

Vinh, 24 June 2025

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

Pursuant to the Enterprise Law No. 59/2020/QH14 effective from Jan 1, 2021;

Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019 and documents guiding its implementation ;

Pursuant to 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;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in 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;

Pursuant to the Charter of VNECO4 Electrical Construction Joint Stock Company

Pursuant to Resolution of the General Meeting of Shareholders No. 01NQ/ĐHĐCĐ-VNECO4 dated 24 month 06 year 2025

VNECO4 Electrical Construction Joint Stock Company .

VNECO4 Electrical Construction Joint Stock Company include the following contents:

Article 1. Scope of regulation and applicable subjects

1. Scope of regulation: Internal regulations on corporate governance "regulations" stipulate the contents on the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the Director (General Director); the order and procedures for the General Meeting of Shareholders; nomination, candidacy, election, dismissal and removal of members of the Board of Directors, the Board of Supervisors, the Director (General Director) and other activities as prescribed in the Company Charter and other current provisions of law.

2. Applicable subjects: This Regulation applies to members of the Board of Directors, Board of Supervisors, Director (General Director) and related persons.

Article 2. General meeting of shareholders

2.1. Role, rights and obligations of the General Meeting of Shareholders.

- The General Meeting of Shareholders, consisting of all Shareholders with voting rights, is the highest decision-making body of the Company.

- According to Article 12 and Article 13 of the Company Charter, which stipulate the rights and obligations of the General Meeting of Shareholders, some rights and obligations are understood and regulated as follows:

+ Approve the Company's annual business plan including the Company's revenue and profit (consolidated) plan;

+ Approving the Company's development orientation, including the Company's operating direction and structure; scope of operations and core industries in which the Company will invest and promote operations; and the Company's five (05) year development strategy;

+ Approve the Company's annual financial statements including business performance reports, cash flow reports, balance sheets, notes to financial statements with the independent auditor's opinion on the Company's financial statements;

+ Approve the Board of Directors' Report on the governance and performance of the Board of Directors and each member of the Board of Directors, and the Audit Committee's Report. Accordingly, the Board of Directors' Report on the governance and performance of the Board of Directors and each member of the Board of Directors includes the following main contents:

• Report on the activities of the independent Board members and the results of the independent Board members' assessment of the Board's activities;

- Monitoring and evaluation reports of the Director and the Executive Board;
- Report on transactions between the Company/Subsidiary and related persons such as: (i) shareholders, authorized representatives of shareholders owning more than ten percent (10%) of the total number of common shares of the Company or their related persons; (ii) Members of the Board of Directors, General Director, Executive Director or their related persons; and (iii) enterprises in which members of the Board of Directors, General Director and Executive Director own or own capital contributions or shares, or enterprises in which Related Persons of members of the Board of Directors, General Director and Executive Director own, jointly own or separately own shares or capital contributions of more than ten percent (10%) of the charter capital.

~~• Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors;~~

- Summary of Board of Directors meetings and Board of Directors decisions;
- Activities of the Audit Committee under the Board of Directors and other Committees under the Board of Directors;

- Future plans.

+ Decide on the total remuneration, bonuses and other benefits for the Board of Directors. Accordingly, the types of remuneration, bonuses and other benefits for each member of the Board of Directors

+ Review and handle violations by members of the Board of Directors that cause damage to the Company and its Shareholders. Violations by the Board of Directors include but are not limited to (1) issuing Resolutions or making decisions beyond the authority of the Board of Directors; (2) performing assigned tasks carelessly and/or violating the provisions of law; (3) failing to complete assigned tasks causing damage to the Company; and (4) violating the Company's regulations on anti-conflict of interest. Damages include but are not limited to damages related to the Company's assets, reputation, honor and image.

2.2. Procedures for the General Meeting of Shareholders to pass resolutions by voting at the General Meeting of Shareholders.

2.2.1. Authority to convene the General Meeting of Shareholders.

- Convening the Annual General Meeting of Shareholders: The Board of Directors is responsible for convening the Annual General Meeting of Shareholders and selecting a suitable location within Vietnam.

- Convening an extraordinary General Meeting of Shareholders: An extraordinary General Meeting of Shareholders may be convened by (1) the Board of Directors or (2) a Shareholder or group of Shareholders owning five (05%) or more of the total number of common shares. Specifically:

+ Pursuant to Clause 3, Article 14 of the Company's Charter, within 30 days from the date of occurrence of one of the following events, the Board of Directors must convene an extraordinary General Meeting of Shareholders:

- The Board of Directors deems it necessary for the benefit of the company
- The number of remaining members of the Board of Directors and Supervisory Board is less than the minimum number of members as prescribed by law.

- At the request of a Shareholder or a group of Shareholders owning five percent (05%) or more of the Company's total common shares

+ A Shareholder or group of Shareholders owning five percent (05%) or more of the Company's total common shares has the right to request the convening of a General Meeting of Shareholders in the following cases:

The Board of Directors seriously violates the rights of Shareholders, the obligations of Managers or makes decisions beyond its assigned authority;

When the Board of Directors violates the Company Charter or acts contrary to the Resolutions of the General Meeting of Shareholders;

+ The request to convene a meeting of the General Meeting of Shareholders must be made in writing and include the following contents:

- Full name, contact address, nationality, legal document number of the individual for individual Shareholders; name, business registration number or legal document number of the organization, head office address for organizational Shareholders.

- Number of shares of each Shareholder, total number of shares of the entire group of Shareholders and ownership ratio in the total number of shares of the Company.

- Basis and reasons for requesting to convene a meeting of the General Meeting of Shareholders.

- Documents and evidence of violations by the Board of Directors, the level of violations or decisions beyond authority.

2.2.2. Prepare a list of shareholders entitled to attend the meeting.— The list of shareholders entitled to attend the General Meeting of Shareholders is prepared no later than 10 days before the date of sending the invitation to the General Meeting of Shareholders.

- The list of shareholders entitled to attend the meeting is prepared as follows:

The person convening the General Meeting of Shareholders shall prepare and send the notice of exercising the right to the Vietnam Securities Depository ("VSD") to request VSD to prepare and send to the Company a list of Shareholders owning shares of the Company on the last registration date. The request for VSD to prepare a list of shareholders entitled to attend the meeting shall be made in accordance with the regulations of VSD issued and effective at the time of requesting the preparation of the list of shareholders entitled to attend the meeting.

- The list of shareholders entitled to attend the General Meeting of Shareholders must include the following information:

- + Full name, contact address, nationality, legal document number of the individual for individual Shareholders; name, business registration number or legal document number of the organization, head office address for organizational Shareholders;

- + Number of shares of each type;

- + Number and date of shareholder registration of each Shareholder.

2.2.3. Notice of finalization of the list of shareholders entitled to attend the General Meeting of Shareholders.

- Before holding the General Meeting of Shareholders, the Board of Directors must hold a Board of Directors meeting to decide on issues related to the General Meeting of Shareholders such as assigning preparation tasks and organization to the Company's specialized departments and offices. Accordingly, the Organizing Committee will be established to prepare and implement the work serving the General Meeting of Shareholders ("Organizing Committee"). In addition, the Board of Directors must determine the final registration date as a basis for preparing a list of shareholders entitled to attend the meeting.

- After the Board of Directors meeting, the Board of Directors will issue a Resolution of the Board of Directors stating the reason for the convening, the date of closing the list of shareholders attending (last registration date), the date of the meeting and the location of the General Meeting of Shareholders.

- In case the General Meeting of Shareholders is convened by a Shareholder or a group of Shareholders owning five percent (05%) or more of the total number of common shares, the Shareholder or group of Shareholders shall issue a notice of the holding of the General Meeting of Shareholders. The notice shall clearly state the reason for convening the meeting, the expected time and place of the General Meeting of Shareholders and the date of closing the list of shareholders entitled to attend, and must clearly state that the Board of Directors has refused to convene the General Meeting of Shareholders at the request of this Shareholder or group of Shareholders. Attached to the notice is a list of Shareholders or groups of Shareholders convening the General Meeting of Shareholders (stating the information of each Shareholder and the number of shares owned by the Shareholders at the time of convening the meeting) and a written request that the Shareholder or group of Shareholders owning five percent (05%) or more of the total number of common shares has sent to the Board of Directors to request the convening of the General Meeting of Shareholders. The deadline for this Shareholder or group of Shareholders to represent the Company to convene the General Meeting of Shareholders must not be earlier than 30 days from the date of sending the request to the Board of Directors to request the convening.

- The person convening the General Meeting of Shareholders must publish information about the list of shareholders entitled to attend the meeting at least 21 days before the final registration date.

- Notice of convening the General Meeting of Shareholders must be published on the media of the State Securities Commission, the Stock Exchange where the Company is listed, registered for trading and on the Company's website.

- In addition, the person convening the General Meeting of Shareholders must perform the following tasks:

- + Make a list of Shareholders entitled to attend the meeting;

- + Provide information and resolve complaints related to the list of Shareholders;

- + Prepare meeting agenda and content;

- + Prepare documents for the meeting;
- + Draft Resolution of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors;
- + Determine meeting time and location;
- + Send meeting invitations to each Shareholder on the list of Shareholders entitled to attend the meeting;
- + Other work for the meeting.

2.2.4. Agenda and content of the General Meeting of Shareholders.

2.2.4.1. Person responsible for preparing the agenda and content of the Shareholders' Meeting.

- The person convening the General Meeting of Shareholders must prepare the agenda and content of the General Meeting of Shareholders.

- The meeting content must be issues within the authority of the General Meeting of Shareholders, accompanied by explanatory documents, reports related to the meeting content or detailed information of candidates in case the General Meeting of Shareholders elects members of the Board of Directors. The meeting agenda must clearly specify the time for each issue in the meeting agenda.

- The agenda of the General Meeting of Shareholders must be sent to all Shareholders entitled to attend the meeting.

2.2.4.2. Shareholders' proposals to be included in the meeting agenda

- A Shareholder or group of Shareholders owning five percent (05%) or more of the Company's total common shares has the right to propose issues to be included in the agenda of the General Meeting of Shareholders .

- The proposal must be made in writing and sent to the Corporate Governance Officer/Secretary or the Organizing Committee (in case the Board of Directors convenes a meeting) or sent to the Shareholder or group of Shareholders representing the Company to convene the meeting, at least (seven) 07 working days before the opening date to submit to the Board of Directors or the person convening the General Meeting of Shareholders for consideration and preparation of meeting documents for these proposals (in case the proposal is approved by the person convening the General Meeting of Shareholders to be included in the meeting agenda). The proposal must clearly state the name of the Shareholder or group of Shareholders, the number of each type of shares of the Shareholder or group of Shareholders, the proposed issue to be included in the meeting agenda and the signature of the Shareholder or all Shareholders in the group of Shareholders.

- In case a group of Shareholders jointly proposes content to be included in the meeting agenda, together with the Proposal Document, the Group of Shareholders must send along with the Minutes of agreement on the proposed content of the Group of Shareholders.

- The person convening the General Meeting of Shareholders has the right to reject these proposals only if one of the following cases occurs:

- + The petition is sent in violation of the provisions of this Section;
- + The proposed issue is not within the authority of the General Meeting of Shareholders to decide.
- + At the time of the proposal, the Shareholder or group of Shareholders does not hold 5% or more of common shares as prescribed in Clause 3, Article 12 of the Company's Charter.

- In case the convener of the General Meeting of Shareholders rejects the proposal of the above-mentioned Shareholder or group of Shareholders, he/she must respond in writing stating the reasons and must respond no later than two (02) working days before the opening date of the General Meeting of Shareholders.

- If not subject to the above-mentioned refusal cases, the convener of the General Meeting of Shareholders must approve and include these proposals in the agenda and content of the scheduled meeting, and at the same time post the content of the proposal and meeting documents related to this proposal on the Company's website for Shareholders to monitor and consider. The proposal will be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

2.2.5. Authorization of representatives to attend the General Meeting of Shareholders.

- Shareholders, authorized representatives of Shareholders who are organizations may authorize in writing one or more individuals or organizations ("Authorized Persons") to attend the General Meeting of Shareholders. The Authorized Persons do not have to be Shareholders. In addition, Shareholders may authorize a member of the Board of Directors to represent them in attending the General Meeting of Shareholders. The authorization document does not have to be prepared according to the Company's form, but must be prepared in accordance with the provisions of civil law and must meet the following requirements:

+ Must clearly state the information of the Shareholder and the Proxy Attending the Meeting. If the Shareholder and the Proxy Attending the Meeting are individuals, clearly state their names and citizen identification numbers. If the Shareholder and the Proxy Attending the Meeting are organizations, clearly state the name, enterprise code of the organization and head office address.

+ Number of authorized shares (in case there is more than one Proxy Attending the Meeting, the number of authorized shares of each Proxy Attending the Meeting must be specifically determined. In case the Shareholder does not clearly determine the number of authorized shares corresponding to each Proxy Attending the Meeting, it is automatically understood that the number of shares of the Shareholder will be divided equally among the Proxy Attending the Meeting).

+ Authorization content and scope: specifically stating the scope and content of authorization that the Authorized Person is allowed to perform.

+ Authorization period (Shareholders must ensure that the authorization document remains valid until the completion of the General Meeting of Shareholders).

+ Must have the signature of the Shareholder (in case the Shareholder is an individual) or the legal representative of the Shareholder (in case the Shareholder is an organization) and the signature of the Person Authorized to Attend the Meeting (in case the Person Authorized to Attend the Meeting is an organization, it must have the signature of the legal representative).

– The Proxy must present the authorization document when registering to attend the meeting or can send information about the authorization document to the Organizing Committee before the opening date of the meeting. In case of re-authorization, the meeting attendee must additionally present the original authorization document of the Shareholder, the authorized representative of the Shareholder being an organization (if not previously registered with the Company). The scope of re-authorization must be the same as the scope of the original authorization of the Shareholder.

– When a Shareholder terminates or changes the Proxy, he/she must notify the Company in writing before the opening date of the meeting.

2.2.6. How to register to attend the General Meeting of Shareholders;

– Shareholders or Proxies may register to attend the Company's General Meeting of Shareholders before the opening date in many ways (as long as the registration is made within the time limit stated in the Notice of Invitation to the General Meeting of Shareholders), specifically: (1) sending an email or fax to the Company; or (2) registering by phone; or (3) sending a letter by post. In case of pre-registration, Shareholders and Proxies must still bring and present their identification documents, authorization documents and other necessary related documents to the Organizing Committee of the meeting for inspection, comparison and registration at the meeting venue.

– In case a Shareholder does not register to attend the meeting before the opening date, the Shareholder can still register to attend the Meeting in person.

– Before the opening of the meeting, the Organizing Committee must complete the procedure for registering Shareholders and must continue until all Shareholders who are entitled to attend the meeting have registered. The Organizing Committee will assign one or more people to conduct the shareholder qualification check ("Shareholder Qualification Checking Committee"). Shareholders or Proxies attending the General Meeting of Shareholders must complete the registration procedure at the registration desk before attending the meeting and sign the list of shareholders attending.

– The Board of Shareholders' Qualifications will check the qualifications of shareholders when shareholders or authorized persons register to attend the meeting. Based on the list of shareholders attending the meeting, the Board of Shareholders' Qualifications will check the personal documents of shareholders or authorized persons, check the invitation letter, and authorization documents (if any). In case a shareholder or authorized person attends the meeting but does not meet the requirements for shareholder qualifications, the Board of Shareholders' Qualifications has the right to refuse to attend the meeting of that shareholder or authorized person.

– Shareholders or Proxies who arrive after the meeting has opened may still register to attend and have the right to vote immediately after registration. In this case, the validity of the previously voted contents shall not change.

– When registering to attend the General Meeting of Shareholders, based on the meeting documents sent with the invitation or posted on the Company's website, Shareholders are responsible for declaring in detail and

truthfully their related interests to the contents of the General Meeting of Shareholders' meeting agenda so that the Vote Counting Committee can consider and remove the voting ballot of this Shareholder (in case this Shareholder still participates in voting) when conducting the vote counting. In case a Shareholder does not declare or declares inaccurately and truthfully the related interests of that Shareholder to the contents of the meeting agenda and causes damage to other Shareholders and/or the Company, that Shareholder must bear full responsibility before the law and compensate for all damages that the Company and/or other Shareholders must bear (if any).

2.2.7. Conditions for implementation.

– To conduct a General Meeting of Shareholders, the number of Shareholders and Proxies present at the General Meeting of Shareholders must meet a minimum ratio as prescribed in Article 19 of the Company's Charter, specifically:

+ The General Meeting of Shareholders is held when the number of Shareholders and Proxies present at the General Meeting of Shareholders represents at least fifty-one (51)% of the total voting shares.

+ After thirty (30) minutes from the scheduled opening time of the General Meeting, if the conditions for holding the General Meeting of Shareholders as stated above have not been met, the convener must cancel the meeting. The notice inviting the second meeting must be sent within 30 days from the date of the first meeting. The second meeting shall be held when the number of Shareholders and Proxies representing at least thirty-one (31)% of the total number of voting shares attend the meeting.

+ After thirty (30) minutes from the scheduled opening time of the General Meeting, if the conditions for holding the second General Meeting of Shareholders as stated above have not been met, the convener must cancel the meeting. The notice inviting the third General Meeting of Shareholders must be sent within twenty (20) days from the scheduled date of the second meeting. In this case, the meeting will be held regardless of the number of Shareholders or Proxies attending the meeting.

– In case of convening the second and third meetings as mentioned above, the person convening the General Meeting of Shareholders does not need to re-establish the list of shareholders entitled to attend the meeting and can use the list that VSD provided in the first meeting convening.

– The agenda and content of the second and/or third meeting will remain the same as the agenda and content prepared for the first meeting.

2.2.8. Voting method.

– Voting ballots will be sent to Shareholders with the meeting invitation or posted on the Company's website or issued by the Organizing Committee to each Shareholder or Proxy at the time of conducting the Shareholder registration procedure, showing the following main contents:

+ Registration number/code of Shareholder

+ Full name of Shareholder or full name of Proxy (if any)

+ Number of shares that the Shareholder is holding or the Authorized Person is authorized to attend the Meeting.

+ Issue to be voted on.

+ Voting status (including: approve, disapprove and no opinion).

– The content of the Voting Ballot depends on the content of the Shareholders' Meeting.

– In case the meeting content includes the election of members of the Board of Directors, the Company will issue voting ballots to Shareholders. The voting ballots will include the following information:

+ Registration number/code of Shareholder;

+ Full name of Shareholder or full name of Proxy (if any)

+ Number of shares that the Shareholder is holding or the Authorized Person is authorized to attend the Meeting

+ Candidate name

+ Number of votes for (each) candidate

– When voting at the General Meeting, Shareholders and Proxies shall vote on the Voting Form for each issue in the agenda. Voting shall be conducted by marking the status of approval, disapproval or no opinion for each issue. At the same time, Shareholders and Proxies must follow the instructions of the Vote Counting Committee.

– A valid voting ballot must clearly show approval, disapproval, or no opinion on each specific issue and be duly signed by the Shareholder or Proxy Attending the Meeting.

truthfully their related interests to the contents of the General Meeting of Shareholders' meeting agenda so that the Vote Counting Committee can consider and remove the voting ballot of this Shareholder (in case this Shareholder still participates in voting) when conducting the vote counting. In case a Shareholder does not declare or declares inaccurately and truthfully the related interests of that Shareholder to the contents of the meeting agenda and causes damage to other Shareholders and/or the Company, that Shareholder must bear full responsibility before the law and compensate for all damages that the Company and/or other Shareholders must bear (if any).

2.2.7. Conditions for implementation.

– To conduct a General Meeting of Shareholders, the number of Shareholders and Proxies present at the General Meeting of Shareholders must meet a minimum ratio as prescribed in Article 19 of the Company's Charter, specifically:

+ The General Meeting of Shareholders is held when the number of Shareholders and Proxies present at the General Meeting of Shareholders represents at least fifty-one (51)% of the total voting shares.

+ After thirty (30) minutes from the scheduled opening time of the General Meeting, if the conditions for holding the General Meeting of Shareholders as stated above have not been met, the convener must cancel the meeting. The notice inviting the second meeting must be sent within 30 days from the date of the first meeting. The second meeting shall be held when the number of Shareholders and Proxies representing at least thirty-one (31)% of the total number of voting shares attend the meeting.

+ After thirty (30) minutes from the scheduled opening time of the General Meeting, if the conditions for holding the second General Meeting of Shareholders as stated above have not been met, the convener must cancel the meeting. The notice inviting the third General Meeting of Shareholders must be sent within twenty (20) days from the scheduled date of the second meeting. In this case, the meeting will be held regardless of the number of Shareholders or Proxies attending the meeting.

– In case of convening the second and third meetings as mentioned above, the person convening the General Meeting of Shareholders does not need to re-establish the list of shareholders entitled to attend the meeting and can use the list that VSD provided in the first meeting convening.

– The agenda and content of the second and/or third meeting will remain the same as the agenda and content prepared for the first meeting.

2.2.8. Voting method.

– Voting ballots will be sent to Shareholders with the meeting invitation or posted on the Company's website or issued by the Organizing Committee to each Shareholder or Proxy at the time of conducting the Shareholder registration procedure, showing the following main contents:

+ Registration number/code of Shareholder

+ Full name of Shareholder or full name of Proxy (if any)

+ Number of shares that the Shareholder is holding or the Authorized Person is authorized to attend the Meeting.

+ Issue to be voted on.

+ Voting status (including: approve, disapprove and no opinion).

– The content of the Voting Ballot depends on the content of the Shareholders' Meeting.

– In case the meeting content includes the election of members of the Board of Directors, the Company will issue voting ballots to Shareholders. The voting ballots will include the following information:

+ Registration number/code of Shareholder;

+ Full name of Shareholder or full name of Proxy (if any)

+ Number of shares that the Shareholder is holding or the Authorized Person is authorized to attend the Meeting

+ Candidate name

+ Number of votes for (each) candidate

– When voting at the General Meeting, Shareholders and Proxies shall vote on the Voting Form for each issue in the agenda. Voting shall be conducted by marking the status of approval, disapproval or no opinion for each issue. At the same time, Shareholders and Proxies must follow the instructions of the Vote Counting Committee.

– A valid voting ballot must clearly show approval, disapproval, or no opinion on each specific issue and be duly signed by the Shareholder or Proxy Attending the Meeting.

- After voting is completed, the Shareholder or Proxy shall place the Voting or Election Ballot into the sealed ballot box for the Counting Committee to count the votes.

- In addition, Shareholders or Proxies may also send voting ballots to the General Meeting of Shareholders via mail/fax/email. Shareholders are assured that voting by sending voting ballots to the meeting via mail/fax/email has the same value as voting directly at the meeting.

- To ensure avoiding conflicts of interest, Shareholders with related interests will not participate in voting on issues in which such Shareholder or Related Person of the Shareholder is determined to have related rights and interests to ensure transparency and fairness of the meeting. For other contents, such Shareholder still has normal voting rights.

- For voting contents decided by the General Meeting to be voted publicly: The Organizing Committee will issue separate Voting Cards for these contents so that Shareholders/Authorized Persons attending the Meeting can vote publicly according to the instructions of the Vote Counting Committee.

2.2.9. Method of counting votes.

- The General Meeting of Shareholders shall elect one or more people to the Ballot Counting Committee upon the proposal of the Chairman. The number of members of the Ballot Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting.

The ballot counting committee has the following rights and obligations:

+ Conducting the counting of Voting Ballots and Election Ballots

+ Prepare and publicly announce the Minutes of counting Voting Ballots and Election Ballots before the General Meeting of Shareholders

+ Hand over the Minutes of vote counting and all sealed Voting Forms and Election Forms to the Organizing Committee of the Shareholders' Meeting.

+ Responsible for the honesty and accuracy of data, checking, making minutes of vote counting and publicly announcing vote counting results

The responsibilities of each member of the Ballot Counting Committee are determined as follows:

+ Head of the vote counting committee: responsible for procedures, order and legality in implementing voting and election at the General Meeting of Shareholders.

+ Member in charge of data and statistics: responsible for ensuring the accuracy of data, including but not limited to data entry, calculation, and statistics related to the conduct of the General Meeting of Shareholders and vote counting data.

+ Vote counting supervisor: responsible for supervising the implementation of the Vote Counting Committee

- The ballot counting committee will examine the ballots and summarize the following contents:

+ Number of Shareholders and total number of votes participated in the vote.

+ Number of valid votes and number of invalid votes.

+ Total number of votes "for", "against", "no opinion" for each issue, in which blank votes will be added to the "no opinion" group.

- The person convening the General Meeting of Shareholders has the right to use electronic software, automatically applying barcodes, QR codes and/or other identification technologies to conduct vote counting to ensure accuracy, shorten the time of vote counting and prevent errors. At the same time, the person convening the General Meeting of Shareholders must be responsible for the use of these devices, tools and software.

- The Ballot Counting Committee will have personnel to monitor the process and results of the ballot counting. All members of the Ballot Counting Committee will sign to confirm the results.

2.2.10. Announcement of vote counting results.

- After counting the votes, the counting committee will make a record of the vote counting and announce the results of the vote counting immediately before the closing of the meeting.

- The vote counting minutes must include the following contents:

+ Time and place of vote counting.

+ Composition of the Vote Counting Committee

+ Total number of Shareholders attending the vote and total number of shares of the attending Shareholders respectively.

+ Total number of votes for each issue in the meeting agenda, number of valid, invalid, approving, disapproving and abstaining votes for each issue; corresponding ratio to the total number of votes of Shareholders attending the meeting.

+ Issues passed and corresponding voting percentages.

– The minutes of the vote counting must be published on the Company's website within twenty-four (24) working hours from the time of passing the Resolution of the General Meeting of Shareholders.

2.2.11. Conditions for resolution to be passed.

– Issues in the agenda of the General Meeting of Shareholders are approved if they meet the approval rate as prescribed in the Company Charter.

– In addition, the General Meeting will approve the Minutes of the Meeting and the Resolution of the General Meeting of Shareholders before the end of the meeting. The approval of the Minutes of the Meeting and the full text of the Resolution will be approved by public voting at the meeting.

2.2.12. How to object to the resolution of the General Meeting of Shareholders.

– In case a Shareholder objects to a resolution of the General Meeting of Shareholders, this objection must be made in writing, clearly stating the full name, Shareholder code, content of objection and reason for objection.

– This document will be forwarded to the Company Secretary for review and acknowledgement.

– Shareholders who vote against the decision of the General Meeting of Shareholders on the reorganization of the Company or change of the rights and obligations of Shareholders as stipulated in the Company Charter have the right to request the Company to buy back their shares. The request must be in writing, stating clearly 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 buy back. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders approves the decision on the reorganization of the Company or change of the rights and obligations of Shareholders as stipulated in the Company Charter.

2.2.13. Minutes of the General Meeting of Shareholders

– The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must contain the following main contents:

- Name, head office address, company code

- Time and place of the General Meeting of Shareholders

- Meeting agenda and content

- Summarize the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda.

- Number of Shareholders and total number of votes of Shareholders attending the meeting, appendix of list of registered Shareholders, representatives of Shareholders attending the meeting with corresponding number of shares and votes

- Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding ratio to the total number of votes of Shareholders attending the meeting

- Issues passed and corresponding percentage of votes passed

- Full name and signature of the chairman and secretary. In case the chairman and/or secretary refuses to sign the meeting minutes, the minutes will still be valid if signed by all other members of the Board of Directors attending the meeting and have full content according to the above regulations. The meeting minutes clearly state the refusal of the chairman and secretary to sign the minutes.

– Minutes must be made in Vietnamese and can be made in English. In this case, Minutes made in Vietnamese and English have the same legal effect. In case of any difference in content between the Vietnamese and English minutes, the content in the Vietnamese minutes shall prevail.

– Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairman and secretary of the meeting or other persons signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the content of the minutes.

– Minutes of the General Meeting of Shareholders must be posted on the Company's website within twenty-four (24) hours from the time of approval.

– Minutes of the General Meeting of Shareholders are considered authentic evidence of the work carried out at the General Meeting of Shareholders.

- Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting with shareholders' signatures, authorization letter to attend the meeting, approved resolutions, minutes of shareholder qualification verification, minutes of vote counting and other documents related to the General Meeting of Shareholders must be kept at the Company's head office.

2.2.14. Announcement of Resolution of General Meeting of Shareholders.

- The Resolution of the General Meeting of Shareholders takes effect from the date of approval or from the effective date stated in that Resolution.

- Minutes of meetings, Resolutions of the General Meeting of Shareholders and documents attached to the minutes of meetings and resolutions (if any) must be posted on the Company's website and must be disclosed in accordance with the law within twenty-four (24) hours from the time of issuance.

2.3. Procedures for the General Meeting of Shareholders to pass Resolutions by obtaining written opinions.

2.3.1. Authority to organize the collection of written opinions of Shareholders.

The Board of Directors has the right to obtain written opinions from Shareholders to pass resolutions of the General Meeting of Shareholders if deemed necessary for the benefit of the Company.

2.3.2. Notice of obtaining written opinions of Shareholders

- When there is a need to obtain written opinions from Shareholders to pass the Resolution of the General Meeting of Shareholders, the Board of Directors will hold a meeting to agree on the issues requiring opinions as well as assign tasks to prepare and organize the opinion collection.

- At the meeting, the Board of Directors must determine the purpose and issues to be consulted, and at the same time set the final registration date as a basis for making a list of shareholders to send their ballots. These contents must be expressed in a Resolution of the Board of Directors.

- The Board of Directors must publish information on closing the shareholder list to collect shareholders' opinions in writing at least 20 days before the final registration date.

- Notice of collecting written opinions from Shareholders must be published on the media of the State Securities Commission, the Stock Exchange where the Company is listed, registered for trading and on the Company's website.

2.3.3. Make a list of Shareholders to send ballots to collect opinions

- The list of Shareholders sending ballots is prepared based on the Company's shareholder register.

- When there is a need to obtain written opinions from Shareholders, based on the Resolution of the Board of Directors, the General Director will send a notification file to the Vietnam Securities Depository Center to request the establishment of a list of Shareholders of the Company based on VSD data.

- List of notification documents as prescribed in the regulations of the Vietnam Securities Depository Center issued from time to time.

- The list of Shareholders sending written ballots is prepared no later than 10 days before the date of sending written ballots to Shareholders.

- The list of Shareholders sending ballots must contain information as prescribed.

2.3.4. Opinion poll and deadline for submitting opinion poll

- The Board of Directors prepares the voting ballot, draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and sends them to all Shareholders with voting rights at least 10 days before the deadline for returning the voting ballot.

- The opinion form must include the following main contents:

+ Name, head office address, company code

+ Purpose of opinion gathering

+ Full name, contact address, nationality, legal document number of the individual for individual Shareholders; name, enterprise code or legal document number of the organization, head office address for organizational Shareholders and full name, contact address, nationality, legal document number of the individual for the representative of the organizational Shareholders; number of shares of each type and number of votes of the Shareholders

+ Issues that need to be consulted for approval

+ Voting options include: agree, disagree and no opinion

+ Deadline for sending the answered ballot to the Company, accordingly, the Shareholder must send the answered ballot to the Company before the deadline specified in the ballot and the deadline for sending is calculated from the date the ballot is sent or transferred validly.

+ Full name and signature of the Chairman of the Board of Directors

2.3.5. How to send opinion forms.

– The Board of Directors sends shareholder opinion forms to all shareholders on the list of shareholders by guaranteed method to the registered address of each shareholder.

– Documents explaining the draft Resolution and the contents requiring opinions can be sent with the opinion form or posted on the Company's website for Shareholders to review before responding to the opinion form.

– Shareholders can send completed ballots to the Company by mail, fax or email, which must meet the following conditions:

+ In case of sending by mail: the answered opinion form must have the signature of the individual Shareholder, the authorized representative or the legal representative of the Shareholder who is an organization. The opinion form sent to the Company must be contained in a sealed envelope, collected, stored separately and no one is allowed to open it before counting the votes.

+ In case of sending fax or email, the opinion form sent to the Company must be collected, stored separately and kept confidential until the time of vote counting.

– Opinion forms sent to the Company after the deadline specified in the content of the opinion form or opened in the case of mailing and disclosed in the case of faxing or emailing are invalid.

– Voting ballots that are not returned will be considered non-voting ballots.

2.3.6. Vote counting and vote counting minutes.

– The Board of Directors will establish a Ballot Counting Committee to conduct the vote counting and prepare the vote counting minutes under the witness and supervision of the Audit Committee or the Company's Manager or of a Shareholder who does not hold a management position in the Company.

– The vote counting is done for each issue and summarized according to "agree", "disagree" and "no opinion".

– The vote counting minutes must include the following main contents:

+ Name, head office address, company code

+ Purpose and issues to be consulted to pass the resolution

+ Number of Shareholders with total number of votes participated in voting, in which distinguishing between valid and invalid votes and method of sending votes, with appendix of list of Shareholders participating in voting

+ Total number of votes for, against and abstentions on each issue

+ Issue passed and corresponding passing vote ratio

+ Full name and signature of the Chairman of the Board of Directors, the vote counting supervisor and the vote counter

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

2.3.7. Announcement of vote counting results and announcement of Resolution of the General Meeting of Shareholders

– Based on the vote counting results, the Chairman of the Board of Directors will issue a Resolution of the General Meeting of Shareholders.

– The minutes of the written vote and the Resolution of the General Meeting of Shareholders must be posted on the Company's website and must be disclosed in accordance with the law within twenty-four (24) hours from the time of issuance.

– The completed ballots, vote counting minutes, passed resolutions and related documents attached to the ballots are kept at the Company's head office.

Article 3. Board of Directors

3.1. Roles, rights and obligations of the Board of Directors, responsibilities of Board of Directors members

– The Board of Directors is the company's management body, with full authority to exercise the Company's rights and obligations, except for the rights and obligations under the authority of the General Meeting of Shareholders.

– The rights and obligations of the Board of Directors are stipulated in Article 27 of the Company Charter.

– In addition, members of the Board of Directors have the right to request the Director to provide information and documents on the financial situation and business operations of the Company and of the units within the Company, provided that the provision of such information must serve the purpose of performing the duties of the Board of Directors member and the provision of such information must be notified in writing to the Chairman of the Board of Directors and the Chairman of the Committee under the Board of Directors of which the requesting Board member is a member. The request must be made in writing stating clearly the reason for the request, the purpose of using the information, accompanied by a commitment to use the information and documents provided for the right purpose and to keep confidential, and the request must be sent to the General Director at least 24 hours in advance. The requested manager must promptly, fully and accurately provide information and documents as requested by the Board of Directors member.

In case a member of the Board of Directors misuses or discloses/discloses information, that member shall be personally responsible for all damages incurred by the Company.

3.2. Nominate, run for election, elect, dismiss and remove members of the Board of Directors.

3.2.1. Term and number of members of the Board of Directors.

– The number of members of the Board of Directors is eleven (5) people.

– The term of the Board of Directors is five (05) years. In which, the term of the members of the Board of Directors must end at the same time as the term of the Board of Directors. Members of the Board of Directors may be re-elected for an unlimited number of terms, except that an individual may only be elected as an independent member of the Company's Board of Directors for no more than two (02) consecutive terms.

3.2.2. Structure, standards and conditions of Board of Directors members.

3.2.2.1. Structure of the Board of Directors:

– The Company must ensure that at least one-third (1/3) of the total number of members of the Board of Directors are non-executive members.

– The total number of independent members of the Company's Board of Directors is at least 01 member.

3.2.2.1. Conditions for members of the Board of Directors:

In addition to the conditions and standards prescribed by law, the standards for Board of Directors members, non-executive Board of Directors members, and independent Board of Directors members must also satisfy the following standards:

– Board members must have the following qualities and abilities:

+ Have leadership qualities, integrity, responsibility, maturity, ethics, and gain the trust of shareholders, other members of the Board of Directors, managers, and employees of the Company;

+ Ability to balance the interests of all stakeholders and make reasonable decisions;

+ Have the necessary professional experience and education to operate effectively; have experience in business administration or the Company's business field, industry or profession;

+ Have international business experience, understand local issues, understand the market, products, and competitors;

+ Ability to turn knowledge and experience into practical solutions

+ Integrity and high ethical standards;

+ Ability and will to face challenges and explore new things;

– The independence of an independent member of the Board of Directors is only satisfied when that member of the Board of Directors meets the following mandatory requirements:

+ Not directly or indirectly owning at least 1% of the total voting shares of the Company;

+ Not working at organizations providing legal consulting or auditing services to the company in the last two (02) years;

+ Not being a partner or related person of a partner whose annual transaction value with the company accounts for thirty percent (30%) or more of the total revenue or total value of purchased goods and services of the Company in the last two (02) years.

+ Not a person receiving salary or remuneration from the company, except for allowances that Board of Directors members are entitled to according to regulations.

+ 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;

+ Not being a person currently working for the Company, the parent company or the company's subsidiary; not being a person who has worked for the Company, the parent company or the company's subsidiary for at least the previous 3 consecutive years;

+ 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.

– In addition to meeting the above requirements, the independence of an independent member of the Board of Directors is also considered when the following requirements are best met:

+ Not being an immediate family member of an individual who is, or within the last five (05) years has been, a Manager of the Company or of a Related Person;

+ Not being an executive officer of another company but a Manager of the Company is a member of the Board of Directors of that company.

+ Have no affiliation with a non-profit organization that receives large contributions from the Company or from Related Persons.

– An independent member of the Board of Directors must notify the Board of Directors that he/she no longer meets the above criteria and conditions and is automatically no longer an independent member of the Board of Directors from the date of no longer meeting the criteria and conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the criteria and conditions at the nearest General Meeting of Shareholders.

3.2.3. Nomination and candidacy for members of the Board of Directors

When the Company conducts the election of additional members to the Board of Directors, candidates can submit their applications to the Company's Human Resources Committee at least fifteen (10) days before the opening date of the General Meeting of Shareholders to run for election.

Shareholders or groups of Shareholders meeting the requirements specified in Article 12 of the Company's Charter are entitled to nominate and run for election as members of the Company's Board of Directors as follows:

– The Shareholder or group of Shareholders specified above shall submit their nomination and candidacy documents to the Human Resources Committee at the Company's Head Office at least fifteen (10) days before the opening date of the General Meeting of Shareholders for consideration by the Human Resources Committee.

- Profile includes:

+ Application/nomination documents;

+ CV of the nominee/candidate, including: Full name, date of birth; Educational background; Professional qualifications; Work history; Companies where the candidate is holding the position of Board member or is also running for Board member and other management positions; Relationship of the candidate with Related Persons; Relationship of the candidate with the Company's major business partners; Information related to the candidate's financial situation and other issues that may affect the candidate's duties and independence as a member of the Board of Directors;

+ Document on refusal to provide information as requested by the Company;

+ The candidate's written commitment stating: (i) the candidate accepts the nomination of the Shareholder or group of Shareholders; (ii) commits to act and perform work honestly, loyally, carefully and in the best interests of the Company if elected as a member of the Board of Directors; (iii) commits to the honesty, accuracy and reasonableness of the personal information provided.

In addition, for a group of Shareholders, it is necessary to provide: (i) a complete list of the nominating group of Shareholders; (ii) the total number of shares currently held by the group of Shareholders; (iii) a written agreement of the group of Shareholders on the nomination of members of the Board of Directors.

3.2.4. Method of electing members of the Board of Directors

– The election of members of the Board of Directors is 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 the Shareholder has the right to accumulate all of his or her total votes for one or several candidates.

– Shareholders can distribute their votes to each candidate according to a specific number of votes or ratio or distribute them equally to the selected candidates and have the right to vote a part of their total votes for one or several candidates, the rest may not be voted for any candidate. In case of equal distribution, Shareholders do not need to fill in the number of votes but only need to select candidates in the manner prescribed in this Regulation.

– Shareholders select candidates by leaving the names of selected candidates unchanged and crossing out the names of candidates not selected. The number of selected candidates must not exceed the number of members of the Board of Directors allowed to be elected.

– Based on the number of approved Board members, the General Meeting will base on the percentage of votes from high to low, starting from the candidate with the highest number of votes until the number of members required to be elected is sufficient and must ensure the minimum number of independent Board members according to the provisions of law and the Charter.

– In which, independent candidates will be selected first (calculated from the number of votes from high to low for independent candidates only). After reaching the minimum number of independent Board members as prescribed, the selection of the remaining Board members will be calculated from the number of votes from high to low (including the remaining non-independent and independent Board candidates). The candidate elected to the Board of Directors must have at least one (01) vote.

– For non-independent Board of Directors candidates, in case of having to choose among candidates who receive an equal number of votes:

+ If the candidate is a Shareholder, the candidate holding more shares will be given priority.

+ If the candidate is not a Shareholder, the candidate with the longest term as a member of the Board of Directors will be given priority. In case of the same term, the number of years in office will be considered.

3.2.5. Cases of dismissal, removal and addition of members of the Board of Directors.

According to Clause 4, Article 26 of the Company Charter, the dismissal of a member of the Board of Directors is carried out as follows:

– In case a member of the Board of Directors no longer meets the standards and conditions to be a member of the Company's Board of Directors: The Human Resources Committee (Human Resources Department) of the Board of Directors is responsible for collecting evidence, information and preparing an assessment report, explaining that the member no longer meets the standards and conditions. Then propose and submit to the Board of Directors for a vote to decide before submitting to the General Meeting of Shareholders for approval.

– In case a member of the Board of Directors submits a resignation letter: The resignation letter must be sent to the secretary at the Company's head office. After receiving the resignation letter of the member of the Board of Directors, the secretary will consider and submit it to the Board of Directors for decision before submitting it to the General Meeting of Shareholders for approval. The dismissal in this case is only effective when there is a written Resolution of the General Meeting of Shareholders.

– In case a member of the Board of Directors is dismissed by decision of the General Meeting of Shareholders: This dismissal will take effect at the time the General Meeting of Shareholders issues a resolution or at the time specifically specified in the Resolution of the General Meeting of Shareholders.

– In case a member of the Board of Directors does not participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure. Failure to participate in the activities of the Board of Directors includes not attending Board meetings, not completing tasks and/or not performing tasks assigned by the Board of Directors. In this case, the secretary will collect information, prepare a report, propose and submit to the Board of Directors for decision before submitting to the General Meeting of Shareholders for approval;

– In case a member of the Board of Directors is dismissed by a decision of the General Meeting of Shareholders, this dismissal will take effect at the time the General Meeting of Shareholders issues a resolution or at the time specifically specified in the Resolution of the General Meeting of Shareholders.

The election of additional members of the Board of Directors is carried out in the following cases:

– The number of members of the Board of Directors is reduced by more than one-third compared to the number specified in the Company Charter;

– The number of independent members of the Board of Directors has decreased, not ensuring the ratio as prescribed by the Company Charter and legal regulations;

- The General Meeting of Shareholders elects additional members of the Board of Directors who were dismissed or removed at the most recent meeting.

The election of additional members of the Board of Directors will be based on the list of candidates nominated by (i) Shareholders, groups of Shareholders and (ii) the Board of Directors and according to the search and evaluation of the Personnel Committee.

3.2.6. Notice of election, dismissal, removal of members of the Board of Directors

In all cases of changes in Board of Directors members related to the election, dismissal, and removal of Board of Directors members, after being approved by the General Meeting of Shareholders, the Board of Directors and the General Director (Legal Representative of the Company) must make information disclosure in accordance with the provisions of law.

3.2.7. Method of introducing candidates for Board of Directors.

- Shareholders and groups of Shareholders as prescribed in Clause 3/Clause 4, Article 12 of the Company Charter may introduce candidates for the Board of Directors to the Company's Secretary.

- The Board of Directors will make efforts to disclose information about candidates before the opening date of the General Meeting of Shareholders in accordance with the provisions of law, depending on the availability of candidate information so that Shareholders can learn about the candidates before voting.

- The list of candidates for the Board of Directors must ensure sufficient quantity and meet the criteria and standards of the members to be elected for additional or replacement.

- Information related to candidates for Board of Directors members to be announced includes at least:

+ Full name, date of birth;

+ Education level;

+ Professional qualifications and work experience;

+ Names of companies where the candidate is holding the position of Board member and other management positions;

+ Full name of the Shareholder or group of Shareholders nominating that candidate (if any);

+ Benefits related to the Company.

- In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough, the incumbent Board of Directors will introduce additional candidates or organize the nomination of additional candidates according to the following mechanism:

+ Synthesized and selected by the executive board according to the process;

+ Recommended by Shareholders

- The nomination 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.

3.2.8. Election, dismissal, removal of the Chairman of the Board of Directors

- The Chairman of the Board of Directors is elected from among the members of the Board of Directors by majority rule.

- The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors' term within seven (07) working days from the date of completion of the election of the Board of Directors. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days from the date the Company receives the resignation letter or from the date the Board of Directors approves the decision to dismiss or remove the Chairman of the Board of Directors.

- The dismissal and removal of the Chairman of the Board of Directors will be carried out according to the Decision of the Board of Directors.

3.3. Remuneration and other benefits of Board of Directors members

- The Board of Directors determines the total remuneration and bonus level at a level corresponding to other companies of similar size, this total level is an absolute number.

- The total annual remuneration, bonuses and other benefits of the Board of Directors will be approved by the General Meeting of Shareholders and will be distributed to the members of the Board of Directors according to the following principles:

+ The Chairman of the Board of Directors will have a higher member remuneration than other members.

+ The Chairman and members of the Committee with a larger scope and level of work will have higher remuneration than the Chairmen and members of the remaining Committees.

+ Part of the Board of Directors' remuneration will cover meeting attendance costs, meeting preparation costs and annual performance evaluation results.

+ Bonuses, bonus criteria and bonus payment will be decided by the Board of Directors upon proposal of the Executive Board.

– The Board of Directors determines the remuneration for each member based on the majority principle.

– 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.

– Other benefits: Other benefits may include liability insurance costs (if approved by the General Meeting of Shareholders), health insurance packages... for members of the Board of Directors.

3.4. Order and procedures for organizing Board of Directors meetings.

3.4.1. Minimum number of meetings per quarter/year

The Board of Directors must meet at least once a quarter and may hold extraordinary meetings to pass decisions by voting at the meeting or may pass decisions by collecting written opinions.

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

The Chairman of the Board of Directors convenes extraordinary meetings of the Board of Directors in the following cases:

- At the request of an independent member of the Board of Directors;
- Requested by at least 02 members of the Board of Directors;
- At the request of the independent auditor to discuss the audit report and the Company's situation.

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 above request. In case the Board of Directors meeting is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages caused to the Company. The person requesting has the right to replace the Chairman of the Board of Directors in convening a meeting of the Board of Directors.

3.4.3. Notice of Board of Directors meeting

– Notice of Board of Directors meeting must be sent to Board of Directors members at least five (03) working days before the meeting is held.

– In case of regular quarterly meetings of the Board of Directors, the invitation to the Board of Directors meeting will be made by the secretary. In case of extraordinary meetings of the Board of Directors, the invitation to the meeting will be made by the Chairman of the Board of Directors or the person who convenes the meeting of the Board of Directors.

– Meeting notices can be sent by invitation, post, fax, zalo, email or other means depending on the time, but must ensure that they reach the address of each member of the Board of Directors registered at the Company.

– The meeting notice must specify the time and place of the meeting, agenda, issues to be discussed and decided, and may include documents to be used at the meeting and members' voting ballots.

– The meeting place of the Board of Directors may be at the Company's headquarters or another address in Vietnam or abroad as proposed by the Chairman of the Board of Directors and agreed upon by the Board of Directors.

3.4.4. Conditions for holding Board of Directors meetings

– A meeting of the Board of Directors is held when three-quarters (3/4) or more of the total number of members attend the meeting.

– In case the meeting is convened with insufficient number of members as prescribed above, 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 (1/2) of the Board of Directors members attend the meeting.

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

- + Attend and vote directly at the meeting;
- + Authorize others to attend meetings and vote
- + Attend and vote through online meetings, electronic voting or other electronic forms;
- + Send voting ballots to the meeting via mail, fax, email;

- + Send voting ballots by other means if agreed by the majority of Board of Directors members

3.4.5. Voting method.

- The Board of Directors passes decisions by voting at meetings or by obtaining written opinions.
- Each member of the Board of Directors or authorized person (if any) attending the Board of Directors meeting has one (01) vote.

- Board members may send their answered ballots to the meeting by post, fax, or email. In case a Board member sends a ballot to the meeting by post, the ballot must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. The ballots may only be opened in the presence of all attendees. In case of sending a fax or email, they must be sent before the end of the vote counting.

- In case the Board of Directors meeting is held in person, online or by other electronic means, the Board members may agree by expressing "agree", "disagree" or "no opinion" or vote by raising their hands for each issue after the Chairman raises the issue and concludes the discussion.

- A member of the Board of Directors shall not be entitled to vote on contracts or transactions in which the member or a Person Related to that 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 delegates required to be present to be able to hold a meeting of the Board of Directors on decisions in which the member does not have the right to vote.

- Any member of the Board of Directors who benefits from a contract or transaction with the Company is deemed to have a material interest in that contract or transaction.

- According to the above provisions, when a problem arises in a meeting of the Board of Directors relating to the interests of a member of the Board of Directors or relating to the voting rights of a member and such problems are not resolved by the voluntary renunciation of the voting rights of the relevant member of the Board of Directors, such problems shall be referred to the chairman of the meeting for decision. The chairman's decision relating to this problem shall be final, except in cases where the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed.

3.4.6. Method of passing resolutions of the Board of Directors.

- The Board of Directors passes decisions based on the approval of the majority of the Board of Directors attending the meeting (>50%), except for the case of dismissal or removal of the Director, which must be approved by at least two-thirds (2/3) of the Board of Directors' members (excluding the votes of the Board of Directors' members in case that member is also the Director). In case the number of votes for and against are equal, the final decision will belong to the side with the opinion of the Chairman of the Board of Directors.

- Resolutions in the form of written opinions are passed on the basis of the approval of the majority of members of the Board of Directors with voting rights. This resolution has the same effect and value as if passed at the meeting.

3.4.7. Authorization of other persons to attend meetings of Board of Directors members.

- A member of the Board of Directors may authorize another person to attend the meeting and vote if approved by all members of the Board of Directors.

- The authorization must be made in writing and notified to the Board of Directors in advance for approval before the opening of the meeting.

- The Authorized Person must present a power of attorney and other personal legal documents when attending the Board of Directors meeting.

- Board of Directors meetings must be recorded in minutes by the Corporate Governance Officer and/or the Secretariat and may be audio-recorded, recorded and stored in other electronic forms.

- Minutes of the meeting must include the following main contents:

- + Name, head office address, business registration number;
- + Time and place of meeting;
- + Purpose, agenda and content of the meeting;
- + 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;
- + Issues discussed and voted on at the meeting;
- + Summarize the opinions of each member attending the meeting in the order of the meeting;
- + Voting results clearly stating members who agree, disagree and have no opinion;

+ Issues passed and corresponding percentage of votes passed; + Full name and signature of the chair and the person taking the minutes.

In case the chairman or the minute taker refuses to sign the meeting minutes but if they are signed by all other members of the Board of Directors attending the meeting and contain all the above contents, the minutes shall still be valid.

- The chairman, the minute taker and the signatories of the minutes (if any) shall be responsible for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes.

- Minutes of the Board of Directors' meetings must be prepared in Vietnamese and may be prepared in English. In this case, the minutes prepared 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.

- Minutes of Board of Directors meetings and documents used in the meetings must be kept at the Company's head office for at least 10 years.

3.4.9. Notice of Board of Directors' resolution

- The Secretary is responsible for sending the signed minutes of the Board of Directors meeting to the members via mail or email/fax to the address registered by that member and the minutes are authentic evidence of the work carried out during the meeting.

- Resolution of the Board of Directors on a number of contents requiring mandatory information disclosure. The legal representative and/or the Information Discloser are responsible for disclosing information according to regulations.

3.5. Audit Committee under the Board of Directors.

3.5.1. Rights and obligations of the Audit Committee

The Audit Committee has the following rights and obligations:

- Monitor the integrity of the Company's financial reports and official announcements related to the Company's financial results;

- Review of internal control and risk management systems;

- Review transactions with related parties within the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions requiring approval by the Board of Directors or the General Meeting of Shareholders;

- Direct the Company's internal audit department;

- Propose a list of independent auditing companies, remuneration levels and related terms in the contract with the auditing company for the Board of Directors to approve before submitting to the Annual General Meeting of Shareholders for approval;

- Monitor and evaluate the independence and objectivity of the auditing firm and the effectiveness of the auditing process, especially in cases where the Company uses non-audit services of the auditor;

- Supervise to ensure that the Company complies with legal regulations, requirements of regulatory agencies and other internal regulations of the Company;

- Have the right to access documents related to the Company's operations, discuss with other members of the Board of Directors, the General Director, and the Executive Director to collect information for the Audit Committee's operations;

- Has the right to request representatives of approved auditing organizations to attend and answer questions related to audited financial statements at meetings of the Audit Committee;

- Use legal, accounting or other outside consulting services when necessary;

- Develop and submit to the Board of Directors policies on risk detection and management, propose to the Board of Directors solutions to handle risks arising in the Company's operations;

- Prepare a written report to the Board of Directors when discovering that members of the Board of Directors, the General Director and Executive Directors do not fully perform their responsibilities as prescribed in the Law on Enterprises and the Company Charter;

- Develop the Audit Committee's Operating Regulations and submit them to the Board of Directors for approval;

- Develop and approve the Regulations/Charter of the Internal Audit Department;

- Other rights and obligations are specified in detail in the Operating Regulations of the Audit Committee.

3.5.2. Nomination and candidacy for members of the Audit Committee

3.5.2.1 Term of office of the Audit Committee.

The term of office of the Audit Committee corresponds to the term of office of the Board of Directors. Accordingly, the term of office of a member of the Audit Committee is no more than five (05) years.

3.5.2.2. Number and structure of the Audit Committee

The Audit Committee shall have at least three (03) members. The specific number of members of the Audit Committee shall be decided by the Board of Directors at the first meeting of the Board of Directors' term based on the proposal of the Personnel Committee of the previous term. In which:

- The Chairman of the Audit Committee must be an independent member of the Board of Directors appointed by the Board of Directors;
- ~~Members of the Audit Committee must be non-executive members of the Board of Directors.~~

Audit Committee members may be assigned to one or more specific areas and are responsible for the assigned work. The Chairman of the Audit Committee assigns work to Committee members based on each member's capacity, professional experience and the Committee's work plan.

3.5.2.3 Audit Committee Standards

Members of the Audit Committee must meet the following requirements:

- Audit Committee members must have knowledge of accounting and auditing, have general understanding of the law and operations of the Company, and must not fall into the following cases:
 - + Work in the accounting and finance department of the Company;
 - + Be a member or employee of an auditing organization approved to audit the Company's financial statements in the previous five (05) years.
- The Chairman of the Audit Committee must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration

3.5.2.4. Candidacy, nomination, Audit Committee membership

The Personnel Committee of the Board of Directors of the previous term is responsible for preparing the list of candidates to elect independent members of the Board of Directors for the following term.

After the General Meeting of Shareholders elects members of the Board of Directors for the new term, at the first meeting of the new term, the members of the Board of Directors will elect the Chairman of the Board of Directors. The Chairman of the Board of Directors will, based on the profiles of the Board of Directors' candidates, nominate a list of members of the Audit Committee and nominate one (01) member of the Board of Directors as Chairman of the Audit Committee.

Other board members may nominate themselves for membership in the Audit Committee if they are deemed to meet the qualifications.

The entire Board of Directors shall vote to elect the Chairman of the Audit Committee and the remaining members of the Audit Committee based on the list of candidates prepared in the manner described above.

3.5.3. Audit Committee Activities

The Audit Committee is responsible for activities related to:

- Financial reports;
- Internal audit activities;
- Services provided by independent auditors;
- Internal control, risk management;
- Comply with professional ethics and the law.

Specifically as follows:

3.5.3.1. Financial statements

- Review quarterly, six-monthly and annual financial reports before the Executive Board submits them to the Board of Directors, General Meeting of Shareholders or publicly announces them in accordance with the law; give opinions on the truthfulness, completeness, timeliness and conformity of financial reports with the Accounting Regime, Accounting Standards and current legal regulations;

- Review key accounting and financial reporting issues; the impact of legal and professional regulations on the company's financial statements;

- Discuss and review the results of the financial statement audit with the CFO, Chief Accountant and Independent Auditor;

- Review the management letter of the Independent Auditor; advise the Board of Directors on key findings, recommendations and related implementation plans.

- Monitor internal control systems related to data preparation, accounting reports, financial reports

3.5.3.2. Internal audit

- Management and supervision of internal audit activities are regulated as follows:

- + The General Director and the Audit Committee manage and decide on issues related to the apparatus and personnel, including recruitment, appointment of positions, salaries, bonuses and benefits for the Internal Audit Director and auditors based on consultation with the Audit Committee.

- + The Audit Committee oversees matters relating to the internal audit function, including:

- Internal audit plan;
- Internal audit operating regulations;
- Auditing methods;
- Audit quality and efficiency.

The Audit Committee shall seek the opinion of the General Director on the audit plan and the Internal Audit Regulations before approval. Review the internal audit reports, with emphasis on the relevant recommendations and implementation plans.

- Periodically or on an ad hoc basis, the Audit Committee and the Internal Audit Director shall discuss matters that the Committee or Internal Audit deems necessary.

3.5.3.3. Independent audit

- Propose the selection of an independent auditing company, auditing fees and all related issues for the Board of Directors to submit to the General Meeting of Shareholders for approval;

- Review and monitor the independence and objectivity of the Audit Team Leader and auditors;

- Review the nature and scope of the audit and the approach proposed by the Independent Auditor, including coordination with the Internal Auditor (if any);

- Periodically or suddenly, the Audit Committee and the Independent Auditor discuss issues that the Committee or the Independent Auditor deems necessary (Management letter, difficulties and problems discovered from audit results, ...).

3.3.3.4. Internal control, risk management

- Monitor internal control system, risk management system;

- Review independent audit reports, internal audits to assess internal control systems, risk management (including issues related to financial reporting and information technology), note audit findings, recommendations and feedback from the Board of Directors.

- Monitor the effectiveness of activities, measures (or programs) to prevent fraud, violations of company regulations, charters, professional ethics or violations of the law.

- Discuss with the General Director and/or members of the Executive Board about measures to prevent fraud and violations of professional ethics.

- Review results and reports (periodically or suddenly) on investigations of violations and fraud conducted by the Executive Board; monitor remediation after investigation conclusions.

3.6.1. Other Committees under the Board of Directors

In addition to the Audit Committee, the Board of Directors may establish a Strategy Committee, a Personnel Committee and a Remuneration Committee to support the Board of Directors' activities.

3.6.2. Nominate, run for election, elect, dismiss and remove members of other Committees of the Board of Directors

- Term of office of other Committees under the Board of Directors

The term of office of other Committees of the Board of Directors corresponds to the term of office of the Board of Directors.

- Number and structure of other Committees under the Board of Directors

- + The number and composition of each Committee shall be decided by the Board of Directors at the first meeting of the Board of Directors' term based on the proposal of the Personnel Committee of the previous term and shall be considered from time to time, but each Committee shall have at least three (03) members.

- + Members of the Committee need not be members of the Board of Directors. Each Committee shall have at least 02 (two) members of the Board of Directors and at least one member shall fully meet the conditions of

an independent or non-executive member of the Board of Directors. The Board of Directors shall appoint a member of the Board of Directors in the Committee as Chairman of the Committee.

+ In each Committee, the number of external members must not be greater than the number of members who are members of the Board of Directors and must be decided by the Board of Directors.

- Standards of the Board of Directors Committees.

+ Other stakeholders, especially managers who are not members of the Board of Directors' Committees, may be invited to discuss specific issues, but only as observers and have no right to intervene or decide on the issues discussed.

+ The Chairmen of the Remuneration Committee and the Personnel Committee are selected from among the independent members of the Board of Directors. The Chairmen of a Committee must report to the Chairman of the Board of Directors on the work of the Committee. In addition, the Chairmen of the Committees must be present at the General Meeting of Shareholders to answer questions from shareholders.

+ The Chairman of a Committee must:

- Inform the Board of Directors of all important matters relating to the work of the Committee, at least once every three (03) months.

- Submit to the Board of Directors all data requested by the Board of Directors without delay.

- Take necessary management measures to ensure that the Commission performs its duties effectively.

+ Members of the Human Resources Committee are required to have a firm grasp of the basic principles of business ethics, management, Enterprise Law, Labor Law and other relevant regulations.

+ Members of the Remuneration Committee must be of integrity and have a firm grasp of basic principles of economics, finance and labor law.

+ Members of the Strategy Committee must have experience in the Company's fields of operation. The Board of Directors will consider selecting members with good capacity in professional fields and financial knowledge to participate in this Committee.

The election and candidacy of members of other committees of the Board of Directors is carried out in the same way as the election and candidacy of members of the Audit Committee.

3.7. Selection, appointment and dismissal of the Corporate Governance Officer

3.7.1. Standards of the Person in Charge of Corporate Governance

3.7.1.1 Standards for the Corporate Governance Officer

- The Corporate Governance Officer must be knowledgeable about the law. Have a firm grasp of legal regulations related to the Company and the stock market, with priority given to those who have graduated from a law university (full-time program) at domestic and foreign training institutions;

- Have university degree or higher;

- High responsibility, good communication, specifically negotiation and consensus building skills;

- Organizational and analytical skills, specifically detecting remote signals and providing early warnings to the Management Board; having good intuition and sensitivity to the thoughts and behaviors of the General Director and members of the Board of Directors

- Meticulous, attentive to detail, flexible and creative;

- Trained in management;

- Be a person of personal prestige and integrity.

3.7.1.2 Requirements and conditions for the Corporate Governance Officer:

- Independence: The Corporate Governance Officer must not concurrently work for the auditing firm currently auditing the Company.

- The Corporate Governance Officer must not be an immediate family member of a member of the Corporate Manager.

- The Corporate Governance Officer must attend corporate governance training courses at training institutions recognized by the State Securities Commission.

3.7.1.3. Duties of the Corporate Governance Officer.

The Corporate Governance Officer is obliged to perform and fully comply with the duties of a Manager.

The Corporate Governance Officer is responsible for keeping the Company's information confidential in accordance with the law and must continue to keep it confidential for the next five (05) years from the time he/she no longer holds the position of Corporate Governance Officer.

3.7.2. Appointment of the Corporate Governance Officer

- The Corporate Governance Officer can be a full-time employee or concurrently hold the position of Company Secretary. The number of Corporate Governance Officers is decided by the Board of Directors.

- The Board of Directors shall issue a decision to appoint the Corporate Governance Officer. The term of office of the Corporate Governance Officer (Company Secretary) shall be 05 years or another term as decided by the Board of Directors from time to time.

- Information about the candidate for the appointment of the Corporate Governance Officer: information about the candidate may include but is not limited to: a summary of the educational background, work history, relationships with members of the Company, the number of shares of the Company currently held, confirmation of no criminal record... and is supplemented by a personal letter of introduction and interviews with members of the Board of Directors, especially the Chairman of the Board of Directors.

- ~~Contract with the Corporate Governance Officer:~~ In addition, the Board of Directors is responsible for determining the terms of the employment contract, remuneration issues and termination procedures. The Chairman of the Board of Directors, in consultation with the Personnel Committee and the Remuneration Committee, will draft the contract to be signed with the Corporate Governance Officer on behalf of the Company.

3.7.3. Cases of dismissal of the Corporate Governance Officer

The Board of Directors may remove the Corporate Governance Officer at any time, but not in violation of current labor laws.

3.7.4. Notice of appointment and dismissal of the Corporate Governance Officer

The Board of Directors shall notify the General Director and Executive Directors of the appointment and dismissal of the Corporate Governance Officer.

3.7.5. Rights and obligations of the Corporate Governance Officer

The Corporate Governance Officer has the following rights and obligations:

- Advise the Board of Directors on organizing the General Meeting of Shareholders according to regulations and related work between the Company and shareholders;
- Prepare Board of Directors meetings and Shareholders' Meetings as required by the Board of Directors;
- Advice on meeting procedures;
- Attend meetings;
- Consulting on procedures for making decisions of the Board of Directors in accordance with legal regulations;
- Provide financial information, copies of Board of Directors meeting minutes and other information to Board of Directors members;
- Monitor and report to the Board of Directors on the Company's information disclosure activities;
- Act as a liaison with stakeholders (communication with and between the Board of Directors, CEO and Shareholders)
- Keep information confidential according to the provisions of law and the Company Charter;
- Periodically review and provide advice to the Board of Directors and the Chairman of the Board of Directors to ensure that the framework, regulations and procedures comply with legal regulations and governance practices;
- Assist the Board of Directors in evaluating the performance of the Board of Directors, Committees and Board members;
- Record and propose necessary training courses for Board members;

Article 4. Director/General Director

4.1. Roles, responsibilities, rights and obligations of the Director

- The Director is the person who runs the daily business operations of the Company; is subject to the supervision and direction of the Board of Directors; is responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations.

- The Director must manage the Company's daily business in accordance with the provisions of law, the Company's Charter, the Company's operating regulations, the labor contract signed with the Company and the Resolutions and decisions of the Board of Directors. In case of management contrary to the provisions of this clause causing damage to the Company, the Director must be responsible before the law and must compensate the Company for the damage.

- For the Board of Directors, the Director and other members of the management apparatus are the executive bodies, operating the Company's activities, ensuring that the Company's activities take place normally and effectively.

- The Director has the right to decide on measures beyond his authority in emergency situations such as natural disasters, enemy attacks, fires, unexpected incidents or an incident within the scope of the Crisis Management Policy... but must report in writing to the Board of Directors as soon as possible and be responsible to the Board of Directors and the nearest Board of Directors for such decisions.

- The Director has the right to refuse to execute and reserve his opinions on the decisions of the Board of Directors if he considers that such decisions are illegal or harmful to the interests of Shareholders. In this case, the Director must immediately report in writing to the Board of Directors and the Audit Committee.

- Before performing tasks requiring the approval of the Board of Directors as prescribed in Article 27 of the Charter, the Director must submit a submission to the Board of Directors at least seven (07) days before the date the Board of Directors makes a decision or a shorter period if agreed by all members of the Board of Directors.

4.2. Appoint, dismiss, sign contract, terminate contract with Director;

4.2.1. Term of office, qualifications and conditions of the Director

Director's term: The Director's term shall not exceed 05 years and he/she may be reappointed for an unlimited number of terms.

Standards and conditions of the Director: The Director must meet the conditions and standards prescribed by law, specifically:

- Not belonging to the subjects not entitled to establish and manage enterprises in Vietnam according to the provisions of the Law on Enterprises;

- Have professional qualifications and experience in the Company's business fields and industries. In addition to the above conditions and standards, the Director must also meet the following standards and conditions:

- Have practical experience in business administration in the Company's main business lines (priority given to individuals who own many shares of the Company);

- Have university degree or higher;

- Have full civil capacity and not be prohibited from managing an enterprise

4.2.2. Nomination, dismissal, removal of General Director

Nomination of General Director: The Board of Directors nominates the appointment of the General Director, clearly stating its opinion on the nominee.

Dismissal, removal of Director:

- The Board of Directors may meet to vote to approve the dismissal of the General Director and appoint a new General Director to replace him.

- The Director may be dismissed by the Board of Directors in the following cases:

+ Due to work needs, personnel transfers and rotations of the Company;

+ Due to health not being able to continue working;

+ End of labor contract;

+ Retired and no need to renew/renew contract.

- The Director may be dismissed by the Board of Directors in the following cases:

+ Failure to complete tasks or violation of the Company's Charter, rules and regulations

+ Violating the law to the extent of being prosecuted or forced to terminate the labor contract.

- Dismissal and removal will be expressed in a written resolution of the Board of Directors with at least 2/3 of the Board members voting in favor.

4.2.3. Appoint and sign labor contract with Director

4.2.3.1 Appointment

- The Board of Directors appoints the Director according to the proposed document.

- The appointment will be expressed in a written resolution of the Board of Directors.

4.2.3.2 Signing of labor contract Director

- The Chairman of the Board of Directors will sign the Director's employment contract on behalf of the Board of Directors.

– Remuneration, salary, benefits and other terms will be decided by the Board of Directors and stated in the employment contract for the director.

4.2.4. Termination of employment contract with Director

The Company shall terminate the employment contract with the Director after the Board of Directors issues a resolution to dismiss or remove the Director. The termination of the employment contract with the Director must ensure compliance with the provisions of law, the Charter, this Regulation and other regulations of the Company.

4.2.5. Notice of appointment, dismissal, contract signing, contract termination for Director

The announcement of appointment, dismissal, signing of contract, and termination of contract for the Director will be carried out in accordance with the provisions of law on information disclosure.

4.2.6. Salary and other benefits of the Director

– The General Director is paid salary and bonus. The salary, bonus, allowances and other benefits of the General Director are decided by the Board of Directors.

– The Director's salary 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 at the annual general meeting of shareholders.

Article 5. Other activities

5.1. Coordination of activities between the Board of Directors and the Director

5.1.1. Procedures and order of convening, notice of meeting invitation, notice of meeting results between the Board of Directors and the Director

The Director is also a member of the Board of Directors. The procedures and order of meeting invitations have been mentioned in the Board of Directors meeting convening section. The content of the meeting between the Board of Directors and the Director is integrated in the Board of Directors meeting agenda.

5.1.2. Notification of Resolutions and decisions of the Board of Directors to the Director:

Resolutions and decisions of the Board of Directors must be notified by the Chairman of the Board of Directors or the Person in Charge of Corporate Governance to the Director for the Director to monitor and organize implementation.

5.1.3 Cases in which the Director and the Audit Committee request to convene a meeting of the Board of Directors and issues requiring the Board of Directors' opinion

- Conflict of rights and obligations between the Board of Directors and the Director;
- Crisis whose handling exceeds the Director's authority;
- Transactions in which the Director is a related party;
- Significant issues arising during the implementation of the Board of Directors' Resolutions;
- Contents beyond the authority authorized by the Board of Directors to the General Director.

5.1.4 Director's report to the Board of Directors on the performance of assigned duties and powers

- The contents of the Director's Report to the Board of Directors on the performance of assigned tasks and powers are always integrated into one item in the Board of Directors' meeting agenda.

- Report contents include:

- + The Company's overall performance, especially in comparison with competitors;
- + Implementation of the Company's business strategy;
- + The Company's marketing and business targets;
- + The Company's financial results;
- + Compliance of the Management Board with laws and internal procedures related to Corporate Governance, risk management and internal control, as well as business ethics issues;
- + Management performance, at both group and individual levels.

5.1.5. Review the implementation of resolutions and other matters authorized by the Board of Directors to the Director

The contents of monitoring the implementation of resolutions and other issues authorized by the Board of Directors to the General Director are always integrated into one item in the Board of Directors' meeting agenda.

5.1.6 Issues that the director must report, provide information and how to notify the Board of Directors

The Director will provide information in an appropriate manner when

- Board members are required to provide information and documents on the financial situation and business activities of the company and its units in accordance with the provisions of law.

- The Chairman of the Committee under the Board of Directors requests in writing or by email for the contents that the Committee has approved that the General Director must provide. In this case, the Director must report in writing.

5.1.7. Coordinate control, operation and supervision activities between members of the Board of Directors and the Director according to the specific tasks of the above members.

- Board members coordinate the activities of controlling, operating and supervising the Director according to the operating regulations of the specialized Committees.

- Board members can discuss right at Board meetings and Committee meetings.

- Board members may coordinate with Executive Directors after consulting with the Director on topics, timing and other contents.

- For matters that the Board of Directors must approve upon the Director's proposal, the Board of Directors must respond within 7 days or another period agreed upon by the parties.

- Decisions to temporarily suspend the decisions of the Director and Chairman of the Board of Directors must be made in writing and sent by registered mail or delivered in person, witnessed by the Person in Charge of Administration/Company Secretary.

- In urgent cases, for purposes related to their duties, members of the Board of Directors have the right to request the Director and other Managers in the Company to provide information about the Company's operations, but must have the consent of the Chairman of the Board of Directors. The request must be made in writing and sent to the Director at least 24 hours in advance.

- The Board of Directors is responsible for responding to the following contents: recommendations on the Charter; Corporate Governance Regulations; organizational structure and number of Managers within 15 days.

- The Board of Directors must respond in writing within 7 days to the approval of transactions with Related Persons or Significant Transactions.

- In case the Board of Directors' meeting invites members of the Management Board or any management level, the Board of Directors is responsible for sending the meeting invitation and preparation content (if any) at least 7 days in advance (through the Secretary).

- For information and documents on management, business operations and business situation reports, financial reports, written requests from the Committees must be sent to the Company at least 48 hours in advance.

- For the use of external independent consultants, the Audit Committee must inform about the scope, value and other material contents within 48 hours from the time of establishing such service.

5.2. Regulations on annual assessment of rewards and disciplinary actions for members of the Board of Directors, the Director and the Executive Board.

5.2.1 Board of Directors

- The Board of Directors conducts the Board of Directors' evaluation in combination with the evaluation of the Committees' activities and the evaluation of each Board member. The evaluation is conducted once a year.

- Evaluation of the performance of the Board of Directors and Committees: Evaluation criteria: Behavior and performance, and demonstrated through the following aspects:

+ Revenue, profit and other non-financial indicators;

+ Ratio of independent, non-executive and executive members of the Board of Directors in the composition of the Board of Directors;

+ Number of meetings of the Board of Directors, of the Committees and the contents proposed in each meeting;

+ Number of cases of conflicts of interest that occurred;

+ Compliance with information security regulations

+ The Board of Directors participates in management training programs;

+ Develop remuneration policy for the Board of Directors;

+ New policies are developed and issued.

- Assessment form: Using a number of questions selected from the International Finance Corporation ("IFC") Board of Directors Assessment Guide with a 5-level assessment scale. The assessment criteria have

added 04 aspects according to IFC practices as follows: (1) Self-leadership and performance; (2) Combination of knowledge, experience, and diverse characteristics of members of the Board of Directors; (3) Dynamism; and (4) Operational processes.

- The assessment is carried out by holding a special meeting of the Board of Directors to assess the work of the Board of Directors or taking time out of a regular meeting to conduct the assessment. The assessment records will be stored at the Company under the confidential information storage regime.

- The evaluation of the performance of Board of Directors members is carried out through:

- + Self-assessment by the Board of Directors members themselves;

- + Mutual confidential assessment between Board members with the coordination of a third party. The third party can be a legal advisor or a professional consultant decided at each time.

- Based on the results of the periodic assessment of the Board of Directors and its members as prescribed in this Article, training and education programs will be organized or provided to develop the knowledge and skills of the Board of Directors members. These training programs will provide the Board of Directors members with the following contents:

- + New skills and improved professionalism, as well as greater awareness of related issues;

- + Raise awareness of ethical issues and the fundamental values of effective corporate governance;

- + Relevant courses to help Board members fulfill their duties and responsibilities

- Members of the Board of Directors will endeavor to participate in corporate governance training courses at training institutions recognized by the State Securities Commission and other reputable organizations.

5.2.2. Director and Executive Board

- The Board of Directors establishes standards and evaluates performance for all subjects including Directors and executives.

- Performance evaluation criteria must harmonize the interests of the Management Board's personnel with the long-term interests of the Company and shareholders. The financial and non-financial indicators used in the evaluation are carefully considered and decided by the Board of Directors at each time. In particular, non-financial indicators can be classified by areas such as stakeholders, operating processes and efficiency, internal growth and knowledge management.

- The Board of Directors evaluates the Director and the Executive Board based on the following criteria:

- + Implement production and business operation goals;

- + General duties of Senior Management and competencies;

- + Competence and skills of Senior Management Staff;

In addition, the Board of Directors may authorize the Director to conduct an assessment of the Executive Board.

- The criteria for production and business performance goals are evaluated through the results of implementing (i) the Company's general goals and (ii) the quality goals of the responsible departments and divisions according to the balanced scorecard (BSC) model. Financial, customer, process and learning and development goals are all allocated appropriate contribution rates for each position.

- The general criteria for duties of senior managers are implemented according to the provisions of the Charter and the Company's Governance Regulations, including:

- + Responsibility "Careful";

- + Responsibility "Honesty and avoiding conflicts of interest";

- + Responsibility for "Information Security";

- + Duty of "Care and Loyalty".

This assessment is carried out in two (02) stages: individual self-assessment and direct management assessment. For Directors, the Board of Directors assesses

- The capacity and skills of senior managers are assessed on the following aspects:

- + Leadership quality and management quality;

- + Personal quality;

- + Knowledge and skills;

- + Relationship with members of the Executive Board;

- + Relationship with employees

- + Relationship with the community.

5.2.2. Rewards

- The Board of Directors assigns specialized departments to develop a reward system. Rewards are implemented based on the results of performance evaluation of this Regulation.

- Reward form:

+ In cash;

+ By other non-material forms.

- For members of the Board of Directors: The Board of Directors decides within the scope of remuneration, bonuses and other benefits approved by the General Meeting of Shareholders.

- For executives, the bonus fund is drawn from the Welfare Bonus Fund, the Company's salary fund and other legal sources, or will be included in pre-tax expenses according to relevant legal regulations. Bonus level: based on the actual situation of each year.

5.2.3. Discipline

- The Board of Directors is responsible for establishing a disciplinary system based on the nature and severity of the violation. Discipline must have the highest form of dismissal or removal from office.

- Members of the Board of Directors and Directors who fail to fulfill their duties with honesty, diligence, prudence and full responsibility will be personally responsible for the damages they cause.

- Members of the Board of Directors and the Director, when performing their duties, who violate the law or the Company's regulations, will be subject to disciplinary action, administrative sanctions or criminal prosecution, depending on the severity of the violation, in accordance with the disciplinary system and the law. In case of causing damage to the interests of the Company, shareholders or others, compensation will be required in accordance with the law.

Article 6. Entry into force

The internal regulations on corporate governance of the Joint Stock Company include 06 articles and take effect from date 24 month 06 year 2025.

**On behalf of the Board of
Directors , Chairman**

(Sign, print full name and stamp)



TRAN QUANG DUC