



**TẬP ĐOÀN ĐẦU TƯ VÀ PHÁT TRIỂN
CÔNG NGHIỆP BECAMEX-CTCP
BECAMEX INVESTMENT AND
INDUSTRIAL DEVELOPMENT GROUP**

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
THE SOCIALIST REPUBLIC OF VIETNAM
Độc lập – Tự do – Hạnh phúc
Independence - Freedom - Happiness**

**TẬP ĐOÀN
ĐẦU TƯ VÀ
PHÁT TRIỂN
CÔNG
NGHIỆP
BECAMEX -
CTCP**

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EXTRAORDINARY INFORMATION DISCLOSURE**

Kính gửi: - Ủy ban Chứng khoán Nhà nước
- Sở giao dịch chứng khoán TP HCM
- The State Securities Commission
- Hochiminh Stock Exchange

Tập đoàn Đầu tư và Phát triển Công nghiệp Becamex - CTCP (Becamex Group)
Becamex Investment and Industrial Development Group.

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Nội dung thông tin công bố/ *Contents of disclosure:*

Tập đoàn Đầu tư và Phát triển Công nghiệp Becamex - CTCP xin công bố thông tin:

1. Điều lệ tổ chức và hoạt động
2. Quy chế nội bộ về quản trị công ty
3. Quy chế hoạt động của Hội đồng quản trị
4. Quy chế hoạt động của Ban kiểm soát

(Theo nội dung chi tiết đính kèm)

Becamex Investment and Industrial Development Group hereby discloses information regarding :

1. *Charter of Organization and Operations*
2. *Internal Regulations on Corporate Governance*
3. *Board of Directors' Operating Regulations*
4. *Supervisory Board's Operating Regulations*

(As detailed in the attached document)

Thông tin này đã được công bố trên trang thông tin điện tử của Tập đoàn vào ngày 26/06/2026 tại đường dẫn: <http://www.becamex.com.vn> mục Cổ đông – Tin tức /Quan hệ cổ đông.



This information was published on the company's website on 26/6/2026 as in the link: <http://www.becamex.com.vn> for Shareholders – News/ Shareholder relations.

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.

We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

TP. Hồ Chí Minh, ngày 26 tháng 6 năm 2026

Ho Chi Minh City June, 26th 2026)

Người được ủy quyền công bố thông tin

Phó Tổng giám đốc

Authorized Person To Disclose Information

Deputy General Director



Nguyễn Thế Duy





BECAMEX INVESTMENT AND INDUSTRIAL DEVELOPMENT GROUP



CHARTER ORGANIZATION AND OPERATIONS

Ho Chi Minh City, June 25, 2026



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PREAMBLE

This Charter was approved pursuant to Resolution of the Annual General Meeting of Shareholders No. 01/2026/NQ-DHĐCĐ dated June 25, 2026, and replaces the Charter issued pursuant to Resolution of the Extraordinary General Meeting of Shareholders No. 02/2025/NQ-DHĐCĐ (YKVB) dated September 30, 2025.

I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Definition of terms

1. In this Charter, the following terms shall be understood as follows:
 - a) **“Charter capital”** is the total par value of shares sold or registered for purchase upon the establishment of the joint stock company and in accordance with the provisions of Article 6 of this Charter;
 - b) **“Voting capital”** is shares, whereby the owner has the right to vote on matters under the decision-making authority of the General Meeting of Shareholders;
 - c) **“Law on Enterprises”** is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and documents amending, supplementing, or replacing it (if any) from time to time;
 - d) **“Law on Securities”** is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and documents amending, supplementing, or replacing it (if any) from time to time.
 - e) **“Vietnam”** is the Socialist Republic of Vietnam;
 - f) **“Date of establishment”** is the date on which Becamex Investment and Industrial Development Group was granted the first Enterprise Registration Certificate;
 - g) **“Business executive”** means the General Director, Deputy General Director, and Chief Accountant;
 - h) **“Corporate manager”** is a person who manages the Group, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and Deputy General Directors.
 - i) **“Related person”** is an individual or organization as defined in Clause 46, Article 4 of the Law on Securities;
 - j) **“Shareholder”** is an individual or organization owning at least one share of the joint stock company;
 - k) **“Major shareholder”** is a shareholder as defined in Clause 18, Article 4 of the Law on Securities;
 - l) **“Duration of operations”** is the operating period of the Group as stipulated in Article 2 of this Charter and the extension period (if any) approved by the Group's General Meeting of Shareholders;
 - m) **“Group”** is Becamex Investment And Industrial Development Group;



- n) **"BECAMEX GROUP"** is the abbreviated name of Becamex Investment And Industrial Development Group;
- o) **"Stock Exchange"** means the Vietnam Stock Exchange and its subsidiaries.
- p) **"Law"** means all legal normative documents prescribed in Article 4 of the Law on Promulgation of Legal Normative Documents No. 64/2025/QH15 dated February 19, 2025, of the National Assembly, as amended and supplemented by Law No. 87/2025/QH15 dated June 25, 2025, of the National Assembly amending and supplementing a number of articles of the Law on Promulgation of Legal Normative Documents, and documents amending, supplementing, or replacing them (if any) from time to time.
- q) **"Subsidiary"** is any company in which the Group owns more than 50% of the charter capital or total common shares; or has the right to directly or indirectly decide on the appointment of the majority or all members of the Board of Directors, the Director, or the General Director; or has the right to decide on the amendment or supplementation of the Charter of that company.
- r) **"Authorized attendee"** is a person legally authorized by a shareholder, by an authorized representative of an institutional shareholder to attend and vote at the General Meeting of Shareholders.
- s) **"Representative of the Group's capital portion at enterprises or the Group's authorized representative"** is an individual authorized in writing by the Group to exercise the rights and responsibilities of the Group regarding the capital portion invested by the Group in joint-stock companies or limited liability companies.
- t) **"Business territory"** means the geographical scope for the Group's production and business activities, including within and outside the territory of Vietnam.
- u) **"Internal Regulations on Corporate Governance"** is the internal regulations on the Group's governance developed by the Board of Directors, submitted to the General Meeting of Shareholders for approval, and issued by the Board of Directors, stipulating the governance and management of the Group in accordance with the provisions of the law from time to time
- v) **"Charter"** is the Charter of Organization and Operation of the Group and its amendments and supplements approved by the General Meeting of Shareholders from time to time.
- w) **"Board of Directors"** or **"BOD"** is the management body of the Group, having full authority on behalf of the Group to decide and exercise the rights and obligations of the Group, except for rights and obligations under the authority of the General Meeting of Shareholders as prescribed by law and this Charter.
- x) **"Board of Supervisors"** or **"BOS"** is the body performing the function of inspecting and supervising the Group's operations in accordance with the provisions of the law and this Charter.



2. In this Charter, references to one or more provisions or other documents include any amendments, supplements, or replacement documents.
3. The headings (Sections, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.
4. Any words or terms mentioned in the Law on Enterprises, the Law on Securities, and other laws (if not inconsistent with the subject or context) shall have the same meaning as in this Charter.

II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE GROUP

Article 2. Name, form, headquarters, branches, representative offices, business locations, and duration of operation of the Group

1. Name of the Group

- Name of the Group in Vietnamese: **TẬP ĐOÀN ĐẦU TƯ VÀ PHÁT TRIỂN CÔNG NGHIỆP BECAMEX - CTCP**
- Name of the Group in foreign language: **BECAMEX INVESTMENT AND INDUSTRIAL DEVELOPMENT GROUP**
- Abbreviated name of the Group: **BECAMEX GROUP**

The Group is a joint-stock company with legal entity status in accordance with the current laws of Vietnam.

2. Registered headquarters of the Group:

- Address: 10th Floor, mPlaza Saigon Building, No. 39 Le Duan, Saigon Ward, Ho Chi Minh City, Vietnam.
- Telephone: (0274) 3822655.
- Fax: (0274) 3822713.
- E-mail: info@becamex.com.vn
- Website: www.becamex.com.vn

3. The Group may establish branches, representative offices, and business locations in the business territory to achieve the objectives of the Group in accordance with the decisions of the Board of Directors and to the extent permitted by law.

4. Unless terminated before the expiration date as prescribed in Clause 2, Article 55, the duration of operation of the Group is indefinite.

Article 3. Legal representative of the Group

1. The Group has 02 (two) legal representatives, including:



a) Chair of the Board of Directors;

b) General Director.

2. The legal representative of the Group is an individual representing the Group to exercise the rights and obligations arising from the Group's transactions, representing the Group as a requester for civil matter resolution, plaintiff, defendant, or person with related interests and obligations before Arbitrators or Courts, and other rights and obligations as prescribed by law.

3. The responsibilities of the legal representative shall be implemented in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current laws and this Charter.

4. The Group's legal representative must reside in Vietnam. In case of exiting Vietnam, the legal representative must authorize in writing another individual residing in Vietnam to exercise the rights and perform the obligations of the legal representative. In this case, the legal representative remains responsible for the exercise of the authorized rights and performance of the authorized obligations. If the authorization period expires as prescribed in this clause and the Group's legal representative has not returned to Vietnam and has not provided further authorization, the authorized person shall continue to exercise the rights and perform the obligations of the Group's legal representative until the Group's legal representative returns to work at the Group or until the Board of Directors decides to appoint another person as the Group's legal representative.

5. In addition to the rights, obligations, and legal responsibilities prescribed by law and this Charter, the legal representative has the following rights and obligations:

- For the Chairman of the Board of Directors, it shall be implemented in accordance with Article 29 of this Charter;

- For the General Director, it shall be implemented in accordance with Clause 4, Article 35 of this Charter.

III. OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE GROUP

Article 4. Operational objectives of the Group

1. The main business lines of the Group are:

No.	Name of business line	Industry code	Principal business line
1	Real estate business, land use rights belonging to the owner, user, or lessee <i>(excluding investment in cemetery infrastructure to transfer land use rights associated with infrastructure).</i> Details: Real estate business.	6810	X



No.	Name of business line	Industry code	Principal business line
	Business in technical infrastructure for industrial zones, residential areas, and urban areas; worker housing services.		
2	Cartographic activities Details: Surveying, measuring, and drawing cadastral maps.	71102	
3	Intermediary services for real estate activities <i>(excluding asset auction services).</i> Details: Real estate trading floor	6821	
4	Other real estate activities on a fee or contract basis	6829	
5	Road freight transport	4933	
6	Electricity production from renewable energy sources <i>(excluding transmission and dispatch of the national power system; construction and operation of multi-purpose hydropower and nuclear power plants of special socio-economic importance).</i> Details: Production of electricity from solar energy and renewable energy.	3512	
7	Electricity transmission and distribution <i>(excluding transmission and dispatch of the national power system; construction and operation of multi-purpose hydropower and nuclear power plants of special socio-economic importance).</i> Details: Transmission and distribution of electricity, electrical energy, and solar energy up to a voltage level of 110 kV. Investment in power grid development, retail electricity distribution, operation management, and repair of power grids up to a voltage level of 110 kV. Trading in the purchase and sale of rooftop, ground-mounted, and floating solar energy up to a voltage level of 110 kV.	3513	
8	Construction of power works <i>(excluding construction and operation of multi-purpose</i>	4221	



No.	Name of business line	Industry code	Principal business line
	<i>hydropower and nuclear power plants of special socio-economic importance)</i> Details: Construction and installation of power line works and transformer stations up to 110 kV. Construction and installation of solar energy systems (rooftop, ground-mounted, and floating). Construction of industrial and civil electrical works		
9	Architectural activities and related technical consultancy <i>(Excluding services for establishing, operating, maintaining, and repairing maritime signals, water areas, water zones, public maritime channels, and maritime routes; survey services for water areas, water zones, public maritime channels, and maritime routes serving the publication of Maritime Notices; survey, construction, and publication services for nautical charts of water areas, seaports, maritime channels, and maritime routes)</i> Details: Consultancy for surveying and designing power transmission lines and transformer stations up to a voltage level of 110 kV. Consultancy for construction supervision and completion of power transmission line works and transformer stations up to 110 kV. Consultancy for design and construction supervision of solar energy systems (rooftop, ground-mounted, and floating). Project management consultancy; investment project preparation consultancy; bidding consultancy, and cost estimation for power transmission line works and transformer stations up to 110 kV. Consultancy, design, supervision, construction, and development of civil, public, industrial, transport, and technical infrastructure works. Design, verification, supervision, and construction of electrical works from 35 kV and below (transmission lines, transformer stations, lighting systems, civil and industrial electrical systems).	7110	



No.	Name of business line	Industry code	Principal business line
	Project management and construction supervision. Surveying, measuring, and drawing cadastral maps. Consultancy and detailed planning, technical design, total cost estimation, and preparation and appraisal of investment projects for residential areas, urban areas, industrial zones, and civil, industrial, and transport works. Carrying out business for construction investment projects under the PPP model. Consultancy and urban planning (master planning, zoning, 1/500 detailed planning), rural planning, and regional construction planning.		
10	Other business support service activities not elsewhere classified <i>(excluding inspection services (testing, trial) and issuance of Certificates for transport vehicles (including vehicle systems, assemblies, equipment, and components); inspection and issuance of technical safety and environmental protection Certificates for specialized vehicles, equipment, containers, and dangerous goods packaging equipment used in transport; inspection and issuance of technical safety and environmental protection Certificates for offshore oil and gas exploration, exploitation, and transport vehicles and equipment; occupational safety technical inspection services for machinery and equipment with strict safety requirements installed on transport vehicles and offshore oil and gas exploration, exploitation, and transport vehicles and equipment; fishing vessel registration services.)</i> Details: Inspection, calibration, testing, installation, and checking: various types of electrical equipment, measuring instruments, measuring tools, electrical equipment, and control protection. Testing and calibration of electrical equipment; Automation and control activities	8299	
11	Inland waterway freight transport	5022	



No.	Name of business line	Industry code	Principal business line
	Details: Inland waterway freight transport by motorized vehicles; Inland waterway freight transport by rudimentary vehicles.		
12	Warehousing and storage of goods Details: ICD services. Warehousing and storage of goods in bonded warehouses; Warehousing and storage of goods in cold storage (excluding bonded warehouses); Warehousing and storage of goods in other types of warehouses.	5210	
13	Support service activities for water transport <i>(excluding maritime safety regulation services in water areas, water zones, and public maritime channels; maritime electronic information services; services for establishing, operating, maintaining, and repairing maritime signals, water areas, water zones, public maritime channels, and maritime routes; survey services for water areas, water zones, public maritime channels, and maritime routes serving the publication of Maritime Notices; survey, construction, and publication services for nautical charts of water areas, seaports, maritime channels, and maritime routes; construction and publication of maritime safety documents and publications. Maritime pilotage services.)</i> Details: Support service activities related to coastal and ocean transport; Inland waterway port operation activities.	5222	
14	Cargo handling <i>(excluding cargo handling at airports).</i> Details: Cargo loading and unloading services. Road cargo handling. Railway station cargo handling. Seaport cargo handling. River port cargo handling. Other cargo handling.	5224	
15	Other support service activities related to transport <i>(excluding services for establishing, operating, maintaining, and repairing maritime signals, water areas, water zones, public maritime channels, and maritime routes; survey services for water</i>	5229	



No.	Name of business line	Industry code	Principal business line
	<i>areas, water zones, public maritime channels, and maritime routes serving the publication of Maritime Notices; survey, construction, and publication services for nautical charts of water areas, seaports, maritime channels, and maritime routes; construction and publication of maritime safety documents and publications; maritime safety regulation services in water areas, water zones, and public maritime channels; maritime electronic information services; inspection services (testing, trial) and issuance of Certificates for transport vehicles (including vehicle systems, assemblies, equipment, and components); inspection and issuance of technical safety and environmental protection Certificates for specialized vehicles, equipment, containers, and dangerous goods packaging equipment used in transport; inspection and issuance of technical safety and environmental protection Certificates for offshore oil and gas exploration, exploitation, and transport vehicles and equipment; occupational safety technical inspection services for machinery and equipment with strict safety requirements installed on transport vehicles and offshore oil and gas exploration, exploitation, and transport vehicles and equipment; fishing vessel registration services; Maritime pilotage services; Air transport support services).</i> Details: Warehouse services, container yards, packaging, container transport loading and unloading, freight forwarding agencies, cargo tallying; Bonded warehouse, cold storage, and container yard business. Transport, freight forwarding, and customs brokerage services. Agency and forwarding services. Logistics. Other support services related to transport not elsewhere classified. Ship cleaning services. Open port area services: Buying, selling, sorting, storing, preserving, repairing packaging, and packing goods		
16	Construction of other civil engineering works	4299	



No.	Name of business line	Industry code	Principal business line
	<i>(excluding construction and operation of multi-purpose hydropower and nuclear power plants of special socio-economic importance).</i> Details: Construction and development of civil, public, industrial, transport, and technical infrastructure works. Investment in construction of technical infrastructure for industrial zones, residential areas, and urban areas.		
17	Mining of stone, sand, gravel, and clay Details: Mineral extraction and processing.	0810	
18	Other mining not elsewhere classified	0899	
19	Production of cement, lime, and plaster Details: Production of construction materials	2394	
20	Wholesale of other construction materials and installation equipment <i>(excluding the exercise of export, import, and distribution rights for the following goods: tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar, and beet sugar.)</i> Details: Trading of construction materials.	4673	
21	Manufacturing of concrete and products from concrete, cement, and plaster Details: Various types of precast concrete components.	2395	
22	Residential construction	4101	
23	Manufacturing of woven fabrics Details: Manufacturing of textile and garment products.	1312	
24	Finishing of textile products Details: Processing of textile and garment products	1313	



No.	Name of business line	Industry code	Principal business line
25	Wholesale of fabrics, garments, and footwear Details: Trading of textile and garment products.	4641	
26	Manufacturing of solar cells, solar panels, and photovoltaic inverters	2611	
27	Manufacturing of other electronic components Details: Manufacturing and assembly of electronic goods.	2619	
28	Manufacturing of consumer electronic products	2640	
29	Manufacturing of other general-purpose machinery Details: Manufacturing and assembly of machinery, equipment, and spare parts for industrial production and consumption.	2819	
30	Wholesale of electronic and telecommunications equipment and components <i>(excluding the exercise of export, import, and distribution rights for the following goods: tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar, and beet sugar.)</i> Details: Trading of electronic goods.	4652	
31	Wholesale of other machinery, equipment, and spare parts <i>(excluding the exercise of export, import, and distribution rights for the following goods: tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar, and beet sugar.)</i> Details: Trading of machinery, equipment, and spare parts for industrial production and consumption.	4659	
32	Other manufacturing not elsewhere classified Details: Manufacturing of supplies, raw materials, and goods for production and consumption.	3290	
33	Other specialized wholesale not elsewhere classified <i>(excluding the exercise of export, import, and distribution rights for</i>	4679	



No.	Name of business line	Industry code	Principal business line
	<i>the following goods: tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar, and beet sugar.)</i> Details: Trading of supplies, raw materials, and goods for production and consumption		
34	Advertising <i>(excluding products, goods, and services prohibited from advertising)</i> Details: Provision of marketing services.	7310	
35	Market research and public opinion polling <i>(excluding public opinion polling services).</i> Details: Market research.	7320	
36	Other financial service activities not elsewhere classified Details: Investment consulting. Financial investment in other domestic and foreign enterprises.	6619	
37	Hospital and health station activities Details: Activities in the hospital and medical sector.	8610	
38	Activities of general, specialized, and dental clinics	8620	
39	Intermediate service activities for courses and tutoring	8561	
40	Other educational support activities Details: Activities in the education sector.	8569	
41	Repair and maintenance of transport equipment (excluding automobiles, motorcycles, motorbikes, and other motor vehicles) Details: Repair services for watercraft and sea vessels. Repair and maintenance of urban railway transport equipment.	3315	



No.	Name of business line	Industry code	Principal business line
42	Construction of hydraulic structures <i>(excluding the construction and operation of multi-purpose hydropower and nuclear power plants that are of special socio-economic importance)</i> Details: Construction and repair of hydraulic structures. Waterway dredging activities.	4291	
43	Coastal and ocean freight transport Details: Coastal freight transport. Ocean freight transport. International multimodal transport business.	5012	
44	Construction of railway works	4211	
45	Railway passenger transport Details: Railway transport business, domestic and international intermodal transport.	4911	
46	Railway freight transport Details: Railway transport agency and services.	4912	
47	Urban and suburban road passenger transport (excluding bus transport) Details: Urban and suburban passenger transport by urban railway.	4931	
48	Service activities incidental to railway transportation <i>(excluding the management and operation of national railway and urban railway infrastructure systems invested by the State, excluding maintenance of railway infrastructure)</i> Details: Activities of railway passenger stations. Other services related to the organization and implementation of passenger, luggage, parcel, and freight transport by rail. Management, operation, maintenance, and repair of urban railway infrastructure systems. Railway infrastructure business.	5221	



No.	Name of business line	Industry code	Principal business line
49	Repair and maintenance of machinery and equipment Details: Repair of specialized urban railway machinery and equipment.	3312	
50	(The enterprise must comply with the provisions of law on land, construction, fire prevention and fighting, environmental protection, and business conditions for conditional business lines) Business lines not yet matched with the Vietnam Standard Industrial Classification: - Financial investment in other domestic and foreign enterprises. - Activities in the hospital, medical, and education sectors. (The Group shall not engage in business activities listed in the list of business lines with restricted market access for foreign investors as specified in Section A, Appendix I of Decree 31/2021/ND-CP dated March 26, 2021 of the Government detailing and guiding the implementation of a number of articles of the Law on Investment and amendments, supplements, or replacements thereof from time to time)		

2. Operational objectives of the Group: The Group is established to mobilize and use capital effectively in developing registered production and business lines, with the goal of maximizing profits, increasing dividends for shareholders, creating stable jobs for employees, contributing to the state budget, and developing the Group.

Article 5. Scope of business and operations of the Group

1. The Group is permitted to plan and conduct all business activities in the industries and trades of the Group that have been announced on the National Business Registration Database and specified in this Charter, in accordance with the provisions of current laws, and to implement appropriate measures to achieve the Group's objectives.

2. The Group may conduct business activities in industries and trades that are not prohibited by law.

3. In case the Group engages in conditional business investment lines, the Group must satisfy all business conditions as prescribed by the law on investment and relevant



specialized laws.

IV.CHARTER CAPITAL, SHARES

Article 6. Charter capital, shares

1. The charter capital of the Group is **10,350,000,000,000 VND** (Ten thousand, three hundred and fifty billion VND).

The total charter capital of the Group is divided into 1,035,000,000 shares with a par value of 10,000 VND/share.

2. The Group may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of the law.

3. The shares of the Group on the date of approval of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of share are prescribed in Article 12 and Article 13 of this Charter.

4. The Group may issue other types of preference shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.

5. The Group has no founding shareholders.

Ordinary shares must be offered for sale with priority to existing shareholders in proportion to their ownership of ordinary shares in the Group, except where the General Meeting of Shareholders decides otherwise; the number of shares that shareholders do not register to purchase in full shall be decided by the Board of Directors of the Group. The Board of Directors may distribute those shares to shareholders and other persons under conditions not more favorable than those offered to existing shareholders, except where the General Meeting of Shareholders approves otherwise or the law on securities provides otherwise.

6. The Group may purchase shares issued by the Group itself in the manners prescribed in this Charter and current law.

7. The Group may issue other types of securities in accordance with the provisions of the law.

8. The maximum foreign ownership ratio in Becamex Investment And Industrial Development Group is 34%.

Article 7. Share certificate

1. Shareholders of the Group shall be issued share certificates corresponding to the number and type of shares owned.

2. A share certificate is a type of security certifying the legal rights and interests of the owner in a portion of the charter capital of the issuing organization. Share certificates must contain full details as prescribed in Clause 1, Article 121 of the Law on Enterprises.



3. Within 30 days from the date of submitting a complete dossier requesting the transfer of share ownership in accordance with the Group's regulations or within 30 days from the date of full payment for the purchase of shares in accordance with the Group's share issuance plan, the owner of the shares shall be issued a share certificate. Shareholders are not required to pay the Group for the cost of printing share certificates.

4. In case a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be re-issued a share certificate by the Group upon the request of that shareholder. The shareholder's request must include the following contents:

- a) Information regarding the share certificate that has been lost, damaged, or destroyed in any other form;
- b) A commitment to be responsible for any disputes arising from the re-issuance of the new share certificate.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Group shall be issued with the signature of the legal representative and the seal of the Group.

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise provided by this Charter and the law; shares listed on the Stock Exchange shall be transferred in accordance with the regulations of the law on securities and the stock market.

2. Shares that have not been fully paid for shall not be transferred or enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

Article 10. Forfeiture of shares (in the case of enterprise registration)

1. In case a shareholder does not pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to require that shareholder to pay the remaining amount and be responsible corresponding to the total par value of the shares registered for purchase for the financial obligations of the Group arising from the failure to pay in full.

2. The aforementioned payment notice must clearly state the new payment deadline (at least 07 days from the date of sending the notice), the payment location, and the notice must clearly state that in case of failure to pay as required, the unpaid shares will be forfeited.

3. The Board of Directors has the right to forfeit shares that have not been fully paid for on time in case the requirements in the aforementioned notice are not met.



4. Forfeited shares are considered shares authorized for offering as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution under conditions and in a manner that the Board of Directors deems appropriate.

5. A shareholder holding forfeited shares must relinquish their status as a shareholder with respect to those shares, but shall still be responsible corresponding to the total par value of the shares registered for purchase for the financial obligations of the Group arising at the time of forfeiture according to the decision of the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors has full authority to decide on the enforcement of payment of the full value of the shares at the time of forfeiture.

6. The forfeiture notice shall be sent to the holder of the forfeited shares before the time of forfeiture. The forfeiture remains effective even in the case of errors or negligence in sending the notice.

V. ORGANIZATIONAL, GOVERNANCE, AND CONTROL STRUCTURE

Article 11. Organizational, governance, and control structure

The management, governance, and control structure of the Group includes:

1. The General Meeting of Shareholders.
2. The Board of Directors, the Board of Supervisors.
3. The General Director.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Shareholders are the owners of the Group and have rights and obligations corresponding to the number and class of shares they own. Shareholders are only responsible for the debts and other property obligations of the Group within the scope of the capital contributed to the Group.

2. Ordinary shareholders have the following rights:

- a) To attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms as prescribed by the Group's Charter, Internal Governance Regulations, and the law. Each ordinary share has one vote;
- b) To receive dividends at the rate decided by the General Meeting of Shareholders;
- c) To have priority in purchasing new shares corresponding to the proportion of ordinary share ownership of each shareholder in the Group;



- d) To freely transfer their shares to others, except for cases stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of the law;
- e) To review, look up, and extract information regarding the name and contact address in the list of shareholders with voting rights; to request the correction of inaccurate information about themselves;
- f) To review, look up, extract, or copy the Group's Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;
- g) Upon the dissolution or bankruptcy of the Group, to receive a portion of the remaining assets corresponding to the proportion of share ownership in the Group;
- h) To request the Group to repurchase shares in cases stipulated in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same class provides the owning shareholder with equal rights, obligations, and benefits. In case the Group has different classes of preference shares, the rights and obligations attached to those preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- j) To have full access to periodic and extraordinary information disclosed by the Group in accordance with the law;
- k) To have their legitimate rights and interests protected; to propose the suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
- l) Other rights as prescribed by law and this Charter.

3. A shareholder or group of shareholders owning 5% or more of the total ordinary shares has the following rights:

- a) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- b) To review, look up, and extract the minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions that must be approved by the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Group;
- c) To request the Board of Supervisors to inspect specific issues related to the management and operation of the Group when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, and legal identification document number for individual shareholders; name, enterprise identification number or legal identification document number of the organization, and headquarters address for institutional shareholders; the number of shares and the time of share registration of each shareholder, the total number of



shares of the group of shareholders, and the ownership ratio in the total shares of the Group; the issue to be inspected, and the purpose of the inspection;

- d) To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Group no later than 03 working days before the opening date. The proposal must clearly state the name of the shareholder, the quantity of each class of shares held by the shareholder, and the issue proposed to be included in the meeting agenda;
- e) Other rights as prescribed by law and this Charter.

4. A request to convene a General Meeting of Shareholders as prescribed in Point a, Clause 3 of this Article must be in writing and must include the following contents: full name, contact address, nationality, and legal document number of the individual for individual shareholders; name, enterprise identification number or legal document number of the organization, and head office address for institutional shareholders; the number of shares and time of share registration of each shareholder, the total number of shares of the group of shareholders, and the ownership ratio in the total number of shares of the company, as well as the grounds and reasons for requesting the convening of the General Meeting of Shareholders. Attached to the request must be documents and evidence regarding the violations of the Board of Directors, the extent of the violations, or the decision exceeding their authority. The shareholder or group of shareholders shall be fully responsible before the law for the accuracy and honesty of the documents and evidence provided to the competent authority when requesting the convening of the General Meeting of Shareholders.

5. A shareholder or group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors and the Board of Supervisors. The nomination of candidates for the Board of Directors and the Board of Supervisors shall be carried out as follows:

- a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Board of Supervisors must notify the shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders;
- b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders stipulated in this Clause has the right to nominate one or several persons as decided by the General Meeting of Shareholders to be candidates for the Board of Directors and the Board of Supervisors. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the nomination of the remaining candidates shall be carried out in accordance with Article 25 and Article 37 of this Charter.



Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To pay in full and on time for the shares committed to be purchased.
2. Not to withdraw capital contributed by ordinary shares from the Group in any form, except in cases where shares are repurchased by the Group or other persons. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, that shareholder and the related person in the Group shall be jointly and severally liable for the debts and other property obligations of the Group within the scope of the value of the shares withdrawn and the damages incurred.
3. To comply with the Group's Charter and the Group's Internal Management Regulations.
4. Comply with the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors.
5. Maintain the confidentiality of information provided by the Group in accordance with the Group's Charter and the law; use the provided information only to exercise and protect their own legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send the information provided by the Group to other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise the right to vote/elect through the following methods:
 - a) Attend and vote/elect directly at the meeting;
 - b) Authorize other individuals or organizations to attend and vote/elect at the meeting;
 - c) Attend and vote/elect via online conference, electronic voting, or other electronic forms;
 - d) Send voting/election ballots to the meeting via mail, fax, or email;
 - e) Send voting/election ballots by other means as prescribed by law.
7. Accept personal responsibility when acting on behalf of the Group in any form to perform any of the following acts:
 - a) Violating the law;
 - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c) Paying off debts that are not yet due in the face of financial risks to the Group.
8. Fulfill other obligations as prescribed by current law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Group. The General Meeting of Shareholders shall hold an annual meeting once a year within four (04) months from the



end of the fiscal year. Based on operational conditions, the Board of Directors may decide to extend the annual General Meeting of Shareholders in case of necessity, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue for the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Group's Charter, particularly the approval of the audited annual financial statements. In case the audit report of the Group's annual financial statements contains material exceptions, adverse opinions, or disclaimers, the Group must invite representatives of the approved auditing organization that performed the audit of the Group's financial statements to attend the annual General Meeting of Shareholders, and the aforementioned representatives of the approved auditing organization are responsible for attending the Group's annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the interests of the Group;
- b) The number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) Upon the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, and must bear sufficient signatures of the relevant shareholders, or the written request may be prepared in multiple copies and aggregated with sufficient signatures of the relevant shareholders;
- d) Upon the request of the Board of Supervisors;
- e) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

a) The Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members of the Board of Directors or Controllers remains as prescribed in Point b, Clause 3 of this Article or upon receiving a request as prescribed in Point c and Point d, Clause 3 of this Article.

b) The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within 06



months from the date of receiving the notice from the relevant independent member of the Board of Directors;

c) In case the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next 30 days, the Board of Supervisor shall replace the Board of Directors to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;

d) In case the Board of Supervisor fails to convene a General Meeting of Shareholders as prescribed in Point c, Clause 4 of this Article, then the shareholder or group of shareholders as prescribed in Point c, Clause 3 of this Article has the right to represent the Group to convene the General Meeting of Shareholders as prescribed by the Law on Enterprises. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Group. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

e) Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

5 The General Meeting of Shareholders shall pass resolutions under its authority by voting at the meeting or by collecting written opinions. The General Meeting of Shareholders may be held in the form of an in-person meeting, an online meeting, or a combination of an in-person and an online meeting.

Article 15. Rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the following rights and obligations:

- a) Approve the Group's development orientation;
- b) Decide on the types of shares and the total number of shares of each type authorized for offering; decide on the annual dividend rate for each type of share;
- c) Elect, remove, or dismiss members of the Board of Directors and Supervisors;
- d) Decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Group's most recent financial statements;
- e) Decide on amendments and supplements to the Group's Charter;
- f) Approve the annual financial statements;
- g) Decide on the buyback of more than 10% of the total sold shares of each type;
- h) Review and handle violations by the Board of Directors or the Board of Supervisors that cause damage to the Group and its shareholders;
- i) Decide on the reorganization or dissolution of the Group;



- j) Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- k) Approve/Amend and supplement the Internal Corporate Governance Regulations; the Operating Regulations of the Board of Directors and the Board of Supervisors;
- l) Approve the list of approved auditing organizations; decide on the approved auditing organization to perform the inspection of the Group's operations, and dismiss the approved auditor when deemed necessary;
- m) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders shall discuss and approve the following matter:

- a) The Group's annual business plan;
- b) The audited annual financial statements;
- c) Report of the Board of Directors on corporate governance and the performance of the Board of Directors and each member of the Board of Directors; Activities of independent members of the Board of Directors and the evaluation results of each independent member regarding the activities of the Board of Directors.
- d) The report of the Board of Supervisors on the Group's business results and the performance results of the Board of Directors and the General Director;
- e) The self-evaluation report on the performance results of the Board of Supervisors and Supervisors;
- f) The dividend rate for each share of each type;
- g) The number of members of the Board of Directors and the Board of Supervisors;
- h) Elect, remove, or dismiss members of the Board of Directors and Supervisors;
- i) Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- j) Approve the list of approved auditing organizations; decide on the approved auditing organization to perform the inspection of the Group's operations when deemed necessary;
- k) Supplement and amend the Group's Charter;
- l) The type of shares and the number of new shares to be issued for each type of share;
- m) Split, separate, consolidate, merge, or convert the Group;
- n) Reorganize and dissolve (liquidate) the Group and appoint a liquidator;
- o) Decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Group's most recent financial statements;
- p) Decide on the buyback of more than 10% of the total sold shares of each type;
- q) The Group's entry into contracts or transactions with subjects as stipulated in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Group's assets recorded in the most recent financial statements;
- r) Approve transactions as stipulated in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the



- implementation of a number of articles of the Law on Securities and amendments, supplements, or replacements thereof from time to time;
- s) Approve the Internal Corporate Governance Regulations, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Board of Supervisors;
 - t) Other issues as prescribed by law and this Charter.

3. All resolutions and matters included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders or authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend, or attend through one of the methods stipulated in clause 3 of Article 144 of the Law on Enterprises. Institutional shareholders may only authorize a maximum of 03 authorized representatives to attend the General Meeting of Shareholders.

2. The authorization for an individual or organization to act as a representative to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The written authorization shall be prepared in accordance with the civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the written authorization upon registering for the meeting. In case of re-authorization, the attendee must also present the original written authorization from the shareholder or the authorized representative of the corporate shareholder (if not previously registered with the Group).

3. In case a lawyer signs the appointment of a representative on behalf of the authorizing party, such appointment shall only be considered valid if the appointment document is presented together with the power of attorney for the lawyer or a certified copy thereof (if not previously registered with the Group).

4. The voting card/ballot of an authorized person attending the meeting within the scope of authorization remains valid upon the occurrence of any of the following events, except in the following cases:

- a) The authorizing party has died, has had their civil act capacity restricted, or has lost their civil act capacity;
- b) The authorizing party has revoked the appointment of authorization;
- c) The authorizing party has revoked the authority of the person performing the authorization.



This provision does not apply in cases where the Group receives notice of one of the above events at least twenty-four (24) hours before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Variation of rights

1. The variation or cancellation of special rights attached to a class of preference shares shall take effect when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders regarding the content that adversely changes the rights and obligations of shareholders owning preference shares shall only be passed if approved by shareholders of the same class of preference shares attending the meeting who own 75% or more of the total preference shares of that class, or approved by shareholders of the same class of preference shares owning 75% or more of the total preference shares of that class in the case of passing a resolution by way of written opinion collection.

2. The organization of a meeting of shareholders holding a class of preference shares to approve the variation of rights mentioned above is only valid when there are at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. In case there is an insufficient number of delegates as mentioned above, the meeting shall be reorganized within the next 30 days, and those holding shares of that class (regardless of the number of people and the number of shares) present in person or through an authorized representative shall be considered as having the required number of delegates. At the meetings of shareholders holding the aforementioned preference shares, those holding shares of that class present in person or through a representative may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings shall be carried out similarly to the provisions in Articles 20, 21, and 22 of this Charter.

4. Unless otherwise provided by the terms of share issuance, the special rights attached to classes of shares with preferential rights regarding some or all matters related to the distribution of profits or assets of the Group shall not be changed when the Group issues additional shares of the same class.

Article 18. Convening meetings, meeting agenda, and notice of the General Meeting of Shareholders

1. The Board of Directors shall convene the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the cases prescribed in Clause 3, Article 14 of this Charter.

2. The person convening the General Meeting of Shareholders must perform the following tasks:



- a) Prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders eligible to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the notice of the General Meeting of Shareholders. The Group must disclose information regarding the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 days before the final registration date;
- b) Prepare the agenda and content of the meeting;
- c) Prepare documents for the meeting;
- d) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;
- e) Determine the time and location of the meeting;
- f) Notify and send the notice of the General Meeting of Shareholders to all shareholders eligible to attend;
- g) Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the shareholder's contact address, and simultaneously published on the website of the Group, the State Securities Commission, and the Stock Exchange. The person convening the General Meeting of Shareholders must send the meeting notice to all shareholders on the list of shareholders eligible to attend at least 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Group's website. In case documents are not sent with the notice of the General Meeting of Shareholders, the meeting notice must clearly state the link to all meeting documents so that shareholders can access them, including:

- a) Meeting agenda and documents used in the meeting;
- b) List and detailed information of candidates in case of electing members of the Board of Directors and Supervisors;
- c) Voting card/ballot;
- d) Draft resolution for each matter in the meeting agenda.

4. A shareholder or a group of shareholders as prescribed in Clause 3, Article 12 of this Charter has the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Group at least 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each class of shares held by the shareholder, contact address, nationality, Citizen Identity Card number, People's Identity Card number, Passport, or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, and head office



address for corporate shareholders; the number and class of shares held by that shareholder, and the matter proposed to be included in the agenda.

5. The person convening the General Meeting of Shareholders has the right to refuse the proposal prescribed in Clause 4 of this Article if it falls into one of the following cases:

- a) The proposal is sent not in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as prescribed in Clause 3, Article 12 of this Charter;
- c) The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include the proposal prescribed in Clause 4 of this Article in the expected agenda and content of the meeting, except in the cases prescribed in Clause 5 of this Article; the proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents over 50% of the total voting shares.

2. In case the first meeting does not meet the conditions for conduct as prescribed in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total voting shares.

3. In case the second meeting does not meet the conditions for conduct as prescribed in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the shareholders attending the meeting.

Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. Before opening the meeting, the Group must carry out shareholder registration procedures and must perform registration until all shareholders eligible to attend the meeting have registered in the following order:

- a) Upon conducting shareholder registration, the Group shall issue to each shareholder or authorized representative with voting rights a voting card/ballot/election ballot, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares/ballots of that shareholder



are recorded. The General Meeting of Shareholders shall discuss and vote on each issue in the meeting agenda. Voting shall be conducted by affirmative, negative, and abstention votes. The vote counting results shall be announced by the Chair/Vote Counting Committee immediately before the closing of the meeting. The General Meeting shall elect the individuals responsible for counting or supervising the vote counting as proposed by the Chair. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chair.

- b) Shareholders, authorized representatives of shareholders that are organizations, or authorized persons arriving after the meeting has commenced shall have the right to register immediately and thereafter have the right to participate and vote/elect at the General Meeting immediately upon registration. The Chair shall not be responsible for pausing the General Meeting to allow late-arriving shareholders to register, and the validity of matters already voted/elected upon shall remain unchanged.

2. The election of the Chair, secretary, Committee for Verification of Shareholder/Delegate Eligibility, and Vote Counting Committee shall be stipulated as follows:

- a) The Chair of the Board of Directors shall act as the chair of the meeting or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chair is absent or temporarily unable to perform their duties, the remaining members of the Board of Directors shall elect one among them to chair the meeting based on the majority principle. In the event that a chair cannot be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a meeting chair from among the attendees, and the person with the highest number of votes shall serve as the meeting chair.
- b) Except for the case stipulated in point a of this clause, the person signing the notice to convene the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a meeting chair, and the person with the highest number of votes shall serve as the meeting chair.
- c) The Chair shall appoint one or more persons to act as meeting secretaries; the Committee for Verification of Shareholder/Delegate Eligibility shall serve the meeting.
- d) The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee as proposed by the meeting Chair.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the time for each issue in the meeting agenda.



4. The meeting Chair has the right to implement necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees.

- a) Arranging seating at the venue of the General Meeting of Shareholders;
- b) Ensuring safety for all persons present at the meeting venues;
- c) Facilitating the attendance (or continued attendance) of shareholders at the General Meeting. The person convening the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. The applied measures may include issuing admission tickets or using other forms of selection.

5. Shareholders or authorized persons attending the meeting who arrive after the meeting has commenced shall still be allowed to register and have the right to participate in voting immediately upon registration; in this case, the validity of matters already voted upon shall remain unchanged.

6. The person convening the meeting or the chair of the General Meeting of Shareholders has the following rights:

- a) Requiring all attendees to undergo inspection or other lawful and reasonable security measures;
- b) Requesting competent authorities to maintain order at the meeting; expelling from the General Meeting of Shareholders those who do not comply with the Chair's authority, intentionally disrupt order, hinder the normal progress of the meeting, or do not comply with security inspection requirements.

7. The Chair has the right to postpone the General Meeting of Shareholders that has a sufficient number of registered attendees for a maximum of 03 working days from the intended opening date and may only postpone the meeting or change the meeting venue in the following cases:

- a) The meeting venue does not have sufficient convenient seating for all attendees;
- b) Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;
- c) There are attendees who obstruct or disrupt order, posing a risk that the meeting will not be conducted in a fair and lawful manner.

8. In the event that the Chair postpones or pauses the General Meeting of Shareholders contrary to the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chair and conduct the meeting until its conclusion; all resolutions passed at that meeting shall be legally effective.



9. In the event that the Group applies modern technology to organize the General Meeting of Shareholders via online meeting, the Group is responsible for ensuring that shareholders can attend and vote via electronic voting or other electronic forms as stipulated in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for passing Resolutions of the General Meeting of Shareholders

1. A resolution on the following content shall be passed if it is approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except for the cases stipulated in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

- a) Types of shares and total number of shares of each type;
- b) Changing business lines and sectors;
- c) Changing the Group's management organizational structure;
- d) Investment projects or the sale of assets valued at 35% or more of the total asset value recorded in the Group's most recent financial statements;
- e) Reorganization or dissolution of the Group;
- f) Extension of the Group's operation (if any);

2. Resolutions shall be passed when approved by shareholders owning over 50% of the total voting shares of all shareholders attending and voting at the meeting, except for the cases stipulated in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

3. In the case of electing members of the Board of Directors and the Board of Supervisor, if the number of candidates is less than or equal to the number of members to be elected, the election may be conducted via cumulative voting or via voting (approve, disapprove, abstain). The approval ratio for the voting method shall be implemented in accordance with clause 2, Article 21 of the Group Charter. In the case of applying cumulative voting, each shareholder has a total number of voting shares corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisor, and the shareholder has the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors or the Board of Supervisor shall be determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Group Charter is reached. In the event that 02 or more candidates receive the same number of votes for the final position on the Board of Directors or the Board of Supervisor, a re-election shall be conducted among the candidates with equal votes, or the selection shall be made based on criteria stipulated in the election regulations or the Group Charter.

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares shall be legal and effective even if the order and procedures for convening the



meeting and passing such resolution violate the provisions of the Law on Enterprises and the Group's Charter and any amendments, supplements, or replacements thereto from time to time.

Article 22. Authority and procedures for collecting shareholders' opinions in writing to pass Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' opinions in writing to pass Resolutions of the General Meeting of Shareholders shall be implemented according to the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders on the following issues:
 - a) Amending and supplementing the contents of the Group's Charter;
 - b) Approving/amending and supplementing the Internal Regulations on Corporate Governance; Operating Regulations of the Board of Directors; Operating Regulations of the Board of Supervisors;
 - c) Types of shares and total number of shares of each type;
 - d) Electing, removing, and dismissing members of the Board of Directors and the Board of Supervisors;
 - e) Investment projects or the sale of assets valued at 35% or more of the total asset value recorded in the Group's most recent financial statements;
 - f) Changing business lines and sectors;
 - g) Changing the Group's management organizational structure;
 - h) Approving the list of approved auditing firms; deciding on the approved auditing firm to perform audits of the Group's activities when deemed necessary;
 - i) The Group repurchasing more than 10% of one type of issued shares;
 - j) The Group entering into contracts and transactions with subjects stipulated in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the Group's total asset value recorded in the most recent financial statements;
 - k) Reorganization or dissolution of the Group;
 - l) Other issues when deemed necessary for the benefit of the Group.
2. The Board of Directors must prepare the opinion collection form, the draft resolution of the General Meeting of Shareholders, and the explanatory documents for the draft resolution, and send them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion collection form. The requirements and methods for sending the opinion collection form and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.
3. The opinion collection form must contain the following main contents:
 - a) Name, address of the head office, and enterprise identification number;
 - b) Purpose of collecting opinions;



- c) Full name, contact address, nationality, and legal document number for individual shareholders; name, enterprise identification number or legal document number of the organization, and address of the head office for institutional shareholders; or full name, contact address, nationality, and legal document number of the individual representative for institutional shareholders; quantity of shares of each type and number of voting rights of the shareholder;
- d) Matters requiring opinions to be passed by decision;
- e) Voting options including approval, disapproval, and no opinion for each matter requiring an opinion;
- f) Deadline for returning the completed opinion collection form to the Group;
- g) Full name and signature of the Chair of the Board of Directors.

4. Shareholders may send the completed opinion collection form to the Group via mail, fax, or email in accordance with the following provisions:

- a) In case of sending by mail, the completed opinion collection form must bear the signature of the individual shareholder, or the authorized representative or legal representative of the institutional shareholder. The opinion collection form sent to the Group must be enclosed in a sealed envelope, and no one shall have the right to open it before the vote counting;
- b) In case of sending by fax or email, the opinion collection form sent to the Group must be kept confidential until the time of vote counting;
- c) Opinion collection forms sent to the Group after the deadline specified in the opinion collection form, or forms that have been opened in the case of mail or disclosed in the case of fax or email, shall be invalid. An opinion collection form that is not returned shall be considered as a non-voting ballot.

5. The Board of Directors shall count the votes and prepare the vote-counting minutes under the witness of the Board of Supervisors or shareholders who do not hold management positions in the Group. The vote-counting minutes must contain the following main contents:

- a) Name, address of the head office, and enterprise identification number;
- b) Purpose and matters requiring opinions to be passed by resolution;
- c) Number of shareholders with the total number of voting/election rights that participated in the voting/election, distinguishing between valid and invalid voting/election ballots, and the method of sending voting/election ballots, accompanied by an appendix listing the shareholders who participated in the voting/election;
- d) Total number of approval, disapproval, and no-opinion votes for each matter, and the total number of votes for each candidate (if any);
- e) Matters that have been passed and the corresponding approval voting ratio;



- f) Full name and signature of the Chair of the Board of Directors (or the person authorized by the Chair of the Board of Directors), the vote counters, and the vote-counting supervisors.

Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes; and shall be jointly liable for damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The vote-counting minutes and the resolution must be sent to shareholders within 15 days from the date of completion of the vote counting. The sending of the vote-counting minutes and the resolution may be replaced by posting them on the Group's website within 24 hours from the time of completion of the vote counting.

7. The completed opinion collection forms, vote-counting minutes, passed resolutions, and related documents sent with the opinion collection forms must be kept at the Group's head office.

8. A resolution is passed in the form of collecting shareholders' written opinions if it is approved by shareholders owning more than 50% of the total voting rights of all shareholders with voting rights, and it shall have the same validity as a resolution passed at a General Meeting of Shareholders.

Article 23. Resolution and Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may also be prepared in a foreign language, and must contain the following main contents:

- a) Name, address of the head office, and enterprise identification number;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full name of the chair and the secretary;
- e) Summary of meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each matter on the agenda;
- f) Number of shareholders and total number of voting rights of shareholders attending the meeting, an appendix listing the registered shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
- g) Total number of voting rights for each voting matter, clearly stating the voting method, total number of valid and invalid ballots, approval, disapproval, and no-opinion votes; and the corresponding ratio to the total voting rights of shareholders attending the meeting;
- h) Summary of votes for each candidate (if any);



- i) Matters that have been passed and the corresponding approval voting ratio;
- j) Full name and signature of the chair and the secretary. In case the chair or secretary refuses to sign the meeting minutes, these minutes shall still be valid if signed by all other members of the Board of Directors attending the meeting and contain full content as prescribed in this Clause. The meeting minutes shall clearly state the refusal of the chair or secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and passed before the end of the meeting. The chair and secretary of the meeting or other persons signing the minutes shall be jointly liable for the truthfulness and accuracy of the content of the minutes.

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

4. The resolution, minutes of the General Meeting of Shareholders, appendix listing registered shareholders attending the meeting, authorization documents for attending the meeting, all documents attached to the minutes (if any), and related documents attached to the meeting invitation must be kept at the Group's head office.

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

Article 24. Request for Cancellation of a Resolution of the General Meeting of Shareholders

Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote-counting results of the General Meeting of Shareholders, shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises have the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

- 1. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Group's Charter, except for the case prescribed in Clause 3, Article 21 of this Charter.
- 2. The content of the resolution violates the law or this Charter.
- 3. In case the decision of the General Meeting of Shareholders is cancelled according to the decision of a Court or Arbitration, the person who convened the General Meeting of Shareholders that was cancelled may consider re-organizing the General Meeting of Shareholders within 90 days in accordance with the order and procedures prescribed by the Law on Enterprises and this Charter.



VII. BOARD OF DIRECTORS

Article 25. Candidacy and Nomination of Members of the Board of Directors

1. In case the candidates for the Board of Directors have been identified, the Group must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Group's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interest of the Group if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date, month, and year of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other management positions (including positions on the Board of Directors of other companies);
- e) Interests related to the Group and related parties of the Group;
- f) Report evaluating the candidate's contribution to the Group, in case the candidate is currently a member of the Board of Directors of the Group;
- g) Full name of the shareholder or group of shareholders nominating that candidate (if any);
- h) Other information (if any);

The Group is responsible for disclosing information about companies where the candidate is currently holding the position of member of the Board of Directors, other management positions, and interests related to the company of the candidate for the Board of Directors (if any).

2. A shareholder or a group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Group's Charter. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or a group of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% or more may nominate a maximum of eight (08) candidates.



3. In the event that the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and this Charter.

Article 26. Composition and Term of Office of Members of the Board of Directors

1. The number of members of the Board of Directors is 07 members.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In the event that all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

3. The composition of the Board of Directors is as follows:

a. The number of non-executive members of the Group's Board of Directors must ensure the following provisions:

- There must be at least 01 non-executive member in the case where the Group has from 03 to 05 members on the Board of Directors;

- There must be at least 02 non-executive members in the case where the Group has from 06 to 08 members on the Board of Directors;

- There must be at least 03 non-executive members in the case where the Group has from 09 to 11 members on the Board of Directors."

The Group shall minimize the number of Board members concurrently holding executive positions within the Group to ensure the independence of the Board of Directors.b. The number of independent members of the Group's Board of Directors must ensure the following requirements:

- There shall be at least 01 independent member in case the Group has from 03 to 05 members of the Board of Directors;

- There shall be at least 02 independent members in case the Group has from 06 to 08 members of the Board of Directors;

- There shall be at least 03 independent members in case the Group has from 09 to 11 members of the Board of Directors.



The rights, obligations, and methods of organizing and coordinating the activities of independent members of the Board of Directors shall be specifically stipulated in the Operating Regulations of the Board of Directors.

4. A member of the Board of Directors shall no longer hold the status of a member of the Board of Directors in the event of being removed, dismissed, or replaced by the General Meeting of Shareholders in the following cases:

- a) In accordance with Article 160 of the Law on Enterprises.
- b) Providing false personal information when submitting to the Group as a candidate for the Board of Directors;

5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.

6. A member of the Board of Directors is not necessarily a shareholder of the Group.

7. A member of the Group's Board of Directors may only concurrently serve as a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.

Article 27. Powers and Obligations of the Board of Directors

1. The Board of Directors is the management body of the Group, having full authority on behalf of the Group to decide and exercise the rights and obligations of the Group, except for rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the Group's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

- a) Decide on the strategy, medium-term development plan, and annual business plan of the Group;
- b) Recommend the types of shares and the total number of shares authorized for offering of each type;
- c) Decide on the sale of unsold shares within the scope of the number of shares authorized for offering of each type; decide on raising additional capital in other forms;
- d) Decide on the selling price of shares;
- e) In case the Group decides to offer private placement of bonds, the Board of Directors has the right to decide on the type of bond, total bond value, bond price, and time of offering, but must report to the General Meeting of Shareholders at the nearest meeting. The report must be accompanied by documents and records regarding the bond offering. This clause does not apply to convertible bonds and bonds with warrants;



- f) Decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- g) Decide on investment plans and investment projects within its authority and limits as prescribed by law;
- h) Decide on solutions for market development, marketing, and technology;
- i) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the latest financial statements of the Group, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
- j) Elect, dismiss, or remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts with, or terminate contracts with the General Director, Deputy General Directors, and Chief Accountant, and decide on the salaries, remuneration, bonuses, and other benefits of those managers; appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders at other companies, and decide on the remuneration and other benefits of those individuals;
- k) Supervise and direct the General Director and other managers in the daily business operations of the Group;
- l) Decide on the organizational structure and internal management regulations of the Group; decide on the establishment of subsidiaries, branches, representative offices, research institutes, and schools, and the contribution of capital or purchase of shares in other enterprises;
- m) Resolve complaints of the Group against business executives as well as decide on the selection of the Group's representative to resolve issues related to legal procedures against such executives.
- n) Approve the program and content of documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
- o) Submit the audited annual financial statements to the General Meeting of Shareholders;
- p) Recommend the dividend payout level; decide on the time limit and procedures for dividend payment or handling of losses incurred during business operations;
- q) Appoint and dismiss persons authorized by the Group as commercial representatives and lawyers of the Group;
- r) Borrowing and the implementation of mortgages, guarantees, security, and compensation of the Group;
- s) Purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;



- t) Recommend the reorganization or dissolution of the Group; request the bankruptcy of the Group;
 - u) Decide on the issuance of the Operating Regulations of the Board of Directors and Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; decide on the issuance of the Operating Regulations of the Audit Committee under the Board of Directors (if any), and the Regulations on Information Disclosure of the Group;
 - v) Request the General Director, Deputy General Directors, and other managers in the Group to provide information and documents on the financial situation and business operations of the Group and its units..
 - w) The manager shall be required to provide information and documents in a timely, complete, and accurate manner at the request of a member of the Board of Directors. The sequence and procedures for requesting and providing information shall be specifically stipulated in the Operating Regulations of the Board of Directors.
 - x) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, and the Group's Charter.
 - y) Organize training and workshops on corporate governance and necessary skills for members of the Board of Directors, the General Director, the Person in charge of corporate governance, and other managers of the Group.
 - z) Carry out dividend payments to shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders.
3. The Board of Directors must report to the General Meeting of Shareholders on the performance of the Board of Directors in accordance with current laws.

Article 28. Salaries, Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors

1. The Group has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.
2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share purchase rights, and other benefits received from the Group, its subsidiaries, associate companies, and other companies where the member of the Board of Directors serves as an authorized representative of capital contribution, must be disclosed in detail in the Group's Annual Report. The remuneration of members of the Board of Directors must be presented as a separate item in the Group's



annual financial statements.

4. The remuneration of each member of the Board of Directors shall be included in the Group's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Group's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

5. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in sub-committees of the Board of Directors or performing tasks outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.

6. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses incurred while performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

7. The Group may purchase liability insurance for members of the Board of Directors upon approval by the General Meeting of Shareholders. This insurance does not include coverage for liabilities of members of the Board of Directors related to violations of the law and the Group's Charter.

Article 29. Chair of the Board of Directors

1. The Chair of the Board of Directors shall be elected, removed, or dismissed by the Board of Directors from among its members.

2. The Chair of the Board of Directors shall not concurrently serve as the General Director.

3. The Chair of the Board of Directors has the following rights and obligations:

- a) Develop the work programs and plans of the Board of Directors;
- b) Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
- c) Organize the approval of resolutions and decisions of the Board of Directors;
- d) Supervise the implementation of resolutions and decisions of the Board of Directors;
- e) Chair meetings of the General Meeting of Shareholders;
- f) Other rights and obligations as prescribed by the Law on Enterprises and this Charter.

4. The Chair of the Board of Directors is responsible for ensuring that the Board of Directors sends the annual financial statements, the Group's operational report, the audit report, and the Board of Directors' inspection report to shareholders at the General Meeting of Shareholders.



5. In the event that the Chair of the Board of Directors resigns or is removed or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation or the decision on removal or dismissal.

6. In the event that the Chair of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and obligations of the Chair of the Board of Directors. In the absence of an authorized person, the remaining members shall elect one of them to serve as the Chair of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chair of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the same highest number or percentage of votes, the members shall elect 01 person among them to convene the meeting of the Board of Directors by majority vote.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

3. The Chair 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 members of the Board of Directors;

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.

5. The Chair of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. In the event that the Chair of the Board of Directors fails to convene the meeting as requested, they shall be held responsible for any damages incurred by the Group; the requester has the right to replace the Chair of the Board of Directors to convene the meeting of the Board of Directors.

6. The Chair of the Board of Directors or the person convening the meeting of the Board of Directors must send a meeting invitation at least 03 working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the



agenda, and the issues to be discussed and decided. The meeting invitation must be accompanied by documents to be used at the meeting and the members' voting ballots.

The meeting invitation for the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Group's Charter, ensuring it reaches the contact address of each member of the Board of Directors registered with the Group.

7. The Chair of the Board of Directors or the person convening the meeting shall send the meeting invitation and accompanying documents to the Supervisors in the same manner as to the members of the Board of Directors.

Supervisors have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

8. A meeting of the Board of Directors shall be conducted when at least 3/4 (three-quarters) of the total number of members are present. In the event that a meeting convened in accordance with this Clause does not have enough members present, it shall be reconvened within 07 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

9. A member of the Board of Directors is considered to be present and voting at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending voting ballots to the meeting via mail, fax, or email;
- e) Sending voting ballots by other means.

10. In the case of sending voting ballots to the meeting via mail, the voting ballot must be in a sealed envelope and must be delivered to the Chair of the Board of Directors at least 01 hour before the opening of the meeting. The voting ballots shall only be opened in the presence of all attendees.

11. Voting

- a) Except as provided in Point b, Clause 11, Article 30 of the Group's Charter, each member of the Board of Directors or their authorized representative in accordance with Clause 8 of this Article who is personally present at the meeting of the Board of Directors shall have one (01) vote;



- b) A member of the Board of Directors shall not vote on transactions that provide benefits to that member or their related person in accordance with the Law on Enterprises and the Group Charter.
- c) According to Point d, Clause 11, Article 30 of the Group's Charter, when an issue arises at the meeting related to the interests or voting rights of a member of the Board of Directors and that member does not voluntarily waive their voting right, the ruling of the chair shall be final, unless the nature or scope of the interest of the related member of the Board of Directors has not been fully disclosed;
- d) A member of the Board of Directors who benefits from a contract as stipulated in Article 43 of this Charter and relevant laws is considered to have a significant interest in that contract;
- e) Supervisors have the right to attend meetings of the Board of Directors, have the right to discuss but not to vote.

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

13. Members must fully attend meetings of the Board of Directors. Members may authorize others to attend and vote if approved by the majority of the members of the Board of Directors.

14. Resolutions and decisions of the Board of Directors shall be passed if approved by a majority of the members attending the meeting; in the event of a tie, the final decision shall rest with the side having the opinion of the Chair of the Board of Directors.

15. Meetings of the Board of Directors may be held in the form of an online conference between members of the Board of Directors when all or some members are at different locations, provided that each participating member is able to:

- a) Hear each other member of the Board of Directors participating in the meeting speak;
- b) Speak to all other attending members simultaneously.

The exchange between members may be conducted directly via telephone or other means of communication (including the use of such means at the time of the adoption of this Charter or thereafter) or a combination of all these methods. A member of the Board of Directors participating in such a meeting shall be considered 'present' at that meeting. The location of the meeting held under this provision shall be the location where the largest



group of Board members is gathered, or if there is no such group, the location where the meeting chair is present.

16. The Board of Directors has the right to collect opinions from members of the Board of Directors in writing to pass a Resolution of the Board of Directors when approving matters under the authority of the Board of Directors as stipulated in Clause 2, Article 27 of this Charter.

A resolution in the form of written opinion collection shall be passed based on the approval of a majority of the members of the Board of Directors with voting rights. This resolution shall have the same effect and validity as a resolution passed at a meeting.

17. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language (if necessary), containing the main contents stipulated in Article 158 of the Law on Enterprises. The Chairman of the Board of Directors is responsible for delivering the minutes of the Board of Directors' meetings to the members, and such minutes shall serve as authentic evidence of the work conducted in those meetings unless an objection to the content of the minutes is raised within ten (10) days from the date of dispatch. The minutes of the Board of Directors' meeting must be signed by the chairperson and the secretary of the meeting; the chairperson and the secretary of the meeting shall be responsible for the truthfulness and accuracy of the content of the minutes. In case the chairperson or the minute-taker refuses to sign the meeting minutes, but the minutes are signed and approved by all other members of the Board of Directors who attended and contain full content as prescribed in points a, b, c, d, dd, e, g, and h of Clause 1, Article 158 of the Law on Enterprises, then these minutes shall be effective. The meeting minutes shall clearly state the refusal of the chairperson or the minute-taker to sign. The signatories of the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson and the minute-taker shall be personally liable for damages caused to the enterprise due to their refusal to sign the meeting minutes in accordance with the Law on Enterprises, the Group's Charter, and relevant laws. The Board of Directors' meeting minutes and documents used in the meeting must be kept at the Group's headquarters.

Article 31. Subcommittees under the Board of Directors

1. The Board of Directors may establish subcommittees under its authority to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a subcommittee shall be decided by the Board of Directors, with a minimum of 03 people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee according to the decision of the Board of Directors. The operation of the subcommittee must comply with the



regulations of the Board of Directors. A resolution of the subcommittee shall only be valid when a majority of members attend and vote to approve it at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must be in accordance with current legal regulations and the provisions of the Group Charter and the Internal Regulations on Corporate Governance.

Article 32. Corporate Governance Officer

1. The Board of Directors of the Group must appoint at least 01 Corporate Governance Officer to support the Group's corporate governance work. The Corporate Governance Officer may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Law on Enterprises.

2. The Corporate Governance Officer must not concurrently work for an approved auditing organization that is auditing the Group's financial statements.

3. The Board of Directors may dismiss the Corporate Governance Officer when necessary, provided it is not contrary to current labor laws. The Board of Directors may appoint an Assistant to the Corporate Governance Officer from time to time.

4. The person in charge of corporate governance of the Group shall have the following rights and obligations:

- a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Group and shareholders;
- b) Prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
- c) Advise on meeting procedures;
- d) Attend meetings;
- e) Advise on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- f) Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and Supervisors;
- g) Monitor and report to the Board of Directors on the Group's information disclosure activities;
- h) Act as the contact point with related persons;
- i) Maintain confidentiality of information in accordance with the provisions of the law and the Group Charter;



VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organization of the management apparatus

The Group's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily business operations of the Group. The Group has a General Director, Deputy General Directors, and a Chief Accountant. The appointment, removal, and dismissal of the aforementioned titles must be passed by a resolution or decision of the Board of Directors.

Article 34. Business Executives

1. Business executives include the General Director, Deputy General Directors, and the Chief Accountant. At the proposal of the General Director and with the approval of the Board of Directors, the Group may recruit other executives with quantities and standards suitable to the structure and management regulations of the Group as stipulated by the Board of Directors. Business executives must be responsible for supporting the enterprise in achieving the goals set out in its operations and organization.

2. The General Director shall be paid a salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors.

3. The salary of executives shall be included in the Group's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Group's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, removal, rights, and obligations of the General Director

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person as the General Director.

2. The General Director is the person who manages the daily business operations of the Group; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the exercise of assigned rights and obligations.

3. The 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 standards and conditions as stipulated by law.

4. The General Director has the following rights and obligations:

- a) Decide on matters related to the daily business operations of the Group that do not fall under the authority of the Board of Directors;
- b) Organize the implementation of resolutions and decisions of the Board of Directors;
- c) Organize the implementation of the Group's business plans and investment schemes;



- d) Propose organizational structure schemes and internal management regulations of the Group;
- e) Appoint, remove, and dismiss management titles within the Group, except for titles under the authority of the Board of Directors;
- f) Decide on salaries and other benefits for employees in the Group, including managers under the appointment authority of the General Director;
- g) Recruit employees;
- h) Propose plans for dividend payment or handling of business losses;
- i) Other rights and obligations as stipulated by law, this Charter, and resolutions and decisions of the Board of Directors.

5. The Board of Directors may remove the General Director when a majority of the members of the Board of Directors with voting rights attending the meeting approve, and appoint a new General Director as a replacement.

6. The General Director must manage the daily business operations of the Group in accordance with the provisions of the law, the Group's Charter, the labor contract signed with the Group, and the resolutions and decisions of the Board of Directors. In case of managing contrary to the provisions of this clause, causing damage to the Group, the General Director shall be responsible before the law and must compensate the Group for the damage.

Article 36. Group Secretary

When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as the Corporate Secretary with a term of office as decided by the Board of Directors. The Board of Directors may dismiss the Corporate Secretary when necessary, provided that it does not contravene current labor laws. The Corporate Secretary shall have the following rights and obligations:

- a) Assist in organizing the convening of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
- b) Assist members of the Board of Directors in exercising their assigned rights and obligations;
- c) Assist the Board of Directors in applying and implementing the Group's corporate governance principles;
- d) Assist the company in building shareholder relations and protecting the legitimate rights and interests of shareholders; ensure compliance with obligations regarding information provision, information disclosure, and administrative procedures;
- e) Other rights and obligations as prescribed by the Group's Charter and the Group's internal regulations.



IX. BOARD OF SUPERVISORS

Article 37. Candidacy and nomination of members of the Board of Supervisors (Supervisors)

1. The candidacy and nomination of members of the Board of Supervisor shall be carried out similarly to the provisions in Clause 1, Article 25 of this Charter. A shareholder or a group of shareholders holding from 10% to less than 20% of the total voting shares has the right to nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% or more may nominate a maximum of eight (08) candidates.

2. In case the number of candidates for the Board of Supervisor through nomination and candidacy is not sufficient, the incumbent Board of Supervisor may nominate additional candidates. The introduction of additional candidates by the incumbent Board of Supervisor must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisor in accordance with the law.

Article 38. Composition of the Board of Supervisors

1. The number of Supervisors of the Group is 03. The term of office of a Supervisor shall not exceed 05 years and may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

- a) Working in the accounting or finance department of the Group;
- b) Being a member or employee of an independent audit firm that has audited the Group's financial statements in the 03 preceding consecutive years.

3. A Supervisor shall be relieved from duty in the following cases:

- a) No longer meeting the standards and conditions to be a Supervisor as prescribed in Clause 2 of this Article;
- b) Submitting a resignation letter which is then accepted;
- c) Other cases as prescribed by law and this Charter.

4. A Supervisor shall be dismissed in the following cases:

- a) Failing to complete assigned tasks and duties;
- b) Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;



- c) Repeatedly violating or seriously violating the obligations of a Supervisor as prescribed by the Law on Enterprises and this Charter;
- d) Other cases as per the resolution of the General Meeting of Shareholders.

Article 39. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among the Supervisors; the election, removal, and dismissal shall be based on the majority principle. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or other fields related to the business activities of the enterprise.

2. Rights and obligations of the Head of the Board of Supervisors:

- a) Convene meetings of the Board of Supervisors;
- b) Request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
- c) Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.
- d) Responsible for urging Supervisors to implement the tasks and powers of the Board of Supervisors; assign specific tasks to each Supervisor, and preside over meetings of the Board of Supervisors.
- e) Authorize a Supervisor to perform the duties of the Head of the Board during their absence.
- f) On behalf of the Board of Supervisors, sign other documents outside of those specified in point c, clause 2 of this Article to perform the tasks of the Board of Supervisors.
- g) Other rights and duties as prescribed by law.

Article 40. Rights and obligations of the Board of Supervisors

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

- 1. Propose and recommend the General Meeting of Shareholders to approve the list of audit firms authorized to audit the Group's financial statements; decide on the authorized audit firm to inspect the Group's operations, and dismiss the authorized auditor when deemed necessary.
- 2. Be responsible to shareholders for its supervisory activities.
- 3. Supervise the financial situation of the Group and the compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.
- 4. Ensure coordination with the Board of Directors, the General Director, and shareholders.



5. In case of detecting violations of the law or the Group's Charter by members of the Board of Directors, the General Director, or other executives of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violating person to terminate the violation and implement measures to remedy the consequences.
6. Develop the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. Report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and any amendments, supplements, or replacements thereto from time to time.
8. Have the right to access the Group's records and documents kept at the head office, branches, and other locations; have the right to visit the workplaces of the Group's managers and employees during working hours.
9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business activities of the Group.
10. Other rights and obligations as prescribed by law and this Charter.

Article 41. Meetings of the Board of Supervisors

1. The Board of Supervisors must meet at least 02 times per year, with at least 2/3 (two-thirds) of the Supervisors in attendance. The minutes of the Board of Supervisors meeting shall be prepared in detail and clearly. The minute-taker and the attending Supervisors must sign the meeting minutes. The minutes of the Board of Supervisors meetings must be kept to determine the responsibility of each Supervisor.
2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the authorized audit firm to attend and answer issues that need clarification.

Article 42. Salaries, remuneration, bonuses, and other benefits of Supervisors

Salaries, remuneration, bonuses, and other benefits of Supervisors shall be implemented according to the following provisions:

1. Supervisors shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.



2. Supervisors shall be reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of remuneration and these expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors shall be included in the Group's business expenses in accordance with the law on corporate income tax and other relevant legal provisions, and must be recorded as a separate item in the Group's annual financial statements.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, GENERAL DIRECTOR, AND OTHER EXECUTIVES

Members of the Board of Directors, Supervisors, the General Director, and other executives are responsible for performing their duties, including duties in their capacity as members of sub-committees of the Board of Directors, honestly and prudently for the interests of the Group.

Article 43. Duty of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, Supervisors, the General Director, and other managers must disclose their related interests in accordance with the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, Supervisors, the General Director, other managers, and their related persons shall only use information obtained through their positions to serve the interests of the Group.

3. Members of the Board of Directors, Supervisors, the General Director, and other managers have the obligation to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Group, its subsidiaries, or other companies controlled by the Group with 50% or more of charter capital, and themselves or their related persons as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Group must disclose information about these resolutions in accordance with securities laws on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that provide benefits to such members or their related persons in accordance with the Law on Enterprises and this Charter.

5. Members of the Board of Directors, Supervisors, the General Director, other managers, and their related persons shall not use or disclose internal information to others to execute related transactions.



6. The Group shall not provide loans or guarantees to shareholders who are individuals and related persons of such individual shareholders.

7. The Group shall not provide loans or guarantees to shareholders who are organizations and related persons of such individual shareholders, except for shareholders that are subsidiaries in cases where the subsidiary is a company without state-owned shares or capital contributions and has contributed capital or purchased shares of the Group before July 1, 2015.

8. The Group shall not provide loans or guarantees to related persons of shareholders that are organizations, except in the following cases:

a) The Group and the organization that is a related person of the shareholder are companies in the same group or companies operating under a group of companies model, including parent company - subsidiary, economic groups, and this transaction must be approved by the General Meeting of Shareholders or the Board of Directors in accordance with the Group's Charter; at the same time, the organization that is a related person is not a shareholder of the Group as stipulated in Clause 7 of this Article.

b) Cases where the law provides otherwise.

9. The Group shall only perform the following transactions when approved by the General Meeting of Shareholders:

a) Granting loans or guarantees to members of the Board of Directors, members of the Board of Supervisor, the General Director, and other managers who are not shareholders and related individuals or organizations of these subjects. In case of granting loans or guarantees to an organization related to a member of the Board of Directors, a member of the Board of Supervisor, the General Director, or other managers where the public company and the organization (except for the case where the organization is a shareholder of the Group as stipulated in Clause 7 of this Article) are companies in the same group or companies operating under a group of companies model, including parent company - subsidiary, economic groups, the General Meeting of Shareholders or the Board of Directors shall approve in accordance with the Group's Charter.

b) Transactions with a value of thirty-five percent (35%) or more or transactions leading to a total transaction value arising within 12 months from the date of the first transaction that is thirty-five percent (35%) or more of the total asset value recorded in the most recent financial statements or another smaller ratio or value as stipulated in the Group's Charter between the Group and one of the following subjects:

- Members of the Board of Directors, members of the Board of Supervisor, the General Director, other managers, and related persons of these subjects.

- Shareholders, authorized representatives of shareholders owning over ten percent (10%) of the company's total common shares, and their related persons;



- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises;

c) Loan contracts and transactions, or asset sales with a value greater than ten percent (10%) of the total asset value recorded in the most recent financial statements between the Group and a shareholder owning fifty-one percent (51%) or more of the total voting shares, or a related person of such shareholder.

10. The Board of Directors shall approve contracts and transactions specified in Point b, Clause 8 of this Article with a value less than 35% of the total asset value recorded in the most recent financial statements.

11. The General Director must not be a related person of the corporate manager, the Board of Supervisor member of the Group and the parent company, the representative of state capital, or the representative of the enterprise's capital at the Group and the parent company as prescribed in Point d, Clause 46, Article 4 of the Law on Securities.

Article 44. Responsibility for Damages and Indemnification

1. Members of the Board of Directors, Supervisors, the General Director, and other executives who violate their obligations, duties of honesty and prudence, or fail to fulfill their duties shall be liable for damages caused by their violations.

2. The Group shall indemnify persons who have been, are, or may become a related party in complaints, lawsuits, or prosecutions (including civil, administrative, and non-criminal cases where the Group is not the plaintiff) if that person was or is a member of the Board of Directors, a Supervisor, the General Director, another executive, an employee, or an authorized representative of the Company who was or is performing duties under the authorization of the Group, acting honestly and prudently for the benefit of the Group on the basis of compliance with the law, and there is no evidence confirming that the person has violated their responsibilities.

3. Indemnification costs include judgment costs, fines, and amounts actually paid (including legal fees) or considered reasonable when resolving these cases within the framework permitted by law. The Group may purchase insurance for these persons to avoid the aforementioned indemnification responsibilities.

XI. RIGHT TO INSPECT BOOKS AND RECORDS OF THE GROUP

Article 45. Right to inspect books and records

1. Ordinary shareholders have the right to inspect books and records, specifically as follows:

a) Ordinary shareholders have the right to examine, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request the correction of inaccurate information; examine, inspect, extract, or copy



the Group Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

- b) Shareholders or groups of shareholders owning 05% or more of the total ordinary shares have the right to examine, inspect, and extract the minute book and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions that must be approved by the Board of Directors, and other documents, excluding documents related to trade secrets and business secrets of the Group.

2. In cases where an authorized representative of a shareholder or group of shareholders requests to inspect books and records, they must attach the power of attorney of the shareholder or group of shareholders that they represent or a notarized copy of this power of attorney.

3. Members of the Board of Directors, Supervisors, the General Director, and other executives have the right to inspect the Group's share register, list of shareholders, and other books and records of the Group for purposes related to their positions, provided that such information is kept confidential.

4. The Group must keep this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as stipulated by law at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the storage location of these documents.

5. The Group Charter must be published on the Group's website.

XII. EMPLOYEES AND TRADE UNION

Article 46. Employees and trade union

1. The General Director must prepare a plan for the Board of Directors to approve issues related to recruitment, termination of employment, salaries, social insurance, welfare, rewards, and discipline for employees and business executives.

2. The General Director must prepare a plan for the Board of Directors to approve issues related to the Group's relationship with trade union organizations in accordance with best standards, practices, and management policies, the practices and policies stipulated in this Charter, the Group's regulations, and current legal provisions.



XIII. PROFIT DISTRIBUTION

Article 47. Profit distribution

1. The General Meeting of Shareholders decides on the dividend payment rate and the form of annual dividend payment from the Group's retained earnings.
2. The Group shall not pay interest on dividend payments or payments related to a class of shares.
3. The Board of Directors may decide to pay interim dividends if it deems that such payment is consistent with the Group's profitability.
4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors is the body that executes this decision.
5. In cases where dividends or other amounts related to a class of shares are paid in cash, the Group must pay in Vietnamese Dong. Payment may be made directly or through banks based on bank account details provided by the shareholder. In cases where the Group has transferred funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Group shall not be liable for the amount transferred to this shareholder. Dividend payments for shares listed on the Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.
6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, those registered as shareholders or owners of other securities are entitled to receive dividends in cash or shares, and receive notices or other documents.
7. Other issues related to profit distribution shall be implemented in accordance with the provisions of law.

XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 48. Bank accounts

1. The Group shall open accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.
2. Subject to the prior approval of the competent authority, in necessary cases, the Group may open bank accounts abroad in accordance with the provisions of law.
3. The Group shall conduct all payments and accounting transactions through its VND or foreign currency accounts at the banks where the Group has opened accounts.



Article 49. Financial year

The Group's financial year begins on January 01 and ends on December 31 of each year. The first financial year begins from the date of issuance of the Enterprise Registration Certificate and ends on December 31 immediately following that date of issuance.

Article 50. Accounting regime

1. The accounting regime used by the Group is the corporate accounting regime or a specific accounting regime issued and approved by the competent authority.
2. The Group shall prepare accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Group's transactions.
3. The Group uses the Vietnamese Dong as the accounting currency. In case the Group has economic operations arising mainly in a foreign currency, it may choose that foreign currency as its accounting currency, take responsibility for such choice before the law, and notify the direct tax management authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND RESPONSIBILITY FOR INFORMATION DISCLOSURE**Article 51. Annual, semi-annual, and quarterly financial statements**

1. The Group must prepare annual financial statements, and such annual financial statements must be audited in accordance with the provisions of law. The Group shall disclose the audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.
2. The annual financial statements must include full reports, appendices, and notes in accordance with the law on corporate accounting. The annual financial statements must truthfully and objectively reflect the Group's operational situation.
3. The Group must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.
4. All shareholders of the Group have the right to inspect or copy the audited annual financial statements, reviewed semi-annual reports, and quarterly reports during the Group's working hours at the Group's head office and must pay a reasonable fee for copying.

Article 52. Annual report

The Group must prepare and disclose an Annual Report in accordance with the provisions of the law on securities and the securities market.



XVI. GROUP AUDIT

Article 53. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to decide on the selection of one of these entities to audit the Group's financial statements for the next financial year based on the terms and conditions agreed upon with the Board of Directors.
2. The audit report shall be attached to the Group's annual financial statements.
3. The independent auditor performing the audit of the Group's financial statements may attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on issues related to the audit of the Group's financial statements.

XVII. CORPORATE SEAL

Article 54. Corporate seal

1. The seal includes a seal made at a seal-engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and content of the seal of the Group, its branches, and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with the provisions of current law.

XVIII. DISSOLUTION OF THE COMPANY

Article 55. Dissolution of the Group

1. The Group shall be dissolved in the following cases:
 - a) Expiration of the operating duration stated in the Group's Charter without a decision on extension;
 - b) Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - c) The Group no longer meets the minimum number of shareholders as required by the Law on Enterprises for a period of 06 consecutive months without completing procedures to change the type of enterprise;
 - d) Revocation of the Enterprise Registration Certificate, except as otherwise provided by the Law on Tax Administration.
2. The dissolution of the Group before the expiration of the duration (including the extended duration) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) in accordance with regulations.



Article 56. Liquidation

1. At least 06 months before the end of the Group's operation duration or after a decision to dissolve the Group is made, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Group's employees or independent experts. All costs related to the liquidation shall be paid by the Company in priority to other debts of the Group.
2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of operations. From that moment, the Liquidation Committee shall represent the Group in all matters related to the liquidation of the Group before the Court and administrative agencies.
3. Proceeds from the liquidation shall be paid in the following order:
 - a) Liquidation expenses;
 - b) Debts for salaries, severance pay, social insurance, and other benefits of employees under the signed collective labor agreement and labor contracts;
 - c) Tax debts;
 - d) Other debts of the Group;
 - e) The remainder after payment of all debts from items (a) to (d) above shall be distributed to shareholders. Preference shares shall be paid first.

XIX. INTERNAL DISPUTE RESOLUTION

Article 57. Internal dispute resolution

1. In case of any dispute or complaint arising related to the Group's operations, or the rights and obligations of shareholders as prescribed by the Law on Enterprises, the Group's Charter, other legal provisions, or agreements between:
 - a) Shareholders and the Group;
 - b) Shareholders and the Board of Directors, the Board of Supervisors, the General Director, or other executives;

The involved parties shall attempt to resolve such disputes through negotiation and mediation. Except for disputes related to the Board of Directors or the Chair of the Board of Directors, the Chair of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within 10 working days from the date the dispute arises. In case the dispute relates to the Board of Directors or the Chair of the Board of Directors, any party may request the Head of the Board of Supervisors to appoint an independent expert to act as a mediator for the dispute resolution process.



2. In case a conciliation decision is not reached within 06 weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, a party may refer the dispute for resolution at a competent Arbitration or Court. In case of dispute resolution by arbitration, the venue for dispute resolution shall be Ho Chi Minh City.

3. The parties shall bear their own costs related to the negotiation and mediation procedures. Payment of Court costs shall be made in accordance with the Court's judgment.

XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 58. Group Charter

1. Any amendment or supplement to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case the law contains provisions related to the Group's operations that are not mentioned in this Charter, or in case new legal provisions differ from the clauses in this Charter, those provisions shall apply to govern the Group's operations.

XXI. EFFECTIVE DATE

Article 59. Effective date

1. This Charter consists of 21 section and 59 articles, unanimously approved by the 2026 Annual General Meeting of Shareholders of the Group pursuant to Resolution No. 01/2026/NQ-ĐHĐCĐ dated June 25, 2026, and is effective from the date of signing.

2. The Charter is made in 10 copies, each having equal validity, and must be kept at the Group's headquarters.

3. This Charter is the sole and official Charter of the Group.

4. Copies or excerpts of the Group's Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 (one-half) of the total number of members of the Board of Directors.

Ho Chi Minh City, June 25, 2026

LEGAL REPRESENTATIVE

GENERAL DIRECTOR


Nguyen Hoan Vu





**BECAMEX INVESTMENT AND
INDUSTRIAL DEVELOPMENT GROUP**

**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

No.: 10/QĐ-HĐQT

Ho Chi Minh City, June 25, 2026

DECISION

**Re: Issuance of Internal Corporate Governance Regulations
BECAMEX INVESTMENT AND INDUSTRIAL DEVELOPMENT GROUP**

BOARD OF DIRECTORS

BECAMEX INVESTMENT AND INDUSTRIAL DEVELOPMENT GROUP

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020 and its amendments, supplements, or replacement documents (if any) from time to time;

Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019 and its amendments, supplements, or replacement documents (if any) from time to time;

Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and its amendments, supplements, or replacement documents (if any) from time to time;

Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and its amendments, supplements, or replacement documents (if any) from time to time;

Pursuant to the Charter on organization and operation of Becamex Investment and Industrial Development Group (Becamex Group);

Pursuant to Resolution No. 01/2026/NQ-ĐHĐCĐ dated June 25, 2026 of the 2026 Annual General Meeting of Shareholders of Becamex Group regarding the approval of the Internal Corporate Governance Regulations of Becamex Investment and Industrial Development Group.

DECISION:

Article 1. Issue the Internal Corporate Governance Regulations of Becamex Investment and Industrial Development Group together with this Decision.



Article 2. This Decision takes effect from the date of signing. The Internal Corporate Governance Regulations issued with this Decision replace the Internal Corporate Governance Regulations issued under Decision No. 08/QĐ-HDQT dated August 23, 2021.

Article 3. Members of the Board of Directors, the Board of Supervisors, the Board of General Directors, and relevant departments, divisions, centers and affiliated units of the Group are responsible for implementing this Decision.

Recipients:

- As in Article 3;
- Filed at Admin Dept.

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



Nguyen Van Hung



INTERNAL CORPORATE GOVERNANCE REGULATIONS
BECAMEX INVESTMENT AND INDUSTRIAL DEVELOPMENT GROUP

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CHAPTER 1 – GENERAL PROVISIONS

Article 1. Scope and subjects of application

1. Scope of application: These Regulations are developed pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, stipulating the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; procedures for convening the General Meeting of Shareholders; nomination, self-nomination, election, dismissal, and removal of members of the Board of Directors, the Board of Supervisors, and the General Director; and other activities in accordance with the Charter of Becamex Investment and Industrial Development Group (Becamex Group) and other current provisions of law.

2. Subjects of application: These Regulations apply to members of the Board of Directors, the Board of Supervisors, the General Director, and related persons mentioned in these regulations.

Article 2. Interpretation of terms and abbreviations

1. Non-executive member of the Board of Directors is a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executives as stipulated by the Group Charter.

2. Independent member of the Board of Directors (hereinafter referred to as independent member) is a member as stipulated in Clause 2, Article 155 of the Law on Enterprises No. 59/2020/QH14.

3. **“Delegate”** means a Shareholder or a representative (person authorized by a shareholder).

4. **“Online General Meeting of Shareholders”** means annual or extraordinary General Meetings of Shareholders held in the form of participation *via the internet* to exercise their voting/election rights.

5. **“Electronic voting”** means the act of a Delegate connecting to the internet and exercising their voting/election rights via the Electronic Voting System as stipulated and notified by the Group.

6. **“Electronic Voting System”** means the system providing delegates with tools to exercise relevant rights when attending an online General Meeting of Shareholders.

7. **“Identification factor”** means the information necessary to accurately identify an object in a given context.

8. **“Force majeure event”** means events occurring beyond the will of the person convening the General Meeting of Shareholders that are unforeseeable and unavoidable despite the application of necessary measures and capabilities.

9. **“Cumulative voting (even distribution)”** is a method of Cumulative voting where the delegate concentrates votes for 01 candidate or distributes votes equally among multiple candidates. After equal distribution, the number of votes corresponding to each candidate is rounded down to the unit. Remaining odd votes (if any) are discarded.



10. **“Cumulative voting (specified number)”** is a method of Cumulative voting where the Delegate records the specific number of votes for each candidate such that the total number of votes for the elected candidates equals the total number of votes the Delegate represents.
11. **“The Group”** means Becamex Investment and Industrial Development Group (Becamex Group).
12. **“Board of Directors”** means the Board of Directors.
13. **“Candidacy”** means the act of a shareholder self-nominating .
14. **“Board of Supervisors”** means the Board of Supervisors.
15. **“VSDC”** means Vietnam Securities Depository and Clearing Corporation.
16. **“Corporate Governance Officer”** means the person with the responsibilities and powers stipulated in Article 281 of Decree No. 155/2020/ND-CP.
17. **“Law on Enterprises”** means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its amendments, supplements, or replacements (if any) from time to time.
18. **“Law on Securities”** means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and any amendments, supplements, or replacements (if any) at each time.
19. **“Decree No. 155/2020/ND-CP”** means Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities, and its amendments, supplements, or replacements (if any) from time to time.
20. **“Charter”** means the Charter of Becamex Investment and Industrial Development Group.
21. **“OC”** means the Organizing Committee of the General Meeting of Shareholders.



CHAPTER 2 – GENERAL MEETING OF SHAREHOLDERS

I. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

Section 1 - Role, rights, and obligations of the General Meeting of Shareholders

The role, rights, and obligations of the General Meeting of Shareholders are stipulated in Article 138 of the Law on Enterprises No. 59/2020/QH14, the Law on Securities No. 54/2019/QH14, and Article 14 and Article 15 of the Group Charter.

Section 2 - Regulations on sequence and procedures for convening and voting at the General Meeting of Shareholders

Article 3. Authority to convene the General Meeting of Shareholders

1. *Authority to convene the Annual General Meeting of Shareholders:* The General Meeting of Shareholders shall meet annually once a year and within four (04) months from the end of the fiscal year. Based on the actual operational situation, the Board of Directors shall decide to extend the annual General Meeting of Shareholders in necessary cases, but not exceeding six (06) months from the end of the fiscal year.

2. *Authority to convene an Extraordinary General Meeting of Shareholders:*

a. The BOD must convene a General Meeting of Shareholders within sixty (60) days from the date the number of remaining BOD members or Supervisors is as prescribed in Point b, Clause 3, Article 14 of the Group Charter, or upon receiving the request prescribed in Point c and Point d, Clause 3, Article 14 of the Group Charter;

The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within 06 months from the date of receiving the notice from the relevant independent member of the Board of Directors;

b. In case the BOD fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 4, Article 14 of the Group Charter, then within the next thirty (30) days, the Board of Supervisors must replace the BOD to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;

c. In case the Board of Supervisor fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4, Article 14 of the Group's Charter, the shareholder or group of shareholders specified in Point c, Clause 3, Article 14 of the Group's Charter has the right to represent the Group to convene the General Meeting of Shareholders as prescribed by the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting, and passing decisions of the General



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

- d. Procedures for organizing a General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

Article 4. Personnel of the General Meeting of Shareholders

1. Chairperson and Presidium:

- a. The Chairman of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to act as the chairperson of the meeting by majority principle. In case no chairperson can be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a chairperson from among the attendees, and the person with the highest number of votes shall act as the chairperson of the meeting;
- b. Except for the case prescribed in Point a of this Clause, the person signing the notice to convene the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a chairperson of the meeting, and the person with the highest number of votes shall act as the chairperson of the meeting;
- c. The chairperson has the right to take necessary measures to conduct the meeting in a reasonable, orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees.
- d. The chairperson of the General Meeting of Shareholders has the following rights:
- To require all attendees to undergo inspection or other lawful and reasonable security measures;
 - To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders those who do not comply with the chairperson's right to preside, intentionally disrupt order, hinder the normal progress of the meeting, or do not comply with security inspection requirements.
- e. The chairperson has the right to postpone a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 03 working days from the intended opening date, and may only postpone the meeting or change the meeting venue in the following cases:
- The meeting venue does not have enough convenient seats for all attendees;
 - Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;
 - There are attendees who obstruct or disrupt order, posing a risk that the meeting will not be conducted fairly and legally.



- f. Other rights and obligations of the Chairperson as prescribed by current law.
- g. The Presidium consists of 01 Chairperson and members.
- h. Duties of the Presidium:
 - To conduct the activities of the Group's General Meeting of Shareholders according to the expected agenda of the BOD approved by the General Meeting of Shareholders;
 - To guide delegates and the Meeting to discuss the contents included in the agenda;
 - To present drafts and conclude necessary issues for the Meeting to vote on;
 - To answer issues requested by the Meeting;
 - To resolve issues arising during the course of the Meeting.
- i. Working principles of the Presidium: The Presidium works on the principle of collective leadership, democratic centralism, and decision-making by majority.

2. Meeting Secretary:

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

3. Vote Counting Committee:

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

4. Shareholder/Delegate Eligibility Verification Committee:



- a. The chairperson shall appoint one or more persons to the Shareholder/Delegate Eligibility Verification Committee to serve the meeting. The Meeting's Eligibility Verification Committee consists of 01 Head and members.
- b. Duties of the Shareholder/Delegate Eligibility Verification Committee:
 - To verify the eligibility and status of shareholders and shareholder representatives attending the meeting.
 - The Head of the Shareholder/Delegate Eligibility Verification Committee reports to the General Meeting of Shareholders on the status of shareholders attending the meeting. If the meeting has a sufficient number of shareholders and authorized representatives representing over 50% of the total voting shares, the Group's General Meeting of Shareholders shall be conducted.
 - To participate in counting votes on other matters before the establishment of the Vote Counting Committee.

Article 5. To prepare the list of shareholders eligible to attend the meeting and notify the closing of the list of shareholders eligible to attend the General Meeting of Shareholders

1. The Group must disclose information regarding the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 days before the record date.
2. The Group shall perform procedures for preparing the shareholder list and related procedures as prescribed in the Regulations on exercising rights of the Vietnam Securities Depository and Clearing Corporation.

Article 6. Notice of convening the General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders must send a meeting invitation notice to all shareholders on the list of shareholders eligible to attend at least 21 days before the opening date. The meeting invitation notice must include the name, head office address, enterprise code; name, contact address of the shareholder, time, venue of the meeting, and other requirements for attendees.
2. The meeting invitation notice shall be sent by a method ensuring it reaches the shareholder's contact address and posted on the Group's website.
3. The meeting invitation notice must be accompanied by the following documents:
 - a. Meeting agenda, documents used in the meeting, and draft resolutions for each issue in the meeting agenda;
 - b. Voting ballot/ballot paper.
4. In case the Group has a website, the sending of meeting documents accompanying the meeting invitation notice prescribed in Clause 3 of this Article may be replaced by posting them on the Group's website. In this case, the meeting invitation notice must clearly state the location and method for downloading the documents.



Article 7. Agenda and content of the General Meeting of Shareholders

1. The General Meeting of Shareholders is convened according to the cases prescribed in Article 3 of these Regulations.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
 - a. To prepare the list of shareholders eligible to participate and vote/elect at the General Meeting of Shareholders. The list of shareholders eligible to attend the General Meeting of Shareholders is prepared no more than 10 days before the date of sending the notice of the General Meeting of Shareholders. The Group must disclose information regarding the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 days before the record date. The order and procedures shall be performed as prescribed in Article 6 of these Regulations;
 - b. To prepare the agenda and content of the meeting;
 - c. To prepare documents for the meeting;
 - d. To draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;
 - e. To determine the time and venue for organizing the meeting;
 - f. To notify and send the notice of the General Meeting of Shareholders to all shareholders eligible to attend;
 - g. Other tasks serving the meeting.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the shareholders' contact addresses, and simultaneously announced on the websites of the Group, the State Securities Commission (SSC), and the Stock Exchange where the Group's shares are listed. The convener of the General Meeting of Shareholders shall send the meeting notice to all shareholders on the list of shareholders entitled to attend no later than 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents related to matters to be voted upon at the meeting shall be sent to shareholders and/or posted on the Group's website. In case documents are not sent with the meeting notice, the notice must clearly state the link to the full meeting documents for shareholder access, including:
 - a. Meeting agenda and documents used in the meeting;
 - b. List and detailed information of candidates in case of electing members of the Board of Directors or members of the Board of Supervisors;
 - c. Voting/election ballots;
 - d. Draft resolutions for each matter in the meeting agenda.
4. A shareholder or group of shareholders as prescribed in Clause 3, Article 12 of the Group Charter has the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Group no later than 03 working days before the opening date of the meeting. The proposal must clearly state the



shareholder's name, the number of each type of shares held, contact address, nationality, Citizen Identity Card number, People's Identity Card, Passport, or other legal personal identification for individual shareholders; name, enterprise code or decision on establishment number, and head office address for institutional shareholders; the number and type of shares held by such shareholder, and the matter proposed for inclusion in the agenda.

5. The convener of the General Meeting of Shareholders has the right to refuse the proposal prescribed in Clause 4 of this Article if it falls into one of the following cases:

- a. The proposal is sent not in accordance with the provisions of Clause 4 of this Article;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as prescribed in Clause 3, Article 12 of the Group Charter;
- c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
- d. Other cases as prescribed by law and the Group Charter.

6. The convener of the General Meeting of Shareholders shall accept and include the proposal prescribed in Clause 4 of this Article in the expected agenda and content of the meeting, except for the cases prescribed in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 8. Procedures for registration and authorization to attend the General Meeting of Shareholders

1. Procedures for registering to attend the General Meeting of Shareholders before the opening date of the meeting:

- a. The method of registering to attend the General Meeting of Shareholders is clearly specified in the Notice of the General Meeting of Shareholders, including contacting the Group or sending the Registration Form to attend the Meeting (attached to the Notice of the General Meeting of Shareholders sent to shareholders) to the Group.
- b. Shareholders shall choose the method of registration to attend the General Meeting of Shareholders as stated in the notice, including:
 - Attending and voting/electing directly at the meeting;
 - Authorizing another representative to attend and vote/elect at the meeting and complying with the provisions of Clause 2 of this Article; (In case more than one representative is appointed, the specific number of shares and votes/ballots authorized to each representative must be determined).
 - Attending and voting/electing via online conference, electronic voting, or other electronic forms;
 - Sending voting ballots/election ballots to the meeting via mail, fax, or email;
 - Other forms of registration to attend the General Meeting of Shareholders in accordance with the provisions of law.
 - The Group shall make maximum efforts to apply modern information technology so that shareholders can attend and express their opinions at the General Meeting of Shareholders



in the best way, including guiding shareholders to vote via online General Meeting of Shareholders, electronic voting, or other electronic forms as prescribed in Article 144 of the Law on Enterprises and the Group Charter.

2. Regulations on authorization to attend the meeting

- a. Shareholders and authorized representatives of institutional shareholders shall perform authorization in accordance with Article 16 of the Group Charter;
- b. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Point a, Clause 2 of this Article must be in writing. The power of attorney shall be established in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the power of attorney when registering to attend. In case of sub-authorization, the attendee must present the original power of attorney from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Group).

- c. The voting ballot/election ballot of the authorized person attending the meeting within the scope of authorization remains valid when one of the following cases occurs:
 - The authorizing person has died, has limited civil act capacity, or has lost civil act capacity;
 - The authorizing person has revoked the authorization designation;
 - The authorizing person has revoked the authority of the person performing the authorization.

This provision shall not apply where the Group receives notice of any of the foregoing events at least twenty-four (24) hours prior to the opening time of the General Meeting of Shareholders or prior to the reconvening of such meeting.

3. Procedures for registering to attend the General Meeting of Shareholders and checking delegate status on the day of the General Meeting of Shareholders

Before opening the meeting, the Group must conduct shareholder registration procedures and must perform registration until all shareholders entitled to attend are registered in the following order:

- a. When conducting shareholder registration, the Group shall issue to each shareholder or authorized representative with voting rights a voting card/voting ballot/election ballot, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes/ballots of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, or abstaining. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the



closing of the meeting. The Meeting shall elect persons responsible for counting votes or supervising the vote counting as proposed by the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairperson;

- b. Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has opened have the right to register immediately and thereafter have the right to participate and vote/elect at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of matters already voted/elected upon remains unchanged.

Article 9. Conditions for convening the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be convened when the number of shareholders attending represents more than 50% of the total voting shares.
2. In case the first meeting does not meet the conditions for convening as prescribed in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be convened when the number of shareholders attending represents 33% or more of the total voting shares.
3. In case the second meeting does not meet the conditions for convening as prescribed in Clause 2 of this Article, the notice for the third meeting shall be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be convened regardless of the total number of voting shares of the attending shareholders.

Article 10. Form of passing resolutions of the General Meeting of Shareholders

The General Meeting of Shareholders shall pass resolutions within its authority by voting at the meeting, collecting written opinions, and other forms as prescribed by the Group Charter, these Regulations, and current laws.

Article 11. Matters passed at the General Meeting of Shareholders

1. Approval of the Group's development orientation;
2. Reviewing and handling violations by members of the Board of Directors or members of the Board of Supervisors that cause damage to the Group and its shareholders;
3. Approval of the list of approved auditing firms; deciding on the approved auditing firm to inspect the Group's operations; dismissing the approved auditor when deemed necessary;
4. The Group's annual business plan;
5. Audited annual financial statements;
6. Report of the Board of Directors on corporate governance and the performance results of the Board of Directors and each member of the Board of Directors;
7. Report of the Board of Supervisors on the Group's business results and the performance results of the Board of Directors and the General Director;
8. Self-assessment report on the performance results of the Board of Supervisors and its members;



9. Dividend rate for each share of each type;
10. Number of members of the Board of Directors and Board of Supervisors;
11. Election, dismissal, and removal of members of the Board of Directors and members of the Board of Supervisors;
12. Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and Board of Supervisors;
13. Supplementation and amendment of the Group Charter;
14. Types of shares and the number of new shares issued for each type, and the transfer of shares by founding shareholders within the first 03 years from the date of establishment;
15. Reorganization and dissolution (liquidation) of the Group and appointment of a liquidator;
16. Decision on investment or sale of assets with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Group;
17. Decision on the buyback of over 10% of the total sold shares of each type;
18. The Group entering into contracts or transactions with subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Group recorded in the most recent financial statements;
19. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and its amendments, supplements, or replacement documents (if any) from time to time;
20. Approval, supplementation, and amendment of the Internal Corporate Governance Regulations, Regulations on the operation of the Board of Directors, and Regulations on the operation of the Board of Supervisors;
21. Other matters as prescribed by law and the Group Charter.

Article 12. Voting to approve matters at the General Meeting of Shareholders

1. General principles

- a. All matters in the agenda and content of the Meeting must be discussed and voted on publicly by the General Meeting of Shareholders.
- b. Voting cards, voting ballots, and election ballots shall be printed, stamped with the official seal by the Group, and sent directly to delegates at the meeting (enclosed with the set of documents for attending the General Meeting of Shareholders). Each delegate is provided with a voting card, a voting ballot, and an election ballot. The voting card, voting ballot, and election ballot shall clearly state the delegate's code, full name, number of shares owned, and authorized voting shares of that delegate.

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

a. Voting card:

A "voting card" is a tool issued by the Group to shareholders or their legally authorized representatives attending the meeting to exercise their voting rights on matters under the authority of the General Meeting of Shareholders. The Voting Card displays identification information of the voter, the number of shares or the percentage of voting rights



represented, the voting content, and voting options. It serves as a legal basis for determining voting intent, facilitating vote counting, determining the approval rate of resolutions, and archiving records in accordance with the Group's regulations and relevant laws. It may be issued in electronic form consistent with meeting organization conditions and the Group's internal regulations.

b. Voting ballot

- **A valid voting ballot** is a ballot according to the pre-printed template issued by the Organizing Committee, which is not erased, scraped, torn, damaged, etc., contains no content other than what is prescribed for this ballot, and must be signed. Below the signature, the full name of the attending delegate must be handwritten, and it must be sent to the Vote Counting Committee before the time of unsealing the ballot box.

On the voting ballot, the voting content is valid when the delegate marks one (01) of the three (03) voting squares.

- **Invalid voting ballot:**
 - Content does not comply with the regulations of a valid voting ballot

c. Election ballot

- **A valid election ballot** is a ballot according to the pre-printed template issued by the Organizing Committee, which is not erased, scraped, contains no content other than what is prescribed for the election ballot; it must be signed, clearly state the full name of the attending delegate, and be sent to the Vote Counting Committee before the time of unsealing the ballot box.

- **Invalid election ballot:**
 - Content does not comply with the regulations of a valid election ballot;
 - The number of candidates the delegate votes for is greater than the number of candidates to be elected;
 - The ballot has a total number of votes for candidates of the shareholder or representative greater than the total number of votes allowed to be cast;
 - Other regulations as prescribed by the Election Regulations of the General Meeting of Shareholders and the Group Charter.

Article 13. Method of voting

1. General principles

- The General Meeting of Shareholders discusses and votes on each matter in the agenda. Voting is conducted by raising cards, direct balloting, electronic balloting, or other electronic forms.
- Delegates exercise their right to vote to In favor, Against, or Abstain on a matter put to a vote at the Meeting by raising their voting card or filling in the options on the voting ballot.



2. Forms of voting

- a. Voting by voting card: When voting by raising the Voting Card, the front of the Voting Card must be raised facing the Presidium. In case a delegate does not raise the Voting Card during any of the three rounds of voting for 'In favor', 'Against', or 'Abstain' on a matter, it shall be considered as not voting. In the form of voting by raising the voting card, a member of the Delegate Eligibility Verification Committee/Vote Counting Committee marks the delegate code and the corresponding number of voting shares of each shareholder for In favor, Against, Abstain, and Invalid.
- b. Voting by voting ballot: When voting by filling in the voting ballot, for each content, the delegate chooses one of the three options "In favor", "Against", "Abstain" pre-printed on the voting ballot by marking "X" or " √ " in the box they choose. After completing all contents requiring a vote at the Meeting, the delegate sends the voting ballot to the sealed ballot box at the Meeting according to the instructions of the Vote Counting Committee. The voting ballot must be signed and clearly state the full name of the delegate.
- c. Voting by electronic balloting is conducted in accordance with Article 30 of these Regulations.

Article 14. Method of election voting

1. General principles

- Comply strictly with the provisions of the law and the Group Charter;
- Members of the Vote Counting Committee shall not be included in the list of nominees or self-nominees for the Board of Directors and Board of Supervisors.

2. Forms of election voting

a. Election by cumulative voting method

- Accordingly, each delegate has a total number of voting shares corresponding to the total number of shares owned or represented multiplied by the number of members to be elected;
- Attending delegates have the right to accumulate their total voting shares for one or several candidates;
- In case additional candidates arise on the day of the meeting, delegates may contact the Vote Counting Committee to request a new election ballot and must return the old ballot (before placing it into the ballot box);
- In case of a mistake in selection, the delegate shall contact the Vote Counting Committee to be issued a new election ballot and must return the old ballot;
- How to fill out the election ballot: Each delegate is issued election ballots. The method of filling out the election ballot is specifically guided as follows:
 - + Delegates vote for a number of candidates equal to the maximum number of candidates to be elected;



- + If accumulating the entire number of votes for one or more candidates, the delegate marks the "Cumulative voting" box of the corresponding candidates;
- + If voting an unequal number of votes for multiple candidates, the delegate clearly writes the number of votes in the "Number of votes" box of the corresponding candidates.
- + Other content as prescribed by the election regulations.

Note: In case a delegate both marks the "Cumulative voting" box and writes the quantity in the "Number of votes" box, the result shall be taken according to the quantity of votes in the "Number of votes" box.

- Principles of election:

- + The elected person is determined according to the number of votes received from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is reached.
- + In case there are two (02) or more candidates receiving the same number of votes for the final member position, a re-election shall be conducted among the candidates with the same number of votes or selected in accordance with the criteria stipulated in the election regulations or the Charter of the Group.

b. Election by voting method: Conducted in accordance with the provisions of Clause 2, Article 13 of these Regulations.

c. Election by electronic balloting is conducted in accordance with Article 30 of these Regulations.

Article 15. Method of vote counting

The vote counting method is conducted by aggregating the voting cards/ballots for 'In favor', 'Against', and 'Abstain'.

Article 16. Conditions for the resolution of the General Meeting of Shareholders to be approved

1. Resolutions on the following matters are approved if they are approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting and voting in favor, except for cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprise:

- a. Types of shares and total number of shares of each type;
- b. Change of business lines and fields;
- c. Change of the Group's management organizational structure;
- d. Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Group's most recent financial statements;
- e. Reorganization or dissolution of the Group;



- f. Extension of the Group's operation;
 - g. Other matters as prescribed by the Group Charter.
2. Resolutions are approved when they are approved by shareholders owning over 50% of the total voting shares of all shareholders attending the meeting and voting in favor, except for cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.
- Note: In the case of electing members of the Board of Directors and the Board of Supervisors, if the number of candidates is less than or equal to the number of members of the Board of Directors/Board of Supervisors to be elected, the election of members of the Board of Directors/Board of Supervisors may be conducted via cumulative voting as prescribed in Clause 3 of Article 148 of the Law on Enterprises or via a voting method (In favor, Against, abstain). The voting ratio for approval via the voting method shall be implemented in accordance with Clause 2 of Article 21 of the Group Charter.
3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the order and procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Group Charter.

Article 17. Announcement of vote counting results

The vote counting committee shall check, summarize, and report the counting results of each issue to the Chairperson. The vote counting results shall be announced by the Chairperson/vote counting committee immediately before the closing of the meeting.

Article 18. Procedures for objecting to decisions of the General Meeting of Shareholders

1. Shareholders who have voted against a resolution on the reorganization of the Group or changes to the rights and obligations of shareholders as stipulated in the Group Charter have the right to request the Group to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the Group to repurchase. The request must be sent to the Group within 10 days from the date the General Meeting of Shareholders passes the resolution on the issues specified in this Clause.
2. The Group must repurchase shares at the request of the shareholder as specified in Clause 1 of this Article at the market price or a price calculated according to the principles stipulated in the Group Charter within 90 days from the date of receiving the request. In case of failure to reach an agreement on the price, the parties may request a valuation organization to determine the price. The Group shall introduce at least 03 valuation organizations for the shareholder to choose from, and that choice shall be final.
3. Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results for collecting opinions of the General Meeting of Shareholders, shareholders or groups of shareholders as specified in Clause 2 of Article 115 of the Law on Enterprises have the right to request a Court or



Arbitrator to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

- a. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Group Charter, except for the case specified in Clause 2 of Article 152 of the Law on Enterprises;
- b. The content of the resolution violates the law or the Group Charter.

Article 19. Preparation of the Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may be prepared in foreign languages, and must contain the following main contents:
 - a. Name, address of the head office, and enterprise identification number;
 - b. Time and location of the General Meeting of Shareholders;
 - c. Meeting agenda and content of the meeting;
 - d. Full name of the Chairperson and the secretary;
 - e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue in the meeting agenda;
 - f. Number of shareholders and total voting shares of shareholders attending the meeting, an appendix of the list of registered shareholders and shareholder representatives attending the meeting with the corresponding number of shares and votes;
 - g. Total number of votes for each voting issue, clearly stating the voting method, total number of valid and invalid votes, votes for, votes against, and no opinion; the corresponding ratio to the total number of voting shares of shareholders attending the meeting;
 - h. Summary of the number of votes for each candidate (if any);
 - i. Issues that have been passed and the corresponding voting ratio for approval;
 - j. Full name and signature of the Chairperson and the secretary. In case the Chairperson or secretary refuses to sign the meeting minutes, these minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and containing full content as prescribed in this Clause. The meeting minutes shall clearly state the refusal of the Chairperson or secretary to sign the minutes.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairperson and the secretary of the meeting or other persons signing the minutes shall be jointly liable for the truthfulness and accuracy of the content of the minutes.
3. Minutes prepared in Vietnamese and foreign languages have equal legal validity. In case there is a difference in content between the minutes in Vietnamese and the minutes in a foreign language, the content in the Vietnamese minutes shall apply.



Article 20. Announcement of the Resolution and Minutes of the General Meeting of Shareholders

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

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

II. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY COLLECTING WRITTEN OPINIONS

Article 21. Cases where shareholders' opinions are collected in writing

The Board of Directors may collect shareholders' opinions in writing on all issues under the authority of the General Meeting of Shareholders, specifically as follows:

- a) Amending and supplementing the contents of the Group Charter;
- b) Approving/amending and supplementing the Internal Corporate Governance Regulations; the Operating Regulations of the Board of Directors; the Operating Regulations of the Board of Supervisors;
- c) Types of shares and total number of shares of each type;
- d) Electing, dismissing, and removing members of the Board of Directors and the Board of Supervisors;
- e) Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statement of the Group;
- f) Changing the business lines and fields;
- g) Changing the management organizational structure of the Group;
- h) Approving the list of approved auditing companies; deciding on the approved auditing company to perform inspections of the Group's activities when deemed necessary;
- i) The Group repurchases more than 10% of a type of issued shares;
- j) The Group enters into contracts or transactions with subjects specified in Clause 1 of Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Group recorded in the most recent financial statement;
- k) Reorganizing or dissolving the Group.
- l) Other issues when deemed necessary for the benefit of the Group.

Article 22. Order and procedures for the General Meeting of Shareholders to pass resolutions by collecting written opinions

1. The Group must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the registration deadline.



2. The Board of Directors must prepare the opinion collection ballot, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution and send them to all shareholders with voting rights at the latest 10 days before the deadline for returning the opinion collection ballot. The requirements and methods for sending the opinion collection ballot and accompanying documents shall be implemented in accordance with the provisions of Clause 3 of Article 18 of the Group Charter.
3. Regulations on the Opinion Collection Ballot
 - a. The opinion collection ballot must contain the following main contents:
 - Name, address of the head office, and enterprise identification number;
 - Purpose of collecting opinions;
 - Full name, contact address, nationality, and legal document number of the individual for individual shareholders; name, enterprise identification number, or legal document number of the organization, and head office address for institutional shareholders; or full name, contact address, nationality, and legal document number of the individual for the representative of the institutional shareholder; number of shares of each type and number of votes/ballots of the shareholder;
 - Issue requiring opinions to pass a decision;
 - Voting options including In favor, Against, and no opinion for each issue requiring opinions;
 - Election options (if any);
 - Deadline for returning the completed opinion collection ballot to the Group;
 - Full name and signature of the Chairperson of the Board of Directors (or the person authorized by the Chairperson of the Board of Directors) and the legal representative of the Group.
 - b. Shareholders may send the completed opinion collection ballot to the Group by mail, fax, or email in accordance with the following regulations:
 - In case of sending by mail, the completed opinion collection ballot must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The opinion collection ballot sent to the Group must be enclosed in a sealed envelope, and no one shall have the right to open it before the vote counting;
 - In case of sending by fax or email, the opinion collection ballot sent to the Group must be kept confidential until the time of vote counting;
 - Ballots received by the Group after the deadline specified in the ballot content, or those that have been opened in the case of mail or disclosed in the case of fax or email, shall be invalid. Ballots not returned shall be considered as abstentions.
4. Vote counting and preparation of the Vote Counting Minutes

The Board of Directors shall count the votes and prepare the Vote Counting Minutes under the witness of the Board of Supervisors or shareholders who do not hold management positions in the Group. The Vote Counting Minutes must contain the following primary contents:



- Name, address of the head office, and enterprise identification number;
- Purpose and matters requiring opinions for the adoption of a resolution;
- Number of shareholders with the total number of voting/election shares that have participated in the voting/election, distinguishing between valid and invalid voting/election ballots, and the method of sending voting/election ballots, accompanied by an appendix of the list of shareholders participating in the voting/election;
- Total number of votes for, against, and abstentions for each matter, and the total number of votes for each candidate (if any);
- Matters that have been approved and the corresponding approval voting ratio;
- Full name and signature of the Chairperson of the Board of Directors, the vote counters, and the vote counting supervisors.

Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly liable for the truthfulness and accuracy of the Vote Counting Minutes; and shall be jointly liable for damages arising from decisions approved due to dishonest or inaccurate vote counting.

5. Resolution and Vote Counting Minutes

- a. The Vote Counting Minutes and the resolution must be sent to shareholders within fifteen (15) days from the date of completion of the vote counting. The sending of the Vote Counting Minutes and the resolution may be replaced by posting them on the Group's website within twenty-four (24) hours from the time of completion of the vote counting.
- b. A resolution adopted by way of written opinion collection shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

6. Document storage:

The completed ballots, the Vote Counting Minutes, the adopted resolution, and related documents sent with the ballots must all be kept at the Group's head office.

7. Request to cancel a decision of the General Meeting of Shareholders adopted by way of written opinion collection

Within 90 days from the date of receiving the resolution or the minutes of the vote counting results of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises have the right to request the Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

- a. The sequence and procedures for collecting shareholders' opinions in writing seriously violate the provisions of the Law on Enterprises and the Group Charter, except for the case specified in Clause 3, Article 21 of the Group Charter.
- b. The content of the resolution violates the law or the Group Charter.

III. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS ADOPTING RESOLUTIONS VIA ONLINE CONFERENCE



Article 23. Notice of convening an online General Meeting of Shareholders

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

Voting/election ballots do not need to be sent with the meeting invitation notice.

Article 24. Method of registering to attend the online General Meeting of Shareholders

The method of registering to attend the online General Meeting of Shareholders before the opening date of the GMS meeting is clearly specified in the GMS meeting notice, including:

1. Conditions for participation:

- Being named in the list of shareholders (LOS) entitled to attend the GMS meeting prepared according to the Group's notice of rights exercise.
- Authorized representatives eligible to attend in accordance with the provisions of the law and the Group Charter.

2. Technical requirements:

Delegates must have electronic devices connected to the internet (e.g., computers, tablets, mobile phones, or other electronic devices with internet connection...).

3. Method of recording delegates attending the online General Meeting of Shareholders:

A delegate is recorded by the electronic voting system as attending the online GMS when that delegate accesses the system using the access information provided in accordance with Article 25 of these Regulations and has performed electronic voting on any matter in the agenda of the online GMS meeting.

Article 25. Providing login information and performing electronic voting

1. The link to the electronic voting system, username, password, and other identification factors (if any) to attend the online GMS will be provided in the meeting invitation notice (or the form of login information notification prescribed by the Board of Directors). Delegates are responsible for keeping their username, password, and other provided identification factors confidential to ensure that only the delegate has the right to vote on the electronic voting system and shall be fully responsible for this registered information.
2. When a delegate requests to have their login information re-provided, the Meeting Organizing Committee may notify them via: in-person, email, or phone. The provision of login information via email or phone shall only be performed based on shareholder information from the list of shareholders entitled to vote prepared by the Vietnam Securities Depository and Clearing Corporation (VSDC) according to the Group's notice of rights exercise.
3. Delegates use their username, password, or other identification factors (if any) to access the electronic voting system and perform electronic voting according to the agenda of the online GMS meeting.



Article 26. Authorization for representatives to attend the online General Meeting of Shareholders

1. Shareholders shall perform authorization in accordance with Clause 2, Article 8 of these Regulations.
2. Some regulations to note when performing online authorization:

Shareholders need to comply by providing full information to perform online authorization, especially providing information of the authorized party: phone number, contact address, and email address. This is the basis for issuing the username, password, and other identification factors (if any) to the authorized party.

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

- When the shareholder fills in all information according to the online authorization form issued by the Group or in accordance with civil law regulations and completes the online authorization process.
- The power of attorney is printed according to the online authorization form with full signatures, full names, and stamps (if it is an organization) of both the authorizing party and the authorized party.
- The Group receives the original Power of Attorney sent before the official opening of the meeting.

Cancellation of authorization for shareholders who have authorized online: the shareholder sends an official written request to cancel the online authorization to the Group before the official opening of the meeting. Note that the time for recording the cancellation of authorization is calculated based on the time the Group receives the official written request to cancel the online authorization.

Cancellation of authorization shall be void if the authorized representative has already cast a vote/election ballot on any matter in the agenda of the online GMS meeting.

Article 27. Conditions for convening

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

Article 28. Discussion at the online General Meeting of Shareholders

a. Principles:

- Discussion shall only be conducted within the specified time and within the scope of the matters presented in the GMS agenda;
- Only delegates are allowed to participate in the discussion;
- Delegates with opinions shall register the discussion content according to the form specified in the meeting's working regulations;
- The Secretariat shall arrange the delegates' discussion content in the order of registration and submit it to the Chairperson.

b. Answering delegates' opinions:



- Based on the delegate's discussion content, the Chairperson or a member designated by the Chairperson shall answer the delegate's opinion;
- In case of time constraints, questions not answered directly at the meeting will be answered by the Group later.

Article 29. Form of adopting resolutions of the online General Meeting of Shareholders

The General Meeting of Shareholders adopts resolutions under its authority by way of electronic voting.

Article 30. Method of online voting

a. Method of voting:

- Delegates select one of the three voting options: For, Against, or Abstain for each matter put to a vote at the meeting as set up in the electronic voting system.
- After that, the delegate proceeds to confirm the vote so that the electronic voting system records the result.

b. Method of election voting:

- Election by cumulative voting method: If the Group Charter does not provide otherwise, the voting for members of the Board of Directors and the Board of Supervisors must be performed by the cumulative voting method (cumulative voting or proportional voting). Accordingly, the delegate performs the election by marking the "Cumulative voting" box or clearly writing the number of votes in the "Number of votes" box for the corresponding candidates on the election ballot set up in the electronic voting system. After that, the delegate proceeds to confirm the election so that the electronic voting system records the result.
- Voting by ballot method (if any): Conducted in accordance with the voting regulations specified in point a of this Article.

c. Other regulations when conducting electronic voting:

- In case a Delegate does not complete all voting and election matters according to the Meeting agenda, the unvoted or unelected matters shall be considered as if the Delegate did not cast a vote or participate in the election for those matters.
- In case issues arise outside the sent meeting agenda, the Delegate may vote or elect additionally. If the Delegate does not vote or elect on the arising issues, it shall be considered as if the Delegate did not cast a vote or participate in the election for those arising issues.
- The Delegate may change the voting or election results (but cannot cancel the voting or election results); including the results of voting or election for issues arising outside the Meeting agenda. The online system only records the vote count for the final voting or election results at the time of closing the electronic voting for each vote counting phase as specified in the meeting working regulations.
- In case the Delegate performs written voting: An invalid ballot is a ballot as specified in the election regulations.



- The electronic voting time is specifically stipulated in the meeting working regulations. Delegates can access the electronic voting system and vote 24 hours a day and 07 days a week, except in cases of system maintenance or other reasons beyond the Group's control. Upon the end of the voting time, the system shall not record any further electronic voting results from the Delegate.

Article 31. Online vote counting method

When a Delegate performs voting/election, the number of voting ballots and election ballots are recorded on the system according to the principle of In favor votes, Against votes, and abstentions.

Article 32. Notification of vote counting results

Based on the vote counting minutes recorded as prescribed in Article 31 of these Regulations, the Vote Counting Committee shall check, synthesize, and report the vote counting results of each issue according to the meeting agenda to the Chairperson. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting.

Article 33. Preparation of the General Meeting of Shareholders meeting minutes

- Conducted in accordance with the provisions of Article 19 of these Regulations.
- The venue of the meeting recorded in the minutes of the online General Meeting of Shareholders is the location where the Chairperson of the Meeting is present to conduct the Meeting. This location must be within the territory of Vietnam.
- The form of approval of the General Meeting of Shareholders meeting minutes is specifically stipulated in the Group's working regulations at the General Meeting of Shareholders.

Article 34. Announcement of the Resolution and Minutes of the General Meeting of Shareholders

Conducted in accordance with the provisions of Article 20 of these Regulations.

IV. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTIONS VIA IN-PERSON COMBINED WITH ONLINE MEETING FORMAT

The sequence and procedures for convening the General Meeting of Shareholders in an in-person combined with online format are carried out as follows:

Article 35. Notice of convening the General Meeting of Shareholders

Conducted in accordance with the provisions of Article 6 of these Regulations.

Article 36. Method of registering to attend the General Meeting of Shareholders

Conducted in accordance with the provisions of Clause 1 Article 8 and Article 24 of these Regulations.



Article 37. Authorization for representatives to attend the General Meeting of Shareholders

Conducted in accordance with the provisions of Clause 2 Article 8 and Article 26 of these Regulations.

Article 38. Conditions for convening

Conducted in accordance with the provisions of Article 9 of these Regulations.

Article 39. Form of approval of resolutions of the General Meeting of Shareholders

Conducted in accordance with the provisions of Article 10 and Article 29 of these Regulations.

Article 40. Voting method

Conducted in accordance with the provisions of Article 13, Article 14, and Article 30 of these Regulations.

Article 41. Vote counting method

Conducted in accordance with the provisions of Article 15 and Article 31 of these Regulations.

Article 42. Notification of vote counting results

Conducted in accordance with the provisions of Article 17 and Article 32 of these Regulations.

Article 43. Preparation of the General Meeting of Shareholders meeting minutes

Conducted in accordance with the provisions of Article 19 and Article 33 of these Regulations.

Article 44. Announcement of the Resolution and Minutes of the General Meeting of Shareholders

Conducted in accordance with the provisions of Article 20 of these Regulations.



CHAPTER 3 – BOARD OF DIRECTORS

Section 1 - General Provisions

Article 45. Role, rights, and obligations of the BOD

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

1. To be responsible to shareholders for the Group's operations;
2. To treat all shareholders equally and respect the interests of persons with interests related to the Group;
3. To ensure that the Group's operations comply with the provisions of the law, the Charter, and the Group's internal regulations;
4. To develop the Operating Regulations of the Board of Directors to submit to the General Meeting of Shareholders for approval and announce on the Group's website in accordance with the guidance in Circular 116/2020/TT-BTC dated December 31, 2020 guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and its amendments, supplements, or replacement documents (if any) from time to times;
5. To supervise and prevent conflicts of interest of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers, including the misuse of the Group's assets and abuse of transactions with related parties;
6. To develop Internal Corporate Governance Regulations and submit them to the General Meeting of Shareholders for approval in accordance with the provisions of Article 270 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and its amendments, supplements, or replacement documents (if any) from time to time;
7. To appoint a Corporate Governance Officer;
8. Organize training and coaching on the Group's governance and necessary skills for members of the Board of Directors, the General Director, the Person in charge of the Group's governance, and other managers of the Group;
9. To report on the BOD's activities at the General Meeting of Shareholders in accordance with current laws.
10. To report on the Group's corporate governance situation at the Annual General Meeting of Shareholders and disclose information in the Group's Annual Report in accordance with securities laws on information disclosure.
11. Other rights and obligations as prescribed by the Group Charter and internal corporate governance regulations.



Article 46. Rights, obligations, and responsibilities of members of the BOD

1. Members of the Board of Directors have full rights as prescribed by the Law on Securities, relevant laws, and the Group Charter and internal corporate governance regulations, including the right to be provided with information and documents on the financial situation and business operations of the Group and of units within the Group.
2. Members of the Board of Directors have obligations as prescribed by the Group Charter and the following obligations:
 - a. Perform their duties honestly and carefully for the best interests of the shareholders and the Group;
 - b. Attend all meetings of the Board of Directors and express opinions on issues brought up for discussion;
 - c. Report promptly and fully to the Board of Directors on remuneration received from subsidiaries, affiliated companies, and other organizations;
 - d. Report to the Board of Directors at the most recent meeting on transactions between the Group, its subsidiaries, companies controlled by the Group with 50% or more of charter capital, and members of the Board of Directors and their related persons; transactions between the Group and companies where a member of the Board of Directors is a founding member or a corporate manager within the 03 years immediately preceding the transaction;
 - e. Perform information disclosure when trading the Group's shares in accordance with the law.
 - f. Each independent member of the Board of Directors of the Group must prepare an evaluation report on the activities of the Board of Directors.

Section 2 - Regulations on Nomination, Candidacy, Election, Dismissal, and Removal of BOD members

Article 47. Number, term, and compotion of members of the Board of Directors

1. The number of members of the Board of Directors is 07 members.
2. The term of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a Group for no more than 02 consecutive terms. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.
3. The compotion of the Board of Directors is as follows:
 - a. The number of non-executive members of the Board of Directors of the Group must ensure the following regulations:
 - There must be at least 01 non-executive member in case the Group has from 03 to 05 Board members;
 - There must be at least 02 non-executive members in case the Group has from 06 to 08 Board members;



- There must be at least 03 non-executive members in case the Group has from 09 to 11 Board members.

The Group limits the number of Board members concurrently holding executive positions within the Group to the maximum extent possible to ensure the independence of the Board of Directors.

b. The number of independent members of the Board of Directors of the Group must ensure the following regulations:

- There must be at least 01 independent member in case the Group has from 03 to 05 Board members;

- There must be at least 02 independent members in case the Group has from 06 to 08 Board members;

- There must be at least 03 independent members in case the Group has from 09 to 11 Board members.

The rights, obligations, and methods of organizing and coordinating the activities of independent members of the Board of Directors shall be specifically stipulated in the Operating Regulations of the Board of Directors.

4. A member of the Board of Directors shall lose their status as a member of the Board of Directors if they are dismissed, removed, or replaced by the General Meeting of Shareholders in the following cases:

a) In accordance with the provisions of Article 160 of the Law on Enterprises .

b) Providing false personal information when submitting to the Group as a candidate for the Board of Directors;

5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.

6. Members of the Board of Directors are not required to be shareholders of the Group .

Article 48. Standards and conditions for members of the Board of Directors

1. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1, Clause 2, Article 155 of the Law on Enterprises and the Charter of the Group.

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of the Group.

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

Article 49. Nomination and candidacy for members of the Board of Directors

1. A shareholder or a group of shareholders holding 10% or more of the total common shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Group Charter. Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A



shareholder or a group of shareholders holding from 10% to less than 20% of the total voting shares is entitled to nominate one (01) candidate; from 20% to less than 30% is entitled to nominate a maximum of two (02) candidates; from 30% to less than 40% is entitled to nominate a maximum of three (03) candidates; from 40% to less than 50% is entitled to nominate a maximum of four (04) candidates; from 50% to less than 60% is entitled to nominate a maximum of five (05) candidates; from 60% to less than 70% is entitled to nominate a maximum of six (06) candidates; from 70% to 80% is entitled to nominate a maximum of seven (07) candidates; and from 80% or more is entitled to nominate a maximum of eight (08) candidates.

2. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, the incumbent Board of Directors shall introduce additional candidates. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

Article 50. Method of electing members of the Board of Directors

1. The voting for members of the Board of Directors must be carried out by the cumulative voting method, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to aggregate all or part of their total votes for one or more candidates. The elected members of the Board of Directors are determined by the number of votes calculated from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Group Charter is reached. In case two or more candidates receive the same number of votes for the final member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or selection shall be made according to the criteria prescribed in the election regulations or the Group Charter.
2. If the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors may be carried out by the cumulative voting method as above or by the voting method (in favor, against, or abstain). The voting ratio for approval by the voting method is implemented according to Clause 2 of Article 21 of the Group Charter.

Article 51. Cases of dismissal, removal, replacement, and supplementation of members of the Board of Directors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - a. Not meeting the standards and conditions prescribed in Article 155 of the Law on Enterprises;
 - b. Having a resignation letter and being approved;
 - c. Other cases prescribed in the Group Charter.



2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
 - a. Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
 - b. Other cases prescribed in the Group Charter.
3. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors; or dismiss or remove a member of the Board of Directors in cases other than those prescribed in Clause 1 and Clause 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
 - a. The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number prescribed in the Group Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
 - b. The number of independent members of the Board of Directors decreases, failing to ensure the ratio prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;
 - c. Except for the cases prescribed in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been dismissed or removed at the nearest meeting.

Article 52. Notice of election, dismissal, and removal of members of the Board of Directors

After the decision on the election, dismissal, or removal of a member of the Board of Directors is made, the Group is responsible for disclosing information internally within the Group and to relevant agencies, on mass media, and on the Group's website in accordance with the procedures and regulations of current law.

Article 53. Method of introducing candidates for members of the Board of Directors

In case a candidate for the Board of Directors has been identified, the Group must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Group's website so that shareholders can learn about these candidates before voting. The candidate for the Board of Directors must have a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interest of the Group if elected as a member of the Board of Directors. Information related to the candidate for the Board of Directors to be disclosed includes:

- a. Full name, date, month, and year of birth;
- b. Professional qualifications;
- c. Work history;
- d. Other management positions (including the position of member of the Board of Directors of other companies);
- e. Interests related to the Group and related parties of the Group;



- f. Evaluation report on the candidate's contribution to the Group, in case that candidate is currently a member of the Board of Directors of the Group;
- g. Full name of the shareholder or group of shareholders nominating that candidate (if any);
- h. Other information (if any).

The Group is responsible for disclosing information about the companies where the candidate is currently holding the position of member of the Board of Directors, other management positions, and interests related to the Group of the candidate for the Board of Directors (if any).

Article 54. Election, removal, and dismissal of the Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a. Establishing the program and activity plan of the Board of Directors;
 - b. Preparing the program, content, and documents for meetings; convening, presiding over, and acting as the chair of meetings of the Board of Directors;
 - c. Organizing the approval of resolutions and decisions of the Board of Directors;
 - d. Supervising the process of organizing the implementation of resolutions and decisions of the Board of Directors;
 - e. Acting as the chair of the General Meeting of Shareholders;
 - f. Other rights and obligations as prescribed by the Law on Enterprises and the Group Charter.
4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the dismissal or removal.
5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person, the remaining members shall elect one among the members to hold the position of Chairman of the Board of Directors based on the principle that the majority of the remaining members agree until there is a new decision from the Board of Directors.

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

Article 55. Remuneration, bonuses, and other benefits of members of the Board of Directors

1. The Group has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.
2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. Remuneration for work is calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the



principle of consensus. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Group's business expenses in accordance with the laws on corporate income tax, presented as a separate item in the Group's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions or members of the Board of Directors working on sub-committees of the Board of Directors or performing other tasks outside the scope of the ordinary duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum fee, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, and other reasonable expenses that they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Group after approval by the General Meeting of Shareholders. This insurance does not include coverage for liabilities of members of the Board of Directors related to violations of the law and the Group Charter.

Section 4 - Regulations on the order and procedures for organizing meetings of the Board of Directors

Article 56. Minimum number of meetings per month/quarter/year

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of conclusion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the same highest number of votes or highest percentage of votes, the members shall elect by majority principle to select 01 person among them to convene the meeting of the Board of Directors.
2. The Board of Directors shall meet at least once per quarter and may hold extraordinary meetings.

Article 57. Cases requiring the convening of extraordinary meetings of the Board of Directors

1. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a. Upon the request of the Board of Supervisors or an independent member of the Board of Directors;
 - b. Upon the request of the General Director or at least 05 other managers;
 - c. Upon the request of at least 02 members of the Board of Directors;



2. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.
3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 1 of this Article. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for damages occurring to the Group; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

Article 58. Notice of meetings of the Board of Directors and the right of members of the Board of Supervisors to attend meetings of the Board of Directors

1. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a notice of the meeting at least 03 working days before the meeting date. The notice of the meeting must specify the time and location of the meeting, the agenda, and the issues to be discussed and decided. The notice of the meeting must be accompanied by documents used at the meeting and the voting ballots of the members. The notice of the meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Group Charter and must ensure it reaches the contact address of each member of the Board of Directors registered with the Group.
2. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of the meeting and accompanying documents to members of the Board of Supervisors in the same manner as for members of the Board of Directors.
Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

Article 59. Conditions for organizing meetings of the Board of Directors

A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members are present. In case the meeting convened according to the provisions of this Clause does not have enough members present as prescribed, it shall be convened for the second time within 07 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

Article 60. Voting methods

1. A member of the Board of Directors is considered to be present and voting at a meeting in the following cases:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
 - c. Attending and voting via online conference, electronic voting, or other electronic forms;
 - d. Sending voting ballots to the meeting via mail, fax, or email;
 - e. Sending voting ballots by other means.



2. In case of sending voting ballots to the meeting via mail, the voting ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening of the meeting. The voting ballots shall only be opened in the presence of all attendees.
3. Voting
 - a. Except as provided in Point b, Clause 3 of this Article, each member of the Board of Directors or an authorized person in accordance with Clause 1 of this Article who is directly present in person at the meeting of the Board of Directors shall have one (01) vote;
 - b. A member of the Board of Directors shall not vote on transactions that bring benefits to that member or their related person in accordance with the Law on Enterprises and the Charter of the Group.
 - c. Pursuant to Point d, Clause 11, Article 30 of the Group Charter, when an issue arises at a meeting related to the interests or voting rights of a member of the Board of Directors and that member does not voluntarily waive their voting rights, the ruling of the chairperson shall be final, except in cases where the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed;
 - d. A member of the Board of Directors benefiting from a contract specified in Article 43 of the Group Charter is considered to have a significant interest in that contract;
 - e. Supervisors have the right to attend meetings of the Board of Directors, have the right to discuss but not to vote.
4. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Group and knows that they have an interest therein has the responsibility to disclose this interest at the first meeting of the Board discussing the signing of this contract or transaction. In case a member of the Board of Directors does not know that they and their related persons have an interest at the time the contract or transaction is signed with the Group, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after this member becomes aware that they have an interest or will have an interest in the aforementioned transaction or contract.
5. A meeting of the Board of Directors may be organized in the form of an online conference between members of the Board of Directors when all or some members are at different locations, provided that each member participating in the meeting can:
 - a. Hear each other member of the Board of Directors participating in the meeting speak;
 - b. Speak to all other participating members simultaneously.

The exchange between members can be carried out directly via telephone or other means of communication (including the use of such means at the time of passing the Charter or later) or a combination of all these methods. A member of the Board of Directors participating in such a meeting is considered to be “present” at that meeting. The location of the meeting organized according to these regulations is the location where the largest group of members of the Board of Directors gathers, or if there is no such group, the location where the chairperson of the meeting is present.



6. The Board of Directors has the right to collect opinions from members of the Board of Directors in writing to pass a Resolution of the Board of Directors when passing issues under the authority of the Board of Directors in Clause 2, Article 27 of the Group Charter.
7. A resolution in the form of collecting opinions in writing is passed based on the approval of the majority of members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution passed at a meeting.
8. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language (if necessary), containing the main contents stipulated in Article 158 of the Law on Enterprises. The Chairman of the Board of Directors is responsible for delivering the minutes of the Board of Directors meeting to the members, and such minutes shall serve as authentic evidence of the work conducted during those meetings unless an objection to the content of the minutes is raised within ten (10) days from the date of dispatch. The minutes of the Board of Directors meeting must be signed by the chairperson and the secretary of the meeting; the chairperson and the secretary of the meeting shall be responsible for the truthfulness and accuracy of the content of the minutes. The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the Group's head office.

Article 61. Procedures for passing resolutions of the Board of Directors

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

Article 62. Authorization for other persons to attend meetings by members of the Board of Directors

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

Article 63. Preparation of minutes of the Board of Directors meeting

Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following main contents:

- a. Name, address of the head office, and enterprise identification number;
- b. Time and location of the meeting;
- c. Purpose, agenda, and content of the meeting;
- d. Full name of each member attending the meeting or the authorized representative and the method of attendance; full names of members not attending and the reasons;
- e. Issues discussed and voted on at the meeting;
- f. Summary of opinions of each member attending the meeting in the order of the meeting's proceedings;
- g. Voting results, clearly stating the members who voted for, against, and abstained;



- h. Issues that have been passed and the corresponding voting ratio for approval;
- i. Full name and signature of the chairperson and the minute-taker, except for the case stipulated in Article 64 of these Regulations.

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

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

The chairperson, the minute-taker, and those who sign the minutes shall be responsible for the truthfulness and accuracy of the content of the minutes of the Board of Directors meeting.

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

Article 64. Cases where the chairperson and/or secretary refuses to sign the minutes of the Board of Directors meeting

In case the chairperson or the person recording the minutes refuses to sign the meeting minutes, but the minutes are signed by all other members of the Board of Directors attending and agreeing to approve the minutes, and contain full content as prescribed in points a, b, c, d, đ, e, g, and h of Clause 1, Article 158 of the Law on Enterprises, the minutes shall be valid. The meeting minutes shall clearly state that the chairperson or the person recording the minutes refused to sign. The persons signing the meeting minutes shall be jointly responsible for the accuracy and honesty of the content of the Board of Directors meeting minutes. The chairperson and the person recording the minutes shall be personally responsible for damages caused to the enterprise due to their refusal to sign the meeting minutes in accordance with the Law on Enterprises, the Group Charter, and relevant laws.

Article 65. Notification of resolutions and decisions of the Board of Directors

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

Section 5 - Subcommittees of the Board of Directors

Article 66. Subcommittees under the Board of Directors

1. The Board of Directors may establish subcommittees to be in charge of development policy, personnel, remuneration, and internal audit. The number of members of a subcommittee shall be decided by the Board of Directors and shall consist of at least 03 people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority in the subcommittee, and one of these members shall be appointed as the Head of the Subcommittee by the decision of the Board of Directors. The operation of the subcommittee must comply with the regulations of the Board of Directors. A resolution of



the subcommittee shall only be effective when approved by a majority of members attending and voting at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and the provisions of the Group Charter and the Internal Corporate Governance Regulations of the Group.

Section 6 - Selection, appointment, and dismissal of the Group Governance Officer

Article 67. Qualifications of the Group Governance Officer

The Group Governance Officer shall not simultaneously work for an approved auditing organization that is currently auditing the Group's financial statements.

Article 68. Appointment of the Group Governance Officer

The Board of Directors of the Group must appoint at least 01 Group Governance Officer to support corporate governance at the Group. The Group Governance Officer may concurrently serve as the Group Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

Article 69. Cases for dismissal and removal of the Corporate Governance Officer

The Board of Directors may dismiss or remove the Group's Corporate Governance Officer when deemed necessary, provided it does not contravene current labor laws.

Article 70. Notification of appointment and dismissal of the Group Governance Officer

After the decision on the appointment or dismissal of the Group Governance Officer is made, the Group is responsible for disclosing information internally within the Group, to relevant authorities, on mass media, and on the Group's website in accordance with the procedures and regulations of current law.

Article 71. Rights and Obligations of the Group Governance Officer

The Group Governance Officer has the following rights and obligations:

- a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related tasks between the Group and shareholders;
- b. Preparing meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
- c. Advising on meeting procedures;
- d. Attending meetings;
- e. Advising on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- f. Providing financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Board of Supervisors;
- g. Supervising and reporting to the Board of Directors on the Group's information disclosure activities;
- h. Acting as the contact point with relevant stakeholders;



- i. Maintaining confidentiality of information in accordance with legal regulations and the Group Charter;
- j. Other rights and obligations as prescribed by law and the Group Charter.



CHAPTER 4 – BOARD OF SUPERVISORS

Section 1 - General Provisions

Article 72. Role, rights, and obligations of the Board of Supervisors, and responsibilities of members of the Board of Supervisors

1. Members of the Board of Supervisors have rights as prescribed by the Law on Enterprises, relevant laws, and the Group Charter, and the Regulations on the Operation of the Board of Supervisors, including the right to access information and documents related to the Group's operational situation. Members of the Board of Directors, the General Director, and other managers of the enterprise are responsible for providing information in a timely and complete manner at the request of members of the Board of Supervisors.
2. Members of the Board of Supervisors are responsible for complying with the provisions of the law, the Group Charter, the Regulations on the Operation of the Board of Supervisors, and professional ethics in exercising their assigned rights and obligations.
3. The Board of Supervisors has the rights and obligations as prescribed in Article 170 of the Law on Enterprises, the Group Charter, and the following rights and obligations:
 - a. Proposing and recommending the General Meeting of Shareholders to approve the list of approved auditing organizations to audit the Group's financial statements; deciding on the approved auditing organization to inspect the Group's operations, and dismissing the approved auditor when deemed necessary.
 - b. Being accountable to shareholders for its supervisory activities.
 - c. Supervising the Group's financial situation and the compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.
 - d. Ensuring coordination with the Board of Directors, the General Director, and shareholders.
 - e. In case of discovering violations of the law or the Group Charter by members of the Board of Directors, the General Director, or other managers of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violating party to terminate the violation and implement measures to remedy the consequences.
 - f. Develop the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval. The Minister of Finance provides a template for the Operating Regulations of the Board of Supervisors for public groups to reference when developing their own.
 - g. Report to the General Meeting of Shareholders in accordance with Article 290 of Decree 155/2020/NĐ-CP.

Section 2 - Regulations on the Term, number, composition, and structure of members of the Board of Supervisors

Article 73. Number, term, composition, and structure of members of the Board of Supervisors

1. The number of members of the Group's Board of Supervisors is 03.
2. The term of a Supervisor shall not exceed 05 years and they may be re-elected for an unlimited number of terms.



3. Members of the Board of Supervisors are not required to be shareholders of the Group.
4. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among the Supervisors; the election, dismissal, and removal shall be conducted by majority vote. The rights and obligations of the Head of the Board of Supervisors shall be stipulated by the Group Charter. More than half of the Supervisors must be permanent residents in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or a major relevant to the Group's business operations, unless the Group Charter stipulates higher standards.
5. In the event that the terms of all Supervisors expire at the same time and new Supervisors have not yet been elected, the outgoing Supervisors shall continue to perform their rights and obligations until new Supervisors are elected and assume their duties.

Article 74. Standards and conditions for members of the Board of Supervisors

1. A Supervisor must meet the following standards and conditions:
 - a. Not fall under the categories specified in Clause 2, Article 17 of the Law on Enterprises;
 - b. Have been trained in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major suitable for the Group's business operations;
 - c. Not be a family member of any member of the Board of Directors, the General Director, or other managers;
 - d. Not be a manager of the Group; not necessarily be a shareholder or employee of the Group;
 - e. Not be an employee of the Group's accounting or finance department;
 - f. Not be a member or employee of an approved audit organization performing audits of the Group's financial statements in the 03 consecutive years prior.
 - g. Other standards and conditions as stipulated by relevant laws and the Group Charter.
2. In addition to the standards and conditions stipulated in Clause 1 of this Article, the Group's Supervisors must ensure they meet all conditions stipulated in Clause 2, Article 169 of the Law on Enterprises.
3. The Head of the Board of Supervisors must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or a major relevant to the Group's business operations.

Article 75. Nomination and candidacy for members of the Board of Supervisors (Supervisors)

1. The candidacy and nomination of members of the Board of Supervisor shall be conducted similarly to the provisions in Clause 1, Article 25 of the Group Charter. Shareholders holding voting shares have the right to aggregate their voting rights to nominate Controllers. A shareholder or a group of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% or more may nominate a maximum of eight (08) candidates.



2. In the event that the number of candidates for the Board of Supervisors through nomination and candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 76. Method of electing members of the Board of Supervisors

1. The voting for members of the Board of Supervisors must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Supervisors, and shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Supervisors are determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members stipulated in the Group Charter is reached. In the event that 02 or more candidates receive the same number of votes for the final position on the Board of Supervisors, a re-vote shall be conducted among those candidates with the same number of votes, or a selection shall be made based on criteria stipulated in the election regulations, the Operating Regulations of the Board of Supervisors, or the Group Charter.
2. If the number of candidates is less than or equal to the number of members of the Board of Supervisors to be elected, the election of members of the Board of Supervisors may be conducted by the cumulative voting method as above or by a voting method (in favor, against, abstention). The approval voting ratio for the voting method shall be implemented in accordance with Clause 2, Article 21 of the Group Charter.

Article 77. Cases of dismissal and removal of members of the Board of Supervisors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Supervisors in the following cases:
 - a. No longer meeting the standards and conditions to be a member of the Board of Supervisors as stipulated in Article 169 of the Law on Enterprises;
 - b. Submitting a resignation letter which is then accepted;
 - c. Other cases as stipulated by the Group Charter.
2. The General Meeting of Shareholders shall remove a member of the Board of Supervisors in the following cases:
 - a. Failing to complete assigned tasks or duties;
 - b. Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
 - c. Repeatedly violating or seriously violating the obligations of a member of the Board of Supervisors as stipulated by the Law on Enterprises and the Group Charter;
 - d. Other cases as per the resolution of the General Meeting of Shareholders.



Article 78. Notification of election, dismissal, and removal of members of the Board of Supervisors

After a decision is made to elect, dismiss, or remove a Supervisor, the Group is responsible for disclosing the information internally, to relevant authorities, and on mass media and the Group's website in accordance with the procedures and regulations of current law.

Article 79. Salary and other benefits of members of the Board of Supervisors

1. Members of the Board of Supervisors are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors;
2. Members of the Board of Supervisors are reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;
3. The salary and operating expenses of the Board of Supervisors are included in the Group's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be recorded as a separate item in the Group's annual financial statements.



CHAPTER 5 - GENERAL DIRECTOR

Article 80. Role, responsibilities, rights, and obligations of the General Director

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

Article 81. Term, standards, and conditions of the General Director

1. The term of the General Director shall not exceed 05 years and they may be reappointed for an unlimited number of terms.
2. The General Director must meet the following standards and conditions:
 - a. Not fall into the categories specified in Clause 2, Article 17 of the Law on Enterprises;
 - b. Must not be a person with family relations to the corporate manager or Controller of the Group and the parent company; a representative of state capital, or a representative of the enterprise's capital at the Group and the parent company;
 - c. Possess professional qualifications and experience in the corporate management of the Group.

Article 82. Candidacy and nomination of the General Director

Directors and members of the Board of Directors have the right to nominate candidates for the position of General Director in accordance with the standards and conditions stipulated in Article 81 of these Regulations and submit them to the Board of Directors for consideration when the Group has a need to seek a General Director.

Article 83. Appointment, dismissal, signing of contracts, and termination of contracts for the General Director

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



2. The Board of Directors may dismiss the General Director when a majority of the voting members of the Board of Directors present at the meeting approve, and shall appoint a new General Director as a replacement.

3. The Board of Directors has the authority to sign/terminate contracts and decide on the terms of the employment contract as stipulated in Point j, Clause 2, Article 27 and Article 35 of the Group Charter.

Article 84. Notification of appointment, dismissal, signing of contracts, and termination of contracts for the General Director

After a decision on the election, dismissal, or removal of the General Director is made, the Group is responsible for disclosing information internally within the Group, to relevant authorities, on mass media, and on the Group's website in accordance with the procedures and regulations of current law.

Article 85. Salary and other benefits of the General Director

1. The General Director shall be paid a salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors.

2. The salary of the executive shall be included in the Group's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Group's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.



CHAPTER 6 – OTHER ACTIVITIES

Section 1 - Regulations on coordination of activities between the Board of Directors, the Board of Supervisors, and the General Director

Article 86. Procedures and sequence for convening, notifying meetings, recording minutes, and announcing meeting results between the BOD, the Board of Supervisors, and the General Director

The procedures and sequence for convening, notifying meetings, recording minutes, and announcing meeting results between the BOD, the Board of Supervisors, and the General Director shall be implemented in accordance with the procedures and sequence for convening BOD meetings as stipulated in Section 4, Chapter 3 of these Regulations.

Article 87. Notification of Resolutions/Decisions of the BOD to the Board of Supervisors

Resolutions/Decisions and minutes of BOD meetings, once issued, must be sent to the Controllers at the same time and in the same manner as to members of the BOD.

Article 88. Notification of Resolutions/Decisions of the BOD to the General Director

Resolutions/Decisions of the BOD (regarding contents related to the responsibilities, powers, and obligations of the General Director), once issued, must be sent to the General Director at the same time and in the same manner as to members of the BOD.

Article 89. Cases where the Board of Supervisors and the General Director request to convene a BOD meeting and matters requiring the opinion of the BOD

1. Cases for requesting to convene a BOD meeting
 - a. The Board of Supervisors may request to convene a BOD meeting in the following cases:
 - Upon the request of a shareholder/group of shareholders in accordance with Clause 2, Article 115 of the Law on Enterprises.
 - When it is determined that the Controller's right to access information and documents related to the Group's operations is not fully exercised in accordance with current law and the Group Charter;
 - Upon discovering acts of violation of the law or the Group Charter by members of the BOD, the General Director, or other business executives, after having notified the BOD in writing in accordance with Clause 5, Article 40 of the Group Charter, but the violating party has not ceased the violation or implemented remedial measures;
 - b. The General Director may request to convene a BOD meeting in the following cases:
 - When it is determined that the rights of the General Director as stipulated in Article 35 of the Group Charter are not being exercised;
 - Upon discovering acts of violation of the law or the Group Charter by other business executives, after having notified the BOD in writing, but the violating party has not ceased the violation or implemented remedial measures;
2. Matters requiring the opinion of the BOD:



- a. Recommendations to the BOD regarding the organizational structure plan and internal management regulations of the Group;
- b. Proposals for measures to improve the Group's operations and management;
- c. The General Director must prepare a plan for the Board of Directors to approve matters related to recruitment, termination of employment, salary, social insurance, welfare, rewards, and discipline for employees and business executives.
- d. The General Director must prepare a plan for the Board of Directors to approve matters related to the Group's relations with trade union organizations in accordance with the best standards, practices, and management policies, as well as the practices and policies stipulated in the Group Charter, the Group's regulations, and current legal provisions.
- e. Requesting the opinion of the BOD on the Audited Financial Statements (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year, which must be submitted for the BOD's approval;
- f. Recommendations on the plan for dividend payment or handling of business losses;
- g. Requesting the opinion of the BOD to approve the detailed business plan for the next fiscal year;
- h. Other matters when deemed in the interest of the Group.

Article 90. Reports of the General Director to the BOD on the performance of assigned duties and powers

1. Reports on the implementation status of Resolutions of the BOD and the General Meeting of Shareholders, and the Group's business and investment plans already approved by the BOD and the General Meeting of Shareholders;
2. Quarterly and annual reports evaluating the financial situation and business operation status of the Group;
3. Reports on improvements in organizational structure, policies, and management;
4. Annual reports on the implementation of obligations toward the environment, the community, and employees;
5. Reports on the implementation status of other matters authorized by the BOD and the General Meeting of Shareholders;
6. Reporting on other matters as requested by the BOD.

Article 91. Reviewing the implementation of resolutions and other matters authorized by the BOD to the General Director

Based on the General Director's report on the performance of assigned duties and powers as stipulated in Article 80 of these Regulations, the BOD shall conduct a review of the results of the implementation of resolutions and other matters authorized by the BOD to the Group.



Article 92. Matters the General Director must report, provide information on, and the method of notification to the BOD and the Board of Supervisors

1. Matters the General Director must report, provide information on, and the method of notification to the BOD
 - a. Contents as per Article 89 of these Regulations;
 - b. The General Director is obligated to notify the Board of Directors of transactions between the Group, its subsidiaries, or other companies controlled by the Group with over 50% of charter capital, with those entities themselves or with their related persons as prescribed by law.
 - c. Other matters requiring opinion or reporting to the BOD must be submitted at least seven (07) working days in advance, and the BOD shall respond within seven (07) working days.

Specifically, in the case of approving contracts and transactions as stipulated in Clause 1, Article 167 of the Law on Enterprises and having a value of less than 35% of the total asset value of the enterprise recorded in the most recent financial statement, the representative of the Group signing the contract or transaction must notify the members of the Board of Directors and Controllers about the related parties to that contract or transaction and attach the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification, unless the Group Charter stipulates a different time limit; members of the Board of Directors who have interests related to the parties in the contract or transaction shall not have the right to vote.

3. Matters the General Director must report, provide information on, and the method of notification to the Board of Supervisors
 - a. Reports of the General Director submitted to the BOD or other documents issued by the Group shall be sent to the Controllers at the same time and in the same manner as to members of the BOD.
 - b. The General Director and other business executives must provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Group as requested by the Controllers or the Board of Supervisors.
 - c. The method of notification to the Board of Supervisors shall be carried out in the same manner as for the Board of Directors.

Article 93. Coordination of control, management, and supervision activities among members of the BOD, Controllers, and the General Director according to the specific duties of the aforementioned members

1. Coordination of activities between the Board of Supervisors and the BOD:

The Board of Supervisors has the role of supervision, coordination, consultation, and providing full, timely, and accurate information. Specifically as follows:



- a. Regularly notify the BOD of operational results and consult the BOD before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
- b. During meetings of the Board of Supervisors, the Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and answer matters that need clarification;
- c. Periodic and extraordinary inspections by the Board of Supervisors must have written conclusions (no later than fifteen (15) days from the end date) sent to the BOD to provide additional basis to assist the BOD in the management of the Group. Depending on the level and results of the aforementioned inspection, the Board of Supervisors needs to discuss and reach a consensus with the BOD and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the dissenting opinion may be reserved and recorded in the minutes, and the Head of the Board of Supervisors has the responsibility to report to the nearest General Meeting of Shareholders.
- d. In case the Board of Supervisors discovers acts of violation of the law or the Group Charter by members of the Board of Directors, the Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours, requesting the person committing the violation to cease the violation and provide solutions to remedy the consequences;
- e. The Supervisor is obligated to notify the Board of Directors of transactions between the Group, its subsidiaries, or other companies controlled by the Group with over 50% or more of the charter capital with that very entity or with related persons of that entity in accordance with the law.
- f. Regarding recommendations related to the operational and financial situation of the Group, the Board of Supervisors must send the document along with relevant materials at least fifteen (15) days prior to the intended date of receiving a response;
- g. The contents of recommendations to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors shall respond within seven (07) working days.

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

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

The Board of Supervisors has the function of inspection and supervision.

- a. During meetings of the Board of Supervisors, the Board of Supervisors has the right to request the General Director (simultaneously requesting members of the Board of Directors, the General Director, and representatives of the approved auditing organization) to attend and answer issues that need clarification regarding matters of concern to the Supervisors;
- b. Periodic and extraordinary inspections by the Board of Supervisors must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the General Director to provide further basis to assist the General Director in managing the Group. Depending on the level and results of the aforementioned inspection, the Board of



Supervisors needs to discuss and reach a consensus with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, they are authorized to reserve their opinion in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders;

- c. The Supervisor has the right to request the General Director to facilitate access to records and documents related to the Group's business operations at the Head Office or the place where records are stored;
- d. Regarding information and documents on management, business operation, business performance reports, and financial reports, the written request for provision from the Board of Supervisors must be sent to the Group at least forty-eight (48) working hours prior to the intended time of receiving a response. The Board of Supervisors must not use the Group's information that has not been permitted for disclosure or disclose it to others to conduct related transactions.
- e. The contents of recommendations regarding measures to amend, supplement, and improve the organizational structure of management, supervision, and operation of the Group's business activities by the Board of Supervisors must be sent to the General Director at least seven (07) working days prior to the intended date of receiving a response.

The General Director shall create favorable conditions for the Board of Supervisors to exercise its rights and obligations.

- 3. Coordination of activities between the General Director and the Board of Directors: The General Director is the person who represents and manages the Group's operations, ensuring that the Group operates continuously and effectively.
 - a. When there is a recommendation for an organizational structure plan or internal management regulations of the Group, the General Director shall send it to the Board of Directors as soon as possible but no less than seven (07) days before the date that content needs to be decided;
 - b. The General Director must prepare a plan for the Board of Directors to approve issues related to recruitment, termination of employment, salary, social insurance, benefits, rewards, and discipline for employees and management personnel;
 - c. The General Director must prepare a plan for the Board of Directors to approve issues related to the Group's relationship with trade union organizations in accordance with the best standards, practices, and management policies, as well as the practices and policies stipulated in the Group Charter, the Group's regulations, and current legal provisions;
 - d. The General Director is obligated to notify the Board of Directors of transactions between the Group, its subsidiaries, or other companies controlled by the Group with over 50% or more of the charter capital with that very entity or with related persons of that entity in accordance with the law.



- e. Other contents requiring opinions as stipulated in Clause 2, Article 96 of these Regulations must be sent to the Board of Directors at least seven (07) working days prior to the intended date of receiving a response from the Board of Directors.

Section 2 - Regulations on annual evaluation of reward and discipline activities for members of the Board of Directors, members of the Board of Supervisors, the General Director, and other business executives.

Article 94. Regulations on evaluating the performance of members of the Board of Directors, Supervisors, the General Director, and other executives.

1. The Board of Directors is responsible for establishing performance evaluation standards for all subjects, including members of the Board of Directors, the General Director, and other executives.
2. Performance evaluation standards must harmonize the interests of business executives with the long-term interests of the Group and shareholders. Financial and non-financial indicators used in the evaluation are carefully considered and decided by the Board of Directors from time to time. In particular, non-financial indicators may include: interests of stakeholders, operational efficiency, progress and improvements achieved, etc.
3. Annually, based on assigned functions, duties, and established evaluation standards/achieved results, the Board of Directors organizes the evaluation of the performance of members of the Board of Directors.
4. The performance evaluation of Supervisors is organized and implemented according to the method mentioned in the organizational structure and operation of the Board of Supervisors.
5. The performance evaluation of other executives is carried out according to internal regulations or may be based on the self-evaluation reports of these executives.

Article 95. Rewards

1. The Board of Directors or the Remuneration Committee (if any) is responsible for developing reward policies. Rewards are implemented based on the performance evaluation results at Article 94 of these Regulations.
2. Forms of rewards: in cash, in shares (issuing shares under the employee stock ownership plan in the Group), or other forms developed by the Board of Directors or the Remuneration Committee. Reward forms shall be planned by the General Director and submitted to the Board of Directors for approval; in cases exceeding their authority, they shall be submitted to the General Meeting of Shareholders for approval.
3. The reward scheme for members of the Board of Directors and Supervisors shall be decided by the General Meeting of Shareholders.
4. For business executives: the reward fund is extracted from the Group's Reward and Welfare Fund and other legal sources. The reward level is based on actual annual business results; the General Director shall propose it to the Board of Directors for approval; in cases



exceeding their authority, it shall be submitted to the General Meeting of Shareholders for approval.

Article 96. Discipline

1. The Board of Directors is responsible for developing forms of discipline based on the nature and severity of the violation. The highest form of discipline must be removal or dismissal.
2. Members of the Board of Directors, Supervisors, and business executives who fail to complete their duties as required with honesty, diligence, and caution shall be personally liable for the damages they cause.
3. When performing their duties, if members of the Board of Directors, Supervisors, or business executives commit acts that violate legal provisions or the Group's regulations, depending on the severity of the violation, they shall be subject to disciplinary action, administrative penalties, or criminal prosecution in accordance with the law and the Group Charter. In case of causing damage to the interests of the Group, shareholders, or others, they shall be liable for compensation in accordance with the law.



CHAPTER 7 - AMENDMENTS TO THE GROUP GOVERNANCE REGULATIONS

Article 97. Supplementing and amending the Group Governance Regulations

1. The supplementation or amendment of these Regulations must be considered and decided by the Group's General Meeting of Shareholders.
2. In case there are legal provisions related to the Group's operations that are not mentioned in these Regulations, or in case there are new legal provisions that differ from the terms in these Regulations, those legal provisions shall automatically be applied and regulate the Group's operations.

CHAPTER 8 - EFFECTIVE DATE

Article 98. Effective date

1. This Regulation consists of 08 Chapters and 98 Articles, unanimously approved by the Annual General Meeting of Shareholders of Becamex Investment and Industrial Development Group on June 25, 2026, and the full text of these regulations is hereby accepted as effective.
2. This Regulation is the sole and official regulation of the Group.
3. Copies or extracts of this Regulation of the Group must be signed by the Chairman of the Board of Directors.

ON BEHALF OF THE BOARD OF
DIRECTORS

CHAIRMAN



Nguyen Van Hung





**BECAMEX INVESTMENT AND
INDUSTRIAL DEVELOPMENT GROUP**

**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

Ho Chi Minh City, dated Jun 25 2026

No:11/QĐ-HĐQT

DECISION

Issuing the Operating Regulation of the Board of Directors

Becamex Investment and Industrial Development Group (Becamex Group)

BOARD OF DIRECTORS

BECAMEX INVESTMENT AND INDUSTRIAL DEVELOPMENT GROUP

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020 and its amendments, supplements, or replacement documents (if any) from time to time;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019 and its amendments, supplements, or replacement documents (if any) from time to time;
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities and its amendments, supplements, or replacement documents (if any) from time to time;
- Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025, of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities and its amendments, supplements, or replacement documents (if any) from time to time;
- Pursuant to the Charter of Organization and Operation of Becamex Investment and Industrial Development Group (BECAMEX GROUP);
- Pursuant to Resolution No. 01/2026/NQ-ĐHĐCĐ dated June 25, 2026 of the 2026 Annual General Meeting of Shareholders of Becamex Group regarding the approval of the Operating Regulation of the Board of Directors of Becamex Investment and Industrial Development Group.

DECISION

Article 1. Issue the “Operating Regulation of the Board of Directors of Becamex Investment and Industrial Development Group”.

Article 2. This Decision shall be effective from the date of signing and shall supersede Decision No. 09/2021/QĐ-HĐQT dated August 23, 2021.



Article 3. Members of the Board of Directors, the Board of General Directors, and relevant departments, divisions, centers and affiliated units of the Group are responsible for implementing this Decision.

Recipients:

- As Article 3;
- Archived at Office.

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



Nguyen Van Hung



OPERATING REGULATION OF THE BOARD OF DIRECTORS
BECAMEX INVESTMENT AND INDUSTRIAL DEVELOPMENT GROUP
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CHAPTER I. GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Operating Regulation of the Board of Directors stipulates the organizational structure, personnel, operating principles, powers, and obligations of the Board of Directors and members of the Board of Directors to ensure operation in accordance with the Law on Enterprises, the Charter of Becamex Investment and Industrial Development Group (*hereinafter referred to as the "Group"*), and other relevant legal provisions.
2. Subjects of application: This Regulation shall apply to the Board of Directors, members of the Board of Directors of the Group, and relevant subjects mentioned in this Regulation.

Article 2. Operating principles of the Board of Directors

1. The Board of Directors shall work on the principle of collectivity. Members of the Board of Directors shall be personally responsible for their assigned tasks and collectively responsible before the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors regarding the development of the Group.
2. The Board of Directors shall assign the General Director to organize and manage the implementation of the resolutions and decisions of the Board of Directors.

CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have full rights and responsibilities as prescribed by the Law on Enterprises, the Law on Securities, relevant laws, and the Charter of the Group, including the right to be provided with information and documents regarding the financial situation and business operations of the Group and its units.
2. Members of the Board of Directors have obligations as prescribed by the Law on Enterprises, the Charter of the Group, and the following obligations:
 - a) Perform their duties honestly and carefully for the best interests of the shareholders and the Group;
 - b) Attend all meetings of the Board of Directors and express opinions on matters discussed;
 - c) Report promptly and fully to the Board of Directors the remuneration received from subsidiaries, associate companies, and other organizations;
 - d) Report to the Board of Directors at the nearest meeting transactions between the Group, its subsidiaries, or other companies controlled by the Group with over 50% or more of the charter capital, with members of the Board of Directors and their related persons; transactions between the Group and companies in which a member of the Board of Directors is a founding member or a corporate manager within the 03 most recent years prior to the transaction;
 - dd) Perform information disclosure when trading shares of the Group in accordance with the law.



3. Each independent member of the Board of Directors of the Group shall prepare an evaluation report on the activities of the Board of Directors.

Article 4. Right of members of the Board of Directors to be provided with information

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other corporate managers within the Group to provide information and documents regarding the financial status and business operations of the Group and its entities.

2. Corporate managers are required to provide information and documents in a timely, complete, and accurate manner upon the request of members of the Board of Directors. The sequence and procedures for requesting and providing information are stipulated as follows:

- Members of the BOD must submit the content of the request to the BOD of the Group.
- If deemed necessary, the BOD will convene a meeting to seek opinions within 07 working days from the date of receiving the request from a BOD member regarding the information requested.
- If the above content is approved by the BOD, the corporate manager requested to provide information shall provide the requested information within 07 days and be responsible for explaining any inquiries from BOD members regarding the requested information.
- After using the information, the BOD member who requested it shall report to the BOD (if deemed necessary) and ensure the confidentiality of the information.

Article 5. Number, term, and structure of members of the Board of Directors

1. The number of members of the Board of Directors shall be 07 members.

2. The term of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for a maximum of 02 consecutive terms.

3. In the event that all members of the Board of Directors finish their term simultaneously, those members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the work.

4. The composition of the Board of Directors is as follows:

. The number of non-executive members of the Board of Directors of the Group must comply with the following regulations:

- There shall be at least 01 non-executive member in case the Group has from 03 to 05 members of the Board of Directors;
- There shall be at least 02 non-executive members in case the Group has from 06 to 08 members of the Board of Directors;
- There shall be at least 03 non-executive members in case the Group has from 09 to 11 members of the Board of Directors.



The Group shall minimize the number of BOD members concurrently holding executive positions within the Group to ensure the independence of the Board of Directors.

b. The number of independent members of the Board of Directors of the Group must comply with the following regulations:

- There shall be at least 01 independent member in case the Group has from 03 to 05 members of the Board of Directors;
- There shall be at least 02 independent members in case the Group has from 06 to 08 members of the Board of Directors;
- There shall be at least 03 independent members in case the Group has from 09 to 11 members of the Board of Directors.

5. Independent members of the Board of Directors have full rights and obligations of members of the Board of Directors as stipulated by the Law on Enterprises, the Law on Securities, the Charter of the Group, and these regulations.

6. Independent members of the Board of Directors shall be organized and coordinate their activities according to the following principles :

- a) Perform assigned rights and obligations honestly, carefully, and in the best manner to ensure the maximum legitimate interests of the Group;
- b) Be loyal to the interests of the Group and shareholders; not use information, know-how, business opportunities of the Group, position, title, or assets of the Group for personal gain or to serve the interests of other organizations or individuals;
- c) All activities of independent members of the Board of Directors must ensure compliance with the provisions of the law and the Charter of the Group.

Article 6. Standards and conditions for members of the Board of Directors

1. Members of the Board of Directors must meet the following standards and conditions:

- a) Not fall into the cases specified in Clause 2, Article 17 of the Law on Enterprises;
- b) Have professional qualifications and experience in business administration or in the fields, industries, or trades of the Group and are not necessarily shareholders of the Group, unless otherwise provided by the Group's Charter;
- c) A member of the Board of Directors of the Group may concurrently serve as a member of the Board of Directors or the Board of Members at a maximum of 05 other companies;
- d) A member of the Board of Directors of the Group must not be a family member of the General Director or other managers of the Group; or of the manager or person authorized to appoint managers of the parent company;
- dd) Other standards and conditions as per the Group's Charter .

2. An independent member of the Board of Directors as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following standards and conditions:

- a) Not being a person currently working for the Group, its parent company, or its subsidiaries; not being a person who has worked for the Group, its parent company, or its subsidiaries for at least the 03 preceding consecutive years;



- b) Not being a person currently receiving salary or remuneration from the Group, excluding allowances that members of the Board of Directors are entitled to receive as prescribed;
- c) Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological younger sibling is a major shareholder of the Group; or is a manager of the Group or its subsidiaries;
- d) Not being a person directly or indirectly owning at least 1% of the total voting shares of the Group;
- dd) Not being a person who has served as a member of the Board of Directors or the Board of Supervisor of the Group for at least the 05 preceding consecutive years, unless appointed for 02 consecutive terms;
- e) Other standards and conditions as per the Group's Charter (if any).

3. An independent member of the Board of Directors must notify the Board of Directors if they no longer meet the standards and conditions prescribed in Clause 2 of this Article and shall automatically cease to be an independent member of the Board of Directors from the date they no longer meet such standards and conditions. The Board of Directors must announce the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement or additional independent member of the Board of Directors within 06 months from the date of receiving the notification from the relevant independent member of the Board of Directors.

Article 7. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among the members of the Board of Directors.
2. The Chairperson of the Board of Directors of the Group shall not concurrently hold the position of General Director.
3. The Chairperson of the Board of Directors shall have the following rights and obligations:
 - a) Establish the program and operation plan of the Board of Directors;
 - b) Prepare the program, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
 - c) Organize the approval of resolutions and decisions of the Board of Directors;
 - d) Supervise the implementation process of the resolutions and decisions of the Board of Directors;
 - dd) Chair the General Meeting of Shareholders;
 - e) Establish the work program and assign tasks to other members of the Board of Directors to manage the operations of the Group. To evaluate the performance of the Board of Directors and each member of the Board of Directors and report the evaluation results to the General Meeting of Shareholders.



- f) Sign documents on behalf of the General Meeting of Shareholders and the Board of Directors.
 - g) Approve the annual regular operating budget of the Group and other extraordinary expenses, including extraordinary expenses incurred during the implementation of investment projects proposed by the General Director, except for cases falling under the authority of the Board of Directors.
 - h) Approve the General Director's proposal regarding the appointment, dismissal, removal, discipline, suspension, and salary levels of the following positions: Directors, Deputy Directors of functional departments, Directors, Deputy Directors of divisions, or Heads/Deputy Heads of branches/units directly under the Group.
 - i) Approve investment projects, business matters, or transactions for which the Board of Directors has approved the policy before the General Director proceeds with implementation.
 - j) Approve, based on the proposal of the Board of Management, matters related to recruitment, transfer, and personnel arrangement within the Group.
 - k) Approve policies regarding costs, expenses, etc., related to projects and works after the Board of Directors has approved the project policy.
 - l) Attend and provide comments and directives at meetings of the Board of Management.
 - m) Other rights and obligations as prescribed by the Law on Enterprises and the Group Charter.
4. The Chairperson of the Board of Directors shall work on a full-time basis, be in charge of the general management of the Board of Directors' activities, and be directly in charge of one or several aspects of work to resolve other matters assigned by the Board of Directors or as prescribed by law to be under the authority of the Chairperson of the Board of Directors.
5. The Chairperson of the Board of Directors shall be responsible for ensuring that the Board of Directors submits the annual financial statements, the Group's activity reports, and the Board of Directors' audit reports to shareholders at the General Meeting of Shareholders, as well as other reports under the authority of the General Meeting of Shareholders.
6. In case the Chairperson of the Board of Directors submits a resignation or is removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation or the removal.
7. In case the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to perform the rights and obligations of the Chairperson of the Board of Directors in accordance with the principles stipulated in the Group Charter. In case there is no authorized person, the remaining members shall elect one among them to hold the position of Chairperson of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.



8. When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as the Group Secretary with a term of office as decided by the Board of Directors. The Board of Directors may remove the Group Secretary when necessary, provided it is not contrary to current labor laws. The Group Secretary shall have the following rights and obligations:

- a) To assist in organizing and convening meetings of the General Meeting of Shareholders and the Board of Directors; to record meeting minutes;
- b) To assist members of the Board of Directors in exercising their assigned rights and obligations;
- c) To assist the Board of Directors in applying and implementing the Group's corporate governance principles;
- d) To assist the Group in building shareholder relations and protecting the legitimate rights and interests of shareholders; in complying with obligations regarding information provision, information disclosure, and administrative procedures;
- dd) Other rights and obligations as prescribed in the Group Charter and the Group's Internal Governance Regulation.

Article 8. Dismissal, removal, replacement, and supplementation of members of the Board of Directors

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

- a) Not meeting the standards and conditions as prescribed in Article 155 of the Law on Enterprises;
- b) Submitting a resignation letter which is then accepted;
- c) Other cases as prescribed in the Group Charter.

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

- a) Failing to participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b) Other cases as prescribed in the Group Charter.

3. When deemed necessary, the General Meeting of Shareholders may decide to replace a member of the Board of Directors; or dismiss or remove a member of the Board of Directors in cases other than those stipulated in Clause 1 and Clause 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

- a) The number of members of the Board of Directors is reduced by more than one-third compared to the number stipulated in the Group Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;



- b) The number of independent members of the Board of Directors decreases, failing to ensure the ratio as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;
- c) Except for cases stipulated in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been dismissed or removed at the nearest meeting.

Article 9. Procedures for election, dismissal, and removal of members of the Board of Directors

1. A shareholder or a group of shareholders owning 10% or more of the total common shares shall have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Group Charter. The nomination of persons to the Board of Directors shall be carried out as follows:

a) Common shareholders forming a group to nominate persons to the Board of Directors must notify the shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders. A shareholder or a group of shareholders holding from 10% to less than 20% of the total voting shares shall be entitled to nominate one (01) candidate; from 20% to less than 30% shall be entitled to nominate a maximum of two (02) candidates; from 30% to less than 40% shall be entitled to nominate a maximum of three (03) candidates; from 40% to less than 50% shall be entitled to nominate a maximum of four (04) candidates; from 50% to less than 60% shall be entitled to nominate a maximum of five (05) candidates; from 60% to less than 70% shall be entitled to nominate a maximum of six (06) candidates; from 70% to 80% shall be entitled to nominate a maximum of seven (07) candidates; and from 80% or more shall be entitled to nominate a maximum of eight (08) candidates;

b) Based on the number of members of the Board of Directors, a shareholder or a group of shareholders specified in this Clause shall have the right to nominate one or more persons as decided by the General Meeting of Shareholders to be candidates for the Board of Directors.

2. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

3. Voting to elect members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders have the right to aggregate all or part of their total votes for one or more candidates. The elected members of the Board of Directors shall be determined by the number of votes counted from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Group Charter is reached. In case there are 02 or more candidates receiving the same number



of votes for the final member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or selected according to the criteria of the election regulations or the Group Charter.

4. The dismissal or removal of members of the Board of Directors shall be performed by the General Meeting of Shareholders via a voting method (in favor, against, abstention). The voting ratio for approval via the voting method shall be implemented in accordance with Clause 2, Article 21 of the Group Charter.

5. If the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors may be conducted by cumulative voting as specified in Clause 3, Article 148 of the Law on Enterprises or by a voting method (in favor, against, abstention). The voting ratio for approval via the voting method shall be implemented in accordance with Clause 2, Article 21 of the Group Charter.

Article 10. Notification of election, dismissal, and removal of members of the Board of Directors

1. In case candidates for the Board of Directors have been identified, the Group shall disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Group's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and for the best interests of the Group if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date, month, and year of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other management titles (including titles on the Board of Directors of other companies);
- dd) Interests related to the Group and related persons of the Group;
- e) Other information (if any) as prescribed by the Group Charter;
- g) The Group shall be responsible for disclosing information about companies where the candidate currently holds the position of member of the Board of Directors, other management titles, and interests related to the Group of the candidate for the Board of Directors (if any).

2. The notification of the results of the election, dismissal, and removal of members of the Board of Directors shall be implemented in accordance with the regulations guiding information disclosure.



CHAPTER III. BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Group, having full authority on behalf of the Group to decide and perform the rights and obligations of the Group, except for rights and obligations under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are prescribed by law, the Group Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a) Decide on the strategy, medium-term development plan, and annual business plan of the Group;
- b) Propose the types of shares and the total number of shares authorized to be offered for each type;
- c) Decide on the sale of unsold shares within the scope of the number of shares authorized to be offered for each type; deciding on raising additional capital in other forms;
- d) In case the Group decides to offer private placement bonds, the Board of Directors has the right to decide on the type of bond, total bond value, bond price, and timing of the offering, but must report to the General Meeting of Shareholders at the nearest meeting. The report must be accompanied by documents and dossiers regarding the bond offering. This clause does not apply to convertible bonds and bonds with warrants;
- dd) Decide on share buybacks in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- e) Decide on investment plans and investment projects within the authority and limits as prescribed by specific laws:
 - + Deciding on the investment policy for all new investment projects in the Group's business sectors nationwide, except for projects under the authority of the General Meeting of Shareholders.
 - + Investment, business, or transaction issues for which the Board of Directors approves the policy before the General Director implements them.
 - + Approving the pricing framework for infrastructure business in industrial zones, residential areas, and other business projects invested by the Group.
- g) Decide on solutions for market development, marketing, and technology;
- h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Group's most recent financial statement, except where the Group Charter provides for a different ratio or value, and except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;



- i) Appoint and remove, sign contracts, and terminate contracts with the General Director, Deputy General Directors, Chief Accountant, and Corporation Secretary of the Group; appoint authorized representatives at units where the Group has contributed capital. Designate and remove persons authorized by the Group to act as commercial representatives and lawyers of the Group;
- k) Supervise and directing the General Director and other managers in the daily business operations of the Group;
- l) Decide on the organizational structure and internal management regulations of the Group; decide on the establishment of subsidiaries, branches, representative offices, research institutes, and schools; and decide on capital contribution and share purchases in other enterprises so that such enterprises become subsidiaries or associates of the Group. Approve the purchase or sale of shares of other companies established in Vietnam or abroad;
- m) Approve the program and content of documents serving the General Meeting of Shareholders, convening the General Meeting of Shareholders, or collecting opinions for the General Meeting of Shareholders to pass resolutions;
- n) Submit the audited annual financial statements to the General Meeting of Shareholders;
- o) Propose the dividend payout level; deciding on the time limit and procedures for dividend payment or handling losses arising during business operations;
- p) Propose the reorganization or dissolution of the Group; requesting bankruptcy of the Group;
- q) Decide on the issuance of the Regulation on the operation of the Board of Directors and the Internal Regulation on Group governance after being approved by the General Meeting of Shareholders; the Regulation on information disclosure of the Group;
- r) Request the General Director, Deputy General Directors, and other managers in the Group to provide information and documents on the financial situation and business operations of the Group and units within the Group.
- s) The requested manager must provide information and documents in a timely, complete, and accurate manner as requested by members of the Board of Directors. The sequence and procedures for requesting and providing information are specifically prescribed in the Regulation on the operation of the Board of Directors.
- t) Approve investments of up to 10% of the annual business plan and budget value.
- u) The valuation of non-cash assets contributed to the Group during the issuance of shares or bonds of the Group, including gold, land use rights, intellectual property rights, technology, and technological know-how.
- v) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of the law, the Group Charter, and the Group's internal governance regulations.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities as prescribed in Article 280 of Decree No. 155/2020/NĐ-



CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

4. The Board of Directors passes resolutions and decisions by voting at meetings, collecting written opinions, or other forms as prescribed by the Group Charter. Each member of the Board of Directors has one vote.

5. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders, or the Group Charter, causing damage to the Group, the members who voted in favor of such resolution or decision shall be jointly and personally liable for such resolution or decision and shall compensate the Group for the damage; members who voted against such resolution or decision shall be exempted from liability. In this case, shareholders of the Group have the right to request the Court to suspend the implementation or cancel such resolution or decision.

Article 12. Duties and authority of the Board of Directors in approving and signing contracts and transactions

1. Transactions with a value of less than 35% of the total asset value recorded in the most recent financial statement with one of the following subjects:

- Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and related persons of these subjects;
- Shareholders, authorized representatives of shareholders owning more than 10% of the total common shares of the Group and their related persons;
- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The Board of Directors shall approve contracts and transactions for borrowing, lending, or selling assets with a value less than or equal to 10% of the total asset value of the enterprise recorded in the most recent financial statement between the Group and shareholders owning 51% or more of the total voting shares or related persons of such shareholders.

3. The representative of the Group signing a contract or transaction must notify the members of the Board of Directors and members of the Board of Supervisors about the related parties involved in that contract or transaction and attach the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification, unless the Group Charter provides for a different time limit; members of the Board of Directors who have interests related to the parties in the contract or transaction shall not have the right to vote.

Article 13. Responsibility of the Board of Directors in convening extraordinary General Meetings of Shareholders

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:



- a) The Board of Directors deems it necessary for the interests of the Group;
- b) The number of remaining members of the Board of Directors or members of the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or a group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, and must be sufficiently signed by the relevant shareholders, or the request document may be prepared in multiple copies and collected with sufficient signatures of the relevant shareholders;
- d) At the request of the Board of Supervisors;
- dd) Other cases as prescribed by law and the Group Charter.

2. Convening an extraordinary General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors or members of the Board of Supervisors is less than the minimum number of members as prescribed in the Group Charter or upon receiving the request specified in Point c and Point d, Clause 1 of this Article;

The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the most recent General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within 06 months from the date of receiving the notification from the relevant independent member of the Board of Directors;

3. The person convening the General Meeting of Shareholders must perform the following tasks:

- a) Prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the invitation to the General Meeting of Shareholders if the Group Charter does not specify a shorter time limit. The Group must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;
- b) Prepare the program and content of the meeting;
- c) Prepare documents for the meeting;
- d) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;
- dd) Determine the time and venue for the meeting;
- e) Notify and send the invitation to the General Meeting of Shareholders to all shareholders entitled to attend;
- g) Other tasks serving the meeting.



Article 14. Specialized contents

1. For contracts arising annually, specialized departments must prepare a proposal for the Board of Management to sign before submitting it to the Board of Directors or the Chairman of the Board of Directors for approval as a basis for implementation. Real estate purchase and sale contracts by project must be approved by the Chairman regarding the template contract before implementation.

2. For estimates: procurement of supplies, raw materials, fixed assets, packaging, etc., specialized departments must prepare a list to submit to the Board of Management for signature before submitting it to the Board of Directors or the Chairman of the Board of Directors for approval as a basis for implementation. The implementation method may be through bidding or competitive bidding.

3. For payment requests (cash or bank transfer) serving daily operations at the Group, or payments under economic contracts, and other payments (including production and business costs, selling expenses, commissions, brokerage, financial operating expenses, and other expenses), functional departments must prepare a payment request to submit to the Board of Management for signature before submitting it to the Board of Directors or the authorized person of the Chairman of the Board of Directors for approval as a basis for implementation.

4. For matters related to human resources (recruitment, training, salary, etc.), the Board of Directors shall approve the annual human resources plan submitted by the General Director based on the rearrangement and allocation of personnel to suit the operational requirements of the Group at each time; authorize the Chairman of the Board of Directors to approve the signing of labor contracts, salary levels, bonuses, and other related benefits for employees. Annually, when recruiting new personnel or arranging or transferring personnel, it must be approved by the Chairman of the Board of Directors before implementation.

5. Other duties

- Supervising and directing the General Director and other executives, including Deputy General Directors, shall be carried out through the following key criteria:

- Overall business results of the Group;
- Compliance of the management apparatus with the law and internal regulations;
- Operational efficiency of the management apparatus;
- Implementation of the Group's business strategy;
- Efficiency of investment activities, including investments in subsidiaries, associates, and the efficiency of divestment activities.

- Upon the request of the General Director or relevant internal regulations, executives (Deputy General Directors, Chief Accountant, Directors of departments, research institutes, and Directors of enterprises and affiliated units) have the obligation to submit self-assessment reports on the performance of assigned tasks to the General Director. The Board of Directors shall evaluate and supervise the performance of tasks by executives. In case of



necessity, the Board of Directors may require executives to report directly on assigned tasks and implementation results to the Board of Directors;

- Supervising the direction of the General Director and other managers in managing the daily business operations of the Group and at subsidiaries;
- Resolving complaints of the Group against business executives as well as deciding on the selection of the Group's representatives to resolve issues related to legal procedures against those executives.

Article 15. Sub-committees assisting the Board of Directors.

1. The Board of Directors may establish sub-committees to be in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of the sub-committee shall be decided by the Board of Directors, with a minimum of 03 people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should account for the majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee according to the decision of the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board of Directors. Resolutions of the sub-committee shall only be effective when a majority of members attend and vote in favor at the meeting of the sub-committee.
2. The implementation of decisions of the Board of Directors or of sub-committees under the Board of Directors must be in accordance with current legal provisions and the provisions of the Group Charter and the Internal Regulations on Group Governance.



CHAPTER IV. BOARD OF DIRECTORS MEETINGS

Article 16. Board of Directors meeting

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the same highest number of votes or percentage of votes, the members shall vote according to the majority principle to select 01 person among them to convene the Board of Directors meeting.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

3. The Chairperson 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 members of the Board of Directors;
- d) Other cases as stipulated by the Group Charter.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.

5. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. In case the meeting of the Board of Directors is not convened as requested, the Chairperson of the Board of Directors shall be responsible for any damages caused to the Group; the requester has the right to replace the Chairperson of the Board of Directors to convene the meeting of the Board of Directors.

6. The Chairperson of the Board of Directors or the person convening the meeting of the Board of Directors shall send a meeting invitation notice at least 05 working days before the meeting date, unless the Group Charter provides otherwise. The meeting invitation notice must specifically define the time and venue of the meeting, the agenda, and the issues to be discussed and decided. The meeting invitation notice must be accompanied by documents used at the meeting and voting ballots for members.

The meeting invitation notice for the Board of Directors may be sent via invitation letter, telephone, fax, electronic means, or other methods as stipulated by the Group Charter, ensuring it reaches the contact address of each member of the Board of Directors registered with the Group.

7. The Chairperson of the Board of Directors or the person convening the meeting shall send the meeting invitation notice and accompanying documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.



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

8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members are present. In case the meeting convened according to this Clause does not have enough members present as prescribed, it shall be reconvened within 07 days from the intended date of the first meeting, unless the Group Charter stipulates a different, shorter period. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

9. A member of the Board of Directors shall be considered to have attended and voted at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending a voting ballot to the meeting via mail, fax, or email;
- dd) Sending a voting ballot by other means as stipulated in the Group Charter.

10. In case of sending a voting ballot to the meeting via mail, the voting ballot must be enclosed in a sealed envelope and must be delivered to the Chairperson of the Board of Directors at least 01 hour before the opening. The voting ballot shall only be opened in the presence of all meeting attendees.

11. Voting

a) Except for the provisions at Point b, Clause 11, Article 16 of this Regulation, each member of the Board of Directors or a person authorized in accordance with Clause 8 of this Article who is directly present in person at the meeting of the Board of Directors shall have one (01) vote;

b) A member of the Board of Directors shall not vote on transactions that bring benefits to that member or a related person of that member in accordance with the Law on Enterprises and the Group's Charter.

c) In accordance with the provisions at Point d, Clause 11, Article 16 of this Regulation, when an issue arises at the meeting related to the interests or voting rights of a member of the Board of Directors and that member does not voluntarily waive their voting right, the ruling of the chairperson shall be final, unless the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed;

d) A member of the Board of Directors who benefits from a contract as stipulated at Point a and Point b, Clause 6, Article 43 of the Group Charter shall be considered to have a significant interest in that contract;

dd) The Controller has the right to attend meetings of the Board of Directors, has the right to discuss but not to vote.



12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Group and knows that they are a person with an interest therein shall have the responsibility to disclose this interest at the first meeting of the Board discussing the signing of this contract or transaction. In case a member of the Board of Directors does not know that they and their related persons have an interest at the time the contract or transaction is signed with the Group, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after this member knows that they have or will have an interest in the aforementioned transaction or contract.

13. Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by the majority of the members of the Board of Directors.

14. Resolutions and decisions of the Board of Directors shall be passed if approved by the majority of members present; in case of a tie, the final decision shall belong to the side with the opinion of the Chairperson of the Board of Directors.

15. The Board of Directors has the right to collect opinions from members of the Board of Directors in writing to pass a Resolution of the Board of Directors when passing issues under the authority of the Board of Directors as per Clause 2, Article 27 of the Group Charter.

A resolution in the form of written opinion collection shall be passed based on the affirmative opinion of the majority of members of the Board of Directors with voting rights. This resolution shall have the same effect and validity as a resolution passed at a meeting.

Article 17. Minutes of the Board of Directors meeting

1. Meetings of the Board of Directors must be recorded in minutes and may be recorded by audio, or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following main contents:

- a) Name, address of the head office, enterprise code;
- b) Time and venue of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full name of each member attending the meeting or the person authorized to attend and the method of attendance; full name of members not attending and the reasons;
- đ) Issues discussed and voted upon at the meeting;
- e) Summary of opinions of each member attending the meeting in the order of the meeting proceedings;
- g) Voting results, clearly stating members who voted in favor, against, and those who abstained;
- h) Issues passed and the corresponding voting ratio;
- i) Full name and signature of the chairperson and the minutes taker, except in cases stipulated in Clause 2 of this Article.



2. In case the chairperson or the minutes taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending and agreeing to pass the meeting minutes sign them and the minutes contain full content as prescribed at Points a, b, c, d, đ, e, g, and h, Clause 1 of this Article, then these minutes shall be effective. The meeting minutes shall clearly state the refusal of the chairperson or the minutes taker to sign. The person signing the meeting minutes shall be jointly responsible for the accuracy and honesty of the content of the Board of Directors meeting minutes. The chairperson and the minutes taker shall be personally responsible for damages caused to the enterprise due to their refusal to sign the meeting minutes in accordance with the Law on Enterprises, the Group Charter, and relevant laws. The Board of Directors meeting minutes and documents used in the meeting must be stored at the head office of the Group.
3. The chairperson, the minutes taker, and those who sign the minutes shall be responsible for the honesty and accuracy of the content of the Board of Directors meeting minutes.
4. The Board of Directors meeting minutes and documents used in the meeting must be stored at the head office of the Group.
5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case there is a difference in content between the Vietnamese version and the foreign language version, the content in the Vietnamese version shall apply.



CHAPTER V. REPORTING AND DISCLOSURE OF INTERESTS

Article 18. Annual reporting

1. At the end of the fiscal year, the Board of Directors shall submit the following reports to the General Meeting of Shareholders:

- a) Report on the business results of the Group;
- b) Financial statements;
- c) Report on the assessment of the management and administration of the Group;
- d) Appraisal report of the Board of Supervisors.

2. The reports specified at Points a, b, and c, Clause 1 of this Article must be sent to the Board of Supervisors for appraisal at least 30 days before the opening date of the Annual General Meeting of Shareholders, unless the Group Charter provides otherwise.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors, and the audit report shall be kept at the Group's headquarters at least 10 days before the opening date of the annual General Meeting of Shareholders, unless the Group Charter provides for a longer period. Shareholders who have continuously owned shares of the Group for at least 01 year have the right to personally or together with a lawyer, accountant, or auditor holding a practicing certificate, directly examine the reports specified in this Article.

Article 19. Remuneration, bonuses, and other benefits of members of the Board of Directors

1. The Group has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and performance.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Group's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Group's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses that they have incurred while performing their responsibilities as members of the Board of Directors, including expenses incurred in



attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Group after approval by the General Meeting of Shareholders. This insurance does not include coverage for liabilities of members of the Board of Directors related to violations of the law and the Group's Charter.

Article 20. Disclosure of related interests

In case the Group Charter does not have stricter provisions, the disclosure of interests and related persons of the Group shall be implemented according to the following regulations:

1. Members of the Board of Directors of the Group must declare to the Group their related interests, including:

a) Name, enterprise identification number, head office address, and business lines of the enterprise in which they own capital contributions or shares; the ratio and time of owning such capital contributions or shares;

b) Name, enterprise identification number, head office address, and business lines of the enterprise in which their related persons jointly or separately own capital contributions or shares exceeding 10% of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date the related interest arises; any amendments or supplements must be notified to the Group within 07 working days from the date of the corresponding amendment or supplement.

3. Members of the Board of Directors acting in their own name or on behalf of others to perform work in any form within the scope of the Group's business must explain the nature and content of that work to the Board of Directors and may only perform it when approved by the majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income derived from such activities shall belong to the Group.



CHAPTER VI. RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 21. Relationship between members of the Board of Directors

1. The relationship between members of the Board of Directors is a cooperative relationship; members of the Board of Directors are responsible for informing each other about relevant issues during the process of handling assigned tasks.
2. During the process of handling tasks, the member of the Board of Directors assigned primary responsibility must proactively coordinate the handling if there are issues related to the field under the charge of another member of the Board of Directors. In case there are still different opinions among members of the Board of Directors, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and decision according to their authority, or organize a meeting, or solicit opinions from members of the Board of Directors in accordance with the law, the Group's Charter, and this Regulation.
3. In case of reallocation of tasks among members of the Board of Directors, the members of the Board of Directors must hand over the work, records, and related documents. This handover must be made in writing and reported to the Chairman of the Board of Directors regarding such handover.

Article 22. Relationship with the Board of Management

In the role of governance, the Board of Directors issues resolutions for the General Director and the management apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of the resolutions.

Article 23. Relationship with the Board of Supervisors

1. The relationship between the Board of Directors and the Board of Supervisors is a cooperative relationship. The working relationship between the Board of Directors and the Board of Supervisors follows the principle of equality and independence, while closely coordinating and supporting each other in the process of performing tasks.
2. Upon receiving inspection minutes or general reports from the Board of Supervisors, the Board of Directors is responsible for studying and directing relevant departments to develop plans and implement timely corrections.



CHAPTER VII. IMPLEMENTATION PROVISIONS

Article 24. Effectiveness

The Operation Regulation of the Board of Directors of Becamex Investment and Industrial Development Group consists of 7 chapters, 24 articles, and shall be effective from June 25, 2026.

ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN



Nguyễn Văn Hưng





**BECAMEX INVESTMENT AND
INDUSTRIAL DEVELOPMENT GROUP**

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No.: 01/2026/QĐ-BKS

Ho Chi Minh City, June 25, 2026

DECISION

Issuing the Operational Regulations of the Board of Supervisors

BOARD OF SUPERVISORS

BECAMEX INVESTMENT AND INDUSTRIAL DEVELOPMENT GROUP

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020 and its amendments, supplements, or replacement documents (if any) from time to time;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019 and its amendments, supplements, or replacement documents (if any) from time to time;
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and its amendments, supplements, or replacement documents (if any) from time to time;
- Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter of Organization and Operation of Becamex Investment and Industrial Development Group (BECAMEX GROUP);
- Pursuant to Resolution No. 01/2026/NQ-ĐHĐCĐ dated June 25, 2026 of the 2026 Annual General Meeting of Shareholders of BECAMEX GROUP on the approval of the Operating Regulation of the Board of Directors of Becamex Investment and Industrial Development Group (BECAMEX GROUP).

DECISION

Article 1. To issue, together with this Decision, the Operational Regulations of the Board of Supervisors of Becamex Investment and Industrial Development Group.

Article 2. This Decision shall take effect from the date of signing. The Operational Regulations of the Board of Supervisors issued together with this Decision shall replace the version issued under Decision No. 01/2021/QĐ-BKS dated August 23, 2021.

Article 3. Members of the Board of Directors, the Board of Supervisors, the Board of General Directors, and relevant Departments, Divisions, and Centers of the Group shall be responsible for the implementation of this Decision.

Recipients:

- As Article 3;
- Archived at Office.

ON BEHALF OF THE BOARD OF SUPERVISORS

HEAD OF THE BOARD



Ho Hong Thach



**OPERATIONAL REGULATIONS OF THE BOARD OF SUPERVISORS
BECAMEX INVESTMENT AND INDUSTRIAL DEVELOPMENT GROUP**

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DEFINITIONS AND TERMS

In this Regulation, the following terms shall be understood as follows:

1. “Member of the Board of Supervisor” is a Supervisor.
2. “Charter” is the Charter of Becamex Investment and Industrial Development Group (BECAMEX GROUP).
3. “Group” is Becamex Investment and Industrial Development Group (BECAMEX GROUP).
4. “Law on Enterprises” is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments, supplements, or replacements (if any) from time to time.
5. “Law on Securities” is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its amendments, supplements, or replacements (if any) from time to time.

CHAPTER I - GENERAL PROVISIONS

Article 1. Scope of adjustment and subjects of application

1. Scope of adjustment: The Operational Regulations of the Board of Supervisors stipulate the organizational structure, personnel, standards, conditions, rights, and obligations of the Board of Supervisors and its members in accordance with the Law on Enterprises, the Group's Charter, and other relevant regulations.
2. Subjects of application: The Operational Regulations of the Board of Supervisors shall apply to the Board of Supervisors and its members.

Article 2. Operating principles of the Board of Supervisors

The Board of Supervisors shall operate on the principle of collective action. Members of the Board of Supervisors shall be personally responsible for their assigned tasks and jointly responsible before the General Meeting of Shareholders and the law for the work and decisions of the Board of Supervisors.



CHAPTER II - MEMBERS OF THE BOARD OF SUPERVISORS

Article 3. Rights, obligations, and responsibilities of members of the Board of Supervisors

1. To strictly comply with the law, the Group's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in the exercise of assigned rights and obligations.
2. To exercise assigned rights and obligations honestly, carefully, and in the best manner to ensure the maximum legitimate interests of the Group.
3. To be loyal to the interests of the Group and shareholders; not to abuse their position or office, and not to use information, know-how, business opportunities, or other assets of the Group for personal gain or to serve the interests of other organizations or individuals.
4. Other rights and obligations as prescribed by the Law on Enterprises and the Group's Charter;
5. In case of violation of the provisions in Clauses 1, 2, 3, and 4 of this Article, causing damage to the Group or others, the member of the Board of Supervisors shall be personally or jointly liable to compensate for such damage. Income and other benefits obtained by the member of the Board of Supervisors due to the violation must be returned to the Group.
6. In case a member of the Board of Supervisors is discovered to have committed a violation in the exercise of assigned rights and obligations, they must notify the Board of Supervisors in writing, requesting the person committing the violation to cease the violation and remedy the consequences.

Article 4. Term and number of members of the Board of Supervisors

1. The number of members of the Board of Supervisors of the Group shall be 03. The term of office of a member of the Board of Supervisors shall not exceed 05 years and they may be re-elected for an unlimited number of terms.
2. Members of the Board of Supervisors are not required to be shareholders of the Group.
3. More than half of the members of the Board of Supervisors must be permanent residents in Vietnam.
4. In case the term of office of members of the Board of Supervisors expires at the same time and members of the new Board of Supervisors have not yet been elected, the members of the Board of Supervisors whose term has expired shall continue to exercise their rights and perform their obligations until the members of the new Board of Supervisors are elected and assume their duties.

Article 5. Standards and conditions for members of the Board of Supervisors

1. Members of the Board of Supervisors must meet the following standards and conditions:
 - a) Not fall into the categories specified in Clause 2, Article 17 of the Law on Enterprises;
 - b) Have been trained in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major suitable for the Group's business operations;



- c) Not be a family member of any member of the Board of Directors, the General Director, or other managers;
- d) Not be a manager of the Group; they are not required to be a shareholder or employee of the Group;
- dd) Shall not work in the accounting or finance department of the Group;
- e) Shall not be a member or employee of an auditing organization approved to audit the financial statements of the Group in the 03 preceding consecutive years;
- g) Other standards and conditions as prescribed by other relevant laws and the Group's Charter.

2. In addition to the standards and conditions prescribed in clause 1 of this Article, a member of the Board of Supervisor of the Group shall not be a person with family relations to the corporate manager of the Group and the parent company; or a representative of the enterprise's capital or a representative of state capital at the parent company and at the Group.

Article 6. Head of the Board of Supervisors

1. The Head of the Board of Supervisors must hold a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major related to the business operations of the enterprise, unless the Group's Charter provides for higher standards.
2. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall be based on the majority principle.
3. The rights and obligations of the Head of the Board of Supervisors shall be prescribed by the Group's Charter.

Article 7. Candidacy and nomination of members of the Board of Supervisors (Supervisors)

1. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate candidates for the Board of Supervisor. Shareholders holding voting shares have the right to aggregate their voting rights to nominate members of the Board of Supervisor. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares are entitled to nominate one (01) candidate; from 20% to less than 30% are entitled to nominate a maximum of two (02) candidates; from 30% to less than 40% are entitled to nominate a maximum of three (03) candidates; from 40% to less than 50% are entitled to nominate a maximum of four (04) candidates; from 50% to less than 60% are entitled to nominate a maximum of five (05) candidates; from 60% to less than 70% are entitled to nominate a maximum of six (06) candidates; from 70% to 80% are entitled to nominate a maximum of seven (07) candidates; and from 80% or more are entitled to nominate a maximum of eight (08) candidates.
2. In case the number of candidates for the Board of Supervisors through nomination and self-nomination is still insufficient, the incumbent Board of Supervisors shall introduce



additional candidates. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 8. Procedures for election, dismissal, and removal of members of the Board of Supervisors

1. The election, dismissal, and removal of members of the Board of Supervisors shall fall under the authority of the General Meeting of Shareholders.
2. If the number of candidates is less than or equal to the number of members of the Board of Supervisors to be elected, the election of members of the Board of Supervisors may be conducted by cumulative voting or by voting (in favor, against, abstain). The voting ratio for approval by voting shall be implemented in accordance with Clause 2, Article 21 of the Group's Charter.

Article 9. Cases of dismissal and removal of members of the Board of Supervisors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Supervisors in the following cases:
 - a) No longer meeting the standards and conditions for being a member of the Board of Supervisors as prescribed in Article 169 of the Law on Enterprises;
 - b) Having submitted a resignation letter which has been accepted;
 - c) Other cases as prescribed by law and the Group Charter.
2. The General Meeting of Shareholders shall remove a member of the Board of Supervisors in the following cases:
 - a) Failure to complete assigned tasks and duties;
 - b) Failure to exercise their rights and perform their obligations for 06 consecutive months, except in cases of force majeure;
 - c) Repeated or serious violations of the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Group Charter;
 - d) Other cases as per the resolution of the General Meeting of Shareholders.

Article 10. Notification of the election, dismissal, and removal of members of the Board of Supervisors

1. In case candidates for the Board of Supervisors have been identified, the Group must disclose information related to these candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Group's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Supervisors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interests of the Group if elected as a member of the Board of Supervisors. Information related to candidates for the Board of Supervisors to be disclosed includes:
 - a) Full name, date of birth;



- b) Professional qualifications;
 - c) Work history;
 - d) Other management positions held;
 - dd) Interests related to the Group and the Group's related parties;
 - e) Other information (if any) as prescribed by the Group Charter;
 - g) The Group shall be responsible for disclosing information about companies where the candidate currently holds management positions and the candidate's interests related to the Group (if any).
2. Notification of the results of the election, dismissal, and removal of members of the Board of Supervisors shall be carried out in accordance with regulations guiding information disclosure.



CHAPTER III - BOARD OF SUPERVISORS

Article 11. Rights, obligations, and responsibilities of the Board of Supervisors

1. The Board of Supervisors shall supervise the Board of Directors and the General Director in the management and administration of the Group.
2. Inspect the reasonableness, legality, truthfulness, and level of prudence in the management and administration of business activities; and the systematic, consistent, and appropriate nature of accounting, statistics, and financial reporting.
3. Appraise the completeness, legality, and truthfulness of the annual and 6-month business performance reports and financial statements of the Group, and the report evaluating the management work of the Board of Directors, and submit the appraisal report at the Annual General Meeting of Shareholders. Review contracts and transactions with related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations on contracts and transactions requiring approval from the Board of Directors or the General Meeting of Shareholders. The Group's representative signing the contract or transaction must notify members of the Board of Directors and supervisors about the related parties involved in such contract or transaction and attach the draft contract or the main contents of the transaction as prescribed in Article 167 of the Law on Enterprises.
4. Review, inspect, and evaluate the effectiveness and efficiency of the internal control, internal audit, risk management, and early warning systems of the Group.
5. Examine accounting books, accounting records, and other documents of the Group, as well as the management and administration of the Group's activities when deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as prescribed in Point c, Clause 2, Article 115 of the Law on Enterprises.
6. Upon the request of a shareholder or group of shareholders as prescribed in Point c, Clause 2, Article 115 of the Law on Enterprises, the Board of Supervisors shall conduct an inspection within 07 working days from the date of receiving the request. Within 15 days from the date of completing the inspection, the Board of Supervisors must report on the requested issues to the Board of Directors and the requesting shareholder or group of shareholders. The inspection report of the Board of Supervisors must be made in writing and must include the following contents: issues to be inspected, purpose of inspection; time of inspection; members of the Board of Supervisors conducting the inspection; documents inspected; results of the inspection; and the Board of Supervisors's assessment of the issues inspected. The inspection by the Board of Supervisors as prescribed in this Clause shall not hinder the normal operations of the Board of Directors or disrupt the administration of the Group's business activities.
7. Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, or improve the organizational structure for management, supervision, and administration of the Group's business activities.



8. Upon discovering that a member of the Board of Directors or the General Director has violated the provisions of Article 165 of the Law on Enterprises, the Board of Supervisors must immediately notify the Board of Directors in writing, requesting the person committing the violation to cease the violation and take measures to remedy the consequences.
9. Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Group.
10. Utilize independent consultants and the Group's internal audit department to perform assigned tasks.
11. The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.
12. Inspect specific issues related to the management and administration of the Group's activities at the request of shareholders as prescribed in Point c, Clause 2, Article 115 of the Law on Enterprises.
13. Request the Board of Directors to convene an extraordinary General Meeting of Shareholders.
14. Replace the Board of Directors in convening the General Meeting of Shareholders within 30 days in case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises.
15. Request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
16. Review, extract, and copy part or all of the content of the declared List of related persons and related interests as prescribed in Clause 1 and Clause 2, Article 164 of the Law on Enterprises.
17. Propose and recommend that the General Meeting of Shareholders approve the list of audit organizations accepted to audit the Group's financial statements; audit organizations accepted to inspect the Group's activities, and dismiss accepted auditors when deemed necessary.
18. Be responsible to shareholders for its supervisory activities.
19. Supervise the Group's financial situation and the compliance with the law by members of the Board of Directors, the General Director, and other managers in their activities.
20. Ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
21. In case of discovering acts of violation of the law or the Group Charter by members of the Board of Directors, the General Director, or other business executives, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences.



22. Develop the Regulation on the operation of the Board of Supervisors and submit it to the General Meeting of Shareholders for approval.

23. Witness the Board of Directors organizing the vote counting and preparing the vote counting minutes if requested by the Board of Directors in the case of collecting shareholders' opinions in writing to pass a resolution of the General Meeting of Shareholders.

24. The Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a meeting chairperson in case the Chairman is absent or temporarily unable to work and the remaining members of the Board of Directors cannot elect a chairperson. In this case, the person with the highest number of votes shall serve as the meeting chairperson.

25. Perform other rights and obligations as prescribed by the Law on Enterprises, the Group Charter, and Resolutions of the General Meeting of Shareholders.

Article 12. Right of the Board of Supervisors to be provided with information

1. Documents and information must be sent to members of the Board of Supervisors at the same time and in the same manner as to members of the Board of Directors, including:

- a) Meeting invitations, ballots for collecting opinions of members of the Board of Directors, and accompanying documents;
- b) Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
- c) Reports of the General Director submitted to the Board of Directors or other documents issued by the Group.

2. Members of the Board of Supervisors have the right to access records and documents of the Group kept at the head office, branches, and other locations; and have the right to visit the workplaces of the Group's managers and employees during working hours.

3. The Board of Directors, members of the Board of Directors, the General Director, and other managers must provide full, accurate, and timely information and documents regarding the management, administration, and business activities of the Group at the request of members of the Board of Supervisors or the Board of Supervisors.

Article 13. Responsibility of the Board of Supervisors in convening an extraordinary General Meeting of Shareholders

1. The Board of Supervisors is responsible for replacing the Board of Directors in convening the General Meeting of Shareholders within 30 days in case the Board of Directors fails to convene the General Meeting of Shareholders in the following cases:

- a) The number of remaining members of the Board of Directors or the Board of Supervisors is less than the number of members prescribed by law;
- b) Upon the request of a shareholder or a group of shareholders as specified in Point c, Clause 2, Article 115 of the Law on Enterprises;



c) When there is a request to convene an extraordinary General Meeting of Shareholders from the Board of Supervisors but the Board of Directors fails to do so, unless the Group Charter provides otherwise.

2. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed, the Board of Supervisors shall compensate for any damages incurred by the Group.

3. Expenses for convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Group.



CHAPTER IV - MEETINGS OF THE BOARD OF SUPERVISORS

Article 14. Meetings of the Board of Supervisors

1. The Board of Supervisors shall meet at least two (02) times per year, with at least two-thirds ($\frac{2}{3}$) of the members of the Board of Supervisors in attendance.
2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and respond to issues that need clarification.

Article 15. Minutes of the Board of Supervisors meeting

The minutes of the Board of Supervisors meeting shall be recorded in detail and clearly. The minute-taker and the members of the Board of Supervisors attending the meeting must sign the meeting minutes. The minutes of the Board of Supervisors meetings shall be archived to determine the responsibilities of each member of the Board of Supervisors.



CHAPTER V - REPORTING AND DISCLOSURE OF INTERESTS

Article 16. Submission of annual reports

The reports of the Board of Supervisors at the annual General Meeting of Shareholders shall include the following contents:

1. Report on the business results of the Group, and on the performance of the Board of Directors and the General Director, to be submitted to the General Meeting of Shareholders for approval at the annual General Meeting of Shareholders.
2. Self-assessment report on the performance of the Board of Supervisors and its members.
3. Remuneration, operating expenses, and other benefits of the Board of Supervisors and each member of the Board of Supervisors.
4. Summary of the Board of Supervisors meetings and the conclusions and recommendations of the Board of Supervisors; results of monitoring the operational and financial situation of the Group.
5. Assessment report on transactions between the Group, its subsidiaries, or other companies controlled by the Group with over fifty percent (50%) of charter capital, and members of the Board of Directors, the General Director, and their related persons; transactions between the Group and companies in which a member of the Board of Directors is a founding member or a business manager within the 03 years immediately preceding the transaction.
6. Monitoring results regarding the Board of Directors, the General Director, and other business executives.
7. Results of the assessment of the coordination between the Board of Supervisors and the Board of Directors, the General Director, and shareholders.
8. Proposals and recommendations to the General Meeting of Shareholders to approve the list of approved auditing organizations to audit the Group's financial statements; and auditing organizations approved to inspect the Group's operations when deemed necessary.

Article 17. Salary and other benefits

Salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented in accordance with the following regulations:

1. Members of the Board of Supervisors shall be paid salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.



3. The salary and operating expenses of the Board of Supervisors shall be included in the Group's business expenses in accordance with the laws on corporate income tax and other relevant legal regulations, and must be recorded as a separate item in the Group's annual financial statements.

Article 18. Disclosure of related interests

1. Members of the Board of Supervisors of the Group must declare to the Group their related interests, including:

a) Name, enterprise identification number, head office address, and business lines of the enterprise they own or in which they own capital contributions or shares; the ratio and time of ownership of such capital contributions or shares;

b) Name, enterprise identification number, head office address, and business lines of the enterprise in which their related persons own, jointly own, or separately own capital contributions or shares exceeding 10% of the charter capital.

2. The declaration as prescribed in Clause 1 of this Article must be made within 07 working days from the date the related interest arises; any amendments or supplements must be notified to the Group within 07 working days from the date of the corresponding amendment or supplement.

3. Members of the Board of Supervisors and their related persons shall only use information obtained through their positions to serve the interests of the Group.

4. Members of the Board of Supervisors have the obligation to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Group, its subsidiaries, or other companies controlled by the Group with over fifty percent (50%) of charter capital, and the member of the Board of Supervisors or their related persons, in accordance with the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Group must disclose information regarding these resolutions in accordance with securities laws on information disclosure.

5. Members of the Board of Supervisors and their related persons shall not use or disclose to others internal information to execute related transactions.



CHAPTER VI - RELATIONSHIPS OF THE BOARD OF SUPERVISORS

Article 19. Relationship between members of the Board of Supervisors

Members of the Board of Supervisors have an independent relationship, not dependent on each other, but coordinate and collaborate in common work to ensure the effective performance of the responsibilities, rights, and duties of the Board of Supervisors in accordance with the law and the Group Charter. The Head of the Board of Supervisors is the coordinator of the general work of the Board of Supervisors but does not have the power to dominate other members of the Board of Supervisors.

Article 20. Relationship with the Board of Management

The Board of Supervisors has an independent relationship with the Group's Board of Management and is the unit that performs the function of supervising the operations of the Board of Management.

Article 21. Relationship with the Board of Directors

The Board of Supervisors has an independent relationship with the Group's Board of Directors and is the unit that performs the function of supervising the operations of the Board of Directors.



CHAPTER VII - IMPLEMENTATION PROVISIONS

Article 22. Effectiveness

The Operation Regulation of the Board of Supervisors of Becamex Investment and Industrial Development Group consists of 7 chapters, 22 articles, and takes effect from June 25, 2026.

**ON BEHALF OF THE BOARD OF
SUPERVISORS
HEAD OF THE BOARD**



[Signature]
Hà Hồng Thạch

