

TON DONG A CORPORATION

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Ho Chi Minh City, 29 May 2026

INTERNAL GOVERNANCE REGULATIONS**TON DONG A CORPORATION**

- Pursuant to the Law on Securities dated November 26, 2019 and amending and supplementing documents;
- Pursuant to the Law on Enterprises dated June 17, 2020 and amending and supplementing documents;
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law and Decree No. 245/2025/ND-CP dated September 11, 2025 amending and supplementing a number of articles of the Decree No. 155/2020;
- Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in the Government's 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 Circular No. 96/2020/TT-BTC dated 16/11/2020 on Guidelines for information disclosure on the securities market;
- Pursuant to the Charter of Ton Dong A Corporation
- Pursuant to the Resolution of the Annual General Meeting of Shareholders No. 09/2026/NQ-DHDCDTN-TDA dated 29/05/2026.

The Board of Directors hereby promulgates the Internal Regulation on Corporate Governance of Ton Dong A Corporation, including the following contents:

Chapter I**GENERAL PROVISION****Article 1. Regulation scope and Applicable object**

1. Regulation scope: The Internal Regulation on Corporate Governance stipulates the roles, rights, and obligations of the Shareholders' General Meeting ("Shareholders' General Meeting"), the Board of Directors ("Board of Directors"), and the General Director ("General Director"); the order and procedures for convening and conducting the Shareholders' General Meeting; the nomination, self-nomination, election, removal, and dismissal of the Board of Directors' members, the Board of Supervisors,

the General Director, and other activities as prescribed in Ton Dong A's Charter and other prevailing provisions of the law.

2. Applicable object: This Regulation shall apply to the Board of Directors' members, the General Director, and related persons.

Article 2. Explanation of terms

1. In this Regulation, the following terms shall be construed as follows:
 - a. "Company" means Ton Dong A Corporation;
 - b. "Corporate governance" means a system of rules to ensure that Ton Dong A is effectively operated and controlled for the benefit of shareholders and people related to Ton Dong A;
 - c. "Securities Law" means the Securities Law passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
 - d. "Law on Enterprises" means the Law on Enterprises passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - e. "Law" means all legal documents specified in the Law on Promulgation of Legal Documents;
 - f. "Corporate Charter" means the Bylaws of Ton Dong A Corporation;
 - g. "Company Manager" means the Chairman of the Board of Directors, the Board of Directors' members, General Director, and other individuals holding managerial positions who have the authority to sign Ton Dong A's transactions in accordance with the provisions of Ton Dong A's Charter;
 - h. "Company Executive" means the General Director, Deputy General Directors, Executive Directors, Chief Accountants and other executives as prescribed in Ton Dong A's Charter;
 - i. "Non-executive member of the Board of Directors" means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant and other executives as prescribed by Ton Dong A's Charter;
 - j. "Independent member of the Board of Directors" means a member specified in Clause 2, Article 155 of the Law on Enterprises;
 - k. "Person in charge of corporate governance" means a person with the responsibilities and powers specified in Article 12 of this Regulation;
 - l. "Related person" means an individual or organization specified in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
 - m. "Major shareholder" means a shareholder who owns 5% or more of the voting shares of an issuer;
 - n. "Vietnam" means the Socialist Republic of Vietnam;
 - o. "SSC" means the State Securities Commission.
2. In this Regulation, references to one or more provisions or legal documents shall include amendments, supplements or substitutions thereof.
3. The headings (chapters and articles of the Regulation) are included to facilitate monitoring and not affect the meaning and content of the Regulation.

4. Words or terms that have been defined in the Law on Enterprises and the Law on Securities shall have the same meaning in this Regulation if they do not contradict the subject or context.

Chapter II

SHAREHOLDERS' GENERAL MEETING

Article 3. Shareholders' General Meeting:

1. The Shareholders' General Meeting consists of all shareholders with voting rights, which is the highest decision-making body of Ton Dong A.
2. The Shareholders' General Meeting has the rights and obligations prescribed by the Law on Enterprises, the law on securities, Ton Dong A's Charter and relevant regulations.

Article 4. Competence to convene the Shareholders' General Meeting:

1. The Shareholders' General Meeting meets annually once a year. In addition to the annual meeting, the Shareholders' General Meeting may hold an extraordinary meeting in accordance with the provisions of the law and Ton Dong A's Charter.
The meeting venue of the Shareholders' General Meeting must be in the territory of Vietnam. In case the Shareholders' General Meeting is held simultaneously in many different locations or a combination of many different forms of meeting, the Shareholders' General Meeting venue is determined to be the place where the chairman attends the meeting.
2. The Shareholders' General Meeting must hold an annual meeting within 04 months from the end of the fiscal year. In case of necessity, the annual Shareholders' General Meeting may be held within six (06) months from the end of the fiscal year. The time of holding the Annual Shareholders' General Meeting within this time limit shall be decided by the Board of Directors.
The Shareholders' General Meeting may hold an annual or extraordinary meeting taken place in one of the following forms: face-to-face meeting, online meeting or a combination of face-to-face and online meetings and/or other forms to ensure compliance with the provisions of the law and Ton Dong A's Charter.
The Annual Shareholders' General Meeting discusses and approves the following matters:
 - a. Ton Dong A's annual business plan;
 - b. Audited annual financial statements;
 - c. The report of the Board of Directors on the governance and operation results of the Board of Directors and each member of the Board of Directors;
 - d. The report of the Board of Supervisors on Ton Dong A's business results, the operation results of the Board of Directors and the General Director;
 - e. Reports on self-assessment of performance of the Board of supervisors and of each Controller;
 - f. Dividend level for each share of each type;
 - g. Other matters under the jurisdiction of Ton Dong A's Charter and the law.
3. The Board of Directors must convene an extraordinary Shareholders' General Meeting in the following cases:
 - a. The Board of Directors deems it is necessary for the benefit of Ton Dong A;

- b. The remaining number of the Board of Directors' members and the Board of supervisors is less than the minimum number of members as prescribed by the law;
 - c. At the request of shareholders or groups of shareholders owning 05% or more of the total ordinary shares; the request for convening the Shareholders' General Meeting must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficiently collected signatures of relevant shareholders;
 - d. At the request of the Board of Supervisors;
 - e. Other cases as prescribed by the law and Ton Dong A's charter;
4. The Board of Directors must convene the Shareholders' General Meeting within 30 days from the date on which the remaining the Board of Directors' members as prescribed at Paragraph b or receipt of the request specified at Paragraphs c and d, Clause 3 of this Article. In case the Board of Directors fails to convene the Shareholders' General Meeting as prescribed, the Chairman of The Board of Directors and The Board of General Directors' members shall be responsible before law and must compensate Ton Dong A for damages incurred.
 5. In case the Board of Directors fails to convene the Shareholders' General Meeting as prescribed in Clause 4 of this Article, within the next 30 days, the Board of Supervisors shall replace the Board of Directors to convene the Shareholders' General Meeting. In case the Board of Supervisors fails to convene the Shareholders' General Meeting as prescribed, the Board of Supervisors shall be responsible before law and compensate Ton Dong A for damages incurred.
 6. In case the Board of Supervisors fails to convene the Shareholders' General Meeting as prescribed in Clause 5 of this Article, the shareholder or group of shareholders owning 05% or more of the total ordinary shares may represented ton Dong A to convene the Shareholders' General Meeting.
 7. The convener must perform the following tasks to organize the Shareholders' General Meeting:
 - a. Make a list of shareholders entitled to attend the meeting;
 - b. Provide information and settling complaints related to the list of shareholders;
 - c. Prepare meeting agendas and contents;
 - d. Prepare documents for the meeting;
 - e. Draft resolutions of the Shareholders' General Meeting according to the expected contents of the meeting; list and details of candidates in case of election of the Board of Directors' members and Controllers;
 - f. Determine the time and place of the meeting;
 - g. Serve a notice of invitation to the meeting to each shareholder who has the right to attend the meeting;
 - h. Other tasks for the meeting.
 8. Expenses for convening and conducting the Shareholders' General Meeting as prescribed in Clauses 4, 5 and 6 of this Article will be refunded by Ton Dong A.

Article 5. Preparing a list of shareholders entitled to attend the meeting

1. The list of shareholders entitled to attend the Shareholders' General Meeting is made based on Ton Dong A's Register of Shareholders, the list of securities holders provided by the Vietnam Securities Depository and Clearing Corporation (VSDC) on the last date of registration.
2. The list of shareholders entitled to attend the Shareholders' General Meeting shall be made no later than 07 days before the date of serving the notice of invitation to the Shareholders' General Meeting. Ton Dong A must disclose information about the list of shareholders entitled to attend the Shareholders' General Meeting at least 20 days before the expected last registration date.
3. The list of shareholders entitled to attend the Shareholders' General Meeting must include the following principal information:
 - a. Full name, contact address, nationality, number of citizen identity card, passport or other lawful personal identification of the shareholder being an individual;
 - b. Name, enterprise code or establishment decision number, address of the headquarters of the shareholder being an organization;
 - c. The number of shares of each type, the number and date of registration of shareholders of each shareholder.
4. Shareholders reserve the right to check, lookup, extract and copy the list of shareholders entitled to attend the Shareholders' General Meeting; request the correction of false information or supplement necessary information about them in the list of shareholders entitled to attend the Shareholders' General Meeting. Ton Dong A manager must promptly provide information on the shareholder registration number, amend and supplement false information at the request of shareholders; and at the same time be responsible for compensation for damage arising from failure to provide or provide timely and inaccurate information in the shareholder register as requested. The order and procedures for requesting the provision of information in the shareholder register shall comply with the provisions of Ton Dong A's charter.

Article 6. Notice of convening the Shareholders' General Meeting;

1. **Method of information disclosure:** The notice of invitation to the Shareholders' General Meeting shall be published simultaneously on Ton Dong A's website, the information disclosure system of the State Securities Commission and the Stock Exchange where Ton Dong A's shares are listed or registered for trading.
2. **Method of serving notices to shareholders:** In addition to the disclosure of the above-mentioned information, notices of meeting invitations shall be served to all shareholders who reserve the right to attend the meeting by one of the following methods:
 - Serve it directly or by postal service to the shareholder's contact address;
 - Served by electronic means, including email or other electronic methods according to the information of shareholders registered with Ton Dong A or with the Vietnam Securities Depository and Clearing Corporation. The service of notices by electronic means is considered valid when the notice has been served to the correct email address or electronic means registered by the shareholders.
 - Other lawful methods as prescribed by the law

3. **Time limit for serving notices:** The notice of invitation to the Shareholders' General Meeting must be served to all shareholders in the list of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (counting from the date on which the notice is duly sent or sent).
4. The agenda of the Shareholders' General Meeting, documents related to the issues to be voted on at the General Meeting shall be served to shareholders or/and posted on Ton Dong A's website. In case the documents are not enclosed with the notice of the Shareholders' General Meeting, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:
 - a. Meeting agendas, documents used in the meeting;
 - b. List and details of candidates in case of election of the Board of Directors' members, members of the Board of Supervisors;
 - c. Voting slips;
 - d. Draft resolutions on each issue on the meeting agenda

Article 7. Agenda and contents of the Shareholders' General Meeting

1. The convener of the Shareholders' General Meeting must prepare the agenda and contents of the meeting.
2. Shareholders or groups of shareholders as prescribed in Clause 3, Article 12 of Ton Dong A's Charter reserve the right to propose and propose issues to be included in the agenda of the Shareholders' General Meeting. Proposals and recommendations must be made in writing and must be served to Ton Dong A at least 07 working days before the opening date of the Shareholders' General Meeting. Proposals, the proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issue proposed to be included in the meeting agenda.
3. The convener of the Shareholders' General Meeting may refuse the proposal specified in Clause 2 of this Article in one of the following cases:
 - a. Proposals and recommendations are served in contravention of the provisions of Clause 2 of this Article;
 - b. At the time of proposal or petition, the shareholder or group of shareholders does not hold at least 5% or more of ordinary shares as prescribed in Clause 3, Article 12 of Ton Dong A's charter;
 - c. Proposals are not within the scope of the decision-making authority of the Shareholders' General Meeting;
 - d. Other cases as prescribed by the law and Ton Dong A's Charter.
4. The convener of the Shareholders' General Meeting must accept and include the proposals specified in Clause 2 of this Article in the proposed agenda and contents of the meeting, except for the case specified in Clause 3 of this Article; the proposal shall be officially added to the program and content of the meeting if it is approved by the Shareholders' General Meeting.

Article 8. The authorization of the representative to attend the Shareholders' General Meeting:

Comply with Article 16 of the Charter of Ton Dong A Corporation

Article 9. How to register to attend the General Meeting of Shareholders:

1. Shareholders reserve the right to participate directly or indirectly through their authorized representatives as prescribed in Clause 2 of this Article. In case the shareholder is an organization that does not have an authorized representative, he/she shall authorize another person to attend the Shareholders' General Meeting as prescribed in Article 8 of this Regulation.
2. Shareholders deem to have attended and voted at the Shareholders' General Meeting in the following cases:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another person to attend and vote at the meeting;
 - c. Attending and voting through online conferences, electronic voting or other electronic forms;
 - d. Serving voting slips by other means as prescribed in Ton Dong A's Charter.
3. Before the opening of the General Meeting, Ton Dong A conducts the procedures for registering shareholders and carries out the registration until the shareholders who reserve the right to attend the meeting are preserved to register.
4. Shareholders or authorized representatives who attend the Shareholders' General Meeting after the meeting has opened are still registered to attend and reserve the right to vote from the time of completion of registration. The Chairman is not responsible for suspending the General Meeting to allow shareholders to be late for registration; the contents that have been voted on before remain in effect.

Article 10. Conditions for conducting the Shareholders' General Meeting

Comply with Article 19 of the Charter of Ton Dong A Corporation.

Article 11. Form of approving the resolution of the Shareholders' General Meeting

The Shareholders' General Meeting approves decisions under its jurisdiction in the form of voting at the meeting or collecting written opinions as detailed in the Charter of Ton Dong A Corporation.

Article 12. How to vote, count votes, Notification of vote counting results

1. How to vote:
 - a. When registering shareholders, Ton Dong A shall grant each shareholder or authorized representative the right to vote on voting cards/voting slips/ballot papers on which the registration number, full name of the shareholder, full name of the authorized representative (if any) and the total number of voting votes corresponding to the number of voting shares of the shareholder that.
 - b. Voting cards/ballot papers/ballot papers can be encrypted or integrated with identification technology to serve the counting of votes by technical means, ensuring accuracy and transparency and the ability to check and compare.
 - c. The Shareholders' General Meeting shall discuss and vote on each issue in the agenda of the meeting in one of the following forms: Holding up voting cards; Direct voting; Electronic voting; Other forms shall be decided by the Chairman, in accordance with the provisions of the law.
 - d. Shareholders shall vote by voting for or against the contents submitted at the General Meeting and clearly write their full names on the voting and election slips (which have been distributed upon registration).

- e. For electronic or online voting, shareholders are considered to participate in valid voting when completing the authentication and performing voting operations according to the instructions of the system.
2. Voting electronically:
 - a. Ton Dong A may apply the form of electronic voting at the Shareholders' General Meeting on the basis of the decision of the Board of Directors for each Shareholders' General Meeting.
 - b. The organization of electronic voting must meet the following requirements:
 - Ensure that shareholders exercise their voting rights fully and are not restricted compared to traditional methods;
 - Fully and accurately record information about shareholders (or authorized persons) participating in voting;
 - There is a mechanism to accurately authenticate the status of shareholders or authorized persons;
 - Ensuring information confidentiality, safety and data integrity, preventing unauthorized interference;
 - Voting results are synthesized accurately, objectively, transparently and can be checked and collated;
 - The technical system operated stably during the meeting.
 - c. In case of technical problems affecting electronic voting, Ton Dong A is responsible for promptly remedying and applying appropriate alternative measures to ensure the voting rights of shareholders.
 - d. The Board of Directors shall:
 - Decide on the application of the voting plan;
 - Issue the detailed regulations/guidelines on the order and procedures for registration, authentication, voting, vote counting and announcement of results;
 - Organize the selection, implementation and supervision of technical systems for electronic voting.
 3. The form and content of voting cards/voting papers/ballot papers, and the method of voting at the Shareholders' General Meeting are specified in the Voting Regulations approved before the Shareholders' General Meeting on the principle of ensuring the voting rights of shareholders or representatives of shareholders/groups of shareholders participating in voting; create favorable conditions for the counting of votes to be urgent, accurate and in accordance with current provisions of the law.
 4. The voting and election through the online Shareholders' General Meeting shall be carried out in accordance with the guidelines of the online Shareholders' General Meeting issued by the Board of Directors.
 5. How to count votes;
 - a. The Shareholders' General Meeting will elect the Vote Counting Committee at the request of the Chairman of the meeting. The Vote Counting Committee works independently, honestly and is responsible to the Shareholders' General Meeting for the results of vote counting.

- b. The method of counting votes at the Shareholders' General Meeting is specifically shown in the Voting Regulations approved before the Shareholders' General Meeting.
- c. The Vote Counting Board shall count votes according to the following regulations:
 - The Vote Counting Board may use electronic technical means, software or the assistance of technical experts in counting votes to ensure accuracy.
 - Check the eligibility and validity of the Voting Cards/Ballots/Ballots.
 - Counting votes according to each voting content;
 - Check each Voting Card/Voting Paper/Election Paper in turn and record the results of the vote counting.
 - Make a minutes of vote counting;
6. Minutes of vote counting and notification of results:
 - After counting the votes, the Vote Counting Committee shall make a minutes of vote counting results. The vote counting record must be signed by the Head of the Vote Counting Board, the representative of the Board of supervisors and the chairperson of the meeting. The results of vote counting will be announced immediately at the Shareholders' General Meeting and recorded in the Shareholders' General Meeting minutes.
 - The results of vote counting were announced right at the Shareholders' General Meeting.
 - The vote counting minutes and voting results must be disclosed as prescribed within twenty-four (24) working hours from the time of adoption of the resolution of the Shareholders' General Meeting

Article 13. Conditions for the resolution to be passed;

1. The Resolution on the following contents shall be adopted when it is approved by the number of shareholders representing **65%** or more of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
 - a. Type of shares and total number of shares of each type;
 - b. Change of business lines, professions and fields;
 - c. Changes in the organizational structure of Ton Dong A's management;
 - d. Projects to invest in or sell assets with a value equal to or greater than 35% of the total value of assets recorded in Ton Dong A's latest financial statements;
 - e. Reorganization and dissolution of Ton Dong A;
2. Other resolutions shall be passed when they are approved by the number of shareholders owning more than 50% of the total votes of all shareholders attending the meeting, except for the cases specified in Clauses 1, 3, 4 and 6 of this Article.
3. The voting for the election of the Board of Directors' members and the Board of supervisors must be carried out by **the method of cumulative voting**, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected the Board of Directors' members or the Board of supervisors and the shareholders reserve the right to accumulate all or part

of their total votes for one or several candidates. The winner of the election of a member of the Board of Directors or a Controller is 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 specified in Ton Dong A's charter is sufficient. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors or the Board of Supervisors, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria specified in the election regulations or Ton Dong A's charter.

4. In case of passing a resolution in the form of collecting written opinions, the resolution of the Shareholders' General Meeting shall be adopted if it is approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders with voting rights; specific rates prescribed by Ton Dong A's charter;
5. The resolution of the Shareholders' General Meeting must be notified to shareholders entitled to attend the Shareholders' General Meeting within 15 days from the date of adoption; In case Ton Dong A has a website, the submission of the resolution can be replaced by posting it on Ton Dong A's website.
6. The Resolution of the Shareholders' General Meeting on the contents of adversely changing the rights and obligations of shareholders owning preference shares shall only be approved if they are approved by the number of preference shareholders of the same type who own 75% or more of the total preference shares of that type or are approved by the preference shareholders of the same type owning 75% or more of the total number of shares the preferential portion of that type or higher shall be approved in case of passing the resolution in the form of collecting written opinions.

Article 14. How to object to the resolution of the Shareholders' General Meeting;

1. Within ninety (90) days from the date of receipt of the Shareholders' General Meeting minutes or the Minutes of vote counting results for consultation of the Shareholders' General Meeting, shareholders or groups of shareholders owning five (05) percent or more of the total ordinary shares may request the Court or Arbitrator to consider, cancellation of the resolution or part of the resolution of the Shareholders' General Meeting in the following cases:
 - a. The order and procedures for convening meetings and making decisions of the Shareholders' General Meeting do not comply with the provisions of Ton Dong A's Charter, except for cases where the resolution of the Shareholders' General Meeting is passed equal to 100% of the total number of voting shares is lawful;
 - b. The content of the resolution violates the law or Ton Dong A's charter.

Article 15. Making the Shareholders' General Meeting minutes;

1. The Shareholders' General Meeting must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The meeting minutes must be made in Vietnamese, may be made in a foreign language and contain the following principal contents:
 - a. Name, address of the headquarters, enterprise code;
 - b. Time and place of the Shareholders' General Meeting;

- c. Agenda and contents of the meeting;
 - d. Full name of the chairman and secretary;
 - e. Summary of the meeting's developments and opinions expressed at the Shareholders' General Meeting on each issue in the meeting agenda;
 - f. The number of shareholders and the total number of votes of shareholders attending the meeting, the appendix to the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
 - g. The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, approving, disapproving votes and having no opinions; the corresponding ratio of the total number of votes of shareholders attending the meeting;
 - h. The issues that are passed and the corresponding percentage of votes voted for approval;
 - i. Signatures of the chairman and secretary. In case the chairperson or secretary refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other the Board of Directors' members attending the meeting and contains all the contents prescribed in this Clause. The minutes of the meeting clearly state the refusal of the chairman or secretary to sign the minutes of the meeting. The signature in the record can be a direct signature or an electronic signature as prescribed by the law.
2. Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the contents of the Vietnamese and foreign language minutes, the contents of the Vietnamese minutes shall apply.
 3. The Shareholders' General Meeting minutes must be completed and approved before the end of the meeting.
 4. The chairperson and the secretary of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
 5. The Shareholders' General Meeting minutes, the appendix to the list of shareholders registering to attend the meeting, the approved resolution and relevant documents enclosed with the notice of invitation to the meeting must be kept at Ton Dong A's headquarters.

Article 16. Announcement of the Resolution and The Shareholders' General Meeting minutes.

The Resolution, The Shareholders' General Meeting minutes and accompanying documents must be published on Ton Dong A's website within twenty-four (24) hours from the end of the Shareholders' General Meeting. At the same time, Ton Dong A is responsible for disclosing information in accordance with the law on information disclosure on the stock market.

Article 17. The order and procedures for the Shareholders' General Meeting to approve resolutions in the form of collecting written opinions include the following main contents:

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve the resolution of the Shareholders' General Meeting on any matter if it deems it is necessary for the benefit of Ton Dong A, including but not limited to the following issues:
 - a. Amending and supplementing the contents of Ton Dong A's charter;
 - b. Corporate development orientation;
 - c. Type of shares and total number of shares of each type;
 - d. Election, and dismissal of the Board of Directors' members and the Board of supervisors;
 - e. The decision to invest in or sell assets valued at 35% or more of the total asset value is recorded in Ton Dong A's latest financial statements.
 - f. Approval of annual financial statements;
 - g. Reorganization and dissolution of Ton Dong A.
2. Order and procedures for the Shareholders' General Meeting to approve the Resolution in the form of collecting written opinions:
 - Decide on matters to be consulted, manners and contents of written opinion polls
 - The draft decision of the Shareholders' General Meeting and documents explaining the draft resolution and served to shareholders with voting rights must be returned at least 10 days before the deadline for serving the opinion poll.
 - The opinion poll must include the following principal contents:
 - + Name, address of the headquarters, enterprise code;
 - + Purpose of collecting opinions;
 - + Full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the headquarters for shareholders being organizations or full name, contact address, nationality, number of legal papers of the individual, for representatives of shareholders being organizations; the number of shares of each type and the number of votes of shareholders;
 - + Issues that need to be consulted for approval;
 - + The voting plan includes approving, disapproving and not having opinions on each issue for consultation;
 - + The deadline for serving to Ton Dong A the answered opinion poll form;
 - + Full name and signature of the Chairman of the Board of Directors
 - Shareholders may serve the replied opinion poll to Ton Dong A by mail, fax or email according to the following provisions:
 - + In case of serving a letter, the replied opinion poll must be signed by the shareholder being an individual, the authorized representative or the legal representative of the shareholder being an organization. The opinion poll served to Ton Dong A must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
 - + In case of fax or email, the opinion poll served to Ton Dong A must be kept confidential until the time of vote counting;
 - + The opinion poll served to Ton Dong A after the time limit specified in the opinion poll or has been opened in the case of serving a letter and disclosed in the case of

- serving a fax or email is invalid. Opinion poll papers that are not sent back shall be considered as non-voting votes
- The Board of Directors shall organize the counting of votes and make a minutes of vote counting under the witness and supervision of the Board of Supervisors or of shareholders who do not hold management positions of Ton Dong A. The vote counting record must include the following principal contents:
 - + Name, address of the headquarters, enterprise code;
 - + Purpose and issues to be consulted to pass the resolution;
 - + The number of shareholders with the total number of votes that participated in voting, distinguishing the number of valid votes and the number of invalid votes and the method of serving votes, enclosed with an appendix to the list of shareholders participating in voting;
 - + The total number of votes in favor, disapproval and no opinion on each issue;
 - + The issue was passed and the vote rate passed accordingly;
 - + Full names and signatures of the Chairman of the Board of Directors, the supervisor of vote counting and the vote counter.
 - The Board of Directors' members, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting records; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting;
 - The vote counting minutes and resolutions must be served to shareholders within 15 days from the end of the vote counting. In case Ton Dong A has a website, the serving of the vote counting minutes and resolutions can be replaced by posting them on Ton Dong A's website within 24 hours from the time of the end of vote counting;
 - The opinion poll that has been answered, the vote counting record, the approved resolution and relevant documents enclosed with the opinion poll are kept at Ton Dong A's headquarters;
3. The resolution is adopted in the form of collecting shareholders' opinions in writing and is as valid as the resolution passed at the Shareholders' General Meeting.
 4. In case of necessity, the Board of Directors shall decide to extend the time limit for serving shareholders' opinion polls to Ton Dong A. The renewal must be announced on Ton Dong A's website for shareholders to know.

Article 18. Order and procedures for the Shareholders' General Meeting to approve resolutions in the form of online conferences or face-to-face conferences combined with online:

1. In addition to the form of organizing face-to-face meetings, the Annual Shareholders' General Meeting and the Extraordinary Shareholders' General Meeting may be held in the form of online conferences or a combination of face-to-face and online forms with or without electronic voting or other electronic forms. according to the decision of the Board of Directors and in accordance with Ton Dong A's Charter and current laws.
2. In case the Board of Directors decides to convene the Shareholders' General Meeting in the form specified in Clause 1 of this Article, the Board of Directors shall promulgate and publish on the website of Ton Dong A the Regulation on organization

of meetings and vote for this general meeting at least twenty-one (21) before the opening date General meeting, with the basic contents as follows:

- a. Providing specific guidance on the order and procedures for organizing and conducting meetings of the Shareholders' General Meeting in the form specified in Clause 1 of this Article;
- b. How to register to attend the Shareholders' General Meeting;
- c. The authorization of representatives to attend meetings;
- d. Conditions for conduct;
- e. Stipulating the method of electronic voting and other equivalent forms of voting so that shareholders can exercise their voting rights at the Shareholders' General Meeting;
- f. Regulations on the method of counting votes and announcing the results of vote counting; and
- g. Other contents related to the organization of the Shareholders' General Meeting in the form specified in Clause 1 of this Article.

Chapter III

BOARD OF DIRECTORS

Article 19. Board of Directors

1. The Board of Directors is the management body of Ton Dong A, has full rights on behalf of Ton Dong A to decide and exercise the rights and obligations of Ton Dong A, except for the rights and obligations under the jurisdiction of the Shareholders' General Meeting.
2. The Board of Directors' members have full rights in accordance with the provisions of the Securities Law, relevant laws and Ton Dong A's charter, including the right to be provided with information and documents on the financial situation and business activities of Ton Dong A and its units.
3. Right to information of the Board of Directors' members
 - The Board of Directors' members reserve the right to request the General Director, Deputy General Director, and other managers in Ton Dong A to provide information and documents on the financial situation and business activities of Ton Dong A and of units in Ton Dong A.
 - Managers are required to provide timely, complete and accurate information and documents at the request of the Board of Directors' members. The order and procedures for requesting and providing information are prescribed by Ton Dong A's charter.
4. The Board of Directors' members have the following obligations as prescribed in Ton Dong A's charter and the following obligations:
 - a. To perform their duties honestly and carefully for the best interests of shareholders and Ton Dong A;
 - b. To fully attend meetings of the Board of Directors and give opinions on issues discussed;
 - c. To promptly and fully report to the Board of Directors the remuneration received from subsidiaries, associated companies and other organizations;

- d. To report to the Board of Directors at the nearest meeting on transactions between Ton Dong A, its subsidiaries and other companies in which Ton Dong A controls more than 50% or more of the charter capital with the Board of Directors' members and related persons of such members; transactions between companies and companies in which the Board of Directors' members are founding members or managers of enterprises in the last 03 years before the time of transaction;
- e. To disclose information when trading Ton Dong A's shares in accordance with the provisions of the law.

Article 20. Office term and number of the Board of Directors' members;
Comply with Article 26 of the Charter of Ton Dong A Corporation.

Article 21. Structure, criteria and conditions of the Board of Directors' members;

1. Structure of the Board of Directors' members:
 - a. The number of non-executive members of the Board of Directors of a public company must meet the following provisions:
 - There is at least 01 non-executive member in case Ton Dong A has the number of the Board of Directors' members from 03 to 05 members;
 - There are at least 02 non-executive members in case Ton Dong A has the number of the Board of Directors' members from 06 to 08 members;
 - There are at least 03 non-executive members in case Ton Dong A has the number of the Board of Directors' members from 09 to 11 members.
 - b. The total number of independent members of the Board of Directors must ensure the following provisions:
 - There is at least 01 independent member in case Ton Dong A has the number of the Board of Directors' members from 03 to 05 members;
 - There are at least 02 independent members in case Ton Dong A has the number of the Board of Directors' members from 06 to 08 members;
 - There are at least 03 independent members in case Ton Dong A has the number of members of the Board of Directors from 09 to 11 members.
2. Criteria and conditions of Board Members:
 - a. Not being a subject that does not reserve the right to establish and manage an enterprise in Vietnam as prescribed in Clause 2, Article 17 of the Law on Enterprises;
 - b. Having professional qualifications and experience in business administration or in Ton Dong A's business fields, lines and lines and not necessarily being a shareholder of Ton Dong A
 - c. A member of the Board of Directors of a company may also be a member of the Board of Directors of another company;
3. Criteria and conditions of Independent members of the Board of Directors:
 - a. Not be a person who is working for Ton Dong A, parent company or subsidiary of Ton Dong A; not being a person who has worked for Ton Dong A, parent company or subsidiary of Ton Dong A for at least 03 consecutive years;

- b. Not being a person who is receiving salaries or remuneration from Ton Dong A, except for allowances that the Board of Directors' members are entitled to as prescribed;
- c. Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling is a major shareholder of Ton Dong A; being a manager of Ton Dong A or its subsidiaries;
- d. Not being a person who directly or indirectly owns at least 01% of the total voting shares of Ton Dong A;
- e. Not being a person who has been a member of the Board of Directors or the Board of Supervisors of Ton Dong A for at least 05 consecutive years, except for the case of being appointed for 02 consecutive terms.

An independent member of the Board of Directors must notify the Board of Directors that he or she no longer fully meets the above-mentioned criteria and conditions and naturally ceases to be an independent member of the Board of Directors from the date of failure to fully meet the criteria and conditions. The Board of Directors must notify the case where the independent member of the Board of Directors no longer fully meets the criteria and conditions at the nearest Shareholders' General Meeting or convene the Shareholders' General Meeting to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receipt of the notice of the independent members of the relevant Board of Directors.

Article 22. Methods of nomination, election, and dismissal of the Board of Directors' members:

1. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares reserve the right to nominate persons to the Board of Directors. The nomination of persons to the Board of Directors shall be carried out as follows:
 - a) Ordinary shareholders who form a group to nominate persons to the Board of Directors must notify the group meeting to the shareholders attending the meeting before the opening of the Shareholders' General Meeting;
 - b) Based on the number of the Board of Directors' members and the Board of supervisors, shareholders or groups of shareholders may nominate one or several persons under the decision of the Shareholders' General Meeting as candidates for the Board of Directors and the Board of supervisors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the Shareholders' General Meeting, the remaining number of candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.
2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares reserve the right to combine the voting rights of each person together to nominate candidates for the Board of Directors. The number of candidates that each group has the right to nominate depends on the number of candidates decided by the General Meeting and the share ownership ratio of each group. The nomination of persons to the Board of Directors shall comply with the following principles:

- Owning from 10% to less than 30% of the total voting shares: Nominating a maximum of one candidate for the Board of Directors.
 - Owning from 30% to less than 65% of the total voting shares: Nominating a maximum of two candidates for the Board of Directors.
 - Owning 65% or more of the total voting shares: Nominating a sufficient number of candidates for the Board of Directors.
3. In case the number of candidates for the Board of Directors approved for nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce more candidates or organize the nomination as prescribed in Ton Dong A's charter. this Regulation and the Regulation on Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the Shareholders' General Meeting votes to elect the Board of Directors' members in accordance with law.
 4. The dossier of candidacy and nomination of the Board of Directors' members basically includes: An application for nomination or candidacy for the Board of Directors' members according to the form of Ton Dong A; Resume and necessary information declared by the candidate according to Ton Dong A's form; Declaration of relevant benefits; A notarized copy of the candidate's Citizen ID or passport; and other documents as required by Ton Dong A and relevant laws. The dossier of candidacy and nomination of the Board of Directors' members shall be served to Ton Dong A according to the relevant notice;
 5. The voting for the election of the Board of Directors' members must be carried out by the method of cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected the Board of Directors' members and shareholders reserve the right to accumulate all or part of their total votes for one or several candidates. The winner of the election of the Board of Directors' members is 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 specified in Ton Dong A's charter is sufficient. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria of the election regulations or Ton Dong A's charter.
 6. The election, and dismissal of the Board of Directors' members shall be decided by the Shareholders' General Meeting on the principle of voting.

Article 23. Cases of dismissal and addition of the Board of Directors' members;

1. The Shareholders' General Meeting shall dismiss a member of the Board of Directors in the following cases:
 - a. Failing to meet the criteria and conditions specified in Article 155 of the Law on Enterprises;
 - b. Having a letter of resignation and be approved;
 - c. Other cases as prescribed by the law and Ton Dong A's Charter

2. The Shareholders' General Meeting shall dismiss a member of the Board of Directors in the following cases:
 - a. Not participating in activities of the Board of Directors for 06 consecutive months, except for force majeure cases
 - b. Other cases as prescribed by the law and Ton Dong A's Charter
3. When deeming it is necessary, the Shareholders' General Meeting shall decide to replace the Board of Directors' members; dismissal or dismissal of the Board of Directors' members other than those specified in Clauses 1 and 2 of this Article.
4. The Board of Directors must convene the Shareholders' General Meeting to elect additional the Board of Directors' members in the following cases:
 - a. The number of the Board of Directors' members is reduced by more than one-third compared to the number specified in Ton Dong A's Charter. In this case, the Board of Directors must convene the Shareholders' General Meeting within 60 days from the date on which the number of members is reduced by more than one-third;
 - b. The number of independent members of the Board of Directors has decreased, failing to ensure the ratio as prescribed by the law;
 - c. Except for the cases specified at Paragraphs a and b of this Clause, the Shareholders' General Meeting shall elect a new member to replace the member of the Board of Directors who has been dismissed or dismissed at the nearest meeting.

Article 24. Notification of the election, and dismissal of the Board of Directors' members and the method of introducing candidates for the Board of Directors' members

1. In case a candidate for the Board of Directors has been identified, Ton Dong A must disclose information related to the candidates at least 10 days before the opening date of the Shareholders' General Meeting on Ton Dong A's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of Ton Dong A if elected as a member of the Board of Directors. Information related to the Board of Directors candidates announced includes:
 - a. Full name, date of birth;
 - b. Professional qualifications;
 - c. Working process;
 - d. Other managerial titles (including the title of the Board of Directors of other companies);
 - e. Interests related to Ton Dong A and its related parties;
 - f. Other information (if any) as prescribed in Ton Dong A's charter;
 - g. The public company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other management positions and interests related to Ton Dong A of the candidate of the Board of Directors (if any).

2. In case the number of candidates for the Board of Directors approved for nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce more candidates or organize the nomination as prescribed in Ton Dong A's charter. this Regulation and the Regulation on Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the Shareholders' General Meeting votes to elect the Board of Directors' members in accordance with the law.
3. The notification of the results of election, and dismissal of the Board of Directors' members shall comply with the regulations guiding information disclosure.

Article 25. Chairman and Vice Chairman of the Board of Directors.

1. The Chairman and Vice Chairman of the Board of Directors shall be elected, dismissed or dismissed from office by the Board of Directors among the Board of Directors' members.
2. The Chairman of the Board of Directors of Ton Dong A may not concurrently be the General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a. To formulate programs and plans for activities of the Board of Directors;
 - b. To prepare programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;
 - c. To organize the adoption of resolutions and decisions of the Board of Directors;
 - d. To supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
 - e. Chairman of the Shareholders' General Meeting;
 - f. Other rights and obligations as prescribed by the Law on Enterprises and Ton Dong A's charter.
4. The Vice Chairman of the Board of Directors shall have the same rights and obligations as the Chairman of the Board of Directors in case of written authorization by the Chairman, but only if the Chairman has notified the Board of Directors of the absence or must be absent from the performance of his/her duties or due to force majeure reasons.
5. In case there is no authorization or the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors are absent or temporarily unable to perform their duties for some reason, or fall into cases where they are unable to perform their duties such as: Death, disappearance, temporary detention, are serving imprisonment sentences, are serving administrative-handling measures at compulsory detoxification establishments, compulsory education establishments, flee from their places of residence, are restricted or have lost their civil act capacity, have difficulties in cognition, control their behaviors, are banned by the Court from holding their posts, prohibited from practicing certain professions or doing certain jobs, the remaining the Board of Directors' members shall elect one of the members to exercise the rights and perform the obligations of the Chairman of the Board of Directors on the principle that the majority of the remaining members agree until a new decision of the Board of Directors is issued.

Article 26. Remuneration and other benefits of the Board of Directors' members.

1. Ton Dong A has the right to pay remuneration and reward the Board of Directors' members according to business results and efficiency.
2. Salaries, remuneration, bonuses and other benefits of the Board of Directors' members shall be paid according to the following provisions:
 - a. The Board of Directors' members are entitled to work remuneration and bonuses. The work remuneration is calculated according to the number of working days required to complete the tasks of the Board of Directors' members and the remuneration level per day. The Board of Directors estimates the remuneration level for each member on the principle of unanimity and unanimity assigns the Chairman of the Board of Directors to promulgate a document on the division of remuneration of the Board of Directors' members. The total remuneration and bonus of the Board of Directors shall be decided by the Shareholders' General Meeting at the annual meeting;
 - b. The Board of Directors' members shall be paid expenses for food, accommodation, travel and other reasonable expenses when performing their assigned tasks;
3. The remuneration of each member of the Board of Directors shall be included in Ton Dong A's business expenses in accordance with the law on corporate income tax, expressed as a separate item in Ton Dong A's annual financial statements and must be reported to the Shareholders' General Meeting at the annual meeting.

Article 27. Committees of the Board of Directors, Office of the Board of Directors, other offices, agencies and assisting departments

1. The Board of Directors may establish subordinate committees to be in charge of tasks related to strategy, investment, development, personnel policy, compensation, internal audit, risk management and may delegate action to subordinate committees. The names of the Committees are decided by the Board of Directors.
2. The number of members of each Committee shall be decided by the Board of Directors, but at least three (03) members. The members of the Committee may consist of one or more the Board of Directors' members and one or more external members at the discretion of the Board of Directors.
3. In the course of exercising the delegated powers, the committees must comply with the regulations set forth by the Board of Directors. These regulations may govern or authorize the admission of persons who are not the Board of Directors' members to the committees mentioned above and authorize such persons to vote as members of the committee but (a) must ensure that the number of outside members is less than half of the total number of members of the committee and (b) the resolution of the committees take effect only when the majority of members attending and voting at the meetings of the committee are the Board of Directors' members.
4. The Board of Directors shall establish the Office of the Board of Directors, offices, agencies or other assisting departments to advise and assist the Board of Directors in organizing and administering corporate governance activities in accordance with the provisions of the law, Ton Dong A's Charter and Resolutions/Decisions of the Shareholders' General Meeting.

5. The specific powers, organizational structure and operation methods of the Committees and Offices of the Board of Directors shall comply with the Working Regulations of each Committee and Office issued by the Board of Directors in accordance with the provisions of the Charter, this Regulation and relevant legal provisions.

Article 28. The order and procedures for organizing a meeting of the Board of Directors include the following principal contents:

1. Minimum number of meetings by month/quarter/year:
The Board of Directors must meet at least once a quarter and may hold extraordinary meetings according to the order and procedures specified in Ton Dong A's charter and this Regulation. The organization of meetings of the Board of Directors, meeting agendas and related documents shall be notified in advance to the Board of Directors' members within the time limit prescribed by the law and Ton Dong A's charter.
2. Cases in which an extraordinary meeting of the Board of Directors must be convened:
The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a. At the request of the Board of supervisors or an independent member of the Board of Directors;
 - b. At the request of the General Director or at least 05 other managers;
 - c. At the request of at least 02 the Board of Directors' members.The proposal must be made in writing, clearly stating the purpose, issues to be discussed and decided under the competence of the Board of Directors.
The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 (seven) working days from the date of receipt of the proposal. In case of failure to convene a meeting of the Board of Directors at the request of the Chairman of the Board of Directors, the Chairman of the Board of Directors shall be responsible for the damage caused to Ton Dong A; the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
3. Notice of Board of Directors meeting (including time, place, agenda, issues to be discussed and decided):
 - a. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least 03 working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues discussed and decided. The notice of invitation to the meeting must be accompanied by documents used at the meeting and voting cards of members. The notice of invitation to the meeting shall be sent by post, email or other means, but must ensure that the contact address of each member of the Board of Directors registered at Ton Dong A is reached.
 - b. The Chairman of the Board of Directors or the convener shall send the notice of invitation to the meeting and enclosed documents to the members of the Board of Supervisors as for the Board of Directors' members.

Controllers reserve the right to attend meetings of the Board of Directors; reserve the right to discuss but not vote.

4. Conditions for organizing meetings of the Board of Directors:

A meeting of the Board of Directors shall be held when three-quarters (3/4) or more of the total number of members attend. In case the meeting convened under this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second time within seven (07) days from the date of the intended first meeting. In this case, the meeting shall be held if more than half (1/2) of the Board of Directors' members attend the meeting.
5. Voting method:
 - a. The Board of Directors' members deem to have attended and voted at the meeting in the following cases:
 - i. Attending and voting directly at the meeting;
 - ii. Authoring other persons to attend the meeting and vote according to the provisions of Clause 7 of this Article.
 - iii. Attending and voting through online conferences, electronic voting or other electronic forms;
 - iv. Serving voting ballots to the meeting via mail or email.
 - b. In case of serving votes to the meeting by mail, the votes must be contained in sealed envelopes and delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Voting ballots are only open in the presence of all attendees.
 - c. Vote:
 - i. Except for the provisions at Paragraph b, each member of the Board of Directors or an authorized person specified in Clause 7 of this Article who is directly present as an individual at a meeting of the Board of Directors shall have one (01) vote;
 - ii. A member of the Board of Directors may not vote on contracts, transactions or proposals in which such member or a person related to that member has an interest and such interests conflict or may conflict with the interests of Ton Dong A. The Board of Directors' members shall not be included in the minimum percentage of members preserved to be able to hold meetings of the Board of Directors on decisions that such members do not reserve the right to vote on;
 - iii. Controllers reserve the right to attend meetings of the Board of Directors, reserve the right to discuss but not vote.
6. How to approve the resolution of the Board of Directors:
 - Resolutions and decisions of the Board of Directors shall be adopted if they are approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.
 - In case the resolution or decision adopted by the Board of Directors is contrary to the provisions of the law, the resolution of the Shareholders' General Meeting or Ton Dong A's charter, causing damage to Ton Dong A, the members who agree to the

adoption of such resolution or decision must be jointly and severally responsible for the resolution. decision and must compensate Ton Dong A for damages; Members who object to the passage of the above-mentioned resolutions or decisions are exempt from liability. In this case, Ton Dong A's shareholders reserve the right to request the Court to suspend the implementation or cancel the above-mentioned resolution or decision.

7. Authorization of other persons to attend meetings of the Board of Directors' members: Members must attend all meetings of the Board of Directors. Members may authorize others to attend meetings and vote if approved by a majority of the Board of Directors' members.
8. Making minutes of the Board of Directors meeting:
 - Meetings of the Board of Directors must be recorded and may be recorded, recorded and kept in other electronic forms. The minutes must be made in Vietnamese and may be additionally made in foreign languages, including the following principal contents:
 - a. Name, address of the headquarters, enterprise code;
 - b. Time and place of the meeting;
 - c. Purpose, agenda and contents of the meeting;
 - d. Full name of each member attending the meeting or the person authorized to attend the meeting and the method of attending the meeting; full names of members who did not attend the meeting and the reasons;
 - e. Issues are discussed and voted on at the meeting;
 - f. Summarizing the opinions of each member attending the meeting in the order of the meeting;
 - g. The voting results clearly state the members who approve, disagree and have no opinions;
 - h. The issue is passed and the vote rate passed accordingly;
 - i. Full name, signature of the chairman and the person taking the record, except for the case specified in Clause 9 of this Article.

The chairperson, the person taking the minutes and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the meeting of the Board of Directors

- The minutes of the Board of Directors meeting and the documents used in the meeting must be kept at Ton Dong A's headquarters.
 - Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the content between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.
9. In case the chairman and/or secretary refuses to sign the Minutes of the Board of Directors meeting:

In case the chairperson or the person taking the minutes refuses to sign the minutes of the meeting but is signed by all other the Board of Directors' members attending the meeting and has all the contents as prescribed at Paragraphs a, b, c, d, e, f, g and h, Clause 1, Article 8, this record shall take effect.

10. Notification of resolutions and decisions of the Board of Directors:

Resolutions and decisions of the Board of Directors shall be disclosed to the authorities and posted on Ton Dong A's website in accordance with the current law on information disclosure on the securities market.

Chapter IV

BOARD OF SUPERVISORS

Article 29. Board of Supervisors

1. The Board of Supervisors is elected by the Shareholders' General Meeting to supervise the Board of Directors and the General Director in the administration and management of Ton Dong A. The Board of Supervisors shall be responsible before law and the Shareholders' General Meeting for the exercise of its rights and obligations.
2. The Board of supervisors has the rights and obligations specified in Article 170 of the Law on Enterprises, Ton Dong A's charter and the following rights and obligations:
 - a. Propose the Shareholders' General Meeting to approve the list of auditing organizations approved to audit Ton Dong A's financial statements; decide on the audit organization approved to inspect Ton Dong A's operations, and exempt the approved auditor when deeming it is necessary.
 - b. To be responsible to shareholders for their supervisory activities.
 - c. Supervise the financial situation of Ton Dong A, the compliance with the law in the activities of the Board of Directors' members, General Directors, and other managers.
 - d. Ensure coordination with the Board of Directors, General Director and shareholders.
 - e. In case of detecting acts of violation of the law or violation of Ton Dong A's charter by the Board of Directors' members, the General Director and other executives of the enterprise, the Board of supervisors must notify in writing to the Board of Directors within 48 hours, request the violator to stop the violation and take remedial measures.
 - f. Formulate the Operation Regulation of the Board of Supervisors and submit it to the Shareholders' General Meeting for approval.
 - g. Report at the Shareholders' General Meeting as prescribed in Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31, 12, 2020 detailing the implementation of a number of articles of the Law on Securities.
 - h. Reserve the right to access Ton Dong A's records and documents kept at the headquarters, branches and other locations; reserve the right to go to the place of work of Ton Dong A's managers and employees during working hours.
 - i. Reserve the right to request the Board of Directors, the Board of Directors' members, the General Director and other managers to provide complete, accurate and timely information and documents on the management, administration and business activities of Ton Dong A.
 - j. Other rights and obligations as prescribed by the law and Ton Dong A's Charter.

Article 30. Office term, number, composition and structure of members of the Board of supervisors

1. The Board of Supervisors has from 03 to 05 members, the office term of the members of the Board of Supervisors shall not exceed 05 years and may be re-elected with an unlimited number of terms.
2. Members of the Board of Supervisors are not necessarily shareholders of Ton Dong A.
3. The Board of Supervisors must have more than half of the members permanently residing in Vietnam.
4. In case a member of the Board of supervisors at the same time ends the office term but the member of the Board of supervisors for the new term has not been elected, the member of the Board of supervisors whose term has expired shall continue to exercise his/her rights and perform his/her duties until the member of the Board of supervisors for the new term is elected and accepts the task.

Article 31. Criteria and conditions of members of the Board of supervisors

Members of the Board of supervisors must meet the following criteria and conditions:

- a. Not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b. Being trained in one of the majors in economics, finance, accounting, auditing, law, business administration or majors suitable to the business activities of the enterprise;
- c. Not be a person who has a family relationship of a member of the Board of Directors, the General Director and other managers;
- d. Not being a company manager; not necessarily a shareholder or employee of Ton Dong A, unless otherwise provided for by Ton Dong A's charter; not working in the accounting and finance departments of Ton Dong A;
- e. Not be a member or employee of an independent audit firm auditing Ton Dong A's financial statements in the previous 03 consecutive years.
- f. Other criteria and conditions as prescribed by other relevant laws and Ton Dong A's charter.

Article 32. Head of the Board of Supervisors

1. The Head of the Board of supervisors must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the enterprise.
2. The Head of the Board of supervisors shall be elected by the Board of supervisors from among the members of the Board of supervisors; the election, and dismissal shall be carried out on the principle of majority.
3. The rights and obligations of the Head of the Board of supervisors shall be stipulated by Ton Dong A's charter.

Article 33. Methods of nomination, election, and dismissal of members of the Board of supervisors

1. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares reserve the right to nominate persons to the Board of Supervisors

- a. Ordinary shareholders forming a group to nominate persons to the Board of Supervisors must notify the group meeting to the shareholders attending the meeting before the opening of the Shareholders' General Meeting;
 - b. Based on the number of members of the Board of supervisors, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the Shareholders' General Meeting as candidates for the Board of supervisors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates whom they are entitled to nominate under the decision of the Shareholders' General Meeting, the remaining number of candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.
2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares reserve the right to nominate/candidate the Board of Supervisors. The number of candidates of the Board of Supervisors that shareholders or groups of shareholders reserve the right to nominate shall be as follows:
 - Shareholders and groups of shareholders owning between 10% and less than 30% of voting shares may nominate a maximum of one candidate;
 - Shareholders and groups of shareholders owning between 30% and less than 65% of the total voting shares may nominate a maximum of two candidates;
 - Shareholders and groups of shareholders owning 65% or more of the total voting shares may nominate a sufficient number of candidates.
3. In case the number of candidates approved by the Board of Supervisors for nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Supervisors shall introduce additional candidates or organize the nomination as prescribed in Ton Dong A's Charter. this Regulation and the Operation Regulation of the Board of supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the Shareholders' General Meeting votes to elect members of the Board of Supervisors in accordance with law.
4. The dossier of candidacy and nomination of members of the Board of Supervisors basically includes: Nomination form or candidacy for members of the Board of Supervisors according to the form of Ton Dong A; curriculum vitae and necessary information declared by the candidate according to the form of Ton Dong A; Declaration of relevant benefits; A notarized copy of the candidate's Citizen ID or passport; and other documents as required by Ton Dong A and relevant laws. The dossier of candidacy and nomination of members of the Board of Supervisors shall be served to Ton Dong A according to the relevant notice;
5. The voting for the election of members of the Board of supervisors must be carried out by the method of cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned by the number of elected members of the Board of supervisors and shareholders reserve the right to pool all or part of their total votes to one or several candidates. The winner of the election of members of the Board of Supervisors is 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 specified in Ton Dong A's charter is sufficient. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Supervisors, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria of the election regulations or Ton Dong A's charter.

6. The election, and dismissal of members of the Board of Supervisors shall be decided by the Shareholders' General Meeting on the principle of voting.

Article 34. Cases of dismissal of members of the Board of supervisors

1. The Shareholders' General Meeting shall dismiss a member of the Board of Supervisors in the following cases:
 - a. No longer meet the criteria and conditions for being a member of the Board of supervisors as prescribed in Article 169 of the Law on Enterprises;
 - b. Have a letter of resignation and be approved;
 - c. Other cases are prescribed by Ton Dong A's charter.
2. The Shareholders' General Meeting dismisses a member of the Board of supervisors in the following cases:
 - a. Failing to complete assigned tasks and jobs;
 - b. Failing to exercise their rights and obligations for 06 consecutive months, except for force majeure cases;
 - c. Repeated violations, serious violations of obligations of members of the Board of Supervisors in accordance with the provisions of the Law on Enterprises and Ton Dong A's Charter;
 - d. Other cases according to the resolution of the Shareholders' General Meeting

Article 35. Notification of election, and dismissal of members of the Board of supervisors

1. In case the candidates of the Board of Supervisors have been identified, Ton Dong A must disclose information related to the candidates at least 10 days before the opening date of the Shareholders' General Meeting on Ton Dong A's website so that shareholders can learn about these candidates before voting. candidates of the Board of Supervisors must have a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of Ton Dong A if he/she is elected as a member of the Board of Supervisors. Information related to the candidates of the Board of Supervisors to be announced includes:
 - a. Full name, date of birth;
 - b. Professional qualifications;
 - c. Work process;
 - d. Other managerial titles;
 - e. Interests related to Ton Dong A and its related parties;
 - f. Other information (if any) as prescribed in Ton Dong A's charter;
 - g. Ton Dong A shall be responsible for disclosing information about the companies in which the candidate holds management positions and interests related to Ton Dong A of the Board of Supervisors candidate (if any).

2. The notification of the results of election, and dismissal of members of the Board of supervisors shall comply with the regulations guiding information disclosure.

Article 36. Salaries and other benefits of members of the Board of supervisors

Salaries, remunerations, bonuses and other benefits of members of the Board of supervisors shall comply with the following provisions:

1. Controllers shall be paid salaries, remuneration, bonuses and other benefits under the decision of the Shareholders' General Meeting. The Shareholders' General Meeting shall decide on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Board of supervisors;
2. Controllers shall be paid for meals, accommodation, travel, and the use of independent consultancy services at a reasonable rate. This total remuneration and expenses must not exceed the total annual operating budget of the Board of supervisors approved by the Shareholders' General Meeting, unless otherwise decided by the Shareholders' General Meeting;
3. Salaries and operating expenses of the Board of Supervisors shall be included in Ton Dong A's business expenses in accordance with the law on corporate income tax and other relevant laws and must be made into separate items in Ton Dong A's annual financial statements.

Chapter V

GENERAL DIRECTOR

Article 37. Roles, responsibilities, rights and obligations of the General Director;

1. The General Director is the person who runs the day-to-day business of Ton Dong A; under the supervision of the Board of Directors; take responsibility before the Board of Directors and the law for the exercise of their assigned rights and obligations.
2. The rights and obligations of the General Director shall comply with the provisions of Ton Dong A's Charter, Ton Dong A's internal regulations and documents, resolutions/decisions of the Shareholders' General Meeting and the Board of Directors, and relevant provisions of the law.

Article 38. Office term, criteria and conditions of the General Director;

The office term of the General Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms. The General Director must meet the following criteria and conditions:

- a. Having full civil act capacity and not being subject to enterprise management.
- b. Having professional qualifications and experience in Ton Dong A's business administration.

Article 39. Candidacy and nomination of General Director

THE BOARD OF DIRECTORS AND THE BOARD OF GENERAL DIRECTORS' members reserve the right to nominate candidates for General Director in accordance with the criteria and conditions in Article 38 of this Regulation and submit them to the Board of Directors for consideration when Ton Dong A wishes to search for a General Director.

Article 40. Appointing and signing labor contracts with the General Director;

The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to be the General Director.

Article 41. Dismissal or termination of labor contracts with the General Director

The Board of Directors may dismiss the General Director when the majority of the Board of Directors' members reserve the right to vote to approve and appoint a new General Director to replace him.

Article 42. Notice of appointment, dismissal, signing and termination of contracts for the General Director;

The notice of appointment, dismissal, signing and termination of contracts for the General Director must be disclosed to the authorities and posted on Ton Dong A's website in accordance with the order and provisions of current law.

Article 43. Salary and other benefits of the General Director

1. Ton Dong A has the right to pay salaries and bonuses to the General Director according to business results and efficiency.
2. The General Director is paid salary and bonuses. The salary and bonus of the General Director shall be decided by the Board of Directors.
3. The General Director's salary shall be included in Ton Dong A's business expenses in accordance with the law on corporate income tax, which shall be expressed as a separate item in Ton Dong A's annual financial statements and must be reported to the Shareholders' General Meeting at the annual meeting.

Chapter VI

COORDINATION BETWEEN THE BOARD OF DIRECTORS AND THE BOARD OF GENERAL DIRECTORS

Article 44. Coordination between the Board of Directors, the Board of supervisors and the General Director, including the following main contents:

1. **Procedures and order for convening, notifying meeting invitations, recording minutes, notifying meeting results between the Board of Directors, the Board of supervisors and the General Director**
 - a. When deeming it is necessary to hold a meeting between the Board of Directors, the Board of supervisors and the General Director, the Chairman of the Board of Directors/the person in charge of corporate governance shall be responsible for collecting opinions from all the Board of Directors' members, the Board of supervisors and the General Director on the organization of the meeting within 24 hours from the date of the necessary event birth. The meeting will take place when the majority of members attend the meeting.
 - b. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting to all members at least 03 working days before the date of the meeting if Ton Dong A's charter does not provide otherwise.
 - c. The notice of invitation to the meeting must specify: Time and place of the meeting; programs, issues discussed and decided. The notice of invitation to the meeting must be accompanied by documents used at the meeting. Notices of

invitations to meetings shall be sent by post, fax, e-mail or other means, but must ensure that they reach the contact addresses of each member of the Board of Directors, members of the Board of Supervisors, and the General Director registered at Ton Dong A.

- d. The proceedings and results of the meeting must be made into the minutes of the meeting, signed by the Chairman of the Board of Directors/authorized person, the secretary, the Head of the Board of Supervisors/authorized person, and the General Director/authorized person for certification.
- e. The meeting results must be communicated to the Board of Directors' members, the Board of Supervisors and the General Director within 24 hours of the adoption of the Minutes and Resolutions.

2. Notification of resolutions and decisions of the Board of Directors to the Board of supervisors

Resolutions, decisions and minutes of meetings of the Board of Directors after they are promulgated must be served to members of the Board of supervisors at the same time and in the same manner as the Board of Directors' members.

3. Notification of resolutions and decisions of the Board of Directors to the General Director

Resolutions and decisions of the Board of Directors (with contents related to the responsibilities, powers and obligations of the General Director) after being issued must be served to the General Director at the same time and in the same manner as for the Board of Directors' members.

4. Cases in which the General Director and the Board of supervisors request to convene a meeting of the Board of Directors and matters that need to be consulted by the Board of Directors

- a. Cases in which the General Director and the Board of supervisors request to convene a meeting of the Board of Directors include:
 - The General Director and the Board of Supervisors found that the Board of Directors' members did not properly perform the rights and obligations of the Board of Directors specified in Clause 2, Article 153 of the Law on Enterprises.
 - The General Director and the Board of Directors found that the members of the Board of supervisors did not properly perform the rights and obligations of the Board of supervisors specified in Article 170 of the Law on Enterprises.
 - The Board of Supervisors and the Board of Directors found that the General Director did not properly perform the rights and obligations of the General Director specified in Clause 3, Article 162 of the Law on Enterprises.
- b. Matters requiring consultation with the Board of Directors, including matters under the jurisdiction of the Board of Directors.

5. The report of the General Director to the Board of Directors on the performance of assigned tasks and powers;

- a. The General Director is responsible for reporting to the Board of Directors all matters related to Ton Dong A's business operations;
- b. The General Director is responsible for reporting in writing to the Board of Directors on the performance of assigned tasks and powers on a periodic basis;

- c. Within 15 days from the end of the month, quarter and year, the General Director must send a written report on Ton Dong A's business activities and operational orientation in the coming period to the Board of Directors;
 - d. The General Director must plan, develop and register specific plans and tasks in each period of Ton Dong A to report to the Board of Directors.
- 6. Review of the implementation of resolutions and other authorization issues of the Board of Directors to the General Director**
- Based on the report of the General Director on the performance of the assigned tasks and powers as prescribed in Clause 5, Article 44 of this Regulation, the Board of Directors will review the results of the implementation of the resolution and other authorization issues of the Board of Directors with the General Director.
- 7. Matters that the General Director must report, provide information and methods of notifying to the Board of Directors and the Board of supervisors;**
- a. Report on business results quarterly, 06 months and annually.
 - b. Annual Business Plan.
 - c. Other matters under the approving competence of the Board of Directors
- The contents that need to be consulted by the Board of Directors must be sent at least seven (07) working days in advance and the Board of Directors will respond within seven (07) working days.
- 8. Coordinate control, administration and supervision activities among the Board of Directors' members, members of the Board of supervisors and the General Director according to the specific tasks of the above-mentioned members.**
- The Board of Directors' members, members of the Board of Supervisors and the General Director shall closely coordinate, regularly exchange in work and provide information on cooperation, support and create favorable conditions for the exercise of rights and duties of members in accordance with the provisions of Ton Dong A's Charter and current laws. In the process of performing the administrative function, the Board of Directors creates conditions for the General Director to perform his functions well. The General Director creates necessary conditions for the Board of Directors' members to perform their assigned tasks well.
 - When detecting urgent issues under the responsibility of the General Director, the Board of Directors' members can communicate directly, by phone or email with the General Director for timely resolution.
 - The General Director shall be responsible for implementing the resolutions and decisions of the Board of Directors; The Board of Directors shall have to inspect and supervise this implementation.
 - In the course of implementing resolutions and decisions of the Board of Directors, if the General Director detects that there is a problem that is not beneficial to Ton Dong A, he must promptly notify it to the Chairman of the Board of Directors for joint settlement.
- Article 45. Regulations on annual evaluation of commendation and disciplinary activities for the Board of Directors' members, General Directors and other business executives;**

1. Evaluation of activities for the Board of Directors' members, members of the Board of supervisors and General Director:

- a. Annually, based on the assigned functions and tasks, the Board of Directors assesses the level of completion of the assigned tasks of each member of the Board of Directors and the General Director.
- b. The General Director presides over the evaluation of key officials.
- c. The Head of the Board of supervisors shall assess the level of task fulfillment of the members of the Board of supervisors
- d. Classification and assessment of the level of task completion according to the following levels:
 - Complete the task well.
 - Complete tasks.
 - Failure to complete tasks.

2. Rewards

- a. Annually, based on the evaluation results of the Board of Directors, the Board of Supervisors, the General Director; The Board of Directors proposes the bonuses for each member of the Board of Directors, the Board of Supervisors and the General Director.
- b. Funding sources for commendation:
 - The Shareholders' General Meeting shall decide on the reward fund for the Board of Directors and the Board of Supervisors.
 - The General Director shall be deducted from Ton Dong A's reward fund.

3. Handling of violations and discipline

- Annually, based on the results of the evaluation of the activities of the Board of Directors' members, the Board of Supervisors, the General Director and managers who fail to complete their duties with care, diligence and professional capacity will be responsible for the damage caused by them.
- The Board of Directors' members, the Board of Supervisors, the General Director and managers who violate the provisions of the law and Ton Dong A's regulations shall, depending on the seriousness of their violations, be disciplined, administratively sanctioned or examined for penal liability in accordance with law. In case of causing damage to the interests of Ton Dong A, shareholders or other persons, they must pay compensation in accordance with the provisions of the law.

Chapter VII

MODE OF REPORTING, SUPERVISION AND HANDLING OF VIOLATIONS

Article 46. Reporting

Annually, Ton Dong A shall be obligated to report on and disclose information regarding the implementation of corporate governance in accordance with the provisions of this Regulation to the State Securities Commission, the Stock Exchange, and other competent authorities in accordance with the law.

Article 47. Supervision

Ton Dong A, related individuals and organizations, and Ton Dong A's shareholders shall be subject to supervision regarding corporate governance by the State Securities Commission, the Stock Exchange, and other competent authorities in accordance with law.

Article 48. Handling of violations

Ton Dong A, relevant units, and individuals that violate or fail to comply with the provisions of this Regulation shall, depending on the nature and severity of the violation, be subject to administrative sanctions or examination for penal liability in accordance with law.

Chapter VIII**AMENDMENTS TO THE CORPORATE GOVERNANCE REGULATIONS****Article 49. Amendments and Supplements to the Corporate Governance Regulations**

1. Any amendment or supplement to this Regulation must be considered and decided by the Shareholders' General Meeting.
2. In the event that provisions of the law relating to Ton Dong A's operations have not been provided for in this Regulation, or where new provisions of the law differ from those set out in this Regulation, such provisions of the law shall automatically apply and govern Ton Dong A's operations.

Chapter IX**EFFECTIVE DATE****Article 50. Validity of the Governance Regulations**

1. This Regulation consists of Chapter IX and 50 Articles, and was unanimously approved by the Shareholders' General Meeting of Ton Dong A on May 29, 2026, which also approved the full validity of this Regulation.
2. This Regulation is the sole and official regulation of Ton Dong A. Any documents previously issued by Ton Dong A (if any) that are contrary to the contents of this Regulation shall cease to be effective.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOD



NGUYEN THANH TRUNG