



AGIMEXPHARM PHARMACEUTICAL JOINT STOCK COMPANY

No. 27 Nguyen Thai Hoc St., Long Xuyen Ward, An Giang Province

Tel: 0296 3856960 Fax: 0296 3857301

Website: www.agimexpharm.com

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

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TABLE OF CONTENTS

CHAPTER 1	1
GENERAL PROVISIONS	1
Article 1. Scope of regulation and applicable subjects	1
CHAPTER 2	1
GENERAL MEETING OF SHAREHOLDERS.....	1
Section 1. Roles, rights, and obligations of the General Meeting of Shareholders	1
Section 2. Procedures for holding the General Meeting of Shareholders to adopt resolutions by voting at the meeting.....	2
Article 2. Authority to convene the General Meeting of Shareholders	2
Article 3. Preparation of the list of shareholders entitled to attend the meeting.....	2
Article 4. Notice of finalizing the list of shareholders entitled to attend the General Meeting of Shareholders.....	2
Article 5. Notice of convening the General Meeting of Shareholders.....	3
Article 6. Agenda and contents of the General Meeting of Shareholders.....	3
Article 7. Authorization for representatives to attend the General Meeting of Shareholders.....	3
Article 8. Methods of registration for attending the General Meeting of Shareholders	4
Article 9. Conditions for conducting the Meeting	5
Article 10. Forms of approving resolutions of the General Meeting of Shareholders.....	5
Article 11. Voting methods.....	5
Article 12. Vote counting method.....	7
Article 13. Conditions for the approval of Resolutions of the General Meeting of Shareholders...	7
Article 14. Announcement of Voting Results	8
Article 15. Procedures for objecting to a Resolution of the General Meeting of Shareholders.....	8
Article 16. Preparation of the Minutes of the General Meeting of Shareholders	9
Article 17. Disclosure of the Resolution of the General Meeting of Shareholders	10
Section 3. Procedures for the General Meeting of Shareholders to approve resolutions by way of written consultation	10
Article 18. Cases where written consultation is permitted or not permitted.....	10
Article 19. Order and procedures for holding the General Meeting of Shareholders to approve resolutions by way of written consultation	11
Section 4. Order and procedures for holding the General Meeting of Shareholders to approve resolutions via online conference	11
Article 20. Notice of convocation of the Online General Meeting of Shareholders.....	11
Article 21. Method of registration for attending the Online General Meeting of Shareholders	11
Article 22. Authorization of a representative to attend the Online General Meeting of Shareholders.....	11
Article 23. Conditions for holding the Meeting.....	12

Article 24. Forms of adopting resolutions of the General Meeting of Shareholders via online meetings	12
Article 25. Online voting method	13
Article 26. Online vote counting procedure	14
Article 27. Announcement of vote counting results	14
Article 28. Preparation of the Minutes of the General Meeting of Shareholders	14
Article 29. Disclosure of Resolution of the General Meeting of Shareholders	14
Section 5. Order and procedures for holding the General Meeting of Shareholders to pass resolutions in the form of a Physical Meeting combined with Online Participation	15
Article 30. Notice of convening the General Meeting of Shareholders	15
Article 31. Registration procedures for attending the General Meeting of Shareholders	15
Article 32. Authorization for a representative to attend the General Meeting of Shareholders	15
Article 33. Conditions for proceeding	16
Article 34. Forms of approving Resolutions of the General Meeting of Shareholders	16
Article 35. Voting method	16
Article 36. Vote counting method	16
Article 37. Announcement of vote counting results	17
Article 38. Preparation of the Minutes of the General Meeting of Shareholders	17
Article 39. Announcement of the Resolution of the General Meeting of Shareholders	17
CHAPTER 3	17
THE BOARD OF DIRECTORS	17
Section 1. General provisions	17
Article 40. Roles, rights and obligations of the Board of Directors, responsibilities of members of the Board of Directors	17
Section 2. Nomination, Election, Dismissal, and Removal of members of the Board of Directors	18
Article 41. Term and number of members of the Board of Directors	18
Article 42. Structure, standards and conditions of members of the Board of Directors	18
Article 43. Nomination and candidacy for members of the Board of Directors	19
Article 44. Method of electing members of the Board of Directors	19
Article 45. Cases of dismissal, removal, and supplementation of members of the Board of Directors	20
Article 46. Notification of election, dismissal and removal of members of the Board of Directors	20
Article 47. Method of introducing candidates for the Board of Directors	20
Article 48. Election, removal, and dismissal of the Chairperson of the Board of Directors	20
Section 3. Remuneration and other benefits of members of the Board of Directors	22
Article 49. Remuneration and other benefits of members of the Board of Directors	22
Section 4. Regulations on the order and procedures for organizing meetings of the Board of Directors	22

Article 50. Minimum number of meetings per month/quarter/year	22
Article 51. Cases requiring the convening of extraordinary meetings of the Board of Directors ..	22
Article 52. Notice of meeting of the Board of Directors	23
Article 53. Right of Supervisors to attend meetings of the Board of Directors	23
Article 54. Conditions for holding Board of Directors Meetings	23
Article 55. Voting procedures	23
Article 56. Manner for adopting Resolutions of the Board of Directors	24
Article 57. Authorization of attendance at meetings of the Board of Directors	25
Article 58. Minutes of meetings of the Board of Directors	25
Article 59. In case the Chairperson and/or the Secretary refuse to sign the minutes of the Board of Directors' meeting.....	25
Article 60. Notification of Resolutions and Decisions of the Board of Directors	25
Section 5. Committees under the Board of Directors (if any)	26
Article 61. Committees under the Board of Directors (if any)	26
Section 6. Selection, appointment, and dismissal of the Person in charge of Corporate Governance	26
Article 62. Standards of the Person in charge of Corporate Governance	26
Article 63. Appointment of the Person in charge of Corporate Governance	26
Article 64. Cases of dismissal of the Person in charge of Corporate Governance	26
Article 65. Notification of appointment and dismissal of the Person in charge of Corporate Governance	27
Article 66. Rights and obligations of the Person in charge of Corporate Governance	27
CHAPTER 4	27
BOARD OF SUPERVISORS.....	27
Section 1. General provisions.....	27
Article 67. Role, rights and obligations of the Board of Supervisors, responsibilities of Supervisors.....	27
Section 2. Term, number, composition, and structure of Supervisors.....	28
Article 68. Term, number, composition, and structure of Supervisors	28
Article 69. Standards and conditions for Supervisors.....	28
Article 70. Nomination and candidacy of Supervisors	29
Article 71. Method of electing Supervisors	29
Article 72. Cases of dismissal and removal of Supervisors	29
Article 73. Notice of election, dismissal, and removal of Supervisors	29
Article 74. Salary and other benefits of Supervisors	29
CHAPTER 5	30
GENERAL DIRECTOR	30
Article 75. Roles, responsibilities, rights, and obligations of the General Director	30
Article 76. Appointment, dismissal, employment contract, and termination of employment contract with the General Director.....	31

CHAPTER 6	32
OTHER ACTIVITIES.....	32
Section 1. Coordination of activities between the Board of Directors, the Board of Supervisors, and the General Director	32
Article 77. Procedures for convening, notifying, recording minutes, and informing meeting results between the Board of Directors, the Board of Supervisors, and the General Director	32
Article 78. Notification of Resolutions and Decisions of the Board of Directors to the Board of Supervisors and the General Director	32
Article 79. Cases in which the General Director and the Board of Supervisors request the convocation of the Board of Directors and matters requiring the Board’s opinion.....	33
Article 80. Reports of the General Director to the Board of Directors on the performance of assigned duties and powers	33
Article 81. Review of the implementation of Resolutions and other delegated matters of the Board of Directors with respect to the General Director	33
Article 82. Matters to be reported, information to be provided by the General Director, and method of notification to the Board of Directors and the Board of Supervisors	33
Article 83. Coordination of control, management, and supervision among Members of the Board of Directors, Supervisors, and the General Director in accordance with their specific duties	34
Article 84. Other coordination	36
Section 2. Regulations on the annual evaluation of rewards and discipline for members of the Board of Directors, Supervisors, the General Director, and other Executives	36
Article 85. Performance evaluation of members of the Board of Directors, Supervisors, the General Director, and Executives	36
Article 86. Rewards.....	37
Article 87. Violations and disciplinary actions	37
CHAPTER 7	37
EFFECTIVENESS.....	37

An Giang, March 27, 2026

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amending and supplementing documents;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amending and supplementing documents;

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, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding certain regulations on corporate governance applicable to public companies under 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 Agimexpharm Pharmaceutical Joint Stock Company;

Pursuant to Resolution No. 01 of the General Meeting of Shareholders dated March 27, 2026;

The Board of Directors hereby promulgates the Internal Regulations on Corporate Governance of Agimexpharm Pharmaceutical Joint Stock Company.

The Internal Regulations on Corporate Governance of Agimexpharm Pharmaceutical Joint Stock Company shall include the following contents:

CHAPTER 1

GENERAL PROVISIONS

Article 1. Scope of regulation and applicable subjects

1. Scope of regulation:

These Internal regulations on corporate governance provide for the following matters:

- Roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director;
- Order and procedures for convening the General Meeting of Shareholders;
- Nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, Board of Supervisors, General Director, and other activities in accordance with the Company Charter and other applicable laws.

2. Applicable subjects: These Regulations shall apply to members of the Board of Directors, the Board of Supervisors, the General Director, and relevant persons.

CHAPTER 2

GENERAL MEETING OF SHAREHOLDERS

Section 1. Roles, rights, and obligations of the General Meeting of Shareholders

Roles, rights, and obligations of the General Meeting of Shareholders are stipulated in Article 138 of the Law on Enterprises No. 59/2020/QH14 and Article 14 of the Company's Charter.

Section 2. Procedures for holding the General Meeting of Shareholders to adopt resolutions by voting at the meeting

Article 2. Authority to convene the General Meeting of Shareholders

1. *Authority to convene the Annual General Meeting of Shareholders:* After receiving the audited financial statements, the Board of Directors shall decide to convene the Annual General Meeting of Shareholders and agree on the contents and agenda of the meeting. The Annual General Meeting of Shareholders shall be held once (01) a year within four (04) months from the end of the fiscal year. The Board of Directors may extend the time for holding the Annual General Meeting of Shareholders when necessary, but the extension shall not exceed six (06) months from the end of the fiscal year.
2. *Authority to convene the Extraordinary General Meeting of Shareholders:*
 - a. The Board of Directors must convene an Extraordinary General Meeting of Shareholders within 30 days from the date the number of members of the Board of Directors or the Board of Supervisors falls below the minimum required under Clause 1, Article 154, Clause 1, Article 168 of the Law on Enterprises, and Point c, Clause 3, Article 13 of the Charter, or upon receiving a request as specified in Points d and e, Clause 3, Article 13 of the Company's Charter;
 - b. If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a of this Clause, then within the following thirty (30) days, the Board of Supervisors shall convene the General Meeting of Shareholders in place of the Board of Directors in accordance with Clause 3, Article 140 of the Law on Enterprises;
 - c. If the Board of Supervisors fails to convene the General Meeting of Shareholders as specified in Point b of this Clause, then the shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises shall have the right to represent the Company in convening the General Meeting of Shareholders as prescribed by the Law on Enterprises.

In such case, the shareholder or group of shareholders convening the meeting may request the Business Registration Authority to supervise the procedures for convening, organizing the meeting, and making resolutions of the General Meeting of Shareholders. All expenses for convening and organizing the meeting shall be reimbursed by the Company. These expenses do not include personal costs incurred by shareholders attending the meeting, including travel and accommodation.
 - d. Procedures for holding the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

Article 3. Preparation of the list of shareholders entitled to attend the meeting

The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the company's shareholder register. This list must be made no more than ten (10) days prior to the date of sending the invitations to attend the General Meeting of Shareholders.

The list of shareholders entitled to attend the General Meeting of Shareholders must include full name, contact address, nationality, and identification number for individual shareholders; name, enterprise code or legal document number, and head office address for institutional shareholders; and the number and types of shares held.

Article 4. Notice of finalizing the list of shareholders entitled to attend the General Meeting of Shareholders

1. The company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date.
2. The company must announce the record date for exercising the right to attend the General Meeting of Shareholders to the State Securities Commission, the Stock Exchange, and on the

Company's website in accordance with the provisions of the Law on Securities and the Company's Regulations.

Article 5. Notice of convening the General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders must send a meeting invitation to all shareholders on the list of those entitled to attend the meeting no later than 21 days prior to the opening date, unless a longer period is provided in the Company's Charter. The invitation must include the company's name, head office address, enterprise registration number; the shareholder's name and contact address; the meeting's time and location; and other requirements applicable to attendees.
2. The invitation notice shall be sent by a method that ensures it reaches the shareholder's contact address and must be published on the company's website. If deemed necessary, the company may also publish the notice in a central or local daily newspaper in accordance with its Charter.
3. The invitation notice must be accompanied by the following documents:
 - a. Meeting agenda, documents to be used at the meeting, and draft resolutions for each item on the agenda;
 - b. Voting ballot/ election ballot.
4. If the company has a website, the delivery of meeting documents as stipulated in Clause 3 of this Article may be replaced by posting them on the company's website. In such case, the invitation notice must clearly specify the location and method for accessing and downloading the documents.

Article 6. Agenda and contents of the General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders must prepare the agenda and contents of the meeting.
2. A shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises and Clause 3, Article 11 of the Company's Charter has the right to propose matters to be included in the meeting agenda. The proposal must be made in writing and submitted to the Company no later than three (03) working days prior to the opening date of the General Meeting. The proposal must clearly state the name of the shareholder, the number and class of shares held, and the matters proposed for inclusion in the agenda.
3. If the person convening the General Meeting of Shareholders refuses the proposal specified in Clause 2 of this Article, a written response must be provided no later than two (02) working days before the opening of the meeting, stating the reason for refusal. The proposal may only be rejected in the following cases:
 - a. The proposal was not submitted in accordance with Clause 2 of this Article;
 - b. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholder;
 - c. Other cases as prescribed in the Company's Charter.
4. The person convening the General Meeting of Shareholders must accept and include the proposal mentioned in Clause 2 of this Article in the draft agenda and meeting contents, except for the cases specified in Clause 3 of this Article. The proposal shall be officially added to the agenda and contents of the meeting if it is approved by the General Meeting of Shareholders.

Article 7. Authorization for representatives to attend the General Meeting of Shareholders

1. A shareholder or an authorized representative of an institutional shareholder may directly attend the meeting or authorize one or more individuals or organizations to attend the meeting on their behalf or participate by other methods as stipulated in the Company's Charter.

The number of authorized representatives is limited as follows:

- Individual shareholders: may authorize up to 01 person.
- Organizational shareholders holding:
 - + From 1% to under 5% of total voting shares: up to 01 person.
 - + From 5% to under 10% of total voting shares: up to 02 persons.
 - + From 10% or more of total voting shares: up to 03 persons.

2. The authorization of an individual or organization to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The written authorization must comply with civil law regulations and must clearly state: the name of the authorizing shareholder; the name of the authorized individual or organization; the number of shares authorized; the contents, scope, and duration of the authorization; and the signatures of both the authorizing and authorized party.

In case of authorization to multiple persons, the shareholder must clearly specify the number of shares and corresponding voting rights for each authorized person. If not specified, the number of voting shares shall be equally divided among the authorized persons.

3. The authorized person attending the General Meeting of Shareholders must submit the written authorization upon registration for the meeting. In the case of sub-authorization, the attendee must also present the original authorization from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).
4. The voting ballot cast by the authorized person within the scope of authorization shall remain valid in the following cases:
 - a. The authorizing party has died, become legally incapacitated, or lost civil act capacity;
 - b. The authorizing party has revoked the authorization;
 - c. The authorizing party has withdrawn the authority granted to the authorized person.

This provision shall not apply if the Company has received notification of any of the above events prior to the commencement of the General Meeting of Shareholders or before the reconvening of the meeting.

Article 8. Methods of registration for attending the General Meeting of Shareholders

1. Methods for registering to attend the General Meeting of Shareholders before the opening date:
 - a. The methods for registering attendance at the General Meeting of Shareholders shall be clearly stated in the Notice of the Meeting, including contacting the Company or sending the Registration Form for Attendance and/or the Letter of Authorization (attached to the Notice of the Meeting sent to shareholders) to the Company.
 - b. Depending on actual circumstances, the Company shall select and notify shareholders of the appropriate method of registration for attending the General Meeting of Shareholders, including:
 - Attending and voting/electing directly at the meeting;
 - Authorizing a representative to attend and vote/elect at the meeting in accordance with Clause 2 of this Article; (In case more than one representative is authorized, the number of shares and the corresponding number of votes delegated to each representative must be clearly specified);
 - Attending and voting/electing via online conferencing, electronic voting, or other electronic means;

- Sending voting/election ballots to the meeting via mail, fax, or email;
 - Other forms of registration to attend the General Meeting of Shareholders that are in compliance with the law.
- c. The Company shall make every effort to apply modern information technology to enable shareholders to participate and express their opinions at the General Meeting of Shareholders in the most effective manner. This includes providing guidance for shareholders to vote via online meetings, electronic voting, or other electronic forms in accordance with Article 144 of the Law on Enterprises and the Company's Charter.
2. Methods of registration for attending the General Meeting of Shareholders and verification of delegate status on the meeting date.

Before the opening of the meeting, the Company must carry out the shareholder registration procedures and continue registering until all eligible shareholders present have completed the registration process, as follows:

- a. Upon registration, the Company shall provide each shareholder or duly authorized representative with a voting card/ballot/election slip, indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes/election ballots corresponding to that shareholder's ownership.
- b. Shareholders, authorized representatives of institutional shareholders, or individuals holding a Letter of Authorization who arrive after the meeting has started are still entitled to register immediately and may participate and vote/elect at the meeting from the moment of registration. The Chairperson of the meeting is not required to pause the meeting for late registrants, and the validity of resolutions or voting results passed prior to their registration shall remain unchanged.

Article 9. Conditions for conducting the Meeting

- 1. The General Meeting of Shareholders may be conducted when the attending shareholders represent more than 50% of the total voting shares.
- 2. In case the first meeting does not satisfy the conditions specified in Clause 1 of this Article, a notice of the second meeting must be sent within thirty (30) days from the intended date of the first meeting. The second General Meeting of Shareholders may be conducted when the attending shareholders represent at least 33% of the total voting shares.
- 3. In case the second meeting does not satisfy the conditions specified in Clause 2 of this Article, a notice of the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders may be conducted regardless of the total voting shares represented by the attending shareholders.
- 4. Only the General Meeting of Shareholders has the authority to decide on any changes to the agenda that was sent together with the meeting invitation.

Article 10. Forms of approving resolutions of the General Meeting of Shareholders

The General Meeting of Shareholders shall approve resolutions within its authority by voting at the meeting, collecting written opinions, or by other forms as prescribed by prevailing laws and the Company's Charter.

Article 11. Voting methods

- 1. Voting on Resolutions
 - a. General principles

- The General Meeting of Shareholders shall discuss and vote on each matter in the meeting agenda. Voting shall be conducted by raising voting cards, direct ballot voting, electronic voting, or other electronic forms.
- Delegates shall cast their votes to express approval, disapproval, or no opinion on a matter put to vote at the General Meeting by either raising their Voting Card or selecting the corresponding option on the Ballot Paper.

b. Forms of Voting on Resolutions

- Voting by raising voting cards: When voting by raising Voting Cards, the front side of the card must be raised and directed toward the Presidium. In cases where a delegate does not raise the Voting Card in all three rounds of voting (Approval, Disapproval, or No opinion) on a particular matter, it shall be deemed that the delegate has voted in approval of that matter. If a delegate raises the Voting Card more than once during the voting on a single matter (Approval, Disapproval, or No opinion), the vote shall be considered invalid. Under this voting method, members of the Delegate Qualification Verification Committee/Vote Counting Committee shall record the delegate code and the corresponding number of votes marked as Approval, Disapproval, No opinion, or Invalid for each shareholder.
- Voting by ballot paper: When voting by filling in a ballot paper, for each agenda item, the delegate shall select one of the three options printed on the ballot: “Approval,” “Disapproval,” or “No opinion,” by marking an “X” or “√” in the corresponding box. Once all voting contents of the General Meeting have been completed, the delegate shall submit the completed ballot into the sealed ballot box at the meeting, following the instructions of the Vote Counting Committee. The ballot paper must bear the signature and full name of the delegate.
- Electronic voting: Electronic voting shall be conducted in accordance with the provisions set forth in Article 25 of this Regulation.

2. Election voting

a. General principles

- To be conducted in accordance with the provisions of the law and the Company’s Charter;
- Members of the Vote Counting Committee must not be included in the list of nominated or self-nominated candidates for the Board of Directors or the Board of Supervisors.

b. Forms of election voting

- Cumulative voting method:
 - * Each delegate shall have a total number of voting ballots corresponding to the number of shares owned or represented, multiplied by the number of positions to be elected
 - * Delegates have the right to allocate all their votes to one or several candidates;
 - * In the event that additional candidates are nominated during the General Meeting, the delegate may contact the Vote Counting Committee to request a new ballot and must return the original ballot (if not yet submitted into the ballot box)
 - * In the event of a marking error, the delegate may contact the Vote Counting Committee to be issued a new ballot and must return the erroneous one;
 - * How to fill in the election ballot: Each delegate shall be provided with voting ballots. The ballots shall be filled in according to the following instructions:
 - + If allocating all votes to one or more candidates, the delegate shall mark the box “Cumulative voting” for the corresponding candidate(s);

- + If allocating an unequal number of votes to multiple candidates, the delegate shall clearly indicate the specific number of votes in the box “*Number of votes*” corresponding to each candidate;
- + Other contents shall comply with the provisions of the Election Regulation.

Note: In case a delegate both marks the box “*Cumulative voting*” and writes a number in the box “*Number of votes*”, the result shall be determined based on the number written in the “*Number of votes*” box.

* Election principles:

- + Elected candidates shall be determined based on the number of votes received, ranked from highest to lowest, starting from the candidate with the most votes until the required number of members has been elected.
- + In case two (02) or more candidates receive the same number of votes for the final position, a re-election shall be conducted among those candidates.
- + If the first voting round fails to elect the full number of required members, subsequent rounds shall be held until the required number of members is elected.
- Direct and secret ballot voting: Each shareholder shall select candidates from the nominated list. The number of votes for each candidate shall be equal to the total number of voting shares held by that shareholder in accordance with the Company’s Charter.
- Voting by show of hands: To be conducted in accordance with Point b, Clause 1 of this Article.
- Electronic voting: Shall follow the provisions specified in Article 25 of this Regulation.

Article 12. Vote counting method

The vote counting shall be conducted by aggregating the voting cards/ballots marked as *Approval*, *Disapproval*, or *No opinion*.

In case a shareholder requests and if deemed necessary, the Company may appoint an independent organization to carry out the collection and counting of votes.

Article 13. Conditions for the approval of Resolutions of the General Meeting of Shareholders

1. Resolutions on the following issues shall be approved if they receive the approval of shareholders representing at least 65% of the total voting rights of all shareholders (or their authorized representatives) attending and voting at the meeting, or at least 65% of the total voting rights of all shareholders entitled to vote in form of obtaining shareholders’ opinions in writing:
 - a. Types of shares and the number of shares of each type;
 - b. Change of business lines and sectors;
 - c. Change in the organizational and managerial structure of the Company;
 - d. Investment projects or asset transactions with a value equal to or greater than 35% of the total asset value recorded in the latest financial statements of the Company;
 - e. Reorganization or dissolution of the Company;
 - f. Extension of the Company’s operating term;
 - g. Other matters as prescribed in the Company’s Charter.
2. Other resolutions shall be approved if they receive the consent of shareholders representing more than 50% of the total voting rights of all shareholders attending and voting at the meeting,

except for cases specified in Clauses 1, 3 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.

3. Unless otherwise provided in the Company's Charter, the voting for election of members of the Board of Directors and the Board of Supervisors shall be conducted by the method of cumulative voting. Accordingly, each shareholder shall have a total number of votes equal to the number of shares they own and are legally authorized to represent, multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors. Shareholders may accumulate all or part of their total votes for one or several candidates. Elected members of the Board of Directors or Supervisors shall be determined in descending order based on the number of votes received, starting from the candidate with the highest number of votes until the required number of members as specified in the Company's Charter is met. In the event that two or more candidates receive the same number of votes for the final seat on the Board of Directors or Board of Supervisors, a re-election shall be conducted among those candidates with equal votes or a selection shall be made based on the criteria prescribed in the election regulations or the Company's Charter.
4. In case a resolution is approved by collecting written opinions, the resolution of the General Meeting of Shareholders shall be adopted if it is approved by shareholders representing more than 50% of the total voting rights of all shareholders entitled to vote, except for cases specified in Clause 1, Article 20 of the Company's Charter and Clause 1, Article 13 of this Regulation.
5. A resolution of the General Meeting of Shareholders must be notified to shareholders eligible to attend the General Meeting of Shareholders within 15 days from the date of adoption; such notice may be replaced by publishing the resolution on the Company's website.
6. A resolution of the General Meeting of Shareholders concerning any matter that adversely alters the rights and obligations of holders of preferred shares shall only be adopted if it is approved by shareholders holding at least 75% of the total number of such preferred shares present at the meeting, or by shareholders holding at least 75% of the total number of such preferred shares in the case of approval by way of written consultation.
7. Any resolution of the General Meeting of Shareholders passed with 100% of the total voting shares shall be deemed lawful and effective even if the procedures for convening and approving such resolution violate the provisions of the Law on Enterprises or the Company's Charter.

Article 14. Announcement of Voting Results

The Vote Counting Committee shall verify, consolidate, and report the voting results of each matter to the Chairperson. The voting results shall be announced by the Chairperson and/or the Vote Counting Committee prior to the conclusion of the meeting.

Article 15. Procedures for objecting to a Resolution of the General Meeting of Shareholders

1. Shareholders who voted against a resolution on the reorganization of the company or changes in the rights and obligations of shareholders as stipulated in the Company's Charter have the right to request the company to repurchase their shares. The request must be made in writing, clearly stating the name and address of the shareholder, the number and types of shares held, the proposed selling price, and the reason for requesting the repurchase. The request must be sent to the company within ten (10) days from the date the General Meeting of Shareholders adopts the resolution on such matters.
2. The company must repurchase the shares upon the request of shareholders as stipulated in Clause 1 of this Article at the market price or a price determined in accordance with the principles provided in the Company's Charter, within ninety (90) days from the date of receiving the request. If the parties fail to reach an agreement on the price, either party may request a valuation organization to determine the price. The company shall propose at least

three (03) valuation organizations for the shareholder to select from, and such selection shall be final.

3. Within ninety (90) days from the date of receipt of the resolution, the minutes of the General Meeting of Shareholders, or the vote-counting results collected in written form, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a court or arbitration body to review and annul the resolution or a part of the resolution of the General Meeting of Shareholders in the following cases:
 - a. The procedures for convening and making decisions at the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises or the Company's Charter, except for the case stipulated in Clause 2, Article 152 of the Law on Enterprises;
 - b. The contents of the resolution violate the law or the Company's Charter.
4. In cases where a court or arbitration body is requested to annul a resolution of the General Meeting of Shareholders as prescribed in Clause 3 of this Article, such resolution shall remain effective until a different decision is made by the court or arbitration body, unless a provisional emergency measure is applied by a competent authority.
5. If a resolution of the General Meeting of Shareholders is annulled by a decision of the court or arbitration body, the person who convened the meeting may consider organizing another General Meeting of Shareholders within thirty (30) days in accordance with the procedures provided by the Law on Enterprises and the Company's Charter.

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

1. The General Meeting of Shareholders must be recorded in written minutes and may also be recorded by audio, video, or stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language. The minutes shall include the following main contents:
 - a. Name, address of the head office and enterprise registration number;
 - b. Time and venue of the General Meeting of Shareholders;
 - c. Agenda and contents of the meeting;
 - d. Full names of the chairperson and secretary;
 - e. Summary of the meeting's proceedings and opinions expressed by shareholders on each matter included in the agenda;
 - f. Number of shareholders and total number of voting ballots of the attending shareholders, including an appendix listing registered shareholders or their authorized representatives, along with the corresponding number of shares and votes;
 - g. Total number of voting ballots for each voting matter, specifying the voting method, number of valid and invalid votes, votes for Approval, Disapproval, and No opinion; corresponding percentages of the total votes of the attending shareholders;
 - h. Consolidated results of the election ballots for each candidate (if applicable);
 - i. Matters adopted and the corresponding voting percentages;
 - j. Full names and signatures of the chairperson and secretary

In case the chairperson and/or the secretary refuse to sign the minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and contain all the required contents specified in this Clause. The minutes must clearly state the refusal of the chairperson and/or secretary to sign.

2. The minutes of the General Meeting of Shareholders must be finalized and approved before the conclusion of the meeting.
3. The chairperson and the secretary of the meeting, or any other person signing the meeting minutes, shall be jointly responsible for the accuracy and truthfulness of the contents of the minutes.
4. The meeting minutes prepared in both Vietnamese and a foreign language shall have the same legal validity. In the event of any differences between the two versions, the Vietnamese version shall prevail.
5. The meeting minutes of the General Meeting of Shareholders must be sent to all shareholders within fifteen (15) days from the date of the meeting's conclusion; the minutes of vote counting may be replaced by posting them on the company's website.
6. The meeting minutes of the General Meeting of Shareholders, the appendix listing the registered attending shareholders, the approved resolutions, and documents enclosed with the meeting invitation must be retained at the company's head office.

Article 17. Disclosure of the Resolution of the General Meeting of Shareholders

1. A representative of the Secretariat shall present the draft resolution of the General Meeting of Shareholders at the meeting;
2. The Chairperson of the meeting shall preside over the General Meeting of Shareholders to review and supplement the contents of the draft resolution, provided that such amendments do not contradict the voting results for each discussed item;
3. The Chairperson shall preside over the approval of the resolution by the General Meeting of Shareholders during the meeting.
4. The resolution, minutes of the General Meeting of Shareholders, annex of the list of shareholders registered to attend with their signatures, letters of authorization to attend the meeting, and all attached meeting materials (if any) must be disclosed in accordance with applicable regulations.
5. Closing of the General Meeting of Shareholders

The Chairperson of the General Meeting of Shareholders shall declare the meeting closed when all the following conditions are satisfied:

- a. All matters on the agenda have been discussed and voted upon;
- b. Voting results have been announced;
- c. The resolution of the General Meeting of Shareholders has been approved.

Section 3. Procedures for the General Meeting of Shareholders to approve resolutions by way of written consultation

Article 18. Cases where written consultation is permitted or not permitted

1. The Board of Directors have the right to collect shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company as stipulated in Clause 1, Article 21 of the Company's Charter.
2. The notice of written consultation of shareholders and the implementation regulations must be disclosed in accordance with corporate governance regulations applicable to public companies.
3. Written consultation of shareholders may be used to decide on all matters within the authority of the General Meeting of Shareholders, except for those required by law or the Company's Charter to be approved through voting at a meeting of the General Meeting of Shareholders.

Article 19. Order and procedures for holding the General Meeting of Shareholders to approve resolutions by way of written consultation

As specifically provided in Article 21 of the Company's Charter.

Section 4. Order and procedures for holding the General Meeting of Shareholders to approve resolutions via online conference

Article 20. Notice of convocation of the Online General Meeting of Shareholders

1. The Board of Directors shall have the authority to decide to convene the General Meeting of Shareholders in the form of an online conference instead of an in-person meeting if it deems that holding a physical meeting may not be feasible due to epidemics, decisions of competent state authorities, or other force majeure events.
2. The Company shall send invitations or meeting notices to all shareholders via a method that ensures delivery to the contact addresses of shareholders attending the online meeting, together with documents providing instructions for verifying shareholder status. The Meeting Organizing Committee must also provide the shareholders with guidance documents/regulations for online meeting registration, electronic voting, and other necessary information no later than 21 days prior to the date of the online General Meeting.

Article 21. Method of registration for attending the Online General Meeting of Shareholders

The method of registration for attending the online General Meeting of Shareholders prior to the opening date of the meeting shall be clearly stated in the Meeting Notice, including:

1. Eligibility to participate:
 - The participant's name must appear on the list of shareholders entitled to attend the General Meeting of Shareholders, prepared in accordance with the Company's notice of rights execution.
 - Authorized representatives must meet the conditions for participation in accordance with the law and the Company's Charter.
2. Technical requirements:

Shareholders must have an internet-connected electronic device (e.g., computer, tablet, mobile phone, or any other internet-enabled device).
3. Method of recognizing shareholders' attendance at the online General Meeting:

A shareholder shall be recorded by the electronic voting system as having attended the online General Meeting of Shareholders when they log into the system using the access credentials provided as stipulated in Article 25 of this Regulation and have cast an electronic vote on any item of the agenda of the online General Meeting.

Article 22. Authorization of a representative to attend the Online General Meeting of Shareholders

1. The authorization of a representative to attend the online General Meeting of Shareholders shall be carried out in the same manner as prescribed in Article 7 of this Regulation and must be sent to the Company via secure methods to ensure delivery to the Company's contact address before the opening time of the General Meeting.
2. In the case where a shareholder authorizes another individual/organization to attend the online General Meeting and cast electronic votes, both the shareholder and the authorized person shall be jointly responsible for the authorization and the results of the electronic voting via the assigned access account.
3. Some notes to consider when performing online authorization:

- a. Shareholders must provide complete and accurate information when authorizing online, especially the following details of the authorized party: phone number, contact address, and email address. This information will serve as the basis for issuing login credentials, passwords, and other identification factors (if any) for the authorized person.
- b. Effectiveness of online authorization: The authorization shall only be legally valid if all the following conditions are met:
 - The shareholder has fully completed the online authorization form and submitted it successfully.
 - The authorization form has been printed from the online system, bearing full signatures, full names, and company seal (if applicable) of both the authorizing party and the authorized party.
 - The Company has received the original physical authorization form before the official opening time of the General Meeting.
- c. Revocation of online authorization for shareholders who have completed online authorization:
 - The shareholder must send an official written request to cancel the online authorization to the Company before the official opening time of the General Meeting. Note that the effective time of cancellation is based on when the Company receives the official written request.
 - The cancellation of authorization shall be invalid if the authorized representative has already cast any vote on any matter in the agenda of the online General Meeting of Shareholders.

Article 23. Conditions for holding the Meeting

1. The conditions for holding the General Meeting of Shareholders shall comply with the provisions in Article 9 of this Regulation.
2. The system used for organizing the online General Meeting and electronic voting must meet the following requirements:
 - a. The network connection at the venue of the General Meeting must be continuous and stable to ensure that shareholders' participation is not disrupted. In the event of any interruption at the meeting venue, the Presidium shall summarize the interrupted content;
 - b. The meeting venue must ensure adequate conditions for sound, lighting, internet connection, power supply, electronic equipment, and other necessary facilities in accordance with the requirements and nature of the online meeting;
 - c. Information security must be ensured, including confidentiality of login accounts to the system. All information received and provided via the system must adhere to the principles of information confidentiality and comply with the provisions of the Law on Network Information Security;
 - d. The electronic data related to the online General Meeting must be stored and retrievable from the system.

Article 24. Forms of adopting resolutions of the General Meeting of Shareholders via online meetings

The General Meeting of Shareholders shall pass resolutions within its authority in the form of electronic voting.

Article 25. Online voting method

1. Method of voting on Resolutions:

- a. Each delegate shall select one of the three voting options: *Agree*, *Disagree*, or *No Opinion* for each matter submitted to the General Meeting of Shareholders, as configured in the electronic voting system.
- b. The delegate shall then confirm the vote so that the electronic voting system records the result.

2. Method of voting for elections:

- a. Cumulative voting method: Unless otherwise provided in the Company's Charter, the election of members of the Board of Directors and the Board of Supervisors shall be conducted using the cumulative voting method (either equal or weighted cumulative voting). Accordingly, the delegate shall vote by either ticking the box "Cumulative vote" or specifying the number of votes in the "Number of votes" box corresponding to the candidates on the electronic ballot as configured in the system. The delegate shall then confirm the vote so that the electronic voting system records the result.
- b. Election by resolution voting (if any): To be conducted in accordance with Clause 1 of this Article.

3. Other provisions regarding electronic voting

- a. In case a shareholder has registered to attend but does not vote on all matters or conduct elections according to the agenda of the General Meeting, the matters not voted or elected upon shall be considered as the shareholder having not participated in the vote or election on those matters and shall not be included in the vote-counting ratio.
- b. In the event that additional matters arise outside the sent agenda of the General Meeting, shareholders may vote or elect additionally. If a shareholder does not vote or elect on such matters arising, it shall be considered as not participating in the vote or election on those additional matters and shall not be included in the vote-counting ratio.
- c. Shareholders may change their voting or election results (but may not cancel them), including results related to additional voting or elections for issues arising outside the official agenda of the General Meeting. The online system only records the final voting or election results at the end of each electronic voting session, as specified in the Meeting's Rules of Order.
- d. In case of cumulative voting, an invalid ballot is one in which the total number of votes allocated to candidates differs from (is greater or less than) the total number of votes assigned to the delegate at the time of vote counting.
- e. The electronic voting period is specifically stipulated in the Rules of Order of the General Meeting. During this period, delegates may access the electronic voting system and cast their votes at any time of the day, except during system maintenance or other circumstances beyond the Company's control. After the voting period ends, the system will no longer record any electronic voting results from shareholders.
- f. During the General Meeting, the Presidium must announce the closing time of the voting session on the system so that shareholders can exercise their rights. If a shareholder encounters technical issues while voting on the system, they may contact the hotline provided in the meeting organizer's notice for guidance and support to complete their voting. Once the voting system closes, shareholders are no longer allowed to amend any submitted votes. The voting result recorded under the shareholder's login account is deemed final and cannot be disputed or subject to complaint/litigation.

4. Voting time

- a. Shareholders have the right to vote from the opening of the online General Meeting until the voting period ends. If a shareholder has already voted but wishes to change their vote, such change must be made before the voting deadline. The final vote recorded by the system before the voting deadline shall be considered valid and counted in the vote tally;
- b. To ensure the meeting proceeds smoothly and time is allocated efficiently for its agenda, shareholders may cast votes on the meeting agenda, the vote counting committee, and any proposed amendments to the meeting regulations (if any) immediately upon logging into the system. The voting deadline for these matters will be announced by the Organizing Committee at the start of the online General Meeting;
- c. Voting results are based on the time shareholders submit their electronic votes. Therefore, if a shareholder's connection is unexpectedly interrupted, it will only affect the contents not yet voted on; votes already submitted remain unaffected;
- d. Before the voting deadline, shareholders can only view their own voting results. After the deadline, the consolidated voting results for each matter will be announced by the Presidium or the Vote Counting Committee.

Article 26. Online vote counting procedure

1. The Chairperson shall nominate one or several individuals to serve on the Vote Counting Committee for approval by the General Meeting. The Vote Counting Committee shall have the following rights and responsibilities:
 - Provide guidance to shareholders on the voting procedures at the online General Meeting of Shareholders;
 - Conduct the vote counting;
 - Prepare and announce the Minutes of Vote Counting to the General Meeting of Shareholders.
2. Voting shall be carried out by casting votes "Agree", "Disagree", or "No Opinion". The software system shall automatically record and compile the number of votes "Agree", "Disagree", or "No Opinion".

Article 27. Announcement of vote counting results

1. The Vote Counting Committee, as approved by the General Meeting of Shareholders at the Meeting, shall be responsible for verifying the results of the electronic voting to consolidate the voting results.
2. The voting results shall be announced at the online General Meeting of Shareholders by either the Presidium or the Vote Counting Committee immediately during the Meeting.

Article 28. Preparation of the Minutes of the General Meeting of Shareholders

1. The proceedings of the online General Meeting of Shareholders shall be recorded by the Secretariat and prepared into the Minutes of the General Meeting of Shareholders in accordance with Article 16 of this Regulation. The time and venue of the online General Meeting of Shareholders shall be recorded as the location where the Presidium chairs the Meeting.
2. The Minutes of the Meeting and the Resolution of the General Meeting of Shareholders shall be read and adopted prior to the conclusion of the online Meeting.

Article 29. Disclosure of Resolution of the General Meeting of Shareholders

1. Copies of the minutes and the resolution of the Meeting must be published on the Company's website within twenty-four (24) hours.

2. The Company shall disclose information regarding the General Meeting of Shareholders in accordance with the provisions of the Law on Securities and the regulations on information disclosure applicable to large-scale public companies.

Section 5. Order and procedures for holding the General Meeting of Shareholders to pass resolutions in the form of a Physical Meeting combined with Online Participation

Article 30. Notice of convening the General Meeting of Shareholders

1. The Board of Directors of the Company shall convene a meeting, adopt a resolution to convene the General Meeting of Shareholders in the form of a physical meeting combined with online participation, and approve the contents and agenda of the Meeting.
2. The Board of Directors must prepare the necessary work as prescribed in Article 6 of this Regulation.
3. The person convening the General Meeting of Shareholders must send a notice of invitation to attend the Meeting to all shareholders on the list of shareholders entitled to attend the Meeting at least twenty-one (21) days prior to the opening date of the Meeting (calculated from the date on which the notice is sent or duly delivered).

The notice of invitation must be accompanied by the following documents:

- The meeting agenda, documents to be used at the Meeting, and the draft resolution for each matter on the agenda;
- The voting ballot (for shareholders attending in person).

Where the Company has a website, the sending of meeting documents together with the notice of invitation as provided in this Clause may be replaced by posting them on the Company's website. In such case, the notice of invitation must clearly state the location and method for downloading the documents.

** For shareholders participating online:* The Company shall send an invitation to attend the online General Meeting of Shareholders together with a document containing instructions for verifying shareholder status to each shareholder. The Organizing Committee of the Meeting must notify shareholders of the guidance documents/regulations on registration for online participation, electronic voting, and other necessary information prior to the date of the online Meeting.

Article 31. Registration procedures for attending the General Meeting of Shareholders

1. For shareholders attending in person
To be carried out in accordance with Clause 2, Article 8 of this Regulation.
2. For shareholders attending online
To be carried out in accordance with Article 21 of this Regulation.

Article 32. Authorization for a representative to attend the General Meeting of Shareholders

1. For shareholders attending in person
 - a. Authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders must be made in writing. The written authorization shall be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents and scope of the authorization, and the signatures of both the authorizing party and the authorized party.
 - b. The authorized representative attending the General Meeting of Shareholders must submit the written authorization upon registration for the Meeting. In case of sub-authorization, the attendee must additionally present the original authorization from the shareholder, and if the

authorized representative of the shareholder is an organization, the original authorization from the shareholder's authorized representative (if not previously registered with the Company).

2. For shareholders attending online

- a. Authorization for a representative to attend the online General Meeting of Shareholders shall be carried out similarly to the provisions at Point a, Clause 1 of this Article and must be sent to the Company by means ensuring its delivery to the Company's address prior to the opening of the Meeting.
- b. In case a shareholder authorizes another individual/organization to attend the online Meeting and cast electronic votes, both the shareholder and the authorized party shall be responsible for such authorization and for the results of electronic voting made under the assigned access account.

Article 33. Conditions for proceeding

1. The General Meeting of Shareholders in the form of a physical meeting combined with online participation shall be conducted when the conditions prescribed in Article 23 of this Regulation are satisfied.
2. The online meeting system and electronic voting system must meet the conditions specified in Clause 2, Article 23 of this Regulation.

Article 34. Forms of approving Resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall approve resolutions within its authority by means of voting at the Meeting using voting ballots or electronic ballots, or by collecting written opinions.
2. Resolutions of the General Meeting of Shareholders on matters specified in Clause 2, Article 147 of the Law on Enterprises must be approved by means of voting at the General Meeting of Shareholders using voting ballots or electronic ballots.

Article 35. Voting method

1. Each share owned or represented corresponds to one voting right.
2. For shareholders attending and voting in person at the meeting venue: Upon shareholder registration, the Company shall issue each shareholder or authorized representative entitled to vote a voting card, which states registration number, full name of the shareholder, full name of the authorized representative, and number of voting rights of that shareholder.
3. For shareholders attending and voting online through the online system: Shareholders may exercise their voting rights via electronic voting. Electronic voting shall be conducted in accordance with Article 25 of this Regulation.
4. The General Meeting of Shareholders shall discuss and vote on each item in the agenda. Voting shall be conducted in the form of **Agree**, **Disagree**, or **No Opinion**.

Article 36. Vote counting method

1. The General Meeting of Shareholders shall elect one or more people to the Vote Counting Committee upon the recommendation of the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the recommendation of the Chairperson.
2. Implementation shall be in combination with Articles 12 and 26 of this Regulation.

Article 37. Announcement of vote counting results

The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting; in case the vote counting continues to the following day, the Chairperson shall be responsible for notifying the attending shareholders of the vote counting results via the Company's website, unless otherwise decided by the General Meeting of Shareholders.

Article 38. Preparation of the Minutes of the General Meeting of Shareholders

1. The contents of the General Meeting of Shareholders conducted in combination of in-person and online formats shall be recorded and prepared into the Minutes of the General Meeting of Shareholders by the Secretariat in accordance with Article 16 of this Regulation.
2. The Resolution of the General Meeting of Shareholders shall be read and approved before the conclusion of the online meeting.

Article 39. Announcement of the Resolution of the General Meeting of Shareholders

Shall be carried out in accordance with Articles 17 and 29 of this Regulation.

CHAPTER 3

THE BOARD OF DIRECTORS

Section 1. General provisions

Article 40. Roles, rights and obligations of the Board of Directors, responsibilities of members of the Board of Directors

1. The Board of Directors is the management body of the Company, vested with full authority to act on behalf of the Company to decide and perform the rights and obligations of the Company, except for those rights and obligations under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are specifically provided in Article 25 of the Company's Charter.
3. The Board of Directors shall adopt resolutions and decisions by voting at meetings, by collecting written opinions, or by other forms as stipulated in the Company's Charter. Each member of the Board of Directors shall have one vote.
4. In the event that a resolution or decision adopted by the Board of Directors is contrary to the provisions of law, the resolutions of the General Meeting of Shareholders, or the Company's Charter and causes damage to the Company, the members who voted in favor of such resolution or decision shall be jointly and severally personally liable therefor and must compensate the Company for any damage caused; the members who voted against such resolution or decision shall be exempt from liability. In such case, the shareholders of the Company shall have the right to request the Court to suspend the implementation of or annul such resolution or decision.
5. Members of the Board of Directors shall perform their obligations as stipulated in the Company's Charter and the following duties:
 - a. Perform their duties honestly and prudently for the best interests of the shareholders and the Company;
 - b. Attend all meetings of the Board of Directors and give opinions on matters brought up for discussion;
 - c. Timely and fully report to the Board of Directors on all remuneration received from subsidiaries, affiliates, and other organizations;
 - d. Report at the nearest Board of Directors' meeting on transactions between the Company, its subsidiaries, or companies in which the public company holds more than 50% of charter

capital, and the member of the Board of Directors and his/her related persons; transactions between the Company and companies in which the member of the Board of Directors is a founding shareholder or has been a manager within the last three (03) years prior to the time of transaction;

- e. Disclose information in accordance with the law when trading the Company's shares;
- f. An independent member of the Board of Directors must prepare an evaluation report on the activities of the Board of Directors.

Section 2. Nomination, Election, Dismissal, and Removal of members of the Board of Directors

Article 41. Term and number of members of the Board of Directors

1. Members of the Board of Directors serve a term of up to five (05) years and may be re-elected without term limits. An individual may serve as an independent member for no more than two (02) consecutive terms. If all members' terms expire simultaneously, they shall remain in office until replacements are elected and assume duties.
2. The Board of Directors consists of six (06) members.

Article 42. Structure, standards and conditions of members of the Board of Directors

1. Structure of the Board of Directors

- a. The Company shall limit the number of members concurrently holding executive positions to maintain the Board's independence.

Structure of the Board of Directors must ensure that at least one-third (1/3) of its total members are non-executive members. The minimum number of non-executive members is calculated by rounding down and must satisfy the following requirements:

- + At least 01 non-executive member if the Board of Directors consists of 03 to 05 members;
 - + At least 02 non-executive members if the Board of Directors consists of 06 to 08 members;
 - + At least 03 non-executive members if the Board of Directors consists of 09 to 11 members.
- b. Unless otherwise provided by securities laws, if the Company is organized and operates under the model specified at Point b, Clause 1, Article 137 of the Law on Enterprises, at least twenty percent (20%) of the members of the Board of Directors must be independent members. The rights, duties, and coordination mechanisms of independent members shall be specifically stipulated in the Regulation on Operation of the Board of Directors.
 - c. A member of the Board of Directors shall lose their position if dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
 - d. The appointment of members of the Board of Directors must be disclosed in accordance with laws on information disclosure in the securities market.
 - e. Members of the Board of Directors are not required to be shareholders of the Company.

2. Standards and conditions of members of the Board of Directors

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

- a. Comply with the standards and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.
- b. Possess professional qualifications and experiences in business management or in the Company's business sector; not required to be a shareholder of the Company.

- c. The Chairperson of the Board of Directors may not hold the position of Director of another public company.
- d. Must not fall under the prohibited categories stipulated in Clause 2, Article 17 of the Law on Enterprises.
- e. A member of the Board of Directors may concurrently serve as a member of the Board of Directors of another company. A member of the Board of Directors of a public company may concurrently serve as a member of the Board of Directors or the Members' Council of no more than five (05) other companies.

Article 43. Nomination and candidacy for members of the Board of Directors

1. The nomination and candidacy for members of the Board of Directors shall be conducted in accordance with the Company's Charter, Regulations on the Operation of the Board of Directors, and the Company's Election Regulations.
2. Common shareholders forming a group to nominate candidates for the Board of Directors must notify other shareholders of such grouping before the opening of the General Meeting of Shareholders.
3. If the number of candidates for the Board of Directors nominated and self-nominated remains insufficient as prescribed in Clause 1, Article 154 of the Law on Enterprises and Clause 4, Article 24 of the Charter, the incumbent Board of Directors shall nominate additional candidates or organize the nomination in accordance with current regulations. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced prior to the General Meeting of Shareholders' voting for the election of members of the Board of Directors, as required by law.
4. Information relating to candidates for the Board of Directors shall be published on the Company's website or in another form prior to the convening of the General Meeting of Shareholders within a reasonable period to enable shareholders to review such information before voting.
5. Candidates for the Board of Directors must provide a written undertaking regarding the truthfulness, accuracy, and reasonableness of their disclosed personal information.

Article 44. Method of electing members of the Board of Directors

1. The election of members of the Board of Directors shall be conducted by direct and secret ballot voting or other voting methods as stipulated in the Election Regulations adopted by the General Meeting of Shareholders. Accordingly, each shareholder shall select candidates for the Board of Directors from the list of nominated candidates. The number of votes cast for each candidate shall be equal to the total number of voting shares held or represented by such shareholder. A candidate shall be elected as a member of the Board of Directors when obtaining at least 51% of the total votes of all shareholders attending and voting at the meeting, or at least 51% of the total votes of all shareholders with voting rights approving, and shall be selected in descending order of votes received until the required number of members is filled.

In the event that two (02) or more candidates receive an equal number of votes for the final position on the Board of Directors, a re-election shall be conducted among the candidates with equal votes, or the selection shall be made in accordance with the criteria specified in the Election Regulations or the Company's Charter.

In the case of an additional election or replacement of a member of the Board of Directors to ensure the minimum number of members as required by law and the Company's Charter, if the number of candidates is equal to the number of positions to be filled, the General Meeting of Shareholders may conduct the election by open voting through voting cards or other voting

methods as stipulated in the Election Regulations adopted by the General Meeting of Shareholders.

2. Ballots shall be pre-printed with the list of candidates arranged in Vietnamese alphabetical order, stating the total number of voting rights or shares, and bearing the Company's seal.
3. Shareholders who are included in the list of candidates shall have the right to vote for themselves.
4. Ballots shall be distributed at the General Meeting of Shareholders. Each ballot shall state the names of the candidates for the Board of Directors, information about the shareholder, and the total number of voting shares that the shareholder represents. Shareholders must verify the number of shares indicated on the ballot, and in case of any errors, they must immediately notify at the time of receiving the ballot.
5. The election results shall be recognized after being approved by the Chairperson and the resolution is adopted by the General Meeting of Shareholders.

Article 45. Cases of dismissal, removal, and supplementation of members of the Board of Directors

The Board of Directors must convene and decide on the dismissal or removal of a member of the Board of Directors in the cases stipulated in Clause 6, Article 24 of the Company's Charter.

Article 46. Notification of election, dismissal and removal of members of the Board of Directors

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

Article 47. Method of introducing candidates for the Board of Directors

1. In case candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information, and must undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. Information to be disclosed regarding candidates for the Board of Directors includes:
 - a. Full name, date of birth;
 - b. Professional qualifications;
 - c. Work experience;
 - d. Other managerial positions (including Board of Directors positions of other companies);
 - e. Interests related to the Company and its related parties;
 - f. Other information (if any) as stipulated in the Company's Charter;
2. The Company is responsible for disclosing information on the companies where the candidate currently holds a position as a member of the Board of Directors, other managerial positions, and interests related to such companies (if any).

Article 48. Election, removal, and dismissal of the Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.

2. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the closing date of the election of that Board of Directors. This meeting shall be convened and chaired by the member who has received the highest number of votes or the highest voting ratio. In case more than one member receives the same highest number or ratio of votes, the members shall elect, by majority, one of them to convene the meeting of the Board of Directors.
3. The Chairperson of the Board of Directors shall not concurrently hold the position of General Director.
4. The Chairperson of the Board of Directors shall have the following rights and obligations:
 - a. Formulate the programs and operational plans of the Board of Directors;
 - b. Prepare the agenda, contents, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
 - c. Organize the adoption of resolutions and decisions of the Board of Directors;
 - d. Supervise the implementation of resolutions and decisions of the Board of Directors;
 - e. Preside over the General Meeting of Shareholders;
 - f. On behalf of the Board of Directors, sign resolutions and decisions of the Board of Directors, as well as other documents to handle matters under the authority and obligations of the Board of Directors;
 - g. Ensure that members of the Board of Directors receive adequate, objective, and accurate information with sufficient time to discuss issues requiring the Board's consideration;
 - h. Prepare work plans and assign duties to members of the Board of Directors. The specific assignment of duties to each member must be documented in writing and bear the signature of the Chairperson of the Board of Directors;
 - i. Supervise members of the Board of Directors in performing their assigned tasks;
 - j. Exercise other rights and fulfill other obligations as prescribed by law and the Company's Charter.
5. The Chairperson of the Board of Directors shall be dismissed in the following cases:
 - a. Failing to meet the standards and conditions to be a member of the Board of Directors as prescribed in Article 24 of the Company's Charter;
 - b. Resigning with the resignation accepted.
6. The removal, as well as the election or dismissal of the Chairperson of the Board of Directors, shall be carried out upon a decision of the Board of Directors. Such decision shall be adopted by voting at a meeting of the Board of Directors.
7. In the event that the Chairperson of the Board of Directors resigns, or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or from the date of dismissal or removal.
8. In case the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairperson of the Board of Directors. If no authorization is made, or in the event that the Chairperson of the Board of Directors passes away, is missing, temporarily detained, serving a prison sentence, undergoing administrative handling measures at a compulsory rehabilitation center or compulsory education center, absconding from residence, restricted or incapacitated in civil act capacity, having cognitive or behavioral difficulties, or is prohibited by a court from holding office, practicing a profession, or performing certain work, the remaining members

shall elect one of them to act as the Chairperson of the Board of Directors based on the majority of the remaining members' approval, until a new decision of the Board of Directors is made

Section 3. Remuneration and other benefits of members of the Board of Directors

Article 49. Remuneration and other benefits of members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and results.
2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. Work remuneration is calculated based on the number of working days required to fulfill the duties of a Board member and the daily remuneration rate. The Board of Directors shall propose remuneration levels for each member in accordance with the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors who hold executive positions or serve on committees of the Board of Directors, or who perform tasks outside the normal duties of a Board member, may be paid additional remuneration in the form of a lump sum payment, salary, commission, profit percentage, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement of all reasonable travel, accommodation, meals, and other expenses incurred in the course of performing their duties, including costs related to attending General Meetings of Shareholders, Board of Directors meetings, or Board subcommittee meetings.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company, subject to approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company's Charter by the Board members.

Section 4. Regulations on the order and procedures for organizing meetings of the Board of Directors

Article 50. Minimum number of meetings per month/quarter/year

The Board of Directors shall meet periodically at least once every quarter and may convene extraordinary meetings as necessary.

Article 51. Cases requiring the convening of extraordinary meetings of the Board of Directors

1. The Chairman of the Board of Directors must convene a meeting of the Board of Directors in the following cases:
 - At the request of the Board of Supervisors;
 - At the request of the General Director or at least 05 other managers;
 - At the request of at least 02 members of the Board of Directors;
 - Other cases as stipulated in the Company's Charter.

Such requests must be made in writing, clearly stating the purpose, matters to be discussed, and issues to be decided within the authority of the Board of Directors.

2. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 1 of this

Article. In the event that the Chairman of the Board of Directors fails to convene the meeting at the request, the Chairman shall be held liable for any damages incurred by the Company; the requesting party shall have the right to convene the meeting of the Board of Directors in place of the Chairman.

Article 52. Notice of meeting of the Board of Directors

1. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a notice of invitation to the meeting no later than 03 working days prior to the meeting date. The notice must clearly specify the time and venue of the meeting, the agenda, and matters to be discussed and decided. The notice must be accompanied by documents to be used at the meeting.
2. The notice of invitation to the meeting shall be sent by post, fax, email, or other means, provided that it is ensured to be delivered to the address of each member of the Board of Directors as registered with the Company.

Article 53. Right of Supervisors to attend meetings of the Board of Directors

1. The Chairperson of the Board of Directors or the convener shall send meeting invitations and accompanying documents to Supervisors in the same manner as to members of the Board of Directors
2. Supervisors have the right to attend meetings of the Board of Directors and may participate in discussions but shall not have voting rights.

Article 54. Conditions for holding Board of Directors Meetings

A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total members attend. If this quorum is not met, a second meeting shall be convened within 07 days from the scheduled date of the first meeting. In this case, the meeting may proceed if more than half of the Board members are present.

Article 55. Voting procedures

1. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in the following circumstances:
 - a. Attending and voting in person at the meeting;
 - b. Authorizing another person to attend and vote in accordance with the Company's Charter;
 - c. Attending and voting via online meeting, electronic ballot, or other electronic means;
 - d. Sending a ballot to the meeting by mail, fax, or electronic mail..
2. Where a ballot is sent to the meeting by mail, such ballot must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour prior to the commencement of the meeting. The ballot shall only be opened in the presence of all participants of the meeting.
3. Voting:
 - a. Except as provided in point b of this Clause 3, each member of the Board of Directors or authorized representative as specified in Clause 1 of this Article who is personally present at the meeting of the Board of Directors shall have one (01) vote;
 - b. A member of the Board of Directors shall not be entitled to vote on any contract, transaction, or proposal in which such member or such member's related person has an interest that conflicts or may conflict with the interests of the Company. Such members shall not be counted towards the quorum required for the meeting in respect of such decisions;

- c. In the event of any issue arising at a meeting concerning the interests or voting rights of a member of the Board of Directors, and such member does not voluntarily abstain from voting, the ruling of the Chairman shall be final, except where the nature or extent of the member's interest has not been fully disclosed;
 - d. A member of the Board of Directors who derives benefit from a contract as provided for in the Company's Charter shall be deemed to have a material interest in such contract;
 - e. A Supervisor shall have the right to attend and participate in discussions at meetings of the Board of Directors but shall not have voting rights.
4. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been entered into, or is proposed to be entered into, with the Company, and who is aware of his/her interest therein, shall be responsible for disclosing such interest at the first meeting of the Board of Directors at which the contract or transaction is considered. Where the member was not aware of such interest at the time the contract or transaction was entered, such members shall disclose the relevant interest at the first meeting of the Board of Directors held after becoming aware thereof.
5. The Board of Directors may adopt resolutions by way of written consultation of its members in respect of matters falling within the authority of the Board of Directors as provided in Clause 2, Article 25 of the Company's Charter.
- Resolutions adopted by written consultation shall be valid and effective if approved by a majority of members of the Board of Directors entitled to vote. Such resolutions shall have the same validity and effect as resolutions passed at a duly convened meeting.
6. Meetings of the Board of Directors may be conducted in the form of online conferences among members of the Board of Directors, provided that each participating member is able to:
- a. Hear each of the other members speaking during the meeting;
 - b. Speak to all other members simultaneously. Discussions may be conducted directly by telephone or by other means of communication, or by a combination thereof. A member of the Board of Directors participating in such a meeting shall be deemed "present" at the meeting. The location of the meeting shall be the place where the largest number of Board members are gathered, or where the Chairman of the meeting is present.
- Decisions made at such telephone or online meetings shall be valid immediately upon conclusion of the meeting, provided that they are confirmed by the signatures of all participating members in the minutes of the meeting.
7. The Chairman of the Board of Directors shall be responsible for sending the minutes of meetings of the Board of Directors to all members, and such minutes shall constitute conclusive evidence of the proceedings of the meeting unless an objection is raised within ten (10) days from the date of dispatch. The minutes of meetings of the Board of Directors shall be prepared in Vietnamese and may also be prepared in English. The minutes shall bear the signatures of the Chairman and the secretary of the meeting.

Article 56. Manner for adopting Resolutions of the Board of Directors

The Board of Directors shall adopt decisions and pass resolutions based on a majority of votes cast by the members of the Board of Directors present at the meeting. In the event of an equality of votes for and against, the vote of the Chairman of the Board of Directors shall be decisive.

Article 57. Authorization of attendance at meetings of the Board of Directors

1. A member of the Board of Directors may authorize another person to attend a meeting of the Board of Directors on his/her behalf by written proxy, which must be delivered to the Chairman of the Board of Directors at least one (01) business day prior to the scheduled date of the meeting.
2. A member of the Board of Directors may be represented by proxy for the purposes of attendance and voting at the meeting only upon approval by the majority of the members of the Board of Directors.

Article 58. Minutes of meetings of the Board of Directors

1. Meetings of the Board of Directors must be recorded in minutes and may also be audio recorded, video recorded or preserved in other electronic forms. The minutes shall be prepared in Vietnamese and may additionally be prepared in a foreign language, and shall include the following principal contents:
 - a) Name, registered office address, and Enterprise Registration Number;
 - b) Time and venue of the meeting;
 - c) Purpose, agenda, and contents of the meeting;
 - d) Full name of each attending member or authorized representative, the method of attendance; full name of absent members and reasons for absence;
 - e) Matters discussed and voted upon at the meeting;
 - f) Summary of opinions expressed by each attending member in the order of the meeting's proceedings;
 - g) Voting results, clearly indicating members who Agree, Disagree, or No Opinion;
 - h) Matters adopted and the corresponding voting ratios;
 - i) Full name and signatures of the Chairperson and the recorder of the minutes, except as otherwise provided in Clause 2 of this Article.
2. The chairperson, the minute-taker, and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors' meeting.
3. The minutes of the Board of Directors' meeting and the documents used during the meeting must be kept at the Company's head office.
4. The minutes prepared in Vietnamese and in a foreign language shall have the same legal validity. In case of any discrepancy in the contents between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

Article 59. In case the Chairperson and/or the Secretary refuse to sign the minutes of the Board of Directors' meeting

In the event that the Chairperson or the minute-taker refuses to sign the minutes of the meeting, but all other attending members of the Board of Directors sign the minutes and the minutes fully contain the contents as prescribed at Points a, b, c, d, e, f, g, and h, Clause 1, Article 58, such minutes shall remain valid. The minutes must clearly state the fact that the Chairperson or the Secretary refused to sign.

Article 60. Notification of Resolutions and Decisions of the Board of Directors

The Company is responsible for disclosing information internally within the Company and to relevant authorities (if required), or through mass media, and on the Company's website, in accordance with the procedures and provisions of the Law on Enterprises and the Law on Securities.

Section 5. Committees under the Board of Directors (if any)

Article 61. Committees under the Board of Directors (if any)

1. The Board of Directors may establish sub-committees responsible for development policies, personnel, remuneration, internal audit, and risk management. The number of members of each sub-committee shall be decided by the Board of Directors, with a minimum of three (03) members, including members of the Board of Directors and external members. The operation of the sub-committees must comply with the regulations of the Board of Directors. A resolution of a sub-committee shall be valid only when approved by a majority of the attending members at its meeting.
2. The implementation of resolutions of the Board of Directors or of its sub-committees must be in compliance with the prevailing laws, the Company's Charter, and this Regulation.
3. The establishment and operation of the Internal Audit Committee and other sub-committees under the Board of Directors (if any) shall be conducted in accordance with the law and the Company's Charter. Principles of operation of the sub-committees are as follows:
 - a. The operation of each sub-committee must comply with the regulations of the Board of Directors. A resolution of a sub-committee shall only be effective when approved by a majority of the members attending its meeting;
 - b. The implementation of resolutions of the Board of Directors or of its sub-committees must be consistent with the prevailing laws, the Company's Charter, and this Regulation.

Section 6. Selection, appointment, and dismissal of the Person in charge of Corporate Governance

Article 62. Standards of the Person in charge of Corporate Governance

1. The Person in charge of Corporate Governance shall not concurrently work for an approved auditing organization currently auditing the Company's financial statements.
2. Other standards shall comply with the provisions of law and the decisions of the Board of Directors.

Article 63. Appointment of the Person in charge of Corporate Governance

The Board of Directors shall appoint at least one (01) person as the Person in charge of Corporate Governance to assist in the corporate governance activities of the Company. The Person in charge of Corporate Governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

Article 64. Cases of dismissal of the Person in charge of Corporate Governance

The Person in charge of Corporate Governance shall be dismissed in the following cases:

1. Submission of a resignation letter that has been approved;
2. Failure to meet the standards prescribed in Article 62;
3. Violations of law subject to criminal liability or serious violations of the Company's regulations;
4. Health conditions that do not ensure the ability to continue the work;
5. Other necessary cases, provided that they are not contrary to the prevailing labor laws.

Article 65. Notification of appointment and dismissal of the Person in charge of Corporate Governance

The Company must notify the appointment or dismissal of the Person in charge of Corporate Governance and carry out information disclosure in accordance with the provisions of the securities law and other relevant laws.

Article 66. Rights and obligations of the Person in charge of Corporate Governance

The Person in charge of Corporate Governance shall have the following rights and obligations:

1. Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and its shareholders;
2. Prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
3. Advise on the procedures for meetings;
4. Attend meetings;
5. Advise on the procedures for drafting resolutions of the Board of Directors in compliance with the law;
6. Provide financial information, copies of the minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and Supervisors;
7. Monitor and report to the Board of Directors on the Company's information disclosure activities;
8. Act as the focal point of contact with stakeholders;
9. Maintain confidentiality of information in accordance with the law and the Company's Charter;
10. Exercise other rights and obligations in accordance with the law and the Company's Charter.

CHAPTER 4

BOARD OF SUPERVISORS

Section 1. General provisions

Article 67. Role, rights and obligations of the Board of Supervisors, responsibilities of Supervisors

1. Supervisors shall have the rights prescribed by the Law on Enterprises, relevant laws, the Company's Charter, and the Regulation on the operation of the Board of Supervisors, including the right to access information and documents relating to the Company's operations. The Board of Directors, its members, General Director, and other executives of the Company are responsible for providing timely and sufficient information as requested by the Supervisors.
2. Supervisors must comply with the law, the Company's Charter, the Regulation on the Operation of the Board of Supervisors, and professional ethics in performing their assigned rights and obligations.
3. The Board of Supervisors shall have the rights and obligations stipulated in Article 170 of the Law on Enterprises, the Company's Charter, as well as the following rights and obligations:
 - a. Propose and recommend that the General Meeting of Shareholders approve the list of approved auditing organizations to audit the Company's financial statements; decide on the approved auditing organization to conduct inspections of the Company's operations; and dismiss approved auditors when deemed necessary.
 - b. Be responsible to shareholders for supervisory activities.

- c. Supervise the Company's financial situation and the compliance with laws by members of the Board of Directors, the General Director, and other managers.
- d. Ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
- e. In cases of detecting violations of laws or of the Company's Charter by members of the Board of Directors, the General Director, or other executives, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, request the violator to cease such violation, and propose remedial measures.
- f. Develop the Regulation on the operation of the Board of Supervisors and submit it to the General Meeting of Shareholders for approval.
- g. Report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP.

Section 2. Term, number, composition, and structure of Supervisors

Article 68. Term, number, composition, and structure of Supervisors

1. The Company's Board of Supervisors shall consist of 03 members.
2. The term of office of each Supervisor shall be 05 years and may be reappointed for an unlimited number of terms.
3. Supervisors are not required to be shareholders of the Company.
4. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; election, dismissal, and removal shall be decided by majority vote. The rights and obligations of the Head of the Board of Supervisors shall be prescribed in the Company's Charter. More than half of the Supervisors must reside in Vietnam. The Head of the Board of Supervisors must hold at least a university degree in economics, finance, accounting, auditing, law, business administration, or other disciplines related to the Company's business operations, unless otherwise provided with higher standards by the Company's Charter.
5. Where Supervisors' terms expire simultaneously and new Supervisors have not yet been elected, the outgoing Supervisors shall continue to perform their rights and obligations until the newly elected Supervisors assume office.

Article 69. Standards and conditions for Supervisors

1. A Supervisor must satisfy the following standards and conditions:
 - a. Not fall within the cases stipulated in Clause 2, Article 17 of the Law on Enterprises;
 - b. Be trained in one of the fields of economics, finance, accounting, auditing, law, business administration, or another discipline relevant to the Company's business operations;
 - c. Not having a family relationship with members of the Board of Directors, the General Director, or other managers;
 - d. Not being a manager of the Company; not required to be a shareholder or an employee of the Company;
 - e. Not working in the Company's accounting or finance department;
 - f. Not be a member or employee of the independent auditing firm auditing the Company's financial statements in the preceding 03 consecutive years.
 - g. Meet other standards and conditions as prescribed by relevant laws and the Company's Charter.

2. In addition to the standards and conditions stipulated in Clause 1 of this Article, a Supervisor must also satisfy the requirements specified in Clause 2, Article 169 of the Law on Enterprises.

Article 70. Nomination and candidacy of Supervisors

1. Common shareholders who form a group to nominate candidates for the Board of Supervisors must notify the other shareholders attending the General Meeting of Shareholders of such grouping before the opening of the meeting. The candidacy and nomination of Supervisors shall be carried out in accordance with the Company's Charter, Regulations on the Operation of the Board of Supervisors, and the Company's Election Regulations.
2. In case the number of candidates for the Board of Supervisors nominated and self-nominated is insufficient, the incumbent Board of Supervisors shall nominate additional candidates or organize the nomination as prescribed in Regulations on the Operation of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly disclosed prior to the General Meeting of Shareholders voting on the election of Supervisors, in accordance with the law.

Article 71. Method of electing Supervisors

Implemented in accordance with Article 44 of these Regulations and Clause 3, Article 20 of the Company's Charter.

Article 72. Cases of dismissal and removal of Supervisors

1. The General Meeting of Shareholders shall dismiss a Supervisor in the following cases:
 - a. No longer meeting the standards and conditions for Supervisors as prescribed in Article 169 of the Law on Enterprises;
 - b. Submission of a resignation letter that has been approved;
 - c. Other cases as prescribed in the Company's Charter.
2. The General Meeting of Shareholders shall remove a Supervisor in the following cases:
 - a. Failure to fulfill assigned duties and responsibilities;
 - b. Failure to perform his/her rights and obligations for six consecutive months, except in cases of force majeure;
 - c. Repeated or serious violations of obligations of Supervisors as prescribed by the Law on Enterprises and the Company's Charter;
 - d. Other cases as resolved by the General Meeting of Shareholders.

Article 73. Notice of election, dismissal, and removal of Supervisors

After a decision on the election, dismissal, or removal of a Supervisor is made, the Company shall be responsible for disclosing such information internally within the Company, to competent authorities, through mass media, and on the Company's website in accordance with the order and provisions of applicable law.

Article 74. Salary and other benefits of Supervisors

1. Supervisors shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total annual salaries, remuneration, bonuses, other benefits, and operating budget of the Board of Supervisors.
2. Supervisors shall be reimbursed for reasonable expenses for meals, accommodation, travel, and independent consulting services. The total remuneration and such expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors shall be recorded as business expenses of the Company in accordance with the provisions of the law on corporate income tax and other relevant laws, and shall be presented as a separate item in the Company's annual financial statements.

CHAPTER 5

GENERAL DIRECTOR

Article 75. Roles, responsibilities, rights, and obligations of the General Director

1. The General Director shall manage the Company's daily business operations; be subject to the supervision of the Board of Directors; and be responsible before the Board of Directors and the law for exercising the assigned rights and obligations. The General Director has the following rights and obligations:
 - a. Decide on matters relating to the Company's daily business operations that are not within the authority of the Board of Directors;
 - b. Organize and implement the resolutions and decisions of the Board of Directors;
 - c. Organize the implementation of the Company's business plans and investment projects;
 - d. Propose organizational structure schemes and internal management regulations of the Company;
 - e. Appoint, dismiss, and remove managerial positions in the Company, except for those under the authority of the Board of Directors;
 - f. Appoint, dismiss, and remove Directors of Subsidiaries, Heads of Departments, and equivalent positions after obtaining approval from the Board of Directors;
 - g. Decide on salaries and other benefits for employees of the Company, including managers under the appointment authority of the General Director;
 - h. Recruit employees;
 - i. Propose dividend payment plans or plans for handling business losses;
 - j. Request the Board of Directors to decide on the appointment of authorized representatives to participate in the Members' Council or General Meetings of Shareholders of companies in which the Company contributes capital; decide on remuneration and other benefits of such representatives;
 - k. Decide and enter contracts for purchase, sale, loan, lending, lease, sublease of assets, and other contracts or transactions relating to the Company's daily business operations, except for contracts and transactions requiring approval of the Board of Directors;
 - l. Decide on the issuance of internal rules and regulations relating to the General Director's management activities;
 - m. Exercise other rights and obligations in accordance with law, the Company's Charter, internal regulations, and resolutions and decisions of the Board of Directors.
2. The General Director shall be responsible before the Board of Directors and the General Meeting of Shareholders for performing the assigned duties and powers and must report to such bodies upon request.
3. The General Director shall manage the Company's daily business operations in compliance with the law, the Company's Charter, the labor contract signed with the Company, and resolutions and decisions of the Board of Directors. In case of violation of this provision causing damage to the Company, the General Director shall be legally responsible and compensate the Company for any loss.

Article 76. Appointment, dismissal, employment contract, and termination of employment contract with the General Director

1. Terms, standards, and conditions of the General Director:

The term of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms.

2. The General Director must satisfy the following standards and conditions:

- a. Not fall within the cases specified in Clause 2, Article 17 of the Law on Enterprises;
- b. Not be a family member of any company manager, Supervisor, state capital representative, or representative of another enterprise's capital contribution in the Company;
- c. Possess professional qualifications and experience in the Company's business management.

3. Appointment and employment contract with the General Director:

- a. The Board of Directors shall appoint one of its members or hire another person as the General Director.
- b. The dossier submitted to the Board of Directors for appointment of the General Director includes:
 - Curriculum vitae (declared by the candidate, stating personal background, education, and experience);
 - Asset and income declaration;
 - Action program;
 - Self-assessment of working experience;
 - Certified copies of diplomas and training certificates;
 - Inspection and audit conclusions, complaint/denunciation settlement results, and other relevant documents (if any).
- c. The Board of Directors shall pass a resolution authorizing the Chairman of the Board of Directors to sign the appointment decision of the General Director.
- d. Upon issuance of the appointment decision, the Chairman of the Board of Directors shall sign the employment contract with the General Director. The contract must clearly specify salary, remuneration principles, benefits, responsibilities, and authority, and must comply with labor laws and the Company Charter.
- e. During the appointment procedure, the Board of Directors may assign another company manager or executive to perform the rights and obligations of the General Director and act as the Company's legal representative.

4. Dismissal and termination of the General Director's employment contract:

- a. The Board of Directors may dismiss or remove the General Director if the majority of attending members with voting rights approve and appoint a replacement.
- b. The General Director shall be dismissed or removed in the following cases:
 - Loss of civil act capacity;
 - Failure to meet the standards and conditions specified in Clause 2 of this Article;
 - Submission of a resignation letter (stating reasons) at least 45 days prior to ceasing duties, sent to the Board of Directors and the Board of Supervisors;
 - As decided by the Board of Directors;

- Other cases in accordance with the law.
5. Notification of appointment, dismissal, employment contract, and termination: After appointment, dismissal, contract signing, or termination regarding the General Director, the Company must disclose information on its website and report to competent state authorities in accordance with laws and regulations.
 6. Salary and other benefits of the General Director:
 - a. The Company shall pay salary, bonus, remuneration, and other benefits to the General Director based on business results and efficiency, as decided by the Board of Directors.
 - b. Salary, bonus, remuneration, and benefits of the General Director and other executives shall be recorded as business expenses in compliance with corporate income tax regulations and other relevant laws, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

CHAPTER 6

OTHER ACTIVITIES

Section 1. Coordination of activities between the Board of Directors, the Board of Supervisors, and the General Director

Article 77. Procedures for convening, notifying, recording minutes, and informing meeting results between the Board of Directors, the Board of Supervisors, and the General Director

1. The participants of the Board of Directors' meetings shall be decided by the Chairman of the Board of Directors but must at least include members of the Board of Directors and Supervisors. The Board of Directors may invite the Executive Board or other people to attend its meetings when necessary.

The procedures for conducting meetings of the Board of Directors shall be governed by the Company's Charter.

2. For meetings about important matters, Head of the Board of Supervisors may invite certain members of the Board of Directors, the General Director, and other executives of the Company to discuss relevant issues. The meeting invitation must clearly state the agenda, time, and venue, together with necessary documents related to the issues to be discussed and must be delivered to participants at least 05 days before the meeting. Head of the Board of Supervisors must provide written notification of the meeting results to the Board of Directors and the General Director within 05 working days after the conclusion of the meeting.

The procedures for such meetings shall comply with the Company's Charter and the Regulations on the Operation of the Board of Supervisors.

3. For meetings about important matters, the General Director may invite certain members of the Board of Directors and the Board of Supervisors to attend to discuss relevant issues. The meeting invitation must clearly state the agenda, time, and venue, together with necessary documents related to the issues to be discussed and must be delivered to participants at least 03 working days prior to the meeting. The General Director must provide written notification of the meeting results to the Board of Directors and the Head of the Board of Supervisors within 05 working days after the conclusion of the meeting.

The Chairman of the Board of Directors shall have the right to attend or authorize another member of the Board of Directors to attend briefing meetings or preparatory meetings for matters to be submitted to the Board of Directors, which are chaired by the General Director.

Article 78. Notification of Resolutions and Decisions of the Board of Directors to the Board of Supervisors and the General Director

The Board of Directors shall ensure that all copies of its resolutions and decisions are provided to Supervisors and the General Director simultaneously with their provision to members of the Board of Directors.

Article 79. Cases in which the General Director and the Board of Supervisors request the convocation of the Board of Directors and matters requiring the Board's opinion

1. The Chairman of the Board of Directors must convene a meeting of the Board of Directors upon a written request from the Board of Supervisors or the General Director specifying the purpose, matters to be discussed, and decisions falling within the Board's authority.
2. Within 07 working days from the date of receipt of such request, the Chairman of the Board of Directors must convene the meeting; if failing to do so, the Chairman shall be liable for any damages caused to the Company. The requesting party shall then have the right to convene the meeting of the Board of Directors in place of the Chairman.
3. The Chairman of the Board of Directors or the person convening the meeting must send the notice of meeting at least 03 working days prior to the meeting date.

Article 80. Reports of the General Director to the Board of Directors on the performance of assigned duties and powers

The General Director is responsible for reporting (directly or in writing) to the Board of Directors on the performance of the assigned duties and powers. The report must cover the following key contents:

1. Directions of the Board of Directors;
2. Progress of implementation as of the reporting date;
3. Effectiveness of implementation and reasons for the results;
4. Proposed solutions and specific recommendations (if any).

Article 81. Review of the implementation of Resolutions and other delegated matters of the Board of Directors with respect to the General Director

The General Director is responsible for strictly implementing the resolutions and decisions of the Board of Directors. During the implementation process, if any content is found to be unfavorable to the Company, the General Director has the responsibility to propose that the Board of Directors review and adjust accordingly. In case the Board of Directors does not adjust, the General Director must still carry out the resolutions and decisions but has the right to reserve his/her opinion.

Article 82. Matters to be reported, information to be provided by the General Director, and method of notification to the Board of Directors and the Board of Supervisors

The General Director is responsible for reporting to the Board of Directors and the Board of Supervisors in the following cases:

- a. The General Director shall be accountable to the General Meeting of Shareholders and the Board of Directors for the performance of assigned duties and powers, and must report to these bodies upon request;
- b. When proposing measures to improve the Company's operations and management, the General Director must submit them to the Board of Directors as soon as possible but no later than 07 days before the matter needs to be decided;
- c. When preparing long-term, annual, and quarterly budgets of the Company (hereinafter referred to as the "budgets") for management purposes in line with the business plan. The annual budget (including the projected balance sheet, income statement, and cash flow statement) for each financial year must be submitted by the General Director for the Board of Directors' approval;

- d. To notify the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries, companies controlled by the Company holding 50% or more of charter capital, and any members thereof or their related persons in accordance with law;
- e. Transactions between the Company and any company in which the aforesaid members are founding shareholders or members of the Board of Directors or the General Director within 03 years preceding the time of the transaction;
- f. Transactions between the Company and any company in which related persons of the aforesaid members are members of the Board of Directors, the General Director, or major shareholders;
- g. Other matters requiring the opinion of the Board of Directors must be submitted at least seven (07) working days in advance, and the Board of Directors shall provide feedback within seven (07) working days.

Article 83. Coordination of control, management, and supervision among Members of the Board of Directors, Supervisors, and the General Director in accordance with their specific duties

1. Working relationship between the Board of Directors and the Board of Supervisors
 - a. The Board of Directors shall respect rights of the Board of Supervisors in inspecting the legality and reasonableness of the Company's management and operations, and facilitate the Board of Supervisors in conducting inspections of business management and operations, accounting records, and financial statements of the Company in accordance with the functions, duties, and powers stipulated in the Company's Charter and resolutions of the General Meeting of Shareholders.
 - b. The Board of Directors shall be responsible for addressing and rectifying deficiencies or shortcomings in management and operations as identified in the inspection conclusions of the Board of Supervisors and shall direct the General Director to implement necessary measures to handle violations (if any) and/or remedy shortcomings in operations, accounting records, and financial reporting of the Company.
 - c. Chairman of the Board of Directors shall ensure that Supervisors are invited to attend all regular and extraordinary meetings of the Board of Directors.
 - d. The Board of Directors shall ensure that meeting notices, ballots for collecting opinions of members of the Board of Directors, other information provided to members of the Board of Directors, as well as resolutions and decisions of the Board of Directors, are provided to Supervisors at the same time and in the same manner as to members of the Board of Directors.
 - e. The Board of Supervisors shall conduct appraisal of the Company's financial statements, business performance reports, and evaluation reports on the activities of the Board of Directors and shall periodically notify the Board of Directors of its inspection plans as well as the results of its oversight activities concerning management, operations, accounting records, and financial reporting of the Company.
 - f. Supervisors may request the Board of Directors to provide information and documents relating to the Company's management and operations, in addition to periodic reports required by law.
2. Working relationship between the Board of Directors and the General Director and the Executive Apparatus
 - a. The Board of Directors shall provide all necessary favorable conditions for the General Director and the supporting apparatus to fulfill the assigned tasks.

- b. The General Director is responsible for strictly implementing the resolutions and decisions of the Board of Directors. If, during implementation, the General Director finds any content unfavorable to the Company, he/she must request the Board to reconsider and adjust accordingly. If the Board does not make adjustments, the General Director shall still comply but has the right to reserve his/her opinion.
 - c. The General Director shall report (directly or in writing) to the Board of Directors on the performance of assigned duties and powers, including:
 - The directives of the Board of Directors;
 - Implementation progress as of the reporting date;
 - Effectiveness achieved and reasons for results;
 - Proposed solutions and recommendations (if necessary).
 - d. The General Director and other executives shall facilitate members of the Board of Directors in performing their duties, ensuring full and timely access to information and reports.
 - e. On a quarterly, semi-annual, and annual basis, the General Director shall report to the Board of Directors on business performance and the business plan for the upcoming period, together with necessary recommendations within his/her authority. Upon identifying risks or incidents that may adversely affect the Company's reputation or operations, the General Director must promptly report to the Chairman and the relevant Board members in charge.
 - f. On a quarterly, semi-annual, and annual basis, the General Director shall seek the Board's opinions on financial statements and related explanatory documents before signing, issuing, and disclosing information.
 - g. The General Director may decide on matters within his/her authority under the Company's Charter, and in urgent cases may decide on matters beyond such authority but must take responsibility for those decisions and promptly (within 24 hours) report to the Board of Directors.
 - h. For matters under the authority of the Board of Directors, the General Director must submit a written proposal with relevant supporting documents, which shall include at least:
 - The matter requiring the Board's opinion;
 - The General Director's views on the matter;
 - Specific proposed solutions.
3. Relationship between the Board of Supervisors and the General Director
- a. Periodic or unscheduled inspections conducted by the Board of Supervisors must have written conclusions (within no later than 15 working days after completion) sent to the General Director, providing additional grounds to support the General Director in management and operation. Depending on the scope and results of the inspection, the Board of Supervisors must discuss and agree with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, members may reserve their opinions in the minutes, and the Head of the Board of Supervisors shall report to the nearest General Meeting of Shareholders.
 - b. If the Board of Supervisors detects any violation of law or the Company's Charter by the General Director, it shall notify the General Director in writing within 48 hours, requesting the violator to cease such conduct and take remedial measures.
 - c. Supervisors are entitled to request the General Director to provide access to files and documents relating to the Company's business operations at the Head Office or designated storage locations.

- d. Requests from the Board of Supervisors for information or documents relating to management, business operations, business reports, or financial statements must be submitted to the Company at least 48 hours in advance. The Board of Supervisors must not use undisclosed information of the Company or disclose it to others for related transactions.
- e. For other matters requiring the General Director's opinion, requests must be submitted at least 07 days in advance, and the General Director shall respond within 07 days.

Article 84. Other coordination

1. The Board of Directors shall facilitate members of the Board of Directors, the Board of Supervisors, the Executive Board, and other managers of the Company to participate in training courses, conferences, seminars, and study tours both domestically and abroad to enhance professional qualifications and improve governance and management knowledge. Such participation must not adversely affect the Company's operations.
2. Members of the Board of Directors and the General Director traveling abroad on business must have a specific program, submit a report, and obtain prior written approval from the Chairperson of the Board of Directors. Depending on the nature and content of the assignment, the Chairperson may request relevant officers or employees of the Company to accompany them.

Section 2. Regulations on the annual evaluation of rewards and discipline for members of the Board of Directors, Supervisors, the General Director, and other Executives

Article 85. Performance evaluation of members of the Board of Directors, Supervisors, the General Director, and Executives

1. Annually, based on assigned functions and duties, the Board of Directors shall evaluate the performance of each member of the Board of Directors and the General Director.
2. Head of the Board of Supervisors shall evaluate the performance of each Supervisor.
3. The General Director shall evaluate the executives based on the annual performance results of each department and classify performance as follows:
 - a. Excellent performance.
 - b. Good performance.
 - c. Satisfactory performance.
 - d. Unsatisfactory performance.

Article 86. Rewards

Annually, based on the evaluation results of the Board of Directors and the Board of Supervisors, the General Director shall submit to the Board of Directors proposed rewards for individuals in accordance with their performance level.

Article 87. Violations and disciplinary actions

1. Annually, based on the business performance evaluation, the level and form of disciplinary actions shall be determined in accordance with applicable laws and the Company's regulations. Members of the Board of Directors, the General Director, and managers who fail to perform their duties with due diligence, prudence, and professional competence shall be held responsible for any damage caused.
2. Any member of the Board of Directors, the Board of Supervisors, the General Director, or managers who violate laws or the Company's regulations while performing their duties shall, depending on the severity of the violation, be subject to disciplinary measures, administrative sanctions, or criminal prosecution in accordance with the law. In cases where such violations cause damage to the interests of the Company, shareholders, or others, compensation shall be made in accordance with the law.

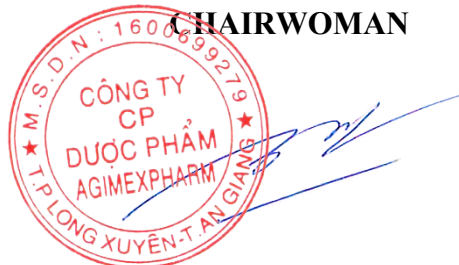
CHAPTER 7

EFFECTIVENESS

The Internal Regulations on Corporate Governance of Agimexpharm Pharmaceutical Joint Stock Company consists of 07 chapters and 87 articles and shall take effect from March 27, 2026.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRWOMAN



PHARM. PHAM THI BICH THUY