

# **LAM DONG PHARMACEUTICAL JOINT STOCK COMPANY (LADOPHAR)**

Address: 18 Ngo Quyen, Ward 6, Da Lat City, Lam Dong Province



## **OPERATING REGULATIONS OF THE BOARD OF DIRECTORS**

*(Issued under Resolution of the General Meeting of Shareholders No. 01/NQ-ĐHĐCĐ/2025  
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## **CHAPTER I. GENERAL PROVISIONS**

### **Article 1. Scope of regulation and applicable subjects**

1. Scope of regulation: The Board of Directors' operating regulations stipulate the organizational structure, personnel, operating principles, powers and obligations of the Board of Directors and its members to operate in accordance with the provisions of the Enterprise Law, the Company Charter and other relevant legal provisions.
2. Applicable subjects: This regulation applies to the Board of Directors, members of the Board of Directors and related subjects mentioned in this regulation.

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

1. The Board of Directors operates on the principle of collective responsibility. Members of the Board of Directors are individually responsible for their work and are jointly responsible before the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding the development of the Company.
2. The Board of Directors assigns responsibility to the General Director to organize and implement the resolutions and decisions of the Board of Directors.

## **CHAPTER II . MEMBERS OF THE BOARD OF DIRECTORS**

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

1. Members of the Board of Directors have full rights and responsibilities as prescribed by the Law on Enterprises, the Law on Securities, relevant laws and the Company Charter , including being provided with information and documents on the financial situation and business activities of the Company and of the units within the Company.
2. Members of the Board of Directors have obligations as prescribed by the Law on Enterprises , the Company Charter and the following obligations:
  - a) Perform their duties honestly and carefully for the best interests of shareholders and the Company;
  - b) Fully attend meetings of the Board of Directors and give opinions on issues discussed;
  - c) Timely and fully report to the Board of Directors on remuneration received from Subsidiaries, Affiliates and other organizations;
  - d) Report to the Board of Directors at the most recent meeting on transactions between the Company, Subsidiaries, and other Companies in which the Company controls 50% or more of the charter capital with members of the Board of Directors and related persons of such members; transactions between the Company and Companies in which members of the Board of Directors are founding members or business managers within the last 3 years prior to the time of the transaction;
  - d) Disclose information when trading the Company's shares in accordance with the provisions of law.
3. The Company's independent Board of Directors must prepare an evaluation report on the Board of Directors' performance.

**Article 4. Right to information provision of Board of Directors members**

1. Members of the Board of Directors have the right to request the General Director, Deputy General Director, and other managers in the Company to provide information and documents on the financial situation and business activities of the Company and of units within the Company.

enterprise manager is required to promptly, fully and accurately provide information and documents as requested by the members of the Board of Directors. The order and procedures for requesting and providing information are prescribed as follows:

- Board members must submit the requested information to the company's Board of Directors.
- If deemed necessary, the Board of Directors will convene a meeting to obtain opinions within 07 working days from the date of receipt of the request of a Board member regarding the content of the requested information.
- If the above content is approved by the Board of Directors, the manager requested to provide information will provide the requested information within 07 days.

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

1. The number of members of the Board of Directors is 05 people .
2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a Company for no more than 02 consecutive terms.
3. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.
4. Board of Directors composition:
  - a) The structure of the Board of Directors of the Company must ensure that at least 1/3 of the total number of Board members are non-executive members. The Company shall limit the number of Board members who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors must ensure that there is at least 01 independent member in case the Company has from 03 to 05 members on the Board of Directors;

4. Independent members of the Board of Directors have full rights and obligations of members of the Board of Directors as prescribed in the Law on Enterprises, the Law on Securities, the Company Charter and this regulation.
5. Independent members of the board of directors are organized and coordinated in their activities according to the following principles:
  - a) Exercise assigned rights and obligations honestly, carefully and to the best of one's ability to ensure the maximum legitimate interests of the Company;
  - b) Be loyal to the interests of the Company and shareholders; do not use the Company's information, secrets, business opportunities, position, and assets for personal gain or to serve the interests of other organizations or individuals;

c) All activities of independent board members must comply with the provisions of law and the Company Charter.

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

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

- a) Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b) Have professional qualifications and experience in business administration or in the Company's business fields, industries and professions and do not necessarily have to be a shareholder of the Company, unless otherwise provided in the Company's Charter;
- c) A member of the Board of Directors of a Company may concurrently be a member of the Board of Directors of another Company;
- d) Other standards and conditions according to the Company Charter.

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

- a) Not being a person currently working for the Company, the Parent Company or a Subsidiary of the Company; not being a person who has worked for the Company, the Parent Company or a Subsidiary of the Company for at least the previous 03 consecutive years;
- b) Not being a person receiving salary or remuneration from the Company, except for allowances that Board of Directors members are entitled to according to regulations;
- c) Not being a person whose wife or husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; is a manager of the Company or a subsidiary of the Company;
- d) Not directly or indirectly owning at least 01% of the total voting shares of the Company;
- d) Not a person who has been a member of the Board of Directors or Supervisory Board of the Company for at least the previous 5 consecutive years, except in the case of being appointed for 2 consecutive terms;
- e) Other standards and conditions according to the Company Charter.

3. An independent member of the Board of Directors must notify the Board of Directors of the fact that he/she no longer meets the standards and conditions specified in Clause 2 of this Article and is automatically no longer an independent member of the Board of Directors from the date of non-fulfillment of the standards and conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replace an independent member of the Board of Directors within 06 months from the date of receipt of the notice of the relevant independent member of the Board of Directors.

**Article 7. Chairman of the Board of Directors**

- 1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among the members of the Board of Directors.
- 2. The Chairman of the Board of Directors of the Company may not concurrently hold the position of General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:
  - a) Develop programs and plans for the Board of Directors' activities;
  - b) Prepare agenda, content, and documents for meetings; convene, chair and preside over meetings of the Board of Directors;
  - c) Organize the adoption of resolutions and decisions of the Board of Directors;
  - d) Supervise the implementation of resolutions and decisions of the Board of Directors;
  - d) Chair the General Meeting of Shareholders;
  - e) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter .
4. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal.
5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles prescribed in the Company's Charter. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.
6. When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary for a term of office as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary but not contrary to current labor laws. The Company Secretary shall have the following rights and obligations:
  - a) Support the organization in convening meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
  - b) Support Board members in performing assigned rights and obligations;
  - c) Support the Board of Directors in applying and implementing corporate governance principles;
  - d) Support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;
  - d) Other rights and obligations as prescribed in the Company Charter and the Company's internal governance regulations .

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

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
  - a) Not meeting the standards and conditions prescribed in Article 155 of the Law on Enterprises;

- b) Have a resignation letter and it is accepted;
  - c) Other cases specified in the Company Charter.
2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
- a) Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
  - b) Other cases specified in the Company Charter.
3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors, except in the cases specified in Clause 1 and Clause 2 of this Article.
4. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
- a) The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
  - b) The number of independent members of the Board of Directors is reduced, not ensuring the ratio as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;
  - c) Except for the cases specified in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the most recent meeting.

**Article 9. Method of electing, dismissing and removing members of the Board of Directors**

1. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Enterprise Law and the Company Charter. Nomination of candidates for the Board of Directors is carried out as follows:
- a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors must notify the shareholders attending the meeting of the group meeting before the opening of the General Meeting of Shareholders. Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 65% may nominate up to five (05) candidates; from 65% or more may nominate up to seven (07) candidates;
  - b) Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this clause have the right to nominate one or several people according to the decision of the General Meeting of Shareholders as candidates for the Board of Directors.
2. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions of the Company Charter, the Internal Regulations on Corporate Governance

and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.

3. Voting to elect members of the Board of Directors must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is sufficient. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria of the election regulations or the Company's Charter.

4. The dismissal and removal of members of the Board of Directors shall be carried out by the General Meeting of Shareholders by voting (approval, disapproval, no opinion). The percentage of votes passed by the voting method shall be carried out in accordance with Clause 2, Article 21 of the Company Charter .

5. If the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors can be carried out by cumulative voting as above or by voting (approval, disapproval, no opinion). The percentage of votes passed by the voting method is carried out according to Clause 2, Article 21 of the Company Charter.

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

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

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work process;
- d) Other management positions (including positions on the Board of Directors of other Companies);
- d) Benefits related to the Company and its related parties;
- e) Other information (if any) as prescribed in the Company Charter;



g) The Company must be responsible for disclosing information about the Companies in which the candidate is holding the position of Board of Directors member, other management positions and the interests related to the Company of the candidate for the Board of Directors (if any).

2. The announcement of the results of the election, dismissal and removal of members of the Board of Directors shall comply with the regulations guiding information disclosure.

## **CHAPTER III . BOARD OF DIRECTORS**

### **Article 11. Rights and obligations of the Board of Directors**

1. The Board of Directors is the Company's management body, with full authority to decide and exercise the Company's rights and obligations on behalf of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are stipulated by law, the Company Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
  - a) Decide on the Company's strategy, medium-term development plan and annual business plan;
  - b) Propose the type of shares and the total number of shares of each type that can be offered for sale;
  - c) Decision to sell unsold shares within the number of shares allowed to be offered for sale of each type; decision to raise additional capital in other forms;
  - d) Decide on the selling price of the Company's shares and bonds;
  - d) Decision to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
  - e) Decide on investment plans and investment projects within the authority and limits prescribed by law;
  - g) Decide on solutions for market development, marketing and technology;
  - h) Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial report, except in cases where the Company's Charter stipulates a different ratio or value, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
  - i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director and other important managers as prescribed in the Company Charter; decide on salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other companies, decide on remuneration and other benefits of such persons;
  - k) Supervise and direct the General Director and other managers in the daily business operations of the Company;
  - l) Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;
  - m) Approve the agenda and content of documents for the shareholders' meeting, convene the shareholders' meeting or collect opinions for the shareholders' meeting to pass resolutions;
  - n) Submit audited annual financial statements to the General Meeting of Shareholders;
  - o) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;

- p) Proposing the reorganization and dissolution of the Company; requesting the bankruptcy of the Company;
- q) Decision to promulgate the Board of Directors' Operating Regulations, Internal Regulations on Company Governance after being approved by the General Meeting of Shareholders; Regulations on information disclosure of the Company; Decision to promulgate the Operating Regulations of the Audit Committee under the Board of Directors;
- r) Request the General Director, Deputy General Director, and other managers in the Company to provide information and documents on the financial situation and business activities of the Company and of units within the Company.
- s) The manager is required to promptly, fully and accurately provide information and documents as requested by the Board of Directors members. The order and procedures for requesting and providing information are specifically stipulated in the Board of Directors' Operating Regulations.
- t ) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company Charter , and the Company's internal governance regulations .

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

4. The Board of Directors shall pass resolutions and decisions by voting at meetings, obtaining written opinions or other forms as prescribed by the Company's Charter. Each member of the Board of Directors shall have one vote.

5. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law, resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who agree to pass such resolution or decision shall jointly bear personal responsibility for such resolution or decision and shall compensate the Company for the damage; members who oppose the passage of the above resolution or decision shall be exempted from liability. In this case, the Company's shareholders have the right to request the Court to suspend or annul the above resolution or decision.

**Article 12. Duties and powers of the Board of Directors in approving and signing transaction contracts**

1. The Board of Directors approves contracts and transactions with a value of less than 35 % or transactions that result in the total transaction value arising within 12 months from the date of the first transaction having a value of less than 35 % of the total asset value recorded in the most recent financial statement or another smaller ratio or value as prescribed in the Company Charter between the Company and one of the following entities:

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

2. The Board of Directors approves contracts, loan transactions, and asset sales with a value of less than or equal to 10% of the total asset value of the enterprise recorded in the most recent financial report between the company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders.

3. The representative of the Company signing a contract or transaction must notify the members of the Board of Directors and members of the Audit Committee of the entities involved in that contract or transaction and enclose a draft contract or the main content 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 another time limit; members of the Board of Directors with interests related to the parties in the contract or transaction shall not have the right to vote.

**Article 13. Responsibilities of the Board of Directors in convening extraordinary meetings of the General Meeting of Shareholders**

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

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

**2. Convening an extraordinary meeting of shareholders**

Unless otherwise provided in the Company Charter, the Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors and independent members of the Board of Directors is less than the minimum number of members as prescribed in the Company Charter or from the date of receipt of the request specified in Point c and Point d, Clause 1 of this Article;

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

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

- a) Prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders unless the Company's Charter stipulates a shorter period. The Company

must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

- b) Prepare the conference program and content;
- c) Prepare documents for the congress;
- d) Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting;
- d) Determine the time and place of the congress;
- e) Notify and send notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
- g) Other tasks serving the congress.

**Article 14. Subcommittees assisting the Board of Directors.**

1. The Board of Directors may establish a subcommittee to be responsible for development policies, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Directors, with a minimum of 02 people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should make up the majority of the subcommittee and one of these members shall be appointed as Head of the subcommittee according to the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only be effective when a majority of members attend and vote for them at the subcommittee meeting.
2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and provisions in the Company Charter and Internal Regulations on Corporate Governance.

## **CHAPTER IV . BOARD OF DIRECTORS MEETING**

### **Article 15. Board of Directors Meeting**

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

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

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

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

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

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damage caused to the Company; the person requesting shall have the right to replace the Chairman of the Board of Directors in convening a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitation at least 05 working days before the meeting date unless otherwise provided in the Company Charter. The meeting invitation must specify the time and location of the meeting, the agenda, the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the members' voting ballots.

Notice of Board of Directors' meeting may be sent by invitation, telephone, fax, electronic means or other methods as prescribed in the Company's Charter and guaranteed to reach the contact address of each member of the Board of Directors registered with the Company.

7. A meeting of the Board of Directors shall be held when at least 3/4 of the total number of members attend the meeting. In case the meeting convened in accordance with the provisions of this clause does not have the required number of members, it shall be convened for the second time within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

8. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

- a) Attend and vote directly at the meeting;

b) Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;

c) Attend and vote via online conference, electronic voting or other electronic form;

d) Send voting ballots to the meeting via mail, fax, or email;

d) Send voting ballots by other means as prescribed in the Company Charter.

9. In case of sending the ballot to the meeting by mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The ballot may only be opened in the presence of all attendees.

**10. Vote**

a. Except for the provisions at Point b, Clause 11, Article 15 of this Charter , each member of the Board of Directors or authorized person as prescribed in Clause 8 of this Article who is present in person as an individual at the meeting of the Board of Directors has one (01) vote;

b. A member of the Board of Directors shall not vote on contracts, transactions or proposals in which the member or a person related to the member has an interest and such interest conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted in the minimum number of members present to be able to hold a meeting of the Board of Directors on decisions on which the member does not have the right to vote;

c. Pursuant to Point d, Clause 11, Article 15 of this Regulation , when an issue arises at a meeting related to the interests or voting rights of a member of the Board of Directors and that member does not voluntarily give up his/her voting rights, the decision of the chairperson is the final decision, except in cases where the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed;

d. A member of the Board of Directors who benefits from a contract specified in Point a and Point b, Clause 6, Article 42 of the Company's Charter is considered to have a significant interest in that contract;

11. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that he or she has an interest in it shall be responsible for disclosing this interest at the first meeting of the Board discussing the signing of this contract or transaction. In case a member of the Board of Directors does not know that he or she or a related person has an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after this member knows that he or she has an interest or will have an interest in the above transaction or contract.

12. Members must attend all Board of Directors meetings. Members may authorize others to attend meetings and vote if approved by a majority of Board of Directors members.

13. Resolutions and decisions of the Board of Directors are passed if approved by the majority of members attending the meeting; in case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

14. The Board of Directors has the right to seek written opinions from the Board of Directors' members to pass the Board of Directors' Resolution when passing matters under the Board of Directors' authority in Clause 2, Article 26 of the Company's Charter.

Resolutions adopted by written vote are approved by the majority of the members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution adopted at a meeting.

**Article 16. Minutes of Board of Directors meeting**

1. Board of Directors meetings must be recorded in minutes and may be recorded, recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may be prepared in a foreign language, including the following main contents:

- a) Name, head office address, business registration number;
- b) Time and place of meeting;
- c) Purpose, agenda and content of the meeting;
- d) Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reason;
- d) Issues discussed and voted on at the meeting;
- e) Summarize the opinions of each member attending the meeting in the order of the meeting;
- g) Voting results, clearly stating the members who approve, disapprove and have no opinion;
- h) The matter passed and the corresponding percentage of votes passed;
- i) Full name and signature of the chairman and the person taking the minutes, except for the case specified in Clause 2 of this Article.

2. In case the chair or the minute taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign them and they contain all the contents as prescribed in points a, b, c, d, dd, e, g and h, Clause 1 of this Article, the minutes shall be valid.

3. The chairman, the minute taker and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes.

4. Minutes of Board of Directors meetings and documents used in the meetings must be kept at the Company's head office.

5. Minutes drawn up in Vietnamese and in a foreign language have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall prevail.



## **CHAPTER V. REPORTING AND DISCLOSURE OF BENEFITS**

### **Article 17. Annual report submission**

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

- a) Report on the Company's business results;
- b) Financial statements;
- c) Report on evaluation of the Company's management and operation;

Audit Committee 's audit report .

2. The reports specified in Points a, b and c, Clause 1 of this Article must be submitted to the Audit Committee for appraisal no later than 30 days before the opening date of the Annual General Meeting of Shareholders unless otherwise provided in the Company's Charter.

3. The reports specified in Clauses 1 and 2 of this Article, the audit committee 's appraisal report and the audit report must be kept at the Company's head office at least 10 days before the opening date of the annual General Meeting of Shareholders unless the Company's Charter stipulates a longer period . Shareholders who have continuously owned shares of the Company for at least 01 year have the right to directly review the reports specified in this Article, either by themselves or together with lawyers, accountants or auditors with practice certificates.

### **Article 18. Remuneration, bonuses and other benefits of members of the Board of Directors**

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

2. Members of the Board of Directors are entitled to remuneration and bonuses. The remuneration is calculated based on the number of working days required to complete the duties of the Board of Directors members and the daily remuneration. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on subcommittees of the Board of Directors or performing other tasks beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, meals and other reasonable expenses they have incurred in performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

6. The Company may purchase liability insurance for members of the Board of Directors after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Company's Charter.

**Article 19. Disclosure of related interests**

In case the Company Charter does not have other stricter provisions, the disclosure of the Company's interests and related persons shall be carried out in accordance with the following provisions:

1. Members of the Company's Board of Directors must declare to the Company their related interests, including:
  - a) Name, enterprise code, head office address, business lines of the enterprise in which they own capital contributions or shares; ratio and time of ownership of such capital contributions or shares;
  - b) Name, enterprise code, head office address, business lines of the enterprise whose related persons jointly own or separately own capital contribution or shares of more than 10% of charter capital.
2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date of arising of related interests; any amendment or supplement must be notified to the Company within 07 working days from the date of such amendment or supplement.
3. Members of the Board of Directors who, on their own behalf or on behalf of others, perform work in any form within the scope of the Company's business operations must explain the nature and content of that work to the Board of Directors and may only do so with the approval of the majority of the remaining members of the Board of Directors; if they do so without reporting or without the approval of the Board of Directors, all income derived from that activity shall belong to the Company.

## **CHAPTER VI . RELATIONSHIP OF THE BOARD OF DIRECTORS**

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

1. The relationship between members of the Board of Directors is a cooperative relationship. Members of the Board of Directors are responsible for informing each other about related issues in the process of handling assigned work.
2. In the process of handling work, the member of the Board of Directors assigned with primary responsibility must proactively coordinate in handling, if there is an issue related to the field under the responsibility of another member of the Board of Directors. In case there are different opinions among the members of the Board of Directors, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and decision according to authority or organize a meeting or seek opinions of the members of the Board of Directors according to the provisions of law, the Company Charter and this Regulation.
3. In case of reassignment between members of the Board of Directors, the members of the Board of Directors must hand over the work, records and related documents. This handover must be made in writing and reported to the Chairman of the Board of Directors about such handover.

### **Article 21. Relationship with the Executive Board**

In its governance role, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of the resolutions.

### **Article 22. Relationship with the Audit Committee**

1. The relationship between the Board of Directors and the Audit Committee is a cooperative relationship. The working relationship between the Board of Directors and the Audit Committee is based on the principles of equality and independence, while closely coordinating and supporting each other in the performance of their duties.
2. Upon receiving the audit reports or summary reports of the Audit Committee , the Board of Directors is responsible for studying and directing relevant departments to develop plans and promptly implement corrections.

## **CHAPTER VII . IMPLEMENTATION PROVISIONS**

### **Article 23. Entry into force**

Regulations on the operation of the Board of Directors of the Joint Stock Company Lam Dong Pharmaceutical (Ladophar) includes 7 chapters, 23 articles and takes effect from the date of April 2025 .

**TM. BOARD OF  
DIRECTORS CHAIRMAN**



**PHAM TRUNG KIEN**