

**THE SOCIALIST REPUBLIC OF VIETNAM**  
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**REGULATIONS ON OPERATION  
OF THE BOARD OF SUPERVISORS  
  
OF HAI MINH CORPORATION**

*(Issued pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders  
Hai Minh Corporation)*

*Ho Chi Minh City, Date ... March 2026*

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## **Chapter I**

### **GENERAL PROVISIONS**

#### **Article 1. Scope and subjects of application**

1. Scope: The Regulations on Operation of the Board of Supervisors define the organizational structure, criteria, conditions, rights, and obligations of the Board of Supervisors and its members as stipulated in the Law on Enterprises, Company Charter, the Regulations on Corporate Governance, and other relevant regulations.

2. Subjects of application: The Regulations on Operation of the Board of Supervisors apply to the Board of Supervisors and its members.

#### **Article 2. Principles of operation of the Board of Supervisors**

The Board of Supervisors operates on a collective basis. Members of the Board of Supervisors are individually responsible for their assigned tasks and collectively responsible before the General Meeting of Shareholders and the law for the work and decisions of the Board of Supervisors.

#### **Article 3. Definitions and terminology**

1. In these Regulations, the following terms are interpreted as follows:

a) *Charter capital is the total par value of shares sold or subscribed to be purchased at the time of establishment of a joint stock company and as stipulated in Article 6 of the Company Charter of Hai Minh Corporation;*

b) *The Law on Enterprises is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17/06/2020;*

c) *The Law on Securities is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26/11/2019;*

d) *Corporate executives are the General Director, Deputy General Directors, Chief Accountant, and other executives appointed by the Board of Directors;*

e) *Corporate managers are managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding management positions appointed by the General Meeting of Shareholders or the Board of Directors;*

*f) Affiliated persons are individuals and organizations defined in Clause 46 Article 4 of the Law on Securities;*

*g) A shareholder is an individual or organization owning at least one share of a joint stock company;*

*h) A member of the Board of Supervisors is a Supervisor;*

*i) Trade secrets refer to information on inventory quantities, production costs and profits, financial matters, and technological solutions and business techniques;*

*j) Business secrets refer to information obtained from financial and intellectual investment activities that has not been disclosed and is capable of being used in business.*

2. In these Regulations, references to one or more provisions or other documents include any amendments, supplements, or replacement documents.

3. Headings (Sections and Articles of these Regulations) are used for convenience in understanding the content and do not affect the content of these Regulations.

## **Chapter II**

### **MEMBERS OF THE BOARD OF SUPERVISORS**

#### **Article 4. Rights, obligations, and responsibilities of members of the Board of Supervisors**

1. To comply with the law, the Company Charter, the Resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and obligations.

2. To exercise assigned rights and obligations in an honest, prudent, and optimal manner to ensure the maximum legal interests of the Company.

3. To be loyal to the interests of the Company and shareholders; not to abuse position, title, or use information, know-how, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals.

4. Other obligations as stipulated by the Law on Enterprises and the Company Charter; including the right to access information and documents related to the Company's operational situation. Members of the Board of Directors, the General Director, and other corporate executives are responsible for providing information promptly and fully as requested by members of the Board of Supervisors.

5. In case of violating the provisions of Clauses 1, 2, 3, and 4 of this Article, causing damage to the Company or others, members of the Board of Supervisors must take individual or joint responsibility for compensating for such damage. Any income and other benefits that members of the Board of Supervisors obtain from the violation must be returned to the Company.

6. In case of discovering that a member of the Board of Supervisors has committed a violation in the exercise of assigned rights and obligations, such member must be notified in writing to the Board of Supervisors, requesting the violator to terminate the violation and rectify the consequences.

#### **Article 5. Term and number of members of the Board of Supervisors**

1. The number of members of the Board of Supervisors of the Company is 03 persons. The term of members 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 necessarily shareholders of the Company.

3. The Board of Supervisors must have more than half of its members residing in Vietnam.

4. In case the terms of all members of the Board of Supervisors end at the same time and the new members have not yet been elected, the members whose terms have expired shall continue to exercise their rights and obligations until the new members are elected and take office.

#### **Article 6. 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 under the categories stipulated in Clause 2 Article 17 of the Law on Enterprises;

b) Having training in majors related to economics, finance, accounting, auditing, law, business administration, or majors suitable to the Company's business operations;

c) Not being a related person of members of the Board of Directors, the General Director, or other managers;

d) Not being a manager of the Company, and not necessarily being a shareholder or employee of the Company;

dd) Not working in the accounting or finance department of the Company;

e) Not being a member or employee of the independent audit firm that has audited the Company's financial statements for the three immediately preceding years.

2. In addition to the standards and conditions stipulated in Clause 1 of this Article, members of the Board of Supervisors must ensure they meet all conditions stipulated in Clause 2 Article 169 of the Law on Enterprises.

#### **Article 7. 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 other majors related to the business operations of the company.

2. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, dismissal, or removal is based on the principle of majority vote.

3. The rights and obligations of the Head of the Board of Supervisors shall be stipulated by the Company's Charter.

#### **Article 8. Candidacy and nomination of members of the Board of Supervisors**

1. A shareholder or group of shareholders holding 10% or more of total ordinary shares has the right to nominate candidates for the Board of Supervisors. Shareholders or groups of shareholders holding from 10% to under 20% of the total voting shares have the right to nominate one (01) candidate; from 20% to under 30% may nominate up to two (02) candidates; from 30% or more may nominate sufficient number of candidates. The nomination and candidacy of members of the Board of Supervisors are detailed in Clause 1 Article 70 of the Regulations on Corporate Governance.

2. If the number of candidates for the Board of Supervisors through nomination and candidacy according to Clause 5 Article 115 of the Law on Enterprises is insufficient, the incumbent Board of Supervisors may nominate additional candidates according to the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of

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

3. In case the number of candidates nominated by the incumbent Board of Supervisors according to Clause 2 of this Article is still insufficient, the Board of Supervisors shall announce the information regarding the insufficient number of candidates for the Board of Supervisors no later than five (05) days before the opening date of the General Meeting of Shareholders. The incumbent Board of Supervisors shall organize for other shareholders to nominate candidates according to the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The organization of additional nominations by the incumbent Board of Supervisors for other shareholders 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 9. Procedure 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 fall under the authority of the General Meeting of Shareholders.

2. Voting to elect members of the Board of Supervisors must be carried out using 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 Supervisors, and shareholders have the right to aggregate all or part of their total votes for one or several candidates. Elected Supervisors are determined based on the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the sufficient number of members stipulated in the Company Charter is reached. If there are 02 or more candidates reaching the same number of votes for the last member of the Board of Supervisors, a re-election shall be conducted among these candidates or a selection shall be made based on criteria stipulated in the election regulations or the Company Charter.

3. If the number of candidates is less than or equal to the number of members of the Supervisory Board to be elected, the election of members of the Supervisory Board may be carried out by the cumulative voting method as prescribed in Clause 3, Article 148 of the Law on Enterprises or by the voting method (Approve, Disapprove, or Abstain). The voting rate for approval by the voting method is implemented in accordance with Clause 2, Article 21 of the Company Charter.

**Article 10. Cases of dismissal and removal of members of the Supervisory Board**

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

- a) No longer meeting the standards and conditions to be a member of the Supervisory Board as prescribed in Article 169 of the Law on Enterprises;
- b) Having submitted a resignation letter that has been accepted;
- c) Other cases as prescribed by law and the Company Charter.

2. Members of the Supervisory Board shall continue to exercise their full rights and obligations until the General Meeting of Shareholders approves the dismissal of such member, excluding the right to attend and vote at meetings of the Supervisory Board and the right to receive remuneration as a member of the Supervisory Board as soon as the Company receives notice of the following cases:

- A member of the Supervisory Board has limited civil act capacity, is incapacitated, or has difficulties in perceiving or controlling their behavior.
- A member of the Supervisory Board is being prosecuted for criminal liability, is in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center, a compulsory education institution, or is prohibited by the Court from holding certain positions, practicing, or performing certain jobs.
- The Supervisory Board adopts a decision approving the receipt of the resignation letter of a member of the Supervisory Board, performing similarly to the provisions in Article 9 of the Regulations on Operation of the Board of Directors.

3. The General Meeting of Shareholders shall remove a member of the Supervisory Board 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 member of the Supervisory Board as prescribed by the Law on Enterprises and the Company Charter;
- d) Other cases according to the Resolution of the General Meeting of Shareholders.

## **Article 11. Notice of election, dismissal, and removal of members of the Supervisory Board**

1. In case candidates for the Supervisory Board have been identified in accordance with Clause 1, Article 70 of the Internal Regulations on Corporate Governance, the Company must publicly disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Supervisory Board must have a written commitment regarding the truthfulness and accuracy of the published personal information and must commit to performing their duties honestly, cautiously, and for the highest interests of the Company if elected as a member of the Supervisory Board. The information related to candidates for the Supervisory Board to be disclosed includes:

- a) Full name, date, month, and year of birth;
- b) Qualification;
- c) Work history;
- d) Other managerial positions;
- đ) Related interests with the Company and related persons of the Company;
- e) Other information (if any) in accordance with the Company Charter;

g) The Company is responsible for publicly disclosing information about companies where the candidate holds managerial positions and related interests of the candidate for the Supervisory Board with the Company (if any).

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

## **Chapter III SUPERVISORY BOARD**

### **Article 12. Rights, obligations, and responsibilities of the Supervisory Board**

1. The Supervisory Board supervises the Board of Directors and the General Director in the management and operation of the Company.

2. Inspect the reasonableness, legality, truthfulness, and level of caution in management and administration of business activities; the systematic, consistent, and appropriateness of accounting, statistical, and financial statement preparation work.

3. Appraise the completeness, legality, and truthfulness of the business situation report, the annual financial statement of the Company, and the report assessing the management of the Board of Directors, and submit an 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 that require approval from the Board of Directors or the General Meeting of Shareholders.

4. Review, inspect, and evaluate the effectiveness and efficiency of the internal control system, internal audit, risk management, and early warning system of the Company.

5. Upon request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises, the Supervisory Board shall conduct an inspection within 07 working days from the date of receiving the request. Within 15 days from the date of concluding the inspection, the Supervisory Board must report on the requested issues to the Board of Directors and the shareholder or group of shareholders who requested the inspection. The inspection by the Supervisory Board specified in this Clause must not hinder the normal activities of the Board of Directors and must not disrupt the administration of the Company's business activities.

6. The Supervisory Board is responsible for receiving requests for inspection of books and records of ordinary shareholders as prescribed in Clause 1, Article 45 of the Company Charter and implementing the requests for information provision accordingly towards the Board of Directors, the General Director, or other managers. The process for requesting information is prescribed in the Internal Regulations on Corporate Governance. Persons provided with information have the responsibility to keep the information confidential and use it for the correct purposes for which it was assigned.

7. Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure of management, supervision, and administration of the Company's business activities.

8. When discovering that a member of the Board of Directors or the General Director violates the provisions of Article 165 of the Law on Enterprises, they must immediately

notify the Board of Directors in writing, requesting the person committing the violation to terminate the violation and implement solutions to remediate 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 Company.

10. Use independent consultants and the Company's internal audit department to perform assigned tasks.

11. The Supervisory Board 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 Company's activities at the request of shareholders.

13. Require 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 declared in the list of related persons and related interests as prescribed in Clause 1 and Clause 2, Article 164 of the Law on Enterprises. The process for requesting information is prescribed in the Internal Regulations on Corporate Governance.

17. Propose and recommend the General Meeting of Shareholders to approve the list of audit organizations accepted to audit the Company's financial statements; and audit organizations accepted to inspect the Company's activities when deemed necessary.

18. Be responsible to shareholders for their supervisory activities.

19. Supervise the Company'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 in activities with the Board of Directors, the General Director, and shareholders.

21. In case of detecting violations of the law or the Company Charter by members of the Board of Directors, the General Director, and other corporate executives, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the person committing the violation to terminate the violation and implement solutions to remediate the consequences.

22. Develop the Regulations on Operation of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

23. Witness the Board of Directors organizing vote counting and drafting the vote counting minutes if requested by the Board of Directors in the case of collecting written opinions from shareholders to approve a Resolution of the General Meeting of Shareholders.

24. The Head of the Supervisory Board manages the election of a meeting chairperson by the General Meeting of Shareholders 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 chair the meeting.

25. Perform other rights and obligations in accordance with the provisions of the Law on Enterprises, the Company Charter, and Resolutions of the General Meeting of Shareholders.

### **Article 13. Rights of the Supervisory Board to be provided with information**

1. Documents and information must be sent to members of the Supervisory Board at the same time and in the same manner as for members of the Board of Directors, including:

- a) Meeting invitations, vote collection forms for members of the Board of Directors, and attached documents;
- b) Resolutions, decisions, and meeting minutes 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 Company.

2. A member of the Board of Supervisors has the right to access records and documents of the Company kept at the head office, branches, and other locations related to the execution of tasks assigned to that member of the Board of Supervisors, provided that such access is approved by the Board of Supervisors and such information does not fall

within the scope of the Company's business secrets. A person who is provided with information is responsible for maintaining the confidentiality of the information provided and using it for the assigned purpose; they have the right to enter the workplaces of the Company's managers and employees during business hours. The process for requesting information is stipulated in the Regulations on Corporate Governance.

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, operation, and business activities of the Company upon the request of a member of the Board of Supervisors or the Board of Supervisors. The order and procedures for requesting and providing information are stipulated in the Regulations on Corporate Governance.

#### **Article 14. Responsibilities 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 to convene the General Meeting of Shareholders within 30 days in the event that the Board of Directors does not convene the General Meeting of Shareholders in the following cases:

a) The number of remaining members of the Board of Directors and the Board of Supervisors is less than the number of members prescribed by law;

b) At the request of a shareholder or a group of shareholders as stipulated in 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 does not comply, unless the Company Charter provides otherwise.

2. In the event that the Board of Supervisors does not convene the General Meeting of Shareholders as prescribed, the Board of Supervisors must compensate for the damages incurred by the Company.

3. The expenses for convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Company.

### **Chapter IV**

#### **MEETINGS OF THE BOARD OF SUPERVISORS**

**Article 15. Meetings of the Board of Supervisors**

1. The Board of Supervisors must meet at least two (02) times per year, and the number of members attending the meeting must be at least two-thirds (2/3) of the total members of the Board of Supervisors.

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 address issues that need to be clarified.

**Article 16. Minutes of the meetings of the Board of Supervisors**

Minutes of the meetings of the Board of Supervisors shall be prepared in a detailed and clear manner. The minute-taker and members of the Board of Supervisors attending the meeting must sign the meeting minutes. Minutes of the meetings of the Board of Supervisors must be kept to determine the responsibilities of each member of the Board of Supervisors.

**Chapter V****REPORTING AND DISCLOSURE OF INTERESTS****Article 17. Submission of annual reports**

Reports of the Board of Supervisors at the annual General Meeting of Shareholders include the following contents:

1. A report on the business results of the Company, the performance of the Board of Directors, and the General Director, to be submitted to the annual General Meeting of Shareholders for approval.

2. A self-assessment report on the performance of the Board of Supervisors and members of the Board of Supervisors.

3. Remuneration, operating expenses, and other benefits of the Board of Supervisors and each member of the Board of Supervisors.

4. A summary of the meetings of the Board of Supervisors and the conclusions and recommendations of the Board of Supervisors; results of supervision over the operating and financial situation of the Company.

5. A report evaluating transactions between the Company, its subsidiaries, and other companies over which the Company exercises control of fifty percent (50%) or more of

the charter capital, with members of the Board of Directors, the General Director, and affiliated persons of such members; transactions between the Company and companies in which members of the Board of Directors are founding members or were managers of the enterprise within the 03 years preceding the time of the transaction.

6. Results of supervision of the Board of Directors, the General Director, and other corporate executives.

7. Results of assessing the coordination between the Board of Supervisors and the Board of Directors, the General Director, and the shareholders.

8. Proposals and recommendations to the General Meeting of Shareholders to approve the list of approved auditing organizations to perform the audit of the Company's financial statements; approved auditing organizations to perform checks of the Company's operations when deemed necessary.

#### **Article 18. Salaries and other benefits**

The salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors are executed according to the following regulations:

1. Members of the Board of Supervisors are paid salaries, remuneration, bonuses, and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total level of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors are reimbursed for food, accommodation, travel, and independent consulting service expenses at reasonable rates. The total level 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 salaries and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the law on corporate income tax, other relevant legal provisions, and must be listed as a separate item in the Company's annual financial statements.

#### **Article 19. Disclosure of related interests**

1. Members of the Board of Supervisors of the Company must declare to the Company their related interests, including:

a) The name, enterprise identification number, address of head office, and business lines of enterprises that they own or hold contributed capital or shares; the percentage and time of owning such contributed capital or shares;

b) The name, enterprise identification number, address of head office, and business lines of enterprises that their affiliated persons own, jointly own, or separately own more than 10% of the charter capital.

2. The declaration as prescribed in Clause 1 of this Article must be carried out within 07 working days from the date the related interest arises; amendments and supplements must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.

3. Members of the Board of Supervisors and their affiliated persons shall only use the information obtained thanks to their positions for the benefit of the Company.

4. Members of the Board of Supervisors are obliged to notify the Board of Directors and the Board of Supervisors in writing regarding transactions between the Company, its subsidiaries, and other companies over which the Company exercises control of fifty percent (50%) or more of the charter capital, with the member of the Board of Supervisors or with their affiliated persons in accordance with the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with securities law regulations on information disclosure.

5. Members of the Board of Supervisors and their affiliated persons shall not use or disclose inside information to other persons for the purpose of carrying out related transactions.

## **Chapter VI**

### **RELATIONSHIP OF THE BOARD OF SUPERVISORS**

#### **Article 20. Relationship between members of the Board of Supervisors**

The members of the Board of Supervisors maintain an independent relationship, not dependent on each other, but they cooperate and collaborate in general work to ensure the good execution of the responsibilities, rights, and duties of the Board of Supervisors in accordance with the law and the Company 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 right to dominate the members of the Board of Supervisors.

**Article 21. Relationship with the Board of Management**

The Board of Supervisors maintains an independent relationship with the Company's Board of Management and is the unit performing the function of monitoring the operations of the Board of Management.

**Article 22. Relationship with the Board of Directors**

The Board of Supervisors maintains an independent relationship with the Company's Board of Directors and is the unit performing the function of monitoring the operations of the Board of Directors.

**Chapter VII  
IMPLEMENTING PROVISIONS**

**Article 23. Effectiveness**

The Operating Regulations of the Supervisory Board of Hai Minh Corporation consist of 7 chapters, 23 articles, and shall take effect from ... March 2026.

**ON BEHALF OF THE BOARD OF  
SUPERVISORS  
HEAD OF THE BOARD**



**DAO THE HUNG**