01) out of three (03) voting checkboxes.

- **Invalid voting ballot: Content not in accordance with the regulations for a valid voting ballot.**

c. Election ballot

- **Valid election ballot:** A ballot following the pre-printed template issued by the Organizing Committee, with the official stamp of the Company, free from erasures, alterations, tearing, damage, etc., and with no content written on it other than as prescribed for this ballot. In case of in-person/remote voting (via mail, fax, email, or other means as prescribed in the Company Charter), it must be signed and clearly state the full name (handwritten) of the attending delegate and be submitted to the Vote Counting Committee before the time of vote counting.

- **Invalid election ballot:**

- Content not in accordance with the regulations for a valid election ballot;
- The number of candidates voted for by the delegate is greater than the number of candidates required to be elected;
- The ballot has a total number of votes for candidates of the shareholder or representative that is greater than the total number of allowed votes;
- Other provisions as per the Election Regulations for the General Meeting of Shareholders and the Company Charter.

**Điều 13. Voting methods**

*(Based on the provisions of the Working Regulations at the General Meeting of Shareholders)*

1. General principles

- The General Meeting of Shareholders discusses and votes on each issue in the meeting agenda. Voting is conducted by raising a card, in-person ballot, electronic ballot, or other electronic methods.
- Delegates vote to Approve, Disapprove, or Abstain on an issue raised at the Meeting by raising a high voting card or filling in the options on the voting ballot.

2. Voting methods

a. Voting by voting card: When voting by raising the voting card high, the front of the voting card must be raised toward the Chair. In case a delegate does not raise the voting card during all three calls of Approve, Disapprove, or Abstain for an issue, it shall be considered as an approval of that issue. In case a delegate raises the voting card more than one (01) time when voting to Approve, Disapprove, or Abstain on an issue, it shall be considered an invalid vote. For voting by raising the voting card, a member of the Delegate Status Verification Committee/Vote Counting Committee marks the delegate code and the corresponding number of voting shares of each shareholder/delegate as Approve, Disapprove, Abstain, or Invalid.

b. Voting by voting ballot:

When voting is conducted by in-person ballot: For each content, the delegate selects one (01) out of three (03) options: “Approve”, “Disapprove”, “Abstain” pre-printed on the voting ballot by marking “X” or “” in the box of choice and submits the voting ballot to the Vote Counting Committee before the time of vote counting. The voting ballot must bear the signature and full name (handwritten) of the delegate. ✓

When voting is conducted by electronic ballot or other electronic forms: For each content, the delegate selects one of the three options: “Approve”, “Disapprove”, “Abstain” provided for voting at the meeting already installed on the electronic voting system. Afterward, the delegate proceeds to confirm the vote for the electronic voting system to record the result.

**Điều 14. Method of voting at an in-person General Meeting of Shareholders**

*(Based on the provisions of the Election Regulations at the General Meeting of Shareholders)*

1. General principles

- Conducted in strict compliance with the law and the Company Charter;
- Voting is conducted by in-person ballot, electronic ballot, or other electronic methods

- Members of the Vote Counting Committee must not have their names listed as candidates or self-nominated for the Board of Directors and the Board of Supervisors.

## 2. Election voting methods

### a. Election by cumulative voting method

- Each delegate has a total number of voting shares corresponding to the total number of shares owned or represented multiplied by the number of members to be elected;
  - Attending delegates have the right to pool their total voting shares for one or more candidates;  
6763066#cde: In case of changing candidates on the day of the meeting, the Vote Counting Committee is responsible for issuing a new election ballot and collecting the old ballot (if any) before the time of vote counting;
  - In the event of a change of candidates on the date of the meeting, the Vote Counting Committee shall be responsible for issuing replacement ballots and collecting the old ballots (if any) before the time of vote counting;
  - In case of selecting in error, the delegate shall contact the Vote Counting Committee to be issued a new ballot and must return the old ballot;
  - Instructions on filling out election ballots: Each delegate is issued ballots. Instructions on filling out election ballots are specifically provided in the Election Regulations approved by the General Meeting of Shareholders.
  - Principles for election:
    - + Elected individuals are determined by the number of votes, calculated from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is met.
    - + In case there are two (02) or more candidates who achieve the same number of votes for the last position, a re-election will be conducted among the candidates with equal votes or selected based on criteria stipulated in the election regulations approved by the General Meeting of Shareholders or the Company Charter.
- b. Voting by way of ballot: Conducted according to the provisions in Point b, Clause 2, Article 13 of these Regulations.
- c. When voting is conducted by electronic ballot, it shall be similar to the provisions in Article 31 of these Regulations.

### **Điều 15. Method of vote counting**

*(Based on the provisions of the Working Regulations at the General Meeting of Shareholders)*

The vote counting process is as follows:

- Aggregate the voting cards/ballots (according to the voting method) for each voting issue, the total number of valid and invalid votes, approved, disapproved, and abstained; the corresponding percentage over the total number of voting shares of attending shareholders in accordance with the Company Charter;
- Aggregate election ballots using the cumulative voting method, the total number of valid and invalid ballots, the number of votes for each candidate, and other details in accordance with the Company Charter.

**Điều 16. Conditions for a Resolution to be passed**

*(Based on the provisions in Article 21 of the Company Charter)*

1. A Resolution regarding the following content is passed if approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except for the cases prescribed in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:
  - a. Class of shares and total number of shares of each class;
  - b. Change in lines of business and business sectors;
  - c. Change in the Company's organizational management structure;
  - d. Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the company's most recent financial statement;
  - e. Reorganization, dissolution of the company;
  - f. Extension of the Company's operation.
2. Resolutions are passed when approved by shareholders owning over 50% of the total voting shares of all shareholders attending and voting at the meeting, except for the cases prescribed in Clauses 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises. In case of electing members of the Board of Directors and the Board of Supervisors, if the number of candidates is less than or equal to the number of members of the Board of Directors/Board of Supervisors to be elected, the election may be conducted by the cumulative voting method as prescribed in Clause 3, Article 148 of the Law on Enterprises or by the voting method (approve, disapprove, abstain). The voting percentage required to approve a resolution by the voting method shall be performed in accordance with Clause 2, Article 21 of the Company Charter.
3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are lawful and effective even if the order and procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and the Company Charter.

**Điều 17. Notification of vote counting results**

*(Based on the provisions of the Working Regulations of the General Meeting of Shareholders)*

The Vote Counting Committee shall check, summarize, and report the voting results for each matter to the Chairperson. The voting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting.

**Điều 18. Procedure for objecting to the resolutions of the General Meeting of Shareholders**

*(Based on the provisions of Article 132 and Article 151 of the Law on Enterprises No. 59/2020/QH14)*

1. Shareholders who voted against the resolution on the reorganization of the Company or changes to the rights and obligations of shareholders as specified in the Company Charter shall have the right to request the Company to buy back their shares. Such request must be in writing and must clearly state the name and address of the shareholder, the number of shares of each class, the intended selling price, and the reasons for requesting the Company to buy back the shares. The request must be sent to the Company within ten (10) days from the Date the General Meeting of Shareholders passes the resolution on the matters specified in this Clause.
2. The Company shall buy back the shares at the request of the shareholders specified in Clause 1 of this Article at the market price or the price determined according to the principles stipulated in the Company Charter within 90 days from the Date of receipt of the request. If the parties cannot reach an agreement on the price, they may request a valuation organization to provide a valuation. The Company shall introduce at least three (03) valuation organizations for the shareholders to choose from, and such choice shall be final.
3. Within ninety (90) days from the Date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the ballot of the General Meeting of Shareholders, shareholders or a group of shareholders owning from 05% of the total number of ordinary shares or more have the right to request the Court or Arbitration to review and cancel the resolution or a part of the contents of the resolution of the General Meeting of Shareholders in the following cases:
  - a. The order, procedures for convening meetings, and passing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 2, Article 152 of the Law on Enterprises;
  - b. The content of the resolution violates the law or the Company Charter.

**Điều 19. Preparation of the Minutes of the General Meeting of Shareholders**

*(Based on the provisions of Article 23 of the Company Charter)*

1. The General Meeting of Shareholders shall be recorded in the minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may also be prepared in a foreign language, and shall contain the following principal contents:
  - a. Name and Address of head office, and business registration code;
  - b. Time and location of the General Meeting of Shareholders;
  - c. 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 General Meeting of Shareholders regarding each item on the agenda;
  - f. Number of shareholders and total number of votes of shareholders attending the meeting, with an appendix of the list of registered shareholders and representatives attending the meeting, including their corresponding number of shares and number of votes;
  - g. Total number of votes for each voting matter, specifying the voting method, total number of valid and invalid votes, affirmative votes, negative votes, and abstentions; and the corresponding Percentage of the total votes of shareholders attending the meeting;
  - h. Summary of the number of votes for each candidate (if any);
  - i. Matters already passed and the corresponding Percentage of affirmative votes;
  - j. Full names and signatures of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, the minutes shall still be valid if they are signed by all other Members of the Board of Directors who attended the meeting and contain all contents specified in this Clause. The meeting minutes shall clearly record the fact that the chairperson or secretary refused to sign.
2. The minutes of the General Meeting of Shareholders shall be completed and approved before the conclusion of the meeting. The chairperson and secretary or any other person signing the minutes shall be jointly and severally responsible for the truthfulness and accuracy of the content of the minutes.
3. Minutes prepared in Vietnamese and a foreign language have the same legal validity. In case of any discrepancy between the content of the Vietnamese version and the foreign language version, the content in the Vietnamese version shall apply.

**Điều 20. Announcement of the Resolution and Minutes of the General Meeting of Shareholders**

*(Based on the provisions of Article 23 of the Company Charter)*

The Resolution, Minutes of the General Meeting of Shareholders, appendix of the list of shareholders registered to attend, written authorizations to attend, all documents attached to the Minutes (if any), and related documents attached to the notice of invitation to the meeting shall be kept at the Address of head office of the Company.

The Resolution, Minutes of the General Meeting of Shareholders, and accompanying documents in the minutes or resolution must be disclosed in accordance with the law on information disclosure in the securities market.

## **II. PROVISIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY BALLOT**

### **Điều 21. Cases where shareholders' opinions are collected in writing**

*(Based on the provisions of Article 22 of the Company Charter)*

The following matters may be passed by collecting shareholders' opinions in writing:

- a. Amending and supplementing the Company Charter;
- b. Approving, supplementing, or adjusting the Regulations on Corporate Governance, the Operational Regulations of the Board of Directors, and the Operational Regulations of the Board of Supervisors;
- c. Development orientation of the Company;
- d. Share classes and the total number of shares of each class;
- e. Election, dismissal, and removal of Members of the Board of Directors and the Board of Supervisors;
- f. Deciding on the investment or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statement of the Company;
- g. Approving annual financial statements;
- h. Reorganization and dissolution of the Company;
- i. Changing the lines of business and business sectors;
- j. Changing the organizational management structure of the Company;
- k. Other matters deemed necessary by the Board of Directors for the interests of the Company.

### **Điều 22. Cases where opinions may not be collected in writing**

The Board of Directors may collect shareholders' opinions in writing in all cases where deemed necessary, except for the organization of the Annual General Meeting of Shareholders.

### **Điều 23. Sequence and procedures for passing a Resolution of the General Meeting of Shareholders by collecting opinions in writing**

*(Based on the provisions of Point a, Clause 2, Article 18; Article 22, 24 of the Company Charter)*

1. The Company shall disclose information regarding the preparation of the list of shareholders to receive opinion ballots at least ten (10) days before the registration closing date.

2. The Board of Directors shall prepare opinion ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolution, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the ballots. Requirements and methods for sending opinion ballots and accompanying documents shall be in accordance with Clause 3, Article 18 of the Company Charter.
3. The opinion ballot must contain the following principal contents:
  - Name and Address of head office, and business registration code;
  - Purpose of collecting opinions;
  - Full name, contact address, nationality, and legal identification number for individual shareholders; name, business registration code or legal identification number of the organization, and Address of head office for organizational shareholders; or full name, contact address, nationality, and legal identification number of the individual representative for the organizational shareholder; the number of shares of each class and the number of votes of the shareholder;
  - Matters requiring opinion collection to pass a decision;
  - Voting options, including affirmative, negative, and abstention, for each matter for which opinions are collected;
  - Voting options (if any);
  - Deadline for returning the completed opinion ballots to the Company;
  - Full name and signature of the Chairman of the Board of Directors.
4. Methods for sending shareholder opinion ballots by post
  - a. Shareholders shall send the completed opinion ballots to the Company by post, fax, or email in accordance with the following provisions:
    - Completed opinion ballots must bear the full signature and full name (handwritten) of the representative, and the stamp (if an organization).
    - In the case of sending by post, opinion ballots sent to the Company must be placed in a sealed envelope, and no one is permitted to open them before the vote counting;
    - In the case of sending by fax or email, opinion ballots sent to the Company must be kept confidential until the time of vote counting;
    - Opinion ballots sent to the Company after the deadline specified in the opinion ballot or that have been opened (if sent by post) and disclosed (if sent by fax or email) shall be invalid. Opinion ballots that are not sent back shall be considered as not participating in the vote.
  - b. Shareholders submitting opinion ballots by electronic voting
    - i. Provision of access accounts
      - Access account information is notified by the Company to the representative along with the shareholder opinion ballot sent via registered mail.

- When a representative requests the re-provision of access information, the Company may notify them through the following means: in-person, by post, email, Telephone, or other forms prescribed by the Board of Directors. The provision of access information is carried out based on the information from the list of shareholders established by the Vietnam Securities Depository and Clearing Corporation (VSDC) according to the Company's notice of exercising the right to collect shareholder opinions in writing.
- ii. Implementation of electronic voting
  - Implementation principles
    - Delegates may only cast their votes on the electronic voting system from the time of receiving the Shareholder opinion ballot until the deadline for submission of the opinion ballot as notified by the Company.
    - During the voting period notified by the Company, Delegates may access the electronic voting system and cast their votes twenty-four (24) hours a day, seven (07) days a week, excluding times of system maintenance or other reasons beyond the Company's control.
    - During the voting period notified by the Company, Delegates may revise their voting decisions on the electronic voting system. Upon the expiration of the voting period notified by the Company, Delegates shall not be permitted to change their voting results, and these final results shall be counted and publicly announced by the Company.
  - Implementation methods
    - Delegates shall use the access account provided by the Company to access the electronic voting system directly to view information related to the voting session posted on the system and execute their voting decisions for each voting/election content requiring the opinion of shareholders.
- c. Shareholders shall send their completed opinion ballots to the Company via mail, fax, or email, combined with the submission of opinion ballots via electronic voting.

Implementation shall be in accordance with the provisions of point a, b, Clause 3 of this Article.

5. Vote counting and preparation of the Vote Counting Minutes

The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the witness of the Supervisory Board or shareholders not holding managerial positions in the Company. The vote counting minutes must contain the following primary contents:

- Name, address of head office, and business code;
- The purpose and issues requiring opinions for the adoption of a Resolution;
- The number of shareholders with the total number of voting/election shares having participated in the voting/election, distinguishing between the number of valid votes/election shares and invalid votes/election shares, and the method of sending the voting/election ballots, with an appendix of the list of shareholders participating in the voting/election;
- Total number of votes for, against, and abstaining for each issue, and the total number of votes for each candidate (if any);
- The issue adopted and the corresponding voting rate for adoption;
- Full name and signature of the Chairman of the Board of Directors, the vote counters, and the vote counting supervisors.

The Board of Directors' members, vote counters, and vote counting supervisors shall be jointly and severally responsible for the honesty and accuracy of the vote counting minutes; and jointly and severally responsible for damages arising from decisions adopted due to dishonest or inaccurate vote counting.

6. Resolution and Vote Counting Minutes

- a. The vote counting minutes and the resolution must be sent to shareholders within 15 days from the date the vote counting concludes. The dispatch of the vote counting minutes and the resolution may be replaced by posting them on the Company's website within 24 hours from the time the vote counting concludes.
- b. A resolution adopted by the form of collecting shareholder opinions in writing shall have the same legal validity as a resolution adopted at a General Meeting of Shareholders.

7. Document storage:

The completed opinion ballots, vote counting minutes, the adopted resolution, and all related documents enclosed with the opinion ballots must be kept at the Company's head office.

8. Request for cancellation of a Decision of the General Meeting of Shareholders adopted by the form of written opinion collection

Within ninety (90) days from the date of receipt of the resolution, the minutes of the General Meeting of Shareholders, or the minutes of the vote counting results of the General Meeting of Shareholders, shareholders or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a Court or Arbitration to review and cancel the resolution or a part of the resolution of the General Meeting of Shareholders in the following cases:

- a. The order and procedure for convening and making decisions of the General Meeting of Shareholders violate significantly the provisions of the Law on Enterprises and the Company Charter, excluding the case stipulated in Clause 3, Article 21 of the Company Charter.

- b. The content of the resolution violates the law or the Company Charter.

### **III. REGULATIONS FOR GENERAL MEETING OF SHAREHOLDERS ADOPTING RESOLUTIONS BY VIRTUAL CONFERENCE FORMAT**

#### **Điều 24. Notice of convocation of a virtual General Meeting of Shareholders**

Implementation shall be in accordance with the provisions of Article 6 of these Regulations.

Note: Voting/election ballots need not be sent with the notice of the meeting.

#### **Điều 25. Procedures for registration to attend the virtual General Meeting of Shareholders**

The procedures for registration to attend the virtual General Meeting of Shareholders before the opening day of the General Meeting of Shareholders are clearly stipulated in the Notice of the General Meeting of Shareholders, including:

1. Eligibility for participation:

- Being named in the list of shareholders (LOS) entitled to attend the General Meeting of Shareholders prepared according to the Company's notice of rights implementation.
- Being an authorized representative eligible to attend as per the provisions of law and the Company Charter.

2. Technical requirements:

Delegates must have an electronic device with an internet connection (e.g., a computer, tablet, mobile phone, or other electronic devices with internet connectivity...).

3. Procedure for recording the participation of Delegates in the virtual General Meeting of Shareholders:

A Delegate shall be recognized by the electronic voting system as attending the virtual General Meeting of Shareholders when said Delegate accesses the system using the access information provided in accordance with Article 26 of these Regulations and has confirmed their attendance at the virtual GMS on the electronic voting system.

#### **Điều 26. Provision of login information and execution of electronic voting**

1. The URL for accessing the electronic voting system, username, access password, and other identification elements (if any) to attend the virtual General Meeting of Shareholders shall be provided in the notice of the meeting (or the form of notification of login information specified by the Board of Directors). Delegates must be responsible for keeping the username, password, and other identification elements confidential to ensure that only the Delegate has the right to vote on the electronic voting system and must bear full responsibility for the registered information.
2. When a Delegate requests to re-acquire login information, the Meeting Organizing Committee may notify via: direct mail, email, telephone, or other forms specified by the

Board of Directors. The provision of login information is executed based on shareholder information from the list of shareholders prepared by the Vietnam Securities Depository and Clearing Corporation (VSDC) according to the Company's notice of rights implementation to attend the GMS.

3. Delegates shall use their username, access password, or other identification elements (if any) to access the electronic voting system to confirm their attendance at the virtual GMS and perform electronic voting according to the agenda of the virtual General Meeting of Shareholders.

**Điều 27. Authorization for a representative to attend the virtual General Meeting of Shareholders**

1. Shareholders shall exercise authorization in accordance with the provisions of Clause 2, Article 8 of these Regulations.
2. Some regulations to note when executing online authorization:

Shareholders must comply with the provision of full information for online authorization, especially providing the proxy's information: phone number, contact address, and email address. This is the basis for granting the username, password, and other identification elements (if any) to the proxy.

Validity of online authorization: authorization only has legal effect when the following conditions are met:

- When a shareholder fills out all information in the online authorization form and completes the online authorization execution.
- The Power of Attorney is printed according to the online authorization form and has full signatures, with full names written (handwritten), and the seal (if it is an organization) of the authorizer and the proxy.
- The original Power of Attorney must be sent before the meeting officially opens. In cases where a shareholder has not yet attended the meeting and has conducted online authorization, the authorization is effective when the Company receives the original Power of Attorney sent in until the closing of the General Meeting of Shareholders.

Cancellation of authorization for shareholders who have authorized online: the shareholder shall send an official written request for cancellation of online authorization to the Company before the meeting officially opens. In the case where the proxy has already attended the General Meeting of Shareholders, the time the cancellation of authorization is effective is calculated from the time the Company receives the official written request to cancel the online authorization.

The cancellation of authorization shall be invalid if the authorized representative has already cast a vote for any issue on the agenda of the virtual General Meeting of Shareholders; the validity of the contents already voted/elected beforehand remains unchanged.

**Điều 28. Conditions for conducting the virtual General Meeting of Shareholders**

Implementation shall be in accordance with the provisions of Article 9 of these Regulations.

**Điều 29. Discussion at the virtual General Meeting of Shareholders**

a. Principles:

- Discussion shall only take place within the specified time and within the scope of issues presented in the agenda of the General Meeting of Shareholders;
- Only Delegates shall be permitted to participate in the discussion;
- Delegates shall express opinions to register for discussion content according to the form specified in the working regulations of the General Meeting of Shareholders;
- The Secretariat shall organize the questions from the Delegates and forward them to the Chairperson.

b. Responding to Delegates' inquiries:

- Based on the discussion content of the Delegate, the Chairperson or a member designated by the Chairperson shall respond to the inquiries of the Delegate;
- In case of time limitations during the organization of the meeting, questions not addressed directly at the GMS shall be answered by the Company through other methods.

**Điều 30. Form of adoption of Resolutions of the online GMS**

The GMS adopts Resolutions within its authority through electronic voting.

**Điều 31. Method of online voting**

a. Voting method:

- Delegates select one of three voting options: Agree, Disagree, or No Opinion for each matter brought to a vote at the GMS, as configured in the electronic voting system.
- Thereafter, the Delegate proceeds to confirm their vote for the electronic voting system to record the result.

b. Election method:

- Election by cumulative voting method: Unless the Company Charter provides otherwise, voting for members of the BOD and the Supervisory Board must be conducted by cumulative voting. Accordingly, Delegates shall perform the election according to the instructions in the Online Election Regulations approved at the GMS. Thereafter, the Delegate proceeds to confirm the election for the electronic voting system to record the result.
- Election by voting method (if any): Conducted in accordance with the voting procedures stated in Clause a of this Article.

c. Some other regulations when performing electronic voting:

- In case a Delegate does not perform all voting or election actions according to the GMS agenda, the unvoted/un-elected items shall be deemed as the Delegate not having voted or elected those items.
- In the event that matters arise outside the distributed GMS agenda, Delegates may vote or elect supplementarily. If the Delegate does not vote or elect on these arising matters, it shall be deemed as the Delegate not having voted or elected those arising matters.
- Delegates may change their voting/election results (but cannot cancel them); this includes the results of supplementary voting/election for matters arising outside the GMS agenda. The online system only records the counting of final voting/election results at the time the electronic voting concludes for each counting session stipulated in the meeting's working regulations.
- In the case of cumulative voting, an invalid ballot is one where the total number of votes for candidates exceeds the total number of votes the Delegate represents, as calculated at the time of vote counting, or as otherwise prescribed by the instructions of the Online Election Regulations approved by the GMS.
- The electronic voting time is specifically defined in the meeting's working regulations. During this period, Delegates may access the electronic voting system and perform voting twenty-four (24) hours a day and seven (07) days a week, except during system maintenance or for other reasons beyond the Company's control. Once the voting time ends, the system shall not record any further electronic votes from the Delegates.

**Điều 32. Online vote counting method**

When Delegates perform voting/election, the number of votes is recorded on the electronic voting system. Based on the electronic voting/election results, the Vote Counting Committee shall summarize the results according to the following principles:

- Summarize votes (by voting method) for each voting matter, including total valid votes, invalid votes, agreement, disagreement, and no opinion; along with the corresponding percentage of total voting shares of shareholders present and voting, in accordance with the Company Charter;
- Summarize election votes according to the cumulative voting method, total valid votes, invalid votes, the number of votes for each candidate, and other contents as prescribed by the Company Charter.

**Điều 33. Notification of online GMS vote counting results**

Based on the vote counting minutes recorded as provided in Article 32 of these Regulations, the Vote Counting Committee shall examine, summarize, and report to the Chairperson the results of the vote count for each matter according to the meeting agenda. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting.

**Điều 34. Preparation of online GMS minutes**

- Conducted in accordance with Article 19 of these Regulations.
- The venue recorded in the online GMS minutes is the location where the Meeting Chairperson is present to chair the meeting. This venue must be within the territory of Vietnam.
- The form of adoption of the GMS meeting minutes is specified in the company's working regulations for the GMS session.

**Điều 35. Announcement of Resolutions and minutes of online GMS meetings**

Conducted in accordance with Article 20 of these Regulations.

**IV. REGULATIONS FOR GMS RESOLUTIONS ADOPTED VIA HYBRID FORMAT (IN-PERSON COMBINED WITH ONLINE)**

**Điều 36. Notice of convocation of hybrid GMS (in-person combined with online)**

Conducted in accordance with Article 6 of these Regulations.

**Điều 37. Method of registration for hybrid GMS**

Conducted in accordance with Clause 1, Article 8 and Article 25 of these Regulations.

**Điều 38. Authorization for representatives to attend the hybrid GMS**

Conducted in accordance with Clause 2, Article 8 and Article 27 of these Regulations.

**Điều 39. Conditions for holding a hybrid GMS**

Conducted in accordance with Article 9 of these Regulations.

**Điều 40. Form of adoption of Resolutions of a hybrid GMS**

Conducted in accordance with Article 10 and Article 30 of these Regulations.

**Điều 41. Voting method for hybrid GMS**

Conducted in accordance with Article 13, Article 14, and Article 31 of these Regulations.

**Điều 42. Vote counting method for hybrid GMS**

Conducted in accordance with Article 15 and Article 32 of these Regulations.

**Điều 43. Notification of vote counting results for hybrid GMS**

Conducted in accordance with Article 17 and Article 33 of these Regulations.

**Điều 44. Preparation of hybrid GMS minutes**

Conducted in accordance with Article 19 and Article 34 of these Regulations.

**Điều 45. Announcement of Resolutions and minutes of hybrid GMS**

Conducted in accordance with Article 20 of these Regulations.



## CHAPTER 3 – BOARD OF DIRECTORS

### Section 1. General provisions

#### **Điều 46. Roles, Rights, and obligations of the BOD**

*(Based on provisions in Article 278 and 297 of Decree No. 155/2020/ND-CP)*

The BOD shall fully comply with its responsibilities and obligations as prescribed by the Law on Enterprises and the Company Charter; in addition, the BOD has the following responsibilities and obligations:

1. To be accountable to shareholders for the company's activities;
2. To treat all shareholders equally and respect the interests of persons with related interests in the company;
3. To ensure the company's operations comply with the provisions of law, the Charter, and the company's internal regulations;
4. To draft the Operation Regulations of the BOD to submit to the GMS for approval and publish on the Company's website;
5. To supervise and prevent conflicts of interest of members of the BOD, members of the Supervisory Board, the General Director, and other managers, including the misuse of company assets;
6. To draft the Regulations on Corporate Governance and submit them to the GMS for approval as prescribed in Article 270 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
7. To appoint the Corporate Governance Officer;
8. To organize training and workshops on corporate governance and necessary skills for members of the BOD, the General Director, and other managers of the company;
9. To report the activities of the BOD at the GMS as prescribed by current law.
10. To report on the status of corporate governance at the Annual GMS and disclose information in the company's Annual Report in accordance with securities law regarding information disclosure.
11. To organize training and workshops on corporate governance and necessary skills for members of the Board of Directors, the General Director, the Corporate Governance Officer, and other managers of the company.
12. To perform dividend payments to shareholders in accordance with the law after they have been approved by the Annual GMS.

13. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, and the Company Charter.

**Điều 47. Rights, obligations, and responsibilities of members of the Board of Directors**

*(Based on provisions in Article 277 of Decree No. 155/2020/ND-CP)*

1. Members of the Board of Directors have full rights as prescribed by the Law on Securities, relevant laws, the Company Charter, and the Regulations on Corporate Governance, including the right to be provided with information and documents regarding the financial situation and business operations of the company and units within the company. The procedure for providing information is in accordance with the Appendix to these Regulations. Persons provided with such information have the responsibility to keep the information confidential and use it for the correct purposes for the assigned work.
2. Members of the Board of Directors have obligations as prescribed by the Company Charter and the following obligations:
  - a. Perform their duties honestly and carefully for the best interests of shareholders and the company;
  - b. Attend all meetings of the Board of Directors and provide opinions on the matters brought up for discussion;
  - c. Report in a timely and complete manner to the Board of Directors the remuneration received from Company's subsidiaries, affiliated companies, and other organizations;
  - d. Report to the Board of Directors at the nearest meeting the transactions between the company, Company's subsidiaries, or companies controlled by the public company with 50% or more of the charter capital with a Member of the Board of Directors and the affiliated persons of such member; transactions between the company and a company in which the Member of the Board of Directors is a founding member or an executive within the last three (03) years prior to the Time of transaction;
  - e. Perform information disclosure when executing transactions of the company's shares in accordance with the provisions of law.

**Section 2 – Regulations on Nomination, Candidacy, Election, Dismissal, and Removal of members of the Board of Directors**

**Điều 48. Number, term, and composition of the members of the Board of Directors**

*(Based on the provisions of Article 26 of the Company Charter)*

1. The number of members of the Board of Directors is five (05) persons.
2. The term of a Member of the Board of Directors is not more than five (05) years and may be re-elected for an unlimited number of terms. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board

of Directors until new members are elected to replace them and take over the work.

3. The composition of the members of the Board of Directors is as follows:
  - a. The total number of non-executive members of the Board of Directors is at least 01 member. The company shall limit to the maximum extent members of the Board of Directors who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.

A Member of the Board of Directors shall still perform fully all rights and obligations until the General Meeting of Shareholders approves the dismissal of the Member of the Board of Directors, except for the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration of the Member of the Board of Directors as soon as the Company receives notification of the following cases:

- The Member of the Board of Directors has restricted civil act capacity, is incapacitated, or has difficulties in cognition or control of their acts.
  - The Member of the Board of Directors is currently being prosecuted for criminal liability, is under temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification facility, a compulsory education institution, or is prohibited by the Court from holding positions, practicing a profession, or doing certain work.
  - The Board of Directors has issued a decision approving the receipt of the resignation letter of the Member of the Board of Directors in accordance with the provisions of Article 9 of the Regulations on Operation of the Board of Directors.
- b. A Member of the Board of Directors shall no longer hold the status of a Member of the Board of Directors in the event of being dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with the provisions of Article 160 of the Law on Enterprises.
  - c. The appointment of a Member of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.
  - d. A Member of the Board of Directors is not required to be a shareholder of the Company.

**Điều 49. Standards and conditions for Members of the Board of Directors**

*(Based on the provisions of Clause 1, Clause 2, Article 155 of the Law on Enterprises No. 59/2020/QH14, Article 275 of Decree No. 155/2020/ND-CP)*

1. A Member of the Board of Directors must meet the standards and conditions as prescribed in Clause 1, Clause 2, Article 155 of the Law on Enterprises and the Company Charter.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of the Company.

3. A Member of the Board of Directors of the Company may only simultaneously serve as a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.

**Điều 50. Nomination and candidacy of members of the Board of Directors**

*(Based on the provisions of Article 274 of Decree No. 155/2020/ND-CP; Clauses 1, 2, 3, Article 25 of the Company Charter)*

1. A shareholder or a group of shareholders holding 10% of total ordinary shares or more has the right to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the Company Charter. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or a group of shareholders holding from 10% to less than 20% of total voting shares has the right to nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 65% may nominate up to five (05) candidates; from 65% or more may nominate up to seven (07) candidates. The nomination document for candidates must clearly state the name of the shareholder or the group of shareholders, the number of each type of shares of the shareholder or the group of shareholders at the time of nomination of the candidates for the Board of Directors, and information related to the candidates (candidate profile) in accordance with the provisions of Article 25 of the Company Charter.

Nomination of candidates for the form of the General Meeting of Shareholders:

- In case a shareholder or group of shareholders sends a written proposal regarding the nomination of candidates for the Board of Directors at least fifteen (15) days before the opening date of the General Meeting of Shareholders, the Board of Directors has the responsibility to consider and approve within five (05) days from the receipt of the nomination and candidacy proposal and disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders. If there is a decision to reject a candidate, the Board of Directors must notify the nominating shareholder or group of shareholders in writing within five (05) days from the date the Board makes the decision and must clearly state the Reasons for the rejection.

- In case a shareholder or group of shareholders nominates without ensuring the minimum of fifteen (15) days before the opening date of the General Meeting of Shareholders, the Board of Directors shall send a notice of the time for considering the candidate profile to the shareholder or group of shareholders within three (03) days from the date of receiving the nomination and candidacy. During the aforementioned review period, the Board of Directors will disclose information about the candidates as soon as the Board of Directors approves the candidate profile. In case the Board of Directors does not have enough time to review as

notified, the Board of Directors will present this nomination and candidacy information at the General Meeting of Shareholders.

Nomination of candidates for the form of seeking shareholder opinions in writing:

- The Board of Directors has the responsibility to disclose the Regulations on nomination of candidates for the Board of Directors (forms and information related to nomination and candidacy) as soon as the Board of Directors decides to conduct the seeking of shareholder opinions in writing regarding the election.
  - In case a shareholder or group of shareholders sends a written proposal regarding the nomination of candidates for the Board of Directors at least five (05) days before the Company must send ballots and accompanying documents to all shareholders with voting rights, the Board of Directors has the responsibility to consider and approve within five (05) days from the receipt of the nomination and candidacy proposal. If there is a decision to reject a candidate, the Board of Directors must notify the nominating shareholder or group of shareholders in writing within five (05) days from the date the Board makes the decision and must clearly state the Reasons for the rejection.
  - In case a shareholder or group of shareholders nominates without ensuring at least 5 (five) days before the Company must send ballots and accompanying documents to all shareholders with voting rights, the Board of Directors will not accept the proposal for nomination of candidates, and will report at the nearest General Meeting of Shareholders (If any).
2. In case the number of candidates for the Board of Directors approved through nomination and candidacy is still insufficient compared to the required number according to the provisions of Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the provisions of the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The additional nomination of candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.
  3. In case the number of candidates nominated by the incumbent Board of Directors according to Clause 2 of this Article is still not enough for the required quantity, the Board of Directors shall disclose information that the number of candidates for the Board of Directors is insufficient within a maximum period of five (05) days before the opening date of the General Meeting of Shareholders. The Board of Directors shall organize for other shareholders to nominate according to the provisions of the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The organization by the incumbent Board of Directors for other shareholders to nominate additional candidates must be clearly disclosed before the General Meeting of

Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.

**Điều 51. Method of electing members of the Board of Directors**

*(Based on the provisions of Clause 3, Article 148 of the Law on Enterprises No. 59/2020/QH14, Clause 2, Article 21 of the Company Charter)*

1. The voting to elect members of the Board of Directors must be carried out according to the method of cumulative voting, whereby each shareholder has the total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders have the right to aggregate all or part of their total votes for one or more candidates. The elected members of the Board of Directors are determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members prescribed in the Company Charter is reached. In case there are 02 or more candidates reaching the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with equal votes or selected according to the criteria specified in the election regulations or the Company Charter.
2. If the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors may be conducted according to the method of cumulative voting prescribed in Clause 3, Article 148 of the Law on Enterprises or conducted according to the method of voting (agree, disagree, no opinion). The Voting rate for approval according to the voting method shall be carried out according to Clause 2, Article 21 of the Company Charter.

**Điều 52. Cases of dismissal, removal, replacement, and appointment of additional Board of Directors' members**

*(Pursuant to Article 160 of the Law on Enterprises No. 59/2020/QH14)*

1. The General Meeting of Shareholders shall dismiss a Board of Directors' member in the following cases:
  - a. Does not possess sufficient qualifications and conditions as prescribed in Article 155 of the Law on Enterprises;
  - b. Submits a written resignation which is approved;
  - c. Other cases as provided in the Company Charter.
2. The General Meeting of Shareholders shall remove a Board of Directors' member in the following cases:
  - a. Fails to participate in activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
  - b. Other cases as provided in the Company Charter.

3. When considered necessary, the General Meeting of Shareholders may decide to replace a Board of Directors' member; dismiss or remove a Board of Directors' member beyond the cases specified in Clause 1 and Clause 2 of this Article.
4. The Board of Directors shall convene a General Meeting of Shareholders to elect additional Board of Directors' members in the following cases:
  - a. The number of Board of Directors' members is reduced by more than one-third (1/3) of the number prescribed in the Company Charter. In this case, the Board of Directors shall convene a General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third;
  - b. Except for the cases specified in point a and point b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the dismissed or removed Board of Directors' member at the nearest meeting.

**Điều 53. Notification of election, dismissal, and removal of Board of Directors' members**

Following the decision on the election, dismissal, or removal of a Board of Directors' member, the Company is responsible for disclosing such information internally within the Company, to relevant authorities, and through mass media on the Company's website in accordance with the sequence and provisions of current laws.

**Điều 54. Procedure for nominating candidates for the Board of Directors**

*(Pursuant to the provisions in Clause 1, Article 25 of the Company Charter)*

In case candidates for the Board of Directors have been identified as prescribed in Clause 1, Article 50 of this Regulation, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can review these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a Board of Directors' member. Information related to candidates for the Board of Directors to be disclosed includes:

- a. Full name, date, month, and year of birth;
- b. Qualification;
- c. Professional experience;
- d. Other managerial positions (including Board of Directors' membership positions in other companies);
- e. Interests related to the Company and the Company's related parties;
- f. Other information (if any) as prescribed in the Company Charter.

The Company is responsible for disclosing information regarding companies in which the candidate currently holds the position of Board of Directors' member, other managerial positions, and interests related to the Company of the Board of Directors candidate (if any).

**Điều 55. Election, removal, and dismissal of the CHAIRMAN OF THE BOARD OF DIRECTORS**

*(Pursuant to the provisions in Article 29 of the Company Charter)*

1. The CHAIRMAN OF THE BOARD OF DIRECTORS shall be elected, dismissed, or removed by the Board of Directors from among its members.
2. The CHAIRMAN OF THE BOARD OF DIRECTORS must not concurrently hold the position of General Director.
3. The CHAIRMAN OF THE BOARD OF DIRECTORS has the following rights and obligations:
  - a. Establish the operation program and plan of the Board of Directors;
  - b. Prepare the program, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
  - c. Organize the approval of resolutions and Decisions of the Board of Directors;
  - d. Supervise the implementation process of resolutions and Decisions of the Board of Directors;
  - e. Chair the General Meeting of Shareholders;
  - f. Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.
4. In case the CHAIRMAN OF THE BOARD OF DIRECTORS submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or the dismissal or removal.
5. In case the CHAIRMAN OF THE BOARD OF DIRECTORS is absent or unable to perform their duties, they must authorize another member in writing to perform the rights and obligations of the CHAIRMAN OF THE BOARD OF DIRECTORS. In the event there is no authorized person or the CHAIRMAN OF THE BOARD OF DIRECTORS is deceased, missing, temporarily detained, serving a prison sentence, serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory education facility, escapes from residence, is limited or loses civil act capacity, has difficulty in awareness or controlling behavior, or is prohibited by the Court from holding certain positions or practicing certain professions, the remaining members shall elect one of themselves to serve as the CHAIRMAN OF THE BOARD OF DIRECTORS by a majority vote of the remaining members until a new Decision of the Board of Directors is issued.

**Section 3 – Remuneration, salary, bonuses, and other benefits of Board of Directors’ members**

**Điều 56. Remuneration, bonuses, and other benefits of Board of Directors’ members**

*(Pursuant to the provisions in Article 28 of the Company Charter)*

1. The Company has the right to pay remuneration and bonuses to Board of Directors’ members according to business results and performance.
2. Board of Directors’ members are entitled to remuneration for their work and bonuses. Remuneration for work is calculated based on the number of working days necessary to complete the duties of the Board of Directors’ members and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member according to the consensus principle. The total remuneration and bonuses for the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.
3. Remuneration of each Board of Directors’ member is included in the Company's business expenses in accordance with corporate income tax laws, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Board of Directors’ members holding executive positions or Board of Directors’ members working in committees of the Board of Directors or performing other tasks beyond the ordinary scope of duties of a Board of Directors’ member may be paid additional remuneration in the form of a lump-sum payment, salary, commission, profit percentage, or other forms as decided by the Board of Directors.
5. Board of Directors’ members have the right to be reimbursed for all travel, accommodation, and other reasonable expenses that they have incurred when performing their responsibilities as Board of Directors’ members, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.
6. Board of Directors’ members may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of Board of Directors’ members related to violations of the law and the Company Charter.

**Section 4 – Provisions on the sequence and procedures for organizing Board of Directors meetings**

**Điều 57. Minimum number of meetings per month/quarter/year**

*(Pursuant to the provisions in Article 157 of the Law on Enterprises No. 59/2020/QH14; Article 30 of the Company Charter)*

1. The CHAIRMAN OF THE BOARD OF DIRECTORS shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election for such Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case more than one member has the same highest number or percentage of votes, the members shall vote according to the majority principle to choose one (01) person among them to convene the Board of Directors meeting.
2. The Board of Directors shall meet at least once per quarter and may hold extraordinary meetings.

**Điều 58. Cases requiring the convocation of an extraordinary Board of Directors meeting**

*(Pursuant to the provisions in Article 157 of the Law on Enterprises No. 59/2020/QH14; Article 30 of the Company Charter)*

1. The CHAIRMAN OF THE BOARD OF DIRECTORS shall convene a meeting of the Board of Directors in the following cases:
  - a. Upon a request of the Supervisory Board;
  - b. Upon a request of the General Director or at least five (05) other managers;
  - c. Upon a request of at least two (02) members of the Board of Directors;
  - d. Other cases as deemed necessary according to the Company Charter.
2. The request specified in Clause 1 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and the decision falling under the authority of the Board of Directors.
3. The CHAIRMAN OF THE BOARD OF DIRECTORS must send a meeting notice to Board of Directors' members within seven (07) working days from the date the Company receives the request as prescribed in Clause 1 of this Article and no later than three (03) working days before the meeting date. The Board of Directors meeting must be organized within no more than twelve (12) working days from the date the Company receives the request. In case the meeting of the Board of Directors is not convened upon request, the CHAIRMAN OF THE BOARD OF DIRECTORS must be held responsible for damages occurring to the Company; the requester has the right to replace the CHAIRMAN OF THE BOARD OF DIRECTORS to convene the Board of Directors meeting, following the same convening procedure as that of the CHAIRMAN OF THE BOARD OF DIRECTORS as per request.

**Điều 59. Board of Directors meeting notice and the right of the Supervisory Board members to attend Board of Directors meetings**

*(Pursuant to the provisions in Article 157 of the Law on Enterprises No. 59/2020/QH14; Article 30 of the Company Charter)*

1. The CHAIRMAN OF THE BOARD OF DIRECTORS or the person convening the Board of Directors meeting must send the meeting notice no later than 03 working days before the meeting date. The meeting notice must specify the time, location, form of the meeting, the agenda, issues for discussion, and decision-making. The meeting notice must be accompanied by documents to be used at the meeting and the voting ballot of the member. The Board of Directors meeting notice may be sent via invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company Charter and must ensure it reaches the contact address of each Board of Directors' member registered with the Company.
2. The CHAIRMAN OF THE BOARD OF DIRECTORS or the convenor shall send the meeting notice and accompanying documents to members of the Supervisory Board in the same manner as for Board of Directors' members.  
Members of the Supervisory Board have the right to attend Board of Directors meetings; they have the right to discuss but shall not vote.

**Điều 60. Conditions for convening meetings of the Board of Directors**

*(Based on the provisions of Article 157 of the Law on Enterprises No. 59/2020/QH14; Article 30 of the Company Charter)*

A meeting of the Board of Directors shall be conducted when three-fourths (3/4) of the total number of members are in attendance. In the event that a meeting convened in accordance with this Article does not have sufficient members in attendance, the Chairman of the Board of Directors must send a notice for a second invitation to members of the Board of Directors within seven (07) days from the intended date of the first meeting, and no later than three (03) working days before the date of the meeting. The meeting of the Board of Directors shall be held no more than twelve (12) working days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than one-half of the Board of Directors' members are in attendance.

**Điều 61. Voting methods**

*(Based on Article 30 of the Company Charter)*

1. The Board of Directors shall approve resolutions and decisions by voting at a meeting, obtaining written opinions, or other forms as specified by the Company Charter. Each member of the Board of Directors has one vote. A Member of the Board of Directors is considered to be in attendance and voting at the meeting in the following cases:
  - a. Attending and voting directly at the meeting;
  - b. Authorizing another person to attend and vote in accordance with Article 63 of these Regulations;
  - c. Attending and voting via an online conference, electronic voting, or other electronic forms;
  - d. Sending a voting ballot to the meeting via mail, fax, or email;



e. Sending a voting ballot by other means as prescribed by law (if any).

2. In case of sending a voting ballot to the meeting via mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 01 hour before the opening. The ballot shall only be opened in the presence of all attendees.

3. Voting

a. Except for the provision at point b, Clause 3 of this Article, each Member of the Board of Directors or an authorized person in accordance with Clause 1 of this Article who is directly present in their individual capacity at the Board of Directors meeting shall have one (01) vote;

b. A Member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that member or their related persons have an interest, and such interest conflicts or may conflict with the interests of the Company. The Member of the Board of Directors shall not be counted towards the minimum percentage of members present to organize a Board of Directors meeting for decisions on which that member is not entitled to vote;

c. According to the provisions of point d, Clause 11, Article 30 of the Company Charter, when an issue arises at the meeting related to the interests or voting rights of a Member of the Board of Directors that the member does not voluntarily relinquish, the Chairman's ruling shall be final, unless the nature or scope of the relevant interest of the Member of the Board of Directors has not been fully disclosed;

d. A Member of the Board of Directors who benefits from a contract specified in point a and point b, Clause 6, Article 43 of the Company Charter is deemed to have a significant interest in that contract;

e. A Member of the Supervisory Board has the right to attend meetings of the Board of Directors and participate in discussions but may not vote.

4. A Member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is intended to be signed with the Company and knows that they have an interest in it, is responsible for disclosing such interest at the first meeting of the Board of Directors where the signing of the contract or transaction is discussed. In case the Member of the Board of Directors does not know that they and their related persons have an interest at the time the contract or transaction is signed with the Company, this Member of the Board of Directors must disclose the relevant interests at the first meeting of the Board of Directors held after this member becomes aware that they have an interest or will have an interest in the aforementioned transaction or contract.

5. The Board of Directors has the right to obtain opinions from its members in writing to pass a Resolution of the Board of Directors when approving issues under the authority of the Board of Directors as per Clause 2, Article 27 of the Company Charter.

Resolutions and decisions of the Board of Directors in the form of obtaining written opinions are passed on the basis of the approval of the majority of Board of Directors' members with

- voting rights. This resolution has the same effectiveness and validity as a resolution passed at a meeting.
6. A meeting of the Board of Directors may be organized in the form of an online conference between members of the Board of Directors when all or some members are in different locations, provided that each participating member is able to:
    - a. Listen to each of the other Board of Directors members participating in the meeting speaking;
    - b. Speak simultaneously with all other attending members. Discussions among members may be carried out directly via telephone or other communication means, or a combination of these methods. A Member of the Board of Directors participating in such a meeting is considered to be “present” at that meeting. The venue of a meeting organized in accordance with this regulation is the location where the majority of Board of Directors members are present, or the location where the Chairman of the meeting is present.
  7. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to members, and such minutes shall be authentic evidence of the work conducted at the meeting unless an objection to the content of the minutes is made within ten (10) days from the date of dispatch. Resolutions and decisions of the Board of Directors via the online conference form are passed in accordance with the provisions of Clause 14, Article 30 of the Company Charter.
  8. Minutes of the Board of Directors meeting shall be prepared in Vietnamese and may also be prepared in English. In case of any discrepancy in content between the Vietnamese version and the English version, the content in the Vietnamese version shall prevail. The minutes must bear the full name and signature of the chairman and the minutes taker, except in cases prescribed by Clause 2, Article 158 of the 2020 Law on Enterprises.

**Điều 62. Manner of passing resolutions of the Board of Directors**

*(Based on Article 30 of the Company Charter)*

Resolutions and decisions of the Board of Directors are passed if approved by the majority of members attending the meeting; in case of a tie, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

**Điều 63. Authorization of other persons to attend meetings by Members of the Board of Directors**

*(Based on Article 30 of the Company Charter)*

Members must attend all Board of Directors meetings in full. Members may authorize another Member of the Board of Directors or another person (who is not a member of the Board of Directors if approved by the majority of the Board of Directors) to attend and vote.

**Điều 64. Preparation of minutes of Board of Directors meetings**

*(Based on the provisions of Article 158 of the Law on Enterprises No. 59/2020/QH14)*

Board of Directors meetings must have minutes recorded and may be recorded by audio, video, and stored in other electronic formats. The minutes must be prepared in Vietnamese and may be prepared in a foreign language, and must include the following primary contents:

- a. Name, address of head office, and enterprise identification number;
- b. Time and location of the meeting;
- c. Purpose, agenda, and content of the meeting;
- d. Full name of each member attending the meeting or the person authorized to attend the meeting, and the manner of attendance; full names of members not attending the meeting and the reasons;
- e. Issues discussed and voted upon at the meeting;
- f. Summary of opinions expressed by each member attending the meeting in the sequence of events of the meeting;
- g. Voting results, clearly stating those members who voted in favor, against, and abstained;
- h. Issues approved and the corresponding passing voting rate;
- i. Full name and signature of the Chairman and the minutes taker, except for cases prescribed in Article 65 of these Regulations.

The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the company's head office.

Minutes prepared in Vietnamese and in a foreign language have equal legal validity. In case of any discrepancy in content between the minutes in Vietnamese and in the foreign language, the content in the Vietnamese minutes shall prevail.

The chairman, the minutes taker, and those signing the minutes must be responsible for the truthfulness and accuracy of the contents of the Board of Directors meeting minutes.

The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the company's head office.

**Điều 65. In case the chairman and/or secretary refuses to sign the Minutes of the Board of Directors meeting**

*(Based on the provisions of Article 158 of the Law on Enterprises No. 59/2020/QH14)*

In case the chairman or the minutes taker refuses to sign the meeting minutes, but if it is signed by all other members of the Board of Directors who attended the meeting and contains the full content as prescribed in points a, b, c, d, dd, e, g, and h of Article 64 of these Regulations, then the minutes are valid.

**Điều 66. Announcement of resolutions and decisions of the Board of Directors**

After issuing a Resolution/Decision of the Board of Directors, the Company is responsible for disclosing information internally and to relevant authorities, in mass media, and on the Company's website according to the procedures and current regulations.

## **Section 5 - Committees under the Board of Directors**

### **Điều 67. Committees under the Board of Directors**

*(Based on Article 31 of the Company Charter)*

1. The Board of Directors may establish sub-committees to oversee development policy, human resources, salary and remuneration, internal audit, and risk management. The number of members of a committee shall be decided by the Board of Directors with a minimum of two (02) people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the majority of the committee, and one of these members shall be appointed as the Chairman of the committee according to a decision of the Board of Directors. The committee's activities must comply with the regulations of the Board of Directors. Resolutions of the committee are only valid when a majority of members attend and vote to pass them at a meeting of the committee.
2. The execution of decisions of the Board of Directors, or of committees under the Board of Directors, shall be in accordance with the current legal regulations, the Company Charter, and the Regulations on Corporate Governance.
3. Based on actual conditions, the Board of Directors may establish other committees and specifically define their functions, tasks, powers, and other matters within the decision of establishment and the regulations on operations issued by the Board of Directors.

## **Section 6 - Selection, appointment, and dismissal of the Corporate Governance Officer**

### **Điều 68. Qualifications of the Corporate Governance Officer**

*(Pursuant to Clause 2, Article 32 of the Company Charter)*

The Corporate Governance Officer shall not concurrently work for an accredited audit organization that is performing the audit of the Company's financial statements.

### **Điều 69. Appointment of the Corporate Governance Officer**

*(Pursuant to Clause 1, Article 32 of the Company Charter)*

The Board of Directors of the Company shall appoint at least 01 Corporate Governance Officer to support the corporate governance work at the enterprise. The Corporate Governance Officer may concurrently serve as the Company Secretary as provided for in Clause 5, Article 156 of the Law on Enterprises.

### **Điều 70. Cases of removal and dismissal of the Corporate Governance Officer**

1. The Board of Directors may remove/dismiss the Corporate Governance Officer when necessary, provided that it is not contrary to current legal regulations on labor.
2. The Corporate Governance Officer may be removed according to a resolution of the General Meeting of Shareholders.

**Điều 71. Announcement of appointment, removal, and dismissal of the Corporate Governance Officer**

Upon the decision to appoint or dismiss the Corporate Governance Officer, the Company shall be responsible for disclosing the information internally, to relevant authorities, and on the Company's website and mass media in accordance with the procedures and regulations of current law.

**Điều 72. Rights and Obligations of the Corporate Governance Officer**

*(Pursuant to Clause 3, Article 32 of the Company Charter)*

The Corporate Governance Officer shall have the following rights and obligations:

- a. Advising the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and handling related matters between the Company and shareholders;
- b. Preparing for meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;
- c. Providing advice on meeting procedures;
- d. Attending meetings;
- e. Advising on procedures for the adoption of resolutions by the Board of Directors in accordance with legal regulations;
- f. Providing financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and Members of the Board of Supervisors;
- g. Supervising and reporting to the Board of Directors on the Company's information disclosure activities;
- h. Acting as a liaison point with interested parties;
- i. Ensuring information confidentiality in accordance with the provisions of law and the Company Charter;
- j. Other rights and obligations as prescribed by law.

## CHAPTER 4 – BOARD OF SUPERVISORS

### Section 1. General provisions

#### **Điều 73. Role, rights, and obligations of the Board of Supervisors, and responsibilities of Members of the Board of Supervisors**

(Pursuant to Article 287, Article 288 of Decree No. 155/2020/ND-CP)

1. Members of the Board of Supervisors shall have the rights as provided by the Law on Enterprises, relevant laws, the Company Charter, and the Regulations on Operation of the Board of Supervisors, including the right to access information and documents related to the Company's operating situation. Members of the Board of Directors, the General Director, and other managers of the enterprise are responsible for providing information in a timely and complete manner upon the request of a Member of the Board of Supervisors.
2. A Member of the Board of Supervisors is responsible for complying with the provisions of law, the Company Charter, the Regulations on Operation of the Board of Supervisors, and professional ethics in exercising the assigned rights and performing the assigned duties.
3. The Board of Supervisors shall have the rights and obligations provided for in Article 170 of the Law on Enterprises, the Company Charter, and the following rights and obligations:
  - a. Proposing and recommending the General Meeting of Shareholders to approve the list of accredited audit organizations to audit the Company's financial statements; deciding on the accredited audit organization to examine the Company's operations, and removing an accredited auditor when deemed necessary.
  - b. Being responsible to the shareholders for their supervisory activities.
  - c. Supervising the financial status of the Company and the compliance with the law in the operations of members of the Board of Directors, the General Director, and other managers.
  - d. Ensuring the coordination of activities with the Board of Directors, the General Director, and shareholders.
  - e. In case of discovering violations of the law or the Company Charter by a member of the Board of Directors, the General Director, or other managers of the enterprise, the Board of Supervisors shall notify the Board of Directors in writing within 48 hours and request that the person committing the violation cease the violation and have solutions to remediate the consequences.
  - f. Developing the Regulations on Operation of the Board of Supervisors and submitting them to the General Meeting of Shareholders for approval.
  - g. Reporting to the General Meeting of Shareholders in accordance with Article 290 of Decree 155/2020/ND-CP.
  - h. The Board of Supervisors is responsible for receiving requests for record and document lookup by ordinary shareholders as provided for in Clause 1, Article 45 of the Company Charter and implementing the requests for information provision accordingly to the Board of Directors, the

General Director, or other managers. The procedure for requesting information provision is specified in the Appendix of these Regulations. The recipient of the provided information is responsible for maintaining the confidentiality of the information and using it for the proper purpose of the assigned tasks.

## **Section 2. Provisions on Tenure, number, composition, and structure of the Board of Supervisors**

### **Điều 74. Number, tenure, composition, and structure of the Board of Supervisors**

*(Pursuant to the provisions of Article 168 of the Law on Enterprises No. 59/2020/QH14, Clause 1, Article 38 of the Company Charter)*

1. The number of Members of the Board of Supervisors of the Company is 03.
2. The tenure of a Member of the Board of Supervisors is 05 years, and they may be re-elected for an unlimited number of terms.
3. A Member of the Board of Supervisors does not necessarily have to be a shareholder of the Company.
4. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its Members; the election, dismissal, and removal shall follow the majority principle. The rights and obligations of the Head of the Board of Supervisors are determined by the Company Charter. More than half of the Members of the Board of Supervisors must be permanent residents in Vietnam. The Head of the Board of Supervisors shall hold a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or a major relevant to the business operations of the enterprise, unless the Company Charter stipulates a higher qualification requirement.
5. In case all Members of the Board of Supervisors reach the end of their term at the same time and new Members have not yet been elected, the outgoing Members shall continue to exercise their rights and perform their obligations until new Members are elected and assume their duties.

### **Điều 75. Standards and conditions for Members of the Board of Supervisors**

*(Pursuant to the provisions of Article 169 of the Law on Enterprises No. 59/2020/QH14, Clause 2, Article 38 of the Company Charter)*

1. Members of the Board of Supervisors must meet the following standards and conditions:
  - a. Not being among the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
  - b. Having received training in one of the fields of economics, finance, accounting, auditing, law, business administration, or a major suitable to the business operations of the enterprise;
  - c. Not being a related person of a member of the Board of Directors, the General Director, or other managers;

- d. Not being a company manager; not necessarily being a shareholder or employee of the Company;
  - e. Not being a person working in the Company's accounting or finance department;
  - f. Not being a member or employee of an independent audit organization that performed the audit of the Company's financial statements in the three (03) consecutive years preceding the appointment.
  - g. Other standards and conditions as prescribed by relevant laws.
2. In addition to the standards and conditions stipulated in Clause 1 of this Article, Members of the Board of Supervisors must ensure they satisfy the conditions prescribed in Clause 2, Article 169 of the Law on Enterprises.
  3. The Head of the Board of Supervisors shall hold a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or a major relevant to the business operations of the enterprise.

**Điều 76. Nomination and candidacy for Members of the Board of Supervisors**

*(Pursuant to the provisions of Article 285 of Decree No. 155/2020/ND-CP; Article 37 of the Company Charter)*

1. The nomination and candidacy for Members of the Board of Supervisors shall be carried out in a manner similar to the provisions in Clause 1, Article 25 of the Company Charter. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate Members of the Board of Supervisors. A shareholder or group of shareholders holding from 10% to less than 30% of shares with voting rights shall have the right to nominate one (01) candidate; from 30% to less than 40% to nominate a maximum of two (02) candidates; from 40% to less than 50% to nominate a maximum of three (03) candidates; from 50% to less than 60% to nominate a maximum of four (04) candidates; from 60% or more to nominate five (05) candidates.
2. In case the number of candidates for the Board of Supervisors through nomination and candidacy according to Clause 5, Article 115 of the Law on Enterprises is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect the members of the Board of Supervisors in accordance with the provisions of law.
3. In the event that the number of candidates nominated by the incumbent Supervisory Board additionally pursuant to Clause 2 of this Article is still insufficient to meet the required quantity, the Supervisory Board shall announce the information regarding the insufficient number of candidates for the Supervisory Board no later than 05 days prior to the opening date of the General Meeting of Shareholders. The incumbent Supervisory Board shall organize for other

shareholders to nominate candidates in accordance with the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Supervisory Board. The organization by the incumbent Supervisory Board for other shareholders to nominate additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect Members of the Supervisory Board in accordance with legal regulations.

**Điều 77. Manner of electing Members of the Supervisory Board**

(Based on the provisions of Clause 3, Article 148 of the Law on Enterprises No. 59/2020/QH14, Clause 2, Article 21 of the Company Charter)

1. The voting for electing Members of the Supervisory Board shall be conducted by the cumulative voting method, whereby each shareholder has the total number of voting rights corresponding to the total number of shares owned multiplied by the number of candidates to be elected to the Supervisory Board, and shareholders have the right to allocate all or part of their total votes for one or more candidates. The elected Members of the Supervisory Board shall be determined based on the number of votes calculated from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is met. In the case where two or more candidates receive the same number of votes for the final member position of the Supervisory Board, a re-vote shall be conducted among those candidates with the same number of votes, or selection shall be made according to the criteria defined in the election regulations, the Regulations on Operation of the Supervisory Board, or the Company Charter.
2. If the number of candidates is equal to or less than the number of Supervisory Board members required to be elected, the election of members of the Supervisory Board may be conducted using the cumulative voting method as prescribed in Clause 3, Article 148 of the Law on Enterprises, or by the voting method (for, against, abstention). The passing voting rate for the voting method shall be implemented in accordance with Clause 2, Article 21 of the Company Charter.

**Điều 78. Cases of dismissal and removal of Members of the Supervisory Board**

(Based on the provisions of Article 174 of the Law on Enterprises No. 59/2020/QH14)

1. The General Meeting of Shareholders shall dismiss a Member of the Supervisory Board in the following cases:
  - a. No longer meets the standards and conditions to be a Member of the Supervisory Board as prescribed in Article 169 of the Law on Enterprises;
  - b. Has submitted a resignation letter which has been accepted;
  - c. Other cases as stipulated by the Company Charter.
2. The General Meeting of Shareholders shall remove a Member of the Supervisory Board in the following cases:
  - a. Fails to complete the assigned tasks or duties;

- b. Fails to exercise their rights and obligations for 06 consecutive months, except in force majeure cases;
  - c. Violates obligations of a Member of the Supervisory Board repeatedly or seriously as prescribed by the Law on Enterprises and the Company Charter;
  - d. Other cases as per the Resolution of the General Meeting of Shareholders.
3. A Member of the Supervisory Board shall still perform all rights and obligations in full until their dismissal is approved by the General Meeting of Shareholders, excluding the right to attend and vote at Supervisory Board meetings and the right to receive remuneration as a member of the Supervisory Board once the Company receives notification of the following cases:
- The Member of the Supervisory Board is restricted in civil act capacity, lacks civil act capacity, or has difficulties in cognition and controlling their behavior.
  - The Member of the Supervisory Board is under criminal prosecution, temporary detention, serving a prison sentence, serving administrative handling measures at a compulsory detoxification center, compulsory education facility, or is prohibited by the Court from holding positions, practicing their profession, or performing certain work.
  - The Supervisory Board has issued a decision approving the receipt of the resignation/withdrawal letter of the Member of the Supervisory Board, implementing provisions similar to those in Article 9 of the Regulations on Operation of the Board of Directors.

**Điều 79. Notification of the election, dismissal, and removal of Members of the Supervisory Board**

After a decision on the election, dismissal, or removal of a Member of the Supervisory Board is made, the Company shall have the responsibility to announce the information internally within the Company, to relevant authorities, via mass media, and on the Company website in accordance with the procedures and provisions of current laws.

**Điều 80. Salary and other benefits of Members of the Supervisory Board**

*(Based on the provisions of Article 172 of the Law on Enterprises No. 59/2020/QH14)*

1. A Member of the Supervisory Board shall be paid salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board;
2. A Member of the Supervisory Board shall be reimbursed for reasonable expenses related to meals, lodging, travel, and the use of independent consulting services. The total amount of this remuneration and these expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise;

3. The salary and operating expenses of the Supervisory Board shall be calculated into the Company's business expenses in accordance with laws on corporate income tax and other relevant legal regulations and must be recorded as a separate item in the Company's annual financial statements.
  - a. Recruiting, mobilizing, terminating employment, rewarding, and disciplining employees, excluding positions under the authority of the Board of Directors and the Chairman of the Board of Directors;
  - b. Deciding on salary, bonuses, and other benefits for employees in the Company, excluding positions under the authority of the Board of Directors and the Chairman of the Board of Directors;
  - c. Proposing plans for dividend distribution or handling business losses;
  - d. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the implementation of assigned duties and powers, and shall report to these levels when requested;
4. Other rights and obligations in accordance with laws, the Company Charter, the Regulations on Corporate Governance, and pursuant to the Resolutions and Decisions of the Board of Directors, Decisions of the Chairman of the Board of Directors, and the labor contract signed with the Company.

## **CHAPTER 5 - GENERAL DIRECTOR**

### **Điều 81. Role, responsibilities, rights, and obligations of the General Director**

*(Based on Clauses 2 and 4, Article 35 of the Company Charter)*

1. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.
2. The General Director has the following rights and obligations:
  - a. Deciding on issues related to the daily business operations of the Company that are not under the authority of the Board of Directors;
  - b. Organizing the implementation of resolutions and decisions of the Board of Directors;
  - c. Organizing the implementation of the Company's business plans and investment schemes;
  - d. Proposing organizational structure plans and internal management regulations of the Company;
  - e. Appointing, dismissing, and removing management positions within the Company, excluding positions under the authority of the Board of Directors;
  - f. Deciding on salary and other benefits for employees in the Company, including managers under the appointment authority of the General Director;
  - g. Recruiting labor;
  - h. Proposing plans for dividend distribution or handling business losses;
  - i. Other rights and obligations in accordance with laws, the Company Charter, and resolutions and decisions of the Board of Directors.

### **Điều 82. Tenure, standards, and conditions of the General Director**

*(Based on the provisions of Clause 5, Article 162 of the Law on Enterprises No. 59/2020/QH14; Clause 3, Article 35 of the Company Charter)*

The tenure of the General Director is 05 years and may be re-appointed for an unlimited number of terms.

The General Director must meet the following standards and conditions:

- a. Does not fall into the categories specified in Clause 2, Article 17 of the Law on Enterprises;
- b. Must not be a person having a family relationship with any corporate manager or Member of the Supervisory Board of the company or the Parent Company; or a representative of state-owned capital or a representative of enterprise capital in the company and the Parent Company;
- c. Possesses professional qualifications and experience in corporate business administration.

### **Điều 83. Candidacy and nomination of the General Director**

The Board of General Directors and members of the Board of Directors have the right to nominate candidates for the General Director position in accordance with the standards and

conditions prescribed in Article 82 of these Regulations and present them to the Board of Directors for consideration when the Company needs to seek a General Director.

**Điều 84.** Appointment, dismissal, signing of contracts, and termination of contracts for the General Director

**(Based on Clause 1 and Clause 5, Article 35 of the Company Charter)**

The Board of Directors appoints 01 member of the Board of Directors or hires another person to act as General Director.

The Board of Directors may remove or dismiss the General Director when the majority of the Board of Directors members with voting rights present at the meeting vote in favor, and appoints a new General Director to replace them.

The Board of Directors has the authority to sign/terminate contracts and decide on the terms of labor contracts as prescribed in Point i, Clause 2, Article 27 and Article 35 of the Company Charter.

**Điều 85.** Notification of appointment, removal, dismissal, signing of contracts, and termination of contracts for the General Director

After a decision on the election, dismissal, or removal of the General Director is made, the Company shall have the responsibility to announce the information internally within the Company, to relevant authorities, via mass media, and on the Company website in accordance with the procedures and provisions of current laws.

**Điều 86.** Salary and other benefits of the General Director

**(Based on Clause 2 and Clause 3, Article 34 of the Company Charter)**

1. The General Director shall be paid salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.
2. The remuneration of executives shall be included in the Company's business expenses in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

**CHAPTER 6 – OTHER ACTIVITIES**

**Section 1 – Provisions on coordination of activities between the Board of Directors, the Supervisory Board, and the General Director**

**Điều 87. Procedures and sequence for convening, notifying meetings, taking minutes, and announcing meeting results between the Board of Directors, the Supervisory Board, and the General Director**

The procedures and sequence for convening, notifying meetings, taking minutes, and announcing meeting results between the Board of Directors, the Supervisory Board, and the Director shall be implemented according to the procedures and sequence for convening Board of Directors meetings as prescribed in Section 4, Chapter 3 of this Regulation.

**Điều 88. Notification of Resolutions/Decisions of the Board of Directors to the Supervisory Board**

*(Based on the provisions of Clause 1, Article 171 of the Law on Enterprises No. 59/2020/QH14)*

Resolutions/Decisions and minutes of the Board of Directors meeting after being issued shall be sent to members of the Supervisory Board at the same time and in the same manner as for members of the Board of Directors.

**Điều 89. Notification of Resolutions/Decisions of the Board of Directors to the General Director**

Resolutions/Decisions of the Board of Directors (containing content related to the responsibilities, powers, and obligations of the General Director) after being issued shall be sent to the General Director at the same time and in the same manner as for members of the Board of Directors.

**Điều 90. Cases where the Supervisory Board and the General Director request to convene a meeting of the Board of Directors and matters requiring the Board of Directors' opinion**

*(Based on the provisions of Point h, Clause 3, Article 162 of the Law on Enterprises No. 59/2020/QH14, Article 288 of Decree No. 155/2020/ND-CP, Clause 4, Article 35, and Article 40 of the Company Charter)*

1. Cases requesting to convene a meeting of the Board of Directors
  - a. The Supervisory Board may request to convene a meeting of the Board of Directors in the following cases:
    - When there is a request from a shareholder/group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.

- When it is found that the right to access information and documents related to the Company's operational status by a member of the Supervisory Board is not fully implemented in accordance with the prevailing law and the Company Charter;
  - When detecting acts of violation of the law or the Company Charter by members of the Board of Directors, the General Director, and other business executives after having notified the Board of Directors in writing according to the provisions of Clause 5, Article 40 of the Company Charter, but the violating party has not ceased the violation or has not provided remedies;
  - ...
- b. The General Director may request to convene a meeting of the Board of Directors in the following cases:
- When it is found that the rights of the General Director as prescribed in Article 35 of the Company Charter are not implemented;
  - When detecting acts of violation of the law or the Company Charter by other business executives after having notified the Board of Directors in writing, but the violating party has not ceased the violation or has not provided remedies;
  - ...
2. Matters requiring the Board of Directors' opinion:
- a. Proposals to the Board of Directors regarding the organizational structure plan and internal management regulations of the Company;
  - b. Recommendations on measures to improve the operations and management of the Company;
  - c. The General Director shall report annually to the Board of Directors on matters related to employees and business executives;
  - d. The General Director shall report annually to the Board of Directors on matters related to the Company's relationship with trade union organizations in accordance with the best standards, practices, and management policies, practices and policies specified in the Company Charter, the Company's regulations, and current legal provisions.
  - e. Seeking the Board of Directors' opinion on the Audited Financial Statements (including the balance sheet, business result report, and expected cash flow statement) for each financial year must be presented for the Board of Directors' approval;
  - f. Recommendations on dividend payment plans or handling business losses;
  - g. Seeking the Board of Directors' opinion to approve the detailed business plan for the following financial year;
  - h. Other matters deemed to be in the interest of the Company.

**Điều 91. Report of the General Director to the Board of Directors on the implementation of assigned duties and powers**

*(Based on the provisions of Appendix IV of Circular No. 96/2020/TT-BTC and Clause 4, Article 35 of the Company Charter)*

1. Report on the status of implementation of Resolutions of the Board of Directors and the General Meeting of Shareholders, and business and investment plans of the Company that have been approved by the Board of Directors and the General Meeting of Shareholders;
2. Quarterly and annually report on the financial status and business and production performance of the Company;
3. Report on improvements to organizational structure, policies, and management;
4. Annual report on the fulfillment of obligations towards the environment, the community, and employees;
5. Report on the implementation status of other matters authorized by the Board of Directors and the General Meeting of Shareholders;
6. Report on other matters as requested by the Board of Directors.

**Điều 92. Reviewing the implementation of resolutions and other matters authorized by the Board of Directors to the General Director**

Based on the General Director's report on the implementation of assigned duties and powers as stipulated in Article 81 of this Regulation, the Board of Directors shall conduct a review of the results of the implementation of resolutions and other matters authorized by the Board of Directors to the General Director.

**Điều 93. Matters the General Director must report, provide information on, and methods of notification to the Board of Directors and the Supervisory Board**

*(Based on the provisions of Clause 3, Article 291 of Decree No. 155/2020/ND-CP, Article 35, Clause 3, Article 43, and Article 45 of the Company Charter)*

1. Matters the General Director must report, provide information on, and methods of notification to the Board of Directors
  - a. Contents according to Article 90 of this Regulation;
  - b. The General Director has the obligation to notify the Board of Directors of transactions between the Company, its Company's subsidiaries, and other companies where the Company holds over 50% or more of the charter capital with that same entity or with affiliated persons of that entity in accordance with the law.

- c. Other contents requiring the opinion of or report to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors shall respond within seven (07) working days.

Specifically, in the case of approving contracts or transactions according to the provisions of Clause 1, Article 167 of the Company Charter with a value of less than 35% of the total value of the enterprise's assets as recorded in the most recent financial statement or another smaller percentage or value as specified in the Company Charter, the Company's representative signing the contract or transaction shall notify members of the Board of Directors and members of the Supervisory Board of the affiliated persons related to that contract or transaction and enclose a draft contract or essential contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notice, unless the Company Charter specifies otherwise; members of the Board of Directors who have interests related to the parties in the contract or transaction do not have the right to vote.

3. Matters the General Director must report, provide information on, and methods of notification to the Supervisory Board
  - a. Reports of the General Director presented to the Board of Directors or other documents issued by the Company shall be sent to members of the Supervisory Board at the same time and in the same manner as for members of the Board of Directors.
  - b. The General Director and other business executives shall provide complete, accurate, and timely information and documents regarding the Company's management, operations, and business activities as requested by members of the Supervisory Board or the Supervisory Board.
- c. The method of notification to the Supervisory Board shall be implemented in the same manner as for the Board of Directors.

**Điều 94. Coordination of control, executive, and supervisory activities between members of the Board of Directors, members of the Supervisory Board, and the General Director according to the specific tasks of the aforementioned members**

1. Coordination of activities between the Supervisory Board and the Board of Directors:

The Supervisory Board plays the role of supervision, coordination, consultation, and full, timely, and accurate information provision. Specifically as follows:

  - a. Regularly inform the Board of Directors of operational results and consult with the Board of Directors before presenting reports, conclusions, and recommendations to the General Meeting of Shareholders;
  - b. During meetings of the Supervisory Board, the Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of

the approved auditing organization to attend and respond to matters requiring clarification;

- c. Periodic and extraordinary audits of the Supervisory Board must have written conclusions (no later than fifteen (15) days from the end date) sent to the Board of Directors to provide further basis for the Board of Directors in managing the Company. Depending on the scale and results of the aforementioned audit, the Supervisory Board shall discuss and agree with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In the case of disagreement, they shall be authorized to reserve their opinion in the minutes, and the Head of the Supervisory Board is responsible for reporting it to the most recent General Meeting of Shareholders;
- d. In the event that the Supervisory Board discovers acts of violation of the law or the Company Charter by members of the Board of Directors, the Supervisory Board shall notify the Board of Directors in writing within forty-eight (48) hours, requesting the violating party to cease the violation and provide remedies;
- d. Members of the Supervisory Board have the obligation to notify the Board of Directors of transactions between the Company, its Company's subsidiaries, and other companies where the Company holds over 50% or more of the charter capital with that same entity or with affiliated persons of that entity in accordance with the law;
- e. For recommendations related to the operational and financial status of the Company, the Supervisory Board shall send written documents along with related documents at least fifteen (15) days prior to the expected date of receiving a response;
- e. Contents of recommendations to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors shall respond within seven (07) working days.

The Board of Directors shall create favorable conditions for the Supervisory Board to exercise its rights and obligations.

2. Coordination of activities between the Supervisory Board and the General Director:

The Supervisory Board has the function of inspection and supervision.

- a. During meetings of the Supervisory Board, the Supervisory Board has the right to request the General Director (and simultaneously request Board of Directors' members, the General Director, and representatives of approved audit organizations) to attend and clarify matters that concern the members of the Supervisory Board;
- b. Periodic and ad-hoc inspections by the Supervisory Board must have written conclusions (no later than fifteen (15) days from the end date) submitted to the General Director to assist in the management of the Company. Depending on the level and results of the aforementioned inspection, the Supervisory Board shall discuss and reach an

agreement with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, they are authorized to reserve their opinions in the minutes, and the Head of the Supervisory Board has the responsibility to report to the nearest General Meeting of Shareholders;

- c. Members of the Supervisory Board have the right to request the General Director to facilitate access to files and documents related to the Company's business operations at the Head Office or storage location;
- d. Regarding information and documents on management, administration of business activities, business reports, and financial reports, the request for provision by the Supervisory Board must be sent to the Company at least forty-eight (48) working hours prior to the expected time of receiving a response. The Supervisory Board shall not use unauthorized company information or disclose it to others to perform related transactions.
- e. The Supervisory Board's proposals regarding measures for amending, supplementing, or improving the organizational, supervisory, and management structure of the Company's business operations must be sent to the General Director at least seven (07) working days prior to the expected time of receiving a response.

The General Director shall create favorable conditions for the Supervisory Board to perform its rights and obligations.

- 3. Coordination of activities between the General Director and the Board of Directors: The General Director is the person who, on behalf of the Company, directs its operations, ensuring the Company operates continuously and effectively.
  - a. When there is a proposal for an organizational structure plan or internal management regulations of the Company, the General Director shall submit it to the Board of Directors as soon as possible but no less than seven (07) days before the date such content needs to be decided;
  - b. The General Director shall prepare a plan for the Board of Directors to approve matters related to recruitment, termination of employment, salary, social insurance, benefits, rewards, and disciplinary actions for employees and managers;
  - c. The General Director shall prepare a plan for the Board of Directors to approve matters related to the Company's relationship with trade union organizations in accordance with best management standards, practices, and policies, as well as practices and policies specified in the Company Charter, the Company's regulations, and current legal provisions;
  - d. The General Director has the obligation to notify the Board of Directors of transactions between the Company, its subsidiaries, or other companies over which the Company



holds a controlling interest of 50% or more of the Charter capital with such entities or their affiliated persons as prescribed by law;

- e. For other matters requiring consultation as specified in Clause 2, Article 97 of these Regulations, they must be sent to the Board of Directors at least seven (07) working days prior to the expected time of receiving a response from the Board of Directors.

**Section 2 – Regulations on annual assessment of reward and disciplinary activities for Board of Directors' members, Members of the Supervisory Board, the General Director, and other managers**

**Điều 95. Regulations on performance assessment of Board of Directors' members, Members of the Supervisory Board, the General Director, and other managers**

1. The Board of Directors is responsible for developing performance evaluation criteria for all members of the Board of Directors, the General Director, and other managers.
2. Performance evaluation criteria must harmonize the interests of managers with the long-term interests of the Company and shareholders. Financial and non-financial indicators used in the assessment are carefully considered and decided by the Board of Directors from time to time. In particular, non-financial indicators may include: stakeholder interests, operational efficiency, progress and improvements achieved, etc.
3. Annually, based on the assigned functions, tasks, and established evaluation criteria/achieved results, the Board of Directors organizes the performance assessment of its members.
4. The performance assessment of Members of the Supervisory Board is conducted according to the method mentioned in the organizational and operational structure of the Supervisory Board.
5. Performance assessment of other managers is performed according to internal regulations or based on self-evaluation reports by these managers.

**Điều 96. Rewards**

1. The Board of Directors or the Remuneration Committee (If any) is responsible for developing the reward policy. Rewards are granted based on the performance assessment results in Article 95 of these Regulations.
2. Forms of rewards: in cash, in shares (issuing shares under an Employee Stock Option Plan), or other forms developed by the Board of Directors or the Remuneration Committee (If any). Reward forms shall be planned by the General Director and submitted to the Board of Directors for approval; in case of exceeding authority, they shall be submitted to the General Meeting of Shareholders for approval.
3. The reward scheme for members of the Board of Directors and members of the Supervisory Board shall be decided by the General Meeting of Shareholders.
4. For corporate managers: reward funds are extracted from the Company's Reward and Welfare Fund and other legal sources. The reward level is based on the actual annual business results; the General Director shall propose it to the Board of Directors for approval, and in case of exceeding authority, it shall be submitted to the General Meeting of Shareholders for approval.

**Điều 97. Discipline**

1. The Board of Directors is responsible for developing disciplinary forms based on the nature and severity of the violation. Disciplinary action must include the highest forms, such as dismissal and removal.
2. Members of the Board of Directors, Members of the Supervisory Board, and corporate managers who fail to fulfill their duties with integrity, diligence, and caution shall be personally liable for the damages they cause.
3. If Members of the Board of Directors, Members of the Supervisory Board, or corporate managers perform their duties in violation of legal provisions or the Company's regulations, they shall be subject to disciplinary action, administrative penalties, or criminal prosecution depending on the severity of the violation as per the provisions of law and the Company Charter. If they cause damage to the interests of the Company, shareholders, or other persons, they shall be required to pay compensation in accordance with the law.

## CHAPTER 7 - AMENDMENT OF REGULATIONS ON CORPORATE GOVERNANCE

### Điều 98. Supplementing and amending Regulations on corporate governance

1. The supplementation or amendment of these Regulations must be reviewed and decided by the General Meeting of Shareholders of the Company.
2. In the event that legal provisions related to the Company's operations are not mentioned in these Regulations, or in the event that new legal provisions differ from the clauses in these Regulations, those legal provisions shall automatically apply and govern the Company's operations.

## CHAPTER 8 - EFFECTIVE DATE

### Điều 99. Effective date

1. These Regulations consist of 08 Chapters, 99 Articles, and 01 Appendix, unanimously passed by the General Meeting of Shareholders of Vnsteel - Thu Duc Steel Joint Stock Company on the date of 10 month 04 year 2026 and agreed upon in their entirety.
2. These Regulations are the sole and official version of the company.
3. Copies or extracts of the Regulations on corporate governance must bear the signature of the Chairman of the Board of Directors.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN   
  


Duong Minh Chinh