

**SOCIALIST REPUBLIC OF VIETNAM**  
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**INTERNAL REGULATIONSON**  
**CORPORATE GOVERNANCE**

**VIGLACERA TIEN SON JOINT STOCK COMPANY**

*(Issued in conjunction with the Resolution of the General Meeting of  
Shareholders dated May 20, 2026)*

**PURSUANT TO:**

- *Law on Enterprises No. 59/2020/QH14 passed by the XIV National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Law on Securities No. 54/2019/QH14 passed by the XIV National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government providing detailed regulations on corporate governance applicable to public companies;*
- *Circular No. 116/2020/TT-BTC dated December 31, 2020\*, of the Ministry of Finance providing guidance on several articles on corporate governance applicable to public companies;*
- *The Charter of Organization and Operation of Viglacera Tiên Sơn Joint Stock Company.*

***Tien Son, May 20, 2026***



## **CHAPTER I: GENERAL PROVISIONS**

### **Article 1. Significance and Scope of Regulation**

1. These Regulations are established in accordance with Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Ministry of Finance. These Regulations stipulate the fundamental principles of corporate governance to protect the legal rights and interests of Shareholders.

2. **Scope of Regulation:** The Internal Regulations on Corporate Governance stipulate contents regarding the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; procedures for the General Meeting of Shareholders; nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Supervisory Board, the General Director; and other activities as prescribed in the Company's Charter and other current legal provisions.

3. **Subjects of Application:** These Regulations apply to members of the Board of Directors, the Supervisory Board, the General Director, and related persons.

### **Article 2. Principles of Internal Corporate Governance**

- Comply with current legal provisions;
- Respect business ethics and exercise social responsibility;
- Ensure the interests of shareholders and fair treatment among shareholders;
- Maintain transparency in the Company's operations;
- Ensure the Board of Directors and the Supervisory Board manage and control the Company effectively.

### **Article 3. Interpretation of Terms**

1. **"Corporate Governance"** refers to a system of rules to ensure the Company is directed, managed, and controlled effectively for the interests of shareholders and stakeholders. Principles of corporate governance include:

- Ensuring a reasonable governance structure;
- Ensuring the effectiveness of the Board of Directors and enhancing its accountability to the Company and shareholders;
- Ensuring the rights of shareholders and stakeholders;
- Ensuring fair treatment among shareholders;
- Ensuring the roles of investors, the securities market, and intermediary organizations in supporting corporate governance;
- Respecting and ensuring the legal rights and interests of stakeholders in corporate governance;
- Disclosing information in a timely, full, accurate, and transparent manner; ensuring shareholders have fair access to information.



2. **"Law on Enterprises"** refers to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020.

3. **"Law on Securities"** refers to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019.

4. **"Company"** refers to Viglacera Tien Son Joint Stock Company.

5. **"Shareholder"** refers to an individual or organization owning at least one share of the joint-stock company.

6. **"Founding Shareholder"** refers to a shareholder owning at least one ordinary share and whose signature is on the list of founding shareholders of the joint-stock company.

7. **"Major Shareholder"** refers to a shareholder owning 5% or more of the voting shares of an issuing organization.

8. **"Enterprise Manager"** includes the Chairperson of the Board of Directors, members of the Board of Directors, the General Director, the Chief Accountant, and other management positions in the Company approved by the Board of Directors.

9. **"Enterprise Executive"** refers to the General Director, Deputy General Directors, the Chief Accountant, and other executives as prescribed by the Company's Charter.

10. **"Non-executive Board Member"** refers to a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executives as prescribed by the Company's Charter.

11. **"Family Member"** includes: spouse, biological parents, adoptive parents, parents-in-law, biological children, adopted children, children-in-law, biological siblings, siblings-in-law, and siblings of the spouse.

12. **"Internal Person"** (Insiders) refers to individuals holding key positions in the management and executive apparatus of the enterprise as prescribed in Clause 45, Article 4 of the Law on Securities.

13. **"Related Person"** refers to individuals or organizations as prescribed in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities.

## **CHAPTER II: SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS**

### **Section 1. Roles, Rights, and Obligations of the General Meeting of Shareholders**

#### **Article 4. Rights and Obligations of Shareholders**

1. Shareholders have full rights and obligations as prescribed by the Law on Enterprises, relevant legal documents, and the Company's Charter, particularly:

a. **Right to fair treatment:** Each share of the same class confers equal rights, obligations, and interests upon its owner. In the event the Company has classes of preferred shares, the rights and obligations attached to them must be fully disclosed to shareholders and approved by the General Meeting of Shareholders (GMS).

b. **Right to full access to information:** Access to periodic and extraordinary information disclosed by the Company in accordance with the law.

2. Shareholders have the right to protect their legal interests. If a decision of the GMS or the Board of Directors (BOD) violates the law or the fundamental rights of shareholders, shareholders have the right to request the cancellation of such decision according to the order and procedures prescribed by law. In case of illegal decisions causing damage to the Company, the BOD, the Supervisory Board, and the General Director must compensate the Company according to their respective responsibilities. Shareholders have the right to claim compensation for losses from the Company as prescribed by law.

#### **Article 5. The General Meeting of Shareholders**

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

2. The General Meeting of Shareholders has the rights and obligations as prescribed in the Law on Enterprises and Article 16 of the Company's Charter.

#### **Article 6. Exercise of the Right to Attend the General Meeting of Shareholders**

Shareholders attend and exercise their voting rights through the following forms:

1. Attending and voting in person at the meeting;
2. Authorizing another person or organization to attend and vote at the meeting;
3. Attending and voting via online meetings, electronic voting, or other electronic means;
4. Sending voting slips to the meeting via mail, fax, or email.

#### **Section 2. Procedures for the General Meeting of Shareholders to Adopt Resolutions via Direct Voting**

##### **Article 7. Convening the General Meeting of Shareholders**

1. The convening of Annual and Extraordinary General Meetings of Shareholders shall comply with Article 19 of the Company's Charter.

2. The Annual General Meeting of Shareholders is held once (01) every year. In addition to the annual meeting, the GMS may hold extraordinary meetings. The meeting venue is determined as the location where the chairperson attends and must be within the territory of Vietnam.

3. The Annual General Meeting of Shareholders must be held within 04 months from the end of the fiscal year. The Board of Directors may decide to extend this period if necessary, but not exceeding 06 months from the end of the fiscal year.

4. Annual General Meetings of Shareholders shall not be held in the form of collecting written opinions.

5. The convener must perform tasks as prescribed in Clause 2, Article 19 of the Company's Charter.

6. **Extraordinary General Meeting of Shareholders:** The Board of Directors must convene an Extraordinary GMS as prescribed in Clause 4, Article 15 of the Company's Charter.



7. If the Company uses modern technology for online meetings, it is responsible for ensuring shareholders can attend and vote electronically as per Article 144 of the Law on Enterprises and Decree No. 155/2020/ND-CP.

**8. Attendance of independent auditors:** The auditor or representative of the independent auditing firm performing the audit of the Company's financial statements is entitled to attend the General Meeting of Shareholders, receive all notices and information related to the meeting, and express opinions on matters related to the audit.

#### **Article 8. Notification of the Final Registration Date for the General Meeting of Shareholders**

The Company shall disclose information regarding the establishment of the list of shareholders entitled to attend the GMS at least **twenty (20)** days before the final registration date.

The notification shall be disclosed on the Company's website and the information systems of the Stock Exchange and the State Securities Commission.

#### **Article 9. Meeting Invitations**

The notification of convening the General Meeting of Shareholders shall be implemented in accordance with the Law on Enterprises and Clause 3, Article 19 of the Company's Charter.

#### **Article 10. Meeting Agenda and Content**

1. The convener must prepare the agenda and content of the meeting.
2. Shareholder proposals to include issues in the agenda shall comply with Clauses 4, 5, and 6, Article 19 of the Company's Charter.

#### **Article 11. Authorization of Representatives**

Shareholders entitled to attend the meeting under legal provisions may authorize individuals or organizations as representatives to attend. The authorization shall comply with Article 17 of the Company's Charter.

#### **Article 12. Procedures for Registration**

1. Shareholders or authorized representatives may register in person or via mail, fax, email, or other electronic forms as specified in the meeting notice.
2. Upon arrival, attendees must present legal identification documents as required in the meeting notice to confirm their delegate status.
3. Before the meeting opens, the Company must perform registration procedures for shareholders and continue until all present eligible shareholders are registered.
4. Upon registration, each shareholder or representative is issued a voting card and/or voting slips/ballots, indicating the registration number, name, and the number of voting rights.
5. Late arrivals have the right to register and vote immediately; however, the chairperson is not required to stop the meeting, and previous voting results remain unchanged.

#### **Article 13. Conditions for Conducting the Meeting**

The General Meeting of Shareholders shall be conducted when it meets the requirements specified in Article 20 of the Company's Charter.

#### **Article 14. Forms of Adopting Resolutions**

The following matters must be adopted via voting at a meeting:

- a. Amendments or supplements to the Company's Charter;
- b. Development orientations of the Company;
- c. Classes of shares and the total number of authorized shares;
- d. Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
- e. Decisions on investments or asset sales valued at 35% or more of total assets;
- f. Approval of annual audited financial statements;
- g. Reorganization or dissolution of the Company.

#### **Article 15. Methods of Voting**

1. The General Meeting of Shareholders elects the counting committee upon the chairperson's proposal.
2. Voting is conducted by raising cards, casting ballots, or other specified methods as detailed in the Meeting Regulations.
3. For voting by card, "Agree", "Disagree", and "Abstain" counts are announced immediately after counting.
4. For ballot voting, shareholders cast ballots into sealed boxes for the counting committee to process. Signed ballots are evidence of the shareholder's opinion.
5. Election of the BOD and Supervisory Board must use the **cumulative voting** method as per Clause 3, Article 22 of the Charter.

#### **Article 16. Counting Procedures**

1. For card voting, counts are announced immediately.
2. For ballot voting, the counting committee verifies the number of returned ballots against issued ones and checks their validity. Results for each category are recorded in the counting minutes.

#### **Article 17. Approval Conditions**

Conditions for adopting resolutions at the GMS are prescribed in Article 22 of the Company's Charter.

#### **Article 18. Announcement of Results**

Counting results must be announced before the meeting adjourns. The committee prepares a written report signed by all members; any refusal to sign must be explained in the appendix.

#### **Article 19. Opposition to Resolutions**



1. Shareholders voting against reorganization or changes to rights have the right to request the Company to repurchase their shares within 10 days of the resolution.

2. The Company must repurchase shares within 90 days at market price or Charter principles. If no agreement is reached, a professional valuation organization (selected from 03 introduced by the Company) shall decide.

#### **Article 20. Minutes of the Meeting**

The preparation of resolutions and minutes shall comply with Clauses 1, 2, and 3, Article 24 of the Company's Charter.

#### **Article 21. Disclosure of Minutes and Resolutions**

1. Minutes and Resolutions must be disclosed on the Company's website and regulatory portals within **twenty-four (24)** hours of the meeting's conclusion.

2. All related documents and appendices must be archived at the Company's head office.

#### **Article 22. Request for Cancellation of General Meeting of Shareholders' Resolutions**

The request for cancellation of a Resolution of the General Meeting of Shareholders shall be implemented in accordance with Article 25 of the Company's Charter.

#### **Section 3. Procedures for the General Meeting of Shareholders to Adopt Resolutions via Written Opinions**

##### **Article 23. Authority and Procedures for Adopting Resolutions via Written Opinions**

1. Except for matters that must be adopted via voting at a meeting as prescribed in Article 14 of these Regulations, the Board of Directors has the right to collect written opinions to adopt a GMS resolution when deemed necessary for the Company's interests.

2. **Preparation of documents:** The Board of Directors must prepare opinion forms, the draft resolution, and explanatory documents. These must be sent and disclosed to shareholders at least 10 days before the deadline for returning the opinion forms, as prescribed in Clause 2, Article 23 of the Charter.

3. **Notification of the Final Registration Date:** The list of eligible shareholders must be established no more than 10 days before the date of sending the notice. The Company must disclose information regarding the list establishment at least 20 days before the final registration date.

4. **Sending documents:** The requirements and methods for sending opinion forms and attached documents are similar to the notification rules in Clause 3, Article 19 of the Charter.

##### **5. Receiving completed opinion forms:**

a. For mail: Forms must be signed by the individual shareholder or the authorized/legal representative of an institutional shareholder. They must be returned in sealed envelopes and remain unopened until the counting begins.

b. For fax/email: Forms must be kept confidential until the time of counting.

c. Forms received after the deadline, or those opened (mail) or disclosed (fax/email) before the counting time, are invalid. Forms not returned are considered as "not participating in voting."

**6. Counting and minutes:** The Board of Directors conducts the counting and prepares the minutes witnessed by the Supervisory Board or a non-managerial shareholder. The minutes must include the contents specified in Clause 5, Article 23 of the Charter. Members of the Board, counters, and supervisors are jointly liable for the truthfulness and accuracy of the minutes and damages arising from dishonest results.

**7. Approval conditions:** A resolution via written opinions is adopted if approved by shareholders representing more than 50% of the total voting shares. It has the same validity as a resolution passed at a meeting.

**8. Announcement and archiving:** The counting minutes and resolution must be posted on the Company's website within 24 hours of completing the count.

**9. Request for cancellation:** Implemented in accordance with Article 25 of the Charter.

**10. Archiving:** Answered opinion forms, minutes, resolutions, and related documents must be archived at the Company's head office.

#### **Section 4. Procedures for Adopting Resolutions via Online Conferences and Electronic Voting**

##### **Article 24. Procedures for Online Conferences and Electronic Voting**

**1. Convening the GMS:** The convening of an online GMS follows the same provisions as Article 7 of these Regulations.

**2. List of shareholders and invitations:**

a. Establishing the list and notifying the final registration date follows Article 8 of these Regulations.

b. The invitation must clearly state the registration and participation methods for the online meeting, the electronic voting process, and a link to all meeting documents.

**3. Registration method:** Shareholders or authorized proxies access the online GMS system using an ID and password provided by the Company. Specific instructions will be provided in the meeting invitation and Meeting Regulations.

**4. Authorization:** Authorization for online meetings and electronic voting follows Article 17 of the Charter and the methods specified in the meeting invitation.

**5. Meeting conditions:** An online meeting proceeds if it meets the requirements of Article 20 of the Charter.

**6. Voting, counting, and announcement:**

a. Specific methods are detailed in the Meeting Regulations of each session.

b. Attendees access the online system to vote. "Agree", "Disagree", "Abstain", and candidate votes are recorded by the system.

c. Results are announced by the chairperson or head of counting immediately upon availability.

**7. Approval conditions:** Follow Article 22 of the Charter.



8. **Drafting minutes and resolutions:** Follow Clauses 1, 2, and 3, Article 24 of the Charter.

9. **Opposition method:** The method for opposing results from an online meeting or electronic voting follows Article 19 of these Regulations.

10. **Disclosure:** Disclosure of minutes and resolutions follows Article 21 of these Regulations.

11. **Validity:** Resolutions adopted via online conference or electronic voting have the same value as those passed by direct voting at a physical meeting.

12. **Request for cancellation:** Follow Article 25 of the Charter.

## **Section 5. Mandatory Reports to the Annual General Meeting of Shareholders**

### **Article 26. Report on the BOD's Activities at the Annual GMS**

The Board of Directors' activity report submitted to the Annual GMS must comply with Point c, Clause 3, Article 139 of the Law on Enterprises and the Charter, ensuring the following contents:

a. Remuneration, operating expenses, and other benefits of the Board and each member as per Clause 3, Article 163 of the Law on Enterprises.

b. Summary of Board meetings and decisions.

c. Report on transactions between the Company (or its subsidiaries/controlled companies over 50% capital) and Board members or their related persons; or transactions with companies where a Board member was a founder or manager in the last 03 years.

d. Activities of sub-committees (if any).

e. Monitoring results of the General Director. f. Monitoring results of other executives.

g. Future plans.

### **Article 27. Report on the Supervisory Board's Activities at the Annual General Meeting of Shareholders**

The report on the activities of the Supervisory Board submitted to the Annual GMS shall comply with Points d and đ, Clause 3, Article 139 of the Law on Enterprises and must ensure the following contents:

a. Remuneration, operating expenses, and other benefits of the Supervisory Board and each of its members as prescribed in Clause 3, Article 167 of the Law on Enterprises and the Company's Charter;

b. Summary of Supervisory Board meetings and the board's conclusions and recommendations;

c. Results of monitoring the Company's operational and financial situation;

d. Assessment report on transactions between the Company (including its subsidiaries or companies controlled by the public company with 50% or more of charter capital) and members of the Board of Directors, the General Director, and their related persons; and

transactions between the Company and companies where a Board member was a founder or manager within the last 03 years prior to the transaction;

e. Results of monitoring and evaluating the performance of members of the Board of Directors, the General Director, and other enterprise executives;

f. Evaluation results of the coordination between the Supervisory Board and the Board of Directors, the General Director, and shareholders.

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

#### **Section 1: Role, Rights, and Obligations of the Board of Directors; Responsibilities of Board Members**

##### **Article 28. Role, Rights, and Obligations of the Board of Directors**

1. The Board of Directors (BOD) is the management body of the Company, having full authority in the name of the Company to decide and perform the rights and obligations of the Company, except for those within the authority of the General Meeting of Shareholders (GMS).

2. Rights, obligations, and responsibilities of the Board of Directors: The BOD has the rights and obligations as prescribed by the Law on Enterprises, Article 29 of the Company's Charter, and the following rights, obligations, and responsibilities:

- a. Be responsible to shareholders for the Company's operations;
- b. Treat all shareholders equally and respect the interests of persons with rights related to the Company (stakeholders);
- c. Ensure the Company's operations comply with the law, the Charter, and internal regulations;
- d. Develop the Operating Regulations of the Board of Directors to be approved by the GMS and disclosed on the Company's website;
- e. Supervise and prevent conflicts of interest among BOD members, Supervisory Board members, the General Director, and other managers, including the misappropriation of Company assets and abuse of related-party transactions;
- f. Develop the Internal Regulations on Corporate Governance and submit them to the GMS for approval;
- g. Appoint a Person in Charge of Corporate Governance;
- h. Organize training on corporate governance and necessary skills for BOD members, the General Director, and other managers;
- i. Report on BOD activities at the GMS as prescribed in Article 26 of these Regulations.

##### **Article 29. Rights and Obligations of Board Members**

1. BOD members have full rights as prescribed by the Law on Enterprises, relevant laws, and the Charter, including the right to be provided with information and documents regarding the financial status and business operations of the Company and its units.



2. BOD members have obligations as prescribed by the Law on Enterprises, the Charter, and the following:

a. Perform duties honestly and prudently for the best interests of shareholders and the Company;

b. Attend all BOD meetings and provide opinions on discussed issues;

c. Report promptly and fully to the BOD on remunerations received from subsidiaries, associates, and other organizations;

d. BOD members and their related persons are responsible for reporting to the State Securities Commission and the Stock Exchange, and performing information disclosure when trading the Company's shares as per the law;

e. Members may be covered by liability insurance purchased by the Company upon GMS approval. This does not cover liabilities related to violations of the law or the Charter;

f. Report to the BOD on transactions between the Company (or its subsidiaries/controlled companies over 50% capital) and the member or their related persons; transactions with companies where the member was a founder or manager in the last 03 years; and transactions with companies where the related persons of the aforementioned members are BOD members, General Directors, or major shareholders.

#### **Article 30. Rights and Obligations of the Chairperson of the Board of Directors**

1. Establish programs and operating plans for the BOD;

2. Prepare the agenda, content, and documents for meetings; convene, preside over, and chair BOD meetings;

3. Organize the adoption of BOD resolutions and decisions;

4. Supervise the implementation process of BOD resolutions and decisions;

5. Chair the General Meeting of Shareholders;

6. Ensure that the BOD sends annual financial statements, business activity reports, audit reports, and BOD reports to shareholders at the GMS.

#### **Article 31. Persons Authorized by the Chairperson of the Board of Directors**

In case the Chairperson is absent, they shall authorize another BOD member in writing to perform their duties as per Clause 4, Article 30 of the Charter. The authorized person has the following rights and obligations:

a. Represent the Chairperson to exercise authorized powers during the Chairperson's absence;

b. Sign documents authorized by the Chairperson; c. Directly take charge of specific tasks assigned and authorized by the Chairperson; d. Refuse authorization if it is deemed contrary to the law or the Company's Charter.

### **Section 2. Nomination, Candidacy, Election, Dismissal, and Removal of Board Members**

#### **Article 32. Term of Office and Number of Board Members**

1. Term and number of members: The number of BOD members of the Company is five (05). The term shall not exceed 05 years, and members may be re-elected for an unlimited number of terms.

2. In case all BOD members end their terms simultaneously, they shall continue to serve as members until new members are elected and take over the work, unless otherwise prescribed by the Company's Charter.

### **Article 33. Composition, Criteria, and Conditions for Membership of the Board of Directors**

1. **Composition of the Board of Directors:** The composition of the Company's Board of Directors must ensure that at least one-third (1/3) of the total number of Board members are non-executive members. The Company shall minimize the number of Board members concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

2. **Criteria and Conditions for Membership of the Board of Directors:** Members of the Board of Directors must satisfy the criteria and conditions prescribed in Clause 1, Article 155 of the Law on Enterprises and the Company's Charter. Specifically as follows:

a. Not fall within the categories of persons specified in Clause 2, Article 17 of the Law on Enterprises;

b. Possess professional qualifications and experience in business administration or in the fields, industries, or business lines of the Company, and not necessarily be a shareholder of the Company;

c. A member of the Company's Board of Directors may concurrently serve as a member of the Board of Directors of no more than five (05) other companies;

d. A member of the Board of Directors must not be a family member of the General Director, Deputy General Director, or other managers of the Company; or of a manager or a person with the authority to appoint managers of the parent company.

3. **Non-executive Board member** is a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executives as prescribed by the Company's Charter.

4. **Criteria and Conditions for the Chairperson of the Board of Directors:** a. The Board of Directors shall select from among the Board members to elect the Chairperson; b. The Chairperson of the Board of Directors shall not concurrently hold the position of the Company's General Director.

### **Article 34. Candidacy and Nomination of Members of the Board of Directors**

1. The order and procedures for the nomination and candidacy of members of the Board of Directors shall be implemented in accordance with Article 27 of the Company's Charter.

2. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the published personal information and must commit to performing the duties of a Board member honestly and prudently if elected.

### **Article 35. Methods for Electing Members of the Board of Directors**



1. Unless otherwise provided by the Election Regulations at the General Meeting of Shareholders, the voting to elect members of the Board of Directors must be conducted via the **cumulative voting method**. Under this method, each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to accumulate all or part of their total votes for one or several candidates. Successful candidates for the Board of Directors shall be determined based on the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. In the event that two or more candidates achieve the same number of votes for the last member of the Board of Directors, a re-election shall be held among the candidates with an equal number of votes.

2. In the event that the number of candidates is less than or equal to the number of Board members to be elected, the election may be conducted by the voting method (agree, disagree, no opinion), with the specific method prescribed in the Election Regulations of each meeting. The approval voting ratio shall be implemented in accordance with Article 22 of the Company's Charter. An invalid ballot is one that is erased, crossed out, edited, contains added content, votes for more than the allowed number of Board members, or lacks the confirming signature of the shareholder.

3. Ballots are prepared by the Organizing Committee of the General Meeting of Shareholders, including information about the shareholder, the total number of votes of the shareholder, the list of candidates, and must bear the Company's seal.

#### **Article 36. Cases of Dismissal and Removal of Members of the Board of Directors**

1. A member of the Board of Directors shall be **dismissed** in the following cases: a. No longer satisfies the criteria and conditions prescribed in the Law on Enterprises; b. Submits a resignation letter which is subsequently approved; c. Passes away, loses citizenship rights, is subject to criminal prosecution, or is sentenced to imprisonment; d. The Company faces bankruptcy or dissolution; e. The Board member is the authorized representative of an institutional shareholder, and that organization has ceased operations or the member is no longer the authorized representative of said institutional shareholder.

2. The General Meeting of Shareholders shall **remove** a member of the Board of Directors in the event that such member fails to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure.

#### **Article 37. Notification of Election, Appointment, Dismissal, and Removal of Members of the Board of Directors**

The election, appointment, dismissal, and removal of members of the Board of Directors must be disclosed in accordance with the regulations of the law on securities and the securities market.

The Company must disclose extraordinary information within twenty-four (24) hours on the Company's website, to the State Securities Commission, and the Stock Exchange from the time of any change, new appointment, re-appointment, dismissal, or removal of a member of the Board of Directors.

## **Article 38. Election, Removal, and Dismissal of the Chairperson of the Board of Directors**

a. The Chairperson of the Board of Directors shall be elected in the first meeting of the Board of Directors within seven (07) working days from the date of completion of the Board election. This meeting shall be convened and chaired by the member who achieved the highest number of votes or the highest percentage of votes. In the event that more than one member achieves the same highest number of votes or percentage of votes, the members shall vote on a majority principle to select one person among them to convene the Board meeting.

b. The Chairperson of the Board of Directors may be removed or dismissed by a decision of the Board of Directors. In the event that the Chairperson resigns or is removed/dismissed, the Board of Directors must elect a replacement Chairperson within ten (10) days.

## **Section 3. Remuneration and Other Benefits of Members of the Board of Directors**

### **Article 39. Salaries, Remuneration, Bonuses, and Other Benefits of Board Members**

Members of the Board of Directors are entitled to salaries, remuneration, bonuses, and other benefits in accordance with Article 163 of the Law on Enterprises and the Company's Charter.

## **Section 4. Procedures and Formalities for Organizing Board Meetings**

### **Article 40. Convening Board Meetings**

1. The Chairperson may convene a Board meeting whenever deemed necessary, but must meet at least once (01) per quarter.

2. Cases in which an extraordinary Board meeting must be convened: a. The Chairperson must convene a Board meeting without delay and with no justifiable excuse when one of the following parties makes a written request stating the purpose of the meeting and the issues to be discussed:

- The Supervisory Board;
- The General Director or at least five (05) other executives;

◦ At least two (02) Board members; b. The Chairperson must convene the Board meeting within seven (07) working days from the date of receipt of the request mentioned in Point a, Clause 2 of this Article. If the Chairperson fails to convene the meeting as requested, they shall be liable for damages incurred by the Company; the parties requesting the meeting as mentioned in Point a, Clause 2 of this Article have the right to substitute the Chairperson in convening the Board meeting.

### **Article 41. Notice and Preparation of Meeting Agenda**

1. Notice of a Board meeting must be sent to Board members and Supervisory Board members at least three (03) working days prior to the meeting date. The notice must fully specify the time, venue, agenda, and contents to be discussed, accompanied by necessary documents regarding the issues for discussion and voting at the meeting, as well as voting slips for Board members who cannot attend in person. The Board meeting shall be conducted at the Company's head office or at another location as decided by the Chairperson with the consensus of the Board of Directors.



2. The Chairperson or the convener shall send the meeting notice and attached documents to the members of the Supervisory Board and the General Director in the same manner as for Board members. Members of the Supervisory Board and the General Director have the right to attend Board meetings and participate in discussions but are not entitled to vote.

3. Meeting notices shall be sent by mail, fax, email, or other means, provided that they reach the registered contact address of each Board member and Supervisory Board member. A Board member may decline a meeting notice in writing; such a decline may be changed or revoked in writing by that Board member. A Board member may request to add items to the meeting agenda by mail, fax, email, or other means to the Chairperson or the convener.

#### **Article 42. Conditions for Organizing Board Meetings**

1. Board meetings shall only be conducted and resolutions adopted when at least three-quarters (3/4) of the total Board members are present. In the event that the number of attending members is insufficient, the meeting must be re-convened within seven (07) days from the first intended meeting date. The re-convened meeting shall proceed if more than half (1/2) of the Board members are present. A Board member may only authorize another person to attend the meeting if approved by a majority of the Board of Directors.

2. A Board member is considered to have attended and voted at the meeting in the following cases: a. Attending and voting directly at the meeting; b. Authorizing another person to attend and vote in accordance with Clause 1 of this Article; c. Attending and voting via online conference, electronic voting, or other electronic forms; d. Sending a voting slip to the meeting via mail, fax, or email.

3. Board meetings may be held via online conference among Board members when all or some members are at different locations, provided that each participating member can:

- Hear every other participating Board member speaking during the meeting;

- Address all other participating members simultaneously. Discussions among members may be carried out directly via telephone, other means of communication, or a combination thereof. A Board member participating in such a manner is considered "present" at that meeting. The venue of a meeting held under this provision is the location where the largest group of Board members is gathered, or the location where the Chairperson is present. Decisions adopted in a telephone meeting that is duly organized and conducted shall take effect immediately upon the conclusion of the meeting but must be confirmed by signatures in the minutes by all participating Board members.

#### **Article 43. Voting Methods and Adoption of Board Resolutions**

1. Except as provided in Clause 2 of this Article, each Board member or authorized proxy present in person at the Board meeting shall have one (01) vote.

2. The Board of Directors adopts decisions and issues resolutions based on a majority of the participating and voting members, except for cases specified in Clause 5, Article 35 of the Company's Charter. In the event of a tie between affirmative and negative votes, the vote of the Chairperson or the presiding chair shall be the casting vote.

3. A Board member shall not vote on contracts, transactions, or proposals in which such member or their related persons have interests that conflict or may conflict with the interests

of the Company. A Board member shall not be counted toward the quorum required to hold a Board meeting regarding decisions on which that member is not entitled to vote.

4. According to this clause, when an issue arises in a Board meeting concerning the level of interest of a Board member or the voting rights of a member, and such issue is not resolved by the voluntary waiver of voting rights by the related Board member, the issue shall be referred to the presiding chair. The chair's ruling on the matter shall be final and conclusive, except where the nature or scope of the interest of the related Board member has not been fully disclosed.

5. A Board member who benefits from a contract as specified in Article 167 of the Law on Enterprises is considered to have a significant interest in that contract.

6. A Board member may send a voting slip to the meeting via mail, fax, or email. In the case of sending by mail, the voting slip must be in a sealed envelope and delivered to the Chairperson no later than one (01) hour before the opening of the meeting. Voting slips shall only be opened in the presence of all attendees.

7. The Board of Directors adopts decisions and issues resolutions based on a majority of the attending Board members. In the event of a tie, the vote of the Chairperson shall be the casting vote.

8. Resolutions in the form of collecting written opinions shall be adopted based on the affirmative opinions of a majority of Board members entitled to vote. Such a resolution shall have the same effect and validity as a resolution adopted at a meeting.

#### **Article 44. Minutes of Board of Directors Meetings**

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

- a. Name, head office address, and business code;
- b. Purpose, agenda, and content of the meeting;
- c. Time and venue of the meeting;
- d. Full names of each attending member or their authorized proxy and 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 attending member in chronological order of the meeting's proceedings;
- g. Voting results, clearly specifying members who voted "agree", "disagree", and "no opinion";
- h. Issues that have been approved;
- i. Full names and signatures of the chairperson and the minute-taker. The chairperson and the minute-taker shall be responsible for the truthfulness and accuracy of the contents of the Board of Directors' meeting minutes.



2. Minutes of Board of Directors meetings and documents used in the meeting must be archived at the Company's head office.

3. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

#### **Article 45. Notification of Board of Directors' Resolutions**

After issuing a Board of Directors' Resolution, the Company is responsible for disclosing information on the Company's website, as well as the websites of the State Securities Commission and the Stock Exchange, in accordance with the prescribed order and current regulations.

#### **Section 5. Person in Charge of Corporate Governance**

##### **Article 46. Person in Charge of Corporate Governance**

1. The Board of Directors shall appoint at least one (01) person in charge of corporate governance to support corporate governance activities at the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for the approved auditing organization currently auditing the Company's financial statements.

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

a. Advising the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and related tasks between the Company and shareholders;

b. Preparing for meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders upon request by the Board of Directors or the Supervisory Board;

c. Advising on meeting procedures;

d. Attending meetings;

e. Advising on procedures for establishing Board of Directors' resolutions in compliance with legal regulations;

f. Providing financial information, minutes of Board of Directors meetings, and other information to members of the Board of Directors and the Supervisory Board;

g. Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;

h. Serving as a contact point for stakeholders;

i. Maintaining confidentiality of information in accordance with legal regulations and the Company's Charter;

k. Other rights and obligations as prescribed by law and the Company's Charter.

4. The Board of Directors shall **dismiss** the person in charge of corporate governance in the following cases:

- Failure to meet the standards and conditions as prescribed in Clause 1 of this Article;
- Submission of a resignation letter that is officially approved;
- Failure to complete assigned tasks;
- Other cases permitted by law. The Board of Directors may **remove** the person in charge of corporate governance when necessary, provided that such removal is not contrary to current legal regulations on labor.

5. After the decision to appoint or dismiss the person in charge of corporate governance, the Company is responsible for disclosing information in accordance with the laws on securities and the securities market.

## **CHAPTER IV. THE SUPERVISORY BOARD**

### **Section 1. Roles, Rights, and Obligations of the Supervisory Board; Responsibilities of Supervisory Board Members**

#### **Article 47. Roles, Rights, and Obligations of the Supervisory Board**

The Supervisory Board has the rights and obligations as prescribed in Article 170 of the Law on Enterprises, the Company's Charter, and the following rights and obligations:

1. Proposing and recommending to the General Meeting of Shareholders (GMS) for approval the list of auditing organizations authorized to audit the Company's financial statements; deciding on the authorized auditing organization to inspect the Company's operations, and dismissing authorized auditors when deemed necessary.

2. Being responsible to shareholders for its supervisory activities.

3. Supervising the financial situation of the Company and the compliance with the law by members of the Board of Directors, the General Director, and other managers.

4. Ensuring coordination of activities with the Board of Directors, the General Director, and shareholders.

5. In the event of detecting a violation of the law or the Company's Charter by a member of the Board of Directors, the General Director, or other executives, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and provide solutions to remedy the consequences.

6. Developing the Operating Regulations of the Supervisory Board and submitting them to the GMS for approval.

7. Reporting to the GMS in accordance with Article 290 of Decree No. 155/2020/ND-CP.

#### **Article 48. Rights and Obligations of Supervisory Board Members**

1. Members of the Supervisory Board have the rights as prescribed by the Law on Enterprises, relevant laws, and the Company's Charter, including the right to access information and documents related to the Company's operational situation. Members of the



Board of Directors, the General Director, and other executives are responsible for providing information promptly and fully upon request by members of the Supervisory Board.

2. Members of the Supervisory Board are responsible for complying with legal regulations, the Company's Charter, and professional ethics in performing their assigned rights and obligations.

3. The rights and obligations of the Head of the Supervisory Board are prescribed in Clause 4, Article 41 of the Company's Charter.

## **Section 2. Term of Office, Number, Composition, and Structure of the Supervisory Board**

### **Article 49. Composition of the Supervisory Board**

1. The Supervisory Board consists of three (03) members. The term of office of a Supervisor shall not exceed five (05) years, and they may be re-elected for an unlimited number of terms. More than half of the Supervisors must be permanent residents in Vietnam.

2. The Head of the Supervisory Board shall be elected by the Supervisory Board from among the Supervisors; the election, dismissal, or removal shall be based on the majority principle. The Head of the Supervisory Board must possess a university degree or higher in one of the majors: economics, finance, accounting, auditing, law, business administration, or a major related to the Company's business activities.

3. In the event that the terms of office of all Supervisory Board members expire at the same time and new members have not yet been elected, the current members shall continue to exercise their rights and obligations until new members are elected and take over the duties.

### **Article 50. Standards and Conditions for Supervisory Board Members**

1. Being at least 21 years of age, having full civil act capacity, and not falling under the categories specified in Clause 2, Article 17 of the Law on Enterprises.

2. Not being a family member of any member of the Board of Directors, the General Director, or other managers.

3. Being trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major suitable for the Company's business activities.

4. Not being a manager of the Company; and not necessarily being a shareholder or employee of the Company.

5. Other standards and conditions as prescribed by other relevant laws and the Company's Charter.

### **Article 51. Methods for Nomination and Candidacy of Supervisory Board Members**

The nomination and candidacy of members of the Supervisory Board shall be implemented in accordance with Article 40 of the Company's Charter and relevant legal regulations.

### **Article 52. Methods for Electing Supervisory Board Members**

1. The voting method for electing members of the Supervisory Board must be conducted via the **cumulative voting method** as prescribed in Clause 3, Article 22 of the Company's Charter.

2. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, or removal shall be based on the majority principle.

#### **Article 53. Cases of Dismissal and Removal of Supervisory Board Members**

1. A member of the Supervisory Board shall be **dismissed** in the following cases: a. No longer satisfying the criteria and conditions for Supervisory Board membership as prescribed by the Law on Enterprises and the Company's Charter; b. Submitting a resignation letter which is subsequently approved; c. Other cases as prescribed by law.

2. A member of the Supervisory Board shall be **removed** in the following cases:

a. Failure to fulfill assigned tasks and duties;

b. Failure to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;

c. Serious or repeated violations of the obligations of a Supervisory Board member as prescribed by the Law on Enterprises and the Company's Charter;

d. Other cases as prescribed by law and this Charter.

#### **Article 54. Notification of Election, Dismissal, and Removal of Supervisory Board Members**

After a decision on the election, dismissal, or removal of a Supervisory Board member is made, the Company is responsible for disclosing the information on the Company's website, the information disclosure system of the State Securities Commission, and the Stock Exchange in accordance with the prescribed legal order and regulations.

#### **Article 55. Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least twice (02) a year. A meeting of the Supervisory Board shall be conducted when at least two-thirds (2/3) of the members are present. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the independent auditing firm to attend and answer matters of concern to the Supervisory Board members.

2. Minutes of Supervisory Board meetings shall be prepared in a detailed and clear manner. The secretary and attending Supervisory Board members must sign the meeting minutes. These minutes must be archived to determine the individual responsibility of each Supervisory Board member.

#### **Article 56. Salaries and Other Benefits of Supervisory Board Members**

The salaries and other benefits of Supervisory Board members shall be implemented in accordance with Article 172 of the Law on Enterprises.



## **CHAPTER V. ENTERPRISE EXECUTIVES**

### **Article 57. Standards for Company Managers**

#### **1. Standards for Company Managers:**

- a. Having full civil act capacity and not falling under the categories specified in Clause 2, Article 17 of the Law on Enterprises;
- b. Possessing professional ethics, honesty, enthusiasm, and prestige;
- c. Mastering the professional operations and expertise of the assigned field;
- d. Possessing managerial capacity;
- e. Specific individual standards for each position (except for the General Director) shall be proposed by the General Director and approved by the Board of Directors.

#### **2. Standards and Conditions for the General Director/Deputy General Director:**

- a. Possessing sufficient knowledge and experience in managing the Company: Having a university degree or higher, and experience in management and executive work within the Company's primary business sectors;
- b. Having good health, good moral character, and legal knowledge;
- c. Other provisions as prescribed by law;
- d. Depending on each stage of the Company's development, the specific standards and conditions for the General Director shall be decided by the Board of Directors.

**3. Criteria for Selecting the Chief Accountant:** The standards and conditions for the position of Chief Accountant are as follows:

- a. Not falling under the categories of persons prohibited from accounting work as prescribed in Article 52 of the Law on Accounting;
- b. Possessing moral character, professional ethics, honesty, and a sense of compliance with and commitment to protecting the interests, policies, and financial and economic management regimes as prescribed by law and the Company;
- c. Possessing professional accounting expertise and operations, with at least five (05) years of actual working experience in accounting, and holding a Chief Accountant training and practice certificate as prescribed by the law on accounting.

### **Article 58. Appointment of Company Managers**

1. Enterprise managers are responsible for performing their obligations as prescribed in the Charter to ensure the Company achieves its operational and organizational goals.

2. The Board of Directors (BOD) shall appoint a Board member or hire another person to serve as the General Director. The term of the General Director shall not exceed five (05) years and they may be re-appointed for an unlimited number of terms. The appointment may expire based on the provisions of the labor contract.

3. The appointment of enterprise managers (except for the General Director), including Deputy General Directors, the Chief Accountant, Heads of Professional Departments, and

other managers, shall be approved by the Board of Directors upon the proposal of the General Director.

4. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other managers with a quantity and standards suitable for the Company's structure and management regulations as stipulated by the Board of Directors.

5. Enterprise managers are responsible for performing their obligations as prescribed in the Charter to ensure the Company achieves its operational and organizational goals.

#### **Article 59. Roles, Rights, and Obligations of the General Director**

1. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and the law for the performance of assigned rights and obligations.

2. The General Director must manage the daily business of the Company in accordance with the law, the Company's Charter, the labor contract signed with the Company, and the resolutions and decisions of the Board of Directors. In the event that management is contrary to these provisions and causes damage to the Company, the General Director shall be liable before the law and must compensate the Company for such damages.

3. The General Director has the rights and obligations as prescribed in Clause 3, Article 35 of the Company's Charter.

#### **Article 60. Cases of Dismissal and Removal of Company Managers**

1. **For the position of General Director:** The Board of Directors may dismiss or remove the General Director when a majority (over 50%) of the attending Board members with voting rights approve, and shall appoint a new General Director as a replacement. The General Director may be **dismissed** by the Board of Directors in the following cases: a. Due to work requirements, reassignment, or personnel rotation within the Company; b. Due to health reasons that do not ensure the continuation of work; c. Other cases permitted by law.

The General Director may be **removed** by the Board of Directors in the following cases:

- a. Failure to fulfill duties or violation of the Company's internal rules and regulations;
- b. Violation of the law that has not yet reached the level of criminal prosecution or does not yet warrant mandatory termination of the labor contract;
- c. Other cases permitted by law.

2. **For other Company management positions:** The dismissal and removal shall be decided by the Board of Directors based on the proposal of the General Director. The aforementioned dismissal and removal must not infringe upon the contractual rights of the removed persons (if any).

#### **Article 41. Notification of Appointment, Dismissal, and Removal of Company Managers**

After a decision on appointment, removal, dismissal, or discharge of a manager is made, the Company is responsible for disclosing the information on the Company's website and the information disclosure portals of the State Securities Commission and the Stock Exchange in accordance with the prescribed legal procedures and regulations.



## **CHAPTER VI: COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, AND THE GENERAL DIRECTOR**

### **Article 62. Principles of Work and Coordination**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers shall be personally responsible for the performance of their assigned duties and must strictly coordinate their activities to protect the legitimate interests of shareholders and develop the Company.

2. All members have the right to reserve their unified or non-unified opinions regarding a specific matter and are responsible for providing explanations thereof when requested.

3. Members of the Board of Directors, members of the Supervisory Board, and the General Director shall regularly exchange work-related matters and provide reciprocal information in a spirit of cooperation and support to create working conditions in accordance with the Charter and the law, aiming to manage the Company's business operations according to the orientation approved by the General Meeting of Shareholders.

### **Article 63. Coordination between the Board of Directors and the Supervisory Board**

1. The Chairperson of the Board of Directors must ensure that the Head of the Supervisory Board is invited to all regular and extraordinary meetings of the Board of Directors. The agenda and contents of these meetings must be sent to the Head of the Supervisory Board at the same time they are sent to the Board members.

2. In addition to periodic reports, the Supervisory Board has the right to request the Board of Directors to provide other information related to the management, administration, and business operations of the Company.

3. When the Supervisory Board proposes the selection of an independent auditing firm to audit the Company's financial statements, the Board of Directors must provide a written response within seven (07) working days.

4. When the Supervisory Board recommends amendments, supplements, or improvements to the organizational, management, and executive structure of the Company, the Board of Directors is responsible for responding within fifteen (15) working days.

5. The Board of Directors must ensure that all financial and other information provided to Board members is provided to Supervisory Board members at the same time.

### **Article 64. Coordination between the Board of Directors and the General Director**

#### **1. Coordination in work implementation:**

a. When necessary, the Board of Directors shall use the Company's personnel and equipment to serve the Board's work. Regarding the organization of the General Meeting of Shareholders, the Board of Directors shall notify the General Director of the coordination and use of resources at least forty-five (45) days prior to the meeting date.

b. At Board meetings, the Chairperson or the presiding chair, based on the meeting's content, shall decide whether to invite members of the Management Board and/or other managers in charge of relevant areas to attend and contribute opinions (if any).

c. At regular or extraordinary meetings, or meetings related to important matters chaired by the General Director, the presiding chair shall decide whether to invite the Chairperson and/or members of the Board of Directors to attend and contribute opinions (if any). The minutes of such meetings shall be recorded and one copy shall be sent to the Chairperson for reporting.

d. For matters approved by the Board of Directors based on the General Director's Proposal, the Board of Directors shall respond within seven (07) working days or another mutually agreed timeframe.

e. The General Director is responsible for submitting written reports on the performance of assigned duties and powers periodically (quarterly/semi-annually/annually) to the Board of Directors and to the Annual General Meeting of Shareholders, or upon request.

f. In urgent cases, for purposes related to their duties, Board members have the right to request the General Director to provide information on the Company's operations. The General Director is responsible for creating favorable conditions for the Chairperson and Board members to access information and reports in the shortest possible time.

g. The General Director has the right to refuse implementation and reserve their opinions regarding Board decisions if they deem such decisions to be contrary to the law, the Company's Charter, management regulations, or Resolutions of the General Meeting of Shareholders. In such cases, the General Director must immediately submit an explanatory report in writing to the Board of Directors and the Supervisory Board.

h. Upon discovering risks that could significantly affect the Company's reputation and/or business operations, or if necessary events arise, the General Director is responsible for reporting immediately to the Board of Directors for direct monitoring and handling.

2. The Chairperson and the General Director shall create conditions for members of the Board of Directors, the Management Board, and other managers to participate in professional training courses, field surveys, and domestic or international seminars to gain experience and enhance their management and executive knowledge. Such participation must not affect the general work of the Company.

#### **Article 65. Coordination between the Supervisory Board and the General Director**

1. When deemed necessary, the General Director may invite the Head of the Supervisory Board or Supervisory Board members to attend meetings of the Management Board and other meetings chaired by the General Director. Minutes of the meeting must be recorded and one (01) copy must be sent to the Supervisory Board.

2. Members of the Supervisory Board have the right to request the General Director to provide access to records and documents related to the Company's business operations. The General Director is responsible for facilitating the shortest possible access to information and reports for the Supervisory Board.

3. Upon discovering risks that could significantly affect the Company's reputation or business operations, the General Director is responsible for reporting immediately to the Supervisory Board for direct monitoring.



**Article 66. Cases where the General Director and the Supervisory Board request to convene a Board meeting and matters requiring Board opinions**

1. **Request to convene a Board meeting:** In the event that the General Director (or a Supervisory Board member) detects a violation of the law or the Company's Charter by a Board member, the Supervisory Board (or the General Director), or another manager, they must notify the Board of Directors in writing within 48 hours to request a Board meeting, while demanding the violator to cease the violation and remedy the consequences. They may also request a meeting upon the occurrence of events that seriously affect the Company's operations.

2. The General Director may seek instructions from the Board of Directors when exercising their powers and duties under Clause 3, Article 35 of the Charter.

3. During Supervisory Board meetings, the Supervisory Board has the right to request Board members (as well as the General Director and the independent auditor) to attend and answer matters of concern.

**CHAPTER VII: ANNUAL PERFORMANCE EVALUATION, REWARDS, AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, THE GENERAL DIRECTOR, AND OTHER MANAGERS**

**Article 67. Performance Evaluation**

1. The Board of Directors is responsible for developing performance evaluation criteria for all Board members, the General Director, and other managers.

2. Annually, based on the assigned functions and duties and the established evaluation criteria, the Board of Directors shall organize the performance evaluation of Board members and members of the Management Board.

3. The evaluation of Supervisory Board members' performance shall be conducted via the self-assessment method.

4. The performance evaluation of other managers shall be conducted by the General Director or may be based on the self-assessment reports of such managers.

**5. Performance Evaluation Criteria:**

a. Results of assigned work, including completion level, volume, quality, individual efficiency, and the development results of the unit.

b. Moral character, ethics, lifestyle, awareness, ideology, and compliance with the Company's Charter, internal labor regulations, policies, and legal provisions.

c. Individual capacity, including knowledge, professional qualifications, problem-solving abilities, and communication/presentation skills.

d. Management and leadership capacity, including the ability to operate procedural systems, staff training, effective resource utilization, and an anti-bureaucracy, anti-corruption, and anti-waste attitude.

e. Spirit of learning for qualification improvement, honesty, receptiveness, sense of organization, discipline, and responsibility toward assigned duties and positions.

f. Solidarity and coordination within and outside the unit, as well as enhancing cooperative relationships inside and outside the Company.

g. Level of confidence/prestige among subordinates and employees in the Company.

#### **Article 68. Rewards**

Members of the Board of Directors, the Supervisory Board, and managers with achievements in the governance and management of the Company or other assigned duties shall be considered for rewards in accordance with legal regulations and the Company's rules. The forms, specific criteria, order, and procedures for rewards shall be implemented according to Company regulations and legal provisions.

#### **Article 69. Discipline**

1. The Board of Directors/Management Board is responsible for establishing a disciplinary system based on the nature and severity of violations. The highest forms of discipline shall include removal and discharge from office.

2. Members of the Board of Directors, the Supervisory Board, and managers who fail to fulfill their duties with honesty, diligence, and prudence as required shall be personally liable for the damages they cause.

3. Members of the Board of Directors, the Supervisory Board, and managers who violate legal or Company regulations during the performance of their duties shall, depending on the severity, be subject to disciplinary action, administrative penalties, or criminal prosecution in accordance with the law and the Company's Charter. In cases where damage is caused to the interests of the Company, shareholders, or others, compensation must be paid as prescribed by law.

### **CHAPTER VIII: INFORMATION DISCLOSURE**

#### **Article 70. Information Disclosure Obligations**

1. The Company is obliged to fully, accurately, and timely disclose periodic and extraordinary information regarding its production, business activities, financial status, and corporate governance to shareholders, the Stock Exchange, and the State Securities Commission.

2. The Board of Directors shall develop and submit the Company's Regulations on Information Disclosure to the General Meeting of Shareholders for approval. Information disclosure must be performed through methods that ensure fair access for shareholders and investors. The language used in disclosure must be clear, easy to understand, and avoid misleading shareholders and investors.

### **CHAPTER IX: IMPLEMENTATION PROVISIONS**

#### **Article 71. Amendments and Supplements to the Corporate Governance Regulations**

1. Any amendments or supplements to these Regulations shall be drafted by the Board of Directors and submitted to the General Meeting of Shareholders for approval.



2. In the event that legal regulations related to the Company's operations are not yet mentioned in these Regulations, or in the case of new legal provisions that differ from the terms herein, such legal regulations shall automatically apply and govern the Company's activities.

#### **Article 72. Effectiveness**

1. These Regulations, consisting of 09 chapters and 72 articles, were unanimously adopted by the General Meeting of Shareholders of Viglacera Tien Son Joint Stock Company on May 20, 2026, and the full text of these Regulations was approved for effectiveness.

2. Copies or extracts of the Internal Regulations on Corporate Governance must bear the signature of the Chairperson of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

3. The Board of Directors, the Supervisory Board, the Management Board, and other relevant individuals and organizations of Viglacera Tien Son Joint Stock Company are responsible for the implementation of these Regulations.

**ON BEHALF OF THE BOARD  
OF DIRECTORS CHAIRPERSON**



**CHỦ TỊCH H.Đ.Q.T**  
*Đoàn Hải Mậu*