

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

**CHARTER ON ORGANIZATION AND  
OPERATION OF PORT OF HAI PHONG  
JOINT STOCK COMPANY**

*(Issued in accordance with the 2026 General Meeting of Shareholders  
resolution)*



**Hai Phong, April 2026**

**CHARTER ON ORGANIZATION AND OPERATION OF  
PORT OF HAI PHONG JOINT STOCK COMPANY**

<b>INTRODUCTION .....</b>	<b>1</b>
<b>CHAPTER I: GENERAL PROVISIONS .....</b>	<b>1</b>
<b>SECTION 1: DEFINITIONS OF TERMS IN THIS CHARTER.....</b>	<b>1</b>
Article 1 . Definition of Terms .....	1
<b>SECTION 2: NAME, FORM, HEADQUARTERS, BRANCHES, OFFICES REPRESENTATIVES, TERM OF OPERATION, LEGAL LAW OF THE COMPANY .....</b>	<b>3</b>
Article 2 . Name, form, headquarters, branches, representative offices, and term of operation of the Company .....	3
Article 3. The Company's Legal Representative .....	4
Article 4. Responsibilities of the Company's Legal Representative .....	6
<b>SECTION 3: OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE COMPANY .....</b>	<b>6</b>
Article 5. Objectives of the Company .....	6
Article 6. Scope of Business and Operations of the Company .....	10
<b>CHAPTER II: AUTHORIZED CAPITAL, SHARES, STOCKS, BONDS .....</b>	<b>10</b>
Article 7. Authorized Capital .....	10
Article 8. Shares .....	11
Article 9. Offering of Shares .....	11
Article 10. Repurchase of shares of pursuant to a decision by the Company .....	12
Article 11. Share Repurchase at the Request of Shareholders .....	13
Article 12. Transfer of Shares .....	13
Article 13. Inheritance and Gift of Shares .....	14
Article 14. Stock Certificates and Other Securities Certificates .....	14
Article 15. Payment of dividends .....	15
Article 16. Shareholder Register .....	16
<b>CHAPTER III: ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROLS .....</b>	<b>17</b>
<b>SECTION 1: ORGANIZATIONAL STRUCTURE .....</b>	<b>17</b>
Article 17. Organizational, Management, and Control Structure .....	17



<b>SECTION 2: SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS.....</b>	<b>17</b>
Article 18. Rights of Shareholders.....	17
Article 19. Obligations of Shareholders .....	20
Article 20. Authorized Representative of a Corporate Shareholder .....	21
Article 21. Responsibilities of the authorized representative of a corporate shareholder.....	22
Article 22. General Meeting of Shareholders .....	23
Article 23. Rights and Obligations of the General Meeting of Shareholders.....	25
Article 24. Authorization to Attend the Shareholders' Meeting.....	26
Article 25. Changes to Rights .....	27
Article 26. Convening of Meetings, Meeting Agenda, and Notice of the General Meeting of Shareholders.....	28
Article 27. Conditions for Conducting a General Meeting of Shareholders .....	30
Article 28. Procedures for Conducting and Voting at the General Meeting of Shareholders .....	31
Article 29. Conditions for the Adoption of a Resolution by the General Meeting of Shareholders .....	33
Article 30. Authority and Procedures for Obtaining Written Consent from Shareholders to Adopt Resolutions of the General Meeting of Shareholders.....	35
Article 31. Resolutions and Minutes of the General Meeting of Shareholders .....	37
Article 32. Request to Revoke a Resolution of the Shareholders' Meeting .....	38
<b>SECTION 3: BOARD OF MANAGEMENT.....</b>	<b>39</b>
Article 33. Nomination and Election of Board of Management Members .....	39
Article 34. Composition and Term of Office of Board of Management Members ..	40
Article 35. Standards and Conditions for Board of Management Members .....	41
Article 36. Removal, Dismissal, Replacement, and Appointment of Board of Management Members .....	42
Article 37. Powers and Duties of the Board of Management .....	43
Article 38. Salaries, fees, bonuses, and other benefits for members of the Board of Management .....	46
Article 39. Chairman of the Board of Management and Vice Chairman of the Board of Management .....	47
Article 40. Meetings of the Board of Management .....	49

Article 41. Minutes of the Board of Management Meeting.....	51
Article 42. Right of Board Members to Receive Information .....	52
Article 43. Subcommittees of the Board of Management .....	52
Article 44. The Corporate Governance Officer .....	53
<b>SECTION 4: THE GENERAL DIRECTOR AND OTHER EXECUTIVES...</b>	<b>54</b>
Article 45. Management Structure.....	54
Article 46. Company Management.....	54
Article 47. Appointment, Removal, Duties, and Powers of the General Director ...	54
Article 48. Standards and Conditions for Appointment as General Director .....	57
<b>SECTION 5: AUDIT COMMITTEE .....</b>	<b>58</b>
Article 49. Nomination and Election of Members of the Supervisory Board and Election of Members of the Supervisory Board .....	58
Article 50. Composition of the Supervisory Board .....	59
Article 51. Chairperson of the Supervisory Board .....	60
Article 52. Rights and Duties of the Supervisory Board .....	60
Article 53. Meetings of the Supervisory Board .....	63
Article 54. Salaries, fees, bonuses, and other benefits of members of the Supervisory Board.....	63
<b>SECTION 6: RESPONSIBILITIES OF BOARD OF MANAGEMENT MEMBERS, SUPERVISORY BOARD MEMBERS, THE GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS .....</b>	<b>64</b>
Article 55. Responsibilities of Company Management .....	64
Article 56. Duty of Good Faith and Avoidance of Conflicts of Interest .....	65
Article 57. Transactions with Shareholders, Corporate Officers, and Related Parties of Such Persons .....	66
Article 58. Disclosure of Related-Party Interests .....	68
Article 59. Liability for Damages and Compensation .....	70
<b>SECTION 7: RIGHT TO INSPECT COMPANY RECORDS AND FILES....</b>	<b>71</b>
Article 60. Right to Inspect Books and Records.....	71
<b>SECTION 8: EMPLOYEES AND POLITICAL ORGANIZATIONS, POLITICAL-SOCIAL ORGANIZATIONS, AND WORKER REPRESENTATIVE ORGANIZATIONS AT THE WORKPLACE WITHIN THE COMPANY.....</b>	<b>72</b>



Article 61. Employees and political organizations, political-social organizations, and labor representative organizations at the grassroots level within the Company .....	72
----------------------------------------------------------------------------------------------------------------------------------------------------------------------------	----

#### **CHAPTER IV: MANAGEMENT OF THE COMPANY'S INVESTMENT CAPITAL IN OTHER BUSINESSES..... 72**

Article 62. Management of the Company's Investment Capital in Other Enterprises .....	72
---------------------------------------------------------------------------------------	----

Article 63. Relationship Between the Company and the Single-Member Limited Liability Company .....	73
----------------------------------------------------------------------------------------------------	----

Article 64. Relations Between the Company and Joint-Stock Companies and Limited Liability Companies with Two or More Members.....	73
-----------------------------------------------------------------------------------------------------------------------------------	----

#### **CHAPTER V: CORPORATE FINANCE..... 73**

##### **SECTION 1: PROFIT DISTRIBUTION ..... 74**

Article 65. Distribution of Profits .....	74
-------------------------------------------	----

##### **SECTION 2: BANK ACCOUNTS, FISCAL YEAR**

##### **AND ACCOUNTING SYSTEM..... 74**

Article 66. Bank Accounts.....	74
--------------------------------	----

Article 67. Fiscal Year .....	75
-------------------------------	----

Article 68. Accounting System.....	75
------------------------------------	----

##### **SECTION 3: FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITIES FOR DISCLOSING INFORMATION..... 75**

Article 69. Annual, Semi-Annual, and Quarterly Financial Statements .....	75
---------------------------------------------------------------------------	----

Article 70. Annual Report.....	76
--------------------------------	----

Article 71. Disclosure of Information.....	76
--------------------------------------------	----

##### **SECTION 4: AUDIT OF THE COMPANY ..... 76**

Article 72. Audit .....	76
-------------------------	----

##### **SECTION 5: COMPANY SEAL..... 76**

Article 73. Company Seal.....	76
-------------------------------	----

##### **SECTION 6: DISSOLUTION OF THE COMPANY ..... 77**

Article 74. Dissolution of the Company .....	77
----------------------------------------------	----

Article 75. Liquidation.....	77
------------------------------	----

##### **SECTION 7: RESOLUTION OF INTERNAL DISPUTES ..... 78**

Article 76. Resolution of Internal Disputes .....	78
---------------------------------------------------	----

<b>SECTION 8: AMENDMENTS AND MODIFICATIONS</b>	
<b>TO THE CHARTER.....</b>	<b>78</b>
Article 77. Amendments to the Company Charter .....	78
<b>SECTION 9: EFFECTIVE DATE .....</b>	<b>79</b>
Article 78. Effective Date .....	79



## INTRODUCTION

The Charter of Organization and Operation of Port of Hai Phong Joint Stock Company (hereinafter referred to as the "Charter") was approved by a valid resolution of the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company on April 23, 2026.

Port of Hai Phong Joint Stock Company, hereinafter referred to as the "Company," is organized and operates in accordance with these Charter, the provisions of the Enterprise Law, and other relevant provisions of current law.

## CHAPTER I: GENERAL PROVISIONS

### SECTION 1: DEFINITIONS OF TERMS IN THIS CHARTER

#### Article 1 . Definition of Terms

1. In this Charter, the following terms shall have the meanings set forth below:

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

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

c. "Date of Incorporation" means the date on which the Company was first issued a Business Registration Certificate;

d. "Authorized capital" means the total par value of shares issued and sold, as provided for in Article 7 of this Charter;

e. "Voting capital" means the share capital in respect of which the holder has the right to vote on matters within the authority of the General Meeting of Shareholders;

f. "Manager of the enterprise" means a person managing the Company, including: the Chairman of the Board of Management, Vice Chairman of the Board of Management, members of the Board of Management, the General Director, and members of the Executive Board;

g. "Business executive" refers to the General Director, Deputy General Director, and Chief Accountant;

h. "Related Party" means any individual or entity as defined in Clause 46 of Article 4 of the Securities Law;

i. "Shareholder" means any individual or entity that owns at least one share of the Company;

 1

j. "Major shareholder" means a shareholder who directly or indirectly owns 5% or more of the Company's voting shares;

k. "Sold shares" means shares that have been offered for sale and for which shareholders have fully paid the Company;

l. "Shares authorized for issuance" refers to the total number of shares of all classes that the General Meeting of Shareholders has decided to issue to raise capital;

m. "Unsold shares" means shares authorized for offering that have not yet been paid for to the Company;

n. "Subsidiary company" is a company that falls into one of the following categories:

(i) Port of Hai Phong owns more than 50% of the charter capital or total common shares of that company;

(ii) Port of Hai Phong has the right to directly or indirectly decide on the appointment of the majority or all members of the Board of Management, General Director or Director of that company;

(iii) Port of Hai Phong has the right to decide on amendments and additions to the charter of that company;

o. "Joint venture company" refers to a joint-stock company with capital contributions below the controlling level of Port of Hai Phong and its subsidiaries; or a company without capital contributions from Port of Hai Phong and its subsidiaries, which voluntarily participates in the joint venture in the form of a joint venture contract and has a long-term relationship in terms of economic interests, technology, market, and other services with Port of Hai Phong or its subsidiaries;

p. "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries;

q. "Term of Operation" means the period during which the Company operates as specified in these Charter;

r. "Shareholders' Meeting" means the Shareholders' Meeting of the Company;

s. "Board of Management" means the Board of Management of the Company;

t. "Supervisory Board" means the Supervisory Board of the Company;

u. "General Director" means the General Director of the Company;

v. "Chief Accountant" means the Chief Accountant of the Company;

w. "Vietnam" refers to the Socialist Republic of Vietnam;



2. In this Charter, references to one or more provisions or other documents include any amendments, supplements, or replacement documents.

3. The headings (Chapters, Sections, and Articles of this Charter) are used for convenience in understanding the content and do not affect the substance of this Charter.

4. Other words or terms defined in the Civil Code, the Enterprise Law, and other legal documents (unless inconsistent with the subject matter or context) shall have the same meaning in these Charter.

**SECTION 2: NAME, FORM, HEADQUARTERS, BRANCHES, OFFICES  
REPRESENTATIVES, TERM OF OPERATION, LEGAL  
REPRESENTATIVES  
LAW OF THE COMPANY**

**Article 2 . Name, form, headquarters, branches, representative offices, and term of operation of the Company**

1. Name:

- |                              |                                         |
|------------------------------|-----------------------------------------|
| - Vietnamese Name            | : Công ty cổ phần Cảng Hải Phòng        |
| - International trading name | : Port of Hai Phong Joint Stock Company |
| - Vietnamese Abbreviation    | : Cảng Hải Phòng                        |
| - English Abbreviation       | : Port of Hai Phong                     |
| - Company type               | : Joint Stock Company                   |
| - Logo                       |                                         |



2. The Company has legal personality under current laws effective from the date the Business Registration Certificate was issued.

3. The Company's principal office address: No. 8A Tran Phu Street, Ngo Quyen Ward, Hai Phong City.

- |                |                                    |
|----------------|------------------------------------|
| - Phone number | : (84-225) 3859.945                |
| - Fax          | : (84-225) 3552.049                |
| - Email        | : haiphongport@haiphongport.com.vn |
| - Website      | : https://haiphongport.com.vn      |

4. At the time the Charter on Organization and Operation of Port of Hai Phong Joint Stock Company was adopted, the Company has the following branch:

- Port of Hai Phong Joint Stock Company – Tan Vu Port Branch

Address: Dinh Vu – Cat Hai Economic Zone, Dong Hai Ward, Hai Phong City.

5. The Company may establish branches and representative offices within its business territory to carry out the Company's operational objectives in accordance with the decisions of the Board of Management and within the limits permitted by law.

6. Unless operations are terminated prematurely in accordance with Article 74 of this Charter, the Company's term of operation is indefinite.

### **Article 3. The Company's Legal Representative**

1. The Company's legal representative is the individual who represents the Company in exercising the rights and fulfilling the obligations arising from the Company's transactions; represents the Company as a party seeking resolution of civil matters, a plaintiff, a defendant, or a party with related rights and obligations before arbitration tribunals and courts; and exercises other rights and fulfills other obligations as prescribed by law.

2. The Company has two legal representatives: the Chairman of the Board of Management and the General Director. The division of powers and responsibilities between the Company's two legal representatives is as follows:

a. The first legal representative is the General Director of the Company and has the rights and obligations of the Company's legal representative, except as provided in subparagraph b of paragraph 2 of this Article.

b. The second legal representative is the Chairman of the Board of Management of the Company and shall have the rights and obligations of the Company's legal representative if the first legal representative is absent from Vietnam for more than 30 days without delegating such rights and obligations to another person, or if the first legal representative dies, is missing, is under criminal investigation, is in pretrial detention, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation facility, a compulsory educational facility, has fled their place of residence, has restricted or lost legal capacity, has difficulties in cognition or self-control, has been



prohibited by a court from holding a position, practicing a profession, or performing certain work, or has been removed or dismissed by the Company's Board of Management.

c. The allocation of representative powers and obligations is intended to clearly define the duties, authorities, and obligations among the Company's legal representatives, promote initiative, and emphasize accountability in the exercise of rights and obligations arising from the Company's transactions, while minimizing overlapping authority in the Company's representative functions; without altering the authority of the Board of Management and the General Director of the Company as prescribed by law and the Company's Charter.

d. Each legal representative shall be individually liable for damages caused to the Company in accordance with civil law and other relevant legal provisions, within the scope of the rights and obligations allocated under these Charter. A legal representative who enters into a transaction with a third party beyond the scope of their authorized authority shall be personally liable to the Company and the competent authority for any damages caused by such transaction. The resolution of the consequences of transactions entered into or executed by a legal representative beyond their authorized authority shall be handled in accordance with the law.

e. In the course of performing their duties, if any issues arise regarding the scope of responsibilities assigned to the legal representatives in accordance with the Company's Charter and internal regulations, the two legal representatives shall cooperate with one another to address such issues; they must report regularly and are accountable to the Company's Board of Management.

f. If, for any reason, one of the individuals is no longer eligible to serve as the Company's legal representative, the other individual shall automatically assume the rights and obligations of the ineligible representative and shall be liable for any transactions in which they act as the representative.

3. When the General Director leaves Vietnam, he or she must delegate in writing to another individual residing in Vietnam the authority to exercise the rights and fulfill the obligations of the legal representative. In such cases, the General Director remains responsible for the exercise of the delegated rights and the fulfillment of the delegated obligations.

4. If the term of the power of attorney expires as provided for in paragraph 3 of this Article and the General Director has not yet returned to Vietnam and no other power of attorney has been granted, the Chairman of the Board of Management shall exercise the rights and duties of the legal representative until the General Director returns to work at the Company.

5. If a company has only one legal representative residing in Vietnam, that person must, upon leaving Vietnam, grant a written power of attorney to another individual residing in Vietnam to exercise the rights and fulfill the obligations of the legal representative.

6. In the event that neither of the two legal representatives meets the qualifications and criteria for a legal representative as prescribed by law and these Charter, the Board of Management shall appoint another person to serve as the Company's legal representative.

#### **Article 4. Responsibilities of the Company's Legal Representative**

1. The legal representative of the Company shall have the following responsibilities:

a. Perform the assigned rights and duties with integrity, diligence, and to the best of one's ability to ensure the Company's legitimate interests;

b. Remain loyal to the Company's interests; do not abuse one's position or authority, nor use the Company's information, trade secrets, business opportunities, or other assets for personal gain or to serve the interests of other organizations or individuals;

c. Timely, complete, and accurate disclosure to the Company regarding any business in which the individual or their related parties are owners or hold equity interests, in accordance with the provisions of the Enterprise Law and these Charter.

2. The legal representative of the Company shall be personally liable in accordance with the provisions of law for damages to the Company resulting from a breach of the responsibilities specified in Clause 1 of this Article.

### **SECTION 3: OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE COMPANY**

#### **Article 5. Objectives of the Company**

1. Business lines of the Company:

No.	Business Lines	Industry Code
1	Cargo Handling	5224 (Main)



No.	Business Lines	Industry Code
2	Rail Freight Transport	4912
3	Road freight transport	4933
4	Inland waterway freight transport	5022
5	Real estate business, land use rights owned by the owner, user, or lessee (excluding investment activities in the construction of cemetery and burial ground infrastructure for the purpose of transferring land use rights associated with such infrastructure)	6810
6	Other support services related to transportation Details: Arranging and organizing rail, road, and sea transport activities; Logistics consulting activities, such as planning, organizing/designing, and supporting transport, warehousing, and goods distribution operations; Collecting and issuing transport documents or bills of lading; Cargo unloading services; Cargo counting, weighing, and sampling services; Customs clearance services; Services for packing, crating, and packaging goods for transport (excluding the following activities: maritime pilotage services; services for establishing, operating, maintaining, and servicing maritime aids to navigation, water areas, water zones, public shipping lanes, and maritime routes; surveying services for water areas, water zones, public shipping lanes, and maritime routes for the purpose of issuing Maritime Notices; survey, construction, and publication of nautical charts for water areas, seaports, maritime channels, and maritime routes; construction and publication of maritime safety documents and publications; maritime safety regulation services in water areas, water zones, and public maritime channels; maritime electronic information services)	5229
7	Other business support services not classified elsewhere Details: Import and export services for goods (excluding export, import, and distribution rights for goods listed in the Catalogue of Goods for which foreign investors and foreign-invested economic organizations are prohibited from exercising export, import, and distribution rights, such as: tobacco and cigars, books, newspapers, and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and refined oil, rice, sugarcane sugar, and beet sugar)	8299
8	Warehousing and storage of goods	5210



No.	Business Lines	Industry Code
9	Repair and Maintenance of Other Equipment	3319
10	Other Cleaning Services Details: Container Cleaning Services	8129
11	Basic Training Details: Vocational Training	8531
12	Intermediate-level training Details: Vocational Secondary Education	8532
13	Hospital and Health Center Operations	8610
14	Direct support services for water transport Details: Seaport operations (including the management, operation, and leasing of seaport infrastructure); Support services related to coastal and deep-sea shipping; Operation of inland waterway ports (including the management, operation, and leasing of inland waterway port infrastructure); Support services related to inland waterway shipping; excluding the provision of maritime pilotage services	5222
15	Machinery and equipment repair and maintenance	3312
16	Construction of other civil engineering works Details: Wharves, docks (excluding the construction of works and services specified in Appendix I.A20-A21 of Decree No. 31/2021/ND-CP regulating industries not yet open to foreign investors)	4299
17	Restaurants and mobile food service	5610
18	Providing catering services under non-recurring contracts with clients	5621
19	Beverage service (excluding bars)	5630
20	Motorized vehicle rental	7710
21	Rental of machinery, equipment, and other tangible goods without an operator	7730



No.	Business Lines	Industry Code
	Details: Rental of machinery and equipment for cargo handling, rental of lifting equipment.	
22	Temporary labor supply (excluding the provision of temporary labor to businesses engaged in labor export and services for sending workers abroad to work under contract)	7821
23	Technical inspection and analysis Details: Container inspection (physical, chemical, and other analyses of containers; excluding judicial administrative services; inspection and certification services for transportation vehicles, inspection and certification services for technical safety and environmental protection, occupational safety technical inspection services... as specified in Annex I.A5 and Annex I.A22 of Decree No. 31/2021/ND-CP regulating sectors not yet open to foreign investors)	7120
24	Intermediary services for freight transport Details: Freight forwarding by sea; Operation of freight transport intermediary platforms; Activities of maritime freight forwarders; Organization of freight transport and delivery on behalf of customers; Activities of customs clearance agents acting on behalf of customers; Ship agency services (including ship supply services); Maritime freight forwarding services; Multimodal transport services (excluding air transport services and general aviation operations)	5231
25	Other education not classified elsewhere	8559
26	Construction of water projects	4291
27	Other real estate activities on a fee or contract basis (excluding Real Estate Auction and Land Use Rights Auction)	6829
28	Business management consulting and other management consulting activities (excluding financial, accounting, and legal consulting)	7020
29	Repair and maintenance of cast metal products Details: Container repair	3311

2. Company's operational objectives:

- a. To develop the Company into the leading professional port operator in the country;
- b. Maximize profits for the Company and its shareholders by establishing a lean, effective, and efficient management and operational system; leveraging information technology and advanced management tools; and optimizing the management of resources and business operations;
- c. Diversify investment channels and develop new services aligned with the Company's core business operations;
- d. Develop and train a high-quality, specialized workforce to meet the demands of business and production growth, combined with commensurate compensation policies;
- e. Fully fulfill obligations to the State and the Company's responsibilities toward the community.

**Article 6. Scope of Business and Operations of the Company**

The Company is authorized to conduct business operations in the business lines specified in these Charter, provided that it has registered such lines, notified the business registration authority of any changes to the registered information, and published such information on the National Business Registration Portal. In the event that the Company engages in business lines subject to conditional investment, it must meet the business conditions prescribed by the Investment Law and relevant sector-specific laws.

**CHAPTER II: AUTHORIZED CAPITAL, SHARES, STOCKS, BONDS**

**Article 7. Authorized Capital**

1. The Company's authorized capital is 3,269,600,000,000 VND (In words: Three thousand two hundred sixty-nine billion six hundred million Vietnamese dong).
2. The authorized capital is denominated in Vietnamese Dong (VND).
3. The authorized capital is used for purposes in accordance with the law.
4. The company may increase or decrease its authorized capital upon approval by the General Meeting of Shareholders and in accordance with applicable laws.
5. The Company may reduce its charter capital in the following cases and in compliance with current legal regulations:
  - a. Pursuant to a resolution of the General Meeting of Shareholders, the Company shall return a portion of the capital contributions to shareholders in proportion to their



ownership stakes in the Company and ensure full payment of all debts and other financial obligations after such returns to shareholders;

b. The Company shall repurchase the shares sold in accordance with the provisions of Articles 10 and 11 of this Charter.

Any reduction in the Company's authorized capital must ensure that the authorized capital after the reduction is not less than the statutory capital required by law (if any).

#### **Article 8. Shares**

1. Each share of the Company has a par value of 10,000 VND (In words: ten thousand dong).

2. The Company's authorized capital as of the date these Charter are adopted by the General Meeting of Shareholders is divided into 326,960,000 shares (in words: three hundred twenty-six million nine hundred sixty thousand shares).

3. The Company's shares as of the date of adoption of these Charter are common shares.

4. The Company may issue preferred shares upon approval by the General Meeting of Shareholders and in accordance with applicable laws. Holders of preferred shares are referred to as preferred shareholders.

5. Shareholders are entitled to purchase dividend-paying preferred shares, redeemable preferred shares, and other types of preferred shares as determined by the General Meeting of Shareholders.

6. Each share of the same class confers upon its holder the same rights, obligations, and benefits.

7. Common shares cannot be converted into preferred shares. Preferred shares may be converted into common shares pursuant to a resolution of the General Meeting of Shareholders.

#### **Article 9. Offering of Shares**

1. A share offering is the process by which a company increases the number of shares or the types of shares it is authorized to issue in order to increase its authorized capital.

2. A share offering may be conducted in the following forms:

- a. Offering shares to existing shareholders;
- b. Private placement of shares;
- c. Public offering of shares.

3. The offering of the Company's shares is conducted in accordance with securities laws.

4. The Company shall register the change in authorized capital within 10 days from the date of completion of the share offering.

**Article 10. Repurchase of shares of pursuant to a decision by the Company**

The Company has the right to repurchase no more than 30% of the total number of common shares issued and outstanding, and all or part of the dividend-preferred shares issued and outstanding, subject to the following provisions:

1. The Board of Management has the authority to decide to repurchase no more than 10% of the total number of shares of each class that have been issued within any 12-month period. In all other cases, the repurchase of shares is decided by the General Meeting of Shareholders.

2. The Board of Management determines the share repurchase price. For common shares, the repurchase price shall not exceed the market price at the time of repurchase, except as provided in paragraph 3 of this Article.

3. The Company may repurchase shares from each shareholder in proportion to their shareholding in the Company according to the following order and procedures:

a. The decision to repurchase shares of the Company must be notified by a method that ensures it reaches all shareholders within 30 days from the date such decision is approved. The notice must include the name and head office address of the Company, the total number of shares and types of shares to be repurchased, the repurchase price, the procedures and time limit for payment, and the procedures and time limit for shareholders to offer their shares for sale to the Company;

b. Shareholders agreeing to sell their shares must submit a written consent to sell their shares via a secure method to the Company within 30 days from the date of the notice. The written consent to sell shares must include the full name, contact address, and legal identification number of the individual for individual shareholders; for corporate shareholders, the name, business registration number, or legal identification number of the organization, and the address of the principal office; the number of shares held and the number of shares agreed to be sold; the payment method; and the signature of the shareholder or the shareholder's legal representative. The Company will only repurchase shares within the aforementioned timeframe.



4. In addition to the above provisions, the Company's decision to repurchase shares as well as the payment conditions and handling of repurchased shares must comply with the provisions of the Law on Enterprises, the Law on Securities, and relevant legal regulations.

#### **Article 11. Share Repurchase at the Request of Shareholders**

1. Shareholders who have voted against a resolution regarding the reorganization of the Company or changes to the rights and obligations of shareholders as stipulated in these Charter have the right to request that the Company repurchase their shares. The request must be in writing and must clearly state the shareholder's name and address, the number of shares of each class, the proposed selling price, and the reason for requesting the Company to repurchase the shares. The request must be submitted to the Company within 10 days from the date the General Meeting of Shareholders adopts the resolution regarding the matter specified in this paragraph.

2. The company must repurchase shares at the shareholder's request as provided in paragraph 1 of this Article at market price within 90 days from the date of receiving the request. If the parties cannot agree on the price, they may request a valuation firm. The company shall propose at least three valuation firms for the shareholder to choose from, and the shareholder's selection shall be final.

3. In addition to the above provisions, the Company's redemption of shares at the request of shareholders, and the conditions for payment and handling of redeemed shares must comply with the provisions of the Law on Enterprises, the Law on Securities, and relevant legal regulations.

#### **Article 12. Transfer of Shares**

1. Shares are freely transferable, except in cases where transfer restrictions are explicitly stated on the share certificate for the relevant shares.

2. The transfer of employee stock options held by the Company's employees in accordance with their long-term employment commitment to the Company is conducted in accordance with current laws and regulations. The transfer of listed shares registered for trading on the Stock Exchange is conducted in accordance with laws and regulations governing securities and the securities market.

3. The transfer of unlisted shares registered for trading on the Stock Exchange is carried out by contract. The transfer documents must be signed by the transferor and the transferee or their authorized representatives.

4. Shares that have not been fully paid up may not be transferred and do not entitle the holder to related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other benefits as prescribed by law.

### **Article 13. Inheritance and Gift of Shares**

1. If a shareholder who is an individual dies, the shareholder's heirs under the will or by law shall become shareholders of the Company.

2. If a shareholder who is an individual dies without heirs, or if the heirs refuse to accept the inheritance or are disinherited, the shares held by that shareholder shall be resolved in accordance with the provisions of civil law.

3. Shareholders have the right to transfer all or part of their shares in the Company to another individual or entity, or to use their shares to settle debts. Any individual or entity that receives such a transfer or has a debt settled with shares shall become a shareholder of the Company.

4. Individuals and organizations that acquire shares in the cases specified in this Article and Article 12 of these Charter shall only become shareholders of the Company from the time their information, as specified in Clause 2 of Article 122 of the Enterprise Law, is fully recorded in the shareholder register.

### **Article 14. Stock Certificates and Other Securities Certificates**

1. Shareholders of the Company are issued stock certificates corresponding to the number and class of shares they hold.

2. A share is a type of security that confirms the legal rights and interests of the holder in a portion of the Company's equity capital. A share must contain all the information required under Paragraph 1 of Article 121 of the Enterprise Law.

3. Within 10 business days from the date of submitting a complete application for the transfer of share ownership in accordance with the Company's regulations, or within 5 business days from the date of full payment for the purchase of shares as specified in the Company's share issuance plan (or within another timeframe as specified in the issuance





terms), the shareholder shall be issued a share certificate. Shareholders are not required to pay the Company any costs associated with printing the share certificates.

4. In the event that shares are lost, damaged, or otherwise destroyed, the Company shall reissue shares to the shareholder upon the shareholder's request. The shareholder's request must include the following information:

- a. Information regarding the lost, damaged, or otherwise destroyed shares;
- b. Commitment to assume responsibility for any disputes arising from the reissuance of.

5. Bond certificates or other securities certificates issued by the Company shall bear the signature of the legal representative and the Company's seal.

#### **Article 15. Payment of dividends**

1. Dividends paid on preferred shares are subject to the specific terms and conditions applicable to each class of preferred shares.

2. Dividends paid on common stock are determined based on the amount of net income realized, and the dividend payment is drawn from the Company's retained earnings. The Company may pay dividends on common stock only if all of the following conditions are met:

- a. The company has fulfilled its tax obligations and other financial obligations in accordance with the law;
- b. The Company has established corporate reserves and offset prior losses in accordance with the law;
- c. Immediately after paying out dividends, the Company will ensure full payment of all outstanding debts and other financial obligations due.

3. Dividends may be paid in cash or in the form of Company shares. If paid in cash, such payments must be made in Vietnamese Dong and in accordance with the payment methods prescribed by law.

4. Dividends must be paid in full within six months from the date of the conclusion of the Annual General Meeting of Shareholders. The Board of Management shall prepare a list of shareholders eligible to receive dividends, determine the dividend amount payable per share, and specify the payment schedule and method no later than 30 days prior to each dividend payment. Notice of the dividend payment shall be sent by a method ensuring

delivery to shareholders at the addresses registered in the shareholder registry no later than 15 days prior to the dividend payment.

5. If a shareholder transfers their shares during the period between the closing of the shareholder register and the dividend payment date, the transferor is the recipient of the dividend from the Company.

6. In the case of dividend payments made in the form of shares, the Company is not required to conduct a share offering in accordance with the provisions of Article 9 of these Charter. The Company must register an increase in its authorized capital corresponding to the total par value of the shares used to pay dividends within 10 days from the date of completion of the dividend payment.

#### **Article 16. Shareholder Register**

1. The Shareholder Register shall be established and maintained in paper form or as an electronic database recording information regarding the shareholdings of the Company's shareholders.

2. The Shareholder Register must include the following main contents:

- a. The name and address of the Company's principal office;
- b. The total number of shares authorized for issuance, the class of shares authorized for issuance, and the number of shares authorized for issuance for each class;
- c. The total number of shares sold for each class and the value of the capital contributed;
- d. Full name, contact address, nationality, and legal identification number for individual shareholders; name, business registration number, or legal identification number for corporate shareholders, and registered office address;
- e. The number of shares of each class held by each shareholder, and the date of share registration.

3. The shareholder register is maintained at the Company's principal office or at other organizations authorized to maintain such registers. Shareholders have the right to inspect, search, extract, and copy the names and contact addresses of the Company's shareholders from the shareholder register.

4. If a shareholder changes their contact address (for shareholders whose securities are not held in custody by the Company), they must promptly notify the Company so that the information can be updated in the shareholder register. The Company shall not be liable





for any failure to contact a shareholder due to the shareholder's failure to notify the Company of a change in their contact address.

### **CHAPTER III: ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROLS**

#### **SECTION 1: ORGANIZATIONAL STRUCTURE**

##### **Article 17. Organizational, Management, and Control Structure**

The Company's organizational, management, and governance structure includes:

1. The General Meeting of Shareholders;
2. The Board of Management;
3. The Supervisory Board;
4. The General Director.

#### **SECTION 2: SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS**

##### **Article 18. Rights of Shareholders**

1. Ordinary shareholders have the following rights:
  - a. To attend and speak at General Meetings of Shareholders and exercise the right to vote directly at the General Meeting of Shareholders or through an authorized representative or by remote voting or other forms as prescribed by law. Each ordinary share has one vote;
  - b. Receive dividends at the rate determined by the General Meeting of Shareholders;
  - c. Have the right of first refusal to purchase new shares in proportion to each shareholder's ownership of common stock in the Company;
  - d. The right to freely transfer their shares to others, except for cases of transfer restrictions as stipulated by law;
  - e. Review, search for, and extract information regarding names and contact addresses from the list of shareholders with voting rights; request corrections to inaccurate information regarding oneself;
  - f. Review, search, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - g. Upon the Company's dissolution or bankruptcy, to receive a portion of the remaining assets proportional to the shareholder's ownership stake in the Company;
  - h. Request the Company to repurchase shares in the cases specified in Article 11 of this Charter;

i. Equal treatment. Each share of the same class confers upon its holder equal rights, obligations, and benefits. If the Company issues preferred shares, the rights and obligations attached to such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;

j. To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;

k. To have their lawful rights and interests protected; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Management in accordance with the order and procedures prescribed by law;

l. Other rights as provided by law and these Charter.

2. A shareholder or group of shareholders owning 05% or more of the total ordinary shares has the following rights:

a. Request the Board of Management to convene the General Meeting of Shareholders in accordance with the provisions of this Charter, the internal management regulations of the Company, and current laws;

b. Review, search, and extract records from the minutes and resolutions, decisions of the Board of Management, semi-annual and annual financial reports, reports of the Supervisory Board, contracts, transactions requiring approval by the Board of Management, and other documents, except for documents related to the Company's trade secrets and business secrets;

c. Request the Supervisory Board to examine specific issues related to the management and operation of the Company when deemed necessary. Such requests must be made in writing and must include the following information: full name, contact address, nationality, and legal identification number for individual shareholders; the name, business registration number, or legal identification number of the organization, and the address of the principal office for organizational shareholders; the number of shares and the date of share registration for each shareholder, the total number of shares held by the group of shareholders, and the ownership percentage of the total shares of the company; the matter to be inspected and the purpose of the inspection;

d. Proposals for items to be included on the agenda of the General Shareholders' Meeting. Proposals must be submitted in writing to the Company no later than three business days prior to the opening date of the meeting. Proposals must clearly state the



shareholder's name, the number of shares of each class held by the shareholder, and the specific item proposed for inclusion on the agenda;

e. Other rights as provided by law and these Charter.

3. A shareholder or group of shareholders as specified in paragraph 2 of this Article has the right to request the Board of Management to convene a General Meeting of Shareholders in the following cases:

a. The Board of Management has seriously violated the rights of shareholders, breached the duties of management, or made decisions beyond its delegated authority;

b. Other cases as provided by law and this Charter.

4. The request to convene a General Meeting of Shareholders as prescribed in Clause 3 of this Article must be in writing and include the following contents: full name, contact address, nationality, and legal document number of the individual for shareholders who are individuals; name, enterprise identification number or legal document number of the organization, and head office address for shareholders that are organizations; the number of shares and the time of share registration of each shareholder, the total number of shares of the group of shareholders and the ownership ratio in the total number of shares of the company, and the grounds and reasons for requesting the convening of the General Meeting of Shareholders. Accompanying the request to convene the meeting must be documents and evidence of violations by the Board of Management, the extent of the violations, or decisions made beyond their authority. Shareholders or groups of shareholders shall be fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of the General Meeting of Shareholders.

5. A shareholder or group of shareholders holding 10% or more of the total common shares has the right to nominate candidates for the Board of Management and the Supervisory Board. The nomination of candidates for the Board of Management and the Supervisory Board shall be conducted as follows:

a. Common shareholders who form a group to nominate candidates for the Board of Management and the Supervisory Board must notify the attending shareholders of the group meeting prior to the opening of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Management and the Supervisory Board, a shareholder or group of shareholders as specified in this clause shall have the right

to nominate one or more persons, in accordance with the provisions of these Charter or a resolution of the General Meeting of Shareholders, as candidates for the Board of Management and the Supervisory Board. If the number of candidates nominated by a shareholder or group of shareholders is fewer than the number of candidates they are entitled to nominate, the remaining candidates shall be nominated by the Board of Management, the Supervisory Board, and other shareholders.

6. Shareholders or groups of shareholders holding at least 1% of the total ordinary shares have the right to, on their own behalf or on behalf of the Company, initiate lawsuits regarding personal or joint liability against members of the Board of Management and the General Director to demand the return of benefits or compensation for damages to the Company or others in accordance with current regulations.

7. Other rights as prescribed by this Charter, the Company's internal management regulations, and current law.

#### **Article 19. Obligations of Shareholders**

Common shareholders have the following obligations:

1. To pay the full amount for the shares they have committed to purchase by the due date.

2. Capital contributed in the form of common stock may not be withdrawn from the Company in any form, except in cases where the shares are repurchased by the Company or a third party. If a shareholder withdraws part or all of the capital contributed in violation of this provision, such shareholder and any person with a related interest in the Company shall be jointly and severally liable for the Company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.

3. Comply with these Charter and the Company's Internal Management Regulations.

4. Implement the resolutions and decisions of the General Meeting of Shareholders and the Board of Management.

5. Protect the information provided by the Company in accordance with this Charter and applicable laws; use such information solely to exercise and protect one's lawful rights and interests; and strictly prohibit the dissemination, reproduction, or transmission of such information to other organizations or individuals.

6. Attend the General Shareholders' Meeting and exercise voting rights through the following methods:



- a. Attend and vote in person at the meeting;
  - b. Authorize another individual or organization to attend and vote at the meeting;
  - c. Attend and vote via an online conference, electronic voting, or other electronic means;
  - d. Submit a proxy vote for the meeting by mail, fax, or email.
7. Assume personal liability when acting on behalf of the Company in any capacity to commit any of the following acts:
- a. Violating the law;
  - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c. Settle outstanding debts before they become due to mitigate financial risks to the Company.
8. Major shareholders shall not abuse their dominant position to influence the rights and interests of the Company or other shareholders in violation of the law and these Charter; they are obligated to disclose information in accordance with the law;
9. Fulfil other obligations as prescribed by current laws.

#### **Article 20. Authorized Representative of a Corporate Shareholder**

1. The authorized representative of a shareholder that is an organization must be an individual authorized in writing to act on behalf of such shareholder in exercising the rights and fulfilling the obligations prescribed by the Enterprise Law and these Charter.
2. The appointment of proxies by an organization that is a shareholder of the Company shall be governed by the following provisions: an organization holding between 10% and less than 20% of the total common shares may appoint one proxy; an organization holding between 20% and less than 35% of the total common shares may appoint up to two proxies; holding between 35% and less than 40% of the total common shares may appoint up to three authorized representatives; holding between 40% and less than 50% of the total common shares may appoint up to four authorized representatives; Ownership of 50% to less than 60% of the total common shares may appoint up to 5 proxy representatives; ownership of 60% to less than 65% of the total common shares may appoint up to 6 proxy representatives; and ownership of more than 65% of the total common shares may appoint up to 7 proxy representatives.

3. If a shareholder that is an organization appoints multiple proxies, the specific number of shares must be allocated to each proxy. If the shareholder does not specify the corresponding number of shares for each proxy, the shares will be divided equally among all proxies.

4. The document appointing a proxy must be notified to the Company and shall only be effective with respect to the Company as of the date the Company receives the document. The document appointing a proxy must include the following essential information:

a. The shareholder's name, business registration number, and address of the principal office;

b. The number of authorized representatives and the corresponding percentage of shares held by each authorized representative;

c. The full name, contact address, nationality, and identification number of each authorized representative;

d. The term of authority for each authorized representative; including the specific start date of their representation;

e. The full name and signature of the shareholder's legal representative and of the authorized representative.

5. The authorized representative must meet the following criteria and conditions:

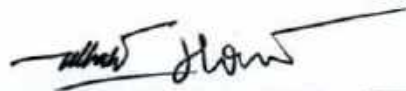
a. Not falling under the provisions of Clause 2, Article 17 of the Enterprise Law;

b. Not have a family relationship with the business manager.

**Article 21. Responsibilities of the authorized representative of a corporate shareholder**

1. A proxy acting on behalf of a shareholder shall exercise the shareholder's rights and fulfill the shareholder's obligations at the General Meeting of Shareholders in accordance with the provisions of these Charter. Any restrictions imposed by a shareholder on the proxy regarding the exercise of the shareholder's rights or the fulfillment of the shareholder's obligations at the General Meeting of Shareholders shall have no effect against third parties.

2. The authorized representative is responsible for attending all meetings of the General Meeting of Shareholders; exercising the delegated rights and duties with integrity,





diligence, and to the best of their ability; and protecting the legitimate interests of the shareholders who appointed them.

3. A proxy representative shall be liable to the shareholder who appointed him or her for any breach of the duties specified in this Article. The shareholder who appointed the proxy representative shall be liable to third parties for any liabilities arising from the rights and obligations exercised through the proxy representative.

## **Article 22. General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights, is the Company's highest decision-making body. The General Meeting of Shareholders convenes annually once a year within four months from the end of the fiscal year. The Board of Management may decide to postpone the annual General Meeting of Shareholders if necessary, but not for more than six months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene for an extraordinary session. The venue for the General Meeting of Shareholders is determined as the location where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Management shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters in accordance with the law and these Charter, in particular by approving the audited annual financial statements. In the event that the audit report on the Company's annual financial statements contains material exceptions, a contrary audit opinion, or a refusal to express an opinion, the Company must invite a representative of the approved auditing firm that conducted the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative of the approved auditing firm shall be responsible for attending the Company's Annual General Meeting of Shareholders.

3. The Board of Management must convene an extraordinary general meeting of shareholders in the following cases:

- a. The Board of Management deems it necessary in the best interests of the Company;
- b. The number of remaining members of the Board of Management and the Supervisory Board is less than the minimum number required by law;

c. At the request of a shareholder or group of shareholders as specified in Clause 2 of Article 18 of these Charter; a request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, and bearing the signatures of the relevant shareholders, or the request may be prepared in multiple copies and bear the signatures of the relevant shareholders;

d. At the request of the Supervisory Board;

e. Other cases as provided by law and this Charter.

4. Convening an extraordinary general meeting of shareholders:

a. The Board of Management must give notice of the convening of a General Meeting of Shareholders within 30 days from the date on which the number of remaining members of the Board of Management, independent members of the Board of Management, or members of the Supervisory Board falls below the minimum required number as specified in subparagraph b of paragraph 3 of this Article, or from the date of receipt of the request specified in subparagraphs c and d of paragraph 3 of this Article;

b. If the Board of Management fails to convene a General Meeting of Shareholders in accordance with the provisions of subparagraph a of paragraph 4 of this Article, the Supervisory Board shall, within the following 30 days, act in lieu of the Board of Management to give notice of the convening of the General Meeting of Shareholders in accordance with the provisions of paragraph 3 of Article 140 of the Enterprise Law;

c. If the Supervisory Board fails to convene a General Meeting of Shareholders in accordance with the provisions of subparagraph b of paragraph 4 of this Article, the shareholder or group of shareholders specified in subparagraph c of paragraph 3 of this Article shall have the right to request the Company's representative to convene a General Meeting of Shareholders in accordance with the provisions of paragraph 4 of Article 140 of the Enterprise Law;

In this case, a shareholder or group of shareholders convening a General Meeting of Shareholders may request the Business Registration Authority to oversee the procedures for convening, conducting, and making decisions at the General Meeting of Shareholders. All costs associated with convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel expenses.





5. Procedures for organizing the General Meeting of Shareholders shall comply with the provisions of Clause 2, Article 26 of this Charter, the Company's internal management regulations, and current law.

**Article 23. Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the following rights and obligations:
  - a. To approve the Company's development strategy;
  - b. Determine the types of shares and the total number of shares of each type authorized for issuance; determine the annual dividend rate for each type of share;
  - c. Elect, remove, or dismiss members of the Board of Management and members of the Supervisory Board;
  - d. Decisions to invest in or sell assets with a value of 35% or more of the total asset value as stated in the Company's most recent financial statements;
  - e. Decisions to amend or supplement the Company's Charter;
  - f. Approval of the annual financial statements;
  - g. Decisions to repurchase more than 10% of the total issued shares of each class;
  - h. Investigate and address violations committed by members of the Board of Management and members of the Supervisory Board that cause harm to the Company and its shareholders;
  - i. Decide on the reorganization or dissolution of the Company;
  - j. Decide on the budget or total compensation, bonuses, and other benefits for the Board of Management and the Supervisory Board;
  - k. To approve the Internal Regulations on Corporate Governance; Regulations on the Operation of the Board of Management and the Supervisory Board;
  - l. Approve the list of approved audit firms; decide which approved audit firm shall conduct an audit of the Company's operations; remove an approved auditor when deemed necessary;
  - m. Other rights and obligations as prescribed by law, these Charter, and the Company's internal management regulations and rules.
2. The General Meeting of Shareholders discussed and approved the following matters:
  - a. The Company's annual business plan;
  - b. The audited annual financial statements;

- c. The Board of Management's report on governance and the performance of the Board of Management and each member of the Board of Management;
  - d. The Supervisory Board's report on the Company's business results and the performance of the Board of Management and the General Director;
  - e. Self-assessment report on the performance of the Supervisory Board and its members;
  - f. Dividend amount per share for each class of stock;
  - g. The number of members of the Board of Management and the Supervisory Board;
  - h. Elect, remove, or dismiss members of the Board of Management and members of the Supervisory Board;
  - i. Determining the budget or total compensation, bonuses, and other benefits for the Board of Management and the Supervisory Board;
  - j. Approve the list of approved audit firms; decide which approved audit firm shall conduct an audit of the Company's operations when deemed necessary;
  - k. Amendments and revisions to the Company's Charter;
  - l. The types of shares and the number of new shares to be issued for each type of share;
  - m. The division, separation, merger, consolidation, or conversion of the Company;
  - n. Restructuring and dissolution (liquidation) of the Company and appointment of a liquidator;
  - o. A decision to invest in or sell assets with a value of 35% or more of the total asset value as stated in the Company's most recent financial statements;
  - p. A decision to repurchase more than 10% of the total issued shares of each class;
  - q. The Company enters into contracts or transactions specified in Point a, Clause 3, Article 57 and Clause 4, Article 57 of this Charter;
  - r. Approve the Internal Regulations on Corporate Governance, the Regulations on the Operations of the Board of Management, and the Regulations on the Operations of the Supervisory Board;
  - s. Other matters as prescribed by law and these Charter.
3. All resolutions and matters included on the meeting agenda must be discussed and voted on at the General Shareholders' Meeting.



#### **Article 24. Authorization to Attend the Shareholders' Meeting**

1. Shareholders and authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend the meeting, or attend through one of the forms specified in this Charter, the internal management regulations of the Company, and current laws.

2. The authorization of individuals or organizations to represent shareholders at the General Meeting of Shareholders, as provided for in paragraph 1 of this Article, must be made in writing. The written authorization must 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 scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

3. Authorized proxies attending the General Meeting of Shareholders must submit the written authorization to attend the meeting. In the case of re-authorization, the attendee must also present the original written authorization from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company). The timing and method for submitting the authorization/re-authorization documents shall follow the Company's instructions.

4. A proxy's vote cast within the scope of the authorization remains valid in any of the following cases, except where:

- a. The principal has died, has been restricted in legal capacity, or has lost legal capacity;
- b. The principal has revoked the power of attorney;
- c. The principal has revoked the authority of the agent.

This provision does not apply if the Company receives notice of any of the above events prior to the opening of the General Shareholders' Meeting or prior to the reconvening of the meeting.

#### **Article 25. Changes to Rights**

1. Any amendment or revocation of the special rights attached to a class of preferred shares shall take effect upon approval by shareholders representing 65% or more of the

total voting shares of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders regarding matters that adversely affect the rights and obligations of shareholders holding preferred shares may only be adopted if approved by preferred shareholders of the same class present at the meeting who hold 75% of the total preferred shares of that class or more, or if approved by preferred shareholders of the same class holding 75% or more of the total preferred shares of that class in the case of a resolution adopted through a written ballot.

2. A meeting of shareholders holding a class of preferred shares to approve the aforementioned amendment to rights is valid only if attended by at least two shareholders (or their proxies) who collectively hold at least one-third of the par value of the issued shares of that class. If the required quorum is not met, the meeting shall be reconvened within the following 30 days, and all holders of such shares (regardless of the number of persons or shares) present in person or through a proxy shall be deemed to constitute the required quorum. At meetings of shareholders holding the aforementioned preferred shares, shareholders of that class present in person or through a representative may request a secret ballot. Each share of the same class has equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 27, 28, and 29 of this Charter.

#### **Article 26. Convening of Meetings, Meeting Agenda, and Notice of the General Meeting of Shareholders**

1. The Board of Management shall convene the Annual General Meeting of Shareholders and extraordinary general meetings. The Board of Management shall convene an extraordinary general meeting of shareholders in the cases specified in Clause 3 of Article 22 of this Charter.

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

a. Prepare the list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established based on the Company's shareholder register or securities holder register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established no more than 10 days before the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information



regarding the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date;

- b. Prepare the agenda and content for the conference;
- c. Prepare materials for the general meeting;
- d. Draft the resolution of the General Shareholders' Meeting based on the proposed agenda of the meeting;
- e. Determine the time and location of the meeting;
- f. Notify and send meeting notices to all shareholders entitled to attend the General Meeting of Shareholders;
- g. Other tasks related to the meeting.

3. The notice convening the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to the shareholders' contact addresses, and shall also be published on the Company's website and on the websites of the State Securities Commission and the stock exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting no later than 21 days before the opening date of the meeting (counting from the date the notice is validly sent or dispatched). The agenda for the General Meeting of Shareholders and the documents related to the matters to be voted on at the meeting shall be sent to the shareholders and/or posted on the Company's website. In the event that the documents are not sent along with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders may access them, including:

- a. Meeting agenda and materials to be used during the meeting;
- b. List and detailed information of candidates in the event of an election for members of the Board of Management and members of the Supervisory Board;
- c. Ballot;
- d. Form for designating a proxy to attend the meeting;
- e. Draft resolutions for each item on the meeting agenda.

4. A shareholder or group of shareholders as specified in Clause 2 of Article 18 of these Charter has the right to propose items for inclusion on the agenda of the General Meeting of Shareholders. Such proposals must be in writing and submitted to the Company

no later than three business days prior to the opening of the meeting. The proposal must clearly state the shareholder's name, the number of shares of each class held by the shareholder, and the item proposed for inclusion on the agenda.

5. The person convening the General Meeting of Shareholders has the right to reject the proposals specified in Clause 4 of this Article in any of the following cases:

a. The proposal was submitted in violation of the provisions of paragraph 4 of this Article;

b. At the time the proposal is submitted, the shareholder or group of shareholders does not hold at least 5% of the common shares;

c. The matter raised does not fall within the scope of the General Shareholders' Meeting's decision-making authority;

d. Other cases as prescribed by the Company's internal management regulations and current laws.

6. The person convening the General Meeting of Shareholders must accept and include the motion specified in paragraph 4 of this Article in the proposed agenda and agenda items of the meeting, except as provided for in paragraph 5 of this Article; the motion shall be formally added to the agenda and agenda items of the meeting if approved by the General Meeting of Shareholders.

7. Only the General Meeting of Shareholders has the authority to decide to amend the meeting agenda attached to the notice of the meeting.

#### **Article 27. Conditions for Conducting a General Meeting of Shareholders**

1. A General Meeting of Shareholders shall be held when the number of shareholders present at the meeting represents more than 50% of the total voting shares.

2. If the first meeting does not meet the requirements for convening as stipulated in paragraph 1 of this Article, the notice convening the second meeting must be sent within 30 days from the scheduled date of the first meeting to the shareholders listed in the shareholder register that was finalized for the purpose of determining eligibility to attend the General Meeting of Shareholders for the first meeting. The second General Meeting of Shareholders shall be held if the number of attending shareholders represents 33% or more of the total voting rights.



3. If the second meeting does not meet the requirements for convening as stipulated in paragraph 2 of this Article, the notice of the third meeting issued by must be sent within 20 days from the scheduled date of the second meeting to the shareholders listed in the shareholder register that was finalized for the purpose of determining eligibility to attend the General Meeting of Shareholders of the first meeting.

#### **Article 28. Procedures for Conducting and Voting at the General Meeting of Shareholders**

1. Prior to the commencement of the meeting, the Company must conduct the shareholder registration procedure and must continue the registration process until all shareholders entitled to attend the meeting have completed registration in the following order:

a. When registering shareholders, the Company issues one voting card to each shareholder or authorized representative with voting rights. The card bears the shareholder's registration number, full name, the authorized representative's full name, and the number of votes allocated to that shareholder. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by casting votes in favor, against, or abstaining. At the General Meeting, ballots in favor of a resolution are collected first, followed by those against the resolution; finally, the total number of votes in favor or against is counted to reach a decision. The results of the vote count are announced by the Chairperson immediately before the meeting adjourns. The General Meeting elects the persons responsible for counting votes or supervising the vote count upon the Chairperson's proposal. The number of members of the vote-counting committee is determined by the General Meeting of Shareholders based on the Chairperson's proposal;

b. Shareholders, or their authorized representatives—whether organizations or individuals—who arrive after the meeting has begun have the right to register immediately and, upon registration, may participate in and vote at the meeting. The chairperson is not required to suspend the meeting to allow late-arriving shareholders to register, and the validity of any resolutions passed prior to their arrival remains unaffected.

2. The election of the chairperson, secretary, and ballot-counting committee is governed by the following provisions:



a. The Chairman of the Board of Management presides over, or delegates another member of the Board of Management to preside over, the General Meeting of Shareholders convened by the Board of Management. In the event that the Chairman is absent or temporarily unable to perform his duties, the remaining members of the Board of Management shall elect one of their number to preside over the meeting by a majority vote. If no chairperson can be elected, the Head of the Supervisory Board shall facilitate the General Meeting of Shareholders in electing a chairperson from among the attendees, with the person receiving the highest number of votes serving as the chairperson of the meeting;

b. Except as provided in subparagraph (a) of this paragraph, the person signing the notice convening the General Meeting of Shareholders shall preside over the meeting until the General Meeting of Shareholders elects a chairperson for the meeting, at which point the person receiving the highest number of votes shall serve as chairperson;

c. The chairperson shall appoint one or more persons to serve as secretaries of the meeting;

d. The General Meeting of Shareholders shall elect one or more persons to the ballot counting committee upon the proposal of the chairperson of the meeting.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically specify the time allocated for each item on the meeting agenda.

4. The chairperson of the meeting has the authority to take necessary and reasonable measures to conduct the General Shareholders' Meeting in an orderly manner, in accordance with the approved agenda, and in a way that reflects the wishes of the majority of attendees. The chairperson must:

- a. Arrange seating at the venue of the General Meeting of Shareholders;
- b. Ensure the safety of everyone present at the meeting venues;
- c. Facilitate shareholders' attendance (or continued attendance) at the meeting.

The person convening the General Meeting of Shareholders has full authority to modify the aforementioned measures and implement all necessary measures. The measures implemented may include issuing admission tickets or utilizing other alternative methods.

5. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by casting votes in favor, against, or abstaining. The chairperson announces the voting results immediately before the meeting adjourns.



6. Shareholders or their proxies who arrive after the meeting has begun may still register and are entitled to vote immediately upon registration; in such cases, the validity of any resolutions passed prior to their arrival remains unaffected.

7. The convener of the meeting or the chairperson of the General Shareholders' Meeting has the following rights:

a. Require all attendees to undergo screening or other lawful and reasonable security measures;

b. Request the competent authority to maintain order at the meeting; remove from the General Shareholders' Meeting any persons who fail to comply with the chairperson's direction, intentionally disrupt the order, obstruct the normal progress of the meeting, or fail to comply with security screening requirements.

8. The chairperson has the authority to postpone a General Meeting of Shareholders for which the maximum number of registered attendees has been reached by no more than three business days from the scheduled start date of the meeting, and may only postpone the meeting or change the venue under the following circumstances:

a. The meeting venue does not have sufficient seating to accommodate all attendees;

b. The communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;

c. Some attendees are disrupting the proceedings and causing disturbances, posing a risk that the meeting may not be conducted fairly and lawfully.

9. If the chairperson adjourns or suspends the General Meeting of Shareholders in violation of the provisions of paragraph 8 of this Article, the General Meeting of Shareholders shall elect another person from among those present to replace the chairperson and preside over the meeting until its conclusion; all resolutions adopted at that meeting shall remain valid and enforceable.

10. In the event that the Company applies modern technology to organize the General Meeting of Shareholders via online meetings, the Company is responsible for ensuring that shareholders can attend and vote by means of electronic voting or other electronic forms in accordance with the internal management regulations of the Company and current legal regulations.

#### **Article 29. Conditions for the Adoption of a Resolution by the General Meeting of Shareholders**

1. A resolution on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting shares of all shareholders present and voting at the meeting, except as provided in paragraphs 3, 4, and 6 of this Article:

- a. Class of shares and the total number of shares of each class;
- b. Changes in industry, business lines, and business sectors;
- c. Changes in the Company's management structure;
- d. Investment projects or the sale of assets valued at 35% or more of the total asset value as recorded in the Company's most recent financial statements;
- e. Restructuring or dissolution of the Company.

2. Resolutions are adopted if they are approved by shareholders holding more than 50% of the total voting shares of all shareholders present and voting at the meeting, except as provided in paragraphs 1, 3, 4, and 6 of this Article.

3. Voting for the election of members of the Board of Management and the Supervisory Board must be conducted using the cumulative voting method, under which each shareholder has a total number of votes equal to the total number of shares held multiplied by the number of members to be elected to the Board of Management or the Supervisory Board, and shareholders have the right to cast all or part of their total votes for one or more candidates. The elected members of the Board of Management or the Supervisory Board are determined based on the number of votes received in descending order, starting with the candidate who received the highest number of votes until the required number of members specified in the Company's Charter is reached. In the event that two or more candidates receive the same number of votes for the final position on the Board of Management or the Supervisory Board, a runoff election ( ) shall be conducted among the candidates with the tied vote counts, or a selection shall be made based on the criteria specified in the election regulations approved by the General Meeting of Shareholders.

4. If a resolution is adopted through a written ballot, the resolution of the General Meeting of Shareholders is adopted if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote.

5. The resolution of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from





the date of its adoption; the notification of the resolution may be substituted by its publication on the Company's website.

6. A resolution of the General Meeting of Shareholders regarding matters that adversely affect the rights and obligations of shareholders holding preferred shares may only be adopted if it is approved by preferred shareholders of the same class in attendance who hold at least 75% of the total preferred shares of that class, or if approved by preferred shareholders of the same class holding at least 75% of the total preferred shares of that class in the case of a resolution adopted through a written ballot.

7. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are valid and effective even if the procedures for convening the meeting and adopting such resolutions violate the provisions of the Enterprise Law and these Charter.

**Article 30. Authority and Procedures for Obtaining Written Consent from Shareholders to Adopt Resolutions of the General Meeting of Shareholders**

The authority and procedures for obtaining written consent from shareholders to adopt resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following provisions:

1. The Board of Management has the authority to seek written consent from shareholders to adopt resolutions of the General Meeting of Shareholders when it deems it necessary in the best interests of the Company, except as provided for in paragraph 2 of Article 23 of this Charter;

2. The Board of Management shall prepare the voting ballots, draft resolutions for the General Meeting of Shareholders, and explanatory materials regarding the draft resolutions, and shall send them to all shareholders with voting rights no later than 10 days prior to the deadline for returning the voting ballots. The requirements and procedures for submitting the voting ballots and accompanying materials shall be in accordance with the provisions of Clause 3, Article 26 of this Charter;

3. The feedback form must include the following key information:

- a. Name, address of the principal office, business registration number;
- b. Purpose of the survey;
- c. Full name, contact address, nationality, and legal identification number for individual shareholders; the name, business registration number, or legal identification number of the organization, and the address of the principal office for corporate



shareholders; or the full name, contact address, nationality, and legal identification number of the individual for the representative of a corporate shareholder; the number of shares of each class and the number of voting rights held by the shareholder;

d. Issues requiring input for decision-making;

e. The voting options include "in favor," "against," and "no opinion" for each matter under consideration;

f. Deadline for returning the completed voting form to the Company;

g. The full name and signature of the Chairman of the Board of Management;

4. Shareholders may submit their completed ballots to the Company by mail, fax, or email in accordance with the following guidelines:

a. In the case of mail-in ballots, completed ballots must be signed by an individual shareholder, a proxy, or the legal representative of a corporate shareholder. Ballots returned to the Company must be placed in a sealed envelope and may not be opened by anyone prior to the vote count;

b. If submitted by fax or email, the feedback forms sent to the Company must be kept confidential until the time of tabulation;

c. Ballots returned to the Company after the deadline specified in the ballot instructions, or that have been opened in the case of mailed ballots and disclosed in the case of faxed or emailed ballots, are invalid. Ballots that are not returned shall be deemed as abstentions.

5. The Board of Management shall count the votes and prepare the vote-counting minutes in the presence of the Supervisory Board or of shareholders who do not hold management positions in the Company. The vote-counting minutes must include the following main contents:

a. Name, address of the principal office, and business registration number;

b. Purpose and matters requiring a vote to adopt the resolution;

c. The number of shareholders who cast votes, including the total number of votes cast, with a breakdown of valid and invalid votes, and the method of submitting votes, accompanied by an appendix listing the shareholders who participated in the voting;

d. The total number of votes in favor, against, and abstentions for each issue;

e. The matter has been approved, along with the corresponding approval vote;



f. The full name and signature of the Chairman of the Board of Management, the vote counter, and the vote supervisor.

Members of the Board of Management, ballot counters, and ballot counting supervisors shall be jointly and severally liable for the integrity and accuracy of the ballot counting records; they shall also be jointly and severally liable for any damages arising from decisions adopted as a result of fraudulent or inaccurate ballot counting.

6. The vote tally and resolution must be sent to the shareholders within 15 days of the conclusion of the vote count. The mailing of the vote tally and resolution may be replaced by posting them on the Company's website within 24 hours of the conclusion of the vote count;

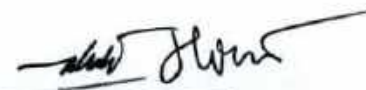
7. The completed feedback forms, the vote tally, the adopted resolutions, and the relevant documents submitted with the feedback forms are kept at the Company's headquarters;

8. A resolution adopted through a written ballot of shareholders is valid if approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote, and shall have the same effect as a resolution adopted at a General Meeting of Shareholders.

### **Article 31. Resolutions and Minutes of the General Meeting of Shareholders**

1. Minutes must be taken of the General Shareholders' Meeting, and the meeting may be audio-recorded or recorded and stored in another electronic format. The minutes must be prepared in Vietnamese; they may also be prepared in English and must include the following main contents:

- a. Name, address of the principal office, and business registration number;
- b. The time and location of the General Meeting of Shareholders;
- c. Agenda and meeting content;
- d. Name of the chairperson and secretary;
- e. Summary of the proceedings of the meeting and the remarks made at the General Shareholders' Meeting regarding each item on the agenda;
- f. The number of shareholders and the total number of voting shares held by shareholders attending the meeting, along with an appendix listing the registered shareholders and their representatives attending the meeting, along with the corresponding number of shares and voting rights;



g. The total number of votes cast on each resolution, including the voting method, the total number of valid and invalid votes, and the number of votes in favor, against, and abstentions; the corresponding percentage of the total votes cast by shareholders present at the meeting;

h. The items that were approved and the corresponding approval vote percentages;

i. The full name and signature of the chairperson and the secretary. If the chairperson or secretary refuses to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Management present at the meeting and contain all the information required under this provision. The minutes shall clearly state that the chairperson or secretary refused to sign the meeting minutes.

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

3. The minutes, prepared in both Vietnamese and English, have equal legal validity. In the event of any discrepancy between the Vietnamese and English versions of the minutes, the content of the Vietnamese version shall prevail.

4. Resolution, The minutes of the General Meeting of Shareholders, the appendix listing registered shareholders attending the meeting along with their signatures, the proxy documents for attending the meeting, all documents attached to the minutes (if any), and related materials accompanying the meeting notice must be disclosed in accordance with the legal provisions on information disclosure in the securities market and must be retained at the Company's principal office.

#### **Article 32. Request to Revoke a Resolution of the Shareholders' Meeting**

Within 90 days from the date of receipt of the resolution or the minutes of the General Meeting of Shareholders, or the minutes of the vote count results from the General Meeting of Shareholders, a shareholder or group of shareholders as specified in Clause 2 of Article 18 of these Charter has the right to request the court or an arbitration tribunal to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:



1. The procedures for convening meetings and making decisions by the General Meeting of Shareholders constitute a serious violation of the provisions of the Enterprise Law and these Charter, except as provided for in Clause 7 of Article 29 of these Charter.

2. The content of the resolution violates the law or the Company's Charter. In the event that a resolution of the General Meeting of Shareholders is annulled by a court or arbitration decision, the person who convened the General Meeting of Shareholders at which the annulled resolution was adopted may consider reconvening the General Meeting of Shareholders within 30 days in accordance with the procedures prescribed by the Enterprise Law and these Charter.

### **SECTION 3: BOARD OF MANAGEMENT**

#### **Article 33. Nomination and Election of Board of Management Members**

1. Once the candidates for the Board of Management have been identified, the Company must disclose information regarding the candidates at least 10 days prior to the opening of the General Shareholders' Meeting on the Company's website so that shareholders may familiarize themselves with these candidates before voting. Board of Management candidates must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties with integrity, diligence, and in the best interests of the Company if elected as a member of the Board of Management. Information regarding Board of Management candidates that must be disclosed includes:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Work history;
- d. Other management positions (including board member positions at other companies);
- e. Interests related to the Company and its affiliates;
- f. The company is required to disclose information regarding the companies in which a Board of Management candidate holds a position as a board member, other management positions, and any interests related to the candidate's company (if any).

2. A shareholder or group of shareholders: holding between 10% and less than 20% of the total common shares is entitled to nominate one candidate; holding between 20% and less than 35% of the total common shares are entitled to nominate up to 2 candidates;

holding between 35% and less than 40% of the total common shares are entitled to nominate up to 3 candidates; holding between 40% and less than 50% of the total common shares are entitled to nominate up to 4 candidates; Holders of 50% to less than 60% of the total common shares are entitled to nominate up to 5 candidates; holders of 60% to less than 65% of the total common shares are entitled to nominate up to 6 candidates; holders of 65% or more of the total common shares are entitled to nominate up to 7 candidates.

3. If the number of Board of Management candidates approved through nominations and elections still does not meet the required number as stipulated in Clause 5 of Article 115 of the Enterprise Law, the incumbent Board of Management shall nominate additional candidates or organize nominations in accordance with the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Management. The incumbent Board of Management's nomination of additional candidates must be clearly disclosed prior to the General Meeting of Shareholders voting to elect Board members in accordance with the law.

4. Members of the Board of Management must meet the standards and conditions set forth in Article 35 of this Charter.

#### **Article 34. Composition and Term of Office of Board of Management Members**

1. The Board of Management consists of 07 members, including the Chairman of the Board of Management, the Vice Chairman of the Board of Management, and other members of the Board of Management.

2. The term of office for a member of the Board of Management shall not exceed five years, and such a member may be re-elected for an unlimited number of terms. An individual may be elected as an independent member of the Company's Board of Management for no more than two consecutive terms.

3. If all members of the Board of Management's terms of office expire simultaneously, those members shall continue to serve on the Board of Management until new members are elected to replace them and assume their duties.

4. The composition of the Board of Management of the Company must ensure that at least two (02) members are non-executive members of the Board of Management.

5. Based on the Company's governance objectives, the composition of the Board of Management may include Independent Members of the Board of Management.



In case the Company is a listed company, the composition and number of Independent Members of the Board of Management shall be in accordance with applicable laws.

In the event that the Company has Independent Members of the Board of Management, it shall comply with the regulations on Independent Members of the Board of Management as stipulated in this Charter and relevant laws

6. A member of the Board of Management ceases to hold the position of Board member in the event of removal, dismissal, or replacement by the General Meeting of Shareholders in accordance with Article 36 of this Charter.

7. The appointment of Board of Management members must be disclosed in accordance with the legal provisions on information disclosure in the securities market.

**Article 35. Standards and Conditions for Board of Management Members**

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

a. Not falling under the categories specified in Clause 2 of Article 17 of the Enterprise Law;

b. Possess professional qualifications and experience in business management or in the Company's field, industry, or line of business, and need not necessarily be a shareholder of the Company;

c. A member of the Board of Management may simultaneously serve as a member of the Board of Management of another company;

d. Not a relative of the General Director or other managers of the Company; or of a manager or a person authorized to appoint managers of the parent company.

e. Other standards as prescribed by current legal regulations in the event that the Company is a public company or a listed company.

2. Independent members of the Board of Management must meet the following criteria and conditions:

a. Not currently employed by the Company, its parent company, or any of its subsidiaries; not having been employed by the Company, its parent company, or any of its subsidiaries for at least the three immediately preceding years;

b. Is not a person receiving a salary or compensation from the Company, except for allowances to which Board members are entitled in accordance with regulations;

c. Is not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; or who is a manager of the Company or a subsidiary of the Company;

d. Is not a person who directly or indirectly owns at least 1% of the Company's total voting shares;

e. Is not a person who has served as a member of the Company's Board of Management or Supervisory Board for at least the five consecutive years prior to the appointment, except in cases where the person has been continuously appointed for two consecutive terms.

3. An independent member of the Board of Management must notify the Board of Management that he or she no longer meets the qualifications specified in paragraph 2 of this Article and shall automatically cease to be an independent member of the Board of Management as of the date on which he or she no longer meets such qualifications and conditions. The Board of Management must disclose the fact that an independent member of the Board of Management no longer meets the standards and conditions at the next General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement for such independent member of the Board of Management within six months from the date of receiving the notification from the relevant independent member of the Board of Management.

#### **Article 36. Removal, Dismissal, Replacement, and Appointment of Board of Management Members**

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

a. Failure to meet the qualifications and conditions specified in Article 35 of this Charter;

b. Submission of a resignation letter and its approval;

c. Is legally incapacitated or has limited legal capacity, or has difficulties in understanding or controlling their behavior.

2. The General Meeting of Shareholders may remove a member of the Board of Management in the following cases:



a. Failure to participate in the activities of the Board of Management for six consecutive months, except in cases of force majeure;

b. No longer acts as the authorized representative of a corporate shareholder pursuant to a decision by that corporation;

c. Is the authorized representative of a corporate shareholder, but that organization is no longer a shareholder of the Company.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Management; or to remove or dismiss a member of the Board of Management, except in the cases specified in paragraphs 1 and 2 of this Article.

4. The Board of Management must convene a General Meeting of Shareholders to elect additional members of the Board of Management in the following cases:

a. The number of members of the Board of Management has decreased by more than one-third of the number specified in these Charter. In such a case, the Board of Management must convene a General Meeting of Shareholders within 60 days from the date on which the number of members decreased by more than one-third;

b. The number of Independent Members of the Board of Management decreases and does not meet the required number as prescribed;

c. Except as provided in subparagraphs (a) and (b) of this paragraph, the General Meeting of Shareholders shall elect new members to replace members of the Board of Management who were removed or dismissed at the most recent meeting.

#### **Article 37. Powers and Duties of the Board of Management**

1. The Board of Management is the governing body of the Company and has full authority to act on behalf of the Company to make decisions and exercise the Company's rights and fulfill its obligations, except for those rights and obligations within the authority of the General Meeting of Shareholders.

2. The Board of Management has the following powers and duties:

a. To decide on the Company's strategy, medium-term development plans, quarterly/six-month/annual business plans, and annual labor utilization and recruitment plans; Decide on project investments, purchases, repairs, maintenance, dredging, and urgent, unforeseen expenses arising from production and business operations outside the Company's annual plan that has been approved by the General Meeting of Shareholders;

- b. Determine operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;
- c. Propose the types of shares and the total number of shares authorized for issuance for each type;
- d. Decide on the sale of unsold shares within the authorized offering limit for each class; decide on raising capital through other methods;
- e. Determine the selling price of the Company's shares and bonds; propose the issuance of convertible bonds and bonds with warrants;
- f. Decide on the repurchase of shares in accordance with paragraphs 1 and 2 of Article 10 of this Charter;
- g. Decide on market development, marketing, and technology strategies;
- h. Decide on investment plans and projects with a value of less than 35% of the total asset value stated in the Company's most recent financial statements, subject to legal limitations;
- i. Decide on the liquidation or sale of assets with a value of less than 35% of the total asset value recorded in the Company's most recent financial statements;
- j. To approve contracts for purchase, sale, borrowing, lending, and other transaction contracts with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements and contracts and transactions within the decision-making authority of the Board of Management as prescribed in this Charter; except for contracts and transactions within the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 1, Article 23 and Clause 4, Article 57 of this Charter;
- k. Delegate or authorize the General Director to make decisions regarding investment plans and investment projects; plans for the liquidation or sale of fixed assets, the leasing or renting of fixed assets; borrowing and lending; the Company's internal regulations; and other matters within the Board of Management's decision-making authority;
- l. Elect, remove, and dismiss the Chairman of the Board of Management; elect, remove, and dismiss the Vice Chairman of the Board of Management; appoint, dismiss, enter into, and terminate contracts with the General Director; decide on the remuneration, bonuses, disciplinary measures, and other benefits of the General Director;



Meeting of Shareholders that have not yet been implemented. If there are changes to such matters that fall within the decision-making authority of the General Meeting of Shareholders, the Board of Management must submit them to the General Meeting of Shareholders at the next meeting for approval prior to implementation;

y. Other rights and obligations as prescribed by law, these Charter, and the Company's internal management regulations and rules do not fall within the decision-making authority of the General Meeting of Shareholders.

3. The Board of Management shall report to the General Meeting of Shareholders on its performance at the Annual General Meeting of Shareholders regarding the following contents:

a. Remuneration, operating expenses, and other benefits for the Board of Management and each member of the Board of Management as provided for in Clause 3 of Article 38 of this Charter;

b. The number of Independent Members of the Board of Management decreases and does not meet the required number as prescribed;

c. Report on transactions between the Company, its subsidiaries, and companies in which the Company holds 50% or more of the charter capital, and members of the Board of Management and their related parties; transactions between the Company and companies in which a member of the Board of Management served as a founding member or manager during the three-year period immediately preceding the transaction;

d. Activities of independent members of the Board of Management and the results of the independent members' assessment of the Board of Management' performance.

In the event that the Company is a listed company, each independent member of the Board of Management shall prepare a separate report;

e. Activities of other subcommittees of the Board of Management (if any);

f. Supervision results regarding the General Director;

g. Supervision results for other executives;

h. Future plans.

#### **Article 38. Salaries, fees, bonuses, and other benefits for members of the Board of Management**

1. The Company has the right to pay compensation and bonuses to members of the Board of Management based on business results and performance.

2. Board members are entitled to compensation for their work and bonuses. Compensation for work is calculated based on the number of working days required to fulfill the Board member's duties and the daily compensation rate. The Board of Management determines the compensation for each member by consensus. The total compensation and bonuses for the Board of Management are decided by the General Shareholders' Meeting at the annual meeting. The payment of salaries, compensation, bonuses, and other benefits to Board members is carried out in accordance with the Company's internal regulations on salaries and bonuses.

3. The remuneration of each member of the Board of Management is recognized as an operating expense of the Company in accordance with corporate income tax laws, is reported as a separate line item in the Company's annual financial statements, and must be disclosed to the General Meeting of Shareholders at the annual meeting.

4. A Board member who holds an executive position, or a Board member who serves on Board subcommittees or performs duties beyond the scope of the typical responsibilities of a Board member, may be paid additional compensation in the form of a lump-sum payment, salary, commission, profit share, or in another form as determined by the Board.

5. Members of the Board of Management are entitled to reimbursement for all travel, meal, and lodging expenses, as well as other reasonable expenses they have incurred in the performance of their duties as Board members, including expenses incurred in attending meetings of the General Shareholders' Meeting, the Board of Management, or any subcommittees of the Board of Management.

6. The Company may purchase liability insurance for members of the Board of Management upon approval by the General Meeting of Shareholders. This insurance does not cover liability arising from violations of the law or these Charter by members of the Board of Management.

### **Article 39. Chairman of the Board of Management and Vice Chairman of the Board of Management**

1. The Chairman of the Board of Management is elected, removed, or dismissed by the Board of Management from among its members.

2. The Chairman of the Board of Management may not concurrently serve as the General Director.

3. The Chairman of the Board of Management has the following rights and duties:



- a. To establish the Board of Management's program and operational plan;
  - b. Prepare the agenda, content, and materials for Board of Management meetings or to solicit input from Board members; convene, preside over, and chair Board of Management meetings;
  - c. Organize the adoption of resolutions and decisions by the Board of Management;
  - d. Oversee the implementation of Board resolutions and decisions;
  - e. Convene and preside over the General Shareholders' Meeting on behalf of the Board of Management;
  - f. On behalf of the Board of Management, sign decisions and resolutions of the Board of Management; sign other documents to handle matters within the authority and responsibilities of the Board of Management;
  - g. Ensure that members of the Board of Management receive comprehensive, objective, and accurate information, and have sufficient time to discuss the matters the Board must consider;
  - h. Prepare a work plan and assign tasks to the members of the Board of Management. The specific details of each member's assigned tasks must be documented in writing and signed by the Chairman of the Board of Management;
  - i. Monitor Board members in the performance of their assigned duties;
  - j. Exercise the powers and perform the duties of the Legal Representative in accordance with the provisions of this Charter and applicable laws.
  - k. Perform other powers and duties as prescribed by law and this Charter.
4. If the Chairperson of the Board of Management submits a resignation or is relieved of duty or removed from office, the Board of Management must elect a replacement within 10 days from the date of receipt of the resignation or the date of relief from duty or removal from office.
5. In the event that the Chairman of the Board of Management is absent or unable to perform his or her duties, he or she must delegate authority in writing to another member to exercise the rights and duties of the Chairman of the Board of Management. In the event there is no authorized representative, or if the Chairman of the Board of Management dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation facility or a compulsory education facility, has fled their place of residence, has restricted or lost legal capacity, has difficulties in

cognition or self-control, or has been prohibited by a court from holding office, practicing a profession, or performing certain work, the remaining members shall elect one of their number to serve as Chairman of the Board of Management by a majority vote of the remaining members until a new decision is made by the Board of Management.

6. The Vice Chairman of the Board of Management shall be elected, removed, and dismissed by the Board of Management from among its members to perform duties as assigned by the Board of Management and the Chairman of the Board of Management.

#### **Article 40. Meetings of the Board of Management**

1. The Chairman of the Board of Management shall be elected at the first meeting of the Board of Management within seven working days from the date of the conclusion of the election of that Board of Management. This meeting is convened and chaired by the member who received the highest number of votes. In the event that there are multiple members who received the highest number of votes and are tied, the members shall vote by majority to select one of them to convene the Board of Management meeting.

2. The Board of Management shall meet at least once every quarter and may hold extraordinary meetings. Board of Management meetings may be held in the form of in-person meetings, online meetings, in-person combined with online meetings, and/or other forms as decided by the Chairperson of the Board of Management or the person convening the meeting, in accordance with current legal regulations.

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

a. Upon a request from the Supervisory Board or an independent member of the Board of Management;

b. Upon a request from the General Director or at least five other managers;

c. There must be a proposal from at least two members of the Board of Management.

4. The proposal referred to in paragraph 3 of this Article must be in writing and must clearly state the purpose, the matters to be discussed, and the decisions within the Board of Management's authority.

5. The Chairman of the Board of Management must convene a meeting of the Board of Management within seven working days from the date of receiving the request specified in paragraph 3 of this Article. If the Chairman fails to convene a meeting of the Board of Management as requested, the Chairman shall be liable for any damages incurred by the



Company; the person making the request shall have the right to convene the meeting of the Board of Management in lieu of the Chairman.

6. The Chair of the Board of Management or the person convening the Board meeting must send a notice of the meeting no later than five business days before the meeting date. The notice must specify the time and location of the meeting, the agenda, and the matters to be discussed and decided. The notice must be accompanied by the materials to be used at the meeting and the voting ballots for the members.

Notices convening a Board of Management meeting may be sent via written invitation, telephone, fax, or electronic means and must be delivered to the contact information of each Board member as registered with the Company.

7. The Chairman of the Board of Management or the person convening the Board of Management meeting shall send the meeting notice and accompanying documents to the members of the Supervisory Board in the same manner as to the members of the Board of Management.

Members of the Supervisory Board have the right to attend Board of Management meetings; they have the right to participate in discussions but do not have the right to vote.

8. A Board of Management meeting may be held if at least three-quarters of the total number of members are present. If a meeting convened in accordance with this provision does not have the required quorum, it may be reconvened within three days from the date of the originally scheduled meeting. In such cases, the meeting may proceed if more than half of the Board of Management members are present.

9. A member of the Board of Management is deemed to have attended and voted at the meeting in the following cases:

- a. Attending and voting in person at the meeting;
- b. Authorizing another person to attend the meeting and vote in accordance with the provisions of paragraph 11 of this Article;
- c. Attending and voting via an online conference, electronic voting, or other electronic means;
- d. Submit voting ballots to the meeting by mail, fax, or email.

10. If voting ballots are sent to the meeting by mail, they must be placed in a sealed envelope and delivered to the Chairman of the Board of Management no later than one hour

before the meeting begins. Voting ballots may only be opened in the presence of all attendees.

11. Members must attend all Board of Management meetings. Members may authorize another person to attend and vote on their behalf if approved by a majority of the Board of Management.

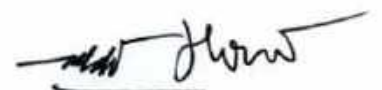
12. Resolutions and decisions of the Board of Management are adopted if approved by a majority of the members present at the meeting; in the event of a tie, the final decision rests with the side supported by the Chairman of the Board of Management.

#### **Article 41. Minutes of the Board of Management Meeting**

1. Minutes must be taken of **Board of Management meetings**, which may be recorded, transcribed, and stored in other electronic formats. The minutes must be prepared in Vietnamese and may also be prepared in English, and must include the following main contents:

- a. Name, address of the principal office, business registration number;
- b. Time and location of the meeting;
- c. Purpose, agenda, and content of the meeting;
- d. The full names of each member attending the meeting or their authorized representative, and the method of attendance; the full names of members not attending the meeting and the reasons for their absence;
- e. The issues discussed and voted on at the meeting;
- f. A summary of the remarks made by each attending member in the order in which the meeting proceeded;
- g. The voting results, which specify the members who voted in favor, against, and abstained;
- h. The matter was approved and the corresponding approval ratio;
- i. The full name, signature of the chairperson, and the person taking the minutes, except as provided for in paragraph 2 of this Article.

2. In the event that the chairperson and the minute-taker refuse to sign the meeting minutes, the minutes shall be valid provided that all other members of the Board of Management present at the meeting agree to approve the minutes, and the minutes are signed and contain all the required information as specified in subparagraphs a, b, c, d, e, f, g, and h of paragraph 1 of this Article. The meeting minutes shall clearly state that the





chairperson and the minute-taker refused to sign the minutes. The person signing the meeting minutes shall be jointly liable for the accuracy and truthfulness of the content of the Board of Management's meeting minutes. The chairperson and the minute-taker shall be personally liable for any damages incurred by the company as a result of their refusal to sign the meeting minutes in accordance with the Company's Charter and relevant laws.

3. The chairperson, the minute-taker, and the signatories to the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Management's meeting minutes.

4. The minutes of the Board of Management meeting and the documents used during the meeting must be kept at the Company's principal office.

5. The minutes prepared in both Vietnamese and English are equally valid. In the event of any discrepancy between the Vietnamese and English versions of the minutes, the content of the Vietnamese version shall prevail.

6. The Chairman of the Board of Management is responsible for distributing the minutes of the Board of Management's meeting to the members, and such minutes shall serve as conclusive evidence of the matters discussed and decided at the meeting, unless an objection to the content of the minutes is raised within 10 days of the date of distribution. The minutes must be signed by the chairperson and the minute-taker, except as provided for in paragraph 2 of this Article.

#### **Article 42. Right of Board Members to Receive Information**

1. A member of the Board of Management has the right to request that the company's management provide information and documents regarding the financial condition and business operations of the Company and its subsidiaries.

2. Business executives are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Management.

#### **Article 43. Subcommittees of the Board of Management**

1. The Board of Management may establish subcommittees to oversee development policy, human resources, compensation and benefits, internal audit, and risk management. The number of members of the subcommittee, as determined by the Board of Management, must be at least three, including members of the Board of Management and external members. The subcommittee's activities must comply with the Board of Management's



regulations. Resolutions of the subcommittee are only valid when a majority of members are present and vote in favor at a subcommittee meeting.

2. The implementation of decisions made by the Board of Management or by a subcommittee under the Board of Management must comply with applicable laws and regulations, as well as the provisions of these Charter and the Internal Regulations on Corporate Governance.

#### **Article 44. The Corporate Governance Officer**

1. The Board of Management shall appoint at least one person to serve as the corporate governance officer to assist with corporate governance matters at the Company. The corporate governance officer may also serve as the Company Secretary in accordance with the provisions of Clause 5, Article 156 of the Enterprise Law.

2. The person responsible for corporate governance may not simultaneously work for the approved audit firm currently auditing the Company's financial statements.

3. The person in charge of corporate governance has the following rights and obligations:

a. Advise the Board of Management on organizing General Shareholders' Meetings in accordance with regulations and on related matters between the Company and its shareholders;

b. Prepare meetings of the Board of Management, the Supervisory Board, and the General Shareholders' Meeting as requested by the Board of Management or the Supervisory Board;

c. Advise on meeting procedures;

d. Attend meetings;

e. Provide advice on the procedures for drafting Board of Management resolutions in accordance with legal regulations;

f. Provide financial information, copies of Board of Management meeting minutes, and other relevant information to members of the Board of Management and members of the Supervisory Board;

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

h. Serve as the point of contact for stakeholders;



i. Maintain confidentiality of information in accordance with applicable laws and this Charter;

j. Other rights and obligations as prescribed by the internal management regulations of the Company and current law.

#### **SECTION 4: THE GENERAL DIRECTOR AND OTHER EXECUTIVES**

##### **Article 45. Management Structure**

The Company's management system must ensure that the management team is accountable to the Board of Management and is subject to the Board's supervision and guidance in the Company's day-to-day operations. The Company has a General Director, Deputy General Directors, and a Chief Accountant. The appointment, removal, or dismissal of the aforementioned positions must be approved by a resolution or decision of the Board of Management.

##### **Article 46. Company Management**

1. The Company's management includes the General Director, Deputy General Director, and Chief Accountant.

2. Upon the recommendation of the General Director and with the approval of the Board of Management, the Company may hire additional executives in numbers and according to standards consistent with the Company's organizational structure and management regulations as established by the Board of Management. Executives must be responsible for assisting the Company in achieving its operational and organizational objectives.

3. The General Director receives a salary and bonuses. The General Director's salary and bonuses are determined by the Board of Management.

4. The executive's salary is included in the Company's operating expenses in accordance with corporate income tax laws, is listed as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

##### **Article 47. Appointment, Removal, Duties, and Powers of the General Director**

1. The Board of Management shall appoint one member of the Board of Management or hire another person to serve as General Director;

2. The General Director manages the Company's day-to-day operations; is subject to the supervision of the Board of Management; and is responsible to the Board of

Management and under the law for the exercise of the rights and fulfillment of the duties assigned to him or her.

3. The term of office of the General Director shall not exceed five years, and the General Director may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions specified in Article 48 of this Charter.

4. The General Director has the following rights and duties:

a. Decide on matters related to the Company's day-to-day operations that do not fall within the Board of Management's authority;

b. Organize and implement the resolutions and decisions of the Board of Management;

c. Organize the implementation of the Company's business plans and investment strategies;

d. Propose organizational structure and internal management regulations for the Company;

e. Recommend that the Board of Management review the policy, number, and specific personnel for positions within the Board's appointment authority to support the General Director's management duties;

f. Appointments, removals, contract signings, contract terminations, salary levels, bonuses, disciplinary actions, and other benefits for the positions of Directors of subordinate branches, Department Heads, and equivalent positions, subject to approval by the Board of Management

Decisions regarding the appointment, removal, signing of contracts, termination of contracts, salary levels, awards, disciplinary actions, and other benefits for Deputy Directors of subordinate branches, Deputy Department Heads, and equivalent positions ;

g. Decisions regarding salaries and other benefits for employees within the Company and those under the appointment authority of the General Director;

h. Recruitment of employees;

i. Propose a plan for dividend distribution or the handling of operating losses;

j. Propose that the Board of Management appoint authorized representatives to participate in the Board of Members, the Board of Management, or the General Meeting of Shareholders of companies in which the Company has an equity interest; propose



remuneration levels and other benefits for such representatives for consideration by the Board of Management;

k. Submit the annual recruitment and workforce utilization plan to the Board of Management for approval;

l. Propose measures to improve the Company's operations and management;

m. To decide upon and execute contracts for the purchase, sale, borrowing, lending, leasing, and subleasing of assets, as well as other contracts and transactions related to the Company's day-to-day business operations, in accordance with the provisions of these Charter and applicable laws, unless the individual no longer holds the position of the Company's Legal Representative;

n. Decisions to issue internal regulations and rules related to the General Director's management duties;

o. Other rights and obligations as prescribed by law, the Charter, internal regulations, resolutions, and decisions of the Board of Management, and the employment contract signed with the Company.

5. The General Director is accountable to the Board of Management and the General Shareholders' Meeting for the performance of the duties and authorities assigned to him or her and must report to the relevant authorities upon request.

6. The General Director shall manage the Company's day-to-day operations in accordance with applicable laws, these Charter, the employment contract signed with the Company, and the resolutions and decisions of the Board of Management. If the General Director manages the Company in violation of the provisions of this section and thereby causes damage to the Company, the General Director shall be liable under the law and shall compensate the Company for such damages.

7. The Board of Management may remove the General Director from office if a majority of the voting members of the Board of Management present at the meeting approve the decision and appoint a new General Director to replace him or her. During the process of appointing a new General Director, the Board of Management shall decide to delegate the duties and responsibilities of the Company's General Director to a business manager or another executive; the responsibilities of the Company's legal representative shall be carried out by the Chairman of the Board of Management in accordance with these Charter.

**Article 48. Standards and Conditions for Appointment as General Director**

1. The General Director must meet the following standards and conditions:

- a. Be a permanent resident of Vietnam;
- b. Not fall under the categories specified in Clause 2 of Article 17 of the Enterprise Law;
- c. Not a relative of the Company's manager, a member of the Company's Supervisory Board, or a relative of the parent company; not a representative of the state-owned equity interest or a representative of the enterprise's equity interest in the Company or the parent company;
- d. Possess professional qualifications and experience in the Company's business management;

2. Shall automatically lose eligibility and be replaced as General Director in the following cases:

- a. Loss of legal capacity, death, or disappearance;
- b. Violation of legal provisions regarding cases in which a person is ineligible to hold a position;
- c. When ordered by a court to be deported from Vietnamese territory or prohibited by a court from holding office, practicing a profession, or performing certain work;
- d. The company has had its Business Registration Certificate revoked.

3. The General Director shall be relieved of duty or removed from office in any of the following cases:

- a. Is legally incapacitated; has difficulty in understanding or controlling their actions;
- b. Fails to meet the standards and conditions specified in paragraph 1 of this Article;
- c. Submit a resignation letter (stating the reasons for resignation) to the Company's Board of Management and Supervisory Board at least 45 days prior to ceasing to perform their duties and exercise their powers;
- d. Pursuant to a decision by the Board of Management;
- e. Other cases as prescribed by the internal management regulations of the Company and current law.



## SECTION 5: AUDIT COMMITTEE

### **Article 49. Nomination and Election of Members of the Supervisory Board and Election of Members of the Supervisory Board**

1. If the candidates for the Supervisory Board have been determined in advance, the Company must disclose information regarding the candidates at least 10 days prior to the opening of the General Shareholders' Meeting on the Company's website so that shareholders may familiarize themselves with these candidates before voting. Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties with integrity, diligence, and in the best interests of the Company if elected as members of the Supervisory Board. The information regarding Supervisory Board candidates that is disclosed must include at least the following:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Work history;
- d. Other management positions (including positions on the Board of Management or Supervisory Board of other companies);
- e. Interests related to the Company and its affiliates;
- f. The company is required to disclose information regarding the companies in which the candidate holds positions as a member of the Board of Management, a member of the Supervisory Board, or other management positions, as well as any interests related to the company of the candidate for the Supervisory Board (if any).

2. Shareholders or groups of shareholders: those holding between 10% and less than 35% of the total common shares are entitled to nominate one candidate; Holders of 35% to less than 65% of the total common shares are entitled to nominate up to two candidates; holders of 65% to less than 90% of the total common shares are entitled to nominate up to three candidates.

3. If the number of candidates for the Supervisory Board approved through nominations and self-nominations is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the procedures set forth in the Internal Regulations on Corporate Governance and the Operating Regulations of the Supervisory Board. The incumbent Supervisory Board's nomination of

additional candidates must be clearly disclosed prior to the election of Supervisory Board members in accordance with the law.

**Article 50. Composition of the Supervisory Board**

1. The Supervisory Board of the Company shall consist of three members. The term of office for members of the Supervisory Board shall not exceed five years, and they may be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board must meet the following standards and conditions:

a. Not falling under the categories specified in Clause 2 of Article 17 of the Enterprise Law;

b. Have a degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field relevant to the Company's business operations;

c. Not a relative of a member of the Board of Management, the General Director, or other managers;

d. Is not a manager of the company; need not be a shareholder or an employee of the company;

e. Is not a family member of the business manager of the parent company; the representative of the business's equity interest, or the representative of the state's equity interest at the parent company and at the Company;

f. Does not work in the accounting or finance department of the Company;

g. Not a member or employee of the independent audit firm that conducted the audit of the Company's financial statements for the three consecutive years prior.

3. A member of the Supervisory Board shall be removed from office in the following cases:

a. No longer meets the qualifications and conditions to serve as a member of the Supervisory Board as specified in paragraph 2 of this Article;

b. Submits a resignation letter and it is approved;

c. Other cases as provided by law.

4. A member of the Supervisory Board shall be removed from office in the following cases:

a. Failure to fulfill assigned duties or tasks;



b. Failure to exercise their rights and fulfill their duties for six consecutive months, except in cases of force majeure;

c. Repeated violations or serious breaches of the duties of a member of the Supervisory Board as prescribed by the Enterprise Law and these Charter;

d. Other cases as determined by a resolution of the General Meeting of Shareholders;

e. Other cases as provided by law

5. If the terms of office of members of the Supervisory Board expire simultaneously and members of the new Supervisory Board have not yet been elected, the members whose terms have expired shall continue to exercise their rights and fulfill their duties until the members of the new Supervisory Board are elected and assume their duties.

#### **Article 51. Chairperson of the Supervisory Board**

1. The Chair of the Supervisory Board is elected by the Supervisory Board from among its members; elections, removals, and dismissals are decided by a majority vote. More than half of the members of the Supervisory Board must reside in Vietnam. The Chair of the Supervisory Board must hold a bachelor's degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the Company's business operations.

2. Rights and duties of the Chair of the Supervisory Board:

a. Convene meetings of the Supervisory Board;

b. Request the Board of Management, the General Director, and other executives to provide relevant information for the Supervisory Board's report;

c. Prepare and sign the Supervisory Board's report after consulting with the Board of Management for submission to the General Shareholders' Meeting.

#### **Article 52. Rights and Duties of the Supervisory Board**

1. The Supervisory Board oversees the Board of Management and the General Director in the management and operation of the company.

2. Review the reasonableness, legality, integrity, and level of diligence in the management and operation of business activities; and the systematic, consistent, and appropriate nature of accounting, statistical, and financial reporting practices.

3. Review the completeness, legality, and accuracy of the Company's business reports, annual and semi-annual financial statements, and the Board of Management's report, and present the review report at the Annual General Meeting of Shareholders.

Review contracts and transactions with related parties that fall under the approval authority of the Board of Management or the General Meeting of Shareholders, and provide recommendations regarding contracts and transactions requiring approval by the Board of Management or the General Meeting of Shareholders.

4. Review, inspect, and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management, and early warning systems.

5. Review the Company's accounting books, records, and other documents, and oversee the management and operation of the Company when deemed necessary, or pursuant to a resolution of the General Meeting of Shareholders, or at the request of a shareholder or group of shareholders as provided for in Section 2 of Article 18 of these Charter.

6. Upon a request from a shareholder or group of shareholders as specified in Clause 2 of Article 18 of these Charter, the Supervisory Board shall conduct an audit within seven (7) business days from the date of receipt of the request. Within fifteen (15) days from the date the audit is completed, the Supervisory Board must report on the matters subject to the audit to the Board of Management and the shareholder or group of shareholders who made the request. The audit conducted by the Supervisory Board as provided for in this paragraph shall not interfere with the normal operations of the Board of Management or disrupt the management of the Company's business operations.

7. Propose to the Board of Management or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for managing, supervising, and operating the company's business activities.

8. Upon discovering that a member of the Board of Management or the General Director has violated the provisions of Article 55 of this Charter, the Company must immediately notify the Board of Management in writing, require the person responsible for the violation to cease such conduct, and take measures to remedy the consequences.

9. Attend and participate in discussions at meetings of the General Shareholders' Meeting, the Board of Management, and other Company meetings.

10. Utilize independent consultants and the Company's internal audit department to carry out assigned tasks.



11. The Supervisory Board may consult with the Board of Management before submitting its reports, conclusions, and recommendations to the General Meeting of Shareholders.

12. Propose and recommend that the General Meeting of Shareholders approve the list of approved audit firms to audit the Company's financial statements; decide on the approved audit firm to conduct an operational review of the Company, and remove the approved auditor when deemed necessary.

13. To be accountable to the shareholders for its supervisory activities.

14. Monitor the Company's financial condition and ensure compliance with laws and regulations in the activities of Board members, the General Director, and other managers.

15. Ensure coordination of activities with the Board of Management, the General Director, and shareholders.

16. If any violation of the law or of this Charter is discovered involving a member of the Board of Management, the General Director, or other executives of the Company, the Supervisory Board must notify the Board of Management in writing within 48 hours, requiring the person responsible for the violation to cease the violation and take measures to remedy the consequences.

17. Draft the Rules of Procedure for the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

18. Have the right to access the Company's records and documents stored at the head office, branches, and other locations; have the right to visit the workplaces of the Company's managers and employees during working hours.

19. Has the right to request that the Board of Management, members of the Board of Management, the General Director, and other managers provide complete, accurate, and timely information and documents regarding the Company's management, operations, and business activities.

20. The Supervisory Board's report at the Annual General Meeting of Shareholders regarding the Company's business results, the performance of the Board of Management and the General Director, and the self-assessment report on the performance of the Supervisory Board and its members must include the following:

a. Remuneration, operating expenses, and other benefits for the Supervisory Board and each member of the Supervisory Board as provided for in Article 54 of this Charter;

b. Summaries of the Supervisory Board's meetings and the Committee's conclusions and recommendations;

c. The results of the supervision of the Company's operational and financial activities;

d. Report on the evaluation of transactions between the Company, its subsidiaries, and companies in which the Company holds 50% or more of the charter capital, and members of the Board of Management, the General Director, other executives of the Company, and related parties of such entities; transactions between the Company and a company in which members of the Board of Management, the General Director, or other executives of the Company were founding members or managers of the company during the three-year period immediately preceding the transaction;

e. Results of the oversight of the Board of Management, the General Director, and other executives of the Company;

f. Results of the evaluation of the coordination of activities between the Supervisory Board and the Board of Management, the General Director, and shareholders;

21. The right to receive information as provided for in Article 171 of the Enterprise Law.

22. Other rights and obligations as provided for in the Enterprise Law, these Charter, and resolutions of the General Meeting of Shareholders.

#### **Article 53. Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least twice a year, with at least two-thirds of its members in attendance. The minutes of the Supervisory Board meetings must be detailed and clear. The minute-taker and the Supervisory Board members in attendance must sign the minutes. The minutes of the Supervisory Board meetings must be retained to establish the responsibilities of each Supervisory Board member.

2. The Supervisory Board has the authority to request that members of the Board of Management, the General Director, and representatives of the approved auditing firm attend and address any matters requiring clarification.

#### **Article 54. Salaries, fees, bonuses, and other benefits of members of the Supervisory Board**

1. Members of the Supervisory Board are paid salaries, fees, bonuses, and other benefits in accordance with the resolution of the General Meeting of Shareholders. The



General Meeting of Shareholders determines the total amount of salaries, fees, bonuses, other benefits, and the annual operating budget for the Supervisory Board. The payment of salaries, fees, bonuses, and other benefits to members of the Supervisory Board is carried out in accordance with the Company's internal regulations on salaries and bonuses.

2. Members of the Supervisory Board are reimbursed for reasonable expenses related to meals, lodging, travel, and the use of independent consulting services. The total amount of such compensation and expenses shall not exceed the Supervisory Board's annual operating budget as approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. The salaries and operating expenses of the Supervisory Board are included in the Company's operating expenses in accordance with corporate income tax laws, regulations and other relevant legal provisions, and must be listed as a separate item in the Company's annual financial statements.

## **SECTION 6: RESPONSIBILITIES OF BOARD OF MANAGEMENT MEMBERS, SUPERVISORY BOARD MEMBERS, THE GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS**

### **Article 55. Responsibilities of Company Management**

1. Members of the Board of Management, the General Director, and other managers shall have the following responsibilities:

a. To exercise the rights and fulfill the duties assigned to them in accordance with the Law on Enterprises, other relevant legal provisions, these Charter, and resolutions of the General Meeting of Shareholders;

b. Perform the assigned rights and duties with integrity, diligence, and to the best of one's ability to ensure the Company's maximum legitimate interests;

c. Remain loyal to the interests of the Company and its shareholders; do not abuse one's position or authority, nor use the Company's information, trade secrets, business opportunities, or other assets for personal gain or to serve the interests of other organizations or individuals;

d. Timely, complete, and accurate notification to the Company regarding the matters specified in paragraph 2 of Article 58 of this Charter.

2. Members of the Board of Management, the General Director, and other managers who violate the provisions of paragraph 1 of this Article shall be personally or jointly liable

to compensate for lost benefits, return any benefits received, and fully compensate the Company and third parties for any damages.

**Article 56. Duty of Good Faith and Avoidance of Conflicts of Interest**

1. Members of the Board of Management, members of the Supervisory Board, the General Director, and other managers must disclose any relevant interests in accordance with the provisions of the Enterprise Law and other relevant legal documents.

2. Members of the Board of Management, members of the Supervisory Board, the General Director, other managers, and their affiliates may only use information obtained through their positions for the benefit of the Company.

3. Members of the Board of Management, members of the Supervisory Board, the General Director, and other managers are required to notify the Board of Management and the Supervisory Board in writing of any transactions between the Company, its subsidiaries, or other companies in which the Company holds 50% or more of the charter capital, and such entities or their related parties, in accordance with the provisions of the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Management, the Company must disclose information regarding these resolutions in accordance with securities laws on information disclosure.

4. A member of the Board of Management may not vote on a transaction that benefits that member or a related party of that member, in accordance with the provisions of the Enterprise Law.

5. Members of the Board of Management, members of the Supervisory Board, the General Director, other managers, and their affiliates are prohibited from using or disclosing inside information to others for the purpose of engaging in related transactions.

6. Transactions between the Company and one or more members of the Board of Management, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to such persons shall not be void in the following cases:

a. For transactions with a value of 35% or less of the total asset value stated in the most recent financial statements, the material terms of the contract or transaction, as well as the relationships and interests of members of the Board of Management, members of the Supervisory Board, the General Director, and other executives have been reported to the



Board of Management and approved by the Board of Management through a majority vote of Board members who have no related interests;

b. For transactions with a value exceeding 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statements, the material details of such transactions, as well as the relationships and interests of members of the Board of Management, members of the Supervisory Board, the General Director, and other executives have been disclosed to the shareholders and approved by the General Shareholders' Meeting through a vote by shareholders without a conflict of interest.

**Article 57. Transactions with Shareholders, Corporate Officers, and Related Parties of Such Persons**

1. The company may not provide loans or guarantees to individual shareholders or to individuals related to such shareholders.

2. The Company may not provide loans or guarantees to institutional shareholders or to individuals related to such shareholders.

3. The Company shall not provide loans or guarantees to related persons of a shareholder that is an organization (provided that such organization is not a shareholder of the Company as prescribed in Clause 2 of this Article), except where the Company and the organization being the related person of the shareholder are companies operating within a group of companies, including parent company - subsidiary, and such transaction must be:

a. The General Meeting of Shareholders must discuss at a meeting to decide on loans or guarantees for an organization that is a related party of a shareholder having a parent-subsidiary relationship with the Company with a value of 35% or more of the total asset value as recorded in the Company's most recent financial statements .

b. The Board of Management of shall decide and approve the terms of the contract regarding loans or guarantees for organizations that are related parties of shareholders with a parent-subsidiary relationship with the Company, provided such matters are not within the authority of the General Meeting of Shareholders of ;

c. In cases where the law provides otherwise, the Company shall apply the relevant legal provisions;

4. The Company shall only conduct the following transactions upon approval by the General Meeting of Shareholders:

a. Granting loans or guarantees to members of the Board of Management, members of the Supervisory Board, the General Director, other managers who are not shareholders, and their related individuals and organizations;

In cases of granting loans or guarantees to related organizations of members of the Board of Management, members of the Supervisory Board, the General Director, or other managers where the Company and such organization (except where the organization is a shareholder of the Company as prescribed in Clause 2 of this Article) are companies operating under a group of companies, including parent-subsidary companies, the General Meeting of Shareholders shall decide on loans/guarantees with a value of 35% or more of the total asset value recorded in the Company's latest financial statements;

b. Transactions with a value of 35% or more, or transactions resulting in a total value of transactions arising within 12 months from the date of the first transaction being 35% or more of the total asset value recorded in the latest financial statements between the Company and one of the following parties:

- Members of the Board of Management, members of the Supervisory Board, the General Director, other managers, and their related persons;

- Shareholders, proxies of shareholders holding more than 10% of the Company's total common stock, and their related parties;

- A business entity whose members of the Board of Management, members of the Supervisory Board, and General Director are required to file a declaration in accordance with the provisions at Article 58, Paragraph 2 of these Charter;

c. Contracts, loan transactions, or sales of assets with a value exceeding 10% of the total asset value reported in the most recent financial statements between the Company and a shareholder holding 51% or more of the total voting shares, or a related party of such shareholder;

5. The Board of Management shall approve contracts and transactions between the Company and one of the subjects specified in Point b, Clause 4 of this Article with a value of less than 35% of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions specified in Point c, Clause 4 of this Article. In this case, the Company's representative signing the contract or transaction must



notify the members of the Board of Management and members of the Supervisory Board of the related parties to such contract or transaction and must enclose the draft contract or the main contents of the transaction. The Board of Management shall approve the contract or transaction within 15 days from the date of receipt of the notice; members of the Board of Management who have interests related to the parties in the contract or transaction shall not have the right to vote.

6. In cases where a contract or transaction is approved in accordance with the provisions of paragraph 4 of this Article, the Company's representative signing the contract or transaction must notify the Board of Management and the Supervisory Board of the parties involved in such contract or transaction and submit a draft of the contract or a notice outlining the main terms of the transaction. The Board of Management shall present the draft contract or transaction, or provide an explanation of the main contents of the contract or transaction, at a meeting of the General Meeting of Shareholders or seek the shareholders' written opinions. In such cases, shareholders with a conflict of interest regarding the parties to the contract or transaction shall not have the right to vote; the contract or transaction shall be approved in accordance with the provisions of Clause 1 of Article 29 and Clause 8 of Article 30 of this Charter.

7. Any contract or transaction that is invalidated by a court decision and handled in accordance with the law shall be deemed invalid if it is entered into in violation of the provisions of this Article; the parties to the contract or transaction, shareholders, members of the Board of Management, or the General Director involved shall be jointly and severally liable for compensating for any resulting damages and shall return to the Company any profits derived from the performance of such contract or transaction.

8. The company must disclose contracts and related transactions in accordance with the relevant laws.

#### **Article 58. Disclosure of Related-Party Interests**

The disclosure of the company's related interests and related parties shall be carried out in accordance with the following provisions:

1. The Company must compile and update a list of its related parties in accordance with the provisions of Article 4, Section 46 of the Securities Law, along with their respective contracts and transactions with the Company;

2. Members of the Board of Management, members of the Supervisory Board, the General Director, and other managers of the Company must disclose to the Company their related interests, including:

a. The name, business registration number, address of the principal office, and industry and business activities of the business in which they are the owner or hold a capital contribution or shares; the percentage and date of such ownership or holding of the capital contribution or shares;

b. The name, business registration number, address of the principal office, and industry or business sector of any business in which their related parties are the owners, co-owners, or sole owners of a capital contribution or equity interest exceeding 10% of the authorized capital;

3. The disclosure required under paragraph 2 of this Article must be made within 7 working days from the date the related interest arises; any amendments or additions must be reported to the company within 7 working days from the date of the corresponding amendment or addition;

4. The retention, disclosure, review, extraction, and copying of the list of related parties and related interests declared in accordance with paragraphs 1 and 2 of this Article shall be carried out as follows:

a. The company must disclose the list of related parties and related interests to the General Meeting of Shareholders at the annual meeting;

b. The list of related parties and related interests is maintained at the Company's head office; where necessary, part or all of the aforementioned list may be maintained at the Company's branches;

c. Shareholders, their authorized representatives, members of the Board of Management, the Supervisory Board, the General Director, and other managers have the right to review, extract, and copy all or part of the disclosed information;

d. The Company must facilitate access for the persons specified in subparagraph c of this paragraph to review, extract, and copy the list of related parties and related interests in the most timely and convenient manner; the Company shall not obstruct or create difficulties for them in exercising this right. The procedures for reviewing, extracting, and copying the content of the declaration regarding related parties and related interests shall be carried out in accordance with the Company's regulations.





5. Any member of the Board of Management or the General Director who, acting on their own behalf or on behalf of another party, undertakes any business activity within the scope of the Company's operations must report the nature and details of such activity to the Board of Management and the Supervisory Board, and may only proceed with such activity upon approval by a majority of the remaining members of the Board of Management; if such activities are carried out without disclosure or without the approval of the Board of Management, all income derived from such activities shall belong to the Company.

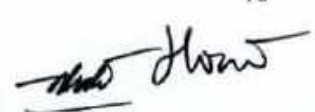
#### **Article 59. Liability for Damages and Compensation**

1. Members of the Board of Management, members of the Supervisory Board, the General Director, and other executives who violate their duties of loyalty and due care, or fail to fulfill their obligations with diligence and professional competence, shall be liable for damages caused by their violations.

2. The Company shall indemnify any person who has been, is, or may become a party to any claim, suit, or proceeding (including civil and administrative matters, but excluding cases in which the Company is the plaintiff) if such person has been or is a member of the Board of Management, a member of the Supervisory Board, the General Director, another executive, an employee, or an authorized representative of the Company, or if such person has acted or is acting at the Company's request in their capacity as a member of the Board of Management, a corporate executive, employee, or authorized representative of the Company, provided that such person acted in good faith, with due care and diligence, in the best interests of the Company or in a manner not conflicting with the Company's interests, in compliance with the law, and there is no evidence confirming that such person breached their duties.

3. When performing their duties, carrying out their responsibilities, or executing tasks on behalf of the Company, members of the Board of Management, members of the Supervisory Board, other executives, employees, or authorized representatives of the Company shall be indemnified by the Company if they become a party to any claims, lawsuits, or legal proceedings (except for lawsuits in which the Company is the plaintiff) in the following cases:

a. Has acted honestly, prudently, and diligently in the best interests of the Company and in a manner consistent with the Company's interests;



b. Complied with the law and there is no evidence to suggest that they failed to fulfill their responsibilities.

4. Compensation costs include expenses incurred (including attorneys' fees), judgment costs, fines, and payments actually incurred or deemed reasonable when resolving such matters within the limits permitted by law. The company may purchase insurance for these individuals to avoid the aforementioned liability for compensation.

## **SECTION 7: RIGHT TO INSPECT COMPANY RECORDS AND FILES**

### **Article 60. Right to Inspect Books and Records**

1. Common shareholders have the right to inspect books and records, as follows:

a. Common shareholders have the right to review, access, and obtain copies of information regarding their names and contact addresses in the list of shareholders with voting rights; request the correction of any inaccurate information regarding themselves; and review, access, obtain copies of, or make photocopies of these Charter, the minutes of the General Meeting of Shareholders, and the resolutions of the General Meeting of Shareholders;

b. A shareholder or group of shareholders holding 5% or more of the total common shares has the right to review, inspect, and obtain copies of the minutes and resolutions of the Board of Management, interim and annual financial reports, reports of the Supervisory Board, contracts, transactions requiring Board of Management approval, and other documents, except for documents related to the Company's trade secrets or business secrets.

2. If an authorized representative of a shareholder or a group of shareholders requests access to the books and records, they must submit a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of such power of attorney.

3. Members of the Board of Management, members of the Supervisory Board, the General Director, and other executives have the right to access the Company's shareholder register, shareholder list, books, and other records for purposes related to their duties, provided that such information is kept confidential.

4. The Company must retain these Charter and any amendments or supplements thereto, the Certificate of Business Registration, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Management, minutes of General Shareholders' Meetings and Board of



Management's meetings, reports of the Board of Management, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as required by law at its principal office or at another location, provided that the shareholders and the Business Registration Authority are notified of the location where these documents are stored.

5. These Bylaws must be published on the Company's website.

#### **SECTION 8: EMPLOYEES AND POLITICAL ORGANIZATIONS, POLITICAL-SOCIAL ORGANIZATIONS, AND WORKER REPRESENTATIVE ORGANIZATIONS AT THE WORKPLACE WITHIN THE COMPANY**

**Article 61. Employees and political organizations, political-social organizations, and labor representative organizations at the grassroots level within the Company**

1. The General Director must prepare proposals for the **Board of Management** to approve regarding matters related to hiring, terminating employees, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and company executives.

2. The General Director shall prepare proposals for the Board of Management to approve matters related to the Company's relations with labor unions in accordance with best management standards, practices, and policies; the practices and policies set forth in this Charter; the Company's regulations; and applicable laws and regulations.

3. Political organizations, political-social organizations, and worker representative organizations at the grassroots level within the Company operate in accordance with the Constitution, laws, and the organization's bylaws.

4. The Company is obligated to respect and shall not obstruct or hinder the establishment of political organizations, political-social organizations, and labor representative organizations at the workplace within the Company; nor shall it obstruct or hinder employees from participating in the activities of these organizations.

#### **CHAPTER IV: MANAGEMENT OF THE COMPANY'S INVESTMENT CAPITAL IN OTHER BUSINESSES**

**Article 62. Management of the Company's Investment Capital in Other Enterprises**

1. The Company decides to establish and invest in, contribute capital to, or purchase shares in other businesses; and decides to transfer the Company's investment capital in

other businesses in accordance with the Company's strategic and business plans and in compliance with the law.

2. The Company's rights and obligations regarding other businesses and its investment capital in such businesses shall be governed by the provisions of the Enterprise Law, the Company's Charter, and relevant provisions of current laws. The Company appoints an authorized representative to directly manage the Company's investment capital in other businesses on behalf of the Company. The rights and obligations of the Company's authorized representative are stipulated in the company's Charter or internal management regulations issued by the Board of Management.

#### **Article 63. Relationship Between the Company and the Single-Member Limited Liability Company**

The Board of Management exercises the rights, responsibilities, and obligations of the owner with respect to the single-member limited liability company in which the Company holds 100% of the charter capital, in accordance with the provisions of the Enterprise Law and the company's Charter approved by the Board of Management.

#### **Article 64. Relations Between the Company and Joint-Stock Companies and Limited Liability Companies with Two or More Members**

1. Enterprises in which the Company has invested shall be established, organized, and operated in accordance with the Enterprise Law, relevant legal provisions, and the Charter of such enterprises.

2. The company exercises the rights and fulfills the obligations of shareholders, members, or joint venture partners in accordance with the law and the Charter of that business.

3. The company manages its investment capital through an authorized representative at that enterprise.

4. The Board of Management exercises its rights and fulfills its obligations regarding the capital contribution in the enterprise through an authorized representative to exercise the rights of shareholders, capital contributors, and joint venture partners.

5. The Board of Management requires the authorized representative to perform the duties specified in the Enterprise Law and the Company's internal management regulations.



## **CHAPTER V: CORPORATE FINANCE**

### **SECTION 1: PROFIT DISTRIBUTION**

#### **Article 65. Distribution of Profits**

1. The General Meeting of Shareholders shall determine the amount and form of annual dividends to be paid from the Company's retained earnings.

2. The Company shall not pay interest on the amount of dividends paid or on any amount paid in connection with a class of shares.

3. The Board of Management may propose to the General Meeting of Shareholders that dividends be paid in whole or in part in the form of shares, and the Board of Management is the body responsible for implementing this decision.

4. In cases where dividends or other payments related to a class of shares are paid in cash, the Company must pay in Vietnamese dong. Payments may be made directly or through banks based on the bank account details provided by the shareholder. If the Company has transferred funds in accordance with using the bank details provided by the shareholder, but the shareholder does not receive the funds, the Company shall not be liable for the amount transferred to that shareholder. Dividend payments may be processed through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Enterprise Law and the Securities Law, the Board of Management adopts a resolution or decision to set a specific date for the record date. As of that date, persons registered as shareholders or holders of other securities are entitled to receive cash or stock dividends, as well as notices or other documents.

6. Other matters related to the distribution of profits shall be handled in accordance with the provisions of the law.

### **SECTION 2: BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM**

#### **Article 66. Bank Accounts**

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks authorized to operate in Vietnam.

2. Subject to prior approval from the competent authority, the Company may, when necessary, open bank accounts abroad in accordance with applicable laws.

3. The Company conducts all payments and accounting transactions through Vietnamese dong or foreign currency accounts at the banks where the Company has opened accounts.

**Article 67. Fiscal Year**

The Company's fiscal year begins on January 1 and ends on December 31 of the same year.

**Article 68. Accounting System**

1. The accounting system used by the Company is the general business accounting system or a specialized accounting system issued and approved by the competent authority.

2. The Company maintains accounting records in Vietnamese and retains accounting records in accordance with applicable accounting laws and regulations. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and account for the Company's transactions.

3. The Company uses the Vietnamese dong as its functional currency for accounting purposes. If the Company's economic transactions are primarily conducted in a foreign currency, it may elect to use that foreign currency as its functional currency for accounting purposes, shall be legally responsible for such election, and must notify the competent tax authority.

**SECTION 3: FINANCIAL STATEMENTS, ANNUAL REPORTS  
AND RESPONSIBILITIES FOR DISCLOSING INFORMATION**

**Article 69. Annual, Semi-Annual, and Quarterly Financial Statements**

1. The Company must prepare annual financial statements, which must be audited in accordance with the law. The Company shall disclose the audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state agency.

2. The annual financial statements must include all required reports, schedules, and notes in accordance with corporate accounting regulations. The annual financial statements must present a true and fair view of the Company's operations.

3. The company must prepare and disclose audited semi-annual financial statements and quarterly financial statements in accordance with the legal provisions on information disclosure in the securities market and submit them to the competent state agency.



#### **Article 70. Annual Report**

A company must prepare and publish an annual report in accordance with the provisions of the law on securities and the securities market.

#### **Article 71. Disclosure of Information**

1. The Company must submit its annual financial statements, as approved by the General Meeting of Shareholders, to the competent state agency in accordance with the provisions of the law on accounting and other relevant legal provisions.

2. The company has published the following information on its website:

- a. Articles of Incorporation;
- b. Curricula vitae, educational qualifications, and professional experience of the members of the Board of Management, members of the Supervisory Board, and the Company's General Director;
- c. Annual financial statements approved by the General Meeting of Shareholders;
- d. Annual Report on the Performance of the Board of Management and the Supervisory Board.

3. The Company discloses and publicly releases information in accordance with securities laws.

### **SECTION 4: AUDIT OF THE COMPANY**

#### **Article 72. Audit**

1. The Annual General Meeting of Shareholders appoints an independent audit firm or approves a list of independent audit firms and authorizes the Board of Management to select one of these firms to audit the Company's financial statements for the next fiscal year, based on the terms and conditions agreed upon with the Board of Management.

2. The audit report is attached to the Company's annual financial statements.

3. The independent auditor conducting the audit of the Company's financial statements may attend General Shareholders' Meetings and is entitled to receive notices and other information related to such meetings, as well as to express opinions at the meetings regarding matters related to the audit of the Company's financial statements.

### **SECTION 5: COMPANY SEAL**

#### **Article 73. Company Seal**

1. The seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Management shall decide on the type, number, form, and content of the seals of the Company, its branches, representative offices, and other units of the Company.

3. The Board of Management, the General Director, the Supervisory Board, and individuals authorized to use and manage the company seal shall do so in accordance with the law.

## **SECTION 6: DISSOLUTION OF THE COMPANY**

### **Article 74. Dissolution of the Company**

1. The Company may be dissolved in the following cases:

- a. Pursuant to a resolution or decision of the General Meeting of Shareholders;
- b. Revocation of the Business Registration Certificate, unless otherwise provided by the Tax Administration Law;
- c. Other cases as provided by law.

2. The dissolution of the Company is decided by the General Meeting of Shareholders and implemented by the Board of Management. This dissolution decision must be approved by the competent authority (if required) in accordance with the regulations.

### **Article 75. Liquidation**

1. After the decision to dissolve the Company is made, the Board of Management must establish a Liquidation Committee consisting of three members, including two members appointed by the General Meeting of Shareholders and one member appointed by the Board of Management from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation shall be paid by the Company in priority over the Company's other debts.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority the date of establishment and the date operations commence. From that point onward, the Liquidation Committee acts on behalf of the Company in all matters related to the Company's liquidation before the courts and administrative agencies.

3. Proceeds from the liquidation shall be distributed in the following order:

- a. Liquidation costs;





- b. Wages, severance pay, social insurance, and other employee benefits as stipulated in the collective labor agreement and signed employment contracts;
- c. Tax liabilities;
- d. Other liabilities of the Company;
- e. Any remaining amount after all debts listed in items (a) through (d) above have been paid shall be distributed to the shareholders. Preferred shares shall be paid out first.

## **SECTION 7: RESOLUTION OF INTERNAL DISPUTES**

### **Article 76. Resolution of Internal Disputes**

1. In the event of a dispute or complaint arising from the Company's operations, the rights and obligations of shareholders shall be governed by the provisions of the Enterprise Law, other applicable laws, the Company's Charter, or agreements between:

- a. Shareholders and the Company;
- b. Shareholders and the Board of Management, the Supervisory Board, the General Director, or other executives;
- c. The parties involved shall endeavor to resolve such disputes through negotiation and mediation. Except in cases where the dispute involves the Board of Management or the Chairman of the Board of Management, the Chairman of the Board of Management shall preside over the dispute resolution process and require each party to submit information relevant to the dispute within 30 business days from the date the dispute arises. In the event that the dispute involves the Board of Management or the Chairman of the Board of Management, any party may request the Supervisory Board to appoint an independent expert to serve as a mediator for the dispute resolution process.

2. If a settlement agreement is not reached within six weeks of the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to arbitration or court.

3. Each party shall bear its own costs related to the negotiation and mediation proceedings. Payment of court costs shall be made in accordance with the court's ruling.

## **SECTION 8: AMENDMENTS AND MODIFICATIONS TO THE CHARTER**

### **Article 77. Amendments to the Company Charter**

1. Any amendments or supplements to this Charter must be reviewed and decided by the General Meeting of Shareholders.

2. If any applicable laws contain provisions regarding the Company's operations that are not addressed in these Charter, or if new laws are enacted that conflict with the provisions of these Charter, such laws shall apply to govern the Company's operations.

## SECTION 9: EFFECTIVE DATE

### Article 78. Effective Date

1. This Charter consists of 05 chapters and 78 articles, which were unanimously approved by the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company on April 23, 2026, in Hai Phong, with mutual agreement on the effectiveness of the full text of this Charter.

2. This Charter is the sole and official Charter of the Company. This Charter replaces the Charter approved by the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company on June 29, 2023, and related Appendices on the amendment and supplement to the Charter on Organization and Operation of the Company issued prior to April 23, 2026.

3. The Charter are executed in five (5) copies, all of which are equally valid and are kept at the Company's principal office.

4. Copies or extracts of the Company's Charter are valid only if signed by the Chairman of the Board of Management or at least half of the total number of Board members. *flor*

*Hai Phong, April 23, 2026*

**LEGAL REPRESENTATIVE**

**CHAIRMAN OF THE BOARD OF MANAGEMENT**



**Pham Hong Minh**



## APPENDIX I

### 1. List of Subsidiaries

- Hoang Dieu Chua Ve Port One Member Limited Company
- Hai Phong Port Medical Center One Member Limited Company
- Hai Phong Port Training and Technical Services Joint Stock Company
- Hai Phong Port Tugboat and Transport Joint Stock Company
- Dinh Vu Port Investment and Development Joint Stock Company
- Hai Phong Port TIL International Terminal Company Limited

### 2. List of joint venture and affiliated companies:

- Dong Do - Hai Phong Port Container Lines Joint Stock Company
- Saigon Port Logistics Joint Stock Company
- Hai Phong Marine Investment and Trading Joint Stock Company
- Hai Phong Port Investment Development Service Joint Stock Company
- Northeast Vinalines Joint Stock Company
- HPH Logistics Joint Stock Company
- KM Cargo Services Hai Phong Company Limited
- Smart Logistics Service (Hai Phong) Company Limited
- SITC Dinh Vu Logistics Company Limited





**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

# **INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

*(Issued according to Decision No. 1080/QĐ-CHP dated April 23, 2026 of  
Board of Management)*



**Hai Phong, April 2026**

No: 1080/QĐ-CHP

*Haiphong, April 23<sup>th</sup> 2026*

**DECISION**

On the promulgation of the “Internal Regulations on Corporate Governance  
of Port of Hai Phong Joint Stock Company”

**BOARD OF MANAGEMENT  
PORT OF HAI PHONG JOINT STOCK COMPANY**

Pursuant to the Law on Enterprises dated June 17<sup>th</sup>, 2020;

Pursuant to the Law on Securities dated November 26<sup>th</sup>, 2019;

Pursuant to the Charter on Organization and Operation of Port of Hai Phong  
Joint Stock Company;

Pursuant to Decree No. 155/2020/ND-CP dated December 31<sup>st</sup>, 2020 of the  
Government detailing the implementation of a number of articles of the Law on  
Securities;

Pursuant to Resolution No. 01/2026/NQ-DHDCD dated April 23<sup>th</sup>, 2026 of the  
2026 Annual General Meeting of Shareholders of Port of Hai Phong Joint Stock  
Company;

**DECIDES:**

**Article 1.** To promulgate together with this Decision the “Internal Regulations  
on Corporate Governance of Port of Hai Phong Joint Stock Company.”

**Article 2.** This Decision shall take effect from the date of signing.

**Article 3.** Members of the Board of Management, the Board of Supervisors, the  
Executive Board, Branches, Functional Departments, the Internal Audit Department,  
affiliated units, and relevant organizations and individuals shall be responsible for the  
implementation of this Decision./.

**Recipients:**

- As stated in Article 3; *[Signature]*
- The Company's Party Committee;
- The Company's Trade Union;
- The Company's Youth Union;
- Filed at: Company Office, Legal & Planning  
Dept., Company Secretariat.

**ON BEHALF OF  
BOARD OF MANAGEMENT  
CHAIRMAN**

*[Signature]*

**CÔNG TY CỔ PHẦN  
CẢNG HẢI PHÒNG**

**P. NGUYỄN - T. P. HAI PHONG**

**Phạm Hồng Minh**





## **INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF PORT OF HAI PHONG JOINT STOCK COMPANY**

<b>CHAPTER I. GENERAL PROVISIONS .....</b>	<b>1</b>
Article 1. Interpretation of terms .....	1
Article 2. Scope of regulation and subjects of application .....	1
<b>CHAPTER II. GENERAL MEETING OF SHAREHOLDERS AND SHAREHOLDERS ..</b>	<b>1</b>
Article 3. Roles, rights, and obligations of the General Meeting of Shareholders .....	1
<b>SECTION 1: GENERAL MEETING OF SHAREHOLDERS ADOPTING RESOLUTIONS BY VOTING AT THE GENERAL MEETING OF SHAREHOLDERS ..</b>	<b>3</b>
Article 4. Authority to convene the General Meeting of Shareholders .....	3
Article 5. Chairperson and conduct of the General Meeting of Shareholders .....	4
Article 6. Preparation of the List of Shareholders Entitled to Attend the Meeting .....	7
Article 7. Notice of closing the list of shareholders entitled to attend the General Meeting of Shareholders .....	7
Article 8. Notice of convocation of the General Meeting of Shareholders .....	8
Article 9. Agenda and content of the General Meeting of Shareholders .....	8
Article 10. Authorization of representatives to attend the General Meeting of Shareholders .....	10
Article 11. Methods of registration for attending the General Meeting of Shareholders .....	11
Article 12. Conditions for conducting the General Meeting of Shareholders .....	12
Article 13. Forms of passing resolutions of the General Meeting of Shareholders .....	12
Article 14. Voting on matters at the General Meeting of Shareholders .....	13
Article 15. Voting procedures .....	14
Article 16. Voting Procedures for Elections .....	15
Article 17. Vote counting and announcement of vote counting results .....	16
Article 18. Conditions for the adoption of resolutions of the General Meeting of Shareholders ..	16
Article 19. Procedures for challenging resolutions of the General Meeting of Shareholders .....	16
Article 20. Minutes of the General Meeting of Shareholders .....	17

Article 21. Disclosure of resolutions and minutes of the General Meeting of Shareholders .....	17
------------------------------------------------------------------------------------------------	----

## **SECTION 2: PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT RESOLUTIONS BY WAY OF COLLECTING WRITTEN OPINIONS .....18**

Article 22. Collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders.....	18
--------------------------------------------------------------------------------------------------------------------------	----

Article 23. Order and procedures for collecting shareholders' opinions in writing.....	19
----------------------------------------------------------------------------------------	----

## **SECTION 3: ORDER AND PROCEDURES FOR HOLDING THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT RESOLUTIONS VIA ONLINE CONFERENCES.....19**

Article 24. Notice of convening an online General Meeting of Shareholders .....	19
---------------------------------------------------------------------------------	----

Article 25. Procedures for registering to attend the online General Meeting of Shareholders.....	19
--------------------------------------------------------------------------------------------------	----

Article 26. Provision of login information and execution of electronic voting.....	20
------------------------------------------------------------------------------------	----

Article 27. Authorization of representatives to attend the online General Meeting of Shareholders .....	20
---------------------------------------------------------------------------------------------------------	----

Article 28. Conditions for conducting the meeting .....	21
---------------------------------------------------------	----

Article 29. Discussion at the online General Meeting of Shareholders.....	22
---------------------------------------------------------------------------	----

Article 30. Forms of adopting resolutions of the online General Meeting of Shareholders.....	22
----------------------------------------------------------------------------------------------	----

Article 31. Online Voting Procedures .....	23
--------------------------------------------	----

Article 32. Online vote counting method .....	24
-----------------------------------------------	----

Article 33. Notification of vote counting results .....	24
---------------------------------------------------------	----

Article 34. Preparation of minutes of the General Meeting of Shareholders .....	25
---------------------------------------------------------------------------------	----

Article 35. Disclosure of resolutions of the General Meeting of Shareholders.....	25
-----------------------------------------------------------------------------------	----

## **SECTION 4: ORDER AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY WAY OF A HYBRID MEETING ONLINE.....25**

Article 36. Notice of Convocation of the General Meeting of Shareholders .....	25
--------------------------------------------------------------------------------	----

Article 37. Registration procedures for the General Meeting of Shareholders .....	25
-----------------------------------------------------------------------------------	----

Article 38. Authorization of representatives to attend the General Meeting of Shareholders.....	26
-------------------------------------------------------------------------------------------------	----

Article 39. Conditions for holding a hybrid meeting (in-person combined with online .....	26
-------------------------------------------------------------------------------------------	----

Article 40. Methods of adopting resolutions of the General Meeting of Shareholders.....	26
-----------------------------------------------------------------------------------------	----



Article 41. Voting methods .....	26
Article 42. Vote counting method .....	27
Article 43. Announcement of vote counting results .....	27
Article 44. Preparation of minutes of the General Meeting of Shareholders .....	27
Article 45. Disclosure of resolutions of the General Meeting of Shareholders.....	27
<b>CHAPTER III. THE BOARD OF MANAGEMENT OF THE COMPANY .....</b>	<b>27</b>
Article 46. Roles, rights, and obligations of the Board of Management .....	27
Article 47. Number, term, structure, standards, and conditions of members of the Board of Management .....	31
Article 48. Nomination and candidacy for members of the Board of Management .....	32
Article 49. Method of electing members of the Board of Management.....	32
Article 50. Dismissal, removal, replacement, and additional election of members of the Board of Management .....	33
Article 51. Notification of election, dismissal, and discharge of members of the Board of Management .....	34
Article 52. Procedures for nominating candidates for the Board of Management .....	34
Article 53. Chairman of the Board of Management and Vice Chairman of the Board of Management .....	34
Article 54. Salaries, remuneration, and other benefits of members of the Board of Management .....	35
Article 55. Order and procedures for organizing Board of Management meetings .....	36
Article 56. Collecting written opinions from members of the Board of Management.....	40
Article 57. Subcommittees of the Board of Management .....	40
Article 58. Person in charge of corporate governance.....	41
<b>CHAPTER IV. THE SUPERVISORY BOARD OF THE COMPANY .....</b>	<b>43</b>
Article 59. Rights and obligations of the Supervisory Board and its members.....	43
Article 60. Term of office, number, composition, and structure of the Supervisory Board members .....	46
Article 61. Standards and conditions for members of the Supervisory Board .....	46

Article 62. Nomination, candidacy, and method of electing members of the Supervisory Board	47
Article 63. Cases of removal and dismissal of members of the Supervisory Board .....	47
Article 64. Remuneration, salaries, and other benefits of members of the Supervisory Board ....	48
<b>CHAPTER V. GENERAL DIRECTOR OF THE COMPANY .....</b>	<b>48</b>
Article 65. Roles, responsibilities, rights, and obligations of the General Director .....	48
Article 66. Term of office, criteria, and conditions of the General Director .....	50
Article 67. Appointment and hiring of the General Director .....	50
Article 68. Dismissal, removal, and termination of labor contracts with the General Director ....	51
Article 69. Notification of appointment, dismissal, signing of contracts, and termination of contracts for the General Director .....	52
Article 70. Salary and other benefits of the General Director .....	52
Article 71. Deputy General Directors and Chief Accountant of the Company .....	52
<b>CHAPTER VI. PROCEDURES AND FORMALITIES FOR COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF MANAGEMENT, THE SUPERVISORY BOARD, AND THE GENERAL DIRECTOR .....</b>	<b>53</b>
Article 72. Principles of work coordination .....	53
Article 73. Procedures and sequence for convening and conducting meetings between the Board of Management, the Supervisory Board, and the General Director .....	53
Article 74. Notification of policies and decisions of the Board of Management to the Supervisory Board and the General Director .....	54
Article 75. Coordination between the Board of Management and the General Director .....	55
Article 76. Coordination between the Board of Management and the Supervisory Board .....	56
Article 77. Other coordination .....	57
<b>CHAPTER VII. REGULATIONS ON ANNUAL EVALUATION, REWARDS, AND DISCIPLINE FOR MEMBERS OF THE BOARD OF MANAGEMENT, MEMBERS OF THE SUPERVISORY BOARD, AND EXECUTIVES OF THE COMPANY .....</b>	<b>57</b>
Article 78. Annual performance evaluation of the Board of Management, the Supervisory Board, and the General Director .....	57
Article 79. Principles for applying disciplinary measures .....	58
Article 80. Commendation and discipline for members of the Board of Management .....	58



Article 81. Commendation and discipline for members of the Supervisory Board .....	59
Article 82. Commendation and discipline for Company executives .....	59
Article 83. Liability for damages.....	59
<b>CHAPTER VIII. IMPLEMENTATION, AMENDMENT, AND SUPPLEMENT OF THE REGULATIONS.....</b>	<b>60</b>
Article 84. Amendment, supplement, and implementation of the Regulations.....	60
Article 85. Validity of the Regulation .....	60

## CHAPTER I

### GENERAL PROVISIONS

#### Article 1. Interpretation of terms

1. In these Regulations, the following terms shall have the meanings as follows:
  - a. "Company" means Port of Hai Phong Joint Stock Company;
  - b. "Company Charter" means the Charter on Organization and Operation of Port of Hai Phong Joint Stock Company approved and promulgated by the General Meeting of Shareholders of the Company;
  - c. "General Meeting of Shareholders" or "GMS" means the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company;
  - d. "Board of Management" or "BOM" means the Board of Management of Port of Hai Phong Joint Stock Company;
  - e. "Supervisory Board" or "SB" means the Supervisory Board of Port of Hai Phong Joint Stock Company;
  - f. "Executive Board" includes: the General Director, Deputy General Directors, and Chief Accountant of Port of Hai Phong Joint Stock Company;
2. Other terms used in these Regulations shall have the same meanings as in the Company Charter and current laws.

#### Article 2. Scope of regulation and subjects of application

1. **Scope of application:** These Regulations govern the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Management, the Supervisory Board, and the General Director; the order and procedures for meetings of the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and removal of members of the Board of Management, the Supervisory Board, and the General Director, and other activities as prescribed in the Company Charter and other current provisions of law.
2. **Subjects of application:** These Regulations apply to members of the Board of Management, the Supervisory Board, the General Director, and related persons.

## CHAPTER II

### GENERAL MEETING OF SHAREHOLDERS AND SHAREHOLDERS

#### Article 3. Roles, rights, and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company.
2. The General Meeting of Shareholders has the following rights and obligations:



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  1

- a. To approve the development orientation of the Company;
  - b. To decide on the classes of shares and the total number of shares of each class authorized to be offered; to decide on the annual dividend rate for each class of shares;
  - c. To elect, dismiss, or remove members of the Board of Management and members of the Supervisory Board;
  - d. To decide on investments in or sales of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
  - e. To decide on amendments and supplements to the Company's Charter;
  - f. To approve the annual financial statements;
  - g. To decide on the repurchase of more than 10% of the total number of sold shares of each class;
  - h. To review and handle violations by members of the Board of Management and members of the Supervisory Board that cause damage to the Company and its shareholders;
  - i. To decide on the reorganization or dissolution of the Company;
  - j. To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Management and the Supervisory Board;
  - k. To approve the Internal Regulations on Corporate Governance; Regulations on the Operation of the Board of Management and the Supervisory Board;
  - l. To approve the list of accredited auditing firms; to decide on the accredited auditing firm to conduct audits of the Company's operations; and to dismiss accredited auditors when deemed necessary;
  - m. Other rights and obligations as prescribed by law, the Company's Charter, and the Company's internal management regulations and rules.
3. The General Meeting of Shareholders shall discuss and approve the following matters:
- a. The Company's annual business plan;
  - b. Audited annual financial statements;
  - c. Report of the Board of Management on governance and the performance results of the Board of Management and each of its members;
  - d. Report of the Supervisory Board on the Company's business results and the performance results of the Board of Management and the General Director;





- e. Self-assessment report on the performance results of the Supervisory Board and its members;
- f. Dividend rate for each type of share;
- g. The number of members of the Board of Management and the Supervisory Board;
- h. Election, removal, and dismissal of members of the Board of Management and the Supervisory Board;
- i. Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Management and the Supervisory Board;
- j. Approving the list of accredited auditing firms; deciding on the accredited auditing firm to conduct inspections of the Company's activities when deemed necessary;
- k. Amendments and supplements to the Company's Charter;
- l. Types of shares and the number of new shares to be issued for each type;
- m. Division, separation, consolidation, merger, or conversion of the Company;
- n. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- o. Deciding on investments or sales of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- p. Deciding on the repurchase of more than 10% of the total number of sold shares of each type;
- q. The Company enters into contracts or transactions specified in Point a, Clause 3, Article 57 and Clause 4, Article 57 of the Company Charter;
- r. Approval of the Internal Regulations on Corporate Governance, the Regulations on the Operation of the Board of Management, and the Regulations on the Operation of the Supervisory Board;
- s. Other matters as prescribed by law and the Company's Charter.

4. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **SECTION 1:**

#### **GENERAL MEETING OF SHAREHOLDERS ADOPTING RESOLUTIONS BY VOTING AT THE GENERAL MEETING OF SHAREHOLDERS**

#### **Article 4. Authority to convene the General Meeting of Shareholders**

1. Authority to convene the Annual General Meeting of Shareholders: The Board of

Management convenes the Annual and Extraordinary General Meetings of Shareholders. The Annual General Meeting of Shareholders shall be held once a year and within 04 months from the end of the fiscal year. The Board of Management shall decide to extend the Annual General Meeting of Shareholders if necessary, but not exceeding 06 months from the end of the fiscal year.

2. Authority to convene the Extraordinary General Meeting of Shareholders:

a. The Board of Management must issue a notice to convene the General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Management, independent members of the Board of Management, or members of the Supervisory Board is as prescribed in Point b, Clause 3, Article 22 of the Company's Charter, or upon receipt of a request as prescribed in Point c and Point d, Clause 3, Article 22 of the Company's Charter;

b. In the event that the Board of Management fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 2 of this Article, within the next 30 days, the Supervisory Board shall replace the Board of Management to notify the convening of the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

c. In the event that the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 2 of this Article, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with Clause 4, Article 140 of the Law on Enterprises;

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

3. The procedures for organizing the General Meeting of Shareholders shall comply with the provisions of Clause 2, Article 26 of the Company Charter.

**Article 5. Chairperson and conduct of the General Meeting of Shareholders**

1. Chairperson and Presidium:

a. The Chairman of the Board of Management shall chair or authorize another member of the Board of Management to chair the General Meeting of Shareholders



convened by the Board of Management. In the event that the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Management shall elect one of them to chair the meeting based on the majority principle. If a chairperson cannot be elected, the Head of the Supervisory Board shall moderate the meeting for the General Meeting of Shareholders to elect a chairperson from among the attendees, and the person with the highest number of votes shall chair the meeting;

b. Except for the cases specified in point a of this clause, the person who signed the notice to convene the General Meeting of Shareholders shall moderate the meeting for the General Meeting of Shareholders to elect a chairperson, and the person with the highest number of votes shall chair the meeting;

c. The chairperson of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of the attendees;

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

- To require all attendees to undergo inspection or other lawful and reasonable security measures;

- To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders those who fail to comply with the chairperson's directions, intentionally disturb order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.

e. The Chairperson has the right to adjourn a General Meeting of Shareholders for which a sufficient number of attendees have registered for a maximum of no more than 03 working days from the scheduled opening date of the meeting, and may only adjourn the meeting or change the meeting location in the following cases:

- The meeting venue does not have sufficient convenient seating for all attendees;
- Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;
- There are attendees who obstruct or disrupt order, posing a risk that the meeting may not be conducted fairly and lawfully.

f. Other rights and obligations of the Chairperson as prescribed by current law;

g. The Presidium consists of 03 to 05 persons, including 01 Chairperson and members;

h. Duties of the Presidium:

- Directing the activities of the General Meeting of Shareholders in accordance with the tentative agenda of the Board of Management as approved by the General Meeting of Shareholders;

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

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

- Responding to matters requested by the General Meeting;

- Resolving issues arising throughout the General Meeting.

2. Meeting Secretary:

a. The Chairperson shall appoint one or several persons to act as meeting secretaries.

b. Duties of the Meeting Secretary:

- Recording the proceedings of the General Meeting fully and truthfully;

- Receiving speech registration forms from shareholders/delegates;

- Preparing the meeting minutes and drafting the resolution of the General Meeting of Shareholders;

- Assist the Chairperson in disclosing information related to the General Meeting of Shareholders and notifying shareholders in accordance with the law and the Company's Charter;

- Other duties as requested by the Chairperson.

3. Vote Counting Committee:

a. The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee upon the proposal of the meeting Chairperson.

b. Duties of the Vote Counting Committee:

- Disseminate principles, rules, and instructions on voting methods;

- Count and record votes, prepare vote counting minutes, and announce the results; transfer the minutes to the Chairperson for approval of the voting results;

- Notify the secretary of the voting results;

- Review and report to the General Meeting any violations of voting rules or complaints regarding the voting results.

4. Shareholder Eligibility Verification Committee:

a. The person convening the General Meeting of Shareholders is responsible



for establishing a Shareholder Eligibility Verification Committee consisting of 03 to 05 members, including 01 Head of the Committee and members.

b. Duties of the Shareholder Eligibility Verification Committee:

- Verify the eligibility and status of shareholders and shareholder representatives attending the meeting.

- The Head of the Eligibility Verification Committee shall report to the General Meeting of Shareholders on the status of attending shareholders. If the meeting has a sufficient number of shareholders and authorized representatives entitled to attend representing more than 50% of the total voting shares, the General Meeting of Shareholders shall be conducted.

- Other duties as requested by the Chairperson.

**Article 6. Preparation of the List of Shareholders Entitled to Attend the Meeting**

1. The person convening the General Meeting of Shareholders must prepare the list of shareholders entitled to attend the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established based on the Company's shareholder register or securities holder register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established no more than 10 days before the date of sending the notice of the General Meeting of Shareholders.

2. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date.

**Article 7. Notice of closing the list of shareholders entitled to attend the General Meeting of Shareholders**

1. Complete and valid right exercise notification dossiers must be sent to Vietnam Securities Depository and Clearing Corporation no later than 08 business days before the record date, unless otherwise provided by current laws.

2. Information on the record date for shareholders entitled to attend the General Meeting of Shareholders must be disclosed on the Company's website and the information disclosure systems of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading in accordance with listed company governance regulations.

  7

**Article 8. Notice of convocation of the General Meeting of Shareholders**

1. Unless otherwise provided by law, the Company must disclose information regarding the Notice of convocation of the General Meeting of Shareholders at least 20 days before the record date and perform procedures as set out in Clause 2 of this Article.

2. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to the shareholder's contact address, and simultaneously disclosed on the Company's website and the State Securities Commission, Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the notice of the meeting to all shareholders in the List of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents related to the matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In the event that the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice must clearly state the link to the full set of meeting documents so that shareholders can access them, including:

- a. Meeting agenda, documents used in the meeting;
- b. List and detailed information of candidates in the case of electing members of the Board of Management and the Supervisory Board;
- c. Voting papers, election ballots (in the case of electing members of the Board of Management and the Supervisory Board);
- d. Proxy form for appointing an authorized representative to attend the meeting;
- e. Draft resolutions for each matter on the meeting agenda.

**Article 9. Agenda and content of the General Meeting of Shareholders**

1. The convener of the General Meeting of Shareholders must prepare the agenda and content of the Meeting.

2. In the event that the Board of Management convenes the General Meeting of Shareholders, the following contents must be agreed upon before conducting the Meeting:

- a. Schedule, agenda, and content of the Meeting;
- b. Establishment of the Organizing Committee and the Shareholder Eligibility Verification Committee;
- c. List of members of the Presidium, the Secretariat, and the Vote Counting Committee.

3. Preparation of documents for the General Meeting of Shareholders:





a. The Board of Management shall establish a Support Committee for the General Meeting of Shareholders to advise and assist the Board of Management in organizing the General Meeting of Shareholders;

b. Documents for the General Meeting of Shareholders shall be compiled by the Company Secretariat based on documents reported and proposed by the General Director under the direct supervision of the Head of the Support Committee for the General Meeting of Shareholders;

c. Documents for the General Meeting of Shareholders must be those whose contents have been approved by the Board of Management and authorized for issuance and disclosure;

d. In cases where the General Meeting of Shareholders is not convened by the Board of Management, the Convener of the General Meeting of Shareholders is responsible for preparing the necessary documents for the meeting. The Company is responsible for coordinating, providing information, and supporting the Convener in finalizing the meeting documents.

4. The notice of the General Meeting of Shareholders shall be sent to Shareholders in accordance with the provisions of Clause 2, Article 8 of these Regulations.

5. Shareholders or groups of shareholders as stipulated in Clause 2, Article 18 of the Company Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of each type of shares held by the shareholder, and the matter proposed for inclusion in the meeting agenda;

6. The person convening the General Meeting of Shareholders has the right to reject proposals specified in Clause 5 of this Article in any of the following cases:

a. The proposal is not sent in accordance with the provisions of Clause 5 of this Article;

b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the total ordinary shares;

c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;

d. Other cases as prescribed by the Company's internal management regulations and current laws.

7. In the event that the convener of the General Meeting of Shareholders refuses a proposal as stipulated in Clause 5 of this Article, they must respond in writing and state the reasons no later than 02 working days before the opening date of the General Meeting

8. The convener of the General Meeting of Shareholders must accept and include the proposal in the tentative agenda and content of the meeting; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

9. Only the General Meeting of Shareholders has the right to decide on changes to the meeting agenda that was sent along with the meeting invitation notice.

**Article 10. Authorization of representatives to attend the General Meeting of Shareholders**

1. Shareholders and authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend the meeting, or attend through one of the forms specified in the Company Charter, the internal management regulations of the Company, and current laws.

2. The authorization of individuals or organizations to represent [shareholders] at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be established in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party.

3. Authorized proxies attending the General Meeting of Shareholders must submit the written authorization to attend the meeting. In the case of re-authorization, the attendee must also present the original written authorization from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company). The timing and method for submitting the authorization/re-authorization documents shall follow the Company's instructions.

4. The voting ballot of the authorized person attending the meeting within the scope of authorization shall remain valid upon the occurrence of one of the following cases, except where:

a. The authorizing person has died, has restricted civil capacity, or has lost civil capacity;

b. The authorizing person has revoked the authorization appointment;

c. The authorizing person has revoked the authority of the person who performed the authorization.





This provision shall not apply in the event that the Company receives notice of one of the above events prior to the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 11. Methods of registration for attending the General Meeting of Shareholders**

1. Methods of registration for attending the General Meeting of Shareholders prior to the opening date of the General Meeting of Shareholders:

a. The methods of registration for attending the General Meeting of Shareholders are clearly specified in the Notice of the General Meeting of Shareholders, including contacting the Company or sending the Confirmation of Attendance (attached to the Notice of the General Meeting of Shareholders sent to shareholders) to the Company.

b. Shareholders shall select the method of registration for attending the General Meeting of Shareholders in accordance with the methods stated in the notice, including:

c. Attending and voting/electing in person at the meeting;

d. Authorizing another representative to attend and vote/elect at the meeting and complying with the provisions of Clause 2 of this Article; (In the event that more than one representative is appointed, the specific number of shares and the number of votes/elections authorized for each representative must be specified).

e. Attending and voting/electing via online conference, electronic voting, or other electronic forms;

f. Sending voting papers/ballots to the meeting via mail, fax, or email;

g. Other methods of registration for attending the General Meeting of Shareholders in accordance with the provisions of law.

2. The Company must make every effort to apply modern information technology so that shareholders can attend and express their opinions at the General Meeting of Shareholders in the most effective manner, including guiding shareholders to vote via online General Meetings of Shareholders, electronic voting, or other electronic forms as prescribed in Article 144 of the Law on Enterprises and the Company's Charter.

3. Procedures for registration to attend the General Meeting of Shareholders and verification of delegate eligibility on the date of the General Meeting of Shareholders

a. Before the opening of the meeting, the Company must conduct shareholder registration procedures and must continue registration until all present shareholders entitled to attend have completed registration in accordance with Clause 1, Article 28 of the Company's Charter;

b. The Company must arrange a support team for registration to attend the General Meeting of Shareholders, responsible for receiving, reviewing, collecting information,

and guiding shareholders to register based on the established list of shareholders. This list must be confirmed by the registrants and is a mandatory attachment to the minutes of the General Meeting of Shareholders.

c. Shareholders, authorized representatives of institutional shareholders, or proxies who arrive after the meeting has opened have the right to register immediately and subsequently have the right to participate and vote at the meeting right after registration. The Chairperson is not responsible for suspending the meeting for late-arriving shareholders to register, and the validity of matters already voted upon shall remain unchanged.

#### **Article 12. Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when the attending shareholders represent more than 50% of the total voting shares.

2. In the event that the first meeting fails to meet the conditions for being conducted as stipulated in Clause 1 of this Article, the notice for the second meeting must be sent within 30 days from the scheduled date of the first meeting to the Shareholders on the list of shareholders finalized for the right to attend the first General Meeting of Shareholders.

The second General Meeting of Shareholders shall be conducted when the attending shareholders represent at least 33% of the total voting shares.

3. In the event that the second meeting fails to meet the conditions for being conducted as stipulated in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the scheduled date of the second meeting to the Shareholders on the list of shareholders finalized for the right to attend the first General Meeting of Shareholders.

The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the attending shareholders.

#### **Article 13. Forms of passing resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall pass resolutions within its authority by means of voting at the meeting or collecting written opinions and other forms as prescribed by current laws.

2. Resolutions of the General Meeting of Shareholders on matters stipulated in Clause 3, Article 3 of this Regulation must be passed by means of voting at the General Meeting of Shareholders.



## **Article 14. Voting on matters at the General Meeting of Shareholders**

### **1. General principles**

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

b. Voting Cards, Voting Ballots, and Election Ballots shall be printed and sealed by the Company. In particular:

- Voting cards are sent along with the Invitation to the General Meeting of Shareholders or provided directly to Shareholders upon registration for the Meeting.

- Voting ballots and election ballots are provided directly to Shareholders upon registration for the Meeting (attached to the set of documents for the General Meeting of Shareholders).

- Shareholders attending the Meeting must bring their Voting cards, Voting ballots, and Election ballots. The Voting cards, Voting ballots, and Election ballots shall clearly state the delegate code, full name, and the number of shares owned and authorized for voting.

- Templates for Voting Cards, Voting Ballots, and Election Ballots must be disclosed on the Company's website and the information disclosure systems of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading.

- Shareholders have the right to use the Voting ballot and Election ballot templates posted on the Company's website to exercise remote voting rights, but must send their opinions to the Company at least 24 hours before the time of the Meeting.

### **2. Regulations on the validity of voting ballots and election ballots:**

#### **a. Voting ballots**

- An invalid voting ballot is a ballot that has one of the following characteristics:

- + Not issued by the Meeting Organizing Committee;

- + Shows signs of erasure or alteration; is torn, damaged, or has blurred content;

- + Contains additional letters, numbers, or characters other than the instructions for the voting options; contains additional information not related to the discussion topics of the Meeting;

- + Lacks the signature of the Shareholder/Legal Representative or the legally Authorized Representative of the Shareholder;

- + If a voting ballot has an item marked with two (02) or more voting options, that specific item shall be determined as invalid;



- A voting ballot without the above characteristics is determined to be a valid voting ballot

b. Election ballots

- Valid election ballot: A ballot using the pre-printed form issued by the organizing committee, without erasures or alterations, without any additional content other than what is prescribed for the ballot; must have the signature and full name of the attending delegate and be submitted to the Vote Counting Committee before the ballot box is unsealed.

- Invalid election ballot:

+ Content does not comply with the regulations for a valid election ballot

+ The number of candidates voted for is greater than the number of candidates to be elected;

+ The ballot has a total number of votes for candidates that exceeds the total number of votes the shareholder or representative is entitled to cast.

**Article 15. Voting procedures**

1. General principles:

a. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by raising Voting Cards, direct voting, electronic voting, or other electronic forms.

b. Voting is conducted through votes in favor, against, and abstentions.

c. At the Meeting, the number of cards in favor of the resolution is collected first, followed by the number of cards against the resolution, and finally, the total number of votes in favor or against is counted to reach a decision.

2. Forms of voting:

a. Voting by way of Voting Cards

Shareholders vote by raising their Voting Cards as directed by the Chairperson. When voting by raising Voting Cards, the front of the Voting Card must be raised facing the Presidium. In case a Shareholder/Authorized proxy attending the meeting does not raise their Voting Card in all three rounds of voting (In favor, Against, or Abstention) for an issue, it shall be considered as a vote in favor of that issue. In case a Shareholder/Authorized proxy attending the meeting raises their Voting Card more than once during the voting for In favor, Against, or Abstention for an issue, it shall be considered an invalid vote. Under the form of voting by raising Voting Cards, members of the Vote Counting Committee shall record the delegate code and the corresponding number of voting shares for each option: In favor, Against, Abstention, and Invalid.



b. Voting by Ballot

Under the direction of the Chairperson, Shareholders/Representatives attending the meeting shall fill in their voting options on the Voting Ballot. For each item, the Shareholder/Authorized Proxy shall choose one of the three pre-printed options: "Approve", "Disapprove", or "Abstain" by marking "X" or a ✓ check mark in the selected box. After completing all voting items of the General Meeting, Shareholders/Authorized Proxies shall cast their Voting Ballots into the sealed ballot box at the Meeting as instructed by the Vote Counting Committee. The Voting Ballot must be signed and clearly state the full name of the Shareholder/Authorized Proxy.

c. The application of voting by Voting Card or Voting Ballot for each agenda item of the General Meeting is specifically stipulated in the Regulations on organizing the General Meeting of Shareholders.

**Article 16. Voting Procedures for Elections**

1. General principles:

- a. Comply with the provisions of law and the Company's Charter;
- b. Members of the Vote Counting Committee must not be included in the list of nominees or self-nominees for the Board of Management and the Board of Controllers.

2. Forms of voting:

a. Election by cumulative voting method

- Each Shareholder/Representative attending the meeting has a total number of votes corresponding to the total number of shares owned or represented multiplied by the number of members to be elected;

- Shareholders/Representatives attending the meeting have the right to cast all of their total votes for one or several candidates;

- In the event that additional candidates arise on the day of the meeting, the Vote Counting Committee is responsible for reissuing new ballots to Shareholders/Authorized Representatives and must collect the old ballots before the election proceeds;

- In case of a mistake in selection, the Shareholder/Authorized Representative shall contact the Vote Counting Committee to be reissued a new ballot and must return the old ballot;

- Instructions for filling out the Ballot: The convenor of the General Meeting of Shareholders must develop Election Regulations which provide detailed instructions on how to fill out the ballot, and these Regulations must be approved by the General Meeting of Shareholders before the election is conducted.

- Election principles:

+ Successful candidates are determined based on the number of votes received, ranked from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is reached.

+ In the event that two or more candidates receive the same number of votes for the final position, a re-election shall be held among the candidates with equal votes.

+ If the results of the first round of voting do not yield the required number of members, subsequent rounds of voting shall be conducted until the required number of members is reached.

b. Voting by other methods: In the event that the General Meeting of Shareholders conducts the election by another method, such method must ensure compliance with current legal regulations and be specifically guided in the Election Regulations approved by the General Meeting of Shareholders before the election is conducted.

#### **Article 17. Vote counting and announcement of vote counting results**

1. The General Meeting elects the Vote Counting Committee upon the proposal of the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.

2. The vote counting method is conducted by collecting ballots/cards/voting slips in favor of the resolution, then collecting cards/voting slips against, and finally counting and aggregating the number of votes in favor, against, and abstentions.

3. For sensitive matters and if requested by shareholders, the Company must appoint an independent organization to perform the collection and counting of votes.

4. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting.

#### **Article 18. Conditions for the adoption of resolutions of the General Meeting of Shareholders**

1. The conditions for the adoption of resolutions of the General Meeting of Shareholders are stipulated in Article 29 of the Company's Charter.

2. This content is stipulated in the Regulations on the organization of the General Meeting of Shareholders and is presented directly at the General Meeting before the voting takes place.

#### **Article 19. Procedures for challenging resolutions of the General Meeting of Shareholders**

1. Within 90 days from the date of receipt of the resolution or the minutes of the



General Meeting of Shareholders or the minutes of vote counting results for collecting opinions of the General Meeting of Shareholders, shareholders or groups of shareholders holding 05% or more of the total ordinary shares have the right to request a court or an arbitrator to consider and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

a. The sequence and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 7, Article 29 of the Company Charter;

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

2. In cases where there is a request for the Court or Arbitration to annul a resolution of the General Meeting of Shareholders as prescribed in Clause 1 of this Article, such resolutions shall remain valid and enforceable until the Court or Arbitration decides otherwise, except for cases where interim injunctive measures are applied under a decision of a competent authority.

3. In the event that a resolution of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration, the person who convened the meeting of the General Meeting of Shareholders whose resolution was annulled must finalize the list of shareholders to re-organize the meeting of the General Meeting of Shareholders within 30 days from the date of the decision of the Court or Arbitration in accordance with the sequence and procedures prescribed in the Law on Enterprises and the Company Charter.

4. Shareholders who voted against the resolution on the reorganization of the Company or changes to the rights and obligations of shareholders as prescribed in the Company Charter have the right to request the Company to buy back their shares in accordance with Article 11 of the Company Charter.

#### **Article 20. Minutes of the General Meeting of Shareholders**

1. Minutes of the General Meeting of Shareholders shall be prepared, presented, and approved right at the meeting.

2. The content and format of the minutes shall comply with the provisions of Article 31 of the Company Charter.

#### **Article 21. Disclosure of resolutions and minutes of the General Meeting of Shareholders**

1. A representative of the Secretariat presents the draft minutes and resolutions of the General Meeting of Shareholders at the meeting;

2. The Chairperson of the meeting presides over the General Meeting of

Shareholders to review and supplement the contents of the draft minutes and resolutions of the meeting, provided that they are not contrary to the voting results for each item discussed;

3. The Chairperson of the meeting presides over the General Meeting of Shareholders to approve the contents of the minutes and resolutions of the General Meeting of Shareholders at the meeting.

4. Resolutions, minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, authorization documents to attend the meeting, and all meeting documents attached to the minutes (if any) must be disclosed in accordance with the Company's Information Disclosure Regulations.

5. Closing of the General Meeting of Shareholders:

The Chairperson of the General Meeting of Shareholders declares the closing of the General Meeting of Shareholders when the following conditions are simultaneously satisfied:

- a. All items on the meeting agenda have been discussed and voted on;
- b. Voting results have been announced;
- c. The minutes and resolutions of the General Meeting of Shareholders are approved.

## **SECTION 2:**

### **PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT RESOLUTIONS BY WAY OF COLLECTING WRITTEN OPINIONS**

#### **Article 22. Collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders**

1. The Board of Management has the right to collect written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders when it deems necessary for the interests of the Company, except for the cases specified in Clause 2, Article 23 of the Company Charter.

2. The notice of collecting shareholders' opinions in writing and the implementation regulations must be disclosed in accordance with the regulations on listed company governance.

3. Collecting shareholders' opinions in writing may decide all matters within the authority of the General Meeting of Shareholders, except for matters that must be approved by voting at a General Meeting of Shareholders meeting as prescribed by law



**Article 23. Order and procedures for collecting shareholders' opinions in writing**

The order and procedures for collecting shareholders' opinions in writing shall be carried out in accordance with the provisions of Article 30 of the Company's Charter.

**SECTION 3:**

**ORDER AND PROCEDURES FOR HOLDING THE GENERAL MEETING  
OF SHAREHOLDERS TO ADOPT RESOLUTIONS VIA ONLINE  
CONFERENCES**

**Article 24. Notice of convening an online General Meeting of Shareholders**

1. The Board of Management has the right to decide to organize the General Meeting of Shareholders in an online format instead of an in-person format when the Board of Management deems it appropriate or at the request of State management agencies.

2. The Company shall send the meeting invitation notice to all shareholders by a method that ensures it reaches the contact addresses of shareholders attending the online Meeting, accompanied by a document guiding the verification of shareholder status for each shareholder. The Meeting Organizing Committee must notify shareholders of the instructional documents/regulations for registering to attend the online Meeting, electronic voting, and other necessary information in the same manner as the notice of invitation for an in-person General Meeting of Shareholders.

**Article 25. Procedures for registering to attend the online General Meeting of Shareholders**

The procedures for registering to attend the online General Meeting of Shareholders prior to the opening date of the General Meeting of Shareholders are clearly specified in the Notice of Invitation to the General Meeting of Shareholders, including:

1. Participation conditions:

a. Shareholders named in the list of shareholders entitled to attend the General Meeting of Shareholders established according to the Company's notice of exercise of rights.

b. Authorized representatives eligible to attend in accordance with the provisions of law and the Company's Charter.

2. Technical requirements: Shareholders must have an electronic device with an internet connection (e.g., computer, tablet, mobile phone, other electronic devices with internet connection...).

**3. Method of recording shareholders attending the online General Meeting of Shareholders:**

A shareholder is recorded by the electronic voting system as attending the online General Meeting of Shareholders when that shareholder accesses the system using the login information provided in accordance with Article 25 of these Regulations and has performed electronic voting on any matter within the Agenda of the online General Meeting of Shareholders.

**Article 26. Provision of login information and execution of electronic voting**

1. Information regarding the access link to the electronic voting system, username, access password, and other identification factors (if any) for attending the online General Meeting of Shareholders will be provided in the meeting invitation (or via other forms of login information notification as prescribed by the Board of Management). Shareholders are responsible for maintaining the confidentiality of the provided username, password, and other identification factors to ensure that only the Delegate has the right to vote on the electronic voting system and shall be fully responsible for this registered information.

2. When shareholders request re-issuance of login information, the Meeting Organizing Committee may provide notification through: in-person, email/phone. The provision of login information via email or phone shall only be conducted based on shareholder information from the list of shareholders entitled to vote prepared by the Vietnam Securities Depository and Clearing Corporation pursuant to the Company's rights exercise notice.

3. Shareholders shall use their username, access password, or other identification factors (if any) to access the electronic voting system and perform electronic voting in accordance with the contents of the online General Meeting of Shareholders Agenda.

4. Shareholders who register to attend the online Meeting after it has commenced may still register and have the right to vote upon completion of registration. The Presiding Board shall not suspend the meeting for shareholder registration, and the validity of matters already voted upon shall not be affected.

**Article 27. Authorization of representatives to attend the online General Meeting of Shareholders**

1. The authorization of representatives to attend the online General Meeting of Shareholders shall be carried out in a manner similar to the provisions in Article 10 of these Regulations and sent to the Company via methods that ensure delivery to the Company's address before the opening time of the Meeting.

2. In the event that a shareholder authorizes another individual/organization to



attend the online Meeting and perform electronic voting, the shareholder and the authorized person shall be responsible for the authorization and the electronic voting results associated with the provided Access Account.

3. The authorized representative of a shareholder, when attending the meeting, shall exercise the rights and perform the obligations of a shareholder.

4. Notes when conducting online authorization:

a. Shareholders must comply with providing full information to perform online authorization, especially the information of the authorized party: phone number, contact address, and email address. This serves as the basis for issuing the username, access password, and other identification factors (if any) to the authorized party.

b. Validity of online authorization: the authorization shall only be legally valid when the following conditions are met:

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

- The authorization letter shall be printed from the online meeting system or using the form attached to the Company's meeting notice or other forms approved by the Organizing Committee, with full signatures, clearly stating the name, and affixed with a seal (if an organization) of both the authorizing party and the authorized party.

- The Company must receive the original Power of Attorney before the official opening of the meeting.

c. Cancellation of authorization for shareholders who have authorized online:

- Shareholders shall send official written requests to cancel online authorization to the Company before the official opening of the General Meeting or cancel the authorization on the online meeting system. Note that the effective time of cancellation shall be counted from the time the Company receives the official written request to cancel online authorization.

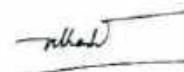
- Cancellation of authorization shall be invalid if the authorized representative has already cast votes/elected on any matter in the Agenda of the online General Meeting of Shareholders.

#### **Article 28. Conditions for conducting the meeting**

1. Conditions for conducting the General Meeting of Shareholders shall comply with the provisions of Article 12 of these Regulations.

2. The online meeting and electronic voting system must meet the following basic conditions:

a. The system's transmission at the meeting venue must be continuous and stable,



ensuring that shareholders' participation is not interrupted. In the event that the meeting is interrupted at the venue, the Presidium must summarize the developments of the content during that interruption;

b. The meeting venue must ensure conditions regarding audio, lighting, transmission, power supply, electronic means, and other equipment as required by the nature of the online meeting;

c. Ensure information security and maintain the confidentiality of System Access Accounts. All information received and provided on the System shall ensure information confidentiality principles and comply with the provisions of the Law on Cyber Information Security;

d. Electronic data of the online General Meeting program must be stored and extractable from the System.

#### **Article 29. Discussion at the online General Meeting of Shareholders**

##### **1. Principles:**

a. Discussion shall only be conducted within the prescribed time and within the scope of the issues presented in the agenda of the General Meeting of Shareholders;

b. Only shareholders are entitled to participate in the discussion;

c. Shareholders with opinions shall register the discussion content in the forms specifically prescribed in the Regulations on organizing the General Meeting of Shareholders;

d. The Secretariat will arrange the discussion contents of shareholders in the order of registration and submit them to the Chairperson.

##### **2. Responding to shareholders' opinions:**

a. Based on the discussion contents of the shareholders, the Chairperson or a member designated by the Chairperson shall respond to the shareholders' opinions;

b. In case of time constraints, questions that have not been answered directly at the Meeting will be answered by the Company later.

#### **Article 30. Forms of adopting resolutions of the online General Meeting of Shareholders**

1. The online General Meeting of Shareholders adopts resolutions within its authority through voting at the meeting via electronic ballots or by collecting written opinions.

2. Resolutions of the General Meeting of Shareholders on issues as prescribed in Clause 3, Article 3 of these Regulations must be adopted through voting via electronic ballots at the General Meeting of Shareholders.



### **Article 31. Online Voting Procedures**

1. Shareholders may exercise their voting rights through online voting.

2. Online voting procedures:

a. Shareholders use their Access Accounts to log in to the website according to the instructions sent with the Meeting Invitation and/or posted on the Company's website to perform voting;

b. Shareholders decide to vote by checking one of the three corresponding boxes: "Approve", "Disapprove", or "No opinion" for each item requiring shareholder feedback on the System;

c. Shareholders with voting rights are those who have registered to attend the online General Meeting as of the time of voting, and the number of such shareholders shall be the basis for calculating the voting percentage.

d. Subsequently, shareholders proceed to confirm their votes for the electronic voting system to record the results.

3. Other requirements when conducting electronic voting:

a. In the event that a shareholder does not complete voting or election for all items in the Meeting agenda, the unvoted or unelected items shall be considered as the shareholder not casting a vote or election for those items.

b. In the event that issues arise outside of the sent meeting agenda, shareholders may perform additional voting or election. If a shareholder does not vote or elect on the arising issues, it shall be considered as the shareholder not casting a vote or election for those arising issues.

c. Shareholders may change their voting or election results (but cannot cancel them), including voting or election results for additional matters arising outside the Meeting agenda. The online system only records the vote counting for the final voting and election results at the time electronic voting concludes for each voting session as stipulated in the meeting's working regulations.

d. In the case where shareholders vote by entering numbers, the method of completing the ballot shall be specified in the Election Regulations. These Regulations shall be disclosed and adopted at the General Meeting before the election is conducted.

e. The electronic voting period shall be specifically regulated in the regulations on the organization of the General Meeting of Shareholders and the guidance documents. Delegates may access the electronic voting system to review documents 24 hours a day and 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control. The time at which delegates are entitled to vote/elect on the system shall be stipulated in the Regulations on the Organization of the General Meeting of Shareholders. After the voting period ends, the system will not record any further electronic voting results from shareholders.

f. When presiding over the meeting, the Presiding Board must announce the voting closing time on the System for shareholders to exercise their rights. In case shareholders encounter technical issues with voting on the System, they may contact the hotline number as announced by the Organizing Committee for guidance and support to complete their voting. From the moment the System closes the voting, shareholders have no right to change any voted content; the shareholder's voting results recorded on the System via the Access Account shall be the final results and no complaints or lawsuits related to these results shall be permitted.

4. Voting time

a. Shareholders have the right to vote from the opening of the Online General Meeting until the voting closing time. In case a shareholder has voted but wishes to change their opinion, the change must be made before the voting closing time. The final vote recorded by the System before the voting closing time shall be considered valid and recorded in the vote counting results;

b. Voting results are calculated at the time the shareholder performs electronic voting; therefore, any sudden disconnection of the shareholder's connection (if any) only affects unvoted items, while voted items remain unaffected;

c. Before the voting deadline ends, shareholders can only see their own voting results. After the voting deadline ends, shareholders will be informed of the general voting results for each item as announced by the Presiding Board or the Vote Counting Committee.

**Article 32. Online vote counting method**

1. The Chairperson shall introduce one or more persons as members of the Vote Counting Committee for the General Meeting to vote on and approve. The Vote Counting Committee has the following rights and obligations:

- a. Instructing shareholders on the voting method at the online General Meeting;
- b. Conducting the vote counting;
- c. Preparing and announcing the vote counting minutes to the General Meeting of Shareholders.

2. Voting is conducted by voting in favor, against, or abstaining. The software system will automatically record and aggregate the number of votes in favor, against, and abstentions.

**Article 33. Notification of vote counting results**

1. The Vote Counting Committee approved by the General Meeting of Shareholders at the Meeting is responsible for checking the electronic voting results to aggregate the voting results.

2. Voting results shall be announced by the Presidium or the Vote Counting



Committee right at the online General Meeting.

**Article 34. Preparation of minutes of the General Meeting of Shareholders**

1. The contents of the online General Meeting shall be recorded by the Secretariat and prepared as minutes of the General Meeting of Shareholders in accordance with Article 20 of these Regulations. The time and location of the online General Meeting of Shareholders shall be recorded as the place where the Presidium presides over the meeting.

2. The meeting minutes and resolutions of the General Meeting of Shareholders shall be read and approved before the closing of the online General Meeting.

**Article 35. Disclosure of resolutions of the General Meeting of Shareholders**

The minutes and resolutions of the meeting must be disclosed on the Company's website within 24 hours in accordance with current legal regulations.

**SECTION 4:**

**ORDER AND PROCEDURES FOR THE GENERAL MEETING OF  
SHAREHOLDERS TO PASS RESOLUTIONS RESOLUTION BY WAY OF A  
HYBRID MEETING ONLINE**

**Article 36. Notice of Convocation of the General Meeting of Shareholders**

1. The Company's Board of Management met and decided to convene the General Meeting of Shareholders in a combined in-person and online format, and unanimously approved the meeting's contents and agenda.

2. The procedure for convening an in-person meeting shall be carried out in accordance with the provisions of Article 8 of this Regulation.

3. For shareholders attending online: The Company sends invitations to the virtual General Meeting, accompanied by instructions on shareholder status verification, to each shareholder. The meeting organizing committee must provide shareholders with instructional documents/regulations for online meeting registration, electronic voting, and other necessary information before the date of the online meeting.

**Article 37. Registration procedures for the General Meeting of Shareholders**

1. For shareholders attending in person: Prior to the opening of the meeting, the Company must conduct shareholder registration procedures and must carry out the registration until all present shareholders entitled to attend have completed their registration in the order stipulated in Article 11 of these Regulations.

2. For shareholders attending online: Comply with the provisions of Clauses 1 and 2, Article 31 of this Regulation.

**Article 38. Authorization of representatives to attend the General Meeting of Shareholders**

1. For shareholders attending in person: The authorization of individuals or organizations to represent them at the General Meeting of Shareholders must be made in writing in accordance with the provisions of Article 10 of these Regulations.

2. For shareholders attending online: The authorization of a representative to attend the online General Meeting of Shareholders shall be carried out in accordance with the provisions of Article 27 of these Regulations.

**Article 39. Conditions for holding a hybrid meeting (in-person combined with online)**

1. A General Meeting of Shareholders held in the form of a hybrid meeting (in-person combined with online) shall be conducted when the conditions prescribed in Article 28 of these Regulations are met.

2. The online meeting and electronic voting system must satisfy the conditions prescribed in Article 31 of these Regulations.

**Article 40. Methods of adopting resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders adopts 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 prescribed in Clause 2, Article 3 of these Regulations must be adopted by means of voting at the General Meeting of Shareholders using voting ballots or electronic ballots.

**Article 41. Voting methods**

1. Each share owned or represented corresponds to one voting unit.

2. For shareholders attending and voting in person at the meeting venue: Upon shareholder registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card, which specifies the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes 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 the provisions of Article 31 of these Regulations.

4. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, or abstaining.



**Article 42. Vote counting method**

1. The General Meeting of Shareholders shall elect one or more persons to the vote counting committee upon the proposal of the chairperson of the meeting.

2. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the chairperson.

**Article 43. 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 is prolonged to the following day, the Chairperson is responsible for notifying the attending shareholders of the results on the Company's website, unless otherwise decided by the General Meeting of Shareholders.

**Article 44. Preparation of minutes of the General Meeting of Shareholders**

1. The contents of the online General Meeting shall be recorded and prepared into minutes of the General Meeting of Shareholders by the Secretariat in accordance with Article 20 of these Regulations. The time and venue of the online General Meeting of Shareholders shall be recorded as the location where the Presidium conducts the meeting.

2. The minutes of the meeting and the resolutions of the General Meeting of Shareholders shall be read and approved before the closing of the Meeting.

**Article 45. Disclosure of resolutions of the General Meeting of Shareholders**

1. Copies of meeting minutes and resolutions must be published on the Company's website within 24 hours.

2. The Company must disclose information regarding the General Meeting of Shareholders in accordance with current legal regulations

**CHAPTER III**

**THE BOARD OF MANAGEMENT OF THE COMPANY**

**Article 46. Roles, rights, and obligations of the Board of Management**

1. The Board of Management is the management body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those within the authority of the General Meeting of Shareholders.

2. The Board of Management has the following powers and obligations:

a. To decide on the strategy, medium-term development plans, and quarterly/semi-annual/annual business plans, as well as the annual labor use and recruitment plans of the

Company; To decide on project investments, procurement, repairs, maintenance, dredging, and urgent extraordinary expenses for production and business operations arising outside the Company's annual plans approved by the General Meeting of Shareholders;

b. To determine operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;

c. To recommend the classes of shares and the total number of authorized shares to be offered for each class;

d. To decide on the sale of unsold shares within the limit of authorized shares to be offered for each class; to decide on capital mobilization in other forms;

e. To decide on the selling price of shares and bonds of the Company; to propose the issuance of convertible bonds and bonds with warrants;

f. To decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 10 of the Company Charter;

g. Decide on market development, marketing, and technology solutions;

h. Decide on investment plans and investment projects with a value of less than 35% of the total asset value recorded in the Company's most recent financial statements and within the limits prescribed by law;

i. Decide on the liquidation and disposal of assets with a value of less than 35% of the total asset value recorded in the Company's most recent financial statements;

j. To approve contracts for purchase, sale, borrowing, lending, and other transaction contracts with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, and and contracts and transactions within the decision-making authority of the Board of Management as prescribed in Company Charter; except for contracts and transactions within the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 1, Article 23 and Clause 4, Article 57 of Company Charter.

k. Decentralize or authorize the General Director to decide on investment plans and investment projects; plans for liquidation and disposal of fixed assets, leasing and renting of fixed assets; borrowing and lending; internal regulations of the Company and other matters within the decision-making authority of the Board of Management;

l. Elect, remove, and dismiss the Chairman of the Board of Management; elect, remove, and dismiss the Vice Chairman of the Board of Management; appoint, dismiss, enter into, and terminate contracts with the General Director; decide on the remuneration, bonuses, disciplinary measures, and other benefits of the General Director.

m. Appointing authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies; deciding on the remuneration





and other benefits of such persons; nominating candidates for the Board of Management or the Supervisory Board, or recommending the appointment of controllers at other enterprises;

n. Deciding on the appointment, dismissal, signing of contracts, termination of contracts, salary, rewards, discipline, and other benefits for the Deputy General Director and Chief Accountant at the proposal of the General Director;

o. Approving the General Director's appointment, dismissal, signing of contracts, termination of contracts, salary, rewards, discipline, and other benefits for Directors of subordinate branches, Heads of departments, and equivalents;

p. Supervising and directing the General Director and other managers in the day-to-day business operations of the Company;

q. Deciding on changes to and the form and content of the Company's logo;

r. Deciding on the organizational structure and internal management regulations of the Company; deciding on the establishment of subsidiaries, branches, and representative offices, and the contribution of capital to or purchase of shares in other enterprises; deciding on outbound capital investments;

s. Approving the agenda and documents for the General Meeting of Shareholders; convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to pass resolutions;

t. Submitting the audited annual financial statements to the General Meeting of Shareholders;

u. Recommending the dividend rate to be paid; deciding on the timeline and procedures for dividend payment or handling losses incurred during the course of business;

v. Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;

w. Decide on the issuance of the Operating Regulations of the Board of Management and the Internal Regulations on Corporate Governance after they have been approved by the General Meeting of Shareholders;

x. Report to the General Meeting of Shareholders at the nearest Annual General Meeting of Shareholders on the contents approved in previous resolutions of the General Meeting of Shareholders that have not yet been implemented. In case of changes to contents within the decision-making authority of the General Meeting of Shareholders, the Board of Management must submit them to the General Meeting of Shareholders at the nearest meeting for approval before implementation;

y. The Board of Management is accountable to the shareholders for the Company's operations; treat all shareholders equally and respect the interests of stakeholders; ensure that the Company's operations comply with the provisions of law, the Charter, and

internal regulations;

z. Other rights and obligations as prescribed by law, the Company's Charter, and the Company's internal management regulations and rules that do not fall under the decision-making authority of the General Meeting of Shareholders.

3. The Board of Management must report to the General Meeting of Shareholders the performance results of the Board of Management at the Annual General Meeting of Shareholders on the following contents:

a. Remuneration, operating expenses, and other benefits of the Board of Management and each member of the Board of Management as prescribed in Clause 3, Article 38 of the Company's Charter;

b. Summary of the Board of Management's meetings and decisions;

c. Report on transactions between the Company, its subsidiaries, and companies in which the Company controls 50% or more of the charter capital, with members of the Board of Management and their related persons; transactions between the Company and companies in which a member of the Board of Management is a founding member or an enterprise manager within the last 03 years prior to the time of the transaction;

d. Activities of independent members of the Board of Management and the evaluation results by independent members of the Board of Management regarding the performance of the Board of Management.

In the event that the Company is a listed company, each independent member of the Board of Management shall prepare a separate report;

e. Activities of other sub-committees under the Board of Management (if any);

f. Results of supervision over the General Director;

g. Results of supervision over other executives;

h. Future plans.

4. Rights and obligations of members of the Board of Management:

Members of the Board of Management have full rights as prescribed by the Law on Securities, relevant laws, and the Company Charter, including the right to be provided with information and documents regarding the financial situation and business operations of the Company and its units. Members of the Board of Management have the following rights and obligations prescribed in the Company Charter and the following:

a. To perform their duties honestly and prudently for the benefit of the Company, its shareholders and the Company;

b. To fully attend meetings of the Board of Management and discuss all matters brought up for discussion;

c. Report timely and fully to the Board of Management on the business operations from subsidiaries, associates, and other organizations;



d. Report to the Board of Management at the nearest meeting on transactions between the Company, its subsidiaries, or companies in which the Company controls 50% or more of the charter capital, and members of the Board of Management and their related persons; transactions between the Company and companies in which a member of the Board of Management is a founding member or an enterprise manager within the 03 most recent years prior to the transaction date;

e. Disclose information when conducting transactions of the Company's shares in accordance with the provisions of law.

**Article 47. Number, term, structure, standards, and conditions of members of the Board of Management**

**1. Number, term, and structure of members of the Board of Management:**

a. The Board of Management consists of 07 members, including the Chairman of the Board of Management, the Vice Chairman of the Board of Management, and other members of the Board of Management.

b. The term of office of a member of the Board of Management shall not exceed 05 years and they may be re-elected for an unlimited number of terms.

c. In the event that all members of the Board of Management end their terms at the same time, such members shall continue to serve as members of the Board of Management until new members are elected as replacements and take over the work.

d. The composition of the Company's Board of Management must ensure a minimum of 02 Board of Management members are non-executive members.

e. Based on governance objectives, the composition of the Company's Board of Management may include independent members of the Board of Management.

In the event that the Company is a listed company, the composition of the Company's Board of Management must include independent members of the Board of Management and the number of independent members of the Board of Management must ensure compliance with legal regulations.

In the event that the Company has Independent Members of the Board of Management, it shall comply with the regulations on Independent Members of the Board of Management as stipulated in Company Charter and relevant laws.

**2. Standards and conditions for members of the Board of Management and independent members of the Board of Management**

a. Members of the Board of Management must satisfy the standards prescribed in Clause 1, Article 35 of the Company Charter and current regulations.

b. Independent members of the Board of Management are members of the Board of Management who satisfy the standards prescribed in Clause 2, Article 35 of the Company Charter and current regulations.

**Article 48. Nomination and candidacy for members of the Board of Management**

1. Candidates additionally nominated by the Board of Management must be present at the General Meeting of Shareholders;

2. Candidates must report their personal information as prescribed in Clause 1, Article 33 of the Company Charter to the General Meeting of Shareholders;

3. Shareholders or any member of the Presidium, the Board of Management, or the incumbent Board of Controllers have the right to ask questions regarding the candidates' background and expertise.

4. Ordinary shareholders forming a group to nominate members of the Board of Management must notify the attending shareholders of the group formation before the opening of the General Meeting of Shareholders. The candidacy and nomination of members of the Board of Management shall be carried out in accordance with the following regulations:

a. A shareholder or group of shareholders: owning from 10% to less than 20% of the total ordinary shares shall have the right to nominate 01 candidate; owning from 20% to less than 35% of the total ordinary shares shall have the right to nominate up to 02 candidates; owning from 35% to less than 40% of the total ordinary shares shall have the right to nominate up to 03 candidates; owning from 40% to less than 50% of the total ordinary shares shall have the right to nominate up to 04 candidates; owning from 50% to less than 60% of the total ordinary shares shall have the right to nominate up to 05 candidates; owning from 60% to less than 65% of the total ordinary shares shall have the right to nominate up to 06 candidates; owning 65% or more of the total ordinary shares shall have the right to nominate up to 07 candidates.

b. In the event that the number of candidates for the Board of Management through nomination and self-nomination remains insufficient as required under Clause 1, Article 154 of the Law on Enterprises, the incumbent Board of Management shall nominate additional candidates or organize the nomination in accordance with the Operating Regulations of the Company's Board of Management. The introduction of additional candidates by the incumbent Board of Management must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Management in accordance with the law.

**Article 49. Method of electing members of the Board of Management**

1. The principle for electing members of the Board of Management shall be implemented in accordance with the Company's Charter. Accordingly, the election of Board members shall be conducted via the cumulative voting method. Each shareholder



has a total number of votes corresponding to the total number of shares owned multiplied by the number of Board members to be elected, and shareholders have the right to cast all or part of their total votes for one or more candidates.

2. Elected candidates are determined based on the number of votes from highest to lowest until the required number of members is reached. In the event that two or more candidates receive the same number of votes for the final seat on the Board of Management, a re-election shall be conducted among the candidates with equal votes using the voting method (approve, disapprove, no opinion). The approval ratio for this voting method shall be implemented as stipulated in the Company's Charter.

**Article 50. Dismissal, removal, replacement, and additional election of members of the Board of Management**

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

- a. Failure to meet the criteria and conditions stipulated in Article 35 of the Company's Charter;
- b. Submission of a resignation letter which is subsequently approved;
- c. Having restricted or lost civil act capacity, or having difficulties in cognition or behavior control.

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

- a. Failure to participate in the activities of the Board of Management for 06 consecutive months, except in cases of force majeure;
- b. No longer being the authorized representative of an institutional shareholder according to the decision of that organization;
- c. Being the authorized representative of an institutional shareholder, but that organization is no longer a shareholder of the Company.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Management; dismiss or discharge members of the Board of Management in cases other than those specified in Clauses 1 and 2 of this Article.

4. The Board of Management must convene a General Meeting of Shareholders to elect additional members of the Board of Management in the following cases:

- a. The number of Board of Management members is reduced by more than one-third of the number prescribed in the Company Charter. In this case, the Board of Management must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
- b. The number of Independent Members of the Board of Management decreases and

does not meet the required number as prescribed;

c. Except for the cases specified in points a and b of this clause, the General Meeting of Shareholders shall elect new members to replace the members of the Board of Management who have been dismissed or discharged at the nearest meeting.

**Article 51. Notification of election, dismissal, and discharge of members of the Board of Management**

Changes in the personnel of the Company's Board of Management must be disclosed in accordance with regulations on public company governance.

**Article 52. Procedures for nominating candidates for the Board of Management**

1. In cases where candidates for the Board of Management have been identified, the Company must disclose information related to the candidates in accordance with Clause 1, Article 33 of the Company Charter.

2. The Company is responsible for disclosing information regarding companies in which the candidates currently hold positions as members of the Board of Management, other management positions, and any interests related to the Company of the candidates for the Board of Management (if any) in accordance with the Company Charter and current laws.

**Article 53. Chairman of the Board of Management and Vice Chairman of the Board of Management**

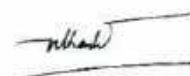

1. The Chairman of the Board of Management shall be elected, dismissed, or discharged by the Board of Management from among the members of the Board of Management.

2. The Chairman of the Board of Management shall be elected at the first meeting of the Board of Management within 07 working days from the date of completion of the election of that Board of Management. This meeting shall be convened and chaired by the member who received the highest number of votes or the highest percentage of votes. In the event that more than one member has the same highest number or percentage of votes, the members shall elect one person among them by majority vote to convene the Board of Management meeting.

3. The Chairman of the Board of Management shall not concurrently hold the position of General Director of the Company.

4. The Chairman of the Board of Management has the rights and obligations as stipulated in Clause 2 and Clause 4 of Article 3 and Clause 3 of Article 39 of the Company Charter.

5. The Chairman of the Board of Management shall be dismissed in the following



cases:

a. Failure to meet the criteria and conditions to serve as a member of the Board of Management as prescribed in the Company Charter;

b. Submission of a resignation letter which is subsequently approved.

6. The dismissal, election, and removal of the Chairman of the Board of Management shall be carried out upon a decision of the Board of Management. This decision shall be passed by means of voting at a meeting of the Board of Management.

7. In the event that the Chairman of the Board of Management submits a resignation letter or is removed or dismissed, the Board of Management must elect a replacement within 10 days from the date of receipt of the resignation letter or the date of removal or dismissal.

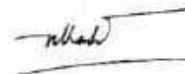
8. In the event that the Chairman of the Board of Management is absent or unable to perform their duties, they must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Management. In the event that there is no authorized person or the Chairman of the Board of Management is deceased, missing, detained, serving a prison sentence, serving administrative handling measures at a compulsory detoxification center or a compulsory educational institution, absconding from their place of residence, has restricted or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Management according to the principle of a majority of the remaining members' approval until a new decision is made by the Board of Management.

9. The Vice Chairman of the Board of Management shall be elected, removed, and dismissed by the Board of Management from among its members to perform duties as assigned by the Board of Management and the Chairman of the Board of Management.

#### **Article 54. Salaries, remuneration, and other benefits of members of the Board of Management**

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

2. Members of the Board of Management are entitled to remuneration for their work and bonuses. Remuneration for work is calculated based on the number of working days required to complete the duties of the Board members and the daily remuneration rate. The Board of Management shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Management shall be decided by the General Meeting of Shareholders at the annual meeting. The



payment of salaries, remuneration, bonuses, and other benefits to members of the Board of Management shall be implemented in accordance with the Company's internal regulations on salaries and bonuses.

3. The remuneration of each member of the Board of Management shall be accounted for as business expenses of the Company in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Management holding executive positions, or members working on sub-committees of the Board, or performing other tasks outside the ordinary scope of duties of a Board member, may be paid additional remuneration in the form of a lump-sum fee, salary, commission, percentage of profits, or in other forms as decided by the Board of Management.

5. Members of the Board of Management are entitled to be reimbursed for all travel, meal, accommodation, and other reasonable expenses incurred in the performance of their duties as members of the Board of Management, including expenses arising from attending General Meetings of Shareholders, Board of Management meetings, or sub-committees of the Board of Management.

6. Members of the Board of Management may have liability insurance purchased for them by the Company upon approval by the General Meeting of Shareholders. This insurance does not cover the liabilities of Board members related to violations of the law and the Company Charter.

#### **Article 55. Order and procedures for organizing Board of Management meetings**

1. The Board of Management must meet at least once every quarter and may hold extraordinary meetings. Board of Management meetings may be held in the form of in-person meetings, online meetings, in-person combined with online conferences, and/or other forms as decided by the Chairman of the Board of Management or the person convening the Board of Management meeting in accordance with current legal regulations.

2. The Chairman of the Board of Management shall convene a Board meeting in the following cases:

a. Upon the request of the Supervisory Board or an independent member of the Board of Management;

b. Upon the request of the General Director or at least 05 other managers;

c. Upon the request of at least 02 members of the Board of Management.

3. The requests mentioned in Clause 2 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and decisions within the authority of





the Board of Management.

4. The Chairperson of the Board of Management must convene a Board of Management meeting within 07 working days from the date of receipt of the request stipulated in Clause 2 of this Article. In the event that the Chairperson fails to convene the meeting as requested, the Chairperson shall be held liable for any damages caused to the Company; the requester shall have the right to convene the Board of Management meeting in their stead.

5. Notice of meeting and meeting documents of the Board of Management:

a. The Chairperson of the Board of Management or the person convening the meeting must send the notice of meeting at least 05 working days prior to the meeting date. The notice of meeting must specify the time and venue, agenda, and matters for discussion and decision. The notice of meeting must be accompanied by documents to be used at the meeting and voting ballots for members;

b. The notice of meeting of the Board of Management may be sent by invitation letter, telephone, fax, or electronic means, and the Company Secretary is responsible for checking and ensuring that the members of the Board of Management receive the notice of meeting;

c. Meeting documents of the Board of Management shall be sent via email prior to the time of the meeting and shall be updated or replaced until the time of the meeting. Each attending member shall receive one set of meeting documents;

d. The Chairman of the Board of Management or the convener of the Board of Management meeting shall send the meeting notice and accompanying documents to the members of the Supervisory Board in the same manner as to the members of the Board of Management. Members of the Supervisory Board have the right to attend Board of Management meetings; they have the right to discuss but not to vote;

e. The Chairman of the Board of Management or the convener of the Board of Management meeting has the right to invite other participants to the meeting in addition to the members of the Board of Management and the members of the Supervisory Board. These participants shall receive a set of documents relevant to the content they are required to report on and may provide opinions but do not have the right to vote;

6. A Board of Management meeting shall be conducted when three-quarters or more of the total members are in attendance. In the event that a meeting convened in accordance with this clause does not have the required number of attending members, it shall be convened for a second time within 03 days from the scheduled date of the first meeting. In this case, the meeting shall be conducted if more than half of the Board of Management members are in attendance.

7. Members of the Board of Management are considered to have attended and voted at the meeting in the following cases:



- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend and vote in accordance with the provisions of Clause 11, Article 40 of the Company Charter;
- c. Attending and voting via online conference, electronic voting, or other electronic forms;

d. Sending voting ballots to the meeting via mail, fax, or email.

8. In case voting ballots are sent to the meeting via mail, the ballots must be placed in a sealed envelope and delivered to the Chairman of the Board of Management at least 01 hour before the opening. Voting ballots shall only be opened in the presence of all meeting participants.

9. Members must attend all meetings of the Board of Management. A member may authorize another person to attend and vote if approved by a majority of the members of the Board of Management.

10. Resolutions and decisions of the Board of Management shall be passed if approved by a majority of the attending members; in the event of an equal number of votes, the final decision shall rest with the side that has the opinion of the Chairman of the Board of Management.

11. Voting:

a. Except for the cases specified in Clause 2, Article 167 of the Law on Enterprises, each member of the Board of Management or an authorized person as prescribed in Clause 11, Article 40 of the Company Charter who is personally present at the meeting of the Board of Management shall have one (01) vote;

b. Members of the Board of Management shall not vote on contracts, transactions, or proposals in which such member or their related persons have interests that conflict or may conflict with the interests of the Company. Such members of the Board of Management shall not be counted toward the quorum required to hold a meeting of the Board of Management regarding decisions on which such member does not have the right to vote;

c. When an issue arises at a meeting regarding the interests or voting rights of a member of the Board of Management and that member does not voluntarily waive their voting rights, the ruling of the chairperson shall be final, except where the nature or scope of the interests of the Board member concerned has not been fully disclosed;

d. A member of the Board of Management who benefits from a contract as stipulated in the Company Charter shall be deemed to have a material interest in that contract;

A member of the Board of Management who directly or indirectly benefits from a contract or transaction that has been concluded or is proposed to be concluded with the Company and is aware that they are an interested party has the responsibility to disclose



such interest at the first meeting of the Board discussing the conclusion of this contract or transaction. In the event that the Board member is unaware that they or their related persons have an interest at the time the contract or transaction is signed with the Company, such Board member must disclose the relevant interests at the first meeting of the Board of Management held after the member becomes aware that they have or will have an interest in the aforementioned transaction or contract;

e. Members of the Supervisory Board have the right to attend meetings of the Board of Management and the right to discuss, but not to vote.

f. Members of the Board of Management have the right to object to a decision of the Board of Management, and such objection must be recorded in the meeting minutes.

12. Minutes of the Board of Management meeting:

a. Meetings of the Board of Management must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may additionally be prepared in English, containing the main contents as prescribed in Article 41 of the Company Charter;

b. Minutes prepared in Vietnamese and English shall be of equal validity. In case of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail;

c. In the event that the chairperson or the minutes-taker refuses to sign the minutes, but the minutes are signed by all other members of the Board of Management who attended and approved the minutes and contain all the contents as prescribed in points a, b, c, d, e, f, g, and h, Clause 1, Article 41 of the Company Charter, such minutes shall be valid. The minutes must clearly state the refusal of the chairperson or the minutes-taker to sign. Those who sign the minutes shall be jointly responsible for the accuracy and truthfulness of the contents of the Board of Management's meeting minutes. The chairperson and the minutes-taker shall be personally liable for any damages caused to the enterprise resulting from their refusal to sign the minutes in accordance with the Company Charter and relevant laws;

d. The chairperson, the minutes-taker, and the persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the Board of Management's meeting minutes;

e. Minutes of the Board of Management's meetings and documents used in the meetings must be kept at the Company's head office and sent to the members of the Board of Management;

f. In the event that the Company utilizes a software system for document storage, records, and work management, the delivery of meeting minutes shall be carried out through this software system instead of sending hard copies (unless otherwise requested by a member of the Board of Management).



13. Meetings of the Board of Management may be held in the form of a teleconference among members of the Board of Management when all or some members are at different locations, provided that each participating member is able to:

a. Hear each of the other participating members of the Board of Management speak during the meeting;

b. Address all other participating members simultaneously. Discussions among members may be conducted directly via telephone or other means of communication, or a combination of these methods. A member of the Board of Management participating in such a meeting is considered "present" at that meeting. The venue of a meeting held under this provision shall be the location where the largest number of Board members is gathered, or the location where the Chairperson of the meeting is present.

Decisions adopted in a telephone meeting that is duly organized and conducted shall take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all Board members attending the meeting.

#### 14. Procedures for adopting resolutions of the Board of Management

Resolutions and decisions of the Board of Management shall be passed if approved by a majority of the attending members; in the event of a tie, the final decision shall rest with the side that has the opinion of the Chairman of the Board of Management.

### **Article 56. Collecting written opinions from members of the Board of Management**

1. The Board of Management has the right to collect written opinions from members of the Board of Management to pass Board resolutions when approving matters within the authority of the Board of Management as prescribed in the Company Charter.

2. A resolution in the form of collecting written opinions shall be passed based on the approval of a majority of the members of the Board of Management with voting rights. This resolution shall have the same validity and effect as a resolution passed at a meeting.

### **Article 57. Subcommittees of the Board of Management**

1. The Board of Management may establish subcommittees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The term of office, roles, responsibilities, and authority of the subcommittee and each member within the subcommittee shall be specifically stipulated in the Decision on the establishment of the subcommittee.

2. The Board of Management shall decide on the number, structure, standards, appointment, dismissal, and replacement of subcommittee members. The minimum



number of subcommittee members is 03, including members of the Board of Management and external members.

3. Operating principles of the subcommittees of the Board of Management

a. The activities of the subcommittee must comply with the regulations of the Board of Management. Resolutions of the subcommittee shall only take effect when approved by a majority of members attending and voting at the subcommittee meeting;

b. The implementation of decisions of the Board of Management, or of subcommittees under the Board of Management, must comply with current legal regulations and the provisions of the Company's Charter and Internal Regulations on Corporate Governance;

c. The subcommittee is responsible for drafting regulations and operating principles of the subcommittee, including detailed provisions on meeting activities, reporting duties and responsibilities, and other matters to submit to the Board of Management for approval;

d. The Head of the subcommittee is responsible for:

- Reporting to the Board of Management on the subcommittee's activities every 06 months (before the Company prepares the periodic corporate governance report) or at the request of the Chairman of the Board of Management or when deemed necessary to report;

- Implementing necessary management measures to ensure the subcommittee successfully completes the tasks assigned by the Board of Management.

**Article 58. Person in charge of corporate governance**

1. Qualifications of the Person in charge of corporate governance:

a. Having knowledge of the law;

b. Not concurrently working for the approved auditing firm that is auditing the Company's financial statements;

c. Other qualifications as prescribed by law and decisions of the Board of Management.

2. Appointment, re-appointment, dismissal, salary, rewards, discipline, and other benefits of the Person in charge of corporate governance:

a. Appointment

The Board of Management shall appoint at least 01 person as the Person in charge of corporate governance to support corporate governance activities at 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.

The Board of Management shall decide the term of office of the Person in charge of

corporate governance, which shall be for a maximum of 05 years and specifically stipulated in the Appointment Decision.

b. Re-appointment

Prior to the end of the term, the Board of Management shall consider the re-appointment of the Person in charge of corporate governance.

c. Dismissal

Cases for dismissal of the Person in charge of corporate governance:

- Expiration of the term without being considered for re-appointment;
- Submission of a resignation letter which is subsequently approved;
- Failure to meet the criteria specified in Clause 1 of this Article;
- Other cases as decided by the Board of Management, provided they are not contrary to current labor laws.

d. Salary, rewards, discipline, and other benefits

The Board of Management shall decide the salary, rewards, discipline, and other benefits of the Person in charge of corporate governance

3. Notification of appointment, re-appointment, and dismissal of the Person in charge of corporate governance

The Company shall disclose information regarding the appointment, re-appointment, and dismissal of the Person in charge of corporate governance in accordance with regulations on public company governance.

4. Rights and obligations of the Person in charge of corporate governance:

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

b. Prepare meetings of the Board of Management, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Management or the Supervisory Board;

c. Advise on meeting procedures;

d. Attend meetings;

e. Advise on procedures for drafting resolutions of the Board of Management in compliance with legal regulations;

f. Provide financial information, copies of Board of Management meeting minutes, and other information to members of the Board of Management and members of the Supervisory Board;



- g. Monitor and report to the Board of Management on the Company's information disclosure activities;
- h. Serve as the contact point for stakeholders;
- i. Maintain information confidentiality in accordance with legal regulations and the Company Charter;
- j. Other rights and obligations as prescribed by law.

## CHAPTER IV

### THE SUPERVISORY BOARD OF THE COMPANY

#### **Article 59. Rights and obligations of the Supervisory Board and its members**

##### **1. Rights and obligations of the Supervisory Board**

a. The Supervisory Board shall supervise the Board of Management and the General Director in the management and administration of the company;

b. Inspect the reasonableness, legality, truthfulness, and degree of prudence in the management and administration of business operations; the systematic nature, consistency, and appropriateness of accounting, statistics, and the preparation of financial statements;

c. Appraise the completeness, legality, and truthfulness of the Company's business performance reports, annual and semi-annual financial statements, and reports of the Board of Management, and present appraisal reports at the Annual General Meeting of Shareholders. Review contracts and transactions with related parties that fall under the approval authority of the Board of Management or the General Meeting of Shareholders, and provide recommendations regarding contracts and transactions that require approval from the Board of Management or the General Meeting of Shareholders;

d. Review, inspect, and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management, and early warning systems;

e. Examine accounting books, accounting records, and other documents of the Company, as well as the management and executive operations of the Company when deemed necessary or according to a resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 18 of the Company Charter;

f. Upon the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 18 of the Company Charter, the Supervisory Board shall conduct an inspection within 07 working days from the date of receipt of the request. Within 15 days from the date the inspection concludes, the Supervisory Board must report on the requested matters to the Board of Management and the requesting shareholder or group of shareholders. The inspection by the Supervisory Board as prescribed in this Clause must not obstruct the normal activities of the Board of Management or cause disruption



to the management of the Company's business operations;

g. Recommend to the Board of Management or the General Meeting of Shareholders measures to amend, supplement, or improve the organizational structure for management, supervision, and operation of the company's business activities;

h. Upon detecting that a member of the Board of Management or the General Director violates the provisions of Article 55 of the Company Charter, immediately notify the Board of Management in writing, requesting the violator to cease the violation and provide remedial measures;

i. Attend and participate in discussions at the General Meeting of Shareholders, meetings of the Board of Management, and other meetings of the Company;

j. Use independent consultants and the Company's internal audit department to perform assigned duties;

k. The Supervisory Board may consult the Board of Management before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

l. Propose and recommend to the General Meeting of Shareholders for approval the list of approved auditing organizations to audit the Company's Financial Statements; decide on the approved auditing organization to inspect the Company's operations, and dismiss approved auditors when deemed necessary;

m. Be accountable to shareholders for its supervisory activities;

n. Supervise the Company's financial situation and the compliance with the law in the activities of members of the Board of Management, the General Director, and other managers;

o. Ensure coordination of activities with the Board of Management, the General Director, and shareholders;

p. In case of detecting violations of the law or the Company's Charter by members of the Board of Management, the General Director, and other executives of the Company, the Supervisory Board must provide written notice to the Board of Management within 48 hours, requesting the violator to cease the violation and provide remedial measures;

q. Formulate the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval;

r. To have the right to access the Company's records and documents kept at the headquarters, branches, and other locations; to have the right to access the workplaces of the Company's managers and employees during working hours;

s. To have the right to request the Board of Management, members of the Board of Management, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company;



t. The report of the Supervisory Board at the Annual General Meeting of Shareholders regarding the Company's business results, the performance results of the Board of Management and the General Director, and the self-assessment report on the performance of the Supervisory Board and its members must ensure the following contents:

- Remuneration, operating expenses, and other benefits of the Supervisory Board and each member of the Supervisory Board in accordance with Article 54 of the Company's Charter;

- A summary of the Supervisory Board's meetings and the conclusions and recommendations of the Supervisory Board;

- Results of monitoring the operational and financial situation of the Company;

- Evaluation report on transactions between the Company, its subsidiaries, and companies in which the Company controls 50% or more of the charter capital, and members of the Board of Management, the General Director, other executives of the Company, and their related persons; transactions between the Company and companies in which members of the Board of Management, the General Director, or other executives of the enterprise were founding members or enterprise managers within the last 03 years prior to the transaction date;

- Supervision results regarding the Board of Management, the General Director, and other executives of the Company;

- Evaluation results of the coordination of activities between the Supervisory Board and the Board of Management, the General Director, and shareholders.

Tumor. To have the right to be provided with information in accordance with Article 171 of the Law on Enterprises;

etc. Other rights and obligations as prescribed by the Law on Enterprises, the Company Charter, and resolutions of the General Meeting of Shareholders.

## 2. Rights and obligations of members of the Supervisory Board

a. Members of the Supervisory Board have the rights as prescribed by the Law on Enterprises, relevant laws, and the Company Charter, including the right to access information and documents related to the Company's operations. Members of the Board of Management, the General Director, and other executives of the enterprise are responsible for providing information in a timely and complete manner upon request by members of the Supervisory Board;

b. Members of the Supervisory Board are responsible for coordinating activities so that the Supervisory Board

properly and fully exercise the rights and perform the obligations stipulated in Article 13 of this Regulation;

c. Members of the Supervisory Board are responsible for performing their obligations in accordance with current legal regulations, the Company's Charter, the Operating Regulation of the Supervisory Board, and other regulations of the Company.

**Article 60. Term of office, number, composition, and structure of the Supervisory Board members**

1. The number of members of the Company's Supervisory Board is 03. The term of office of a member of the Supervisory Board shall not exceed 05 years and they may be re-elected for an unlimited number of terms.

2. In the event that the terms of office of the Supervisory Board members expire at the same time and the members for the new term have not yet been elected, the members whose terms have expired shall continue to exercise their rights and perform their obligations until the members for the new term are elected and assume their duties.

3. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, or removal shall be based on the majority principle. More than half of the members of the Supervisory Board must be permanent residents of Vietnam.

**Article 61. Standards and conditions for members of the Supervisory Board**

1. Not being among the subjects stipulated in Clause 2, Article 17 of the Law on Enterprises.

2. Having been trained in one of the majors in economics, finance, accounting, auditing, law, business administration, or a major suitable for the Company's business activities.

3. Not being a family relative of any member of the Board of Management, the General Director, or other managers.

4. Not a manager of the company; not necessarily a shareholder or an employee of the company.

5. Not a family member of a manager of the parent company, an authorized representative of the enterprise's capital contribution, or a state capital representative in the parent company and in the Company.

6. Not working in the accounting or finance department of the Company.

7. Not a member or employee of the independent auditing firm that performed audits of the Company's financial statements during the 03 preceding years.

8. The Head of the Supervisory Board must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business



**Article 62. Nomination, candidacy, and method of electing members of the Supervisory Board**

1. A shareholder or a group of shareholders owning from 10% to less than 35% of the total ordinary shares has the right to nominate 01 candidate; owning from 35% to less than 65% of the total ordinary shares has the right to nominate a maximum of 02 candidates; owning from 65% to less than 90% of the total ordinary shares has the right to nominate a maximum of 03 candidates.

2. In the event that the number of candidates for the Supervisory Board through nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the mechanisms stipulated in the Internal Regulations on Corporate Governance and the Operating Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly disclosed before the election of Supervisory Board members in accordance with the law.

**3. Method of electing members of the Supervisory Board**

Voting to elect members of the Supervisory Board must be conducted via cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Supervisory Board, and shareholders have the right to cast all or part of their total votes for one or several candidates. The elected members of the Supervisory Board shall be determined based on the number of votes in descending order, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is reached. In the event that two or more candidates receive the same number of votes for the final seat on the Supervisory Board, a re-election shall be held among the candidates with equal votes, or a selection shall be made according to the criteria stipulated in the election regulations approved by the General Meeting of Shareholders.

**Article 63. Cases of removal and dismissal of members of the Supervisory Board**

1. A member of the Supervisory Board shall be removed in the following cases:
  - a. No longer meeting the criteria and conditions to be a member of the Supervisory Board as prescribed in Clause 2 of this Article;
  - b. Submitting a resignation letter and being approved;
  - c. Other cases as prescribed by law.
2. A member of the Supervisory Board shall be dismissed in the following cases:

- a. Failure to fulfill assigned duties and tasks;
  - b. Failure to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
  - c. Repeated or serious violations of the obligations of a member of the Supervisory Board as prescribed by the Law on Enterprises and the Company's Charter;
  - d. Other cases according to the resolution of the General Meeting of Shareholders;
  - e. Other cases as prescribed by law.
3. Notification of election, removal, and dismissal of members of the Supervisory Board

The Company shall disclose information regarding the election, removal, and dismissal of members of the Supervisory Board in accordance with regulations on public company governance.

#### **Article 64. Remuneration, salaries, and other benefits of members of the Supervisory Board**

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board. The payment of salaries, remuneration, bonuses, and other benefits to members of the Supervisory Board shall be carried out in accordance with the Company's internal regulations on salaries and bonuses.

2. Members of the Supervisory Board shall be reimbursed for reasonable accommodation, travel, and meal expenses, and costs of using independent consultancy services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

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

### **CHAPTER V**

#### **GENERAL DIRECTOR OF THE COMPANY**

##### **Article 65. Roles, responsibilities, rights, and obligations of the General Director**

1. The General Director is the person who manages the day-to-day business operations of the Company; is subject to the supervision of the Board of Management;



and is responsible to the Board of Management and before the law for the exercise of delegated rights and the performance of assigned obligations.

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

a. Decide on matters related to the day-to-day business operations of the Company that do not fall under the authority of the Board of Management;

b. Organize the implementation of resolutions and decisions of the Board of Management;

c. Organize the implementation of the business plan and investment projects of the Company;

d. Propose the organizational structure and internal management regulations of the Company;

e. Propose and recommend to the Board of Management for consideration the policies, quantity, and specific personnel for positions under the appointment authority of the Board of Management to support the management work of the General Director;

f. To appoint, dismiss, enter into contracts, terminate contracts, determine salary, award, discipline, and other benefits for directors of subordinate branches, department heads, and equivalent positions upon approval of the Board of Management;

To decide on the appointment, dismissal, contract signing, contract termination, salary, rewards, discipline, and other benefits for Deputy Directors of subordinate branches, Deputy Department Heads, and equivalent positions.

g. Decide on salaries and other benefits for employees of the Company and persons under the appointment authority of the General Director;

h. Recruit labor;

i. Propose plans for dividend payment or handling of business losses;

j. Propose to the Board of Management to decide on the appointment of authorized representatives to participate in the Board of Members or the General Meeting of Shareholders at companies where the Company has capital contributions; propose remuneration levels and other benefits for such persons to the Board of Management for consideration;

k. Submit to the Board of Management for approval the annual recruitment and labor utilization plans;

l. Propose measures to improve the operations and management of the Company;

m. Decide on and sign contracts for purchase, sale, borrowing, lending, leasing, and renting of assets, as well as other contracts and transactions related to the daily business of the Company in accordance with the Company's Charter and current laws, except where the status as the Legal Representative of the Company is no longer held;

n. Decide on the issuance of internal regulations and rules related to the executive management of the General Director;

o. Other rights and obligations as prescribed by law, the Charter, internal regulations, resolutions and decisions of the Board of Management, and the labor contract signed with the Company.

3. The General Director is responsible to the Board of Management and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these levels upon request.

4. The General Director must manage the day-to-day business operations of the Company in accordance with the law, the Company's Charter, the labor contract signed with the Company, and the resolutions and decisions of the Board of Management. In the event that management is conducted contrary to the provisions of this clause and causes damage to the Company, the General Director shall be held legally responsible and must compensate the Company for such damages.

#### **Article 66. Term of office, criteria, and conditions of the General Director**

1. The term of office 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 criteria and conditions:

a. Being a permanent resident of Vietnam;

b. Not falling under the categories specified in Clause 2, Article 17 of the Law on Enterprises;

c. Not being a family member of any manager of the Company, member of the Supervisory Board of the Company and the parent company; or a representative of state capital contribution, or a representative of the enterprise's capital contribution in the Company and the parent company;

d. Having professional qualifications and experience in the business administration of the Company.

#### **Article 67. Appointment and hiring of the General Director**

1. The Board of Management shall appoint one member of the Board of Management or hire another person to serve as the General Director.

2. The signing of the employment contract for the General Director shall be carried out in accordance with labor laws and must ensure the following basic principles:

a. The Board of Management shall pass a resolution for the Chairman of the Board of Management to sign the decision to appoint the General Director.

b. Following the Board of Management' decision to appoint the General Director, the Chairman of the Board of Management shall sign a labor contract with the General Director. The contents of the labor contract must clearly stipulate the income level,



principles for payment of salary, remuneration, and other benefits, as well as responsibilities and powers. The labor contract must comply with the provisions of labor law and the Company Charter.

3. The components of the dossier for the Board of Management to appoint the General Director shall be decided by the Board of Management in accordance with Company regulations and current laws, but must include the following basic documents:

- a. Curriculum vitae self-declared by the candidate, clearly stating personal background, education, and experience;
- b. Declaration of assets and income;
- c. Action plan;
- d. Self-assessment of work history;
- e. Copies of diplomas and certificates of training and professional development (notarized or stamped by the certifying authority);
- f. Conclusions of inspections, examinations, and resolutions of complaints and denunciations, and other relevant documents regarding the personnel proposed for appointment (if any);

4. During the period of carrying out procedures for the appointment of the General Director, the Board of Management shall decide on assigning a corporate manager or another corporate executive to exercise the rights and obligations of the Company's General Director; the responsibilities of the Company's Legal Representative shall be performed by the Chairman of the Board of Management in accordance with the Company's Charter.

#### **Article 68. Dismissal, removal, and termination of labor contracts with the General Director**

1. Cases of automatic loss of status and replacement of the General Director:
  - a. Loss of civil act capacity, death, or being reported missing;
  - b. Violation of legal provisions regarding cases where holding the position is prohibited;
  - c. Being expelled from the territory of Vietnam by a court decision or being prohibited by a court from holding a position, practicing a profession, or performing certain work;
  - d. The Company's Enterprise Registration Certificate is revoked.
2. Cases of dismissal or removal of the General Director
  - a. Restricted civil act capacity; having difficulties in cognition or behavior control;
  - b. Failure to meet the criteria and conditions as prescribed in Clause 2, Article 51 of

this Regulation;

c. Submission of a resignation letter (specifying the reasons for resignation) to the Board of Management and the Company's Supervisory Board at least 45 days before ceasing to perform their duties and powers;

d. Under a decision of the Board of Management;

e. Other cases as prescribed by current laws.

3. In the case of termination of the contract for hiring the General Director, the parties shall exercise their rights and obligations in accordance with the contents of the signed contract.

#### **Article 69. Notification of appointment, dismissal, signing of contracts, and termination of contracts for the General Director**

The Company shall notify the appointment, dismissal, signing of contracts, and termination of contracts for the General Director in accordance with regulations on public company governance.

#### **Article 70. Salary and other benefits of the General Director**

1. The General Director shall be paid salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Management.

2. The salary of the General Director shall be included in the business expenses of the Company in accordance with the law on corporate income tax, presented as a separate item in the annual financial statements of the Company, and reported to the General Meeting of Shareholders at the annual meeting.

3. The Board of Management shall decide on rewards, discipline, and other benefits for the General Director.

#### **Article 71. Deputy General Directors and Chief Accountant of the Company**

1. Based on operational needs and objectives, the General Director of the Company has the right to propose the consolidation of the Company's Executive Board.

2. The General Director shall develop job title standards for the positions of Deputy General Director and Chief Accountant in accordance with current legal regulations, the Company's regulations, and job requirements, and submit them to the Board of Management for consideration.

3. The Board of Management shall decide on the appointment, dismissal, signing of contracts, termination of contracts, salary levels, rewards, discipline, and other benefits for Deputy General Directors and the Chief Accountant upon the proposal of the General Director.

4. The Board of Management decides on the procedures for appointment, dismissal, contract signing, and contract termination for the Deputy General Director and the Chief



## **CHAPTER VI**

### **PROCEDURES AND FORMALITIES FOR COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF MANAGEMENT, THE SUPERVISORY BOARD, AND THE GENERAL DIRECTOR**

#### **Article 72. Principles of work coordination**

1. The coordination of work between the Board of Management, members of the Board of Management, and the General Director and other executives of the Company shall comply with the following principles:

- a. Always be loyal to the interests of shareholders and the Company;
- b. Comply with the provisions of State laws, the Charter, and internal regulations of the Company;
- c. Implement the principles of democratic centralism, openness, and transparency;
- d. Perform duties with a high sense of responsibility, honesty, cooperation, and proactively coordinate to resolve obstacles and difficulties as they arise.

2. In case of emergency, members of the Board of Management, members of the Supervisory Board, and the General Director may immediately provide information (via face-to-face meeting, telephone, or email) to the Chairman of the Board of Management, the Head of the Supervisory Board, or the General Director for effective coordination and resolution.

#### **Article 73. Procedures and sequence for convening and conducting meetings between the Board of Management, the Supervisory Board, and the General Director**

1. The composition of participants for Board of Management meetings shall be decided by the Chairman of the Board of Management. The Board of Management may invite the General Director (if not a member of the Board of Management) or other individuals (Deputy General Directors, Heads of specialized departments/divisions/centers, or heads of relevant branches to attend, report on work, and provide opinions) to attend Board of Management meetings when necessary.

2. The Supervisory Board has the right to attend regular meetings of the Board of Management. For extraordinary meetings of the Board of Management, based on the meeting's content, the Chairman of the Board of Management shall decide on inviting the Supervisory Board or the Head of the Supervisory Board to attend.

At meetings with important content, the Head of the Supervisory Board may invite certain members of the Board of Management, the General Director, and other executives of the Company to discuss relevant issues. The order and procedures for meeting

invitations and the conduct of these meetings shall comply with the provisions in the Operating Regulations of the Company's Supervisory Board.

3. Meetings chaired by the General Director:

a. At meetings to review monthly, quarterly, semi-annual, and annual business and production activities, the General Director is responsible for inviting the Chairman of the Board of Management and the Head of the Supervisory Board to attend. In addition, the General Director may invite other members of the Board of Management and members of the Supervisory Board to attend these meetings;

b. In case of justifiable reasons, the Chairman of the Board of Management and the Head of the Supervisory Board may authorize other members of the Board of Management or the Supervisory Board to attend these meetings and must notify the General Director at least 24 hours before the meeting;

c. Except for the meetings stipulated in Point a, Clause 3 of this Article, the General Director may invite members of the Board of Management and members of the Supervisory Board to attend meetings to discuss the contents;

d. The meeting notice must provide full information regarding the agenda, time, and venue of the meeting, accompanied by necessary documents related to the matters to be discussed at the meeting, and must be sent to the attending members at least 03 working days before the meeting is held;

e. The General Director must provide a written notice of the meeting results to the Board of Management and the Supervisory Board within 05 working days after the meeting concludes.

**Article 74. Notification of policies and decisions of the Board of Management to the Supervisory Board and the General Director**

1. The Company Secretary is responsible for ensuring the full and accurate notification of policies and decisions to the members of the Supervisory Board and the General Director of the Company (who are not members of the Board of Management) simultaneously with the provision to the members of the Board of Management.

2. In the event that the Company utilizes a software system for document storage, records, and operational management, the delivery of the aforementioned documents shall be conducted via this software system instead of hard copies (except where members of the Board of Management, members of the Supervisory Board, or the General Director request otherwise).



**Article 75. Coordination between the Board of Management and the General Director**

1. The Board of Management is responsible for creating all necessary favorable conditions for the General Director and the assisting apparatus to fulfill their assigned tasks.

2. The General Director is responsible for strictly implementing the Resolutions and Decisions of the Board of Management. During the implementation of the Board of Management' Resolutions and Decisions, if any content is found to be disadvantageous to the Company, the General Director is responsible for proposing that the Board of Management review and adjust it appropriately. In the event that the Board of Management does not adjust the Resolution or Decision, the General Director must still implement it but shall have the right to reserve their opinion (the reserved opinion must be made in writing and submitted to the Board of Management).

3. Upon request by the Board of Management, the General Director is responsible for reporting to the Board of Management on the status of the implementation of assigned duties and powers. The report must reflect the following basic contents:

- a. Directives from the Board of Management;
- b. Implementation progress as of the reporting time;
- c. Implementation efficiency and the causes of the results;
- d. Directions for resolution and specific proposals (if necessary).

4. The General Director and other executives are responsible for creating all necessary conditions for the members of the Board of Management to perform their assigned duties and to access information and reports in a full and timely manner.

5. On a quarterly, semi-annual, and annual basis, the General Director is responsible for reporting to the Board of Management on the business and production performance and the business and production plans for the subsequent period (accompanied by a budget), along with necessary recommendations to perform assigned tasks within their authority. Upon detecting risks or incidents that may adversely affect the reputation or business and production activities of the Company, the General Director must promptly report to the Chairman of the Board of Management and the members of the Board of Management directly in charge of such matters to ensure timely handling measures.

6. The General Director is responsible for seeking the Board of Management' opinions on the contents of the quarterly financial statements, the reviewed semi-annual financial statements, the audited annual financial statements, and relevant explanatory documents before signing for issuance and information disclosure.

7. For matters within the decision-making authority of the Board of Management, the General Director must submit a Proposal for opinions along with relevant documents to the Board of Management. The Proposal for opinions must include the following basic

contents:

- a. The matter for which opinions are sought;
- b. The General Director's viewpoint on the matter;
- c. Specific proposals for the direction of resolution.

8. The time limit for the Company's Board of Management to provide directions on the contents in Clause 7 of this Article is determined as follows:

a. For contents on which the Company's General Director seeks the Board of Management' opinions, except for contents where the Board of Management needs to consult professional parties or seek opinions from competent regulatory authorities, the Board of Management shall provide its opinions within 07 working days (*from the date of receipt of supplementary opinions, explanations, and clarifications of relevant contents (if any)*);

b. In case the contents seeking opinions are of an urgent nature, the Company's General Director shall clearly state the proposed deadline for a response so that the Board of Management can consider and resolve it in a timely manner;

c. During the process of reviewing the contents of the General Director's Proposal, the Board of Management has the right to request the General Director to supplement relevant documents and clarify the contents submitted by the General Director for the Board of Management to consider and make a final decision.

9. In cases where directions from the Board of Management are required but there is insufficient time to carry out written opinion-seeking procedures, the General Director may report to the Chairman of the Board of Management in person/via email/telephone and must complete the dossier as prescribed in Clause 7 of this Article within 02 working days from the time of reporting.

#### **Article 76. Coordination between the Board of Management and the Supervisory Board**

1. The Board of Management is responsible for cooperating closely and creating all favorable conditions for the members of the Supervisory Board in the process of performing their duties and powers.

2. The Board of Management is responsible for directing and supervising the implementation of the Supervisory Board's recommendations.

3. Members of the Supervisory Board may request the Board of Management to provide information and documents regarding the management and executive operations of the Company, in addition to the periodic reports required to be provided by regulations.



**Article 77. Other coordination**

1. The Board of Management shall facilitate members of the Board of Management, members of the Supervisory Board, members of the Executive Board, and other executives of the Company to participate in domestic and international training courses, conferences, seminars, and surveys to improve professional qualifications and enhance management and executive knowledge. Participation in the aforementioned training courses and seminars must not affect the general operations of the Company.

2. Members of the Board of Management, members of the Supervisory Board, the General Director, the Person in charge of corporate governance, and the Company Secretary going on overseas business trips must have a specific program, report, and obtain written approval from the Chairman of the Board of Management. Depending on the nature and content of the work, the Chairman of the Board of Management may request relevant officers and employees of the Company to participate.

3. The Chairman of the Board of Management shall decide on domestic business trips for members of the Board of Management, members of the Supervisory Board, the Person in charge of corporate governance, and the Company Secretary according to programs chaired by the Board of Management or the Chairman of the Board of Management.

**CHAPTER VII**

**REGULATIONS ON ANNUAL EVALUATION, REWARDS, AND  
DISCIPLINE FOR MEMBERS OF THE BOARD OF MANAGEMENT,  
MEMBERS OF THE SUPERVISORY BOARD, AND EXECUTIVES OF THE  
COMPANY**

**Article 78. Annual performance evaluation of the Board of Management, the Supervisory Board, and the General Director**

1. The annual performance evaluation of the Board of Management and its members, the Supervisory Board and its members, and the General Director must be reported at the Annual General Meeting of Shareholders.

2. Authority to conduct evaluations:

a. The Board of Management shall organize the evaluation and assessment of the level of job performance and other criteria for members of the Board of Management and positions appointed by the Board of Management;

b. The Supervisory Board shall organize the evaluation and assessment of the level of job performance and other criteria for members of the Supervisory Board;

c. The General Director shall preside over the evaluation and assessment of the level

Internal Regulations on Corporate Governance of Port of Hai Phong Joint Stock Company

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of job performance and other criteria for positions appointed by the General Director.

3. The criteria, order, and procedures for evaluating and assessing executives shall be decided by the competent evaluating authority.

4. The Personnel and Salary Department, the Person in charge of corporate governance, and sub-committees under the Board of Management assigned to perform this evaluation are responsible for preparing guidance documents and assisting the Board of Management and the General Director in the annual evaluation and assessment of personnel.

#### **Article 79. Principles for applying disciplinary measures**

1. Acts subject to consideration for disciplinary measures:

a. Violation of position standards or violation of obligations as prescribed by the Company;

b. Violating the law and being convicted by a Court through a legally effective judgment;

c. Cases where disciplinary action is not yet considered:

- Currently on annual leave, statutory leave, or personal leave permitted by the competent authority;

- Currently undergoing medical treatment as certified by a competent medical institution;

- Currently being held in custody or temporary detention pending the conclusion of competent authorities in investigation, prosecution, or adjudication regarding the violation of the law.

2. Cases of exemption from disciplinary liability:

a. Being certified by a competent authority as having lost civil act capacity at the time of committing the violation;

b. Being certified by a competent authority as having violated regulations in a force majeure situation while performing duties.

#### **Article 80. Commendation and discipline for members of the Board of Management**

1. The appropriation of the commendation fund for members of the Company's Board of Management is stipulated in the Company's Financial Management Regulation.

2. The Board of Management is responsible before the law and the General Meeting of Shareholders for the performance of activities within the scope of the



Board's powers and duties. Members of the Board of Management may be considered for disciplinary action for violations stipulated in the Company's Charter and other regulations of the Company.

**Article 81. Commendation and discipline for members of the Supervisory Board**

1. The appropriation of the commendation fund for members of the Company's Supervisory Board is stipulated in the Company's Financial Management Regulation.

2. The Supervisory Board is responsible before the law and the General Meeting of Shareholders for the exercise of its rights and duties. Members of the Supervisory Board may be subject to disciplinary action for violations as stipulated in the Company Charter and other company regulations.

**Article 82. Commendation and discipline for Company executives**

1. Commendation and discipline for the General Director:

a. Commendation: The Board of Management shall decide on the commendation of the General Director in accordance with established and pre-agreed policies. Commendation shall be carried out in accordance with current laws and the Financial Management Regulations of the Company;

b. Discipline: The General Director is responsible before the General Meeting of Shareholders, the Board of Management, and State laws for the performance of assigned rights and duties. The General Director may be subject to disciplinary action for violations as stipulated in the Company Charter and other company regulations.

2. Commendation and discipline for other executives:

a. Commendation: The Board of Management shall decide on the commendation of the Deputy General Director and the Chief Accountant of the Company upon the recommendation of the General Director and in accordance with Company policies; these costs shall be recorded as management expenses. Commendation shall be carried out in accordance with current laws and the Financial Management Regulations of the Company;

b. Discipline: The Deputy General Director and Chief Accountant of the Company may be subject to disciplinary action for violations specified in the Company Charter and other regulations of the Company.

**Article 83. Liability for damages**

1. Members of the Board of Management, members of the Supervisory Board, the General Director, Deputy General Directors, and the Chief Accountant of the Company who fail to perform or improperly or insufficiently perform their responsibilities and obligations as prescribed by law and the Company shall be liable for damages caused by

2. Liability for damages shall be considered even in cases where an individual does not directly or indirectly cause damage but fails to take action to prevent such violations.

## **CHAPTER VIII**

### **IMPLEMENTATION, AMENDMENT, AND SUPPLEMENT OF THE REGULATIONS**

#### **Article 84. Amendment, supplement, and implementation of the Regulations**

1. During the implementation process, when any content is no longer consistent with current legal provisions and the Company's governance activities, the Regulations shall be amended and supplemented accordingly.

2. The amendment and supplement of these Regulations fall under the authority of the General Meeting of Shareholders for consideration and decision.

3. In the event that there are current legal provisions related to the Company's activities that have not been mentioned or have content different from these Regulations, the current legal provisions shall apply.


4. The Board of Management and the General Director are responsible for coordinating the implementation of these Regulations.

5. The Supervisory Board is responsible for inspecting and supervising the implementation of these Regulations within the Company.

#### **Article 85. Validity of the Regulation**

1. This Regulations consist of 08 Chapters and 85 Articles, and were General Meeting Port of Hai Phong Joint Stock Company, which accepted their full validity and authorized the Board of Management to issue and implement them starting from April 23, 2026.

2. This Regulations replace the Internal Regulations on Corporate Governance of Port of Hai Phong Joint Stock Company issued under Decision No. 1950/QD-CHP dated June 29, 2023, of the Board of Management of Port of Hai Phong Joint Stock Company, and the first Appendix on amendments and supplements to the Internal Regulations on Corporate Governance issued under Decision No. 1857/QD-CHP dated May 7, 2025, of the Board of Management of Port of Hai Phong Joint Stock Company.





3. Copies or extracts of the Internal Regulations on Corporate Governance must bear the signature of the Chairman of the Board of Management. *How*

ON BEHALF OF BOARD OF MANAGEMENT

CHAIRMAN *ml*



Pham Hong Minh





**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

# **REGULATIONS ON THE OPERATION OF THE BOARD OF MANAGEMENT**

*(Issued according to Decision No. 1081/QĐ-CHP dated April 23, 2026 of  
Board of Management)*



**Hai Phong, April 2026**

No: 1081/QĐ-CHP

*Haiphong, April 23<sup>th</sup> 2026*

**DECISION**

On the promulgation of the “Regulations on the Operation of the Board of  
Management of Port of Hai Phong Joint Stock Company”

**BOARD OF MANAGEMENT  
PORT OF HAI PHONG JOINT STOCK COMPANY**

Pursuant to the Law on Enterprises dated June 17<sup>th</sup>, 2020;

Pursuant to the Law on Securities dated November 26<sup>th</sup>, 2019;

Pursuant to the Charter on Organization and Operation of Port of Hai Phong Joint  
Stock Company;

Pursuant to Decree No. 155/2020/ND-CP dated December 31<sup>st</sup>, 2020 of the  
Government detailing the implementation of a number of articles of the Law on  
Securities;

Pursuant to Resolution No. 01/2026/NQ-DHDCD dated April 23<sup>th</sup>, 2026 of the  
2026 Annual General Meeting of Shareholders of Port of Hai Phong Joint Stock  
Company;

Pursuant to the Internal Regulations on Corporate Governance of Port of Hai  
Phong Joint Stock Company issued together with Decision No. 1080/QĐ-CHP dated  
April 23<sup>th</sup>, 2026;

**DECIDES:**

**Article 1.** To promulgate together with this Decision the “Regulations on the  
Operation of the Board of Management of Port of Hai Phong Joint Stock Company.”

**Article 2.** This Decision shall take effect from the date of signing.

**Article 3.** Members of the Board of Management, the Board of Supervisors, the  
Executive Board, Branches, Functional Departments, the Internal Audit Department,  
affiliated units, and relevant organizations and individuals shall be responsible for the  
implementation of this Decision./.

**Recipients:**

- As stated in Article 3;
- The Company's Party Committee;
- The Company's Trade Union;
- The Company's Youth Union;
- Filed at: Company Office, Legal & Planning  
Dept., Company Secretariat.



**Phạm Hồng Minh**



## **REGULATIONS ON THE OPERATION OF THE BOARD OF MANAGEMENT OF PORT OF HAI PHONG JOINT STOCK COMPANY**

<b>CHAPTER I. GENERAL PROVISIONS.....</b>	<b>1</b>
Article 1. Interpretation of terms.....	1
Article 2. Scope of regulation and subjects of application.....	1
Article 3. Operating principles of the Board of Management.....	1
<b>CHAPTER II. MEMBERS OF THE BOARD OF MANAGEMENT.....</b>	<b>2</b>
Article 4. Rights and obligations of members of the Board of Management.....	2
Article 5. Right of members of the Board of Management to be provided with information.....	3
Article 6. Term of office and number of members of the Board of Management.....	3
Article 7. Standards and conditions for members of the Board of Management.....	5
Article 8. Chairman of The Board of Management and Vice Chairman of the Board of Management.....	6
Article 9. Dismissal, removal, replacement, and addition of members of the Board of Management.....	8
Article 10. Procedures for electing, dismissing, and removing members of the Board of Management.....	9
Article 11. Notification of election, dismissal, and removal of members of the Board of Management.....	10
<b>CHAPTER III. BOARD OF MANAGEMENT.....</b>	<b>10</b>
Article 12. Rights and obligations of the Board of Management.....	10
Article 13. Duties and powers of the Board of Management in approving and signing contracts and transactions.....	14

Article 14. Responsibilities of the Board of Management in convening the Extraordinary General Meeting of Shareholders.....	14
Article 15. Sub-committees assisting the Board of Management.....	15
Article 16. Person in charge of corporate governance.....	16
Article 17. Assisting body of the Board of Management.....	17
<b>CHAPTER IV. MEETINGS OF THE BOARD OF MANAGEMENT.....</b>	<b>17</b>
Article 18. Meetings of the Board of Management.....	17
Article 19. Minutes of Board of Management meetings.....	20
Article 20. Authority and procedures for collecting written opinions from members of the Board of Management.....	21
Article 21. Archiving of records and documents of the Board of Management.....	22
<b>CHAPTER V. REPORTING AND DISCLOSURE OF INTERESTS.....</b>	<b>23</b>
Article 22. Submission of annual reports.....	23
Article 23. Remuneration, bonuses, and other benefits of members of the Board of Management.....	23
Article 24. Disclosure of related interests.....	24
<b>CHAPTER VI. RELATIONSHIPS OF THE BOARD OF MANAGEMENT.....</b>	<b>25</b>
Article 25. Relationship between members of the Board of Management.....	25
Article 26. Relationship between the Board of Management and the Executive Board..	25
Article 27. Relationship between the Board of Management and the Supervisory Board.....	25
<b>CHAPTER VII. IMPLEMENTATION PROVISIONS.....</b>	<b>26</b>
Article 28. Amendments and Supplements to the Regulation.....	26
Article 29. Implementation Provisions.....	26



## CHAPTER I

### GENERAL PROVISIONS

#### **Article 1. Interpretation of terms**

1. In these Regulations, the following terms shall have the meanings as follows:

- a. "Company" means Port of Hai Phong Joint Stock Company;
  - b. "Company Charter" means the Charter on Organization and Operation of Port of Hai Phong Joint Stock Company approved and promulgated by the General Meeting of Shareholders of the Company;
  - c. "General Meeting of Shareholders" means the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company;
  - d. "Board of Management" means the Board of Management of Port of Hai Phong Joint Stock Company;
  - e. "Supervisory Board" means the Supervisory Board of Port of Hai Phong Joint Stock Company;
  - f. "Executive Board" includes: the General Director, Deputy General Directors, and the Chief Accountant of the Company.
2. Other terms used in these Regulations shall have the meanings as set forth in the Company Charter and applicable laws.

#### **Article 2. Scope of regulation and subjects of application**

1. Scope of regulation: The Regulations on the Operation of the Board of Management stipulate the organizational structure, operating principles, powers, and obligations of the Board of Management and its members in order to operate in accordance with the Law on Enterprises, the Company Charter, and other relevant legal provisions.

2. Subjects of application: These Regulations apply to the Board of Management and the members of the Board of Management of the Company.

#### **Article 3. Operating principles of the Board of Management**

1. The Board of Management operates on the principle of collectivity. Members of the Board of Management are individually responsible for their assigned tasks and jointly responsible to the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Management regarding the development of the Company.

2. The Board of Management assigns the General Director to organize and manage the implementation of the resolutions and decisions of the Board of Management.



## CHAPTER II

### MEMBERS OF THE BOARD OF MANAGEMENT

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

1. Members of the Board of Management have full rights as prescribed by the Law on Securities, relevant laws, and the Company Charter, including the right to be provided with information and documents regarding the financial situation and business operations of the Company and its units.

2. Members of the Board of Management have obligations as prescribed in the Company Charter and the following obligations:

a. To perform their duties honestly and prudently in the best interests of the shareholders and the Company;

b. Attend all meetings of the Board of Management and provide opinions on matters brought up for discussion; discuss and vote on matters within the decision-making authority of the Board of Management via mail, fax, or telephone. When unable to attend a meeting of the Board of Management, Board members may authorize another Board member or another person to attend, or send written opinions on the matters scheduled for discussion at the meeting. Such authorization must be made in writing and sent to the Chairman of the Board of Management at least 02 working days in advance; the authorizing person shall bear all responsibilities arising from their authorization. The participation of the person authorized by a Board member to attend the meeting shall only be considered valid if approved by a majority of the Board members;

c. Promptly and fully report to the Board of Management all remuneration received from subsidiaries, affiliated companies, and other organizations;

d. Report to the Board of Management at the nearest meeting on transactions between the Company, its subsidiaries, or other companies in which the Company holds control of 50% or more of the charter capital, and Board members or their related persons; and transactions between the Company and companies in which a Board member was a founding member or an enterprise manager within the last 03 years prior to the time of the transaction;

e. Disclose information when conducting transactions of the Company's shares in accordance with the provisions of law.

3. Independent members of the Company's Board of Management must prepare an evaluation report on the activities of the Board of Management.

In the event that the Company is a listed company, each independent member of the Board of Management shall prepare a separate report.



**Article 5. Right of members of the Board of Management to be provided with information**

1. Members of the Board of Management have the right to request the General Director, Deputy General Directors, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its units.

2. The requested managers must provide information and documents in a timely, complete, and accurate manner as requested by the members of the Board of Management.

3. Order and procedures for requesting information:

a. A request for information from a member of the Board of Management may be made in writing or via email and sent to the individuals mentioned in Clause 1 of this Article, while simultaneously sending the request to the Company Secretary department. The request must include the content of the information to be provided and the specialized department responsible for providing it. Depending on specific cases, the member of the Board of Management may request a deadline and method for providing the information (documents sent directly to the member of the Board of Management or through the Company Secretary);

b. The Company Secretary shall report to the Chairman of the Board of Management on the requests of Board members;

c. The General Director, Deputy General Directors, and other managers of the Company shall direct specialized departments to provide information to Board members in the notified manner;

d. The Company Secretary is responsible for monitoring the progress of information provision by specialized departments, ensuring that Board members receive the information as requested.

**Article 6. Term of office and number of members of the Board of Management**

1. The Board of Management consists of 07 members, including the Chairman of the Board of Management, the Vice Chairman of the Board of Management, and other members of the Board of Management.

2. The term of office of a Board member shall not exceed 05 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Management for no more than 02 consecutive terms.

3. In the event that all Board members end their terms at the same time, such members shall continue to serve as Board members until new members are elected to replace them and take over the work, unless otherwise provided in the Company's Charter.

4. The composition of the Company's Board of Management must ensure a minimum of 02 members of the Board of Management are non-executive members.

5. Independent members of the Board of Management:

a. Based on the Company's governance objectives, the composition of The Board of Management may include Independent Members of the Board of Management.

In case the Company is a listed company, the composition and number of Independent Members of The Board of Management shall be in accordance with applicable laws.

In the event that the Company has Independent Members of the Board of Management, it shall comply with the regulations on Independent Members of The Board of Management as stipulated in Company Charter and relevant laws.

b. In addition to the rights and obligations of a member of the Board of Management as prescribed in the Company's Charter and current laws, the Chairman of the Board of Management may assign additional tasks to independent members of the Board of Management based on their areas of expertise to enhance the Board's supervision and direction over the General Director and other members of the Executive Board, provided that such tasks do not exceed the limits of authority of a Board member as prescribed by law and the Company's Charter;

c. Organization and coordination of activities of independent members of the Board of Management:

- Independent members of the Board of Management shall proactively establish organization methods and coordination mechanisms based on mutual agreement and consensus among members, ensuring no violation of the provisions set forth in the Company's Charter, the Company's Internal Governance Regulations, and current laws.

- Independent members of the Board of Management are responsible for reporting to the Board of Management on the organization methods and coordination mechanisms at the beginning of each term or whenever changes occur.



**Article 7. Standards and conditions for members of the Board of Management**

1. Members of the Board of Management must satisfy the following standards and conditions:

a. Not being among the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

b. Possessing professional qualifications and experience in business management or in the Company's business fields, sectors, or industries, and not necessarily being a shareholder of the Company;

c. A member of the Board of Management may concurrently be a member of the Board of Management of another company;

d. Not being a family relative of the General Director and other managers of the Company; or of the managers and persons with the authority to appoint managers of the parent company;

e. Other standards in accordance with current legal regulations in the event that the Company is a public company or a listed company.

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

a. Not currently working for the Company, the parent company, or a subsidiary of the Company; not having worked for the Company, the parent company, or a subsidiary of the Company for at least the 03 consecutive preceding years;

b. Not currently receiving salary or remuneration from the Company, except for allowances that members of the Board of Management are entitled to according to regulations;

c. Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, or biological sister is a major shareholder of the Company, or a manager of the Company or its subsidiary;

d. Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Company;

e. Not having been a member of the Board of Management or the Supervisory Board of the Company for at least the 05 consecutive preceding years, except for cases of being appointed for 02 consecutive terms.

3. Independent members of the Board of Management must notify the Board of Management of their failure to satisfy the criteria and conditions prescribed in Clause 2 of this Article and shall automatically cease to be independent members of the Board of Management from the date of such failure. The Board of Management must notify the case where an independent member of the Board of Management no longer satisfies the criteria and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional member or replace the independent member of the Board of Management within 06 months from the date of receipt of the notice from the relevant independent member of the Board of Management.

**Article 8. Chairman of The Board of Management and Vice Chairman of the Board of Management**

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

2. The Chairperson of the Board of Management of the Company shall not concurrently hold the position of General Director.

3. The Chairperson of the Board of Management has the following rights and obligations:

a. To establish the programs and activity plans of the Board of Management;

b. To prepare the agenda, content, and documents for meetings or for collecting opinions from members of the Board of Management; to convene, preside over, and chair meetings of the Board of Management; to organize the adoption of resolutions and decisions of the Board of Management;

c. To supervise the implementation of resolutions and decisions of the Board of Management;

d. To convene and chair the General Meeting of Shareholders on behalf of the Board of Management;

e. On behalf of the Board of Management, sign decisions and resolutions of the Board of Management; sign other documents to handle matters within the powers and obligations of the Board of Management;

f. Ensure that members of the Board of Management receive full, objective, and accurate information and have sufficient time to discuss matters that the Board of Management must consider;

g. Prepare work plans and assign duties to members of the Board of Management. The specific task assignments for each member must be in writing and signed by the Chairman of the Board of Management;



h. Supervise members of the Board of Management in the performance of assigned tasks;

i. Exercise the powers and perform the duties of the Legal Representative in accordance with the Company's Charter and current laws;

j. Exercise other powers and perform other duties as prescribed by law and the Company's Charter.

4. In the event that the Chairman of the Board of Management submits a resignation letter or is dismissed or removed from office, the Board of Management must elect a replacement within 10 days from the date of receipt of the resignation letter or the date of dismissal or removal.

5. In the event that the Chairman of the Board of Management is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Management. In the event that there is no authorized person or the Chairman of the Board of Management is deceased, missing, detained, serving a prison sentence, serving administrative handling measures at a compulsory detoxification center or compulsory educational establishment, absconding from his/her place of residence, has restricted or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Management according to the principle of majority approval of the remaining members until a new decision is made by the Board of Management.

6. The Vice Chairman of The Board of Management shall be elected, removed, and dismissed by The Board of Management from among its members to perform duties as assigned by The Board of Management and the Chairman of the Board of Management.

7. When deemed necessary, the Board of Management shall decide to appoint a Company Secretary. The Company Secretary shall have the following rights and obligations:

a. Assisting in organizing and convening the General Meeting of Shareholders and meetings of the Board of Management; recording meeting minutes;

b. Assisting members of the Board of Management in exercising their assigned rights and performing their assigned obligations;

c. Assisting the Board of Management in applying and implementing corporate governance principles;

d. Assisting the Company in building shareholder relations and protecting the legal

rights and interests of shareholders; complying with obligations regarding information provision, information disclosure, and administrative procedures;

e. Other rights and obligations as prescribed by current laws.

**Article 9. Dismissal, removal, replacement, and addition of members of the Board of Management**

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

a. Failure to satisfy the standards and conditions as prescribed in Article 35 of the Company Charter;

b. Submission of a resignation letter which is approved;

c. Having restricted or lost civil act capacity, or having difficulties in cognition or behavior control.

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

a. Failure to participate in the activities of the Board of Management for six (06) consecutive months, except in cases of force majeure;

b. No longer being the authorized representative of an institutional shareholder according to the decision of such organization;

c. Being the authorized representative of an institutional shareholder, but such organization is no longer a shareholder of the Company.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Management; or dismiss or remove a member of the Board of Management in cases other than those specified in Clauses 1 and 2 of this Article.

4. The Board of Management must convene a General Meeting of Shareholders to elect additional members of the Board of Management in the following cases:

a. The number of members of the Board of Management is reduced by more than one-third of the number prescribed in the Company Charter. In this case, the Board of Management must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b. The number of Independent Members of the Board of Management decreases and does not meet the required number as prescribed.



c. Except as provided in points a and b of this clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Management who have been dismissed or removed at the nearest meeting.

**Article 10. Procedures for electing, dismissing, and removing members of the Board of Management**

1. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates to the Board of Management. Unless otherwise provided in the Company's Charter, the nomination of candidates to the Board of Management shall be conducted as follows:

a. Ordinary shareholders forming a group to nominate candidates to the Board of Management must notify attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b. Based on the number of Board members, the shareholder or group of shareholders specified in this clause is entitled to nominate one or more persons as candidates for the Board of Management as decided by the General Meeting of Shareholders. In the event that the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Management and other shareholders.

2. In the event that the number of candidates for the Board of Management through nomination and candidacy remains insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Management shall nominate additional candidates or organize the nomination in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Management. The nomination of additional candidates by the incumbent Board of Management must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Management in accordance with the law.

3. The voting to elect members of the Board of Management must be conducted via the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Management, and shareholders have the right to cast all or part of their total votes for one or more candidates. Successful candidates for the Board of Management shall be determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. In the event that two or more candidates

receive the same number of votes for the final seat on the Board of Management, a re-election shall be held among the candidates with equal votes, or a selection shall be made based on the criteria specified in the election regulations approved by the General Meeting of Shareholders.

4. The election, dismissal, and removal of members of the Board of Management shall be decided by the General Meeting of Shareholders through voting.

#### **Article 11. Notification of election, dismissal, and removal of members of the Board of Management**

1. In cases where candidates for the Board of Management have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can research these candidates before voting. Candidates for the Board of Management must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Management. Information related to candidates for the Board of Management to be disclosed includes:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Work history;
- d. Other management positions (including Board of Management positions in other companies);
- e. Interests related to the Company and the Company's related parties;
- f. The Company is responsible for disclosing information about companies in which the candidate holds the position of a member of the Board of Management, other management positions, and the candidate's interests related to the Company (if any).

2. The Company shall disclose information regarding the election, dismissal, and removal of members of the Board of Management in accordance with regulations on public company governance.

### **CHAPTER III**

#### **BOARD OF MANAGEMENT**

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

1. The Board of Management is the management body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and



obligations of the Company, except for those within the authority of the General Meeting of Shareholders.

2. The Board of Management has the following powers and duties:

a. To decide on the strategy, medium-term development plans, and quarterly/semi-annual/annual business plans, as well as the annual labor utilization and recruitment plans of the Company; to decide on project investments, procurement, repairs, maintenance, dredging, and urgent extraordinary expenses for production and business operations arising outside the Company's annual plan approved by the General Meeting of Shareholders;

b. To determine operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;

c. To recommend the classes of shares and the total number of authorized shares to be offered for each class;

d. To decide on the sale of unsold shares within the limit of authorized shares to be offered for each class; to decide on raising capital in other forms;

e. To decide on the selling price of the Company's shares and bonds; to propose the issuance of convertible bonds and bonds with warrants;

f. To decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 10 of the Company's Charter;

g. To decide on market development, marketing, and technology solutions;

h. To decide on investment plans and investment projects with a value of less than 35% of the total asset value recorded in the Company's most recent financial statements and within the limits prescribed by law;

i. To decide on the liquidation and disposal of assets with a value of less than 35% of the total asset value recorded in the Company's latest financial statements;

j. To approve contracts for purchase, sale, borrowing, lending, and other transaction contracts with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, and contracts and transactions within the decision-making authority of the Board of Management as prescribed in Company Charter; except for contracts and transactions within the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 1, Article 23 and Clause 4, Article 57 of the Company's Charter;

k. To decentralize or authorize the General Director to decide on investment plans and investment projects; plans for liquidation and disposal of fixed assets, leasing and

renting of fixed assets; borrowing and lending; internal regulations of the Company and other matters within the decision-making authority of the Board of Management;

l. Elect, remove, and dismiss the Chairman of the Board of Management; elect, remove, and dismiss the Vice Chairman of the Board of Management; appoint, dismiss, enter into, and terminate contracts with the General Director; decide on the remuneration, bonuses, disciplinary measures, and other benefits of the General Director;

m. To appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders in other companies, and decide on the remuneration and other benefits of such persons; to nominate candidates for the Board of Management or the Supervisory Board, or to recommend the appointment of supervisors in other enterprises;

n. To decide on the appointment, dismissal, signing of contracts, termination of contracts, salary, rewards, discipline, and other benefits for the Deputy General Director and Chief Accountant upon the recommendation of the General Director;

o. To approve the General Director's appointment, dismissal, signing of contracts, termination of contracts, salary, rewards, discipline, and other benefits for Directors of subordinate branches, Heads of departments, and equivalent positions;

p. To supervise and direct the General Director and other managers in the day-to-day business operations of the Company;

q. To decide on changes to and the form and content of the Company's logo;

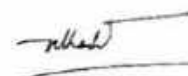
r. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, and representative offices, and the contribution of capital to or purchase of shares in other enterprises; to decide on outbound capital investments;

s. To approve the agenda and documents for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;

t. To submit the audited annual financial statements to the General Meeting of Shareholders;

u. To recommend the dividend rate to be paid; to decide on the timeline and procedures for dividend payment or the handling of losses incurred during business operations;

v. To recommend the reorganization or dissolution of the Company; to request the bankruptcy of the Company;





w. To decide on the issuance of the Operating Regulations of the Board of Management and the Internal Regulations on Corporate Governance after they have been approved by the General Meeting of Shareholders;

x. Report to the General Meeting of Shareholders at the most recent Annual General Meeting of Shareholders on the contents approved in previous General Meeting of Shareholders resolutions that have not yet been implemented. In case of changes to contents within the decision-making authority of the General Meeting of Shareholders, the Board of Management must submit them to the General Meeting of Shareholders at the nearest meeting for approval before implementation;

y. Other rights and obligations as prescribed by law, the Company Charter, and the Company's internal management regulations and rules that do not fall under the decision-making authority of the General Meeting of Shareholders.

3. The Board of Management must report its performance results to the General Meeting of Shareholders at the Annual General Meeting of Shareholders on the following contents:

a. Remuneration, operating expenses, and other benefits of the Board of Management and each member of the Board of Management in accordance with Clause 3, Article 38 of the Company Charter;

b. Summary of Board of Management meetings and Board of Management decisions;

c. Report on transactions between the Company, its subsidiaries, and companies in which the Company controls 50% or more of the charter capital, and members of the Board of Management and their related persons; transactions between the Company and companies in which a member of the Board of Management is a founding member or an enterprise manager within the last 03 years prior to the time of the transaction;

d. Activities of independent members of the Board of Management and the evaluation results by independent members of the Board of Management regarding the performance of the Board of Management.

In the event that the Company is a listed company, each independent member of the Board of Management shall prepare a separate report;

e. Activities of other sub-committees under the Board of Management (if any);

f. Results of supervision over the General Director;

g. Results of supervision over other executives;

h. Future plans.

4. The Board of Management adopts resolutions and decisions by voting at meetings, collecting written opinions, or other forms as prescribed by the Company Charter. Except for the cases specified in Clause 2, Article 167 of the Law on Enterprises, each member of the Board of Management shall have one (01) vote.

5. In the event that a resolution or decision adopted by the Board of Management is contrary to the provisions of law, resolutions of the General Meeting of Shareholders, or the Company Charter, thereby causing damage to the Company, the members who voted in favor of such resolution or decision shall be jointly and severally liable personally for such resolution or decision and must compensate the Company for the damages; members who opposed the adoption of the aforementioned resolution or decision shall be exempted from liability. In this case, shareholders of the Company have the right to request the Court to suspend the implementation of or annul the aforementioned resolution or decision.

**Article 13. Duties and powers of the Board of Management in approving and signing contracts and transactions**

1. The Board of Management shall decide on and approve the contents of contracts and transactions in accordance with the Charter, the Company's internal management regulations, and current laws.

2. For contracts and transactions between the Company and related persons as prescribed in the Company's Charter and current laws, the Company's representative who signs the contract or transaction must notify the members of the Board of Management and the members of the Supervisory Board of the related parties to such contract or transaction, accompanied by the draft contract or the main contents of the transaction. The Board of Management shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notice, unless the Company's Charter stipulates a different time limit; members of the Board of Management who have interests related to the parties in the contract or transaction shall not have the right to vote.

**Article 14. Responsibilities of the Board of Management in convening the Extraordinary General Meeting of Shareholders**

1. The Board of Management must convene an Extraordinary General Meeting of Shareholders in the following cases:

- a. The Board of Management deems it necessary for the interests of the Company;
- b. The remaining number of members of the Board of Management or the Supervisory Board is less than the minimum number of members required by law;
- c. At the request of a shareholder or a group of shareholders as prescribed in



Clause 2, Article 18 of the Company Charter; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, and bearing sufficient signatures of the relevant shareholders, or the written request may be made in multiple copies and collect sufficient signatures of the relevant shareholders;

- d. At the request of the Supervisory Board;
- e. Other cases as prescribed by law and the Company Charter.

2. Convening an Extraordinary General Meeting of Shareholders:

The Board of Management must notify the convening of the General Meeting of Shareholders within 30 days from the date the number of members of the Board of Management, independent members of the Board of Management, or members of the Supervisory Board falls below the minimum number required by the Company's Charter, or upon receiving a request as stipulated in points c and d, Clause 1 of this Article.

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

a. Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established based on the register of shareholders and the register of security owners of the Company. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established no more than 10 days before the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information regarding the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date;

b. Prepare the agenda and content of the meeting;

c. Prepare documents for the meeting;

d. Draft the resolution of the General Meeting of Shareholders based on the proposed content of the meeting;

e. Determine the time and venue for the meeting;

f. Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;

g. Other tasks to serve the meeting.

**Article 15. Sub-committees assisting the Board of Management**

1. The Board of Management may establish subcommittees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The

term of office, roles, responsibilities, and authority of the subcommittee and each of its members are specifically stipulated in the Decision on the establishment of the subcommittee.

2. The Board of Management decides on the number, structure, standards, appointment, dismissal, and replacement of subcommittee members. The number of subcommittee members shall be at least 03, including members of the Board of Management and external members.

3. Operating principles of the subcommittees under the Board of Management:

a. The activities of the subcommittee must comply with the regulations of the Board of Management. A resolution of the subcommittee shall only take effect when it is approved by a majority of members attending and voting at the subcommittee meeting;

b. The implementation of decisions of the Board of Management or its subcommittees must be in accordance with current legal regulations and the provisions of the Company Charter and the Internal Regulations on Corporate Governance;

c. The subcommittee is responsible for drafting its own regulations and operating principles, including detailed provisions on meeting activities, reporting duties and responsibilities, and other matters to be submitted to the Board of Management for approval;

d. The Head of the subcommittee is responsible for:

- Report to the Board of Management on the sub-committee's activities every six months (prior to the time the Company prepares its periodic corporate governance report) or at the request of the Chairman of the Board of Management or when deemed necessary;

- Implement necessary management measures to ensure the sub-committee successfully fulfills the tasks assigned by the Board of Management.

#### **Article 16. Person in charge of corporate governance**

1. The Board of Management shall appoint at least one (01) person as the Person in charge of corporate governance to support the effective conduct of corporate governance activities. The Person in charge of corporate governance may concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The term of office of the Person in charge of corporate governance shall be decided by the Board of Management, for a maximum of 05 years.

3. The criteria, rights, obligations, and the appointment and dismissal of the Person in charge of corporate governance shall be carried out in accordance with the Company's



Charter, the Internal Regulations on Corporate Governance, and relevant current legal provisions.

#### **Article 17. Assisting body of the Board of Management**

1. Direct assisting departments: including the Company Secretariat and the Internal Audit Department.

a. Company Secretariat: The Board of Management shall decide on the establishment, structure, powers, responsibilities, working mechanism, and other related matters of the Company Secretariat, which shall be specified in a separate regulation.

b. Internal Audit Department: The Board of Management of the Company shall decide on the establishment, structure, powers, responsibilities, working mechanism, and other related contents of the Internal Audit Department, which are specifically provided for in a separate regulation.

2. General Assisting Units: Professional departments, centers, and branches are established to perform advisory and general assisting functions for the Board of Management and the General Director in the governance and management of the Company, and are responsible for reporting relevant matters upon request.

### **CHAPTER IV**

#### **MEETINGS OF THE BOARD OF MANAGEMENT**

##### **Article 18. Meetings of the Board of Management**

1. The Chairman of the Board of Management must meet at least once every quarter and may hold extraordinary meetings. Board of Management meetings may be held in the form of in-person meetings, online meetings, in-person combined with online conferences, and/or other forms as decided by the Chairman of the Board of Management or the person convening the Board of Management meeting in accordance with current legal regulations.

2. The Board of Management must meet at least once every quarter and may hold extraordinary meetings. Board of Management meetings may be organized in the form of in-person meetings, online meetings, hybrid meetings (in-person combined with online), and/or other forms as decided by the Chairman of the Board of Management or the person convening the meeting, in accordance with current legal regulations.

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

a. Upon the request of the Supervisory Board or an independent member of the Board of Management;

b. Upon the request of the General Director or at least 05 other managers;

c. Upon the request of at least 02 members of the Board of Management.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose and issues to be discussed and decided upon within the authority of the Board of Management.

5. The Chairman of the Board of Management must convene a meeting of the Board of Management within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In the event that the Chairman of the Board of Management fails to convene a meeting as requested, the Chairman shall be liable for any damages caused to the Company; the requester(s) shall have the right to convene the meeting of the Board of Management instead.

6. The Chairman of the Board of Management or the convener shall send the notice of meeting as follows:

a. The Chairman of the Board of Management or the convener of the Board of Management meeting must send the notice of meeting at least 05 working days prior to the meeting date. The notice of meeting must specify the time and location of the meeting, the agenda, and the issues to be discussed and decided. The notice of meeting must be accompanied by documents to be used at the meeting and voting slips for members;

b. The notice of meeting of the Board of Management may be sent by invitation letter, telephone, fax, or electronic means, and the Company Secretary is responsible for checking and ensuring that the members of the Board of Management receive the notice of meeting;

c. Board of Management meeting documents are sent via email prior to the meeting and may be updated or replaced until the time of the meeting. Each attending member shall receive one set of meeting documents;

d. The Chairman of the Board of Management or the convener of the Board meeting shall send the meeting notice and accompanying documents to the members of the Supervisory Board in the same manner as to the members of the Board of Management. Members of the Supervisory Board have the right to attend Board of Management meetings and the right to discuss, but do not have the right to vote;

e. The Chairman of the Board of Management or the convener of the Board meeting has the right to invite other participants in addition to the members of the Board



of Management and the Supervisory Board. These participants shall receive a set of documents relevant to the content they are required to report on and may provide opinions, but do not have the right to vote.

7. Composition of participants in Board of Management meetings:

a. The composition of invitees to the Board of Management meeting shall be decided by the Chairman of the Board of Management. The Board of Management may invite the General Director (if not a member of the Board of Management) or other individuals (Deputy General Directors, Heads of professional departments/divisions/centers, or leaders of relevant branches to attend, report on work, and provide opinions) to attend Board of Management meetings when necessary;

b. The Supervisory Board has the right to participate in regular meetings of the Board of Management. For extraordinary meetings of the Board of Management, based on the meeting content, the Chairman of the Board of Management shall decide whether to invite the Supervisory Board or the Head of the Supervisory Board to attend.

8. A meeting of the Board of Management shall be conducted when at least three-quarters ( $3/4$ ) of the total members are present. In the event that a meeting convened in accordance with this clause does not have the required number of attending members, it shall be convened for a second time within 03 days from the scheduled date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Management attend.

9. A member of the Board of Management is deemed to attend and vote at a meeting in the following cases:

a. Attending and voting in person at the meeting;

b. Authorizing another person to attend and vote in accordance with Clause 11, Article 40 of the Company Charter;

c. Attending and voting via online conference, electronic voting, or other electronic forms;

d. Sending voting papers to the meeting via mail, fax, or email;

10. In the case of sending voting papers to the meeting via mail, the voting papers must be placed in a sealed envelope and delivered to the Chairman of the Board of Management no later than 01 hour before the opening. Voting papers shall only be opened in the presence of all attendees.

11. Members must attend all meetings of the Board of Management. A member may authorize another person to attend and vote if approved by a majority of the members of the Board of Management.

12. Resolutions and decisions of the Board of Management shall be passed if approved by a majority of the attending members; in the event of a tie, the final decision shall belong to the side that has the opinion of the Chairman of the Board of Management.

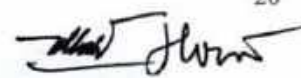
13. A resolution in the form of collecting written opinions shall be passed on the basis of the approval of the majority of the members of the Board of Management with voting rights. Such resolution shall have the same effect and validity as a resolution passed at a meeting.

#### **Article 19. Minutes of Board of Management meetings**

1. Meetings of the Board of Management must be minuted and may be audio-recorded, recorded, and stored in other electronic forms. Minutes must be prepared in Vietnamese and may additionally be prepared in English, including the following main contents:

- a. Name, head office address, enterprise code;
- b. Time and location of the meeting;
- c. Purpose, agenda, and contents of the meeting;
- d. Full names of each attending member or authorized representative and the method of attendance; full names of members not attending and the reasons;
- e. Issues discussed and voted on at the meeting;
- f. Summary of opinions expressed by each attending member in the chronological order of the meeting;
- g. Voting results, clearly stating members who voted in favor, against, or abstained;
- h. Issues that were passed and the corresponding voting ratio;
- i. Full names and signatures of the chairperson and the person recording the minutes, except for the cases specified in Clause 2 of this Article.

2. In the event that the chairperson or the minutes-taker refuses to sign the meeting minutes, such minutes shall be valid if they are signed by all other members of the Board of Management who attended and agreed to approve the minutes, and contain all the required contents as stipulated in points a, b, c, d, e, f, g, and h of Clause 1 of this Article. The meeting minutes shall clearly state the refusal of the chairperson or the minutes-taker to sign the minutes. Persons signing the meeting minutes shall be jointly liable for the accuracy and truthfulness of the contents of the Board of Management's meeting minutes. The chairperson and the minutes-taker shall be personally liable for any damages caused to the enterprise due to their refusal to sign the meeting minutes in accordance with the





Company's Charter and relevant laws.

3. The chairperson, the minutes-taker, and the persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the Board of Management's meeting minutes.

4. The Board of Management's meeting minutes and documents used in the meeting must be kept at the Company's head office.

5. Minutes prepared in Vietnamese and English shall be equally valid. In case of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.

6. The Chairman of the Board of Management is responsible for sending the minutes of the Board of Management's meeting to the members, and such minutes shall be authentic evidence of the work conducted at the meeting unless there is an objection to the content of the minutes within 10 days from the date of sending. The minutes must be signed by the chairperson and the minute-taker, except for the cases specified in Clause 2 of this Article.

**Article 20. Authority and procedures for collecting written opinions from members of the Board of Management**

1. The Board of Management has the right to collect written opinions from members of the Board of Management to adopt resolutions of the Board of Management when passing matters within the authority of the Board of Management as prescribed in Clause 2, Article 37 of the Company Charter.

2. A resolution in the form of collecting written opinions shall be adopted based on the approval of the majority of the members of the Board of Management who have the right to vote. This resolution shall have the same effect and validity as a resolution adopted at a meeting.

3. The collection of written opinions from members of the Board of Management shall be carried out as follows:

a. The Chairman of the Board of Management shall decide on the collection of written opinions from members of the Board of Management;

b. The Company Secretariat shall draft the Opinion Form and compile the necessary documents related to the matters for which opinions are sought. The Opinion Form and accompanying documents must be ensured to be sent to each member of the Board of Management via the most effective method approved by the Board member (*including: mail, email, fax, etc.*). The Opinion Form, responded to and confirmed by the Board member, shall be sent back to the Company Secretariat within the prescribed time limit;

c. The time limit for seeking written opinions from members of the Board of Management must ensure sufficient time for the Board members to study and review the matters for which opinions are sought and must be consistent with the deadline by which the Board of Management needs to provide directing opinions on such matters;

d. In case a member of the Board of Management finds insufficient grounds to provide an opinion, they shall note the request on the Opinion Form so that the Company Secretariat can forward it to the relevant units and individuals to provide additional information, documents, and explanations;

e. For Proposals submitted to the Board of Management by the Chairman of the Board, a Board member, or the General Director (*in cases where the General Director is also a member of the Board of Management*), it is deemed that the signatory of the Proposal has provided a written opinion agreeing with the submitted content;

f. The Company Secretariat shall perform the vote counting procedures and prepare summary minutes of the opinion solicitation forms from the members of the Board of Management; draft resolutions, decisions, and documents to report to the Chairman of the Board of Management or the authorized person for review and issuance if the required approval ratio is met; in cases where there are dissenting opinions or no opinions, report to the Chairman of the Board of Management or the authorized person for instructions on handling measures in accordance with regulations and the Company Charter;

g. Summary minutes of the opinion solicitation forms from the members of the Board of Management and resolutions and decisions of the Board of Management in accordance with the Company's regulations;

h. Completed and confirmed opinion solicitation forms, summary minutes of the opinion solicitation forms from the members of the Board of Management, the full text of approved resolutions and decisions, and relevant documents and records must be archived at the Company Secretariat in accordance with regulations.

#### **Article 21. Archiving of records and documents of the Board of Management**

1. Records and documents related to the activities of the Board of Management shall be archived and kept confidential at the Company Secretariat and the Company's headquarters in accordance with the Company's regulations and current laws.

2. The Company Secretariat must maintain a register for incoming and outgoing documents, minutes, and resolutions of the Board of Management in accordance with the law on clerical and archival regimes and the Company's regulations; apply information technology to ensure that searching, researching, and extracting are easy and convenient.



3. For internal documents that affect customers or the Company's business operations, authorized persons such as members of the Board of Management and members of the Supervisory Board are only permitted to review records and documents at the Company's Office. In case there is a need to copy or take these records and documents out of the Company's Office, there must be consent or a written request sent to the Chairman of the Board of Management.

## **CHAPTER V**

### **REPORTING AND DISCLOSURE OF INTERESTS**

#### **Article 22. Submission of annual reports**

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

- a. Report on the Company's business results;
- b. Financial statements;
- c. Report on the evaluation of the Company's management and administration;
- d. Appraisal report of the Supervisory Board;

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

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Supervisory Board, and the audit report must be kept at the Company's headquarters no later than 10 days before the opening date of the Annual General Meeting of Shareholders. Shareholders who have continuously owned shares of the Company for at least 01 year have the right to directly examine the reports specified in this Article by themselves or together with lawyers, accountants, or auditors who possess practicing certificates.

#### **Article 23. Remuneration, bonuses, and other benefits of members of the Board of Management**

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

2. Members of the Board of Management are entitled to remuneration for work and bonuses. Work remuneration is calculated based on the number of working days required to complete the duties of the members of the Board of Management and the daily remuneration rate. The Board of Management shall estimate the remuneration level for each member based on the principle of consensus. The total amount of remuneration and

bonuses for the Board of Management shall be determined by the General Meeting of Shareholders at the annual meeting. The payment of salaries, remuneration, bonuses, and other benefits to members of the Board of Management shall be implemented in accordance with the Company's internal regulations on salaries and bonuses.

3. Remuneration for each member of the Board of Management shall be recorded as business expenses of the Company in accordance with the provisions of corporate income tax law, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Management holding executive positions, or members of the Board of Management working on sub-committees of the Board, or performing other tasks outside the scope of the normal duties of a member of the Board of Management, may be paid additional remuneration in the form of a lump-sum fee, salary, commission, percentage of profits, or in other forms as decided by the Board of Management.

5. Members of the Board of Management are entitled to reimbursement of all travel, meal, accommodation, and other reasonable expenses incurred in the performance of their duties as members of the Board of Management, including expenses arising from attending General Meetings of Shareholders, meetings of the Board of Management, or sub-committees of the Board of Management.

6. Members of the Board of Management may have liability insurance purchased for them by the Company upon approval by the General Meeting of Shareholders. This insurance does not cover the liabilities of Board members related to violations of the law and the Company's Charter.

#### **Article 24. Disclosure of related interests**

1. Members of the Board of Management, members of the Supervisory Board, the General Director, and other managers of the Company must disclose their related interests to the Company, including:

a. Name, enterprise identification number, head office address, and business lines of any enterprise in which they are the owner or hold contributed capital or shares; the ownership ratio and the time of becoming the owner or holder of such contributed capital or shares;

b. Name, enterprise identification number, head office address, and business lines of any enterprise in which their related persons are the owner, or jointly or individually hold contributed capital or shares exceeding 10% of the charter capital.



2. The disclosure stipulated in Clause 2 of this Article must be performed within 07 working days from the date the related interest arises; any amendment or supplement must be notified to the company within 07 working days from the date of such amendment or supplement.

3. Members of the Board of Management who, in their own name or on behalf of others, perform work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Management and may only perform it upon approval by a majority of the remaining members of the Board of Management; if performed without disclosure or without the approval of the Board of Management, all income derived from such activities shall belong to the Company.

## **CHAPTER VI**

### **RELATIONSHIPS OF THE BOARD OF MANAGEMENT**

#### **Article 25. Relationship between members of the Board of Management**

1. The relationship between members of the Board of Management is a cooperative relationship; members of the Board of Management are responsible for informing each other of related matters during the process of handling assigned tasks.

2. During the work process, the Board member assigned primary responsibility must proactively coordinate the handling of issues if they relate to areas overseen by other Board members. In the event of differing opinions among Board members, the member with primary responsibility shall report to the Chairman of the Board of Management for consideration and decision within their authority, or organize a meeting, or collect opinions from Board members in accordance with the law, the Company Charter, and these Regulations.

3. In the event of a reassignment among Board members, the members must hand over the relevant work, files, and documents. This handover must be documented in writing and reported to the Chairman of the Board of Management.

#### **Article 26. Relationship between the Board of Management and the Executive Board**

In its governance role, the Board of Management issues resolutions and decisions for the General Director and the Executive Board to implement. The Board of Management also inspects and supervises the implementation of these matters.

#### **Article 27. Relationship between the Board of Management and the Supervisory Board**

1. The relationship between the Board of Management and the Supervisory Board is a cooperative one. The working relationship between the Board of Management and the

Supervisory Board follows the principles of equality and independence, while maintaining close coordination and mutual support in the performance of their duties.

2. Upon receiving inspection minutes or summary reports from the Supervisory Board, the Board of Management is responsible for reviewing and directing relevant departments to develop plans and implement timely rectifications.

## CHAPTER VII

## IMPLEMENTATION PROVISIONS

## Article 28. Amendments and Supplements to the Regulation

During implementation, when it is deemed necessary to amend or supplement this Regulation to align with the Company's actual business operations and current legal regulations, members of the Board of Management may propose to the Board of Management to submit the amendments to the General Meeting of Shareholders for review and approval.

## Article 29. Implementation Provisions

1. This Regulations consist of 07 Chapters and 29 Articles, and were unanimously approved by the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company, which accepted their full validity and authorized the Board of Management to issue and implement them starting from April 23, 2026.

2. This Regulations replace the Operating Regulations of the Board of Management issued under Decision No. 1950/QD-CHP dated June 29, 2023, of the Board of Management of Port of Hai Phong Joint Stock Company and the Appendix on the first amendment and supplement to the Operating Regulations of the Board of Management issued under Decision No. 1858/QD-CHP dated May 07, 2025, of the Board of Management of Port of Hai Phong Joint Stock Company.

3. In the event of any discrepancy between this Regulation and the provisions of the law and/or the Company's Charter, the provisions of the law and/or the Company's Charter shall prevail.

4. In the event that there are legal provisions relating to the activities of the Board of Management not yet addressed in these Regulations, such legal provisions shall automatically apply and govern the operations of the Company.

ON BEHALF OF BOARD OF MANAGEMENT  
CHAIRMAN



Pham Hong Minh



