

THE SOCIALIST REPUBLIC OF VIETNAM
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(Draft)

**INTERNAL REGULATIONS ON
CORPORATE GOVERNANCE**

HAI MINH CORPORATION

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

Ho Chi Minh City, Date ... March 2026

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Chapter I

GENERAL PROVISIONS

Điều 1. Scope of adjustment and subjects of application

1. Scope of adjustment: These Regulations are formulated in accordance with Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance, 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, candidacy, election, removal, and dismissal of members of the Board of Directors, the Board of Supervisors, the General Director, and other activities as provided by the Company Charter and other applicable 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 relevant persons mentioned in these regulations.

Điều 2. Definitions and abbreviations

1. *Charter capital is the total par value of shares sold or registered for subscription upon the establishment of the Joint Stock Company and in accordance with Article 6 of the Company Charter;*

2. *Law on Enterprises is Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020;*

3. *Law on Securities is Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;*

4. *Incorporation date is the date the Company was first issued the Enterprise Registration Certificate (Business Registration Certificate and other documents of equivalent value);*

5. *Managers are the General Director, Deputy General Directors, Chief Accountant, and other managers appointed by the Board of Directors;*

6. *Enterprise managers are those 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 managerial titles appointed by the General Meeting of Shareholders or the Board of Directors;*

7. *Affiliated persons are individuals and organizations specified in Clause 46, Article 4 of the Law on Securities;*

8. *Shareholder is an individual or organization owning at least one share of a Joint Stock Company;*

9. *Major shareholders are shareholders as specified in Clause 18, Article 4 of the Law on Securities;*

10. *Member of the Board of Supervisors is a Supervisor*

11. *The Stock Exchange refers to the Vietnam Stock Exchange and its Company's subsidiaries.*

12. *Non-executive members of the Board of Directors who are not the General Director, Deputy General Director, Chief Accountant, or other managers as stipulated by the Company Charter.*

13. *Shareholder/Delegate Eligibility Verification Committee is the division responsible for determining the eligibility for conducting the General Meeting of Shareholders in accordance with the law and the Company Charter.*

14. *Company is Hai Minh Corporation*

15. *Board of Directors (BOD) is the Board of Directors*

16. *Candidacy is self-nomination*

17. *Board of Supervisors (BOS) is the Board of Supervisors*

18. *VSDC is the Vietnam Securities Depository and Clearing Corporation*

19. *Delegate is a shareholder or representative (a person authorized by a shareholder)*

20. *Corporate Governance Officer is the person with the responsibilities and authority specified in Article 281 of Decree 155/2020/ND-CP.*

21. *Online General Meeting is a form of organizing the General Meeting of Shareholders using electronic means to transmit images and audio via the internet, allowing shareholders in various locations to monitor the progress, discuss, and vote on meeting matters.*

22. *Electronic voting is the process by which a shareholder exercises their vote through an Electronic Voting System as specified in these Regulations.*

23. *Login name and password include the username and password issued by the Company uniquely to each shareholder.*

24. *Contact address is the registered head office address for organizations; or the permanent residence, workplace, or other address registered by an individual with the enterprise to serve as a contact address*

25. *Trade secret refers to information regarding stored inventory quantities, costs, profits, finances, and technological solutions and business techniques*

26. *Business secret refers to information obtained from financial or intellectual investment activities that has not yet been disclosed and has the potential for use in business*

Chapter II

GENERAL MEETING OF SHAREHOLDERS

I. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS PASSING RESOLUTIONS BY VOTING AT THE GENERAL MEETING OF SHAREHOLDERS (IN-PERSON, ONLINE, OR HYBRID)

Section 1

GENERAL PROVISIONS

Điều 3. Role, rights, and obligations of the General Meeting of Shareholders

The role, rights, and obligations of the General Meeting of Shareholders are specified in Article 138 of the Law on Enterprises No. 59/2020/QH14, the Law on Securities No. 54/2019/QH14, and Articles 13 and 14 of the Company Charter.

Điều 4. Authority to convene the General Meeting of Shareholders

(Based on the provisions of Article 140 of the Law on Enterprises and Article 13 of the Company Charter)

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall 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 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 stipulated in Clause 2, Article 115 of this Law;

d. At the request of the Board of Supervisors;

e. Other cases as prescribed by law and the Company Charter.

2. The Board of Directors must determine the opening date of the General Meeting of Shareholders within sixty (60) days from the date the number of remaining Board members or Supervisors falls to the level specified in Point b, Clause 3, Article 13 of the Company Charter or upon receiving the request specified in Points c and d, Clause 3, Article 13 of the Company Charter;

3. In the event that the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4, Article 13 of the Company Charter, the Board of Supervisors must replace the Board of Directors within the following thirty (30) days to convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

4. In the event that the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4, Article 13 of the Company Charter, the shareholder or group of shareholders stipulated in Point c, Clause 3, Article 13 of the Company Charter has the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

5. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the sequence and procedures for convening and conducting the meeting and passing resolutions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including travel and accommodation expenses.

6. Procedures for organizing the General Meeting of Shareholders in accordance with Clause 5, Article 140 of the Law on Enterprises.

Điều 5. Personnel of the General Meeting of Shareholders

(Based on the provisions of Article 146 of the Law on Enterprises and Clause 2, Article 19 of the Company Charter)

1. Chairman and Presidium:

a. The Chairman of the Board of Directors shall chair 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 Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one among them to chair the meeting by majority principle. If no chairman can be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a chairman from among those present, and the person with the highest number of votes shall serve as the chairman of the meeting;

b. Except for the cases specified in Point a of this Clause, the person who signed the convocation notice for the General Meeting of Shareholders shall manage for the General Meeting of Shareholders to elect a chairman, and the person with the highest number of votes shall serve as the chairman of the meeting;

c. The Chairman has the right to implement necessary measures to control the meeting in a reasonable, orderly, and proper manner according to the approved agenda, ensuring that the desires of the majority of those present are reflected.

d. The Chairman of the General Meeting of Shareholders has the following rights:

- To require all attendees to be subject to inspections or other lawful and reasonable security measures;
- Request the competent authority to maintain order at the meeting; expel those who do not comply with the Chair's direction, deliberately disturb the peace, obstruct the normal progress of the meeting, or fail to comply with security check requirements from the General Meeting of Shareholders.

e. The Chair has the right to postpone a General Meeting of Shareholders that has reached the quorum for up to 03 working days from the intended opening date and may only postpone the meeting or change the meeting location in the following cases:

- The meeting venue does not have enough convenient seating for all attendees;
- Communication equipment at the meeting venue does not ensure the ability of shareholders to participate, discuss, and vote;
- There are attendees obstructing or disturbing the order, posing a risk that the meeting will not be conducted fairly and lawfully.

f. Other rights and duties of the Chair as stipulated by current law.

g. The Presidium consists of at least 01 person, including 01 Chair and other members.

h. Tasks of the Presidium:

- Managing the activities of the Company's General Meeting of Shareholders according to the agenda proposed by the Board of Directors and approved by the General Meeting of Shareholders;

- Guiding delegates and the General Meeting in discussing the contents included in the agenda;

- Presenting drafts and concluding necessary issues for the General Meeting to vote on;

- Answering issues requested by the General Meeting;

- Resolving issues arising throughout the duration of the General Meeting.

i. Working principles of the Presidium: The Presidium works on the principle of collective, democratic centralism and decides by majority.

2. General Meeting Secretary:

a. The Chair appoints one or more people to serve as the meeting secretary;

b. Tasks of the General Meeting Secretary:

- Fully and accurately recording the content of the General Meeting;

- Receiving speech registration ballots from shareholders/delegates;

- Drafting the Meeting Minutes and the Resolution of the General Meeting of Shareholders;

- Assisting the Chair in disclosing information related to the General Meeting of Shareholders and notifying Shareholders in accordance with the provisions of the law and the Company Charter;

- Other tasks as requested by the Chair.

3. Vote Counting Board:

a. The General Meeting of Shareholders elects one or more persons to the vote counting board as proposed by the meeting chair;

b. Tasks of the Vote Counting Board:

- Disseminating principles, rules, and guidance on voting methods.
- Counting and recording votes, preparing vote counting minutes, announcing results; transferring minutes to the Chair for ratification of voting results.
- Promptly notifying the secretary of the voting results.
- Reviewing and reporting to the General Meeting cases of violation of voting rules or complaints regarding voting results.

4. Shareholder/Delegate Credential Committee:

a. The person convening the general meeting of shareholders pursuant to Article 140 of the Law on Enterprises shall appoint one or more persons to serve on the Shareholder/Delegate Credential Committee to serve the meeting. The General Meeting's credential committee consists of at least 02 people, including 01 Head and several members.

b. Tasks of the Shareholder/Delegate Credential Committee:

- Verifying the status and situation of shareholders and shareholder representatives attending the meeting.
- The Head of the Credential 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 total voting shares, the Company's General Meeting of Shareholders is organized and conducted.
- Participating in counting votes on other matters before the formation of the Vote Counting Board.

Điều 6. Establishing the list of shareholders eligible to attend the meeting and providing notification regarding the closing of the list of shareholders eligible to attend the General Meeting of Shareholders

(Pursuant to Clause 2(a), Article 17 of the Company Charter; Regulations on exercise of rights by VSDC)

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

2. The Company carries out procedures for establishing the shareholder list and related procedures in accordance with the regulations on the exercise of rights by the Vietnam Securities Depository and Clearing Corporation or other provisions of the law (applicable when the Company has not registered securities at VSDC).

Điều 7. Notification of convocation of the General Meeting of Shareholders

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

1. The person convening the General Meeting of Shareholders must send a notice of the meeting to all shareholders in the list of shareholders eligible to attend no later than 21 days before the opening date. The meeting notice must include the name, address of head office, business registration number; the name, contact address of the shareholder, time, place of the meeting, and other requirements for attendees.

2. The meeting notice is sent by methods that ensure it reaches the shareholder's contact address and is posted on the company's website.

3. The meeting notice must be accompanied by the following documents:

a. Meeting agenda, documents used in the meeting, and draft resolutions for each matter on the agenda;

b. Voting ballots/Election ballots. Note that in case of holding the General Meeting of Shareholders online, voting/election ballots do not need to be sent with the meeting notice.

4. In case the company has a website, the sending of meeting documents accompanying the meeting notice stipulated in Clause 3 of this Article may be replaced by posting them on the company's website. In this case, the meeting notice must clearly specify the location and method for downloading the documents.

Điều 8. Agenda and content of the General Meeting of Shareholders

(Pursuant to Article 142 of the Law on Enterprises and Article 17 of the Company Charter)

1. The person convening the General Meeting of Shareholders must prepare the meeting agenda and content in accordance with Article 17 of the Company Charter.

2. A shareholder or a group of shareholders as stipulated in Clause 2, Article 11 of the Company Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the

Company no later than 05 working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the quantity of each type of shares held by the shareholder, contact address, nationality, number of the Citizen Identity Card, Identity Card, Passport, or other lawful personal identification for individual shareholders; name, business registration number or decision on establishment, address of head office for institutional shareholders; the quantity and type of shares held by that shareholder, and the issue proposed for inclusion in the agenda.

3. In the event that the person convening the General Meeting of Shareholders rejects the proposal stipulated in Clause 2 of this Article, they must respond in writing and clearly state the reasons no later than 02 working days before the opening date of the General Meeting of Shareholders. In cases where the person convening the General Meeting of Shareholders or the proponent requests a discussion, both parties shall discuss before the convener provides a written refusal. The person convening the General Meeting of Shareholders may only refuse the proposal if it falls under one of the following cases:

- a. The proposal was not sent in accordance with Clause 2 of this Article;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as stipulated in Clause 2, Article 11 of the Company Charter;
- c. The proposed issue does not fall within the decision-making scope of the General Meeting of Shareholders;
- d. Other cases as stipulated by law and the Company Charter.

4. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 2 of this Article in the expected agenda and content of the meeting, except for the cases stipulated in Clause 3 of this Article; the proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Điều 9. Procedures for registration and authorization to attend the General Meeting of Shareholders

(Pursuant to Article 144 of the Law on Enterprises; Article 15 of the Company Charter)

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

a. Procedures for registering to attend the General Meeting of Shareholders are clearly stipulated in the General Meeting of Shareholders Notice, including contacting the Company or sending the General Meeting Registration Form (attached to the General Meeting of Shareholders Notice sent to shareholders) to the Company.

b. Shareholders choose the method of registering to attend the General Meeting of Shareholders as specified in the notice, including:

- Attending and voting/electing in person 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 for each representative must be determined).
- Attending and voting/electing via online conference, electronic voting, or other electronic methods;
- Sending voting ballots/election ballots to the meeting via post, fax, or email;
- Other forms of registering to attend the General Meeting of Shareholders in accordance with the provisions of the Law.
- The Company shall use its best efforts to apply modern information technology so that shareholders can best participate and voice their opinions at the General Meeting of Shareholders, including providing guidance to shareholders on voting through online General Meeting of Shareholders meetings, electronic voting, or other electronic forms in accordance with Article 144 of the Law on Enterprises and the Company Charter.

2. Regulations on authorization to attend the General Meeting:

a. Shareholders or authorized representatives of shareholders shall execute the authorization in accordance with Article 15 of the Company Charter;

b. Authorization for an individual or organization to attend the General Meeting of Shareholders on behalf of the shareholder pursuant to Point a, Clause 2 of this Article must be made in writing. The written authorization shall be prepared in accordance with the law on civil matters and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of the authorization, the term of the authorization, and the signatures of the authorizing and authorized parties.

c. The voting ballot/election ballot of an authorized person attending the meeting within the scope of the authorization remains valid upon the occurrence of any of the following events:

- The authorizing person is deceased, has limited civil act capacity, or has lost civil act capacity;
- The authorizing person has revoked the authorization appointment;
- The authorizing person has revoked the authority of the person performing the authorization.

This clause shall not apply if the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Điều 10. Conditions for conducting the General Meeting of Shareholders

(Based on provisions in Article 18 of the Company Charter)

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

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 must 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 attending shareholders represents at least 33% of the total Voting rate.

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 30 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total Voting rate of the attending shareholders.

Điều 11. Methods for passing a Resolution of the General Meeting of Shareholders

(Based on provisions in Article 147 of the Law on Enterprises No. 59/2020/QH14; Article 21 of the Company Charter)

1. The General Meeting of Shareholders shall pass Resolutions under its authority via voting at the meeting in the following forms:

- a. In-person meeting

- b. Online conference
- c. Hybrid meeting combining in-person and online

2. The General Meeting of Shareholders shall pass Resolutions under its authority via the form of soliciting written opinions (provided in Part II – of this Chapter):

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

Điều 12. Content approved at the General Meeting of Shareholders

(Based on provisions in Article 147 and Article 167 of the Law on Enterprises; Article 14 of the Company Charter)

1. Approving the development orientation of the Company;
2. Reviewing and handling violations by Members of the Board of Directors or members of the Board of Supervisors that cause damage to the Company and its shareholders;
3. Approving the list of approved audit firms; deciding on the audit firm approved to perform audits of the Company's operations, and dismissing the approved auditor when deemed necessary;
4. The annual business plan of the Company;
5. The audited annual financial statements;
6. The report of the Board of Directors on the governance and performance results of the Board of Directors and each Member of the Board of Directors;
7. The report of the Board of Supervisors on the business results of the Company, the performance results of the Board of Directors, and the General Director;
8. The self-assessment report on the performance of the Board of Supervisors and members of the Board of Supervisors;
9. Dividend levels for each share of each type;
10. The number of members of the Board of Directors and the Board of Supervisors;
11. Election, removal, or dismissal 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 the Board of Supervisors;
13. Amendment and supplementation of the Company Charter;
14. The type of shares and the number of newly issued shares of each type, and the transfer of shares by founding members within the first 03 years from the date of establishment;
15. Splitting, separating, consolidating, merging, or converting the Company;
16. Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
17. Decision on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
18. Decision on repurchasing over 10% of the total sold shares of each type;
19. The Company entering into contracts or transactions with the subjects prescribed in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements;
20. Approval of transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
21. Approval, supplementation, or amendment of the Regulations on Corporate Governance, the Operational Regulations of the Board of Directors, and the Operational Regulations of the Board of Supervisors;
22. Other matters as prescribed by law and the Company Charter.

Điều 13. Conditions for passing a Resolution

(Based on provisions in Article 20 of the Company Charter)

1. A Resolution regarding the following content shall be passed if it is approved by shareholders representing 65% or more of the total Voting rate of all shareholders attending and voting at the meeting, except in cases prescribed in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:
 - a. The type of shares and total number of shares of each type;

- b. Change of lines of business and sectors;
- c. Change of the Company's management organizational structure;
- d. Investment projects or asset sales with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;
- e. Reorganization or dissolution of the Company;
- f. Extension of the Company's operation term;

2. Resolutions shall be passed if they are approved by shareholders holding over 50% of the total Voting rate of all attending and voting shareholders, except in the cases prescribed in Clauses 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

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 may be carried out using the cumulative voting method as prescribed in Clause 3, Article 148 of the Law on Enterprises, or carried out via voting method (Approve, Disapprove, or Abstain). The Voting rate for passage via voting method shall be performed in accordance with Clause 2, Article 20 of the Company Charter.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total shares with voting rights shall be lawful and valid even if the order and procedure for convening the meeting and passing such resolution violate the provisions of the Law on Enterprises and the Company Charter.

Điều 14. Notification of vote counting results

The Vote Counting Committee shall check, summarize, and report the results for each issue to the Chairperson. The results of the vote counting shall be announced by the Chairperson/Vote Counting Committee immediately before the meeting closes.

Điều 15. Method for opposing a Decision of the General Meeting of Shareholders

(Based on provisions in Article 132, Article 151 of the Law on Enterprises)

1. Shareholders who voted against a Resolution on reorganizing the Company or changing the rights and obligations of shareholders prescribed in the Company Charter have the right to request the Company to repurchase their shares. The request must be in

writing and clearly state the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders passed the resolution on the matters prescribed in this clause.

2. The Company must repurchase the shares at the request of shareholders as prescribed in Clause 1 of this Article at the market price or the price calculated according to the principles prescribed in the Company Charter within 90 days from the date of receiving the request. If the price cannot be agreed upon, the parties may request an appraisal organization to determine the value. The Company shall introduce at least 03 appraisal organizations for the shareholder to choose, 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 results of vote counting for the General Meeting of Shareholders, the shareholders or groups of shareholders prescribed in Clause 2, Article 115 of this Law have the right to request a Court or Arbitration to consider and cancel the resolution or part of the content of the Resolution of the General Meeting of Shareholders in the following cases:

a. The order, procedure for convening the meeting, and decision-making of the General Meeting of Shareholders violate significantly the provisions of this Law and the Company Charter, except in the cases prescribed in Clause 2, Article 152 of this Law;

b. The content of the Resolution violates the law or the Company Charter.

Điều 16. Preparation of the Minutes of the General Meeting of Shareholders

(Pursuant to the provisions of Article 22 of the Company Charter)

1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded by audio or video, or stored in another electronic form. The minutes must be prepared in Vietnamese, may be prepared in an additional foreign language, and must contain the following key contents:

a. Name, address of head office, and enterprise identification number;

b. Time and venue of the General Meeting of Shareholders;

c. Agenda and content of the meeting;

d. Name of the chairperson and the secretary;

e. Summary of meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each matter in the meeting agenda;

f. Number of shareholders and the total number of voting rights of shareholders attending the meeting; appendix containing the list of registered shareholders and representatives of shareholders attending the meeting, with the corresponding number of shares and votes;

g. Total number of votes for each voting matter, clearly stating the voting method, total number of valid and invalid votes, affirmative votes, negative votes, and abstentions; the corresponding percentage of the total voting rights of shareholders attending the meeting; and the corresponding percentage of the total voting rights of shareholders attending and voting;

h. Summary of votes for each candidate (if any);

i. Matters that have been passed and the corresponding voting rates for passage;

j. Name and signature of the chairperson and the secretary. In the event the chairperson or the secretary refuses to sign the meeting minutes, the minutes shall be valid if they are signed by all other members of the Board of Directors who attended the meeting and contain full details in accordance with this Clause. The meeting minutes must clearly state the refusal of the chairperson or secretary to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The chairperson, the secretary, or any other person signing the minutes shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.

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

Điều 17. Disclosure of Resolution and Minutes of the General Meeting of Shareholders

(Pursuant to the provisions of Article 22 of the Company Charter)

1. The Resolution, the minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, proxies 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 Company.

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

Section 2

SPECIFIC PROVISIONS FOR EACH VOTING FORM AT THE MEETING

Section 2.1

SPECIFIC PROVISIONS FOR VOTING AT THE IN-PERSON MEETING

Điều 18. Method for registering to attend the in-person General Meeting of Shareholders

Before the meeting opens, the Company must conduct the shareholder registration procedure and must carry out registration until all shareholders entitled to attend have completed registration in accordance with the following sequence:

a. Upon conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/ballot/election ballot, on which the registration number, name of the shareholder, name of the authorized representative, and the number of votes/election votes of that shareholder are recorded. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by affirmative, negative, or abstaining votes. The vote-counting results are announced by the Chairperson/Vote-counting Committee immediately before the closing of the meeting. The meeting elects individuals responsible for counting or supervising the vote counting upon the proposal of 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 Chairperson of the meeting;

b. A shareholder or authorized representative of a corporate shareholder who arrives after the meeting has opened has the right to register immediately and then participate and vote/elect at the meeting immediately after registration. The Chairperson is not responsible for pausing the meeting to allow late shareholders to register, and the validity of matters previously voted/elected remains unchanged.

Điều 19. Voting on matters at the in-person General Meeting of Shareholders

(Pursuant to the provisions of the Working Regulations; Election Regulations at the General Meeting of Shareholders)

1. General principles:

a. All matters in the agenda and meeting content of the GMS must be discussed and voted upon publicly by the General Meeting of Shareholders.

b. The voting card, ballot, and election ballot shall be printed by the Company, stamped with the Company's official seal, and sent directly to the delegates at the meeting (accompanying the GMS attendance package). Each delegate is issued a voting card, ballot, and election ballot. On the voting card, ballot, and election ballot, the delegate's ID, full name, number of shares owned, and authorized voting shares are clearly recorded.

2. Regulations on the validity of ballots and election ballots

a. Voting card:

- **Valid voting card: A card according to the pre-printed template issued by the Organizing Committee, bearing the official seal of the Company, free from erasures, alterations, tears, damage, etc., and containing no content other than what is specified for this card.**

- **Invalid voting card: Content does not conform to the requirements of a valid voting card.**

b. Ballot

- **Valid ballot: A ballot according to the pre-printed template issued by the Organizing Committee, bearing the official seal of the Company, free from erasures, alterations, tears, damage, etc., and containing no content other than what is specified for this ballot. In the case of in-person voting/remote voting (via mail, fax, email, or other means as per the Company Charter), the ballot must bear the signature and full (handwritten) name of the attending delegate and be sent to the Vote-counting Committee before the time of counting. On the ballot, the voting content is considered valid when the delegate marks one (01) out of the three (03) voting squares.**

- **Invalid ballot: Content does not conform to the requirements of a valid ballot.**

c. Election ballot

- **Valid election ballot: A ballot according to the pre-printed template issued by the organizing committee, free from erasures, alterations, and containing no content other than what is specified for the election ballot. In the case of in-person voting/remote voting (via mail, fax, email, or other means as per the Company Charter), the ballot must bear the signature and full (handwritten) name of the**

attending delegate and be sent to the Vote-counting Committee before the time of counting.

- Invalid election ballot:

- Content does not conform to the requirements of a valid election ballot
- The number of candidates selected by the delegate is greater than the required number of candidates;
- A ballot where the total votes for candidates by the shareholder or representative are greater than the total permitted number of votes;
- Other provisions in accordance with the GMS Election Regulations and the Company Charter.

Điều 20. Method of casting votes at the in-person General Meeting of Shareholders

(Pursuant to the provisions of the Working Regulations at the General Meeting of Shareholders)

1. General principles:

- The General Meeting of Shareholders discusses and votes on each issue in the agenda content. Voting is conducted by holding up a card, in-person ballot, electronic ballot, or other electronic means.

- Delegates exercise their vote to Approve, Disapprove, or Abstain on a matter brought to a vote at the GMS by holding up a voting card or by marking the options on a ballot.

2. Voting forms

a. Voting by card: When voting by holding up a voting card, the front of the voting card must be raised toward the Presiding Committee. If a delegate does not raise their voting card during all three instances of Approve, Disapprove, or Abstain for a matter, it shall be considered an affirmative vote. If a delegate raises their voting card more than one (01) time when voting Approve, Disapprove, or Abstain for a matter, it shall be considered an invalid vote. Using the voting card method, the members of the Delegate Eligibility Verification Committee/Vote-counting Committee shall record the delegate code and the corresponding votes of each delegate as Affirm, Reject, Abstain, or Invalid.

b. Voting by ballot:

- Regarding in-person voting: for each item of business, the delegate shall select one of the three options printed on the ballot—'Affirm', 'Reject', or 'Abstain'—by placing an 'X' or a 'P' in the corresponding box. Upon concluding all voting required by the General Meeting of Shareholders, the delegate shall submit the ballot to the Vote-counting Committee prior to the commencement of the counting process, in accordance with the Committee's instructions. The ballot must bear the signature and the full (handwritten) name of the delegate.

- When voting is conducted by electronic ballot or other electronic form: for each matter, the delegate chooses one of the three options "Affirm", "Reject", or "Abstain" presented at the Meeting, which have been set up in the electronic voting system. Thereafter, the delegate confirms their vote so that the electronic voting system records the result.

Điều 21. Methods of election voting at an in-person General Meeting of Shareholders

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

1. General principles

- Implementation strictly in accordance with the provisions of the law and the Company Charter;

- Election shall be conducted by means of direct voting, electronic voting, or other electronic forms.

- Members of the vote-counting committee must not be named in the list of candidates 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 rights corresponding to the total number of shares owned and represented, multiplied by the number of members to be elected;

- Attending delegates have the right to aggregate their total voting rights for one or several candidates;

- In case of changing candidates on the day of the meeting, delegates may contact the Vote-counting committee to request a new election ballot and must return the old one (before depositing into the ballot box);

- In case of an erroneous selection, the delegate shall contact the Vote-counting committee to be issued a new ballot and must return the old one;

- How to complete an election ballot: Each delegate is issued ballots. Instructions for completing the ballot are provided specifically in the Election Regulations approved at the General Meeting of Shareholders;

- Principles of election:

- Elected persons are determined by the number of votes, calculated from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is filled.

- If two (02) or more candidates receive the same number of votes for the final position, a re-election will be conducted among the candidates with the equal number of votes.

- If the results of the first election are insufficient to meet the required number of members, election(s) will continue until the required number is reached.

b. Election by voting method: Performed in accordance with the provisions of Point b, Clause 2, Article 20 of these Regulations.

ĐIỀU 22. Method of vote counting at an in-person General Meeting of Shareholders

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

Vote counting is conducted by aggregating the ballots/voting cards of "Approve," "Against," and "Abstain."

For sensitive matters and if requested by shareholders, the Company must appoint an independent organization to collect and count votes.

Section 2.2

SPECIFIC PROVISIONS FOR VOTING IN ONLINE MEETINGS

Điều 23. 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 General Meeting of Shareholders is specified in the Meeting Notice of the General Meeting of Shareholders, including:

1. Conditions for participation:

- Being named in the list of shareholders (LOS) with the right to attend the General Meeting of Shareholders, prepared according to the Company's notice of rights implementation.

- Authorized representatives who meet the conditions to attend as stipulated by the law and the Company 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 access...).

3. Recording of delegates attending the online General Meeting of Shareholders: A delegate is recorded by the electronic voting system as attending the online General Meeting of Shareholders when said delegate accesses the system using the access information provided according to Article 24 of these Regulations and confirms their attendance at the online GMS via the electronic voting system.

Điều 24. Provision of login information and implementation of electronic voting

1. Information regarding the access link to the electronic voting system, username, password, and other identification elements (If any) to participate in the online General Meeting of Shareholders will be provided in the meeting invitation (or in a form of notification regarding login information as prescribed by the Board of Directors). Delegates are responsible for protecting their usernames, passwords, and other assigned identification elements to ensure that only the Delegate has the right to vote on the electronic voting system and they assume full responsibility for this registered information.

2. When a delegate requests login information to be re-issued, the Meeting Organizing Committee may notify via: in-person, post, email, telephone, or other methods prescribed by the Board of Directors. Providing login information is based on shareholder data from the list of shareholders prepared by the Vietnam Securities Depository and Clearing Corporation according to the Company's notice of the right to attend the GMS.

3. Delegates use the username, password, or other identification elements (If any) to access the electronic voting system to confirm attendance at the online GMS and vote electronically in accordance with the online GMS meeting agenda.

Điều 25. Authorization of representatives to attend the online General Meeting of Shareholders

1. Shareholders shall authorize according to the provisions of Clause 2, Article 9 of these Regulations.

2. Certain regulations to note when implementing online authorization:

- Shareholders must ensure they provide full information to implement online authorization, especially the proxy's information: phone number, contact address, and email address. This is the basis for granting the username, password, and other identification elements (If any) for the proxy.

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

- When the shareholder fills in all information according to the online authorization form and completes the online authorization process.

- The proxy form for attending the online General Meeting of Shareholders must contain the full signatures, clearly written full names (handwritten), and the stamp (if an organization) of the authorizing party and the proxy party. The original proxy form must be sent before the official opening of the meeting. In the event a shareholder has not yet attended the meeting and has carried out online authorization, the authorization takes effect upon the Company's receipt of the original proxy form until the closing of the GMS.

- Cancellation of authorization for shareholders who have authorized online: the shareholder sends an official written request to cancel online authorization to the Company before the official opening of the meeting. In cases where the proxy has already attended the meeting, the time the cancellation of authorization is recognized as effective is calculated based on the time the Company receives the official written request to cancel online authorization; the validity of any matters already voted/elected previously remains unchanged.

Điều 26. Discussion at the online General Meeting of Shareholders

1. Principles:

- Discussion shall only take place within the specified time and within the scope of issues presented in the agenda of the General Meeting of Shareholders;
- Only delegates are permitted to participate in the discussion;
- Delegates may register their intent to discuss according to the method specifically stipulated in the meeting's working regulations;
- The Secretariat will arrange the delegates' discussion items in the order of registration and forward them to the Chairperson.

2. Addressing delegate feedback:

- Based on the delegate's discussion, the Chairperson or members designated by the Chairperson will address the delegate's comments;
- In the event of time constraints, questions not directly answered at the Meeting will be answered later by the Company using other methods.

Điều 27. Form of passing Resolutions of the online General Meeting of Shareholders

The General Meeting of Shareholders passes Resolutions within its authority through electronic voting.

Điều 28. Method of online voting

1. Method of voting for motions:

- Delegates choose one of three voting options: “Approve”, “Against”, or “Abstain” for each issue presented to a vote at the Meeting as installed on the electronic voting system.
- Thereafter, the Delegate proceeds to confirm the vote for the electronic voting system to record the result.

2. Method of election voting:

- Election by cumulative voting: If the Company Charter has no other provisions, voting to elect members of the Board of Directors and the Board of Supervisors must be carried out using the cumulative voting method. Accordingly, the delegate performs the election according to the instructions in the Online Election Regulations approved at the General Meeting of Shareholders. Thereafter, the delegate proceeds to confirm the election for the electronic voting system to record the result.

- Election by voting method (If any): Implementation follows the provisions for voting mentioned in Clause 1 of this Article.

3. Other regulations when implementing electronic voting:

- In the event a Delegate does not complete all voting and election issues according to the meeting agenda, the un-voted and un-elected issues are deemed as the Delegate not proceeding to vote or elect on those matters.

- In the event of issues arising outside of the sent meeting agenda, the Delegate may perform supplementary voting or election. If the Delegate does not vote or elect on such emerging issues, it is deemed that the Delegate has not performed voting or election on those issues.

- Delegates may change their voting/election results (but cannot cancel the voting/election results); this includes the results of supplementary voting/election for matters arising outside the Meeting agenda. The online system only records the count for the final voting/election results at the time the electronic voting concludes for each vote-counting session as specified in the meeting's working regulations.

- In cases where the delegate performs cumulative voting: A voting ballot is considered invalid if the total number of votes for the candidates differs from (is greater or less than) the total number of votes of the represented delegate as calculated at the time of vote counting.

- The time for electronic voting shall be specifically provided for in the working regulations of the meeting. Delegates may access the electronic voting system and cast their votes 24 hours a day, 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control. Upon expiration of the voting period, the system will not record any further electronic voting results from delegates.

Điều 29. Method of online vote counting

When a delegate casts a vote/performs an election, the number of votes shall be recorded on the system based on the principles of affirmative votes, negative votes, and abstentions.

Điều 30. Preparation of minutes for the online General Meeting of Shareholders

- Implementation shall be in accordance with the provisions of Article 16 of these Regulations.

- The location of the meeting stated 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 for the minutes of the General Meeting of Shareholders shall be specifically provided for in the Company's working regulations at the General Meeting of Shareholders.

Section 2.3

SPECIFIC REGULATIONS ON VOTING FORMS AT IN-PERSON AND ONLINE HYBRID MEETINGS

Điều 31. Procedures for registering to attend an in-person and online hybrid General Meeting of Shareholders

Implementation shall be in accordance with the provisions of Clause 1, Article 9 and Article 23 of these Regulations.

Điều 32. Authorization of representatives to attend the in-person and online hybrid General Meeting of Shareholders

Implementation shall be in accordance with the provisions of Clause 2, Article 9 and Article 25 of these Regulations.

Điều 33. Form of approving resolutions at the in-person and online hybrid General Meeting of Shareholders

Implementation shall be in accordance with the provisions of Article 11 and Article 27 of these Regulations.

Điều 34. Voting methods at the in-person and online hybrid General Meeting of Shareholders

Implementation shall be in accordance with the provisions of Article 20, Article 21, and Article 28 of these Regulations.

Điều 35. Vote counting methods at the in-person and online hybrid General Meeting of Shareholders

Implementation shall be in accordance with the provisions of Article 22 and Article 29 of these Regulations.

Điều 36. Minutes preparation at the in-person and online hybrid General Meeting of Shareholders

Implementation shall be in accordance with the provisions of Article 16 and Article 30 of these Regulations.

II. REGULATIONS FOR GENERAL MEETINGS OF SHAREHOLDERS APPROVING RESOLUTIONS BY SOLICITING WRITTEN OPINIONS

Điều 37. Cases eligible for soliciting written opinions from shareholders

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

The following matters may be approved by soliciting written opinions from shareholders:

- a. Amendment and supplementation of the contents of the Company Charter;
- b. Approval, supplementation, or adjustment of the Internal Regulations on Corporate Governance, Regulations on operation of the Board of Directors, and Regulations on operation of the Supervisory Board;
- c. Development orientation of the Company;
- d. Types of shares and total number of shares of each type;
- e. Election, removal, or dismissal of members of the Board of Directors and the Supervisory Board;
- f. Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;
- g. Approval of annual financial statements
- h. Reorganization or dissolution of the Company.
- i. Changes in business lines, sectors, and areas;
- j. Changes in the Company's organizational management structure;
- k. Other matters deemed necessary by the Board of Directors for the benefit of the Company.

Điều 38. Cases where written opinions may not be solicited

The Board of Directors may solicit shareholders' written opinions in all cases when deemed necessary, except for the organization of the Annual General Meeting of Shareholders.

Điều 39. Order and procedures for General Meetings of Shareholders to approve resolutions by soliciting written opinions

(Based on the provisions of point a, Clause 2, Article 17; Article 21, 23 of the Company Charter)

1. The Company must disclose information regarding the list of shareholders prepared to receive written opinion ballots at least ten (10) days before the registration deadline.

2. The Board of Directors must prepare the written opinion ballot, the draft resolution of the General Meeting of Shareholders, and documents explaining the draft resolution, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the ballots. Requirements and methods for sending the ballot and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 17 of the Company Charter.

3. Regulations on Written Opinion Ballots

a. A written opinion ballot must contain the following primary contents:

- Name, address of head office, and enterprise identification number;
- Purpose of soliciting opinions;
- Full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise identification number, or legal identification number for organization shareholders, along with the head office address; or the full name, contact address, nationality, and legal identification number of the individual representative for organization shareholders; the quantity of shares of each type and the number of votes/election votes of the shareholder;
- Issues requiring opinions for approval of decisions;
- Voting options, including affirmative, negative, and abstentions, for each issue requiring shareholder opinion;
- Election plan (If any);

- Deadline for returning the completed written opinion ballots to the Company;
- Full name and signature of the Chairman of the Board of Directors.

b. Shareholders may send completed written opinion ballots to the Company by post, fax, or email in accordance with the following regulations:

- In case of sending by post, the completed written opinion ballot must bear the signature of the individual shareholder, or of the authorized representative or legal representative of the organization shareholder. The ballot sent to the Company must be placed in a sealed envelope, and no one is permitted to open it before the vote counting.

- In case of sending by fax or email, the ballot sent to the Company must be kept confidential until the time of vote counting.

- Written opinion ballots received by the Company after the deadline specified in the ballot, or that have been opened (if sent by post) or disclosed (if sent by fax or email) are invalid. Ballots that are not sent to the Company are considered as not participating in the vote.

4. Methods for sending written opinion ballots

a. Shareholders send completed written opinion ballots to the Company by post, fax, or email:

- The completed written opinion ballot must be fully signed, include the full name (handwritten), and be stamped (if the shareholder is an organization) by the delegate.

- In case of sending by post, the ballot sent to the Company must be placed in a sealed envelope and no one is permitted to open it before the vote counting. In case of sending by fax or email, the ballot sent to the Company must be kept confidential until the time of vote counting.

- Written opinion ballots received by the Company after the deadline specified in the ballot, or that have been opened (if sent by post) or disclosed (if sent by fax or email) are invalid. Ballots that are not sent to the Company are considered as not participating in the vote.

b. Shareholders sending written opinion ballots by electronic voting

i. Provision of access accounts

- Access account information is notified by the Company to the delegate, enclosed with the written opinion ballot, sent via registered mail.

- When a delegate requests to re-access account information, the Company may notify them via: in-person, post, email, telephone, or other forms as specified by the Board of Directors. The provision of access information is based on information from the list of shareholders established by the Vietnam Securities Depository and Clearing Corporation in accordance with the Company's notification of the implementation of the right to solicit written opinions from shareholders.

ii. Electronic voting

• Implementation principles

- Delegates may only cast their votes on the electronic voting system from the moment they receive the written opinion ballot until the deadline for returning the ballot as announced by the Company.

- During the voting period announced by the Company, delegates may access the electronic voting system and cast their votes 24 hours a day, 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control.

- During the announced voting period, delegates may change their vote decision on the electronic voting system. Upon the expiration of the voting period as announced by the Company, the delegate may no longer change their vote, and this final result will be processed and announced by the Company.

• Implementation methods

- Delegates use the access account provided by the Company to directly log in to the electronic voting system, view information related to the voting period posted on the system, and execute their vote decision for each matter requiring shareholder opinion.

• Shareholders send completed written opinion ballots to the Company by post, fax, or email combined with submitting the written opinion via electronic voting.

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

5. Vote counting and preparation of the Vote Counting Minutes:

The Board of Directors shall organize the vote counting and prepare a vote-counting report under the witness of the Board of Supervisors or shareholders who do not hold

management positions in the Company. The vote-counting report must include the following main contents:

- Name, address of head office, and enterprise identification number;
- Purpose and issues that need to be surveyed for the adoption of a Resolution;
- Number of shareholders with the total number of voting/election ballots that have participated in voting/election, clearly distinguishing between the number of valid voting/election ballots and the number of invalid voting/election ballots and the method of sending the voting/election ballots, with an appended list of shareholders participating in the voting/election;
- Total number of favorable, opposing, and no-opinion votes for each issue, and the total number of election ballots for each candidate (if any);
- Issues that have been passed and the corresponding voting rate of passage;
- Full name and signature of the Chairman 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 report; they shall also be jointly liable for damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. Resolution and Vote-counting Report:

a. The vote-counting report and the Resolution must be sent to shareholders within 15 days from the date of conclusion of the vote counting. The sending of the vote-counting report and the Resolution may be replaced by posting them on the Company's website within 24 hours from the time of conclusion of the vote counting.

b. A Resolution passed in the form of written consultation of shareholders shall have the same validity as a Resolution passed at a General Meeting of Shareholders.

7. Document storage: The responded opinion ballots, the vote-counting report, the passed Resolution, and the relevant documents sent along with the opinion ballots must all be kept at the Company's Address of head office.

8. Request for cancellation of a Decision of the General Meeting of Shareholders passed in the form of written consultation: 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 the General Meeting of Shareholders, shareholders or a group 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 part of the content of the Resolution of the General Meeting of Shareholders in the following cases:

a. The order and procedures for convening a meeting and issuing a Decision of the General Meeting of Shareholders violate significantly the regulations of the Law on Enterprises and the Company Charter, except for the cases prescribed in Clause 3, Article 20 of the Company Charter.

b. The content of the Resolution violates the law or the Company Charter.

Chapter III
BOARD OF DIRECTORS
Section 1
GENERAL PROVISIONS

Điều 40. Role, Rights, and obligations of the Board of Directors

(Based on the provisions of Articles 278 and 297 of Decree No. 155/2020/ND-CP)

The Board of Directors must fully comply with the responsibilities and obligations prescribed by the Law on Enterprises and the Company Charter; in addition, the Board of Directors has the following responsibilities and obligations:

1. To be responsible to shareholders for the operations of the company;
2. To treat all shareholders equally and respect the interests of persons with rights related to the company;
3. To ensure that the company's operations comply with the provisions of the law, the Company Charter, and the internal regulations of the company;
4. To develop the Regulations on Operation of the Board of Directors, submit them to the General Meeting of Shareholders for approval, and announce them on the company's website;
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 misappropriation of company assets and the abuse of related-party transactions;

6. To develop the Regulations on Corporate Governance and submit them to the General Meeting of Shareholders for approval in accordance with Article 270 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

7. To appoint a Corporate Governance Officer;

8. To organize training and workshops on corporate governance and necessary skills for members of the Board of Directors, the General Director, the Corporate Governance Officer, and other managers of the company;

9. To report on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with current laws.

10. To report on the state of corporate governance at the Annual General Meeting of Shareholders and disclose information in the Annual Report of the company in accordance with securities law on information disclosure.

11. Other rights and obligations in accordance with the Company Charter and the Regulations on Corporate Governance.

Điều 41. Rights and obligations, and responsibilities of Board of Directors' members

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

1. Member of the Board of Directors have full rights in accordance with the Law on Securities, relevant laws, and the Company Charter, and the Regulations on Corporate Governance, including the right to be provided with information and documents regarding the financial situation and business operations of the company and units within the company. The process for providing information shall be in accordance with the Appendix of these Regulations. The recipient of such information is responsible for maintaining the confidentiality of the provided information and using it for the correct purpose of their assigned work.

2. Member of the Board of Directors have obligations in accordance with the Company Charter and the following obligations:

a. To perform their duties honestly and prudently in 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 report promptly and fully to the Board of Directors on all remuneration received from the Company's subsidiaries, associate companies, and other organizations;
- d. To report to the Board of Directors at the most recent meeting regarding transactions between the company, the Company's subsidiaries, companies controlled by the public company with 50% or more of the Charter capital, with members of the Board of Directors and their affiliated persons; transactions between the company and companies in which a member of the Board of Directors is a founding member or a manager of the enterprise within the 03 years preceding the Time of transaction;
- e. To disclose information when trading shares of the company in accordance with the law.

Section 2

REGULATIONS ON NOMINATION, CANDIDACY, ELECTION, REMOVAL, AND DISMISSAL OF MEMBERS OF THE BOARD OF DIRECTORS

Điều 42. Number, term, and structure of members of the Board of Directors

(Based on the provisions of Article 25 of the Company Charter)

1. The number of members of the Board of Directors is 05 people.
2. The term of office for a member of the Board of Directors shall not exceed 05 years and they may be re-elected for an unlimited number of terms. 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.
3. The structure of members of the Board of Directors is as follows:
 - a. The structure of the Board of Directors of a public company must ensure compliance with the following provisions, and the Company shall minimize the extent to which members of the Board of Directors concurrently hold executive positions in the Company to ensure the independence of the Board of Directors.

If the Company has listed its shares on The Stock Exchange, the structure of the Board of Directors shall be stipulated as follows:

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

If the Company has registered its shares for trading on The Stock Exchange, the structure of the Board of Directors shall be stipulated as follows:

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

b. A member of the Board of Directors shall no longer hold the status of a member of the Board of Directors in the event they are removed, dismissed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

c. A member of the Board of Directors shall still perform all rights and obligations until the General Meeting of Shareholders approves the removal of said member, except for the right to attend, vote at Board of Directors meetings, and 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, deceased, or has difficulty in perception or controlling their behavior.
- The member of the Board of Directors is being prosecuted for criminal liability, is in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory rehabilitation facility or compulsory education facility, or is prohibited by the Court from holding certain positions or practicing certain professions or performing certain work.
- The Board of Directors passes a Decision to accept the resignation/voluntary exit of the member of the Board of Directors in accordance with Article 9 of the Regulations on Operation of the Board of Directors.

d. The appointment of a member of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.

e. A member of the Board of Directors does not necessarily have to be a shareholder of the Company.

Điều 43. Standards and conditions for Board of Directors' members

(Based on the provisions of Clause 1, Clause 2, Article 155 of the Law on Enterprises, Article 275 of Decree No. 155/2020/ND-CP, Article 1 of Decree No. 245/2025/ND-CP)

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 Company Charter.

2. The Chairman of the Board of Directors may not concurrently hold the position of General Director of the same public company.

3. A member of the Board of Directors of a public company may simultaneously serve as a member of the Board of Directors or the Board of Members in a maximum of 05 other companies.

Điều 44. Nomination and candidacy of members of the Board of Directors

(Based on the provisions of Article 274 of Decree No. 155/2020/ND-CP; Clauses 1, 2, and 3, Article 24 of the Company Charter)

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 Directors in accordance with the Law on Enterprises and the Company Charter. Shareholders holding common shares have the right to consolidate their voting power to nominate candidates for the Board of Directors. A shareholder or 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% to nominate a maximum of two (02) candidates; from 30% to less than 40% to nominate a maximum of three (03) candidates; from 40% to less than 50% to nominate a maximum of four (04) candidates; and from 50% or more to nominate the full number of candidates. The written nomination for a candidate must clearly state the name of the shareholder or group of shareholders, the number of each type of share held by such shareholder or group of shareholders at the time of nomination, and information regarding the candidate (candidate profile) as required by Article 24 of the Company Charter.

Nomination of candidates for the General Meeting of Shareholders:

- In case a shareholder or group of shareholders submits a written proposal for nominating candidates for the Board of Directors at least 15 (fifteen) days prior to the

opening of the General Meeting of Shareholders, the Board of Directors is responsible for considering and approving the proposal within 5 (five) days from the date of receipt, and must announce information related to the candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders. In the event of a decision to reject a candidate, the Board of Directors must notify the nominating shareholder or group of shareholders in writing within 5 (five) days from the date of the decision, and must clearly state the reasons for such refusal.

- In case the nomination by a shareholder or group of shareholders does not meet the minimum of 15 days before the opening date of the General Meeting of Shareholders, the Board of Directors shall send a notification of the timeframe for reviewing the candidate profile to the shareholder or group of shareholders within 3 (three) days from the date of receipt of the nomination. During the aforementioned review period, the Board of Directors shall announce the candidate's information immediately upon the approval of the candidate profile. In cases where the Board of Directors does not have enough time to complete the review as notified, the Board of Directors shall present this information to the General Meeting of Shareholders.

Nomination of candidates for the form of gathering shareholders' opinions in writing:

- The Board of Directors is responsible for publishing the Regulations on nomination of candidates for the Board of Directors (forms and relevant information) as soon as the Board of Directors decides to collect shareholders' opinions in writing regarding the election.

- In case a shareholder or group of shareholders submits a written proposal for nominating candidates for the Board of Directors before 5 (five) days, the Company must send the ballot and accompanying documents to all shareholders with voting rights. The Board of Directors is responsible for considering and approving the proposal within 5 (five) days from the date of receipt. In the event of a decision to reject a candidate, the Board of Directors must notify the nominating shareholder or group of shareholders in writing within 5 (five) days from the date of the decision, and must clearly state the reasons for such refusal.

- In case the nomination by a shareholder or group of shareholders does not ensure a minimum of 5 (five) days before the date the Company is required to send ballots and accompanying documents to all shareholders with voting rights, the Board of Directors will not accept the nomination and will report the matter at the nearest General Meeting of

Shareholders, if any.

2. In case the number of candidates for the Board of Directors passed through nomination and candidacy according to Clause 5, Article 115 of the Law on Enterprises is still insufficient, the Board of Directors shall announce information regarding the insufficient number of candidates at the latest five (05) days before 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 Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The additional nomination of candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

3. In case the number of candidates additionally nominated by the incumbent Board of Directors pursuant to Clause 2 of this Article is still insufficient, the Board of Directors shall announce information regarding the insufficient number of candidates at the latest five (05) days before 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 Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The process for the incumbent Board of Directors to facilitate additional nominations by other shareholders must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

Điều 45. Method of electing members of the Board of Directors

(Based on the provisions of Clause 3, Article 148 of the Law on Enterprises, Clause 2, Article 20 of the Company Charter)

1. The election of members of the Board of Directors must be carried out using 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 Directors. Shareholders have the right to pool all or part of their total votes for one or more candidates. The persons elected as members of the Board of Directors shall be determined based on the number of votes, starting from the candidate with the highest number of votes downwards until the number of members specified in the Company Charter is met. In the event that two or more candidates receive the same number of votes for the last position on the Board of Directors, a re-election shall be conducted among those

candidates with the same number of votes, or they shall be selected based on criteria specified in the election regulations or the Company Charter.

2. If the number of candidates is less than or equal to the number of members of the Board of Directors required to be elected, the election may be carried out using the cumulative voting method as prescribed in Clause 3, Article 148 of the Law on Enterprises or by the method of voting (in favor, against, abstain). The Voting rate for adoption under the voting method shall be carried out in accordance with Clause 2, Article 20 of the Company Charter.

Điều 46. Cases for removal, dismissal, replacement, and supplementation of members of the Board of Directors

(Based on Article 160 of the Law on Enterprises)

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

- a. Failing to meet the standards and conditions as prescribed in Article 155 of the Law on Enterprises;
- b. Submitting a resignation letter which is accepted;
- c. Other cases provided for in the Company Charter.

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

- a. Failure to participate in activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b. Other cases provided for in the Company Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; and remove or dismiss members of the Board of Directors in cases beyond those provided for 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 specified in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date on which the number of members decreased by more than one-third;

b. Except in cases provided for in Point a of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been removed or dismissed at the nearest meeting.

Điều 47. Notice of election, removal, and dismissal of members of the Board of Directors

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

Điều 48. Method of introducing candidates for the Board of Directors

In case a candidate for the Board of Directors has been determined in accordance with Clause 1, Article 44 of these Regulations, the Company must announce information related to such 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 Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors that must be disclosed includes:

- a. Full name, date of birth;
- b. Qualification;
- c. Work experience;
- d. Other management positions (including Board of Directors positions at other companies);
- e. Interests related to the company and its related parties;
- f. Other information (If any) as prescribed in the Company Charter.

The company is responsible for disclosing information regarding the companies where the candidate is currently serving as a Member of the Board of Directors, other management positions, and the candidate's interests related to the company (If any).

Điều 49. Electing, dismissing, and removing the Chairman of the Board of Directors

(Based on the provisions of Article 28 of the Company Charter)

1. The Chairman of the Board of Directors is elected, removed, or dismissed by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors must not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a. Establishing the Board of Directors' work programs and plans;
 - b. Preparing the agenda, content, and documents for meetings; convening, presiding over, and chairing meetings of the Board of Directors;
 - c. Organizing the passing of resolutions and decisions of the Board of Directors;
 - d. Monitoring the implementation of resolutions and decisions of the Board of Directors;
 - e. Chairing the General Meeting of Shareholders;
 - f. Other rights and obligations as provided by the Law on Enterprises and the Company Charter.
4. In the event that the Chairman 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 letter or notice of removal or dismissal.
5. In the event that 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, or if the Chairman of the Board of Directors is deceased, missing, detained, serving a prison sentence, serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory educational institution, absconds from their place of residence, has limited or lost civil act capacity, has difficulty in cognition or behavioral control, or is prohibited by the Court from holding certain positions or practicing certain professions, the remaining members shall elect one of the members to serve as Chairman of the Board of Directors by a majority vote of the remaining members until a new decision is issued by the Board of Directors.

Section 3
REMUNERATION, SALARIES, BONUSES, AND OTHER BENEFITS OF
MEMBERS OF THE BOARD OF DIRECTORS

Điều 50. Remuneration, bonuses, and other benefits of Members of the Board of Directors

(Based on the provisions of Article 27 of the Company Charter)

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

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of work days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration for each member based on the principle of unanimity. The total amount of remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.

3. The remuneration of each member of the Board of Directors is recorded as a business expense of the Company in accordance with corporate income tax laws, presented as a separate item in the annual financial statements of the Company, and must 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 sub-committees of the Board of Directors or performs other tasks outside the normal scope of duties of a member of the Board of Directors may be paid additional remuneration in the form of a one-off fee, salary, commission, percentage of profit, or in another form 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 paid when performing their duties as members of the Board of Directors, including expenses incurred in attending the General Meeting of Shareholders, meetings of the Board of Directors, or its sub-committees.

6. Members of the Board of Directors may be provided with liability insurance by the Company upon approval by the General Meeting of Shareholders. This insurance does

not cover the responsibilities of members of the Board of Directors relating to violations of the law and the Company Charter.

Section 4
PROVISIONS ON SEQUENCE AND PROCEDURES
CONVENING MEETINGS OF THE BOARD OF DIRECTORS

Điều 51. Minimum number of meetings per month/quarter/year

(Based on the provisions of Article 157 of the Law on Enterprises; Article 29 of the Company Charter)

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the date of the conclusion of the election of that Board of Directors. This meeting is convened and chaired by the member who received the highest number of votes or the highest percentage of votes. In case more than one member has the same highest number of votes or the same highest percentage of votes, the members shall elect one of them to convene the meeting of the Board of Directors by a majority vote.

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

Điều 52. Cases where an extraordinary meeting of the Board of Directors must be convened

(Based on the provisions of Article 157 of the Law on Enterprises; Article 29 of the Company Charter)

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

- a. At the request of the Board of Supervisors;
- 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 provided by the Company Charter.

2. The request mentioned in Clause 1 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 send the meeting invitation to members of the Board of Directors within 07 working days from the date of receipt of the request mentioned in Clause 3 of this Article and no later than 03 working days before the meeting date. The meeting of the Board of Directors must be held no more than 10 working days from the date the Company receives the request. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be held responsible for any damages occurring to the Company; the requester has the right to replace the Chairman of the Board of Directors and convene the meeting of the Board of Directors; the procedure for convening shall be the same as that of the Chairman of the Board of Directors convening at the request.

Điều 53. Notice of meetings of the Board of Directors and the right to attend meetings of the Board of Directors of members of the Board of Supervisors

(Based on the provisions of Article 157 of the Law on Enterprises; Article 29 of the Company Charter)

1. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a meeting invitation no later than 03 working days before the meeting date. The invitation must specify the time and place of the meeting, the form of the meeting, the agenda, and issues for discussion and decision. The meeting invitation must be accompanied by the documents to be used at the meeting and voting ballots for the members.

2. The meeting invitation for the Board of Directors may be sent by written invitation, telephone, fax, electronic means, or any other method provided for by the Company Charter and ensure it reaches the contact address of each member of the Board of Directors registered at the Company.

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

4. 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.

Điều 54. Conditions for holding meetings of the Board of Directors

(Based on the provisions of Article 157 of the Law on Enterprises; Article 29 of the Company Charter)

A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend. If the meeting convened as per the provisions of this Article does not have enough members as prescribed, the Chairman of the Board of Directors must send a second invitation to members of the Board of Directors within 07 days from the intended date of the first meeting and no later than 03 working days before the meeting. The second meeting of the Board of Directors must be held no more than 10 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 in attendance.

Điều 55. Voting methods

(Based on Article 29 of the Company Charter)

1. The Board of Directors passes resolutions and decisions by voting at a meeting, collecting written opinions, or by other methods provided for by the Company Charter. Each member of the Board of Directors has one vote. A member of the Board of Directors is deemed to have attended and voted at a meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend and vote as prescribed in Article 57 of these Regulations;
- c. Attending and voting via an online conference, electronic voting, or other electronic means;
- d. Sending voting ballots to the meeting via mail, fax, or email;
- e. Sending voting ballots by other means as prescribed by law (If any).

2. In the event that a voting ballot is sent to a meeting via mail, it must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than 01 hour before the meeting begins. The voting ballot 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 representative pursuant to clause 1 of this Article who is physically present in a personal capacity at the meeting of the Board of Directors shall have one (01) voting ballot;

b. Members of the Board of Directors shall not vote on any transaction that brings benefits to them or their affiliated persons in accordance with the Law on Enterprises and Article 41 of the Company Charter;

c. A Supervisor has the right to attend meetings of the Board of Directors, discuss matters, but may not vote.

4. The Board of Directors has the right to obtain written opinions from its members to adopt a Resolution of the Board of Directors regarding matters under the authority of the Board of Directors as stipulated in Clause 2, Article 26 of the Company Charter.

A Resolution by way of written opinion is adopted on the basis of the approval of a majority of the members of the Board of Directors with voting rights. This Resolution is as effective and valid as a resolution adopted at a meeting.

5. Meetings of the Board of Directors may be organized in the form of a conference call between members of the Board of Directors when all or some members are in different locations, provided that each member participating in the meeting is able to:

a. Hear each other member of the Board of Directors who is simultaneously participating in the meeting speak;

b. Speak simultaneously with all other participants. Discussion among members may take place directly via telephone or by other means of communication or a combination thereof. A member of the Board of Directors participating in the meeting in such a manner is considered 'present' at that meeting. The location of the meeting organized in accordance with this provision is the location where the greatest number of Board of Directors members are present, or the location of the Chairperson of the meeting.

Decisions adopted in a meeting via telephone, when properly organized and conducted, take effect 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 said meeting.

6. The Chairman of the Board of Directors is responsible for sending the minutes of the meeting of the Board of Directors to the members; said minutes shall serve as authentic evidence of the work performed during the meeting, unless there is an objection to the content of the minutes within ten (10) days from the date of sending. Minutes of the meeting of the Board of Directors shall be prepared in Vietnamese and may also be

prepared in English. The minutes must be signed by the Chairperson and the person taking the minutes.

Điều 56. Manner of adopting resolutions of the Board of Directors

(Pursuant to Article 29 of the Company Charter)

Resolutions and decisions of the Board of Directors are adopted if approved by a majority of the members in attendance; in the case of a tie in votes, the final decision belongs to the side of the Chairman of the Board of Directors.

Members of the Board of Directors shall not vote on any transaction that brings benefits to them or their affiliated persons in accordance with the Law on Enterprises and Article 42 of the Company Charter.

Điều 57. Authorization of another person to attend a meeting by a member of the Board of Directors

(Pursuant to Article 29 of the Company Charter)

A member must fully attend meetings of the Board of Directors. A member may authorize another member of the Board of Directors or another person (who is not a member of the Board of Directors if approved by a majority of the members of the Board of Directors) to attend and vote at a meeting.

Điều 58. Preparing minutes of the meeting of the Board of Directors

(Pursuant to the provisions of Article 158 of the Law on Enterprises)

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

- a. Name, address of head office, and enterprise identification number;
- b. Time and location of the meeting;
- c. Purpose, agenda, and content of the meeting;
- d. Full names of each member attending the meeting or authorized to attend the meeting, and the manner of attendance; full names of members not attending the meeting and reasons therefor;
- e. Issues discussed and voted on at the meeting;

- f. A summary of opinions given by each member attending the meeting in chronological order of the meeting proceedings;
- g. Voting results, clearly specifying the members who voted in favor, against, and those who abstained;
- h. Issues that were adopted and the corresponding adoption voting rate;
- i. Full name and signature of the Chairperson and the person taking the minutes, except for cases stipulated in Article 59 of these Regulations.

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

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

The Chairperson, the person taking the minutes, and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the minutes of the meeting of the Board of Directors.

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

Điều 59. In case the Chairperson and/or the Secretary refuses to sign the minutes of the meeting of the Board of Directors

(Pursuant to the provisions of Article 158 of the Law on Enterprises)

In the event that the Chairperson or the person taking the minutes refuses to sign the meeting minutes, such minutes shall still be valid if signed by all other members of the Board of Directors attending the meeting and contains the full information as prescribed in points a, b, c, d, dd, e, g and h of Article 58 of these Regulations.

Điều 60. Notification of resolutions and decisions of the Board of Directors

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

Section 5

SUB-COMMITTEES UNDER THE BOARD OF DIRECTORS

Điều 61. Sub-committees under the Board of Directors

(Pursuant to Article 30 of the Company Charter)

1. When deemed necessary, the Board of Directors may establish sub-committees to be in charge of development policies, personnel, compensation, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors, with a minimum of 02 members, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute a majority in the sub-committee, and one of these members shall be appointed as Head of the sub-committee by decision of the Board of Directors. The operation of the sub-committee must comply with the regulations of the Board of Directors. A resolution of a sub-committee is only valid when approved by a majority of members attending and voting at the sub-committee meeting.

2. The execution of decisions by the Board of Directors or its sub-committees must be consistent with current legal regulations, the Company Charter, and the Regulations on Corporate Governance.

Section 6

SELECTION, APPOINTMENT, REMOVAL

CORPORATE GOVERNANCE OFFICER AND COMPANY SECRETARY

Điều 62. Standards for Corporate Governance Officer

(Pursuant to Clause 2, Article 31 of the Company Charter)

The Corporate Governance Officer may not work concurrently for an approved audit organization that is currently auditing the Company's financial statements.

Điều 63. Appointment of the Corporate Governance Officer and the Company Secretary

(Pursuant to Clause 1, Article 31 of the Company Charter)

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

2. When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary with a term of office decided by the Board of

Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided that it is not contrary to the current labor laws.

Điều 64. Cases for removal of the Corporate Governance Officer and Company Secretary

1. The Board of Directors may dismiss/remove the Corporate Governance Officer and the Company Secretary when necessary, provided that it is not contrary to current labor laws.

2. The Corporate Governance Officer may be dismissed according to a resolution of the General Meeting of Shareholders.

Điều 65. Notice of appointment and removal of Corporate Governance Officer and Company Secretary

Following the decision to appoint or remove the Corporate Governance Officer and Company Secretary, the Company is responsible for announcing the information internally and to relevant authorities, and on mass media and the Company website in accordance with the procedures and current law.

Điều 66. Rights and Obligations of the Corporate Governance Officer and Company Secretary

(Pursuant to Clause 3, Article 31 of the Company Charter)

1. The Corporate Governance Officer has the following rights and obligations:

a. Advise the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and matters related between the Company and shareholders;

b. Prepare for meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders upon the request of the Board of Directors or the Supervisory Board;

c. Advice on meeting procedures;

d. Attend meetings;

e. Provide procedural advice on the adoption of Board of Directors' resolutions in accordance with the law;

f. Provide financial information, copies of Board of Directors' meeting minutes, and other information to members of the Board of Directors and the Board of Supervisors;

g. Supervise and report to the Board of Directors on the Company's information disclosure activities;

h. Act as the point of contact with stakeholders;

i. Maintain information confidentiality in accordance with the law and the Company Charter;

j. Other rights and obligations as prescribed by law.

2. The Company Secretary has 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 the performance of assigned rights and obligations;

c. Assist the Board of Directors in applying and implementing corporate governance principles;

d. Assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders; complying with the obligation to provide information, make disclosures, and follow administrative procedures. Maintain information confidentiality in accordance with the law and the Company Charter;

e. Other rights and obligations as prescribed by law.

3. The Corporate Governance Officer and Company Secretary are entitled to work remuneration and bonuses. The total amount of remuneration and bonuses for the Corporate Governance Officer and Company Secretary shall be decided by the General Meeting of Shareholders at its annual meeting. Remuneration of the Corporate Governance Officer and Company Secretary shall be calculated as business expenses of the Company in accordance with the law on corporate income tax and must be reported to the General Meeting of Shareholders at the annual meeting.

Chapter IV
BOARD OF SUPERVISORS
Section 1
GENERAL PROVISIONS

Điều 67. Roles, rights, obligations of the Board of Supervisors, and responsibilities of members of the Board of Supervisors

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

1. Members of the Board of Supervisors have the rights as prescribed by the Law on Enterprises, relevant laws, the Company Charter, and the Regulations on Operation of the Board of Supervisors, including the right to access information and documents related to the Company's operational status. Members of the Board of Directors, the General Director, and other executives 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 Company Charter, the Regulations on 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 prescribed in Article 170 of the Law on Enterprises, the Company Charter, and the following rights and obligations:

a. Propose and recommend the General Meeting of Shareholders to approve the list of audit firms accepted to audit the Company's financial statements; decide on the accepted audit firm to perform inspections of the Company's operations, and dismiss the accepted auditor when deemed necessary.

b. Responsible to shareholders for their supervision activities.

c. Supervise the Company's financial status and the compliance with the law in the operations of members of the Board of Directors, the General Director, and other managers.

d. Ensure operational coordination with the Board of Directors, the General Director, and shareholders.

e. In case of detecting any act of violation of the law or the Company Charter by a member 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 violator to cease the violation and adopt measures to remedy the consequences.

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

g. Report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP.

4. The Board of Supervisors is responsible for receiving requests for inspection of books and records from common shareholders as prescribed in Clause 1, Article 43 of the Company Charter and performing the fulfillment of such requests to provide information to the Board of Directors, General Director, or other managers. The process for requesting information is prescribed in the Appendix to these Regulations. Recipients of information are responsible for maintaining the confidentiality of the provided information and using it for the intended purposes for the assigned work.

Section 2

PROVISIONS ON TERM, NUMBER, COMPOSITION

STRUCTURE OF MEMBERS OF THE BOARD OF SUPERVISORS

Điều 68. Quantity, term, composition, and structure of members of the Board of Supervisors

(Pursuant to Article 168 of the Law on Enterprises, Clause 1, Article 36 of the Company Charter)

1. The number of members of the Board of Supervisors of the Company is 03 persons.
2. The term of a Supervisor shall not exceed 05 years and may be re-elected for an unlimited number of terms.
3. Members of the Board of Supervisors are not necessarily shareholders of the Company.
4. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, removal, and dismissal shall be conducted by majority rule. The rights and obligations of the Head of the Board of Supervisors are prescribed by the Company Charter. More than half of the members of the Board of Supervisors must reside in Vietnam. The Head of the Board of Supervisors must have a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or a field relevant to the enterprise's business operations, unless the Company Charter specifies higher standards.
5. If the term of all Supervisors ends at the same time and new Supervisors have not been elected, the outgoing Supervisors shall continue to exercise their rights and perform their obligations until new Supervisors are elected and assume office.

Điều 69. Standards and conditions for members of the Board of Supervisors

(Pursuant to Article 169 of the Law on Enterprises, Clause 2, Article 36 of the Company Charter)

1. Supervisors must meet the following standards and conditions:

a. Are not prohibited under the provisions of Clause 2, Article 17 of the Law on Enterprises;

b. Have been trained in one of the fields of economics, finance, accounting, auditing, law, business administration, or a field suitable for the enterprise's business activities;

c. Are not a family member of any member of the Board of Directors, the General Director, or any other manager;

d. Are not a manager of the Company; are not necessarily a shareholder or employee of the Company;

e. Are not personnel in the accounting or finance department of the Company;

f. Are not a member or employee of an independent audit firm performing the audit of the Company's financial statements within the 03 previous consecutive years.

g. Other standards and conditions as prescribed by relevant laws.

2. In addition to the standards and conditions prescribed in Clause 1 of this Article, the Company's Supervisors must meet the conditions prescribed in Clause 2, Article 169 of the Law on Enterprises.

3. The Head of the Board of Supervisors must have a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or a field relevant to the business operations of the enterprise.

Điều 70. Nomination and self-nomination of members of the Board of Supervisors

(Pursuant to Article 285 of Decree No. 155/2020/ND-CP; Article 35 of the Company Charter)

1. The self-nomination and nomination of members of the Board of Supervisors shall be carried out similarly to the provisions of Clause 1, Article 24 of the Company Charter. A shareholder or 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% to

nominate a maximum of two (02) candidates; from 30% or more to nominate the full number of candidates.

2. If the number of candidates for the Board of Supervisors through nomination and self-nomination in accordance with Clause 5, Article 115 of the Law on Enterprises is insufficient, the incumbent Board of Supervisors may nominate additional candidates as prescribed by 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 as prescribed by law.

3. In case the number of candidates nominated additionally by the incumbent Board of Supervisors under Clause 2 of this Article is still insufficient, the Board of Supervisors shall announce information regarding the insufficient number of candidates for the Board of Supervisors at the latest five (05) days before the opening date of the General Meeting of Shareholders. The incumbent Board of Supervisors shall organize the nomination by other shareholders as prescribed by the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The organization of additional candidate nominations for other shareholders 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 as prescribed by law.

Điều 71. Method of electing members of the Board of Supervisors

(Pursuant to Clause 3, Article 148 of the Law on Enterprises No. 59/2020/QH14, Clause 2, Article 20 of the Company Charter)

1. The voting for election of members of the Board of Supervisors must be carried out 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 Supervisors, and the shareholder has the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Supervisors are determined based on 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 Company Charter is met. In the event that there are 02 or more candidates receiving the same number of votes for the final member position of the Board of Supervisors, a re-vote will be held among the candidates with the same number of votes,

or the selection will be made according to criteria specified in the election regulations, the Regulations on Operation of the Board of Supervisors, or the Company Charter.

2. If the number of candidates is less than or equal to the number of members of the Board of Supervisors required to be elected, the election of members of the Board of Supervisors may be carried out using the cumulative voting method as stipulated in Clause 3, Article 148 of the Law on Enterprises, or by the voting method (for, against, abstention). The passing voting rate for the voting method shall be implemented according to Clause 2, Article 20 of the Company Charter.

Điều 72. Cases for removal and dismissal of members of the Board of Supervisors

(Pursuant to regulations in Article 174 of the Law on Enterprises)

1. The General Meeting of Shareholders shall remove 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 prescribed in Article 169 of the Law on Enterprises;
- b. Having submitted a resignation letter that has been accepted;
- c. Other cases as stipulated by the Company Charter.

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

- a. Failing to complete the assigned tasks or work;
- b. Failing to exercise their rights and obligations for 06 consecutive months, except in force majeure cases;
- c. Repeated violations or serious violations of the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company Charter;
- d. Other cases in accordance with the resolution of the General Meeting of Shareholders.

3. A member of the Board of Supervisors shall continue to fully perform their rights and obligations until the General Meeting of Shareholders approves the removal of said member, except for the right to attend and vote at meetings of the Board of Supervisors and the right to receive remuneration of a member of the Board of Supervisors immediately upon the Company receiving notice of the following cases:

- The member of the Board of Supervisors is restricted in civil act capacity, has lost civil act capacity, or has difficulty in perceiving and controlling their actions.

- The member of the Board of Supervisors 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 facility or compulsory education facility, or is prohibited by the Court from holding certain positions, practicing certain occupations, or doing certain jobs.

- The Board of Supervisors has a decision approving the acceptance of the resignation letter of the member of the Board of Supervisors, implemented similarly to the provisions in Article 9 of the Regulations on Operation of the Board of Directors.

Điều 73. Notification of election, removal, and dismissal of members of the Board of Supervisors

After the decision on election, removal, or dismissal of a Supervisor is issued, the Company is responsible for disclosing the information internally and to relevant agencies, in the mass media, and on the Company's website according to the procedures and regulations of current law.

Điều 74. Salaries and other benefits of members of the Board of Supervisors

(Pursuant to regulations in Article 172 of the Law on Enterprises)

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 on the total salary, remuneration, bonus, other benefits, and annual operating budget of the Board of Supervisors;

2. Members of the Board of Supervisors are reimbursed for reasonable food, accommodation, travel, and independent consultancy service usage expenses. 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 the General Meeting of Shareholders decides otherwise;

3. The salary and operating expenses of the Board of Supervisors are accounted for as business expenses of the Company according to the provisions of the law on corporate income tax and other relevant legal regulations, and must be set out as a separate item in the annual financial report of the Company.

Chapter V
GENERAL DIRECTOR

Điều 75. Role, responsibilities, rights, and obligations of the General Director

(Pursuant to Clause 2, 4, Article 34 of the Company Charter)

1. The General Director is the person who manages the daily business operations of the Company; is under the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of the assigned rights and obligations.

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

a. Deciding on issues related to the daily business operations of the Company that are not under the authority of the Board of Directors;

b. Organizing the implementation of the resolutions and decisions of the Board of Directors;

c. Organizing the implementation of the business plan and investment project of the Company;

d. Proposing plans for the organizational structure and internal management regulations of the Company;

e. Appointing, removing, and dismissing persons holding management positions in the Company, except for titles under the authority of the Board of Directors;

f. Deciding on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;

g. Recruiting employees;

h. Proposing plans for dividend payment or handling business losses;

i. Deciding on issues that do not require a resolution of the Board of Directors, including representing the Company in signing financial and commercial contracts, and organizing and managing the daily business operations of the Company according to the best management practices;

j. Proposing the number of Executives of the Company that the Company needs to recruit for the Board of Directors to appoint or dismiss according to the Company's internal

regulations, and proposing the remuneration, salary, and other benefits for Executives of the Company for the Board of Directors to decide;

k. Deciding on the appointment, dismissal, salary level, allowances, benefits, and other terms related to employment contracts for titles under the authority of the General Director as stipulated in the internal regulations of the Company;

l. Submitting to the Board of Directors for approval the business and investment plans for the next financial year;

m. Other rights and obligations as prescribed by law, the Company Charter, and resolutions and decisions of the Board of Directors.

Điều 76. Term, standards, and conditions of the General Director

(Pursuant to regulations in Clause 5, Article 162 of the Law on Enterprises; Clause 3, Article 34 of the Company Charter)

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

a. Not being an entity stipulated in Clause 2, Article 17 of the Law on Enterprises;

b. Not being a family member of any manager of the enterprise, any Supervisor of the company or its parent company; not being a representative of State capital, or a representative of enterprise capital at the company or its parent company;

c. Possessing professional qualifications and experience in corporate business management.

Điều 77. Candidacy and nomination for General Director

The Executive Board and members of the Board of Directors have the right to nominate or propose candidates for the General Director in accordance with the standards and conditions stipulated in Article 76 of these Regulations and to present them to the Board of Directors for consideration when the Company needs to find a General Director.

Điều 78. Appointment, dismissal, signing contracts, and termination of contracts for the General Director

(Pursuant to Clause 1, Clause 5, Article 34 of the Company Charter)

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

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

The Board of Directors has the authority to sign/terminate contracts and decide on the terms of employment contracts as stipulated in Point i, Clause 2, Article 26 and Article 34 of the Company Charter.

Điều 79. Notification of appointment, dismissal, contract signing, and contract termination for the General Director

After the decision on election, removal, or dismissal of the General Director is issued, the Company is responsible for disclosing the information internally and to relevant agencies, in the mass media, and on the Company's website according to the procedures and regulations of current law.

Điều 80. Salary and other benefits of the General Director

(Pursuant to Clause 2, Clause 4, Article 34 of the Company Charter)

1. The General Director is paid salary and bonuses. The salary and bonuses of the General Director are decided by the Board of Directors.

2. The salary of an executive is accounted for as a business expense of the Company according to the provisions of the law on corporate income tax, must be set out as a separate item in the annual financial report of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

Chapter VI

OTHER ACTIVITIES

Section 1

REGULATIONS ON COORDINATION OF ACTIVITIES AMONG THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, AND THE GENERAL DIRECTOR

Điều 81. Procedures and order of convening, notifying meeting invitations, recording meeting minutes, and notifying meeting results among the Board of Directors, the Board of Supervisors, and the General Director

The procedures and sequences for convening, issuing meeting notices, recording minutes, and notifying the results of meetings between the Board of Directors, the Board

of Supervisors, and the General Director shall be conducted in accordance with the procedures and sequences for convening meetings of the Board of Directors as stipulated in Section 4, Chapter 3 of these Regulations.

Điều 82. Notification of Resolutions/Decisions of the Board of Directors to the Board of Supervisors

(Pursuant to the provisions of Clause 1, Article 171 of the Law on Enterprises)

After being issued, Resolutions/Decisions and minutes of meetings of the Board of Directors must be sent to the Supervisors at the same time and in the same manner as for members of the Board of Directors.

Điều 83. Notification of Resolutions/Decisions of the Board of Directors to the General Director

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

Điều 84. Cases in which the Board of Supervisors and the General Director propose to convene a meeting of the Board of Directors and matters requiring the opinion of the Board of Directors

(Pursuant to the provisions of Point h, Clause 3, Article 162 of the Law on Enterprises; Article 288 of Decree No. 155/2020/ND-CP; and Clause 4, Article 34 and Article 38 of the Company Charter)

1. Cases in which the convening of a meeting of the Board of Directors is proposed
 - a. The Board of Supervisors may propose the convening of a meeting of the Board of Directors in the following cases:
 - Upon the request of a shareholder or a group of shareholders in accordance with the provisions of Clause 2, Article 115 of the Law on Enterprises.
 - When it is deemed that the Supervisor's right to access information and documents related to the company's operational status is not being fulfilled in accordance with current law and the Company Charter;
 - Upon discovery of acts in violation of the law or the Company Charter by members of the Board of Directors, the General Director, and other executive managers, after having

issued a written notice to the Board of Directors in accordance with Clause 5, Article 38 of the Company Charter, but the violator has not ceased the violation or implemented measures to remedy the consequences;

b. The General Director may propose the convening of a meeting of the Board of Directors in the following cases:

- When it is deemed that the rights of the General Director, as stipulated in Article 34 of the Company Charter, are not being exercised;

- Upon discovery of acts in violation of the law or the Company Charter by other executive managers, after having issued a written notice to the Board of Directors, but the violator has not ceased the violation or implemented measures to remedy the consequences;

2. Matters requiring the opinion of the Board of Directors:

a. Recommendations to the Board of Directors regarding the Company's organizational structure plan and internal management regulations;

b. Proposals for measures to improve the operations and management of the Company;

c. The General Director shall prepare plans for the Board of Directors to approve matters related to recruitment, termination of employees, salaries, social insurance, benefits, rewards, and discipline for employees and corporate executives.

d. The General Director shall prepare plans for the Board of Directors to approve matters related to the Company'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 Company Charter, the Company's regulations, and current legal provisions.

e. Seeking the opinion of the Board of Directors on the audited Financial Statements (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year, which must be presented for approval by the Board of Directors;

f. Recommendation of a plan for dividend distribution or handling of business losses;

g. Seeking the opinion of the Board of Directors to approve the detailed business plan for the following fiscal year;

h. Other contents when deemed to be in the interest of the Company.

Điều 85. Report of the General Director to the Board of Directors on the performance of assigned duties and powers

(Pursuant to the provisions of Appendix IV of Circular No. 96/2020/TT-BTC and Clause 4, Article 34 of the Company Charter)

1. Report on the implementation status of resolutions of the Board of Directors and the General Meeting of Shareholders, and the Company's business and investment plans that have been approved by the Board of Directors and the General Meeting of Shareholders;
2. Quarterly and annual reports evaluating the Company's financial status and business operational status;
3. Report on improvements to organizational structure, policies, and management;
4. Annual report on the implementation of obligations toward the environment, the community, and employees;
5. Report on the implementation status of other matters authorized by the Board of Directors and the General Meeting of Shareholders;
6. Reporting on other matters as requested by the Board of Directors.

Điều 86. Review of the implementation of resolutions and other matters authorized by the Board of Directors to the General Director

Based on the General Director's report on the performance of assigned duties and powers pursuant to Article 75 of these Regulations, the Board of Directors shall review the results of the implementation of its resolutions and other matters authorized to the General Director.

Điều 87. Matters that the General Director must report, provide information on, and methods for notifying the Board of Directors and the Board of Supervisors

(Pursuant to the provisions of Clause 3, Article 291 of Decree No. 155/2020/ND-CP; and Article 34, Clause 3, Article 41, and Article 43 of the Company Charter)

1. Matters that the General Director must report, provide information on, and methods for notifying the Board of Directors.
2. Matters according to Article 84 of these Regulations;
3. The General Director is obligated to notify the Board of Directors of transactions between the Company, its subsidiaries, or other companies in which the Company holds

50% or more of the charter capital and that specific entity itself, or with affiliated persons of that entity, in accordance with the law.

4. Other matters requiring opinion or reporting to the Board of Directors must be submitted at least seven (07) working days in advance, and the Board of Directors will respond within seven (07) working days.

5. 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 smaller than 35% of the total assets of the enterprise recorded in the most recent financial statement, or another smaller percentage or value as stipulated in the Company Charter, the company representative signing the contract or transaction must notify members of the Board of Directors and Supervisors about the relevant parties 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 stipulates a different timeline; members of the Board of Directors who have a related interest in the parties to the contract or transaction shall not have the right to vote.

6. Matters that the General Director must report, provide information on, and methods for notifying the Board of Supervisors.

a. Reports from the General Director presented to the Board of Directors or other documents issued by the company shall be sent to the Supervisors at the same time and in the same manner as for members of the Board of Directors.

b. The General Director and other corporate executives must provide complete, accurate, and timely information and documents regarding the company's management, operation, and business activities as requested by the Supervisors or the Board of Supervisors, except for information related to the Company's trade secrets.

c. The method of notification to the Board of Supervisors shall be carried out in the same manner as for the Board of Directors.

Điều 88. Coordinate the control, operation, and supervision activities between members of the Board of Directors, Supervisors, and the General Director according to the specific duties of the aforementioned members.

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

The Board of Supervisors has the role of supervising, coordinating, consulting, and providing information fully, timely, and accurately. Specifically as follows:

a. Regularly update the Board of Directors on operational results and consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

b. In meetings of the Board of Supervisors, the Board of Supervisors has the right to require 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;

c. Periodic and extraordinary inspections by the Board of Supervisors must result in a written conclusion (no later than fifteen (15) days from the date of completion), which shall be sent to the Board of Directors to provide further basis to assist the Board of Directors in the management of the Company. Depending on the extent and results of the aforementioned inspection, the Board of Supervisors shall discuss and reach an agreement with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, they are authorized to reserve their opinions to be recorded in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders;

d. In the event that the Board of Supervisors discovers acts in violation of the law or the Company 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 violator to cease the violation and implement measures to remedy the consequences;

e. A Supervisor is obligated to notify the Board of Directors of transactions between the Company, its subsidiaries, or other companies in which the Company holds 50% or more of the charter capital and that specific entity itself, or with affiliated persons of that entity, in accordance with the law;

f. For recommendations related to the Company's operational and financial situation, the Board of Supervisors must send a written notice along with relevant documents at least fifteen (15) days prior to the expected date of receiving a response;

g. Contents of recommendations to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors will respond within seven (07) working days;

h. The Board of Directors creates favorable conditions for the Board of Supervisors to exercise their rights and fulfill their 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 Supervisory Board, the Supervisory Board has the right to require the General Director (and concurrently require members of the Board of Directors, the General Director, and representatives of approved auditing organizations) to attend and respond to issues that need clarification or are of interest to the Supervisors;

b. Periodic and extraordinary inspections by the Supervisory Board must have written conclusions (no later than fifteen (15) days from the end date) submitted to the General Director to serve as an additional basis to assist the General Director in managing the Company. Depending on the scale and results of the aforementioned inspection, the Supervisory Board must discuss and reach an agreement with the General Director before reporting to the General Meeting of Shareholders. In the event of a disagreement in viewpoint, the Supervisory Board is authorized to reserve its opinion in the minutes, and the Head of the Supervisory Board is responsible for reporting it to the nearest General Meeting of Shareholders;

c. Supervisors have the right to request the General Director to facilitate access to files and documents related to the Company's business operations at the Head Office or place where files are stored, for the purpose of performing the duties assigned to the member of the Supervisory Board if approved by the Supervisory Board. The procedure for requesting information provision is stipulated in the Appendix to these Regulations. Persons provided with information are responsible for keeping such information confidential and using it for the correct purpose for which it was assigned;

d. For information and documents regarding management, business operations, and reports on business conditions or financial statements, the request submitted by the Supervisory Board must be sent to the Company at least forty-eight (48) working hours prior to the intended time of receiving the response. The Supervisory Board shall not use information that has not been allowed for disclosure by the company or disclose it to others for the purpose of conducting related-party transactions;

e. Proposals regarding measures to amend, supplement, or improve the organizational, supervisory, and operational management structure of the Company made

by the Supervisory Board must be submitted to the General Director at least seven (07) working days prior to the intended date of receiving a response;

f. The General Director shall facilitate favorable conditions for the Supervisory Board to exercise its rights and obligations.

3. Coordination between the General Director and the Board of Directors: The General Director is the person who represents the Company in managing its operations, ensuring that the Company operates continuously and effectively.

a. When proposing an organizational structure or internal management regulations of the Company, the General Director shall submit them to the Board of Directors as soon as possible, but no later than seven (07) days before the date such content needs to be decided upon;

b. The General Director must prepare a plan for the Board of Directors to approve matters related to recruitment, termination of employment, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and managers;

c. The General Director must prepare a plan for the Board of Directors to approve matters related to the Company's relationship with trade unions in accordance with the best management standards, practices, and policies, as well as the practices and policies stipulated in the Company Charter, the Company's regulations, and the current laws;

d. The General Director is obligated to notify the Board of Directors of transactions between the Company, its subsidiaries, or other companies in which the Company holds a controlling interest of more than 50% of the charter capital with those same entities or with their affiliated persons in accordance with the provisions of law;

e. Other content that requires consultation as stipulated in Clause 2, Article 84 of these Regulations must be sent to the Board of Directors at least seven (07) working days prior to the intended date of receiving the response from the Board of Directors.

Section 2

REGULATIONS ON ANNUAL ASSESSMENT OF REWARD AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES

Điều 89.Regulations on the evaluation of the performance of Members of the Board of Directors, Supervisors, the General Director, and other executives

1. The Board of Directors is responsible for developing performance evaluation standards for all individuals, including members of the Board of Directors, the General Director, and other executives.

2. Performance evaluation standards must balance the interests of the business executives with the long-term interests of the Company and its shareholders. Financial and non-financial indicators used in the evaluation are carefully considered by the Board of Directors and determined from time to time. Specifically, non-financial indicators may include: interests of stakeholders, operational efficiency, achievements, improvements, etc.

3. Annually, based on the functions, assigned tasks, and established evaluation standards/achieved results, the Board of Directors organizes the performance evaluation of the Board of Directors' members.

4. The performance evaluation of Supervisors is organized and implemented according to the methods mentioned in the organizational and operational structure of the Supervisory Board.

5. The performance evaluation of other executives is implemented according to internal regulations or may be based on the self-assessment reports of these executives.

Điều 90.Rewards

1. The Board of Directors or the Remuneration Committee (if any) is responsible for developing reward policies. Rewards are granted based on the performance evaluation results specified in Article 89 of these Regulations.

2. Forms of rewards: in cash, in shares (issuing shares under an employee stock ownership plan), or other forms developed by the Board of Directors or the Remuneration Committee. Reward forms must be planned by the General Director and submitted to the Board of Directors for approval; cases exceeding their authority shall be submitted to the General Meeting of Shareholders for approval.

3. Reward policies for members of the Board of Directors and supervisors shall be decided by the General Meeting of Shareholders.

4. For business executives: the source of reward funds is allocated from the Company's Reward and Welfare Fund and other legal sources. The reward amount is based on the actual annual business results; the General Director shall propose the amount to the

Board of Directors for approval, and in cases exceeding their authority, it shall be submitted to the General Meeting of Shareholders for approval.

Điều 91. Discipline

1. The Board of Directors is responsible for developing disciplinary measures based on the nature and extent of the violation. The highest forms of discipline are dismissal and removal from office.

2. Members of the Board of Directors, Supervisors, and business executives who fail to perform their duties in accordance with the requirements with honesty, diligence, and caution shall be personally liable for the damages caused by them.

3. Members of the Board of Directors, Supervisors, and business executives who commit acts violating legal regulations or the Company's regulations while performing their duties shall, depending on the severity of the violation, be subject to disciplinary action, administrative handling, or criminal prosecution in accordance with the provisions of the law and the Company Charter. In cases where they cause damage to the interests of the Company, shareholders, or other persons, they shall be liable to compensate in accordance with the law.

Chapter VII

AMENDMENTS TO CORPORATE GOVERNANCE REGULATIONS

Điều 92. Supplementing and Amending the Corporate Governance Regulations

1. The supplementation or amendment of these Regulations must be reviewed and decided upon by the Company's General Meeting of Shareholders.

2. In cases where provisions of law related to the company's operations are not yet mentioned in these regulations, or in cases where there are new provisions of law that differ from the terms in these regulations, those legal provisions shall automatically apply and govern the company's operations.

Chapter VIII

EFFECTIVE DATE

Điều 93. Effective date

1. These Regulations consist of 08 Chapters and 93 Articles, unanimously approved by the General Meeting of Shareholders of Hai Minh Corporation on March 2026 and collectively consented to the full force of these regulations.
2. These Regulations are the sole and official regulations of the company.
3. Copies or extracts of the Corporate Governance Regulations must be signed by the Chair of the Board of Directors.

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

TRAN QUANG TIEN