

CÔNG TY CP TK XD TM
PHÚC THỊNH
PHUC THINH DESIGN
CONSTRUCTION TRADING
CORPORATION
Số: 53/PTD-2026
No.: 53/PTD-2026

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
SOCIALIST REPUBLIC OF VIETNAM
Độc lập - Tự do - Hạnh phúc
Independence - Freedom - Happiness

CÔNG BỐ THÔNG TIN TRÊN CỔNG THÔNG TIN ĐIỆN TỬ CỦA
ỦY BAN CHỨNG KHOÁN NHÀ NƯỚC
INFORMATION DISCLOSURE

Kính gửi: Ủy ban Chứng khoán Nhà nước
Sở Giao dịch Chứng khoán Hà Nội
To: State Securities Commission of Vietnam
/Hanoi Stock Exchange

Công ty Cổ phần Thiết kế Xây dựng Thương mại Phúc Thịnh/ *Phuc Thinh Design Construction Trading Corporation*

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We hereby commit that the disclosed information above is truthful and take full responsibility before the law for the content of the disclosed information.

Ngày 13 tháng 05 năm 2026

May 13th, 2026

Người thực hiện công bố thông tin

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(Sign, full name)



VŨ TRẦN VĨNH THỤY

VU TRAN VINH THUY



THE SOCIALIST REPUBLIC OF VIETNAM
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**INTERNAL REGULATIONS ON CORPORATE
GOVERNANCE**
**PHUC THINH DESIGN CONSTRUCTION TRADING
CORPORATION**

Ho Chi Minh City, May 2026

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CHAPTER 1 – GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: This regulation is developed in accordance with Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance, stipulating the contents regarding the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the order and procedures for convening the General Meeting of Shareholders; the nomination, self-nomination, election, dismissal, and removal of members of the Board of Directors, the Board of Supervisors, and the General Director, and other activities in accordance with the Company Charter and other current provisions of law.
2. Subjects of application: This regulation applies to members of the Board of Directors, the Board of Supervisors, the General Director, and related persons mentioned in this regulation.

Article 2. Interpretation of terms and abbreviations

1. Non-executive member of the Board of Directors is a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executive officers as prescribed by the Company Charter.
Independent member of the Board of Directors (hereinafter referred to as independent member) is a member as prescribed in Clause 2, Article 151 of the Law on Enterprises.
2. Company: Phuc Thinh Design Construction Trading Corporation
3. BOD: means the Board of Directors
4. Nomination: means self-nomination
5. BOS: means the Board of Supervisors
6. VSD: means Vietnam Securities Depository and Clearing Corporation
7. Delegate: means a Shareholder, or an authorized representative (a person authorized by a shareholder)
8. Person in charge of Corporate Governance: means the person with the responsibilities and powers prescribed in Article 281 of Decree 155/2020/NĐ-CP.
9. Supervisor: means the Board of Supervisors
10. Online General Meeting: means a form of organizing the General Meeting of Shareholders using electronic means to transmit images and sound via the internet, allowing shareholders at different locations to monitor the proceedings of the meeting, discuss, and vote on meeting matters.
11. Electronic voting: means the act of a shareholder voting through the Electronic voting system prescribed in this Regulation.
12. Username and password: include the username and password information uniquely issued by the Company to each shareholder.

CHAPTER 2 – GENERAL MEETING OF SHAREHOLDERS

I. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

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

The role, rights, and obligations of the General Meeting of Shareholders are prescribed in accordance with Article 138 of the Law on Enterprises No. 59/2020/QH14, the Law on Securities No. 54/2019/QH14, and Articles 14 and 15 of the Company Charter.

Section 2. Regulations on the order and procedures for convening and voting at the General Meeting of Shareholders

Article 3. Authority to convene the General Meeting of Shareholders

(Pursuant to the provisions of Article 14 of the Company Charter)

1. *Authority to convene the annual General Meeting of Shareholders:* The General Meeting of Shareholders shall hold an annual meeting once a year within four (04) months from the end of the fiscal year. Unless the Company Charter provides otherwise, the Board of Directors shall decide to extend the annual General Meeting of Shareholders in case of necessity, but not exceeding six (06) months from the end of the fiscal year.

2. *Authority to convene an extraordinary General Meeting of Shareholders:*

a. The Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of remaining members of the Board of Directors or Supervisors is as prescribed in Point b, Clause 3, Article 14 of the Company Charter, or upon receiving a request as prescribed in Point c and Point d, Clause 3, Article 14 of the Company Charter;

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

b. In case the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 4, Article 14 of the Company Charter, then within the next thirty (30) days, the Board of Supervisors must replace the Board of Directors to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;

c. In case the Board of Supervisors fails to convene a General Meeting of Shareholders as prescribed in Point b, Clause 4, Article 14 of the Company Charter, then the shareholder or group of shareholders as prescribed in Point c, Clause 3, Article 14 of the Company Charter has the right to request the Company representative to convene the General Meeting of Shareholders as prescribed by 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 order and procedures for convening, conducting the meeting, and making 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.

- d. Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

Article 4. Personnel of the General Meeting of Shareholders

1. Chairperson and Presidium:

- a. The Chairman of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to act as the chairperson of the meeting by majority principle. In case a chairperson cannot be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect the chairperson of the meeting from among those present, and the person with the highest number of votes shall act as the chairperson of the meeting;
- b. Except for the case prescribed in Point a of this Clause, the person signing the notice to convene the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect the chairperson of the meeting, and the person with the highest number of votes shall act as the chairperson of the meeting;
- c. The chairperson has the right to take necessary measures to conduct the meeting in a reasonable, orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees.
- d. The chairperson of the General Meeting of Shareholders has the following rights:
 - Require all attendees to be subject to inspection or other lawful and reasonable security measures;
 - Request competent authorities to maintain order at the meeting; expel from the General Meeting of Shareholders those who do not comply with the chairperson's right to preside, intentionally disrupt order, prevent the normal progress of the meeting, or do not comply with security inspection requirements.
- e. The chairperson has the right to postpone the General Meeting of Shareholders that has sufficient attendees registered to attend for no more than 03 working days from the intended opening date and may only postpone the meeting or change the meeting venue in the following cases:
 - The meeting venue does not have sufficient comfortable seating for all attendees;
 - Information facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;
 - There is an attendee who obstructs or disrupts order, posing a risk that the meeting will not be conducted fairly and legally.
- f. Other rights and obligations of the Chairperson as prescribed by current law.
- g. The Presidium has at least 01 person, including 01 Chairman and members (if any)
- h. Duties of the Presidium:

- Preside over the activities of the Company's General Meeting of Shareholders according to the expected agenda of the Board of Directors approved by the General Meeting of Shareholders;
 - Guide delegates and the General Meeting to discuss the contents included in the agenda;
 - Present drafts and conclude on necessary matters for the General Meeting to vote on;
 - Respond to matters requested by the General Meeting;
 - Resolve issues arising during the General Meeting.
- i. Working principles of the Presidium: The Presidium works on the principle of collective leadership, democratic centralism, and decision-making by majority.

2. Meeting Secretary:

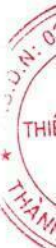
- a. The chairperson appoints one or more people as meeting secretaries;
- b. Duties of the Meeting Secretary:
- Record the content of the General Meeting fully and truthfully;
 - Receive registration ballots for speeches from shareholders/delegates;
 - Prepare the Minutes of the meeting and draft the Resolution of the General Meeting of Shareholders;
 - Assist the chairperson in disclosing information related to the General Meeting of Shareholders and notify Shareholders in accordance with the law and the Company Charter;
 - Other duties as requested by the Chairperson.

3. Vote Counting Committee:

- a. The General Meeting of Shareholders elects one or more people to the Vote Counting Committee at the proposal of the meeting chairperson;
- b. Duties of the Vote Counting Committee:
- Disseminate principles, regulations, and instructions on voting methods.
 - Check and record voting ballots, prepare minutes of vote counting, and announce the results; transfer the minutes to the Chairperson for approval of the voting results.
 - Promptly notify the secretary of the voting results.
 - Review and report to the General Meeting of Shareholders on cases of violation of voting regulations or complaints regarding voting results.

4. Shareholder/Delegate Eligibility Verification Committee:

- a. The Chairperson/Convener of the General Meeting of Shareholders, in accordance with Article 140 of the Law on Enterprises, shall appoint one or more persons to serve on the Shareholder/Delegate Eligibility Verification Committee to facilitate the meeting. The Eligibility Verification Committee of the General Meeting shall consist of 01 Head and other members.
- b. Duties of the Shareholder/Delegate Eligibility Verification Committee:



- Verify the eligibility and status of shareholders and authorized representatives attending the meeting.
- The Head of the Eligibility Verification Committee shall report to the General Meeting of Shareholders on the status of shareholders attending the meeting. If the meeting has a sufficient number of shareholders and authorized representatives with the right to attend representing over 50% of the total voting ballots, the General Meeting of Shareholders of the Company shall be conducted.
- Participate in counting votes for other matters before the Vote Counting Committee is established.

Article 5. Prepare the list of shareholders entitled to attend the meeting and announce the closing of the list of shareholders entitled to attend the General Meeting of Shareholders.

1. 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 final registration date.
2. The Company shall carry out the procedures for preparing the shareholder list and related procedures in accordance with the regulations of the Vietnam Securities Depository and Clearing Corporation or other provisions of law.

Article 6. Notice of convening the General Meeting of Shareholders

1. The convener of the General Meeting of Shareholders must send a meeting invitation to all shareholders on the list of shareholders entitled to attend at least 21 days before the opening date. The meeting invitation must include the name, Address, business registration number; the name and contact address of the shareholder, time, location of the meeting, and other requirements for attendees.
2. The meeting invitation shall be sent by a method ensuring it reaches the shareholder's contact address; in case the Company sends the meeting invitation via email, the email address of the shareholder receiving the notice shall be the address recorded in the shareholder list provided by the Vietnam Securities Depository and Clearing Corporation, or the email address registered by the shareholder with the Company (The shareholder provides the email and is responsible for this information; if the shareholder provides an incorrect email address, that email will automatically be returned. If the email does not report an error, it is considered that the shareholder has received the meeting invitation).
3. The meeting invitation must be sent with the following documents:
 - a. The meeting agenda, documents used in the meeting, and draft resolutions for each issue in the agenda;
 - b. Voting ballot/election ballot. Note: in case of inviting shareholders to the General Meeting via online format, the voting ballot/election ballot may not need to be sent with the meeting invitation.
4. In case the company has a website, the sending of meeting documents accompanying the meeting invitation as stipulated in Clause 3 of this Article may be replaced by posting them on the company's website. In this case, the meeting invitation must clearly state the location and method of downloading the documents.

Article 7. Agenda and Content of the General Meeting of Shareholders

1. The convener of the General Meeting of Shareholders must perform the following tasks:
 - a. Prepare the list of shareholders eligible to participate and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the notice of the General Meeting of Shareholders.
 - b. Prepare the agenda and content of the meeting;
 - c. Prepare documents for the meeting;
 - d. Draft resolutions of the General Meeting of Shareholders according to the expected content of the meeting;
 - e. Determine the time and location for the meeting;
 - f. Notify and send the meeting invitation for the General Meeting of Shareholders to all shareholders entitled to attend;
 - g. Other tasks to serve the meeting.
2. A shareholder or group of shareholders as stipulated in Clause 2, Article 12 of the Company Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 05 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the quantity of each type of share held by the shareholder, contact address, nationality, number of ID card, Passport, or other legal personal identification for individual shareholders; name, business registration number or establishment decision number, and Address for institutional shareholders; the quantity and type of shares held by that shareholder, and the issue proposed to be included in the agenda.
3. The convener of the General Meeting of Shareholders has the right to refuse the proposal stipulated in Clause 4 of this Article if it falls into one of the following cases:
 - a. The proposal is sent not in accordance with the provisions of Clause 4 of this Article;
 - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of Common shares as stipulated in Clause 2, Article 12 of the Company Charter;
 - c. The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;
 - d. Other cases as prescribed by law and the Company Charter.
4. The convener of the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the expected agenda and content of the meeting, except for the cases stipulated in Clause 5 of this Article; the proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 8. Procedures for registration and authorization to attend the General Meeting of Shareholders

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



- a. The method of registration to attend the General Meeting of Shareholders is clearly specified in the Notice of the General Meeting of Shareholders, including contacting the Company or sending the Registration Form for the Meeting (attached to the Notice of the General Meeting of Shareholders sent to shareholders) to the Company.
- b. Shareholders choose the form of registration to attend the General Meeting of Shareholders according to the method recorded in the notice, including:
 - Attend and vote/elect directly at the meeting;
 - Authorize another representative to attend and vote/elect at the meeting and comply with the provisions of Clause 2 of this Article; (In case more than one representative is appointed, the specific number of shares and number of voting/election ballots authorized for each representative must be determined).
 - Attend and vote/elect via online conference, electronic voting, or other electronic forms;
 - Send voting ballots/election ballots to the meeting via mail, fax, or email;
 - Other forms of registration to attend the General Meeting of Shareholders in accordance with the provisions of the Law.
 - The Company must make maximum efforts to apply modern information technology so that shareholders can attend and express their opinions at the General Meeting of Shareholders in the best way, including guiding shareholders to vote via online General Meeting of Shareholders, electronic voting, or other electronic forms as stipulated in Article 144 of the Law on Enterprises and the Company Charter.
2. Regulations on authorization to attend the meeting
 - a. Shareholders and authorized representatives of shareholders shall perform authorization in accordance with the provisions of Article 16 of the Company Charter;
 - b. The authorization for an individual or organization to represent at the General Meeting of Shareholders as stipulated in Point a, Clause 2 of this Article must be in writing. The authorization document shall be prepared in accordance with the 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 duration of authorization, and the signatures of the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the authorization document when registering to attend the meeting. In case of re-authorization, the attendee must also present the original authorization document of the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company). The re-authorized person may not authorize another person.

- c. The voting ballot/election ballot of the authorized person attending the meeting within the scope of authorization remains valid when one of the following cases occurs:
 - The authorizing person is Deceased, has limited civil act capacity, or has lost civil act capacity;
 - The authorizing person has revoked the authorization designation;

- The authorizing person has revoked the authority of the person performing the authorization.

This provision does not apply in case the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

3. Procedures for registration to attend the General Meeting of Shareholders and Eligibility Verification on the day of the in-person General Meeting of Shareholders

Before the opening of the meeting, the Company must conduct shareholder registration procedures and must perform registration until all shareholders entitled to attend have registered in the following order:

- a. When conducting shareholder registration, the Company shall provide each shareholder or authorized representative with voting rights a Voting Card/Voting Ballot/election ballot, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting ballots/election ballots of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by voting in favor, against, or abstaining. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting [unless the Company Charter provides otherwise]. The General Meeting shall elect the persons responsible for counting or supervising the counting of votes at 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 meeting Chairperson;
- b. Shareholders or authorized representatives of shareholders that are organizations or authorized persons arriving after the meeting has opened shall have the right to register immediately and subsequently have the right to participate and vote/elect at the meeting immediately after registration. The Chairperson is not responsible for pausing the meeting to allow late-arriving shareholders to register, and the validity of matters already voted/elected upon shall remain unchanged.

Article 9. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total voting ballots.
2. In case the first meeting does not meet the conditions for conduct as prescribed in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total voting ballots.
3. In case the second meeting does not meet the conditions for conduct as prescribed in Clause 2 of this Article, the notice for the third meeting shall be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting ballots of the attending shareholders.

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

1. The General Meeting of Shareholders passes resolutions under its authority by voting at the meeting:
 - a. In-person meeting
 - b. Online conference
 - c. In-person meeting combined with online conference
2. The General Meeting of Shareholders passes resolutions under its authority by collecting written opinions (as prescribed in Part II – of this Chapter):
 - a. Sending opinion collection ballots by mail, fax, or email
 - b. Sending opinion collection ballots by electronic voting
 - c. Sending opinion collection ballots by mail, fax, or email combined with electronic voting

Article 11. Matters passed at the General Meeting of Shareholders

- a. Approval of the Company's Development orientations;
- b. Review and handling of violations by members of the Board of Directors or members of the Board of Supervisors that cause damage to the Company and its shareholders;
- c. Approval of the list of accredited audit firms; decision on the accredited audit firm to perform the inspection of the Company's operations, and dismissal of the accredited auditor when deemed necessary;
- d. The Company's annual business plan;
- e. Audited annual financial statements;
- f. Report of the Board of Directors on the governance and performance results of the Board of Directors and each member of the Board of Directors;
- g. Report of the Board of Supervisors on the Company's business results and the performance of the Board of Directors and the General Director;
- h. Self-assessment report on the performance of the Board of Supervisors and members of the Board of Supervisors;
- i. Dividend rate for each share of each class;
- j. Number of members of the Board of Directors and the Board of Supervisors;
- k. Election, dismissal, and removal of members of the Board of Directors and members of the Board of Supervisors;
- l. Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- m. Approval of the list of accredited audit firms; decision on the accredited audit firm to perform the inspection of the Company's operations when deemed necessary;
- n. Supplementing and amending the Company Charter;
- o. Class of shares and number of new shares issued for each class and the transfer of shares by founding members within the first 03 years from the date of establishment;

- p. Division, separation, consolidation, merger, or conversion of the Company;
- q. Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
- r. Decision on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- s. Decision on the repurchase of more than 10% of the total sold shares of each class;
- t. The Company entering into contracts or transactions with subjects prescribed in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements;
- u. Approval of transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the government detailing the implementation of a number of articles of the Law on Securities;
- v. Approval, supplementation, and amendment of the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Board of Supervisors;
- w. Other matters in accordance with the provisions of law and the Company Charter.

Article 12. Voting to pass matters at an in-person meeting

1. General principles

- a. All matters in the agenda and content of the 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 by the Company, stamped with the company seal, and sent directly to delegates at the meeting (enclosed with the meeting document package). Each delegate is provided with a Voting Card, Voting Ballot, and election ballot. The Voting Card, Voting Ballot, and election ballot shall clearly state the delegate's code, full name, number of shares owned, and authorized voting shares of that delegate.

2. Regulations on the validity of voting ballots and election ballots

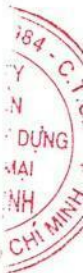
a. Voting Card

- A valid Voting Card is a card according to the pre-printed template issued by the Organizing Committee, stamped with the company seal, without erasures, scraping, tearing, damage, etc., and without any content written other than what is prescribed for this Card.
- Invalid Voting Card: Content does not comply with the regulations of a valid Voting Card.

b. Voting Ballot

- A valid Voting Ballot is a ballot according to the pre-printed template issued by the Organizing Committee, without erasures, scraping, tearing, damage, etc., and without any content written other than what is prescribed for this ballot. In case of in-person voting/remote voting (via mail, fax, email, or other means as prescribed in the Company Charter), it must be signed, and under the signature must be the full handwritten name of the attending delegate and sent to the Vote Counting Committee before the time of vote counting.

On the Voting Ballot, the voting content is valid when the delegate marks one (01) of the three (03) voting squares.



➤ **Invalid Voting Ballot:**

- Content does not comply with the regulations of a valid Voting Ballot

c. election ballot

- **Valid election ballot:** is a ballot according to the pre-printed template issued by the organizing committee, without erasures, scraping, tearing, damage, etc., and without any content written other than what is prescribed for this election ballot. In case of in-person voting/remote voting (via mail, fax, email, or other means as prescribed in the Company Charter), it must be signed, clearly stating the full name of the attending delegate and sent to the Vote Counting Committee before the time of vote counting.

➤ **Invalid election ballot:**

- Content does not comply with the regulations of a valid election ballot
- The number of candidates that the delegate votes for is greater than the number of candidates required to be elected;
- The ballot has a total number of votes for candidates of the shareholder or representative greater than the total number of votes permitted to be cast;
- Other regulations as prescribed by the election regulations of the General Meeting of Shareholders and the Company Charter.

Article 13. Method of voting at an in-person General Meeting of Shareholders

1. General principles

- The General Meeting of Shareholders discusses and votes on each matter in the agenda. Voting is conducted by raising cards, in-person voting, electronic voting, or other electronic forms.
- Delegates perform voting to Approve, Not approve, or Abstain on a matter brought to a vote at the Meeting by raising their Voting Card or filling in the options on the Voting Ballot.

2. Forms of voting

- a. Voting by Voting Card: When voting by raising the Voting Card, the front of the Voting Card must be raised facing the Presidium. In case a delegate does not raise the Voting Card during all three times of voting to Approve, Not approve, or Abstain on a matter, it shall be considered as voting to approve that matter. In case a delegate raises the Voting Card more than one (01) time when voting to Approve, Not approve, or Abstain on a matter, it shall be considered as an invalid vote. Under the form of voting by raising the Voting Card, a member of the Delegate Qualification Verification Committee/Vote Counting Committee marks the delegate code and the corresponding number of voting ballots of each shareholder for Approve, Not approve, Abstain, and Invalid.
- b. Voting by Voting Ballot:
- When voting is conducted by direct ballot: For each item, the delegate selects one of the three options “In favor”, “Against”, “Abstain” pre-printed on the Voting Ballot by marking an “X” or “✓” in the chosen box. After completing all items requiring a vote at the General Meeting, the delegate submits the Voting Ballot into the sealed ballot box at the General Meeting according to the instructions of the Vote Counting Committee. The Voting Ballot must bear the signature and full name of the delegate.✓

- When voting is conducted by electronic ballot or other electronic means: for each item, the delegate selects one of the three options “In favor”, “Against”, “Abstain” pre-configured in the electronic voting system. Thereafter, the delegate confirms the vote for the electronic voting system to record the result.

Article 14. Method of election voting

1. General principles

- Comply strictly with the provisions of the law and the Company Charter;
- The election is conducted by direct ballot, electronic ballot, or other electronic means;
-
- Members of the Vote Counting Committee must not be named in the list of nominees or self-nominees for the Board of Directors and the Board of Supervisors.

2. Forms of election voting

a. Election by cumulative voting

- Each delegate has a total number of voting ballots corresponding to the total number of shares owned or represented multiplied by the number of members to be elected;
- Attending delegates have the right to cast all of their total voting ballots for one or more candidates;
- In case of additional candidates or changes to candidates on the day of the General Meeting, the Vote Counting Committee is responsible for re-issuing new election ballots and collecting old ones (if any) (before the time of vote counting);
- In case of a mistake in selection, the delegate shall contact the Vote Counting Committee to be re-issued a new election ballot and must submit the old one;
- How to fill out the election ballot: Each delegate is issued election ballots. The method of filling out the election ballot is specifically guided in the Election Regulations approved at the General Meeting of Shareholders:
 - + The delegate votes for a number of candidates equal to or less than the number of candidates to be elected;
 - + If casting the entire number of votes for one or more candidates, the delegate marks the “Cumulative voting” box for the corresponding candidates;
 - + If casting an unequal number of votes for multiple candidates, the delegate clearly writes the number of votes in the “Number of votes” box for the corresponding candidates.

Note: In case the delegate both marks the “Cumulative voting” box and writes the quantity in the “Number of votes” box, the result shall be taken according to the quantity in the “Number of votes” box.

- Principles of election:



- + The elected person is determined by the number of votes cast from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is reached.
 - + In case there are two (02) or more candidates receiving the same number of votes for the final member position, a re-election shall be conducted among the candidates with the same number of votes, or selection shall be made according to the criteria specified in the election regulations approved at the General Meeting of Shareholders or the Company Charter.
- b. Election by voting method: Implemented in accordance with the provisions of Point b, Clause 2, Article 13 of this Regulation.
- c. When the election is conducted by electronic ballot, it shall be similar to the provisions in Article 31 of this Regulation.

Article 15. Method of vote counting at the direct General Meeting of Shareholders

The method of vote counting is conducted as follows:

- Consolidate voting cards/ballots (by voting method) for each voting item, the total number of valid, invalid, in favor, against, and abstention votes; the corresponding percentage of the total voting ballots of shareholders attending the meeting; the corresponding percentage of the total voting ballots of shareholders attending and voting.
- Consolidate election ballots by cumulative voting method, the total number of valid, invalid ballots, the number of votes for each candidate, and other contents as prescribed by the Company Charter.

Article 16. Conditions for a Resolution to be passed

1. A Resolution on the following content is passed if it is approved by shareholders representing 65% or more of the total voting ballots of all shareholders attending and voting at the meeting, except for cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:
 - a. Types of shares and total number of shares of each type;
 - b. Changes in business lines and fields;
 - c. Changes in the company's organizational structure;
 - d. Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the company's most recent financial statement;
 - e. Reorganization or dissolution of the company;
 - f. Other matters as prescribed by the Company Charter.
2. Resolutions are passed when approved by shareholders owning over 50% of the total voting ballots of all shareholders attending and voting at the meeting, except for cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

Note: In the case of electing members of the Board of Directors and the Board of Supervisors, if the number of candidates is less than or equal to the number of members of the Board of Directors/Board of Supervisors to be elected, the election of members of the Board of Directors/Board of Supervisors may be conducted by the cumulative voting method as above or by the voting method (in favor, against, abstain). The voting rate for approval by the voting method is implemented in accordance with Clause 2, Article 21 of the Company Charter.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the order and procedures for convening the meeting and passing such resolution violate the provisions of the Law on Enterprises and the Company Charter.

Article 17. Announcement of vote counting results

The Vote Counting Committee will check, consolidate, and report the counting results of each issue to the Chairperson. The vote counting results will be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting.

Article 18. Method of objecting to decisions of the General Meeting of Shareholders

1. Shareholders who have voted against a 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. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reasons for requesting the company to buy back. The request must be sent to the company within 10 days from the date the General Meeting of Shareholders passes the resolution on the matters specified in this Clause.
2. The company must buy back shares at the request of shareholders as prescribed in Clause 1 of this Article at the market price or a price calculated according to the principles prescribed in the Company Charter within 90 days from the date of receiving the request. In case an agreement on the price cannot be reached, the parties may request a valuation organization to determine the price. The company shall introduce at least 03 valuation organizations for the shareholder to choose from, and that choice shall be the final decision.
3. Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results of the General Meeting of Shareholders, shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the 2020 Law on Enterprises have the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:
 - a. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the 2020 Law on Enterprises and the Company Charter, except for cases specified in Clause 2, Article 152 of the 2020 Law on Enterprises;
 - b. The content of the resolution violates the law or the Company Charter.

Article 19. Preparation of the Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may be prepared in Chinese, and must contain the following main contents:
 - a. Name, address of the head office, enterprise identification number;
 - b. Time and location of the General Meeting of Shareholders;
 - c. Meeting agenda and content of the meeting;
 - d. Full name of the Chairperson and Secretary;

- e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue in the meeting agenda;
 - f. Number of shareholders and total voting ballots of shareholders attending the meeting, appendix of the list of registered shareholders, representatives of shareholders attending the meeting with the corresponding number of shares and number of voting ballots;
 - g. Total number of voting ballots for each voting issue, clearly stating the voting method, total number of valid, invalid, in favor, against, and abstention votes; the corresponding percentage of the total voting ballots of shareholders attending the meeting; the corresponding percentage of the total voting ballots of shareholders attending and voting;
 - h. Consolidation of the number of election ballots for each candidate (if any);
 - i. Matters that have been passed and the corresponding percentage of voting ballots for approval;
 - j. Full name and signature of the Chairperson and Secretary. In case the Chairperson or Secretary refuses to sign the meeting minutes, these minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and contain full content as prescribed in this Clause. The meeting minutes shall clearly state the refusal of the Chairperson or Secretary to sign the meeting minutes.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairperson and the Secretary of the meeting or other persons signing the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.
3. Minutes prepared in Vietnamese and Chinese have equal legal validity. In case there is a difference in content between the minutes in Vietnamese and the minutes in Chinese, the content in the Vietnamese minutes shall apply.

Article 20. Disclosure of Resolution, Minutes of the General Meeting of Shareholders

The Resolution, Minutes of the General Meeting of Shareholders, the appendix containing the list of shareholders registered to attend the meeting, written authorizations to attend the meeting, and all documents attached to the Minutes (if any) and related documents accompanying the meeting invitation notice must be kept at the Company's head office.

The Resolution, Minutes of the General Meeting of Shareholders, and documents attached to the minutes and resolution must be disclosed in accordance with the law on information disclosure in the securities market.

II. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY COLLECTING SHAREHOLDERS' WRITTEN COMMENTS

Article 21. Cases in which shareholders' written comments are collected

The following matters may be passed by collecting shareholders' written comments for all issues under the authority of the General Meeting of Shareholders according to Article 15 of the Company Charter, including the following matters:

- a. Amending and supplementing the contents of the Company Charter;
- b. Development orientations of the Company;
- c. Types of shares and total number of shares of each type;

- d. Electing, relieving of duty, and removing members of the Board of Directors and the Board of Supervisors;
- e. Deciding on the investment or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statement;
- f. Changing business lines and fields of business;
- g. Changing the organizational structure of the Company's management;
- h. Approving, supplementing, and amending the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Board of Supervisors;
- i. Other matters when deemed necessary for the interest of the Company.

Article 22. Order and procedures for the General Meeting of Shareholders to pass a Resolution by collecting written comments

1. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 10 days before the final registration date.
2. The Board of Directors must prepare the opinion collection ballot, the draft resolution of the General Meeting of Shareholders, and documents explaining the draft resolution, and send them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion collection ballot. The requirements and methods for sending the opinion collection ballot and attached documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of the Company Charter.
3. The opinion collection ballot must contain the following main contents:
 - Name, address of the head office, and enterprise identification number;
 - Purpose of collecting comments;
 - Full name, contact address, nationality, and legal document number for individual shareholders; name, enterprise identification number or legal document number for institutional shareholders, address of the head office for institutional shareholders, or full name, contact address, nationality, and legal document number of the individual representative for institutional shareholders; the number of shares of each type and the number of voting ballots/election ballots of the shareholder;
 - Matters for which comments are collected to pass a decision;
 - Voting options, including approve, disapprove, and abstain for each matter for which comments are collected;
 - Election options (if any);
 - Deadline for returning the completed opinion collection ballot to the Company;
 - Full name and signature of the Chairman of the Board of Directors.
4. Method of sending shareholders' written opinion collection ballots
 - a. Shareholders shall send the completed opinion collection ballot to the Company by mail, fax, or email in accordance with the following provisions:

- In case of sending by mail, the completed opinion collection ballot must bear the signature of the individual shareholder, or the authorized representative or legal representative of the institutional shareholder. The opinion collection ballot sent to the Company must be enclosed in a sealed envelope, and no one has the right to open it before the vote counting;
 - In case of sending by fax or email, the opinion collection ballot sent to the Company must be kept confidential until the time of vote counting;
 - Opinion collection ballots received by the Company after the deadline specified in the opinion collection ballot, or those that have been opened in the case of mail or disclosed in the case of fax or email, are invalid. Opinion collection ballots that are not sent to the Company are considered as ballots not participating in the vote.
- b. Shareholders sending opinion collection ballots via electronic voting
- i. Provision of access accounts
 - Access account information is notified by the Company to the delegate along with the shareholder's opinion collection ballot via registered mail.
 - When a delegate requests the re-provision of access information, the Company may notify them via: in person, by mail, email, telephone, or other forms as prescribed by the Board of Directors. The provision of access information is based on information from the list of shareholders prepared by the Vietnam Securities Depository and Clearing Corporation according to the Company's notice of exercising the right to collect shareholders' written comments.
 - ii. Conducting electronic voting
 - Principles of implementation
 - The delegate can only perform voting on the electronic voting system from the time of receiving the shareholder's opinion collection ballot until the deadline for returning the ballot as notified by the Company.
 - During the voting period as notified by the Company, the delegate can access the electronic voting system and vote 24 hours a day, 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control.
 - During the notified voting period of the Company, the delegate can change their voting decision on the electronic voting system. Upon the expiration of the voting period as notified by the Company, the delegate cannot change their voting result, and this final result will be counted and disclosed by the Company.
 - Implementation method
 - The delegate uses the access account provided by the Company to log in directly to the electronic voting system to view information related to the voting session posted on the system and to make voting decisions on each matter for which shareholders' comments are needed.

- a. Shareholders send the completed opinion collection ballot to the Company by mail, fax, or email, combined with sending the opinion collection ballot via electronic voting.

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

5. Vote counting and preparation of the vote counting minutes

The Board of Directors shall count the votes and prepare the vote counting minutes under the witness of the Board of Supervisors or a shareholder who does not hold a management position in the Company. The vote counting minutes must contain the following main contents:

- Name, address of the head office, and enterprise identification number;
- Purpose and matters for which comments are collected to pass a resolution;
- Number of shareholders with the total number of voting/election ballots that participated in the vote, distinguishing between the number of valid voting/election ballots and the number of invalid voting/election ballots, and the method of sending the voting/election ballots, accompanied by an appendix of the list of shareholders participating in the vote/election;
- Total number of votes for, against, and abstentions for each matter, and the total number of election votes for each candidate (if any);
- Matters that have been passed and the corresponding voting rate for passing;
- Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

Members of the Board of Directors, the vote counter, and the vote counting supervisor shall be jointly liable for the honesty and accuracy of the vote counting minutes; and jointly liable for damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. Resolution and Vote counting minutes

- a. The vote counting minutes and the resolution must be sent to shareholders within 15 days from the date of completion of vote counting. The sending of the vote counting minutes and the resolution may be replaced by posting them on the Company's website within 24 hours from the time of completion of vote counting.
- b. A resolution passed by collecting shareholders' written comments has the same validity as a resolution passed at a General Meeting of Shareholders.

7. Document storage:

The completed opinion collection ballot, the vote counting minutes, the passed resolution, and related documents sent with the opinion collection ballot must all be kept at the Company's head office.

8. Request to cancel a Decision of the General Meeting of Shareholders passed by collecting written comments

Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results of the General Meeting of Shareholders, a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises has the right to request a Court or Arbitration to consider and cancel the resolution or a part of the resolution of the General Meeting of Shareholders in the following cases:

The Internal Regulations on Corporate Governance of Phuc Thinh Design Construction Trading Corporation

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- a. The order 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 prescribed in Clause 3, Article 21 of the Company Charter.
- b. The content of the resolution violates the law or the Company Charter.

III. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY ONLINE CONFERENCE

Article 23. Notice of convening an online General Meeting of Shareholders

Implemented in accordance with the provisions of Article 6 of these Regulations.

Note: Voting/election ballots do not need to be sent with the meeting invitation notice.

Article 24. Method of registering to attend the online General Meeting of Shareholders

The method of registering to attend the online General Meeting of Shareholders before the opening date of the General Meeting of Shareholders is clearly specified in the Notice of the General Meeting of Shareholders, including:

1. Participation conditions:

- Named in the list of shareholders eligible to attend the General Meeting of Shareholders, prepared in accordance with the Company's notice of rights exercise.
- Authorized representative eligible to attend in accordance with the provisions of law and the Company Charter.

2. Technical requirements:

Delegates must have electronic devices with internet connection (e.g., computers, tablets, mobile phones, or other electronic devices with internet access...).

3. Method of recording Delegates attending the online General Meeting of Shareholders:

A Delegate is recorded by the electronic voting system as attending the online General Meeting of Shareholders when that Delegate accesses the system using the access information provided in accordance with Article 26 of this Regulation and has confirmed their attendance at the online General Meeting of Shareholders on the electronic voting system.

Article 25. Provide login information and perform electronic voting

1. Information regarding the link to access the electronic voting system, username, access password, and other identification factors (if any) to attend the online General Meeting of Shareholders will be provided in the meeting invitation notice (or the form of login information notification prescribed by the Board of Directors). Delegates are responsible for keeping their username, password, and other provided identification factors confidential 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 a Delegate requests to have their login information re-provided, the Organizing Committee of the Meeting may notify them via the following forms: in person, by mail, or by email/telephone. The form of providing login information via email or telephone shall only be implemented based on shareholder information from the list of shareholders with voting rights prepared by the Vietnam Securities Depository and Clearing Corporation in accordance with the Company's notice of rights exercise for attending the General Meeting of Shareholders.

3. The Delegate uses the username, access password, or other identification factors (if any) to access the electronic voting system to confirm attendance at the online General Meeting of Shareholders and perform electronic voting according to the content of the online General Meeting of Shareholders agenda.

Article 26. Authorization for a representative to attend the online General Meeting of Shareholders

1. Shareholders shall perform authorization in accordance with the provisions of Clause 2, Article 8 of this Regulation.
2. Some regulations to note when performing online authorization:

Shareholders must ensure they provide full information to perform online authorization, especially providing information of the authorized party: telephone number, contact address, and email address. This is the basis for issuing the username, access password, and other identification factors (if any) to the authorized party.

Validity of online authorization: the authorization only has legal validity when the following conditions are met:

- When the shareholder fills in all information according to the online authorization form and completes the online authorization.
- The power of attorney is printed according to the online authorization form with the full signature, full name, and seal (if it is an organization) of both the authorizing party and the authorized party.
- The Company receives the original power of attorney sent before the official opening of the meeting.

Cancellation of authorization for shareholders who have authorized online: the shareholder sends an official written request to cancel the online authorization to the company before the official opening of the meeting. In case the authorized party has already attended the Meeting, the time when the cancellation of authorization takes effect is calculated from the time the Company receives the official written request to cancel the online authorization; the validity of the contents that have been voted/elected previously remains unchanged.

Cancellation of authorization will be void if the authorized representative has already cast a voting ballot/election ballot on any matter of the online General Meeting of Shareholders agenda.

Article 27. Conditions for conducting

Implement in accordance with the provisions of Article 9 of this Regulation.

Article 28. Discussion at the online General Meeting of Shareholders

a. Principles:

- Discussion shall only be conducted within the prescribed time and within the scope of matters presented in the General Meeting of Shareholders agenda;
- Only Delegates are allowed to participate in the discussion;
- Delegates with opinions shall register the discussion content in the form specifically prescribed in the working regulations of the meeting;
- The Secretariat will arrange the Delegates' questions in the order of registration and forward them to the Chairperson.



b. Responding to Delegates' opinions:

- Based on the Delegate's discussion content, the Chairperson or a member designated by the Chairperson will respond to the Delegate's opinions;
- In case of time constraints, questions not answered directly at the Meeting will be answered by the Company later.

Article 29. Form of passing Resolutions of the online General Meeting of Shareholders

The General Meeting of Shareholders passes Resolutions under its authority by means of electronic voting.

Article 30. Method of online voting

a. Method of voting:

- The Delegate selects one of the three voting options: Approve, Disapprove, or Abstain for each matter put to a vote at the Meeting as set up in the electronic voting system.
- Thereafter, the Delegate proceeds to confirm the vote so that the electronic voting system records the result.

b. Method of election:

- Election by cumulative voting method: If the Company Charter does not provide otherwise, the election of members of the Board of Directors and the Board of Supervisors must be carried out by the cumulative voting method (equal cumulative voting or proportional cumulative voting). Accordingly, the Delegate performs the election by marking the "Cumulative voting" box or clearly writing the number of votes in the "Number of votes" box for the corresponding candidates on the election ballot set up in the electronic voting system. Thereafter, the Delegate proceeds to confirm the election so that the electronic voting system records the result.
- Election by voting method (if any): Implement in accordance with the voting provisions stated in Clause a of this Article.

c. Some other regulations when performing electronic voting:

- In case a Delegate does not complete all voting and election matters according to the meeting agenda, the matters not yet voted or elected are considered as the Delegate not having cast a voting ballot or election ballot for those matters.
- In case issues arise outside the sent meeting agenda, Delegates may vote or elect additionally. If a Delegate does not vote or elect on the arising issues, it is considered that the Delegate has not cast a voting ballot or election ballot for those arising issues.
- Delegates may change the voting/election results (but cannot cancel the voting/election results); including the results of voting/election on issues arising outside the Meeting agenda. The online system only records the vote counting for the final voting/election results at the time of closing the electronic voting for each vote-counting round prescribed in the meeting's working regulations.
- In case the Delegate performs proportional cumulative voting: An invalid ballot is a ballot where the total number of votes for candidates is different from (greater or less than) the total number of votes of the Delegate represented, calculated at the time of election vote counting.

- The electronic voting time is specifically prescribed in the working regulations at the meeting. Delegates can access the electronic voting system and vote 24 hours a day, except in cases of system maintenance or other reasons beyond the Company's control. Upon the expiration of the voting time, the system will not record any further electronic voting results from Delegates.

Article 31. Method of online vote counting

When a Delegate performs voting/election, the number of voting ballots and election ballots are recorded on the electronic voting system. Based on the voting/election results, the Vote Counting Committee shall summarize the results according to the following principles:

- Summarize voting ballots/election ballots (by voting method) for each voting matter, the total number of valid and invalid ballots, approval, disapproval, and abstention; the corresponding percentage of the total voting shares of shareholders attending and voting in accordance with the Company Charter;
- Summarize election ballots by cumulative voting method, the total number of valid and invalid ballots, the number of votes for each candidate, and other contents in accordance with the Company Charter.

Article 32. Notification of vote counting results of the online General Meeting of Shareholders

Based on the vote counting minutes recorded as prescribed in Article 32 of this Regulation, the Vote Counting Committee will check, summarize, and report the vote counting results of each matter to the Chairperson according to the meeting agenda. The vote counting results will be announced by the Chairperson immediately before the closing of the meeting.

Article 33. Preparation of minutes of the online General Meeting of Shareholders

- Implement in accordance with the provisions of Article 19 of this Regulation.
- The venue organized and recorded in the minutes of the online General Meeting of Shareholders is the location where the Chairperson of the Meeting is present to conduct the Meeting. This location must be within the territory of Vietnam.
- The form of passing the minutes of the General Meeting of Shareholders is specifically prescribed in the Company's working regulations at the General Meeting of Shareholders session.

Article 34. Disclosure of Resolutions and Minutes of the online General Meeting of Shareholders

Implement in accordance with the provisions of Article 20 of this Regulation.

IV. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS PASSING RESOLUTIONS BY MEANS OF IN-PERSON MEETING COMBINED WITH ONLINE PARTICIPATION

Article 35. Notice of convening the General Meeting of Shareholders

Implement in accordance with the provisions of Article 6 of this Regulation.

Article 36. Procedures for registering to attend the General Meeting of Shareholders

Implement in accordance with the provisions of Clause 1, Article 8 and Article 25 of this Regulation.

Article 37. Authorization for representatives to attend the General Meeting of Shareholders

Implement in accordance with the provisions of Clause 2, Article 8 and Article 28 of this Regulation.

Article 38. Conditions for conduct

Implement in accordance with the provisions of Article 9 of this Regulation.

Article 39. Forms of passing resolutions of the General Meeting of Shareholders

Implement in accordance with the provisions of Article 10 and Article 30 of this Regulation.

Article 40. Voting methods

Implement in accordance with the provisions of Article 13, Article 14, and Article 31 of this Regulation.

Article 41. Vote counting methods

Implement in accordance with the provisions of Article 15 and Article 32 of this Regulation.

Article 42. Announcement of vote counting results

Implement in accordance with the provisions of Article 17 and Article 33 of this Regulation.

Article 43. Preparation of minutes of the General Meeting of Shareholders

Implement in accordance with the provisions of Article 19 and Article 34 of this Regulation.

Article 44. Disclosure of Resolutions and Minutes of the General Meeting of Shareholders

Implement in accordance with the provisions of Article 20 of this Regulation.

CHAPTER 3 – BOARD OF DIRECTORS

Section 1. General Provisions

Article 45. Roles, rights, and obligations of the Board of Directors

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

1. Be accountable to shareholders for the company's operations;
2. Treat all shareholders equally and respect the interests of persons with interests related to the company;
3. Ensure that the company's operations comply with the provisions of the law, the Company Charter, and the company's internal regulations;
4. Develop the Regulations on Operation of the Board of Directors to submit to the General Meeting of Shareholders for approval and publish on the company's website
5. Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 20% or more of the total asset value recorded in the company's most recent financial statement
6. Supervise and prevent conflicts of interest of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other corporate managers, including the misuse of company assets and abuse of related party transactions;

7. Develop the Internal Regulations on Corporate Governance and submit them to the General Meeting of Shareholders for approval in accordance with Article 270 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the government detailing the implementation of a number of articles of the Law on Securities;
8. Appoint the Person in charge of Corporate Governance;
9. Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the General Director, the Person in charge of Corporate Governance, and other corporate managers of the company;
10. Report on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/NĐ-CP.
11. Pay dividends to shareholders in accordance with the law after being approved by the annual General Meeting of Shareholders.
12. Other rights and obligations as prescribed by the Company Charter and the Internal Regulations on Corporate Governance

Article 46. Rights, obligations, and responsibilities of members of the Board of Directors

1. Members of the Board of Directors have full rights as prescribed by the Law on Securities, related laws, the Company Charter, and the Internal Regulations on Corporate Governance, including the right to be provided with information and documents regarding the financial situation and operating activities of the company and its units. The process for providing information is as prescribed in the Appendix to this Regulation. The person provided with information is responsible for keeping the provided information confidential and using it for the assigned work for the correct purpose.
2. Members of the Board of Directors have obligations as prescribed by the Company Charter and the following obligations:
 - a. Perform their duties honestly and carefully for the best interests of the shareholders and the company;
 - b. Attend all meetings of the Board of Directors and express opinions on issues discussed;
 - c. Report promptly and fully to the Board of Directors on remuneration received from the Company's subsidiaries, associated companies, and other organizations;
 - d. Report to the Board of Directors at the nearest meeting on transactions between the company, the Company's subsidiaries, or companies controlled by the public company with 50% or more of the Charter capital, and members of the Board of Directors and their related persons; and transactions between the company and companies in which a member of the Board of Directors is a founding member or a corporate managers within the 03 years prior to the Time of transaction;
 - e. Disclose information when executing transactions involving the company's shares in accordance with the law.
 - f. Each independent member of the Board of Directors must prepare an assessment report on the activities of the Board of Directors

Section 2 – Regulations on Nomination, self-nomination, election, dismissal, and removal of members of the Board of Directors

Article 47. Number, term, and structure of members of the Board of Directors

The Internal Regulations on Corporate Governance of Phuc Thinh Design Construction Trading Corporation



1. The number of members of the Board of Directors is 05.
2. The term of a member of the Board of Directors is no more than 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 Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.
3. The structure of members of the Board of Directors is as follows:
 - a. The structure of the Board of Directors of the company must ensure a minimum of 01 non-executive member. The company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the company to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors must ensure there is a minimum of 01 independent member;

The rights, obligations, and methods of organizing and coordinating the activities of independent members of the Board of Directors shall be specifically prescribed in the Regulations on Operation of the Board of Directors.

- a. A member of the Board of Directors shall no longer hold the status of a member of the Board of Directors in case they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
- b. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.
- c. Members of the Board of Directors do not necessarily have to be shareholders of the company.

Article 48. Standards and conditions for members of the Board of Directors

1. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1 and Clause 2 of Article 155 of the Law on Enterprises and the Company Charter.
2. The Chairman of the Board of Directors may not concurrently hold the position of General Director of a public company.
3. A member of the Board of Directors of a public company may only concurrently be a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.
4. An independent member of the Board of Directors must notify the Board of Directors if they no longer meet the standards and conditions prescribed in Clause 2, Article 155 of the Law on Enterprises, and shall automatically cease to be an independent member of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must announce the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within 06 months from the date of receiving the notification from the relevant independent member of the Board of Directors.

Article 49. Nomination, self-nomination of members of the Board of Directors

1. 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 Directors in accordance with the Law on Enterprises and the Company Charter. Shareholders holding Common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares has the right to nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% to less than 90% may nominate eight (08) candidates or more.
2. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Regulations on Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.
3. The nomination document for a candidate must clearly state the name of the shareholder or group of shareholders, the quantity of each type of share held by the shareholder or group of shareholders at the time of nominating the candidate for the Board of Directors, and information related to the candidate (candidate profile) in accordance with Article 25 of the Company Charter.
 - a. Nomination of candidates for the form of a General Meeting of Shareholders:
 - In case a Shareholder or group of shareholders sends a written proposal regarding the nomination of candidates for the Board of Directors at least 15 (fifteen) days before the opening date of the General Meeting of Shareholders, the Board of Directors is responsible for reviewing and approving it within 5 (five) days from the date of receiving the nomination or self-nomination proposal, and disclosing information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders.
 - In case the shareholder or group of shareholders nominates candidates without ensuring the minimum of 15 days before the opening date of the General Meeting of Shareholders, the Board of Directors shall send a notice regarding the time for reviewing the candidate's dossier to the shareholder or group of shareholders within 3 (three) days from the date of receiving the nomination or self-nomination. During the aforementioned review period, the Board of Directors will disclose information about the candidates as soon as the Board of Directors approves the candidate's dossier. In case the Board of Directors does not have sufficient time for review as notified, the Board of Directors will present this nomination or self-nomination information at the General Meeting of Shareholders.
 - b. Nomination of candidates for the form of collecting shareholders' written comments:
 - The Board of Directors is responsible for disclosing the Regulation on nomination of

candidates for the Board of Directors (forms and information related to nomination and self-nomination) no later than seven (07) days before the closing date of the list of candidates and nominees. The closing date for the list of candidates and nominees shall be decided by the Board of Directors. Candidates and nominating shareholders must ensure the requirements regarding standards and conditions as prescribed by law and the Company Charter, and are responsible for submitting the nomination or self-nomination dossier on time and with full components as notified by the Company. Notification of results for dossiers that do not meet the requirements (if any) shall be carried out via email.

- After the deadline for receiving nomination and self-nomination dossiers, the Company shall finalize the list of eligible candidates. The list and information related to eligible candidates shall be disclosed at least ten (10) days before the date of sending back the shareholders' voting ballots. After the time of disclosing the list of candidates as prescribed, the Company shall not accept additional nomination or self-nomination dossiers for that round of consultation.

Article 50. Method of electing members of the Board of Directors

1. The voting for members of the Board of Directors must be conducted by the cumulative voting method, whereby each shareholder has a total number of voting ballots corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors are determined by the number of votes calculated from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Company Charter is reached. In case there are 02 or more candidates reaching the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with equal votes or selection will be made according to the criteria prescribed in the election regulation or the Company Charter.
2. If the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors may be conducted by the cumulative voting method as above or by the voting method (in favor, against, no opinion). The voting rate for approval by the voting method shall be implemented in accordance with Clause 2, Article 21 of the Company Charter.

Article 51. Cases of dismissal, removal, replacement, and supplementation of members of the Board of Directors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - a. Does not have sufficient standards and conditions as prescribed in Article 155 of the Law on Enterprises;
 - b. Has submitted a resignation letter and it has been accepted;
 - c. Other cases as prescribed in the Company Charter.

- d. Upon receiving a document related to a member of the Board of Directors having submitted a resignation letter or falling into one or more cases of dismissal as prescribed in this clause, the Board of Directors is responsible for recording and presenting it to the General Meeting of Shareholders for consideration of dismissal at the nearest meeting or via the form of collecting shareholders' written comments.

During the time waiting for the General Meeting of Shareholders to decide, the member subject to dismissal consideration remains a member of the Board of Directors as prescribed by law. The remaining members of the Board of Directors may consider and decide on adjusting the internal assignment of tasks or management positions (if any) of this member to ensure the Company's governance activities are carried out continuously and effectively.

The payment of remuneration and other benefits to members of the Board of Directors during this period shall be considered on the basis of the actual level of participation in the Company's governance activities and decided by the remaining members of the Board of Directors.

2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
- a. Does not participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
 - b. Other cases as prescribed in the Company Charter.
3. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors; dismiss or remove a member of the Board of Directors outside the cases prescribed in Clause 1 and Clause 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
- a. The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number prescribed in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
 - b. The number of independent members of the Board of Directors decreases, failing to ensure the percentage as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;
 - c. Except for the cases prescribed in Point a and Point b of this clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the nearest meeting.

Article 52. Notification regarding the election, dismissal, and removal of members of the Board of Directors

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

Article 53. Method of introducing candidates for members of the Board of Directors

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

- a. Full name, date, month, and year of birth;
- b. Qualification;
- c. Work history;
- d. Other management positions (including the position of Board of Directors member of other companies);
- e. Interests related to the company and the company's related parties;
- f. Other information (if any) as prescribed in the Company Charter.

The Company is responsible for disclosing information about companies where the candidate is holding the position of member of the Board of Directors, other management positions, and interests related to the company of the candidate for the Board of Directors (if any).

Article 54. Election, removal, and dismissal of the Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors must not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a. Develop the program and activity plan of the Board of Directors;
 - b. Prepare the program, content, and documents for the meeting; convene, preside over, and act as Chairperson of the Board of Directors meeting;
 - c. Organize the approval of resolutions and decisions of the Board of Directors;
 - d. Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
 - e. Act as Chairperson of the General Meeting of Shareholders;
 - f. Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.
4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the dismissal or removal.
5. In case the Chairman of the Board of Directors is absent or impracticable to perform their duties, they must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors is Deceased, missing, temporarily detained, serving a prison sentence, serving an administrative handling measure at a compulsory rehabilitation center or compulsory education

institution, has escaped from their place of residence, has limited or lost civil act capacity, has difficulty in cognition or behavior control, is prohibited by the Court from holding certain positions, practicing certain professions, or doing certain jobs, the remaining members shall elect one among the members to hold the position of Chairman of the Board of Directors based on the principle that the majority of the remaining members agree until there is a new decision from the Board of Directors.

Section 3 – Remuneration, salary, bonuses, and other benefits of members of the Board of Directors

Article 55. Remuneration, bonuses, and other benefits of members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and performance.
2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the 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. A member of the Board of Directors holding an executive position or a member of the Board of Directors working on committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum fee, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors have the right to be reimbursed for all travel, food, accommodation, and other reasonable expenses they have incurred while performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include coverage for liabilities of members of the Board of Directors related to violations of the law and the Company Charter.

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

Article 56. Minimum number of meetings per month/quarter/year

1. The Chairman of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of

votes or the highest voting rate. In the event that more than one member has the same highest number of votes or voting rate, the members shall elect by majority principle to choose 01 person among them to convene the meeting of the Board of Directors.

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

Article 57. Cases requiring the convening of an extraordinary meeting of the Board of Directors

1. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a. Upon the request of the Board of Supervisors or an independent member of the Board of Directors;
 - b. Upon the request of the General Director or at least 05 other corporate managers;
 - c. Upon the request of at least 02 members of the Board of Directors;
 - d. Other cases as prescribed by the Company Charter.
2. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.
3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article and at the latest 03 (three) working days before the meeting date. The meeting of the Board of Directors must be held no later than 10 (ten) working days from the date the Company receives the request. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for damages incurred by the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors, with the convening procedure similar to that of the Chairman convening upon request.

Article 58. Notice of meeting of the Board of Directors and the right of members of the Board of Supervisors to attend the meeting of the Board of Directors

1. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a meeting invitation notice at the latest 03 working days before the meeting date. The meeting invitation notice must specifically specify the time and location of the meeting, the agenda, and the issues to be discussed and decided. The meeting invitation notice must be accompanied by documents used at the meeting and the voting ballot of the member.

The notice of invitation to the meeting of the Board of Directors can be sent by invitation letter, telephone, fax, electronic means, or other methods prescribed by the Company Charter and must ensure it reaches the contact address of each member of the Board of Directors registered with the Company.

2. The Chairman of the Board of Directors or the person convening the meeting shall send the meeting invitation notice and accompanying documents to members of the Board of Supervisors as they do for members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

Article 59. Conditions for organizing a meeting of the Board of Directors

A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members are present. In case the meeting convened according to the provisions of this Clause does not have enough members present as prescribed, it shall be convened for the second time within 07 days from the intended date of the first meeting and at the latest 03 (three) working days before the meeting date. The meeting of the Board of Directors must be held no later than 10 (ten) working days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

Article 60. Voting method

1. The Board of Directors adopts resolutions and decisions by voting at the meeting, collecting opinions in writing, or other forms prescribed by the Company Charter. Each member of the Board of Directors has one voting ballot. A member of the Board of Directors is considered to be present and voting 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 Article 62 of this Regulation;
 - 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;
 - e. Sending voting ballots by other means.
2. In case of sending voting ballots to the meeting via mail, the voting ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at the latest 01 hour before the opening. The voting ballot shall only be opened in the presence of all attendees.
3. Voting
 - a. Except as provided in Point b, Clause 3 of this Article, each member of the Board of Directors or an authorized person in accordance with Clause 1 of this Article who is directly present in person at the meeting of the Board of Directors has one (01) voting ballot;
 - b. Members of the Board of Directors are not allowed to vote on contracts, transactions, or proposals in which that member or a person related to that member has an interest and that interest conflicts or may conflict with the interests of the Company. Members of the Board of Directors shall not be counted in the minimum number of members present to hold a meeting of the Board of Directors regarding decisions for which that member does not have the right to vote;
 - c. According to the provisions of Point d, Clause 11, Article 30, when an issue arises at the meeting related to the interest or voting right of a member of the Board of Directors and that member does not voluntarily waive the right to vote, the ruling of the Chairperson is final, unless the nature or scope of the interest of the related member of the Board of Directors has not been fully disclosed;
 - d. A member of the Board of Directors benefiting from a contract specified in Point a and Point b, Clause 6, Article 43 of this Charter is considered to have a significant interest in that contract;
 - e. Supervisors have the right to attend meetings of the Board of Directors, have the right to discuss but not to vote.
4. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that they are a person with an interest therein has the responsibility to disclose this interest at the first meeting of the Board



discussing the signing of this contract or transaction. In case a member of the Board of Directors does not know that they and their related persons have an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after this member knows that they have an interest or will have an interest in the aforementioned transaction or contract.

5. The Board of Directors has the right to collect opinions from members of the Board of Directors in writing to adopt a Resolution of the Board of Directors when passing issues under the authority of the Board of Directors in Clause 2, Article 27 of the Company Charter. The opinion collection ballot must be sent to members of the Board of Directors at the latest three (03) days before the deadline for returning the opinion collection ballot. The minutes of counting opinion collection ballots must be signed by the Chairman of the Board of Directors (representing the ballot counting component) and the Head of the Board of Supervisors (representing the ballot counting supervision component).
6. A resolution in the form of written opinion collection is adopted based on the approval of the majority of members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution adopted at a meeting.
7. The Chairman of the Board of Directors is responsible for sending the minutes of the meeting of the Board of Directors to the members, and those minutes are authentic evidence of the work conducted in the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the meeting of the Board of Directors are prepared in Vietnamese and may be prepared in a foreign language. The minutes must be signed by the Chairperson and the minute-taker.

Article 61. Method of adopting resolutions of the Board of Directors

Resolutions and decisions of the Board of Directors are passed if approved by a majority of the members present at the meeting; in the event of a tie, the final decision shall rest with the side supported by the Chairman of the Board of Directors.

Article 62. Authorization for another person to attend meetings on behalf of a member of the Board of Directors

Members must attend all meetings of the Board of Directors in full. A member may authorize another person to attend and vote at a meeting if approved by a majority of the members of the Board of Directors.

Note that a member of the Board of Directors may not vote on transactions that provide benefits to that member or their related persons in accordance with the Law on Enterprises and Article 43 of the Company Charter.

Article 63. Preparation of minutes of Board of Directors meetings

Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in Chinese, including the following main contents:

- a. Name, Address, and enterprise identification number;
- b. Time and location of the meeting;
- c. Purpose, agenda, and content of the meeting;

- d. Full name of each member attending the meeting or the person authorized to attend and the method of attendance; full names of members not attending and the reasons;
- e. Issues discussed and voted upon at the meeting;
- f. Summary of opinions expressed by each member attending the meeting in the order of the meeting's proceedings;
- g. Voting results, clearly stating the members who voted in favor, against, and those who abstained;
- h. Issues passed and the corresponding voting rate for approval;
- i. Full name and signature of the Chairperson and the minute-taker, except in cases specified in Article 65 of this Regulation.

Minutes of Board of Directors meetings and documents used in the meeting must be kept at the Company's Address.

Minutes prepared in Vietnamese and Chinese have equal legal validity. In case of any discrepancy in content between the Vietnamese and Chinese versions, the content in the Vietnamese version shall prevail.

The Chairperson, the minute-taker, and those who sign the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

Minutes of Board of Directors meetings and documents used in the meeting must be kept at the Company's Address.

Article 64. In case the Chairperson and/or the secretary refuse to sign the minutes of the Board of Directors meeting

In case the Chairperson or the minute-taker refuses to sign the meeting minutes, but the minutes are signed by all other members of the Board of Directors who attended the meeting and contain full information as prescribed in points a, b, c, d, dd, e, g, and h of Article 64 of this Regulation, then these minutes shall be valid. The meeting minutes shall clearly state the refusal of the Chairperson or the minute-taker to sign. The persons signing the meeting minutes shall be jointly liable for the accuracy and truthfulness of the content of the Board of Directors meeting minutes. The Chairperson and the minute-taker shall be personally liable for any damage caused to the Company due to their refusal to sign the meeting minutes in accordance with the law and the Company Charter.

Article 65. Notification of resolutions and decisions of the Board of Directors

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

Section 5 - Committees under the Board of Directors

Article 66. Committees under the Board of Directors

1. The Board of Directors may establish committees under its authority to be in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of a committee shall be decided by the Board of Directors and shall consist of at least 03 people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority in the committee, and one of these members shall be appointed as the Head of the

Committee according to the decision of the Board of Directors. The operation of the committee must comply with the regulations of the Board of Directors. A resolution of a committee is only valid when approved by a majority of members attending and voting at the committee meeting.

2. The implementation of decisions of the Board of Directors or committees under the Board of Directors must comply with current legal regulations, the Company Charter, and the Internal Regulations on Corporate Governance.
3. The establishment and operation of internal audit committees under the Board of Directors (if any) are detailed in Appendix I attached to this Regulation.
4. The establishment and operation of other committees under the Board of Directors (if any) shall be decided by the Board of Directors and comply with current regulations.

Section 6 - Selection, appointment, and relief of duty of the Person in charge of Corporate Governance

Article 67. Standards for the Person in charge of Corporate Governance

The Person in charge of Corporate Governance may not simultaneously work for an approved auditing organization that is currently auditing the Company's financial statements.

Article 68. Appointment of the Person in charge of Corporate Governance

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

Article 69. Cases for relief of duty of the Person in charge of Corporate Governance

1. The Board of Directors may remove/relieve the Person in charge of Corporate Governance of duty when necessary, provided it is not contrary to current labor laws.
2. The Person in charge of Corporate Governance may be removed from office by a resolution of the General Meeting of Shareholders.

Article 70. Notification of appointment and relief of duty of the Person in charge of Corporate Governance

After a decision is made to appoint or relieve the Person in charge of Corporate Governance of duty, the Company is responsible for disclosing information internally within the Company, to relevant authorities, on mass media, and on the Company's website in accordance with the current order and regulations of the law.

Article 71. Rights and Obligations of the Person in charge of Corporate Governance

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

- a. Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on matters related to the relationship between the Company and shareholders;
- b. Prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
- c. Provide advice on meeting procedures;

- d. Attend meetings;
- e. Provide advice on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- f. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Board of Supervisors;
- g. Supervise and report to the Board of Directors on the Company's information disclosure activities;
- h. Act as the contact point for related persons;
- i. Maintain confidentiality of information in accordance with the provisions of the law and the Company Charter;
- j. Other rights and obligations as prescribed by law and this Charter.



CHAPTER 4 – BOARD OF SUPERVISORS

Section 1. General Provisions

Article 72. Roles, rights, and obligations of the Board of Supervisors, and responsibilities of members of the Board of Supervisors

1. Members of the Board of Supervisors have rights as prescribed by the Law on Enterprises, relevant laws, the Company Charter, and the Regulations on Operation of the Board of Supervisors, including the right to access information and documents related to the Company's Financial situation. Members of the Board of Directors, the General Director, and other executive officers are responsible for providing information in a timely and complete manner at the request of members of the Board of Supervisors.
2. Members of the Board of Supervisors are responsible for complying with the provisions of the law, the Company Charter, the Regulations on Operation of the Board of Supervisors, and professional ethics in exercising their assigned rights and obligations.
3. The Board of Supervisors has the rights and obligations prescribed in Article 170 of the Law on Enterprises, the Company Charter, and the following rights and obligations:
 - a. Propose and recommend the General Meeting of Shareholders to approve the list of approved auditing organizations to audit the Company's Financial statements; decide on the approved auditing organization to inspect the Company's operations, and dismiss the approved auditor when deemed necessary.
 - b. Be accountable to shareholders for their supervisory activities.
 - c. Supervise the Company's Financial situation and the compliance with the law in the activities of members of the Board of Directors, the General Director, and other corporate managers.
 - d. Ensure coordination with the Board of Directors, the General Director, and shareholders.
 - e. In case of discovering acts of violation of the law or the Company Charter by members of the Board of Directors, the General Director, or other executive officers, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violating person to terminate the violation and implement solutions to remedy the consequences.
 - f. Develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval. The Minister of Finance shall provide a sample Regulations on Operation of the Board of Supervisors for public companies to refer to when developing their own Regulations on Operation of the Board of Supervisors.
 - g. Report to the General Meeting of Shareholders in accordance with Article 290 of Decree 155/2020/NĐ-CP.
4. The Board of Supervisors is responsible for receiving requests for inspection of books and records from common shareholders as stipulated in Clause 1, Article 45 of the Company Charter and for fulfilling these requests for information provision to the Board of Directors, the General Director, or other corporate managers. The procedure for requesting information is stipulated in the Appendix of this Regulation. The person provided with information is responsible for maintaining the confidentiality of the information provided and using it for the correct purpose for the assigned work.

Section 2. Regulations on the Term, number, composition, and structure of members of the Board of Supervisors

Article 73. Number, term, composition, and structure of members of the Board of Supervisors

1. The number of members of the Board of Supervisors of the Company is 03 persons.
2. The term of a Supervisor shall not exceed 05 years and they may be re-elected for an unlimited number of terms. In case the term of all Supervisors ends at the same time and new Supervisors have not yet been elected, the outgoing Supervisors shall continue to exercise their rights and obligations until new Supervisors are elected and take office.
3. Members of the Board of Supervisors are not necessarily shareholders of the company.
4. The Head of the Board of Supervisors is elected by the Board of Supervisors from among the Supervisors; the election, dismissal, and removal shall be based on the majority principle. The rights and obligations of the Head of the Board of Supervisors are stipulated by the Company Charter. More than half of the Supervisors must be permanent residents in Vietnam. The Head of the Board of Supervisors must have a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise, unless the Company Charter provides for other higher standards.
5. In case the term of all Supervisors ends at the same time and new Supervisors have not yet been elected, the outgoing Supervisors shall continue to exercise their rights and obligations until new Supervisors are elected and take office.

Article 74. Standards and conditions for members of the Board of Supervisors

1. A Supervisor must meet the following standards and conditions:
 - a. Not falling into the cases stipulated in Clause 2, Article 17 of the Law on Enterprises;
 - b. Trained in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major suitable for the business activities of the enterprise;
 - c. Not being a family member of a member of the Board of Directors, the General Director, or other corporate managers;
 - d. Not being a corporate managers of the company; not necessarily being a shareholder or employee of the company;
 - e. Not being a person working in the accounting or finance department of the Company;
 - f. Not being a member or employee of an independent audit firm performing the audit of the company's financial statements in the 03 consecutive years prior.
 - g. Other standards and conditions as stipulated by other relevant laws and the Company Charter.
2. In addition to the standards and conditions stipulated in Clause 1 of this Article, a company Supervisor must not be a family member of the corporate managers of the company and the parent company; the capital representative of the enterprise, the state capital representative at the parent company and at the company, ensuring full compliance with the conditions stipulated in Clause 2, Article 169 of the Law on Enterprises.

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3. The Head of the Board of Supervisors must have a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.

Article 75. Nomination and self-nomination of members of the Board of Supervisors

1. The self-nomination and nomination of members of the Board of Supervisors shall be carried out similarly to the provisions in Clause 1, Article 25 of the Company Charter and Clause 3, Article 49 of this Regulation. Shareholders holding voting shares have the right to aggregate their voting rights for each person to nominate Supervisors. A shareholder or group of shareholders holding from 10% to less than 30% may nominate 02 members; from 30% to less than 50% may nominate 03 members; from 50% to less than 65% may nominate 04 members; and if holding 65% or more, they may nominate 04 members.
2. In case the number of candidates for the Board of Supervisors through nomination and self-nomination is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations similarly as stipulated in this Regulation. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 76. Method of electing members of the Board of Supervisors

1. Voting to elect members of the Board of Supervisors must be carried out by the cumulative voting method, whereby each shareholder has a total number of voting ballots corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Supervisors, and the shareholder has the right to aggregate all or part of their total votes for one or more candidates. The person elected as a member of the Board of Supervisors is determined by the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members stipulated in the Company Charter is reached. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Supervisors, a re-election shall be held among the candidates with equal votes or a selection shall be made based on the criteria stipulated in the election regulations, the Operating Regulations of the Board of Supervisors, or the Company Charter.
2. If the number of candidates is less than or equal to the number of members of the Board of Supervisors to be elected, the election of members of the Board of Supervisors may be carried out by the cumulative voting method as above or by the voting method (approve, disapprove, no opinion). The voting rate for approval through the voting method shall be implemented in accordance with Clause 2, Article 21 of the Company Charter.

Article 77. Cases for dismissal and removal of members of the Board of Supervisors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Supervisors in the following cases:
 - a. No longer meeting the standards and conditions to be a member of the Board of Supervisors as stipulated in Article 169 of the Law on Enterprises;
 - b. Having submitted a resignation letter and it has been accepted;
 - c. Other cases as stipulated by the Company Charter.

- d. Upon receiving a document related to a member of the Board of Supervisors submitting a resignation letter or falling into one or more cases of dismissal stipulated in this Clause, the Board of Supervisors is responsible for recording and submitting it to the General Meeting of Shareholders for consideration of dismissal at the nearest meeting or proposing that the Board of Directors organize the collection of shareholders' written comments.

During the time waiting for the General Meeting of Shareholders to decide, the member under consideration for dismissal remains a member of the Board of Supervisors in accordance with the law. The remaining members of the Board of Supervisors may consider and decide on the adjustment of internal task assignments for this member to ensure that the activities of the Board of Supervisors are carried out continuously and effectively.

The payment of remuneration and other benefits to members of the Board of Supervisors during this period shall be considered based on the actual level of participation in the activities of the Board of Supervisors and decided based on the majority principle of the remaining members of the Board of Supervisors.

2. The General Meeting of Shareholders shall remove a member of the Board of Supervisors in the following cases:
 - a. Failing to complete assigned tasks and work;
 - b. Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
 - c. Repeatedly violating or seriously violating the obligations of a member of the Board of Supervisors as stipulated by the Law on Enterprises and the Company Charter;
 - d. Other cases as per the resolution of the General Meeting of Shareholders.

Article 78. Notification of election, dismissal, and removal of members of the Board of Supervisors

After the decision to elect, dismiss, or remove a Supervisor is made, the Company is responsible for disclosing information internally within the Company and to relevant agencies, on mass media, and on the Company's website in accordance with the order and regulations of current law.

Article 79. Salary and other benefits of members of the Board of Supervisors

1. Members of the Board of Supervisors are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors;
2. Members of the Board of Supervisors are reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of this remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise;
3. The salary and operating expenses of the Board of Supervisors shall be included in the business expenses of the company in accordance with the law on corporate income tax, other relevant provisions of law, and must be recorded as a separate item in the annual financial statements of the company.

CHAPTER 5 - GENERAL DIRECTOR

Article 80. Role, responsibilities, rights, and obligations of the General Director

1. The General Director is the person who manages the daily business operations of the Company; is under the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the exercise of assigned rights and obligations.
2. The General Director has the following rights and obligations:
 - a. Deciding on issues related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;
 - b. Organizing the implementation of resolutions and decisions of the Board of Directors;
 - c. Organizing the implementation of the business plan and investment plan of the Company;
 - d. Proposing the organizational structure and internal management regulations of the Company;
 - e. Appointing, dismissing, and removing management titles in the Company, except for titles under the authority of the Board of Directors;
 - f. Deciding on salaries and other benefits for employees in the Company, including corporate managers under the appointment authority of the General Director;
 - g. Recruiting employees;
 - h. Proposing plans for dividend payment or handling of business losses;
 - i. Other rights and obligations as prescribed by law, [Company Charter and resolutions, decisions of the Board of Directors].

Article 81. Term, standards, and conditions of the General Director

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

The General Director must meet the following standards and conditions:

- a. Not falling into the categories specified in Clause 2, Article 17 of the Law on Enterprises;
- b. Not being a person having family relations, a related person of the corporate managers, the Supervisor of the company and the Parent company; the representative of state capital, the representative of the enterprise's capital at the company and the Parent company as prescribed in Point d, Clause 46, Article 4 of the Law on Securities;
- c. Possessing professional qualifications and experience in the business administration of the company.

Article 82. Nomination and self-nomination of the General Director

The Board of Management and members of the Board of Directors have the right to nominate candidates for General Director in accordance with the standards and conditions prescribed in Article 82 of this Regulation and submit them to the Board of Directors for consideration when the Company has a need to seek a General Director.

Article 83. Appointment, relief of duty, signing of contracts, and termination of contracts

for the General Director

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

The Board of Directors may relieve the General Director of duty when a majority of the members of the Board of Directors with voting rights attending the meeting approve, and appoint a new General Director as a replacement.

The Board of Directors has the authority to sign/terminate contracts and decide on the terms of the labor contract as prescribed in Point i, Clause 2, Article 27 and Article 35 of the Company Charter.

Article 84. Notification of appointment, relief of duty, signing of contracts, and termination of contracts for the General Director

After the decision on the election, relief of duty, or removal of the General Director is made, the Company is responsible for disclosing information internally within the Company and to relevant authorities, on mass media, and on the Company's website in accordance with the procedures and provisions of current law.

Article 85. Salary and other benefits of the General Director

1. The General Director is paid a salary and bonus. The salary and bonus of the General Director are decided by the Board of Directors.
2. The salary of the executive officer is included in the operating activities 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 must be reported to the General Meeting of Shareholders at the annual meeting.

CHAPTER 6 – OTHER ACTIVITIES

Section 1 – Regulations on coordination of activities between the Board of Directors, the Board of Supervisors, and the General Director

Article 86. Procedures and sequence for convening, notifying meetings, recording minutes, and notifying results of meetings between the Board of Directors, the Board of Supervisors, and the General Director

The procedures and sequence for convening, notifying meetings, recording minutes, and notifying results of meetings between the Board of Directors, the Board of Supervisors, and the General Director shall be carried out in accordance with the procedures and sequence for convening Board of Directors meetings as prescribed in Section 4, Chapter 3 of this Regulation.

Article 87. Notification of Resolution/Decision of the Board of Directors to the Board of Supervisors

The Resolution/Decision, after being issued, must be sent to the Supervisors at the same time and in the same manner as for members of the Board of Directors.

Article 88. Notification of Resolution/Decision of the Board of Directors to the General Director

The Resolution/Decision of the Board of Directors (with contents related to the responsibilities, powers, and obligations of the General Director), after being issued, must be sent to the General Director at the same time and in the same manner as for members of the Board of Directors.

Article 89. Cases where the Board of Supervisors and the General Director request to convene a Board of Directors meeting and matters requiring the opinion of the Board of Directors

1. Cases for requesting to convene a Board of Directors meeting
 - a. The Board of Supervisors may request to convene a Board of Directors meeting in the following cases:
 - Upon the request of a shareholder/group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.
 - When it is found that the right to access information and documents related to the company's operating activities of the Supervisor is not fully implemented in accordance with current law and the Company Charter;
 - When detecting acts of violation of the law or violation of the Company Charter by members of the Board of Directors, the General Director, and other executive officers after having notified the Board of Directors in writing as prescribed in Clause 1, Article 38 of the Company Charter, but the violating person has not ceased the violation or has not provided solutions to remedy the consequences;
 - b. The General Director may request to convene a Board of Directors meeting in the following cases:
 - When it is found that the rights of the General Director as prescribed in Article 35 of the Company Charter are not being exercised;

- When detecting acts of violation of the law or violation of the Company Charter by other executive officers after having notified the Board of Directors in writing, but the violating person has not ceased the violation or has not provided solutions to remedy the consequences;
- 2. Matters requiring the opinion of the Board of Directors:
 - a. Recommendations to the Board of Directors regarding the organizational structure plan and internal management regulations of the Company;
 - b. Proposals for measures to improve the operations and management of the Company;
 - c. The General Director must prepare a plan for the Board of Directors to approve matters related to recruitment, termination of employment, salary, Social insurance, benefits, rewards, and discipline for employees and executive officers.
 - d. The General Director reports annually to the Board of Directors on matters related to the Company's relations with trade union organizations in accordance with the best standards, practices, and management policies, and the practices and policies prescribed in the Company Charter, the Company's regulations, and current legal provisions.
 - e. Seeking the opinion of the Board of Directors regarding the audited Financial Statements (including the Balance Sheet, the income statement, and the projected Cash Flows Statement) for each fiscal year must be submitted for the Board of Directors to approve;
 - f. Recommending a plan for dividends or handling business losses;
 - g. Seeking the opinion of the Board of Directors to approve the detailed business plan for the next fiscal year;
 - h. Other contents when deemed in the interest of the Company.

Article 90. Report of the General Director to the Board of Directors on the performance of assigned duties and powers

1. Report on the implementation status of the Resolution of the Board of Directors and the General Meeting of Shareholders, and the business plan and investment plan of the Company that have been approved by the Board of Directors and the General Meeting of Shareholders;
2. Periodically every quarter and every year, report on the assessment of the Financial situation and the Situation of production and business operations of the Company;
3. Report on Improvements in organizational structure, policies, and management;
4. Annual report on the development of obligations towards the environment, the community, and employees;
5. Report on the implementation status of other contents authorized by the Board of Directors and the General Meeting of Shareholders;
6. Reporting on other matters as requested by the Board of Directors.

Article 91. Reviewing the implementation of resolutions and other matters authorized by the Board of Directors to the General Director

Based on the report of the General Director on the performance of assigned duties and powers as prescribed in Article 81 of this Regulation, the Board of Directors will conduct a review of the results

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

Article 92. Matters the General Director must report, provide information on, and the method of notification to the Board of Directors and the Board of Supervisors

1. Matters the General Director must report, provide information on, and the method of notification to the Board of Directors
 - a. Contents according to Article 90 of this regulation;
 - b. The General Director has the obligation to notify the Board of Directors of transactions between the Company, Company's subsidiaries, and other companies controlled by the Company with 50% or more of the Charter capital with that very entity or with related persons of that entity as prescribed by law.
 - c. Other contents requiring opinion or reporting to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors will respond within seven (07) working days.

Specifically, in the case of approving contracts and transactions as prescribed in Clause 1, Article 167 of the Law on Enterprises and having a value smaller than 35% of the total asset value of the enterprise recorded in the most recent financial statement or another smaller percentage or value as prescribed in the Company Charter, the representative of the company signing the contract or transaction must notify the members of the Board of Directors and the Supervisor about the related parties to that contract or transaction and attach the draft contract or the main contents of the transaction. The Board of Directors decides on the approval of the contract or transaction within 15 days from the date of receiving the notice, unless the Company Charter prescribes a different time limit; members of the Board of Directors having interests related to the parties in the contract or transaction do not have the right to vote.

3. Matters the General Director must report, provide information on, and the method of notification to the Board of Supervisors
 - a. Reports of the General Director submitted to the Board of Directors or other documents issued by the company are sent to the Supervisors at the same time and in the same manner as for members of the Board of Directors.
 - b. The General Director and other executive officers must provide full, accurate, and timely information and documents regarding the management, administration, and operating activities of the company as requested by the Supervisor or the Board of Supervisors, excluding information related to the business secrets of the Company.
 - c. The method of notification to the Board of Supervisors is carried out as for the Board of Directors.

Article 93. Coordinating control, management, and supervision activities among members of the Board of Directors, Supervisors, and the General Director according to the specific duties of the aforementioned members

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

The Board of Supervisors plays a role in supervising, coordinating, advising, and providing full, timely, and accurate information. Specifically as follows:

- a. Regularly notify the Board of Directors of operational results, and consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
- b. During meetings of the Board of Supervisors, the Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and respond to issues that need clarification;
- c. Periodic and extraordinary inspections by the Board of Supervisors must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the Board of Directors to provide additional basis to assist the Board of Directors in the management of the Company. Depending on the level and results of the aforementioned inspection, the Board of Supervisors needs to discuss and reach a consensus with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, they are authorized to reserve their opinion in the minutes, and the Head of the BoS is responsible for reporting to the nearest General Meeting of Shareholders;
- d. In case the Board of Supervisors discovers acts of violation of the law or the Company Charter by members of the Board of Directors, the Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to terminate the violation and implement measures to remedy the consequences;
- e. A member of the Board of Supervisors is obligated to notify the Board of Directors of transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital, with that same entity or with related persons of that entity in accordance with the law;
- f. For recommendations related to the operational and financial situation of the Company, the Board of Supervisors must send a written document along with relevant materials at least fifteen (15) days prior to the intended date of receiving a response;
- g. Contents of recommendations to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors will respond within seven (07) working days.

The Board of Directors shall create favorable conditions for the Board of Supervisors to exercise its rights and obligations.

2. Coordination of activities between the Board of Supervisors and the General Director:

The Board of Supervisors has the function of inspection and supervision.

- a. During meetings of the Board of Supervisors, the Board of Supervisors has the right to request the General Director (simultaneously requesting members of the Board of Directors, the General Director, and representatives of the approved auditing organization) to attend and respond to issues that need clarification regarding matters of interest to the members of the Board of Supervisors;
- b. Periodic and extraordinary inspections by the Board of Supervisors must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the General Director to provide additional basis to assist the General Director in the management of the Company. Depending on the level and results of the aforementioned inspection, the Board of Supervisors needs to discuss and reach a consensus with the General Director before reporting

to the General Meeting of Shareholders. In case of disagreement, they are authorized to reserve their opinion in the minutes, and the Head of the BoS is responsible for reporting to the nearest General Meeting of Shareholders;

- c. A member of the Board of Supervisors has the right to request the General Director to facilitate access to records and documents related to the Company's business activities (excluding information falling under the scope of the company's business secrets) at the Headquarters or the place where records are stored, for the purpose of performing assigned tasks of the member of the Board of Supervisors if approved by the Board of Supervisors. The procedure for requesting information is specified in the Appendix of this Regulation. The person provided with information is responsible for keeping the provided information confidential and using it for the correct purpose for the assigned work.;
- d. Regarding information and documents on management, business operation, and reports on business performance, financial reports, the written request for provision from the Board of Supervisors must be sent to the Company at least forty-eight (48) working hours prior to the intended time of receiving a response. The Board of Supervisors must not use the company's undisclosed information or disclose it to others to conduct related transactions.
- e. Contents of recommendations regarding measures to amend, supplement, and improve the organizational structure of management, supervision, and business operation of the company from the Board of Supervisors must be sent to the General Director at least seven (07) working days prior to the intended date of receiving a response.

The General Director shall create favorable conditions for the Board of Supervisors to exercise its rights and obligations.

- 3. Coordination of activities between the General Director and the Board of Directors: The General Director is the person who represents the management of the Company's activities, ensuring the Company operates continuously and effectively.
 - a. When there is a recommendation for an organizational structure plan or internal management regulations of the company, the General Director shall send it to the Board of Directors as soon as possible but no less than seven (07) days before the date that content needs to be decided;
 - b. The General Director must report to the Board of Directors on issues related to employees and executive officers;
 - c. The General Director reports annually to the Board of Directors on issues related to the Company's relationship with trade union organizations in accordance with best standards, practices, and management policies, as well as practices and policies stipulated in the Company Charter, the Company's regulations, and current legal provisions;
 - d. The General Director is obligated to notify the Board of Directors of transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital, with that same entity or with related persons of that entity in accordance with the law;
 - e. Other contents requiring opinions as stipulated in Clause 2, Article 89 of this Regulation must be sent to the Board of Directors at least seven (07) working days prior to the intended date of receiving a response from the Board of Directors.

Section 2 – Regulations on annual evaluation of reward and discipline activities for members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executive officers

Article 94. Regulations on the evaluation of the performance of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executive officers

1. The Board of Directors is responsible for developing performance evaluation standards for all members of the Board of Directors, the General Director, and other executive officers.
2. Performance evaluation standards must harmonize the interests of executive officers with the long-term interests of the Company and shareholders. Financial and non-financial indicators used in the evaluation are carefully considered by the Board of Directors and decided at each time. In particular, non-financial indicators may include: interests of related parties, operational efficiency, progress and improvements achieved, etc.
3. Annually, based on assigned functions, duties, and established evaluation standards/results achieved, the Board of Directors organizes the evaluation of the performance of members of the Board of Directors.
4. The evaluation of the performance of members of the Board of Supervisors is organized and implemented according to the method mentioned in the organizational and operational structure of the Board of Supervisors.
5. The evaluation of the performance of other executive officers is carried out according to internal regulations or may be based on the self-evaluation reports of these executive officers.

Article 95. Rewards

1. The Board of Directors or the Compensation Committee (if any) is responsible for developing reward policies. Rewards are implemented based on the performance evaluation results at Article 95 of this Regulation.
2. Forms of rewards: in cash, in shares (issuing shares under an employee stock ownership plan in the company), or other forms developed by the Board of Directors or the Compensation Committee. Reward forms shall be planned by the General Director and submitted to the Board of Directors for approval; in case of exceeding authority, they shall be submitted to the General Meeting of Shareholders for approval.
3. The reward regime for members of the Board of Directors and members of the Board of Supervisors shall be decided by the General Meeting of Shareholders.
4. For executive officers: the source of reward funds is deducted from the Company's Bonus and Welfare Fund and other legal sources. The reward level is based on actual annual business results; the General Director shall propose it to the Board of Directors for approval; in case of exceeding authority, it shall be submitted to the General Meeting of Shareholders for approval.

Article 96. Discipline

1. The Board of Directors is responsible for developing forms of discipline based on the nature and severity of the violation. The highest form of discipline must be removal or dismissal.

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2. Members of the Board of Directors, members of the Board of Supervisors, and executive officers who do not fulfill their duties with honesty, diligence, and caution shall be personally liable for damages caused by them.
3. Members of the Board of Directors, members of the Board of Supervisors, and executive officers who, while performing their duties, commit acts of violation of the law or the Company's regulations shall be subject to disciplinary action, administrative penalties, or criminal prosecution depending on the severity of the violation, in accordance with the law and the Company Charter. In case of causing damage to the interests of the Company, shareholders, or others, they shall be liable for compensation in accordance with the law.



CHAPTER 7 - AMENDMENTS TO REGULATIONS ON CORPORATE GOVERNANCE

Article 97. Supplementing and amending the Regulations on Corporate Governance

1. The supplementation or amendment of this Regulation must be considered and decided by the General Meeting of Shareholders of the Company.
2. In case there are legal provisions related to the company's operations not mentioned in this regulation, or in case there are new legal provisions that differ from the terms in this regulation, those legal provisions shall automatically apply and govern the company's operations.

CHAPTER 8 - EFFECTIVE DATE

Article 98. Effective date

1. This Regulation consists of 8 Chapters, 98 Articles, and 01 Appendix, unanimously approved by the General Meeting of Shareholders of Phuc Thinh Design Construction Trading Corporation on May 13th, 2026, and they jointly accept the full validity of this regulation.
2. This Regulation is the sole and official regulation of the company.
3. Copies or extracts of the Corporate Governance Regulations must be signed by the Chairman of the Board of Directors.

ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN



MR TO KHAI DAT

APPENDIX I

INTERNAL AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Điều 1. Roles, responsibilities, and authority of the committees under the Board of Directors and each member of the committee

1. Role of the Internal Audit Committee:

Through inspection, evaluation, and advisory activities, the internal audit provides independent, objective assurances and recommendations on the following contents:

- The company's internal control system has been established and operated appropriately to prevent, detect, and handle the company's risks.
- The company's governance and risk management processes ensure effectiveness and high performance.
- The operational and strategic objectives, plans, and work tasks achieved by the company.

2. Responsibilities of the Internal Audit Committee:

- Maintain confidentiality of documents and information in accordance with current laws and the company's Internal Audit Regulations.
- Be responsible to the Board of Directors for the results of internal audit work, and for the assessments, conclusions, recommendations, and proposals in internal audit reports.
- Monitor, urge, and inspect the implementation of post-internal audit recommendations by departments within the company.
- Organize continuous training to improve and ensure professional competence for internal audit personnel.

3. Authority of the Internal Audit Committee

- Be equipped with necessary resources and provided with full and timely access to all information, documents, and records necessary for internal audit activities, such as: The preparation, allocation, and assignment of budget estimates, accounting, and budget finalization for the company; state budget estimates and state budget finalization for localities, financial statements, management reports, strategies for enterprises, and other reports related to the organization and operation of the company.
- Be entitled to access and examine all business processes and assets when performing internal audits; be entitled to access and interview all officers and employees of the company regarding issues related to the audit content.
- Be entitled to receive documents, records, and minutes of meetings of the Board of Directors and other functional departments related to internal audit work.
- Be entitled to attend internal meetings in accordance with the law or as stipulated in the Company Charter and internal regulations.
- Be entitled to supervise, evaluate, and monitor the repair, remediation, and completion activities of the leadership of companies and departments regarding issues that the internal audit has recorded and made recommendations on.

- Be protected and kept safe from uncooperative actions by the audited department/company.
- Be entitled to training to improve the capacity of personnel in the internal audit department.
- Be entitled to proactively perform tasks according to the approved audit plan.
- Other powers as prescribed by law and the company's internal audit regulations.

4. Responsibilities and authority of internal audit personnel

a. Responsibilities:

- Execute the approved audit plan;
- Identify information that is complete, reliable, relevant, and useful for achieving audit objectives;
- Based on appropriate analysis and evaluation to provide conclusions and audit results independently and objectively;
- Retain relevant information to support conclusions and provide audit results;
- Be responsible for the audit results assigned for execution;
- Maintain confidentiality of information in accordance with the law;
- Continuously improve professional competence and maintain professional ethics;
- Other responsibilities as prescribed by law and the unit's Internal Audit Regulations.

b. Authority:

- While performing an audit, have the right to be independent in commenting, evaluating, concluding, and recommending on the audited contents;
- Have the right to request the audited department/unit to provide timely and complete documents and information related to the audit content;
- Reserve opinions in writing regarding audit results within the assigned scope;
- Exercise other powers as prescribed by law and the unit's Internal Audit Regulations.

5. Responsibilities and authority of the person in charge of internal audit

a. Responsibilities:

- Manage and direct the internal audit department to perform tasks as prescribed;
- Ensure that personnel of the internal audit department are regularly trained and have sufficient qualifications and professional competence to perform tasks;
- Implement measures to ensure the independence, objectivity, and honesty of internal audit;
- Report to the subjects specified in Clause 4, Article 12 of this Decree when discovering weaknesses or shortcomings in the internal control system;
- Provide opinions when consulted by the person in charge of internal audit of state-owned enterprises or public service units under their management;
- Be responsible for the audit results performed by the internal audit department;
- Maintain confidentiality of information in accordance with the law;



- Other responsibilities as prescribed by law and the unit's Internal Audit Regulations.

b. Authority:

- Propose to the subjects specified in Clause 4, Article 12 of this Decree to issue internal audit regulations, procedures, and internal audit professional methods;
- Be entitled to propose the mobilization of personnel from other departments of the unit; be entitled to propose hiring experts, consultants, or audit services to participate in internal audits when necessary, provided that the independence of the internal audit is ensured;
- Attend meetings in accordance with the unit's internal regulations and the law;
- Exercise the powers specified in Points a, b, and c, Clause 2, Article 23 of this Decree;

Exercise other powers as prescribed by law and the unit's Internal Audit Regulations.

Điều 2. Nomination, self-nomination, election, dismissal, and removal of members of the Internal Audit Committee

1. Term, quantity, standards, and structure of the Internal Audit Committee:

- The term of a member of the Internal Audit Committee is the same as the term of that member as a member of the Board of Directors. The Company's Internal Audit Committee consists of 02 members, established by the Board of Directors/ [through the Audit Committee or an authorized agency/department (if any) by the Board of Directors].
 - Standards for members of the Internal Audit Committee and the Head of the Committee:
 - Hold a university degree or higher in majors relevant to audit requirements, possess full and constantly updated knowledge of the fields assigned for internal audit.
 - Have at least 05 years of experience working in the trained major or at least 03 years of experience working at the current company or at least 03 years of experience in auditing, accounting, or inspection.
 - Possess general knowledge and understanding of the law and the company's operations; have the ability to collect, analyze, evaluate, and synthesize information; possess knowledge and skills in internal auditing.
 - Have not been disciplined at the level of warning or higher due to violations in economic, financial, or accounting management, or are not currently serving a disciplinary sentence.
 - The Head of the Internal Audit Committee must be a member of the Board of Directors;
 -
 - The structure of the members of the Internal Audit Committee must ensure the following:
 - At least 01 member is in charge of performing internal audit work.
 - At least 01 member is in charge of overseeing the company's internal audit work.
 - In case of necessity, the Company may hire an independent audit organization qualified to perform audits in accordance with the law to provide internal audit services or establish an assisting team.
2. Methods for nomination, self-nomination, election, dismissal, and removal of members of the Internal Audit Committee:

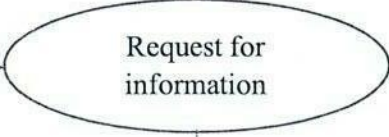
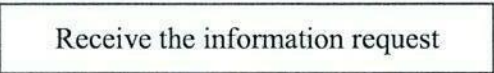

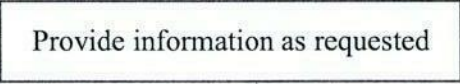
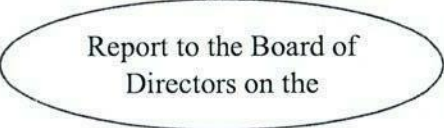
Members of the Board of Directors have the right to nominate candidates in accordance with the standards and conditions specified in Point b, Clause 1, Article 2 of this Appendix and submit them to the Board of Directors for consideration when the Board of Directors has a need to search for candidates. The Board of Directors will conduct a vote to elect members of the Internal Audit Committee according to the order and procedures for organizing Board of Directors meetings of this regulation.

The Board of Directors shall dismiss or remove members of the Internal Audit Committee when they no longer meet the standards specified in Point b, Clause 1, Article 2 of this Appendix.

Điều 3. Activities of the Internal Audit Committee

The activities of the Internal Audit Committee are carried out according to the Internal Audit Regulations and procedures issued by the Company's Board of Directors.

INFORMATION PROVISION PROCEDURE

Implementation Order	Flowchart	Performer	Instructions/Forms
Step 1		<ul style="list-style-type: none"> - Shareholder or group of shareholders (1) - Board of Supervisors (2) - Member of the Board of Directors (3) - Member of the Supervisory Board (4) - Executive (5) 	<ul style="list-style-type: none"> - Request for information provision in writing (Form 01). - In case the authorized representative of a shareholder or group of shareholders requests information, it must be accompanied by the original or a notarized copy of the power of attorney in accordance with the law.
Step 2		The Company	
Step 3		Board of Directors	<ul style="list-style-type: none"> - Maximum review time is 10 working days from the date of receipt of the information request. - Maximum response time for disagreement with the information request is 02 working days from the date the Board of Directors decides to refuse the information provision.
Step 4		Manager	<ul style="list-style-type: none"> - Maximum time for the manager to provide information is 7 working days from the date the Board of Directors agrees to provide the information. - Provide information at the Company's headquarters/representative office/branch. - Costs arising from document duplication (if any) from the information provision will be paid by the requester.
Step 5		Manager	

(1) Shareholder or group of shareholders: in accordance with Article 12 and Article 39 of the Company's Charter.

(2) Supervisory Board: in accordance with Article 39 of the Company's Charter.

(3), (4), (5) Member of the Board of Directors, Member of the Supervisory Board, Executive: in accordance with Article 39 of the Company's Charter.

FORM 01
SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

REQUEST FOR INFORMATION PROVISION

To: Phuc Thinh Design Construction Trading Corporation

I. INFORMATION OF THE REQUESTER:

1. Requester:.....
Legal representative (For institutional shareholders):.....

2. Subject of the information request:

- ☐ Shareholder/group of shareholders
☐ Board of Supervisors
☐ Member of the Board of Directors
☐ Member of the Board of Supervisors
☐ Executive

3. Contact address/Headquarters:
.....

4. Nationality:
.....

5. Citizen ID/Passport/Business Registration Certificate No.: Date of
issue:..... Place of issue:

6. Contact phone:.....Email:

7. Number of shares owned/represented:.....shares, as of

II. CONTENT OF THE INFORMATION REQUEST:

Purpose of the information request:
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By this document, I/We request the Company to provide the following
information:.....
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- Maintain the confidentiality of the information provided by the Company in accordance with the Company's Charter and the law;
- Use the provided information only for the correct purpose of the assigned work/protecting my/our legal rights and interests;
- Not to disseminate, copy, or send the information provided by the Company to other organizations or individuals in accordance with the law;
- Fully pay any costs arising from document duplication (if any) resulting from this information provision;
- Take full legal responsibility in case the information is used for the wrong purpose.

....., [Date][Month][Year] 20..

(Sign, stamp, and state full name)

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(3), (4), (5) Member of the Board of Directors, Member of the Supervisory Board, Executive; in accordance with Article 39 of the Company's Charter.

MINUTES OF GROUP MEETING **ATTACHED TO THE REQUEST FOR INFORMATION PROVISION**

Today, [date]/...../20...., at, we are shareholders of Joint Stock Company, collectively holding shares, accounting for% of the Company's voting shares, as listed below:

No.	Shareholder's name	ID Card/Citizen ID/Passport/Business Registration Certificate No.	Contact address	Number of shares owned	Shareholder's signature/Signature and stamp if an organization
1					
2					
...					
Total					

We unanimously agree to appoint:

- Full Name:

- Citizen ID/Passport/Business Registration Certificate No.:

Date of issue:..... Place of issue:

To act as the group representative to carry out procedures for requesting information at Joint Stock Company, with the specific content as follows:

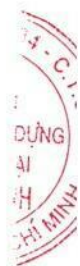
Purpose of the information request:

By this document, We request the Company to provide the following information:.....

We commit to the following:

- Maintain the confidentiality of the information provided by the Company in accordance with the Company's Charter and the law;
- Use the provided information only to protect our legal rights and interests;
- Not to disseminate, copy, or send the information provided by the Company to other organizations or individuals in accordance with the law;
- Fully pay any costs arising from document duplication (if any) resulting from this information provision;
- Take full legal responsibility in case the information is used for the wrong purpose.

Thank you sincerely!



....., [Date][Month][Year] 20..

**PERSON NOMINATED AS GROUP
REPRESENTATIVE**

(Sign, stamp, and state full name)

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- (1) Shareholder or group of shareholders: in accordance with Article 12 and Article 39 of the Company's Charter.*
- (2) Supervisory Board: in accordance with Article 39 of the Company's Charter.*
- (3), (4), (5) Member of the Board of Directors, Member of the Supervisory Board, Executive: in accordance with Article 39 of the Company's Charter.*