

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

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# **OPERATION REGULATIONS OF THE BOARD OF DIRECTORS**

**HAI MINH CORPORATION**

*(Promulgated 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: These Operation Regulations of the Board of Directors stipulate the organizational structure, personnel, operational principles, powers, and obligations of the Board of Directors and the Board of Directors' members to ensure compliance with the Law on Enterprises, the Company Charter, the Regulations on Corporate Governance, and other relevant legal provisions.

2. Subjects of application: These Regulations apply to the Board of Directors, members of the Board of Directors, and relevant subjects mentioned herein.

#### **Article 2. Operational principles of the Board of Directors**

1. The Board of Directors shall work on the principle of collective decision-making. Members of the Board of Directors shall be individually responsible for their assigned tasks and collectively responsible to the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding the development of the Company.

2. The Board of Directors shall delegate responsibility to the General Director to organize and direct the implementation of the resolutions and decisions of the Board of Directors.

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

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

a) Charter capital is the total face value of shares already sold or subscribed for purchase upon the establishment of a joint stock company and as prescribed in Article 6 of the 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 June 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 November 2019;

d) Enterprise managers are persons who manage the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management titles appointed by the General Meeting of Shareholders or the Board of Directors;

e) Affiliated persons are individuals and organizations prescribed in Clause 46, Article 4 of the Law on Securities;

f) Shareholders are individuals or organizations owning at least one share of a joint stock company;

g) Members of the Board of Supervisors are Supervisors;

h) Non-executive members of the Board of Directors are members of the Board of Directors who are not the General Director, Deputy General Director, Chief Accountant, and other executives as prescribed by the Company Charter.

i) Trade secrets are information concerning inventories, costs, profits, finances, and technological and business engineering solutions.

j) Business secrets are information obtained from financial and intellectual investment activities, which have not been disclosed and are capable of being used in business.

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

3. The headings (Chapters, 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 DIRECTORS**

#### **Article 4. Rights and obligations of members of the Board of Directors**

1. Members of the Board of Directors shall have full rights and responsibilities in accordance with the Law on Enterprises, the Law on Securities, relevant laws, and the

Company Charter, including the right to be provided with information and documents regarding the financial situation and business operations of the Company and its units.

2. Members of the Board of Directors have the obligations prescribed by the Law on Enterprises, the Company Charter, and the following obligations:

a) To perform their duties honestly and prudently for the best interests of the shareholders and the Company;

b) To attend all meetings of the Board of Directors and provide opinions on the issues discussed;

c) To promptly and fully report to the Board of Directors on any remuneration received from the Company's subsidiaries, affiliated companies, and other organizations;

d) To report to the Board of Directors at the nearest meeting about transactions between the Company, the Company's subsidiaries, or other companies in which the Company controls 50% or more of the charter capital with members of the Board of Directors and affiliated persons of such members; transactions between the Company and companies in which a member of the Board of Directors is a founding member or an enterprise manager within the last 03 years prior to the time of transaction;

dd) To perform information disclosure when trading Company shares in accordance with the law.

#### **Article 5. Right to information of members of the Board of Directors**

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and units within the Company related to the execution of tasks assigned to the member of the Board of Directors, provided that such request is approved by the Board of Directors and such information is not within the scope of the Company's trade secrets. Individuals provided with information are responsible for keeping such information confidential and using it for the assigned tasks correctly.

2. Enterprise 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 shall be specified in detail in the Regulations on Corporate Governance.

**Article 6. Quantity, term, and structure of members of the Board of Directors**

1. The number of members of the Board of Directors shall be 05 persons.

2. The term of members of the Board of Directors shall not exceed 05 years and they may be re-elected for an unlimited number of terms.

3. In case all members of the Board of Directors reach the end of their term simultaneously, such 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. Structure of the Board of Directors:

The structure of the Board of Directors of a public company shall be ensured in accordance with the provisions below, and the Company shall restrict, to the extent possible, the concurrent holding of executive titles by members of the Board of Directors to ensure the independence of the Board of Directors.

**In case the Company is listing its shares on The Stock Exchange, the structure of the Board of Directors shall be regulated as follows:**

- There shall be at least 01 independent member in the event that the company has between 03 and 05 members of the Board of Directors;
- There shall be at least 02 independent members in the event that the company has between 06 and 08 members of the Board of Directors;
- There shall be at least 03 independent members in the event that the company has between 09 and 11 members of the Board of Directors.

**In case the Company is registering to trade its shares on The Stock Exchange, the structure of the Board of Directors shall be regulated as follows:**

- There shall be at least 01 non-executive member in the event that the company has between 03 and 05 members of the Board of Directors;
- There shall be at least 02 non-executive members in the event that the company has between 06 and 08 members of the Board of Directors;
- There shall be at least 03 non-executive members in the event that the company has between 09 and 11 members of the Board of Directors.

**Article 7. 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 falling under the categories specified in Clause 2, Article 17 of the Law on Enterprises;

b) Having the qualification, experience in business administration or in the field, sector, or business of the Company, and not necessarily being a shareholder of the Company, except as otherwise provided in the Company Charter;

c) A member of the Board of Directors may simultaneously be a member of the Board of Directors of another company;

d) Other standards and conditions prescribed by law and the Company Charter.

2. Independent members 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 Company, the Parent Company, or the Company's subsidiaries; not being a person who has worked for the Company, the Parent Company, or the Company's subsidiaries for at least 03 consecutive years prior;

b) Not being a person receiving a salary or remuneration from the Company, except for allowances that a member of the Board of Directors is entitled to receive as prescribed;

c) Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, Order Brother, Order Sister, or Younger Sibling is a major shareholder of the Company; or a manager of the Company or of the Company's subsidiaries;

d) Not being a person directly or indirectly owning at least 01% of the total voting shares of the Company;

e) Not being a person who has served as a member of the Board of Directors or the Board of Supervisors of the Company for at least 05 consecutive years prior, except in cases of appointment for 02 consecutive terms;

f) Other standards and conditions prescribed by law and the Company Charter.

3) An Independent Member of the Board of Directors shall notify the Board of Directors if they no longer meet the standards and conditions stipulated in Clause 2 of this Article and shall automatically cease to be an Independent Member of the Board of Directors from the date they fail to meet such standards and conditions. The Board of Directors shall report 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 for the 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 8. 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 of the Company shall not concurrently hold the position of General Director.

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

a) To establish programs and activity plans for the Board of Directors;

b) To prepare programs, contents, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;

c) To organize the approval of resolutions and decisions of the Board of Directors;

d) To supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;

đ) To chair the General Meeting of Shareholders;

e) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.

4. In case the Chairman of the Board of Directors submits a resignation or is removed or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the date of removal or dismissal.

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 of the Board of Directors to perform the rights and obligations of the Chairman of the Board of Directors according to the principles stipulated in the Company Charter. In the absence of an authorized person or if the Chairman of the Board of Directors is deceased, missing, held in temporary detention, serving a prison sentence, serving administrative handling measures at a mandatory rehabilitation center or compulsory education institution, is a fugitive, has restricted or lost civil act capacity, has difficulty in awareness and behavior control, or is prohibited by a Court from holding certain positions or practicing certain professions, the remaining members shall elect one among themselves to hold the position of Chairman of the Board of Directors by a majority vote of the remaining members until a new decision is made by the Board of Directors.

6. When necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary with a term of office determined by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, provided that this does not conflict with current labor laws. The Company Secretary has the following rights and obligations:

a) To support the organization and convening of meetings of the General Meeting of Shareholders and the Board of Directors; to take meeting minutes;

b) To assist members of the Board of Directors in performing their assigned rights and obligations;

c) To assist the Board of Directors in applying and implementing corporate governance principles;

d) To assist the Company in developing shareholder relations and protecting the legal rights and interests of shareholders; to ensure compliance with obligations regarding information provision, information disclosure, and administrative procedures;

đ) Other rights and obligations as prescribed by the Company Charter and the Internal Regulations on Corporate Governance.

#### **Article 9. 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) Does not possess sufficient standards and conditions as prescribed in Article 155 of the Law on Enterprises;

b) Submits a resignation and it is accepted;

c) Other cases prescribed by the Law on Enterprises and the Company Charter.

2. A member of the Board of Directors shall continue to exercise all rights and perform all obligations until the General Meeting of Shareholders approves their dismissal, except for the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration as a member of the Board of Directors as soon as the Company receives notification of the following cases:

- The member of the Board of Directors is restricted in civil act capacity, loses civil act capacity, or has difficulty in awareness and behavior control.

- The member of the Board of Directors is facing criminal prosecution, is held in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a mandatory rehabilitation center or compulsory education institution, or is prohibited by a Court from holding certain positions or practicing certain professions.
- The Board of Directors issues a decision approving the resignation of the member of the Board of Directors as prescribed in Clause 3 of this Article.

3. Where a member of the Board of Directors submits a resignation, the specific sequence and procedures for receipt are as follows:

a) To submit a resignation, the resigning member of the Board of Directors must send a Resignation Letter to the Board of Directors, which includes the following key contents:

- Position being resigned;
- Reason for resignation;
- Effective date (clearly stating the starting date);
- Handwritten signature and full name of the member of the Board of Directors.

b) The process for handling the resignation letter of a member of the Board of Directors as stipulated in Point a of this Clause is as follows:

- The Company shall make an extraordinary information disclosure within 24 hours from the time of receipt of the resignation letter.
- The Chairman of the Board of Directors or the person who convenes the meeting of the Board of Directors must send a meeting notice to the members of the Board of Directors within 07 working days from the date the Company receives the resignation letter and no later than 03 working days before the meeting date.
- The meeting of the Board of Directors must be held no later than 10 working days from the date the Company receives the resignation letter.
- + In case the Board of Directors approves the receipt of the resignation, the resigning member of the Board of Directors shall continue to exercise their rights and perform their obligations until the General Meeting of Shareholders approves the decision to dismiss the member of the Board of Directors, except for the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration.

- + In case the Board of Directors does not approve the receipt of the resignation, the resigning member of the Board of Directors shall continue to exercise their rights and perform their obligations until the General Meeting of Shareholders approves the decision to dismiss the member of the Board of Directors. The Board of Directors must notify in writing, clearly stating the reasons for refusing to accept the resignation, to the resigning member of the Board of Directors no later than 02 working days after the date of the decision.
- The resolution of the Board of Directors regarding the approval of the resignation must be disclosed as extraordinary information within 24 hours from the time the decision is made.
- c) A member of the Board of Directors may not withdraw their resignation, unless the Board of Directors has made a decision not to accept the resignation letter.

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

- a) Has not participated in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b) Other cases prescribed in the Company Charter.

5. When 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 outside the cases prescribed in Clause 1 and Clause 2 of this Article.

6. The Board of Directors must convene a General Meeting of Shareholders to elect a supplemental member of the Board of Directors in the following cases:

- a) The number of members of the Board of Directors has decreased by more than one-third compared to the number stipulated in the Company 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 decreased by more than one-third;
- b) Except for the case prescribed in Point a of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who was dismissed or removed at the nearest meeting.

## **Article 10. Methods of election, dismissal, and removal of members of the Board of Directors**

1. A shareholder or group of shareholders holding 10% or more of the total voting shares has the right to nominate candidates for the Board of Directors according to the provisions of the Law on Enterprises and the Company Charter. The nomination of persons to the Board of Directors shall be implemented as follows:

a) Common shareholders forming a group to nominate candidates to the Board of Directors must notify other shareholders attending the meeting about the formation of the group before the opening of the General Meeting of Shareholders. A shareholder or 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% or more may nominate the required number of candidates. The nomination and candidacy of members of the Board of Directors are detailed in Clause 1 Article 44 of the Internal Regulations on Corporate Governance.

b) Based on the number of members of the Board of Directors stipulated in Article 25, Clause 1 of the Company Charter and Article 6, Clause 1 of these Regulations, the shareholder or group of shareholders specified in Point a, Clause 1 of this Article shall have the right to nominate one or several persons, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors.

2. In the event that the number of candidates nominated by the incumbent Board of Directors pursuant to Clause 2 of this Article is still insufficient, the Board of Directors shall announce the information regarding the insufficient number of candidates for the Board of Directors no later than five (05) days prior to the opening date of the General Meeting of Shareholders. The Board of Directors shall organize for other shareholders to nominate in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The incumbent Board of Directors' act of organizing for other shareholders to nominate additional candidates 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 shares

corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors, and the shareholder has the right to accumulate all or part of their total votes for one or more candidates. The person elected as a member of the Board of Directors is determined by the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members stipulated in the Company Charter is reached. In case there are 02 or more candidates receiving the same number of votes for the last member of the Board of Directors, a re-vote will be held among the candidates with equal votes or selected based on the criteria of the election regulations or the Company Charter.

4. 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 stipulated in Clause 3, Article 148 of the Law on Enterprises or by the voting method (Approve, Disapprove, or Abstain). The approval voting rate for the voting method shall be in accordance with Clause 2, Article 20 of the Company Charter.

5. The dismissal or removal of members of the Board of Directors shall be performed by the General Meeting of Shareholders using the voting method (Approve, Disapprove, or Abstain). The approval voting rate for the voting method shall be in accordance with Clause 2, Article 20 of the Company Charter.

#### **Article 11. Notice on the election, dismissal, or removal of members of the Board of Directors**

1. In the event that the candidate for the Board of Directors has been determined in accordance with Clause 1, Article 44 of the Internal Regulations on Corporate Governance, the Company must 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 research these candidates before voting; candidates for the Board of Directors must commit in writing to the truthfulness and accuracy of the disclosed personal information and commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. The disclosed information related to candidates for the Board of Directors shall include:

- a) Full name, date of birth;
- b) Qualification;
- c) Work experience;

d) Other management positions (including positions on the Board of Directors of other companies);

đ) Interests related to the Company and the Company's related persons;

e) Other information (If any) as stipulated in the Company Charter;

g) The Company shall be responsible for disclosing information regarding the companies where the candidate is currently holding the position of member of the Board of Directors, other management titles, and any interests of the candidate for the Board of Directors related to the Company (If any).

2. The notification regarding the results of the election, dismissal, or removal of members of the Board of Directors shall be performed in accordance with the guidance regulations on information disclosure.

### **Chapter III**

## **BOARD OF DIRECTORS**

#### **Article 12. Rights and obligations of the Board of Directors**

1. The Board of Directors is the management body of the Company, having full authority in the name of the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations within the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be as stipulated in Article 26 of the Company Charter and other rights and obligations in accordance with the law.

3. The Board of Directors adopts resolutions and decisions by voting at a meeting, collecting written opinions, or other forms as stipulated by the Company Charter. Each member of the Board of Directors has one vote.

4. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of the law, the resolution of the General Meeting of Shareholders, or the Company Charter and causes damage to the Company, then the members who voted to approve such resolution or decision shall be jointly and severally liable for such resolution or decision and shall compensate the Company for the damage; members who objected to the passing of the aforementioned resolution or decision shall be exempted from liability.

In this case, shareholders of the Company have the right to request the Court to suspend the implementation of or cancel the aforementioned resolution or decision.

**Article 13. Duties and powers of the Board of Directors in the approval and signing of transactions**

1. The Board of Directors shall approve contracts and transactions with a value of less than 35%, or transactions resulting in a total value of transactions arising within 12 months from the date of the first transaction of less than 35% of the total asset value recorded in the most recent financial statements, or a lower percentage or value as stipulated in the Company Charter between the Company and one of the following objects:

- Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their affiliated persons;
- Shareholders and authorized representatives of shareholders holding more than 10% of the total common shares of the Company and their affiliated persons;
- Enterprises related to the objects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The Board of Directors shall approve contracts, loan transactions, lending transactions, and asset sales with a value less than or equal to 10% of the total asset value of the enterprise recorded in the most recent financial statements between the company and a shareholder owning 51% or more of the total voting shares or an affiliated person of such shareholder.

3. The Company's representative who signs contracts or transactions must notify members of the Board of Directors and members of the Supervisory Board about the parties related to such 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 receipt of the notification, unless the Company Charter provides otherwise; 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 14. Responsibilities 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 Company;

b) The remaining number of members of the Board of Directors or members of the Supervisory Board is less than the minimum number of members as prescribed by law;

c) At the request of the shareholder or 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 reasons and purposes of the meeting, with the signatures of the relevant shareholders, or the request document may be drawn up in multiple copies and collected with sufficient signatures of the relevant shareholders;

d) At the request of the Supervisory Board;

đ) Other cases as prescribed by law and the Company Charter.

## 2. Convening of the extraordinary General Meeting of Shareholders

The Board of Directors must determine the opening date of the General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors or Supervisory Board is less than the minimum number of members stipulated in the Company Charter or from the date of receipt of the request as stipulated in Point c and Point d, Clause 1 of this Article;

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

a) Prepare the 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 for the General Meeting of Shareholders, unless the Company Charter stipulates a shorter period. The Company 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;

b) Prepare the agenda and content of the meeting;

c) Prepare materials for the meeting;

d) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;

đ) Determine the time and venue for the meeting;

e) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;

g) Other tasks in service of the meeting.

#### **Article 15. Subcommittees assisting the Board of Directors.**

1. When necessary, the Board of Directors may establish subcommittees to be responsible for development policies, human resources, remuneration, internal audit, and risk management. The number of subcommittee members shall be decided by the Board of Directors, with a minimum of 02 persons, including both members of the Board of Directors and external members. 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 per the decision of the Board of Directors. The operations of the subcommittee must comply with the regulations of the Board of Directors. A resolution of the subcommittee is only effective when a majority of members attend and vote in favor at the subcommittee meeting.

2. The execution of decisions made by the Board of Directors or its subcommittees must be in accordance with the current legal regulations and the provisions of the Company Charter and the Internal Regulations on Corporate Governance.

### **Chapter IV**

#### **BOARD OF DIRECTORS MEETINGS**

#### **Article 16. Meetings of the Board of Directors**

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 concluding the election of that Board of Directors. This meeting shall be convened and chaired by the member who received the highest number of votes or the highest percentage of votes. In cases where more than one member receives the highest and equal number or percentage of votes, the members shall elect by majority principle to choose 01 person among them to convene the Board of Directors meeting.

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

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a) At the request of the Supervisory Board;

- b) At the request of the General Director or at least 05 other enterprise managers;
- c) At the request of at least 02 members of the Board of Directors;
- d) Other cases as prescribed by the Company Charter.

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

5. The Chairman of the Board of Directors shall send a meeting invitation notice to the members of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article, and at the latest 03 working days before the meeting date. The Board of Directors meeting must be organized within 10 working days from the date the Company receives the request. In case the meeting of the Board of Directors is not convened upon the request, the Chairman of the Board of Directors shall be held liable for any damages occurring to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the Board of Directors meeting.

6. The Chairman of the Board of Directors or the person convening the meeting shall send a meeting invitation notice at the latest 03 working days before the meeting date, unless the Company Charter provides otherwise. The meeting invitation notice must specifically identify the time and location of the meeting, the form of the meeting, the agenda, and the issues to be discussed and decided. The meeting invitation notice must be accompanied by the documents to be used at the meeting and the members' voting ballots.

The meeting invitation notice of the Board of Directors may be sent by invitation letter, telephone, fax, electronic media, or other methods as prescribed by the Company Charter, ensuring it reaches the contact address of each member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation notice and accompanying documents to the members of the Supervisory Board in the same manner as for the members of the Board of Directors.

Members of the Supervisory Board have the right to attend meetings of the Board of Directors; they have the right to participate in discussions but shall not have voting rights.

8. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total members are in attendance. In cases where the meeting is convened in accordance with this Clause but does not have enough members to attend as required, the Chairman of

the Board of Directors must send a second meeting invitation notice to the members of the Board of Directors within 07 days from the initially intended meeting date, and at the latest 03 working days before the meeting date. The second Board of Directors meeting must be organized within 10 days from the initially intended meeting date. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are in attendance.

9. A member of the Board of Directors shall be considered as 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 means;
- d) Sending a voting ballot to the meeting via post, fax, or email;
- d) Sending a voting ballot via other means as prescribed in the Company Charter.**

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

11. Members must attend all meetings of the Board of Directors. Members may authorize other members of the Board of Directors or other persons (who are not members of the Board of Directors, if approved by a majority of the members of the Board of Directors) to attend and vote.

## 12. Voting

**a) Except for the provisions in point b of Clause 11 of Article 16 of these Regulations, each member of the Board of Directors or person authorized in accordance with Clause 9 of this Article, physically present at the Board of Directors meeting, shall have one (01) vote; resolutions and decisions of the Board of Directors shall be approved if approved by the majority (more than 1/2) of members present; in the event of an equal number of votes, the final decision shall be determined by the side with the vote of the Chairman of the Board of Directors.**

b) A member of the Board of Directors shall not be permitted to vote on transactions that provide benefits to that member or their affiliated persons in accordance with the Law on Enterprises and Article 41 of the Company Charter;

c) Members of the Supervisory Board have the right to attend Board of Directors meetings and have the right to participate in discussions but shall not have voting rights.

The Board of Directors has the right to solicit opinions from its members in writing to pass a Resolution of the Board of Directors when approving matters under the authority of the Board of Directors as stated in Clause 2 of Article 26 of the Company Charter. Each member of the Board of Directors shall have one vote.

A resolution solicited via written opinion shall be passed based on the consent of the majority of the members of the Board of Directors having the right to vote. This resolution shall have the same effect and validity as a resolution passed at a meeting.

13. A meeting of the Board of Directors may be organized as an online conference between the 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 of the other members of the Board of Directors participating in the meeting as they speak;

b) Speak to all other attendees simultaneously. Discussions among members may be conducted directly by telephone or other means of communication or a combination of these methods. Members of the Board of Directors participating in such a meeting shall be considered as “present” at that meeting. The location of the meeting held according to these regulations shall be the location where the greatest number of members of the Board of Directors are present, or the location where the Chairperson of the meeting is present.

c) Decisions passed during the meeting conducted via telephone are legally organized and conducted, and effective immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all members of the Board of Directors who attended the meeting.

14. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and such minutes shall serve as authentic evidence of the proceedings of the meeting unless there is an objection regarding the content of the minutes within ten (10) days from the date of sending. The minutes of the

Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English. The minutes must be signed by the chairperson and the person taking the minutes.

**Article 17. Minutes of the Board of Directors meeting**

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, and 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 head office, business registration number;
- b) Time and location of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full names of each member present or authorized representative present and the method of attendance; full names of members not present and reasons;
- đ) Issues discussed and voted on at the meeting;
- e) Summary of the statements and opinions of each attending member according to the chronological sequence of the meeting;
- g) Voting results, clearly specifying the members who voted in favor, against, and those who did not provide an opinion;
- h) Issues that have been passed and the corresponding voting rates for passage;
- i) Full names and signatures of the chairperson and the person taking the minutes, except in cases prescribed in Clause 2 of this Article.

2. In cases where the chairperson or the person taking the minutes refuses to sign the meeting minutes, the minutes shall still be effective if signed by all other members of the Board of Directors attending the meeting and if they contain full content as prescribed in points a, b, c, d, đ, e, g and h of Clause 1 of this Article.

3. 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 meeting of the Board of Directors.

4. The minutes of the meetings of the Board of Directors and documents used during the meeting shall be kept at the head office of the Company.

5. Minutes prepared in Vietnamese and in a foreign language shall have the same legal validity. In the event of any discrepancy in content between the minutes in Vietnamese and those in a foreign language, the content in the Vietnamese minutes shall prevail.

## **Chapter V**

### **REPORTS AND DISCLOSURE OF INTERESTS**

#### **Article 18. Submission of annual reports**

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 performance of the Company;
- b) Financial statements;
- c) Report on the assessment of the management and administration of the Company;
- d) Appraisal report of the Board of Supervisors.

2. The reports specified in points a, b, and c of Clause 1 of this Article shall be sent to the Board of Supervisors for appraisal no later than 30 days before the opening date of the annual General Meeting of Shareholders.

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 head office of the Company no later than 21 days before the opening date of the annual General Meeting of Shareholders. Shareholders who have continuously held shares of the Company for at least 01 year shall have the right to personally or together with an attorney, accountant, or auditor possessing a professional practicing certificate to directly examine the reports specified in this Article.

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

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on the business results and efficiency.

2. Members of the Board of Directors shall be entitled to remuneration and bonuses for their work. Remuneration for work shall be calculated based on the number of working

days required to complete the tasks of the members of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member according to 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 recorded in the business expenses of the Company in accordance with the regulations of the law on corporate income tax, presented as a separate item in the annual financial statements of the Company, and shall be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors who holds an executive position or works in subcommittees of the Board of Directors or performs other work 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 payment, salary, commission, profit percentage, or another form as decided by the Board of Directors.

5. Members of the Board of Directors shall be entitled to payment 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 subcommittees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval of the General Meeting of Shareholders. Such insurance shall not include coverage for the liabilities of members of the Board of Directors related to violations of the law and the Company Charter.

#### **Article 20. Disclosure of related interests**

In the event that the Company Charter does not provide more stringent regulations, the disclosure of interests and affiliated persons of the Company shall be conducted in accordance with the following regulations:

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

a) The name, enterprise identification number, address of head office, and business lines of the enterprises in which they own capital contributions or shares; the percentage and time of such ownership;

b) The name, enterprise identification number, address of head office, and business lines of the enterprises in which their affiliated 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 amendment or supplementation must be notified to the Company within 07 working days from the date of the corresponding amendment or supplementation.

3. A member of the Board of Directors who, in their personal name or in the name of another, performs work in any form within the business scope of the Company must disclose the nature and content of such work to the Board of Directors and may only proceed if approved by the majority of the remaining members of the Board of Directors; if the work is performed without disclosure or without the approval of the Board of Directors, all income obtained from such activity shall belong to the Company.

## **Chapter VI**

### **RELATIONSHIP OF THE BOARD OF DIRECTORS**

#### **Article 21. Relationship among members of the Board of Directors**

1. The relationship among members of the Board of Directors is a collaborative relationship; members of the Board of Directors shall be responsible for informing each other about relevant issues during the performance of assigned tasks.

2. During the performance of their duties, the member of the Board of Directors assigned as having primary responsibility shall proactively coordinate with others if any issue relates to a field under the responsibility of another member of the Board of Directors. In the event of disagreement among members of the Board of Directors, the member with primary responsibility shall report to the Chairperson of the Board of Directors to consider and decide according to their authority or shall organize a meeting or solicit the opinions of the members of the Board of Directors in accordance with the provisions of the law, the Company Charter, and these Regulations.

3. In the event of a reassignment of duties among members of the Board of Directors, the members of the Board of Directors shall hand over the work, files, and related documents. This handover must be documented in writing and reported to the Chairperson of the Board of Directors.

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

In the management role, the Board of Directors issues resolutions for the General Director and the Board of Management to implement. Concurrently, the Board of Directors inspects and supervises the implementation of such resolutions.

**Article 23. Relationship with the Board of Supervisors**

1. The relationship between the Board of Directors and the Board of Supervisors is a collaborative relationship. The working relationship between the Board of Directors and the Board of Supervisors follows the principle of equality and independence, while maintaining close coordination and mutual support in the performance of their duties.

2. Upon receiving inspection minutes or general reports from the Board of Supervisors, the Board of Directors shall be responsible for reviewing and directing the relevant departments to develop plans and promptly carry out remedial actions.

**Chapter VII****IMPLEMENTATION PROVISIONS****Article 24. Effectiveness**

The Regulations on Operation of the Board of Directors of Hai Minh Corporation consist of 7 Chapters, 24 Articles and shall take effect from March 2026.

**ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRPERSON**

**TRAN QUANG TIEN**