



**FOODS JOINT STOCK COMPANY
HO CHI MINH CITY**

**SOCIALIST REPUBLIC OF VIETNAMNAM
Independence – Freedom – Happiness**

NO: 07 /QD-LT-HDQT

Ho Chi Minh City, July 30, 2026

DECISION

Regarding the issuance of the Regulations on the operation of the Board of Directors Ho Chi Minh City Foodstuff Joint Stock Company

BOARD OF DIRECTORS

HO CHI MINH CITY FOODS JOINT STOCK COMPANY

Basis :

- Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020; Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15 dated June 17, 2025;
- The Securities Law No. 54/2019/QH14 was passed by the National Assembly on November 26, 2019 and came into effect on January 1, 2021;
- Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Securities Law, as amended and supplemented by Government Decree No. 245/2025/ND-CP dated September 11, 2025;
- Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding some provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government;
- Charter of Ho Chi Minh City Foodstuff Joint Stock Company ;
- Resolution No. 01/NQ-LT-DHĐCĐ of the Annual General Meeting of Shareholders dated May 27, 2026, of Ho Chi Minh City Foodstuff Joint Stock Company.

DECISION:

Article 1. The Regulations on the operation of the Board of Directors of Ho Chi Minh City Foodstuff Joint Stock Company are hereby promulgated.

Article 2. The following individuals are responsible for implementing this Decision: Members of the Board of Directors, the General Management Board, the Chief Accountant , Heads of professional departments, and Directors of the Company's branches.

Article 3. This Decision takes effect from the date of signing and replaces Decision No. 07/QD-LT-HDQT dated May 5, 2023 of the Board of Directors of the Company on the promulgation of the Regulations on Organization and Operation of the Board of Directors of Ho Chi Minh City Foodstuff Joint Stock Company.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

Recipient:

- As per Article 2;
- Company Supervisory Board;
- State Securities Commission,
- Hanoi Stock Exchange;
- Saved: VT, Board of Directors' Account.

Đoàn Quang Long



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**OPERATING REGULATIONS
OF THE BOARD OF DIRECTORS
OF FOODS JOINT STOCK COMPANY
HO CHI MINH CITY**

*(Issued together with Decision No. 07/QD-LT-HDQT dated July 30., 2026
of the Board of Directors of Ho Chi Minh City
Foodstuff Joint Stock Company)*

Ho Chi Minh City, July 30., 2026



INDEX

	Page
Chapter I. GENERAL PROVISIONS	3
Article 1. Scope of Regulation and Applicable Subjects	3
Article 2. Principles of operation of the Board of Directors	3
Chapter II . MEMBERS OF THE BOARD OF DIRECTORS	4
Article 3. Rights and obligations of members of the Board of Directors	4
4. Right of Board of Directors members to access information	
Article 5. Term and number of members of the Board of Directors	4
Article 6. Standards and conditions for membership of the Board of Directors	4
Article 7. Chairman of the Board of Directors	5
Article 8. Dismissal, removal, replacement, and appointment of members of the Board of Directors	6
Article 9. Procedures for electing, dismissing, and removing members of the Board of Directors	6
Article 10. Notification of election and dismissal, Board of Directors members	7
Chapter III . BOARD OF DIRECTORS	8
Article 11. Rights and obligations of the Board of Directors	8
Article 12. Duties and powers of the Board of Directors in the approval and signing of transaction contract	9
Article 13. Responsibilities of the Board of Directors in convening an extraordinary general meeting of shareholders	10
Article 14. Subcommittees assisting the Board of Directors	11
Chapter IV . BOARD OF DIRECTORS MEETING	11
Article 15. Board Meetings	11
Article 16. Minutes of the Board of Directors Meeting	13
Chapter V. REPORTING AND DISCLOSING BENEFITS	14
Article 17. Submitting annual reports	14
Article 18. Remuneration, bonuses, and other benefits for members of the Board of Directors.	14
Article 19. Disclosure of related interests	15
Chapter VI . RELATIONSHIP OF THE BOARD OF DIRECTORS	15
Article 20. Relationship between members of the Board of Directors	15
Article 21. Relationship with the Executive Board	16
Article 22. Relationship with the Supervisory Board	16
Chapter VII . IMPLEMENTATION PROVISIONS	16

Article 23. Effective Date ----- 16

Ho Chi Minh City, July 30, 2026

**REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS
HO CHI MINH CITY FOODS JOINT STOCK COMPANY**

(Attached is Decision No. 0.7/QĐ-LT-HĐQT dated 30.7.2026 of the Board of Directors)

Base:

- Securities Law dated November 26, 2019;
- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020; amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022.
- Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of provisions of the Securities Law;
- Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance, guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;
- Charter of Ho Chi Minh City Foodstuff Joint Stock Company;
- Resolution No. 01/NQ-LT-ĐHĐCĐ dated May 27, 2026, of the General Meeting of Shareholders of Ho Chi Minh City Foodstuff Joint Stock Company.

The Board of Directors issues the Regulations on the Operation of the Board of Directors of Ho Chi Minh City Foodstuff Joint Stock Company.

The operating regulations of the Board of Directors (hereinafter referred to as the Regulations) of Ho Chi Minh City Foodstuff Joint Stock Company (hereinafter referred to as the Company) include the following contents:

**Chapter I
GENERAL REGULATIONS**

Article 1. Scope of Regulation and Applicable Subjects

1. Scope of application: The Board of Directors' operating regulations stipulate the organizational structure, operating principles, powers, and obligations of the Board of Directors and its members, in order to operate in accordance with the Enterprise Law, the Company Charter, and other relevant legal provisions.

2. Scope of Application: This Regulation applies to the Board of Directors, its members, and other related parties mentioned in this Regulation.

Article 2. Principles of operation of the Board of Directors

1. The Board of Directors operates on the principle of collective decision-making. Members of the Board of Directors are individually responsible for their assigned tasks and are jointly accountable to the General Meeting of Shareholders and to the law for the resolutions and decisions of the Board of Directors concerning the Company's development.

2. The Board of Directors assigns responsibility to the General Director to organize and implement the resolutions and decisions of the Board of Directors.

Chapter II

MEMBER OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have all the rights stipulated in the Enterprise Law, the Securities Law, relevant laws, and the Company's Charter, including the right to be provided with information and documents on the financial situation and business operations of the Company and its subsidiaries.

2. Members of the Board of Directors have the obligations stipulated in the Company's Articles of Association and the following obligations:

a) To perform my duties honestly and diligently for the best interests of the shareholders and the Company;

b) Attend all meetings of the Board of Directors and provide input on the issues discussed;

c) To promptly and fully report to the Board of Directors all remuneration received from subsidiaries, affiliated companies, and other organizations;

d) Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital, and members of the Board of Directors and their related parties; and transactions between the Company and companies in which a member of the Board of Directors is a founding member or a business manager during the three years immediately preceding the transaction.

d) Disclose information when conducting transactions involving the Company's shares in accordance with the law.

Article 4. Right of Board of Directors members to access information

1. Members of the Board of Directors have the right to request the General Director, Deputy General Director, and other managers in the Company to provide information and documents on the financial situation and business operations of the Company and its units.

2. The Company's executives, when requested, must promptly, fully, and accurately provide information and documents as requested by members of the Board of Directors.

Article 5. Term of office and number of members of the Board of Directors

1. The Company's Board of Directors has 05 (five) members.

2. The term of office for a member of the Board of Directors shall not exceed 05 years and they may be re-elected for an unlimited number of terms.

3. If all members of the Board of Directors complete their terms 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, unless otherwise stipulated in the Company's Articles of Association.

Article 6. Standards and conditions for membership of the Board of Directors

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

- a) Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law ;
- b) Possess professional qualifications and experience in business administration or in the field, industry, or profession of business of the Company, and are not necessarily shareholders of the Company, unless the Company's Articles of Association stipulate otherwise;
- c) A member of the Company's Board of Directors may also be a member of the Board of Directors of another company;
- d) In cases where the enterprise satisfies the conditions stipulated in point b, clause 1, Article 88 of the Enterprise Law and is a subsidiary of a state-owned enterprise as stipulated in clause 1, Article 88 of the Enterprise Law , members of the Board of Directors shall not be family members of the General Director and other managers of the Company; or of managers or persons authorized to appoint managers of the parent company;
- d) Other standards and conditions as stipulated in the Company's Articles of Association.

Article 7. Chairman of the Board of Directors

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

2. The Chairman of the Board of Directors of the Company may not also 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 plan of activities for the Board of Directors;
- b) Prepare the agenda, content, and documents for the meeting; convene, preside over, and chair the Board of Directors meeting;
- c) Organizing the adoption of resolutions and decisions by the Board of Directors;
- d) Monitoring the implementation of resolutions and decisions of the Board of Directors;
- (d) Presiding over the General Meeting of Shareholders;
- e) Other rights and obligations as stipulated in the Enterprise Law and the Company's Articles of Association.

4. In the event that the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must

elect a replacement within 10 days from the date of receiving the resignation letter or dismissal/removal.

In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the Company's Articles of Association.

In the event that there is no authorized representative or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is restricted or incapacitated, has difficulties in understanding or controlling his/her behavior, or is prohibited by the Court from holding office, practicing a profession, or performing a certain job, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by a majority vote until a new decision is made by the Board of Directors.

5. When deemed necessary, the Board of Directors shall decide to appoint a Company Secretary. The Company Secretary shall have the following rights and obligations:

- a) Assisting in organizing and convening General Meetings of Shareholders and Board of Directors; recording meeting minutes;
- b) To assist members of the Board of Directors in exercising their assigned rights and obligations;
- c) Assisting the Board of Directors in applying and implementing the company's governance principles;
- d) Assisting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; ensuring compliance with information provision obligations, information disclosure, and administrative procedures;
- d) Other rights and obligations as stipulated in the Company's Articles of Association.

Article 8. Dismissal, removal, replacement, and appointment of members of the Board of Directors

1. The General Meeting of Shareholders may dismiss a member of the Board of Directors in the following cases:

- a) Does not meet the standards and conditions stipulated in Article 155 of the Enterprise Law ;
- b) A resignation letter has been submitted and accepted;
- c) Other cases as stipulated in the Company's Articles of Association.

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

- a) Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b) Other cases as stipulated in the Company's Articles of Association.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors except in the cases stipulated in Clauses 1 and 2 of this Article.

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

a) The number of Board of Directors members is reduced by more than one-third compared to the number stipulated in the Company's 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 has decreased, failing to meet the ratio stipulated in point b, clause 1, Article 137 of the Enterprise Law ;

c) Except as provided in points a and b of this clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed from office at the most recent meeting.

Article 9. Procedures for electing, dismissing, and removing members of the Board of Directors

1. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate individuals to the Board of Directors. The nomination process for the Board of Directors is as follows:

a) Common shareholders forming a group to nominate candidates for the Board of Directors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals as decided by the General Meeting of Shareholders to be candidates for the Board of Directors. If the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

2. If the number of candidates for the Board of Directors, through nomination and candidacy, is still insufficient to meet the requirements stipulated in Clause 5, Article 115 of the Enterprise Law , the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The incumbent Board of Directors' nomination of additional candidates 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 voting for Board of Directors members must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of Board members to be elected. Shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected Board members are determined by the

number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the Company's Charter is reached. In the event that two or more candidates receive the same number of votes for the last Board member, a re-election will be held among those candidates or a selection will be made according to the election regulations or the Company's Charter.

4. The election, dismissal, and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders according to the principle of voting.

Article 10. Notification of election, dismissal, and removal of members of the Board of Directors

1. Once candidates for the Board of Directors have been identified, the Company must publish information related to these candidates at least 10 days before the opening 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 provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in 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 that must be published includes:

- a) Full name, date of birth (day, month, year);
- b) Professional qualifications;
- c) Work experience;
- d) Other managerial positions (including board positions in other companies);
- d) Interests related to the Company and its related parties;
- e) Other information (if any) as stipulated in the Company's Articles of Association;
- g) The company is responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and any related interests of the candidate's Board of Directors (if any).

2. The announcement of the results of the election, dismissal, and removal of members of the Board of Directors shall be carried out in accordance with the regulations and guidelines on information disclosure.

Chapter III BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Articles of Association, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a) Deciding on the Company's strategic plan, medium-term development plan, and annual business plan;
- b) Propose the types of shares and the total number of shares authorized for sale for each type;
- c) Decisions to sell unsold shares within the permitted number of shares for each class; decisions to raise additional capital through other means;
- d) Deciding on the selling price of the Company's shares and bonds;
- d) Decisions to repurchase shares as stipulated in Clauses 1 and 2 of Article 133 of the Enterprise Law ;
- e) Deciding on investment options and investment projects within the authority and limits prescribed by law;
- g) Deciding on solutions for market development, marketing, and technology;
- h) Through purchase, sale, loan, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, except for contracts and transactions falling under the authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 138, and clauses 1 and 3, Article 167 of the Enterprise Law ;
- i) Electing, dismissing, and removing the Chairman of the Board of Directors; appointing and dismissing the General Director, Deputy General Director, Chief Accountant, and other executives appointed by the Board of Directors; signing and terminating contracts with the General Director; deciding on the salaries, remuneration, bonuses, and other benefits of those appointed by the Board of Directors ; appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those representatives;
- k) Supervising and directing the General Director and other managers in the daily operation of the Company's business;
- l) Deciding on the organizational structure and internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;
- m) Reviewing the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to pass resolutions;
- n) Submit the audited annual financial statements to the General Meeting of Shareholders;
- o) Propose the dividend rate to be paid; decide on the timeframe and procedures for paying dividends or handling losses incurred during business operations;

p) Propose the reorganization or dissolution of the Company; request the Company's bankruptcy;

q) Decisions on the promulgation of the Board of Directors' operating regulations, the internal regulations on corporate governance after approval by the General Meeting of Shareholders; and the regulations on information disclosure of the Company;

r) Request the General Director, Deputy General Director, and other managers in the Company to provide information and documents on the financial situation and business operations of the Company and its units.

s) Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and the Company's Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

4. The Board of Directors adopts resolutions and decisions by voting at meetings, soliciting opinions in writing, or through other means as stipulated in the Company's Charter. Each member of the Board of Directors has one vote.

5. In cases where a resolution or decision passed by the Board of Directors is contrary to the law, a resolution of the General Meeting of Shareholders, or the Company's Charter, and causes damage to the Company, the members who approved the resolution or decision shall be jointly and severally liable for the individual responsibility for that resolution or decision and shall compensate the Company for the damage; members who opposed the resolution or decision shall be exempt from liability. In this case, the Company's shareholders have the right to request the Court to suspend or annul the aforementioned resolution or decision.

Article 12. Duties and powers of the Board of Directors in approving and signing transaction contracts.

1. The Board of Directors approves contracts and transactions with a value less than 35% of the total asset value recorded in the most recent financial statement between the Company and one of the following parties:

- Members of the Board of Directors, members of the Supervisory Board, General Director, Deputy General Director, Chief Accountant, and related parties of these individuals;

- Shareholders, authorized representatives of shareholders owning more than 10% of the total common stock of the Company, and their related parties;

- Businesses that are related to the entities specified in Clause 2, Article 164 of the Enterprise Law .

2. The Company's representative signing the contract or transaction must notify the members of the Board of Directors and the members of the Supervisory Board about the parties involved in that contract or transaction and send a draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the

notification, unless the Company's Charter stipulates a different period; members of the Board of Directors with an interest related to the parties in the contract or transaction do not have the right to vote.

Article 13. Responsibilities of the Board of Directors in convening extraordinary general meetings of shareholders.

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The remaining number of members of the Board of Directors and the Supervisory Board is less than the minimum number of members required by law;
- c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law ; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and include sufficient signatures of the relevant shareholders;
- d) At the request of the Supervisory Board;
- d. Other cases as prescribed by law and the Company's Articles of Association.

2. Convening an extraordinary general meeting of shareholders.

Unless otherwise stipulated in the Company's Charter, the Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board is less than the minimum number of members stipulated in the Company's Charter, or upon receiving a request as stipulated in points c and d of Clause 1 of this Article;

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

- a) Prepare a list of shareholders entitled to attend the meeting;
- b) Providing information and resolving complaints related to the shareholder list;
- c) Develop the agenda and content for the meeting;
- d) Prepare documents for the meeting;
- d) Draft resolution of the General Meeting of Shareholders according to the planned agenda of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors, members of the Supervisory Board;
- e) Determine the time and place of the meeting;
- g) Send meeting notices to each shareholder entitled to attend the meeting as stipulated in the Enterprise Law;
- h) Other tasks related to the meeting.

Article 14. Subcommittees assisting the Board of Directors

1. The Board of Directors may establish subcommittees to oversee development policy, human resources, compensation, internal audit, and risk management. The number of members in a subcommittee is determined by the Board of Directors and must be at least three, 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 shall constitute a majority in the subcommittee, and one of these members shall be appointed as the Subcommittee Chairman by decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only valid when a majority of members attend and vote in favor of the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with applicable laws and regulations and the provisions of the Company's Charter and Internal Regulations on Corporate Governance.

Chapter IV

BOARD OF DIRECTORS MEETING

Article 15. Board Meetings

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 7 working days from the date of the conclusion 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 percentage of votes. In the event that more than one member has the highest number of votes or the same percentage of votes, the members shall elect by majority vote to choose one of them to convene the meeting of the Board of Directors.

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

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

- a) Upon the recommendation of the Supervisory Board or an independent member of the Board of Directors;
- b) Based on a proposal from the General Director or at least 05 other managers;
- c) A proposal must be submitted by at least two members of the Board of Directors;
- d) Other cases as stipulated in the Company's Articles of Association.

4. The proposals stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the authority of the Board of Directors in making decisions.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receiving the request as stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene a meeting as requested, he/she shall be liable for any damages incurred by the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening the meeting.

6. The Chairman of the Board of Directors or the person convening the Board meeting must send a notice of meeting at least 3 working days before the meeting date, unless otherwise stipulated in the Company's Charter. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed, and the decisions to be made. The notice of meeting must be accompanied by the documents to be used at the meeting and the voting ballots of the members.

Notices inviting members to the Board of Directors meeting may be sent by invitation, telephone, fax, electronic means, or other methods as stipulated in the Company's Articles of Association, and must be ensured to reach the contact address of each member of the Board of Directors registered with the Company.

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

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

8. A Board of Directors meeting shall be held when at least three-quarters of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within seven days from the date of the first scheduled meeting, unless the Company's Charter stipulates a shorter period. In this case, the meeting shall be held if more than half of the Board of Directors are present.

9. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following circumstances:

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote via online conference, electronic voting, or other electronic means;
- d) Send the ballot to the meeting via mail, fax, or email;
- d) Submitting ballots by other means as prescribed in the Company's Articles of Association.

10. In the case of sending ballots to the meeting by mail, the ballots must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the meeting begins. The ballots may only be opened in the presence of all attendees.

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

12. Unless otherwise stipulated in the Company's Articles of Association, resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members present at the meeting; in case of a tie vote, the final decision

shall rest with the side whose opinion is supported by the Chairman of the Board of Directors.

13. The Board of Directors may hold meetings in person, online, or by soliciting opinions in writing.

Article 16. Minutes of the Board of Directors Meeting

1. Board of Directors meetings must be recorded in minutes and may also be audio-recorded, recorded, and stored electronically. Minutes must be in Vietnamese and may also be in a foreign language, including the following main contents:

- a) Name, address of head office, business registration number;
- b) Time and place of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) The full names of each member attending the meeting or their authorized representatives, and the manner of attendance; the full names of members absent from the meeting and the reasons for absence;
- d) Issues discussed and voted on at the meeting;
- e) Summarize the statements made by each meeting participant in chronological order of the meeting's proceedings;
- g) The voting results clearly indicate which members approved, disapproved, and abstained;
- h) The issue that was approved and the corresponding percentage of votes in favor;
- i) Full name and signature of the presiding officer and the person recording the minutes, except as provided in Clause 2 of this Article.

2. In cases where the chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors present and agree to sign the minutes, and the minutes contain all the information stipulated in points a, b, c, d, e, g, and h of Clause 1, Article 158 of the Enterprise Law, then these minutes are valid. The minutes clearly state that the chairperson or the person recording the minutes refused to sign. The person signing the minutes is jointly responsible for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson or the person recording the minutes is personally liable for any damages incurred by the enterprise due to their refusal to sign the minutes, as stipulated in the Enterprise Law, the company's charter, and relevant laws.

3. The chairperson, the person recording the minutes, and those signing the minutes are responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

4. Minutes of Board of Directors meetings and documents used in the meetings must be kept at the Company's head office.

5. Minutes drawn up in Vietnamese and in a foreign language have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall prevail.

Chapter V

REPORT AND DISCLOSURE OF BENEFITS

Article 17. Submission of Annual Reports

1. At the end of the fiscal year, the Board of Directors must submit the following report to the General Meeting of Shareholders:

- a) Report on the company's business results;
- b) Financial statements;
- c) Report evaluating the company's management and operations;
- d) The Supervisory Board's assessment report.

2. The reports stipulated in points a, b, and c of Clause 1 of this Article must be submitted to the Supervisory Board for review no later than 30 days before the opening of the Annual General Meeting of Shareholders, unless the Company's Charter stipulates otherwise.

3. The reports stipulated in Clauses 1 and 2 of this Article, the Supervisory Board's appraisal report, and the audit report must be kept at the Company's head office no later than 10 days before the opening of the Annual General Meeting of Shareholders, unless the Company's Charter stipulates a longer period. Shareholders who have continuously held shares of the Company for at least one year have the right to personally or together with a lawyer, accountant, or auditor holding a professional certificate directly review the reports stipulated in this Article.

Article 18. 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 based on 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 the Board member and the daily rate. The Board of Directors determines the remuneration for each member by mutual agreement. The total amount of remuneration and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at its annual meeting.

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in subcommittees of the Board of Directors, or performing other duties outside the normal scope of a member's duties, may receive additional compensation in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred in performing

their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. Members of the Board of Directors may be insured by the Company for liability insurance after approval by the General Meeting of Shareholders. This insurance does not cover the liability of Board members related to violations of the law and the Company's Articles of Association.

Article 19. Disclosure of related interests

Unless otherwise stipulated in the Company's Articles of Association, the disclosure of the Company's interests and related parties shall be governed by the following regulations:

1. Members of the Company's Board of Directors must declare to the Company their related interests, including:

a) Name, business registration number, head office address, business sector and activities of the enterprise in which they own or have a stake or shareholding; percentage and time of ownership of that stake or shareholding;

b) The name, business registration number, head office address, and business lines of the enterprise in which their related parties own, co-own, or individually own more than 10% of the charter capital.

2. The declarations stipulated in Clause 1 of this Article must be made within 7 working days from the date the relevant benefit arises; any amendments or additions must be notified to the Company within 7 working days from the date of the corresponding amendments or additions.

3. Members of the Board of Directors, acting in their own name or on behalf of others, to perform any work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and the Supervisory Board, and may only perform such work with the approval of a majority of the remaining members of the Board of Directors; if they perform such work without reporting it or without the approval of the Board of Directors, all income derived from such activity shall belong to the Company.

Chapter VI

RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 20. Relationship between members of the Board of Directors

1. The relationship between the members of the Board of Directors is one of collaboration; the members of the Board of Directors are responsible for informing each other on relevant issues in the process of handling their assigned tasks.

2. During the course of work, the Board member assigned primary responsibility must proactively coordinate and handle any issues that relate to the areas of responsibility of other Board members. In cases where there are differing opinions among Board members, the member primarily responsible shall report to the Chairman of the Board for consideration and decision within his/her authority, or organize a meeting or seek the opinions of the Board members in accordance with the law, the Company Charter, and these Regulations.

3. In the event of a reassignment of duties among Board members, the Board members must hand over their work, files, and related documents. This handover must be documented in writing and reported to the Chairman of the Board.

Article 21. Relationship with the Executive Board

In its governance role, the Board of Directors issues resolutions for the CEO and the executive team to implement. At the same time, the Board of Directors monitors and supervises the implementation of these resolutions.

Article 22. Relationship with the Supervisory Board

1. The relationship between the Board of Directors and the Supervisory Board is one of collaboration. The working relationship between the Board of Directors and the Supervisory Board is based on the principles of equality and independence, while also ensuring close coordination and mutual support in the performance of their duties.

2. Upon receiving inspection reports or summary reports from the Supervisory Board, the Board of Directors is responsible for studying them and directing relevant departments to develop plans and implement timely corrective actions.

**Chapter VII
ENFORCEMENT CLAUSES**

Article 23. Effective Date

The operating regulations of the Board of Directors of Ho Chi Minh City Foodstuff Joint Stock Company consist of 7 chapters and 23 articles, and are effective from the date of signing the Decision to issue them.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

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