

Phụ lục VI/ Appendix VI

CÔNG BỐ THÔNG TIN BẤT THƯỜNG

(Ban hành kèm theo Quyết định số 21/QĐ-SGDVN ngày 21/12/2021 của Tổng Giám đốc Sở Giao dịch Chứng khoán Việt Nam về Quy chế Công bố thông tin tại Sở Giao dịch Chứng khoán Việt Nam)

EXTRAORDINARY INFORMATION DISCLOSURE

(Issued with the Decision No. 21/QĐ-SGDVN on 21/12/2021 of the CEO of Vietnam Exchange on the Information Disclosure Regulation of Vietnam Exchange)

CÔNG TY CỔ PHẦN PHÚ TÀI
PHUTAI J.S.C

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

Số/No: 214./CBTT-PT

Quy Nhơn Nam, ngày 19 tháng 05 năm 2026
Quy Nhơn Nam, May 19, 2026

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi:

- Ủy ban Chứng khoán Nhà nước/ *The State Securities Commission*
- Sở Giao dịch Chứng khoán TP. Hồ Chí Minh/ *Hochiminh Stock Exchange*

1. Tên tổ chức/*Name of organization*: **CÔNG TY CỔ PHẦN PHÚ TÀI/ PHUTAI J.S.C**
- Mã chứng khoán/Mã thành viên/ *Stock code/Broker code*: **PTB**
- Địa chỉ/*Address*: 278 Nguyễn Thị Định, phường Quy Nhơn Nam, tỉnh Gia Lai/ No. 278 Nguyen Thi Dinh st, Quy Nhơn Nam ward, Gia Lai province.
- Điện thoại/ *Telephone*: 0256 3847 668 - Fax: 0256 3847 556
- E-mail: phutai@phutai.com.vn

2. Nội dung thông tin công bố/*Contents of disclosure*:

Sau khi tổ Chức ĐHĐCĐ thường niên năm 2026, Công ty cập nhật các nội dung có liên quan được thay đổi trong Điều lệ và các Quy chế quản trị tại Công ty trong năm 2026, như sau/

Following the Annual General Meeting of Shareholders in 2026, the Company updated the relevant amended contents in the Charter and Corporate Governance Regulations in 2026 as follows:

- Điều lệ tổ chức và hoạt động Công ty năm 2026/
Charter on Organization and Operation of the Company in 2026
- Quy chế hoạt động của Hội đồng quản trị Công ty/
Regulations on Operation of the Board of Directors
- Quy chế nội bộ về quản trị Công ty/
Internal Corporate Governance Regulation of the Company

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 19/05/2026 tại đường dẫn www.phutai.com.vn – Mục Quan hệ cổ đông
This information was published on the company's website on 19/05/2026 (date), as in the link www.phutai.com.vn - Investor Relations



Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/

We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

Tài liệu đính kèm/Attached documents:

1. Điều lệ tổ chức và hoạt động Công ty năm 2026/

Charter on Organization and Operation of the Company in 2026.

2. Quy chế hoạt động của Hội đồng quản trị Công ty/

Regulations on the Operation of the Board of Directors.

3. Quy chế nội bộ về quản trị Công ty/
Internal Regulations on Corporate Governance of the Company.

Đại diện tổ chức/Organization representative

Người UQ CBTT/ *Person authorized to disclose information*

PHÓ TỔNG GIÁM ĐỐC/DEPUTY GENERAL DIRECTOR



PHAN QUỐC HOÀI



SOCIALIST REPUBLIC OF VIETNAM
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CHARTER

PHU TAI JOINT STOCK COMPANY

Year 2026



TABLE OF CONTENTS

I. DEFINITIONS OF TERMS IN THE CHARTER.....	5
Article 1. Interpretation of terms	5
II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY.....	6
Article 2. Name, form, headquarters, branches, representative offices, business locations, and duration of operation of the Company	6
Article 3. Legal representative of the Company	6
III. OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE COMPANY ...	7
Article 4. Objectives of the Company	7
Article 5. Scope of business and operations of the Company	10
IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS.....	10
Article 6. Charter capital, shares, founding shareholders	10
Article 7. Share certificate	10
Article 8. Other securities certificates	11
Article 9. Transfer of shares	11
Article 10. Share redemption (in case of enterprise registration).....	11
V. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS	12
Article 11. Organizational, management, and supervisory structure.....	12
VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS.....	12
Article 12. Rights of shareholders	12
Article 13. Obligations of shareholders	14
Article 14. General Meeting of Shareholders	15
Article 15. Rights and obligations of the General Meeting of Shareholders.....	16
Article 16. Authorization to attend the General Meeting of Shareholders	18
Article 17. Variation of rights.....	18
Article 18. Convening meetings, agenda, and invitation to the General Meeting of Shareholders	19
Article 19. Conditions for conducting the General Meeting of Shareholders	21
Article 20. Procedures for conducting and voting at the General Meeting of Shareholders	21
Article 21. Conditions for passing Resolutions of the General Meeting of Shareholders.....	23
Article 22. Authority and procedures for collecting shareholders' written comments to pass Resolutions of the General Meeting of Shareholders	23
Article 23. Resolutions and Minutes of the General Meeting of Shareholders	26



Article 24. Request for cancellation of Resolutions of the General Meeting of Shareholders..27

VII. BOARD OF DIRECTORS27

Article 25. Candidacy and nomination of members of the Board of Directors27

Article 26. Composition and term of members of the Board of Directors28

Article 27. Rights and obligations of the Board of Directors29

Article 28. Remuneration, bonuses, and other benefits of members of the Board of Directors.31

Article 29. Chairman of the Board of Directors31

Article 30. Meetings of the Board of Directors32

Article 31. Committees under the Board of Directors.....35

Article 32. Person in charge of corporate governance.....35

VIII. GENERAL DIRECTOR AND OTHER CORPORATE EXECUTIVES.....36

Article 33. Organizational structure of management.....36

Article 34. Corporate executives36

Article 35. Appointment, dismissal, rights, and obligations of the General Director36

Article 36. Company Secretary37

IX. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS.....38

Article 37. Audit Committee38

Article 38. Composition of the Audit Committee38

Article 39. Rights and obligations of the Audit Committee38

Article 40. Meetings of the Audit Committee39

Article 41. Remuneration, bonuses, and other benefits of members of the Audit Committee..39

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR, AND OTHER EXECUTIVES.....39

Article 42. Duty of honesty and avoidance of conflicts of interest39

Article 43. Liability for damages and compensation.....40

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS.....41

Article 44. Right to inspect books and records.....41

XII. EMPLOYEES AND TRADE UNION41

Article 45. Employees and trade union41

XIII. PROFIT DISTRIBUTION42

Article 46. Profit distribution.....42

XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM.....42

Article 47. Bank accounts.....42

Article 48. Fiscal year.....42



Article 49. Accounting system	43
XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND RESPONSIBILITY FOR INFORMATION DISCLOSURE	43
Article 50. Annual, semi-annual, and quarterly financial statements.....	43
Article 51. Annual report.....	43
XVI. AUDIT OF THE COMPANY	43
Article 52. Audit	43
XVII. COMPANY SEAL	44
Article 53. Company seal	44
XVIII. DISSOLUTION OF THE COMPANY	44
Article 54. Dissolution of the Company	44
Article 55. Extension of operation.....	44
Article 56. Liquidation	44
XIX. INTERNAL DISPUTE RESOLUTION.....	45
Article 57. Internal dispute resolution	45
XX. SUPPLEMENT AND AMENDMENT TO THE CHARTER.....	46
Article 58. This Charter	46
XXI. EFFECTIVE DATE.....	46
Article 59. Effective date.....	46

INTRODUCTION

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms shall be understood as follows:

- a) *Charter capital is the total par value of shares sold or registered for purchase upon the establishment of the joint stock company and in accordance with Article 6 of this Charter;*
- b) *Voting capital is the share capital, according to which the owner has the right to vote on matters under the authority of the General Meeting of Shareholders;*
- c) *Law on Enterprises is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of Socialist Republic of Vietnam on June 17, 2020;*
- d) *Law on Securities is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of Socialist Republic of Vietnam on November 26, 2019;*
- e) *Vietnam is Socialist Republic of Vietnam;*
- f) *Date of establishment is the date on which the Company is granted the Business Registration Certificate (Business Registration Certificate and equivalent valid documents) for the first time;*
- g) *Corporate executive is the General Director, Deputy General Director, Chief Accountant, and other executives appointed by the Board of Directors;*
- h) *Corporate manager is the manager of the company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management titles appointed by the General Meeting of Shareholders or the Board of Directors;*
- i) *Affiliated persons are individuals and organizations as defined in Clause 46, Article 4 of the Law on Securities;*
- j) *Shareholder is an individual or organization owning at least one share of the joint stock company;*
- k) *Founding shareholder is a shareholder owning at least one common share and signing the list of founding shareholders of the joint stock company;*
- l) *Major shareholder is a shareholder as defined in Clause 18, Article 4 of the Law on Securities;*
- m) *Duration of operation is the operating time of the Company as specified in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company;*
- n) *Stock Exchange is the Vietnam Stock Exchange and its subsidiaries.*

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

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

II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, headquarters, branches, representative offices, business locations, and duration of operation of the Company

1. Name of the Company

- Name of the Company in Vietnamese: CÔNG TY CỔ PHẦN PHÚ TÀI
- Name of the Company in foreign language: PHU TAI JOINT STOCK COMPANY
- Abbreviated company name: PTB

2. The Company is a joint stock company with legal entity status in accordance with the current laws of Vietnam.

3. Registered office of the Company:

- Address of head office: No. 278 Nguyen Thi Dinh, Quy Nhon Nam Ward, Gia Lai Province, Vietnam
- Telephone: +84 256 3847668 – 3847078
- Fax: +84 256 3847556 - 3847556
- E-mail: phutai@phutai.com.vn
- Website: www.phutai.com.vn

4. The Company may establish branches and representative offices at business locations to achieve the Company's operational objectives in accordance with the decisions of the Board of Directors and within the scope permitted by law.

5. Unless terminated before the deadline specified in Clause 2, Article 54 or extended in accordance with Article 55 of this Charter, the Company's duration of operation shall be indefinite from the date of establishment.

Article 3. Legal representative of the Company

The Company has (02) legal representatives, including:

1. Chairman of the Board of Directors;
2. General Director;

The legal representative of the Company is the individual representing the Company in exercising the rights and obligations arising from the Company's transactions, and representing the Company as a plaintiff, defendant, or person with related interests and obligations before the Arbitration or

Court. The responsibilities of the legal representative shall be performed in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current law.

The legal representative of the Company must reside in Vietnam; and must authorize another person in writing to exercise the rights and obligations of the legal representative at the Company when exiting Vietnam.

In case the authorization expires and the legal representative of the Company has not returned to Vietnam and there is no other authorization, the authorized person shall continue to perform the rights and obligations of the legal representative of the Company within the authorized scope until the legal representative of the Company returns to work, or until the Board of Directors decides to appoint a replacement.

In case of absence from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the legal representative of the Company, the Board of Directors shall appoint a replacement.

III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY

Article 4. Operational objectives of the Company

1. The Company's main business lines are:

Business line code	Business line name
1393	Manufacture of carpets, rugs, and mats
1394	Manufacture of cordage, rope, twine, and netting
4610	Agents, brokers, and auctioneers Details: Agency for buying, selling, and consigning goods of all kinds. Commercial brokerage. (Not exercising the right to export, import, or distribute goods under the List of goods that foreign investors and economic organizations with foreign investment capital are not permitted to exercise the right to export, import, or distribute: tobacco, cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar, and beet sugar are excluded from the scope of commitment).
0210	Silviculture, forest care, and forestry nursery
2395	Manufacture of concrete and products from concrete, cement, and plaster
4101	Construction of residential houses
4102	Construction of non-residential buildings Details: Construction of civil works
4212	Construction of road works
4222	Construction of water supply and drainage works

Business line code	Business line name
	Details: Construction of irrigation works
4299	Construction of other civil engineering works Details: Construction of industrial works, urban infrastructure, and Industrial Park infrastructure
1391	Manufacture of knitted and crocheted fabrics and other non-woven fabrics
1392	Manufacture of made-up textile articles (except apparel)
2220	Manufacture of plastic products
5510	Short-term accommodation services Details: Hotels
5610	Restaurants and mobile food service activities Details: Restaurants, eateries, and food service establishments
3100	Manufacture of furniture
1629	Manufacture of other products of wood; manufacture of products of bamboo, rattan, straw, and plaiting materials
4933	Freight transport by road
4932	Other passenger land transport Details: Passenger transport business by automobile under contract
5229	Other support activities for transportation
2399	Manufacture of other non-metallic mineral products not elsewhere classified Details: Production of crushed stone, stone powder, and similar products; Production of artificial stone
4663	Wholesale of other construction materials and installation equipment
4752	Retail sale of hardware, paints, glass, and other construction installation equipment in specialized stores
4669	Wholesale of other specialized products not elsewhere classified Details: Trading of products from granite, basalt, and marble
7710	Rental and leasing of motor vehicles
4641	Wholesale of textiles, clothing, and footwear Details: Wholesale of carpets, mats, blankets, curtains, bed sheets, pillows, and other textiles
1512	Manufacture of luggage, handbags, and the like, manufacture of saddlery
1702	Manufacture of corrugated paper and paperboard, and of containers of paper and paperboard Details: Manufacture of paper and paperboard packaging

Business line code	Business line name
1709	Manufacture of other articles of paper and paperboard not elsewhere classified
4649	Wholesale of other household goods Details: Wholesale of beds, cabinets, tables, chairs, and similar furniture
8230	Organization of trade promotion and introduction
8299	Other business support service activities not elsewhere classified
4513	Sale of motor vehicles
4511	Wholesale of motor vehicles
4530	Sale of motor vehicle parts and accessories
2396 (Main)	Cutting, shaping, and finishing of stone Details: Processing of granite, basalt, and marble
0810	Quarrying of stone, sand, gravel, and clay Details: Quarrying of granite and basalt; Quarrying of stone, sand, and gravel for construction materials
4690	Non-specialized wholesale trade Details: Import and export of the company's products, materials, raw materials, machinery, and equipment for production and consumer goods (Not exercising the right to export, import, or distribute goods under the List of goods that foreign investors and economic organizations with foreign investment capital are not permitted to exercise the right to export, import, or distribute: tobacco, cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar, and beet sugar are excluded from the scope of commitment).
4520	Maintenance and repair of motor vehicles
6810	Real estate activities with own or leased property Details: Real estate investment and business. Leasing of workshops, warehouses, offices, and residential houses. (excluding investment in infrastructure construction, cemeteries, and graveyards for the transfer of land use rights associated with infrastructure)
4330	Building completion and finishing Details: Interior and exterior decoration

2. Operational objectives of the Company: To continuously develop production, trade, and service activities in business sectors, aiming to maximize the Company's potential profits for shareholders; improve working conditions, increase income and living standards for employees in the Company; ensure benefits for shareholders, and fulfill obligations to the State budget.

Article 5. Scope of business and operations of the Company

The Company is permitted to conduct business activities in accordance with the registered business lines specified in this Charter, notify changes in registration content with the business registration authority, and publish them on the National Business Registration Portal.

IV.CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Charter capital of the Company is 803,260,840,000 VND (Eight hundred and three billion, two hundred and sixty million, eight hundred and forty thousand VND).

The total Charter capital of the Company is divided into 80,326,084 shares with a par value of 10,000 VND/share.

2. The Company may change its Charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The Company's shares as of the date of approval of this Charter include common shares. The rights and obligations of shareholders holding each type of share are specified in Article 12 and Article 13 of this Charter.

4. The Company may issue other types of preferred shares after obtaining approval from the General Meeting of Shareholders and in accordance with the provisions of law.

5. The Company officially operates as a joint stock company under Business Registration Certificate No. 4100259236 issued by the Department of Planning and Investment of Binh Dinh Province, first registered on December 30, 2004. Pursuant to the Law on Enterprises, as of now, the transfer restriction period for common shares of founding shareholders has expired.

6. Common shares must be offered for priority sale to existing shareholders in proportion to their ownership of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares not registered for purchase by shareholders shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons under conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or provided for by securities laws.

7. The Company may repurchase shares issued by the Company itself in the manners prescribed in this Charter and current law. The Company may issue other types of securities in accordance with the provisions of law.

8. The maximum ownership percentage of foreign investors in the Company is 25%.

Article 7. Share certificate

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares owned.

2. A share is a type of security certifying the legal rights and interests of the owner in a portion of the share capital of the issuing organization. A share must contain all the contents prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 2 months from the date of submitting a complete application for transfer of share ownership in accordance with the Company's regulations or within 2 months from the date of full payment for shares in accordance with the Company's share issuance plan (or other period as specified in the issuance terms), the share owner shall be issued a share certificate. The share owner shall not have to pay the Company for the costs of printing the share certificate.

4. In case a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be re-issued a share certificate by the Company upon the shareholder's request. The shareholder's request must include the following contents:

- a) Information about the share certificate that has been lost, damaged, or destroyed in any other form;
- b) Commitment to take responsibility for disputes arising from the re-issuance of new share certificates.

Article 8. Other securities certificates

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

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise provided by this Charter and the law; shares listed on the Stock Exchange shall be transferred in accordance with the regulations of securities and stock market laws.

2. Shares that have not been fully paid for shall not be transferred or entitled to related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from owners' equity, the right to purchase newly offered shares, and other rights as prescribed by law.

Article 10. Forfeiture of shares (in case of business registration)

1. In case a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to require such shareholder to pay the remaining amount and be responsible for the total par value of the shares registered for purchase regarding the Company's financial obligations arising from the failure to make full payment.

2. The aforementioned payment notice must clearly state the new payment deadline (at least 07 days from the date of sending the notice), the place of payment, and the notice must clearly state that in case of failure to pay as required, the unpaid shares shall be forfeited.

3. The Board of Directors has the right to forfeit shares that have not been fully paid for on time in case the requirements in the aforementioned notice are not met.

4. Forfeited shares are considered shares authorized for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution under conditions and manners that the Board of Directors deems appropriate.

5. Shareholders holding forfeited shares must relinquish their status as shareholders regarding those shares, but must still be responsible for the total par value of the shares registered for purchase regarding the Company's financial obligations arising at the time of forfeiture as decided by the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors has full authority to decide on the enforcement of full payment of the share value at the time of forfeiture.

6. The forfeiture notice shall be sent to the holder of the forfeited shares before the time of forfeiture. The forfeiture shall remain effective even in case of errors or negligence in sending the notice.

V. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Organizational, management, and control structure

The organizational, management, and control structure of the Company includes:

1. General Meeting of Shareholders.
2. Board of Directors.
3. Audit Committee under the Board of Directors.
4. General Director.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the following rights:
 - a) Attend, speak at the General Meeting of Shareholders, and exercise voting rights directly, through an authorized representative, or via remote voting. Each common share carries one vote;
 - b) Receive dividends at a rate decided by the General Meeting of Shareholders;
 - c) Have priority in purchasing new shares in proportion to the ownership percentage of common shares of each shareholder in the Company;
 - d) Freely transfer their shares to other persons, except in cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of the law;
 - e) Review, search, and extract information regarding the name and contact address in the list of shareholders with voting rights; request the correction of inaccurate information about themselves;
 - f) Review, search, extract, or copy this Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;
 - g) Upon the dissolution or bankruptcy of the Company, receive a portion of the remaining assets corresponding to the share ownership percentage in the Company;

- h) Request the Company to repurchase shares in cases specified in Article 132 of the Law on Enterprises;
- i) Be treated equally. Each share of the same class provides the owning shareholder with equal rights, obligations, and benefits. In the event the Company has different classes of preferred shares, the rights and obligations attached to such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- j) Have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;
- k) Have their legitimate rights and interests protected; propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
- l) Other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders owning 5% or more of the total common shares have the following rights:

- a) Request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- b) Review, search, and extract the minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, contracts, transactions that must be approved by the Board of Directors, and other documents, excluding documents related to trade secrets and business secrets of the Company;
- c) Request the Board of Directors to inspect specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and include the following: full name, contact address, nationality, and legal identification document number for individual shareholders; name, enterprise identification number or legal identification document number, and address of the headquarters for institutional shareholders; the number of shares and time of share registration of each shareholder, the total number of shares of the entire group of shareholders, and the ownership percentage in the total shares of the Company; the issue to be inspected, and the purpose of the inspection;
- d) Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than 05 working days before the opening date. The proposal must clearly state the name of the shareholder, the quantity of each class of shares held by the shareholder, and the issue proposed to be included in the agenda;
- e) Other rights as prescribed by law and this Charter.

3. For shareholders or groups of shareholders owning 10% or more of the total common shares or having the right to nominate candidates to the Board of Directors, the nomination of candidates to the Board of Directors shall be conducted as follows:

a) Common shareholders forming a group to nominate candidates to the Board of Directors must notify the shareholders attending the meeting about the group formation 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 is entitled to nominate one or several persons as decided by the General Meeting of Shareholders as candidates for the Board of Directors. In the event the number of candidates nominated by the shareholder or group of shareholders is lower 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.

Article 13. Obligations of shareholders

Common shareholders have the following obligations:

1. Pay for the subscribed shares in full and on time.
2. Not to withdraw capital contributed by common shares from the Company in any form, except in cases where shares are repurchased by the Company or other persons. In the event a shareholder withdraws part or all of their contributed share capital contrary to the provisions of this Clause, that shareholder and related persons in the Company shall be jointly and severally liable for the debts and other property obligations of the Company to the extent of the value of the withdrawn shares and any damages incurred.
3. Comply with this Charter and the Internal Management Regulations of the Company.
4. Abide by the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Maintain the confidentiality of information provided by the Company in accordance with this Charter and the law; use the provided information only to exercise and protect their legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send information provided by the Company to other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise voting/election rights through the following forms:
 - a) Attend and vote/elect directly at the meeting;
 - b) Authorize other individuals or organizations to attend and vote/elect at the meeting;
 - c) Attend and vote/elect through online conferences, electronic voting, or other electronic means;
 - d) Send voting/election ballots to the meeting via mail, fax, or email;
7. Be personally liable when acting on behalf of the Company in any form to perform any of the following acts:
 - a) Violating the law;

- b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c) Paying off debts that are not yet due in the face of financial risk to the Company.
8. Fulfill other obligations as prescribed by current law.

Article 14. 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. The General Meeting of Shareholders shall hold an annual meeting once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders in necessary cases, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue for the General Meeting of Shareholders is determined as the location where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and this Charter, particularly approving the audited annual financial statements. In the event the audit report on the Company's annual financial statements contains material exceptions, adverse opinions, or disclaimers, the Company must invite a representative of the approved auditing organization that performed the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and the aforementioned representative of the approved auditing organization is responsible for attending the Company's annual General Meeting of Shareholders.

3. 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 interests of the Company;
- b) The number of remaining members of the Board of Directors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reasons and purpose of the meeting, and must have sufficient signatures of the related shareholders, or the request document may be prepared in multiple copies and collect sufficient signatures of the related shareholders;
- d) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

- a) The Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors is as specified in Point b, Clause 3 of this Article or upon receiving the request as specified in Point c and Point d, Clause 3 of this Article.

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

- b) In the event the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next 30 days, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article has the right to request the representative of the Company to convene a General Meeting of Shareholders in accordance with the Law on Enterprises.

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

- c) Procedures for organizing the General Meeting of Shareholders in accordance with the provisions of Clause 5, Article 140 of the Law on Enterprises.

Article 15. Rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the following rights and obligations:

- a) Approving the development orientation of the Company;
- b) Deciding on the classes of shares and the total number of shares of each class authorized to be offered; deciding on the annual dividend rate for each class of shares;
- c) Electing, dismissing, and removing members of the Board of Directors;
- d) Deciding on the investment or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Company;
- e) Deciding on amendments and supplements to this Charter;
- f) Approving annual financial statements;
- g) Deciding on the redemption of more than 10% of the total sold shares of each class;
- h) Considering and handling violations by members of the Board of Directors that cause damage to the Company and its shareholders;
- i) Deciding on the reorganization or dissolution of the Company;
- j) Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors;

- k) Approving/Amending and supplementing the Regulations on Corporate Governance; Regulations on the operation of the Board of Directors;
- l) Approving the list of accredited auditing firms; deciding on the accredited auditing firm to perform an inspection of the Company's operations, and removing the accredited auditor when deemed necessary;
- m) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders shall discuss and approve the following issues:

- a) The Company's annual business plan;
- b) Audited annual financial statements;
- c) Report of the Board of Directors on corporate governance and the performance results of the Board of Directors and each member of the Board of Directors;
- d) Dividend rate for each share of each class;
- e) Number of members of the Board of Directors;
- f) Electing, dismissing, and removing members of the Board of Directors;
- g) Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors;
- h) Approving the list of accredited auditing firms; deciding on the accredited auditing firm to perform an inspection of the Company's operations when deemed necessary;
- i) Supplementing and amending this Charter;
- j) Classes of shares and the number of new shares to be issued for each class of shares;
- k) Division, separation, consolidation, merger, or conversion of the Company;
- l) Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
- m) Deciding on the investment or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Company;
- n) Deciding on the redemption of more than 10% of the total sold shares of each class;
- o) The Company entering into contracts or transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements;
- p) Approving transactions specified in Clause 4, Article 293 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;
- q) Approving the Regulations on Corporate Governance, Regulations on the operation of the Board of Directors;
- r) Other issues as prescribed by law and this Charter.

3. All issues included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders or authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises, in accordance with the following specific provisions:

- a) Individual shareholders may only authorize 1 individual or 1 other organization to attend the meeting;
- b) For institutional shareholders holding less than 10% of the total voting shares, they may authorize a maximum of 2 individuals or 2 other organizations; those holding from 10% to less than 50% of the total voting shares may authorize a maximum of 3 individuals or 3 other organizations to attend the meeting; organizations holding 50% or more of the total voting shares may authorize a maximum of 5 individuals or 5 other organizations to attend the meeting.

2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as specified in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the power of attorney when registering for the meeting. In case of re-authorization, the attendee must present the original power of attorney of the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. The ballot/vote of the authorized person attending the meeting within the scope of authorization remains valid when one of the following cases occurs:

- a) The authorizing person is deceased, has limited civil act capacity, or has lost civil act capacity;
- b) The authorizing person has revoked the appointment of authorization;
- c) The authorizing person has revoked the authority of the person performing the authorization.

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

Article 17. Changing rights

1. The change or cancellation of special rights attached to a class of preferred shares shall be effective when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting. A Resolution of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be approved if it is approved by shareholders of the same class of preferred shares

attending the meeting who own 75% or more of the total preferred shares of that class, or approved by shareholders of the same class of preferred shares who own 75% or more of the total preferred shares of that class in case the resolution is approved in the form of written opinion collection.

2. The organization of a meeting of shareholders holding a class of preferred shares to approve the change of rights mentioned above is only valid when there are at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. In case there is not enough number of delegates as mentioned above, the meeting shall be reconvened within the next 30 days, and holders of shares of that class (regardless of the number of people and number of shares) present in person or through an authorized representative shall be considered as having a sufficient number of required delegates. At the meetings of shareholders holding preferred shares mentioned above, holders of shares of that class present in person or through a representative may request a secret ballot. Each share of the same class has equal voting rights at the meetings mentioned above.

3. The procedure for conducting such separate meetings shall be carried out similarly to the provisions in Articles 19, 20, and 21 of this Charter.

4. Unless the terms of share issuance provide otherwise, the special rights attached to classes of preferred shares regarding some or all matters related to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

Article 18. Convening meetings, meeting agenda, and notice of invitation to the General Meeting of Shareholders

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

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

- a) Preparing a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date;
- b) Preparing the agenda and content of the meeting;
- c) Preparing documents for the meeting;
- d) Drafting the Resolution of the General Meeting of Shareholders according to the expected content of the meeting.
- e) Determining the time and location of the meeting;
- f) Notifying and sending the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact address, and simultaneously announced on the website of the Company and the State Securities Commission, and the Stock Exchange where the Company's shares are listed. The person convening the General Meeting of Shareholders must send the meeting notice to all shareholders in the List of shareholders entitled to attend the meeting no later than 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case the documents are not sent with the notice of the General Meeting of Shareholders, the meeting notice must clearly state the link to the entire set of meeting documents so that shareholders can access them, including:

- a) Meeting agenda, documents used in the meeting;
- b) List and detailed information of candidates in case of electing members of the Board of Directors;
- c) Voting/election ballots;
- d) Draft resolutions for each issue in the meeting agenda.

4. A shareholder or group of shareholders as prescribed in Clause 2, Article 12 of this Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company no later than 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the quantity of each type of shares held by the shareholder, contact address, nationality, ID card number, People's Identity Card, Passport, or other legal personal identification for individual shareholders; name, enterprise identification number or establishment decision number, and address of the head office for institutional shareholders; the quantity and type of shares held by such shareholder, and the issue proposed to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders has the right to refuse the proposal prescribed in Clause 4 of this Article if it falls into one of the following cases:

- a) The proposal is sent not in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 10% of common shares as prescribed in Clause 2, Article 12 of this Charter;
- c) The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include the proposal prescribed in Clause 4 of this Article in the expected agenda and content of the meeting, except for cases specified in Clause 5 of this Article; the proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders

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

Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. Before opening the meeting, the Company must carry out shareholder registration procedures and must perform registration until all shareholders entitled to attend the meeting have registered in the following order:
 - a) When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/ballot/election ballot, on which the registration number, name of the shareholder, name of the authorized representative, and the number of voting shares/election ballots of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, and abstaining. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting. The Meeting shall elect those responsible for counting votes or supervising the vote counting as proposed by the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairperson;
 - b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has opened have the right to register immediately and subsequently have the right to participate and vote/elect at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of the contents already voted/elected previously shall not change.
2. The election of the chairperson, secretary, Committee for verification of shareholder eligibility/Delegates, and the Vote Counting Committee is prescribed as follows:
 - a) The Chairman of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to act as the meeting chairperson by majority principle. In case no one can be elected as chairperson, the person who signed the notice convening the General Meeting of Shareholders shall direct the General Meeting

of Shareholders to elect a meeting chairperson from among the attendees, and the person with the highest number of votes shall act as the meeting chairperson;

b) The Chairperson shall appoint one or more persons to act as meeting secretary; the Committee for verification of shareholder eligibility/Delegates shall serve the meeting;

c) The General Meeting of Shareholders shall elect one or more persons to the vote counting committee as proposed by the meeting chairperson.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the time for each issue in the meeting agenda.

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

a) Arrange seating at the venue of the General Meeting of Shareholders;

b) Ensure safety for all persons present at the meeting venues;

c) Facilitate shareholders to attend (or continue to attend) the meeting. The person convening the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. The applied measures may include issuing entry passes or using other optional forms.

5. The person convening the meeting or the chairperson of the General Meeting of Shareholders has the following rights:

a) Require all attendees to be subject to inspection or other legal and reasonable security measures;

b) Request competent authorities to maintain order at the meeting; expel from the General Meeting of Shareholders those who do not comply with the chairperson's right to direct, intentionally cause disorder, hinder the normal progress of the meeting, or do not comply with security check requirements.

6. The Chairperson has the right to postpone the General Meeting of Shareholders that has sufficient registered attendees for a maximum of 03 working days from the intended opening date and may only postpone the meeting or change the meeting venue in the following cases:

a) The meeting venue does not have enough convenient seating for all attendees;

b) Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;

c) There are attendees who hinder or cause disorder, risking the meeting not being conducted in a fair and legal manner.

7. In case the chairperson postpones or pauses the General Meeting of Shareholders contrary to the provisions of Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson to conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

8. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company is responsible for ensuring that shareholders can attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for a Resolution of the General Meeting of Shareholders to be passed

1. A resolution on the following content shall be passed if approved by shareholders representing 65% of the total voting shares or more of all attending shareholders, except for cases specified in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

- a) Type of shares and total number of shares of each type;
- b) Change of business lines and fields of business;
- c) Change of the Company's management organizational structure;
- d) Investment projects or sale of assets with a value of 35% or more of the total value of assets recorded in the Company's most recent financial statements, except where this Charter stipulates a different percentage or value;
- e) Reorganization, dissolution of the Company;
- f) Extension of the company's operation.

2. Resolutions are passed when approved by shareholders owning over 50% of the total voting shares of all shareholders attending the meeting, except for cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

Note: In the case of electing members of the Board of Directors, if the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors may be conducted by cumulative voting or by voting (approve, disapprove, no opinion). The voting rate for approval by voting method shall be implemented in accordance with Clause 2, Article 21 of this Charter.

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

Article 22. Authority and procedures for collecting shareholders' written comments to pass a Resolution of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' written comments to pass a Resolution of the General Meeting of Shareholders shall be implemented in accordance with the following regulations:

- 1. The Board of Directors has the authority to collect shareholders' written comments to pass a resolution of the General Meeting of Shareholders on the following issues:

- a) Amending and supplementing the contents of this Charter;
 - b) Approving/amending and supplementing the Regulations on Corporate Governance; the Regulations on Operation of the Board of Directors;
 - c) The Company's development orientation;
 - d) Types of shares and total number of shares of each type;
 - e) Electing, dismissing, and removing members of the Board of Directors;
 - f) Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;
 - g) Approving annual financial statements
 - h) Reorganization and dissolution of the Company.
 - i) Changing the business lines and fields;
 - j) Changing the Company's management organizational structure;
 - k) Other issues when deemed necessary for the interests of the Company.
2. The Board of Directors must prepare the opinion collection form, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution and send them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion collection form. The requirements and methods for sending the opinion collection form and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.
3. The opinion collection form must contain the following main contents:
- a) Name, Address, and enterprise identification number;
 - b) Purpose of collecting comments;
 - c) Full name, contact address, nationality, and legal document number of the individual for shareholders who are individuals; name, enterprise identification number or legal document number of the organization, and Address for shareholders who are organizations; or full name, contact address, nationality, and legal document number of the individual for the representative of the shareholder that is an organization; number of shares of each type and number of voting rights of the shareholder;
 - d) Issue for which comments are needed to pass a decision;
 - e) Voting options including approve, disapprove, and no opinion for each issue for which comments are collected;
 - f) Deadline for returning the completed opinion collection form to the Company;
 - g) Full name and signature of the CHAIRMAN OF THE BOARD OF DIRECTORS.
4. Shareholders may send the completed opinion collection form to the Company by mail, fax, or email in accordance with the following regulations:

a) In case of sending by mail, the completed opinion collection form must bear the signature of the shareholder who is an individual, or of the authorized representative or legal representative of the shareholder that is an organization. The opinion collection form sent to the Company must be enclosed in a sealed envelope and no one has the right to open it before the vote counting;

b) In case of sending by fax or email, the opinion collection form sent to the Company must be kept confidential until the time of vote counting;

c) Opinion collection forms sent to the Company after the deadline specified in the opinion collection form or those that have been opened in the case of mail or disclosed in the case of fax or email are invalid. Opinion collection forms that are not returned are considered as not participating in the vote.

5. The Board of Directors shall count the votes and prepare a vote-counting minutes under the witness of shareholders who do not hold management positions in the Company. The vote-counting minutes must contain the following main contents:

a) Name, Address, and enterprise identification number;

b) Purpose and issues for which comments are needed to pass a resolution;

c) Number of shareholders with the total number of voting/election rights that have participated in voting/electing, in which the number of valid voting/election rights and the number of invalid voting/election rights are distinguished, and the method of sending the voting/election form, accompanied by an appendix of the list of shareholders participating in the voting/electing;

d) Total number of votes for approval, disapproval, and no opinion for each issue, total number of votes for each candidate (if any);

e) Issues that have been passed and the corresponding voting rate for approval;

f) Full name and signature of the CHAIRMAN OF THE BOARD OF DIRECTORS, the vote counter, and the vote-counting supervisor.

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

6. The vote-counting minutes and the resolution must be sent to shareholders within 15 days from the date of completion of vote counting. The sending of the vote-counting minutes and the resolution may be replaced by posting them on the Company's website within 24 hours from the time of completion of vote counting.

7. The completed opinion collection form, the vote-counting minutes, the passed resolution, and related documents sent with the opinion collection form must all be kept at the Company's Address.

8. A resolution is passed by collecting shareholders' written comments if it is approved by shareholders owning over 50% of the total voting rights of all shareholders with voting rights and has the same value as a resolution passed at a General Meeting of Shareholders.

Article 23. Resolution, Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may be prepared in a foreign language, and must contain the following main contents:

- a) Name, Address, and enterprise identification number;
- b) Date and location of the General Meeting of Shareholders;
- c) Meeting agenda and meeting content;
- d) Full name of the chairperson and secretary;
- e) Summary of meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
- f) Number of shareholders and total number of voting rights of shareholders attending the meeting, representatives of shareholders attending the meeting with the corresponding number of shares and number of votes;
- g) Total number of voting rights for each voting issue, clearly stating the voting method, total number of valid and invalid votes, votes for approval, disapproval, and no opinion; and the corresponding percentage of the total voting rights of shareholders attending the meeting;
- h) Summary of votes for each candidate (if any);
- i) Issues that have been passed and the corresponding voting rate for approval;
- j) Full name and signature of the chairperson and secretary. In case the chairperson or secretary refuses to sign the meeting minutes, this minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and contains full contents as prescribed in this Clause. The meeting minutes shall clearly state the refusal of the chairperson or secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and passed before the end of the meeting. The chairperson and secretary of the meeting or other persons signing the minutes shall be jointly liable for the honesty and accuracy of the contents of the minutes.

3. Minutes prepared in Vietnamese and a foreign language have the same legal validity. In case there is a difference in content between the minutes in Vietnamese and in a foreign language, the content in the Vietnamese minutes shall apply.

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

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

Article 24. Request for cancellation of a Resolution of the General Meeting of Shareholders

Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the results of collecting shareholders' written comments of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises have the right to request a Court or Arbitrator to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for cases specified in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

VII. BOARD OF DIRECTORS

Article 25. Candidacy and nomination of members of the Board of Directors

1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to these candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can research these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, 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 to be disclosed includes:

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

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

2. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and this Charter. Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares has the right to nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less

than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 65% may nominate a maximum of five (05) candidates; from 65% or more may nominate a maximum of seven (07) candidates.

3. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient according to the provisions of Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with this Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions according to: the provisions of Clause 1, Clause 2, Article 155 of the Law on Enterprises; the provisions of Clause 78, Article 1, Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles 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.

Article 26. Composition and term of members of the Board of Directors

1. The number of members of the Board of Directors is at least five (5) and at most eleven (11) people.

2. The term of a member of the Board of Directors is no more than 05 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace and take over the work.

3. The structure of the Board of Directors is as follows:

The structure of the Company's Board of Directors must ensure that at least 1/3 of the total members of the Board of Directors are non-executive members. The Company shall limit the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

The structure of the Company's Board of Directors must ensure that at least 1/5 of the total members of the Board of Directors are independent members. In case the number of members of the Board of Directors of an unlisted company operating under the above model is less than 05, the Company must ensure that there is 01 member of the Board of Directors who is an independent member.

The total number of independent members of the Board of Directors must ensure the following requirements:

a) There is at least 01 independent member in case the company has from 03 to 05 members of the Board of Directors;

b) There is at least 02 independent members in case the company has from 06 to 08 members of the Board of Directors;

c) There is at least 03 independent members in case the company has from 09 to 11 members of the Board of Directors.

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

4. A member of the Board of Directors shall no longer hold the status of a member of the Board of Directors in case they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure in the stock market.

6. Members of the Board of Directors do not necessarily have to be shareholders of the Company.

Article 27. Powers and obligations of the Board of Directors

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

2. The rights and obligations of the Board of Directors are stipulated by law, this Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

a) Decide on the strategy, medium-term development plan, and annual business plan of the Company;

b) Propose the types of shares and the total number of shares authorized to be offered for each type;

c) Decide on the sale of unsold shares within the scope of the number of shares authorized to be offered for each type; decide on raising additional capital in other forms;

d) Decide on the selling price of shares and bonds of the Company;

e) Decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

f) Decide on investment plans and investment projects within the authority and limits prescribed by law;

g) Decide on solutions for market development, marketing, and technology;

h) Approve contracts for purchase, sale, borrowing, lending, 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 statements, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Law on Enterprises;

- i) Elect, dismiss, and remove the CHAIRMAN OF THE BOARD OF DIRECTORS; appoint, dismiss, sign contracts, and terminate contracts with the General Director and other key managers as prescribed by this Charter; decide on salaries, remuneration, bonuses, and other benefits for those managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, and decide on the remuneration and other benefits of those persons;
- j) Supervise and direct the General Director and other managers in the daily business operations of the Company;
- k) Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of Company's subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares of other enterprises;
- l) Approve the program and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect opinions for the General Meeting of Shareholders to pass resolutions;
- m) Submit the audited annual financial statements to the General Meeting of Shareholders;
- n) Propose the dividend payout ratio; decide on the time limit and procedures for paying dividends or handling losses arising during business operations;
- o) Propose the reorganization or dissolution of the Company; request bankruptcy for the Company;
- p) Decide on the issuance of the Regulations on Operation of the Board of Directors and the Regulations on Corporate Governance after they are approved by the General Meeting of Shareholders; decide on the issuance of the Regulations on Operation of the Audit Committee under the Board of Directors and the Regulations on information disclosure of the company;
- q) Request the General Director, Deputy General Director, and other managers in the company to provide information and documents regarding the financial situation and business operations of the company and units within the company.
- r) The requested manager must provide information and documents in a timely, complete, and accurate manner as requested by members of the Board of Directors. The order and procedures for requesting and providing information are specifically stipulated in the Regulations on Operation of the Board of Directors.
- s) Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the General Director (Director), the Person in charge of corporate governance, and other managers of the company.
- t) Execute dividend payments to shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders.
- u) Each independent member of the Board of Directors of the company must prepare an evaluation report on the activities of the Board of Directors.

v) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, and this Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities in accordance with 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.

Article 28. 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 a member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. 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, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding an executive position, or a member of the Board of Directors working on sub-committees of the Board of Directors, or performing other tasks outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee per task, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses they have incurred while 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 sub-committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include coverage for liabilities of members of the Board of Directors related to violations of the law and this Charter.

Article 29. Chairman of the Board of Directors

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

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

- a) Develop the program and operational plan of the Board of Directors;
- b) Prepare the program, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
- c) Organize the approval of resolutions and decisions of the Board of Directors;
- d) Supervise the implementation process of resolutions and decisions of the Board of Directors;
- e) Chair meetings of the General Meeting of Shareholders;
- f) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value from 10 billion VND to less than 30 billion VND or up to the level under the authority of the Board of Directors as specified in Point h, Clause 2, Article 27 of this Charter.
- g) Other rights and obligations as prescribed by the Law on Enterprises and this Charter.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the dismissal or removal decision.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors is deceased, missing, detained, serving a prison sentence, serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory education institution, has fled their place of residence, is restricted or loses their civil act capacity, has difficulty in cognition and behavior control, or is prohibited by the Court from holding certain positions or practicing certain professions, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the date of concluding the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest and equal number or percentage of votes, the members shall elect by majority principle to choose 01 person among them to convene the meeting of the Board of Directors.

2. The Board of Directors 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) At the request of an independent member of the Board of Directors;
- b) At the request of the General Director or at least 05 other managers;

- c) At the request of at least 02 members of the Board of Directors;
- d) Upon receiving a request as specified in Point c, Clause 2, Article 12 of this Charter from a shareholder or a group of shareholders owning 05% or more of the total number of common shares;
4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions under the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.
6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a meeting invitation notice at least 05 working days before the meeting date. The meeting invitation notice must specify the time and location of the meeting, the program, and the issues to be discussed and decided. The meeting invitation notice must be accompanied by documents used at the meeting and the member's voting ballot.
7. The meeting invitation notice for the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by this Charter, ensuring it reaches the contact address of each member of the Board of Directors registered with the Company.
8. A meeting of the Board of Directors is conducted when 3/4 or more of the total number of members are present. In case the meeting convened according to this clause does not have enough members present as prescribed, it shall be convened for the second time within 07 days from the intended date of the first meeting. In this case, the meeting is conducted if more than half of the members of the Board of Directors are present.
9. A member of the Board of Directors is considered to be present and voting at the meeting in the following cases:
- a) Attending and voting directly at the meeting;
 - b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
 - c) Attending and voting via online conference, electronic voting, or other electronic forms;
 - d) Sending voting ballots to the meeting via mail, fax, or email;
 - e) Sending voting ballots by other means.
10. In case of sending voting ballots to the meeting via mail, the voting ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The voting ballot shall only be opened in the presence of all attendees.
11. Voting
- a. Except as provided in Point b, Clause 11, Article 30, each member of the Board of Directors or an authorized person as prescribed in Clause 8 of this Article who is personally present at the meeting of the Board of Directors has one (01) vote;

- b. A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that member or their related person has an interest, and such interest conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted in the minimum quorum of members present to organize a meeting of the Board of Directors regarding decisions on which that member does not have the right to vote;
 - c. According to the provisions in Point d, Clause 11, Article 30, when an issue arises at the meeting related to the interest or voting right of a member of the Board of Directors and that member does not voluntarily waive their voting right, the ruling of the chair is final, unless the nature or scope of the interest of the related member of the Board of Directors has not been fully disclosed;
 - d. A member of the Board of Directors benefiting from a contract as specified in Point a and Point b, Clause 6, Article 42 of this Charter is considered to have a significant interest in that contract;
12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that they have an interest therein is responsible for disclosing this interest at the first meeting of the Board discussing the signing of this contract or transaction. In case a member of the Board of Directors does not know that they and their related person have an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after this member becomes aware that they have an interest or will have an interest in the aforementioned transaction or contract.
13. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by the majority of the members of the Board of Directors.
14. Resolutions and Decisions of the Board of Directors are passed if approved by a majority of the members attending the meeting; in the event of a tie, the final decision shall rest with the side of the Chairman of the Board of Directors.
15. The Board of Directors has the right to collect opinions from members of the Board of Directors in writing to pass a Resolution of the Board of Directors when approving matters under the authority of the Board of Directors as specified in Clause 2, Article 27 of this Charter.
- A resolution in the form of written consultation is passed based on the approval of a majority of the members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution passed at a meeting.
16. Meetings of the Board of Directors may be organized in the form of an online conference between members of the Board of Directors when all or some members are at different locations; provided that each participating member can:
- a) Hear each other member of the Board of Directors participating in the meeting speak;
 - b) Speak to all other participants simultaneously. Discussion between members may be conducted directly via telephone or other communication media or a combination of these methods. A member of the Board of Directors participating in such a meeting shall be considered 'present' at that meeting. The location of the meeting organized under this provision is the location where

the largest number of members of the Board of Directors are present, or the location where the Chairperson of the meeting is present.

Decisions passed in a meeting held in the form of an online conference that is organized and conducted legally shall be effective immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

17. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and such minutes shall be authentic evidence of the work conducted during the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in a foreign language. The minutes must be signed by the chairperson and the minute-taker.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a subcommittee shall be decided by the Board of Directors and shall consist of at least 02 people, including members of the Board of Directors and external members. The activities of the subcommittee must comply with the regulations of the Board of Directors. A resolution of the subcommittee is only effective when passed by a majority of the members attending and voting at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations, the provisions of this Charter, and the Regulations on Corporate Governance.

Article 32. Person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least 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 an approved auditing organization that is 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 organizing the General Meeting of Shareholders in accordance with regulations and related matters between the Company and shareholders;
- b) Preparing meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;
- c) Advising on meeting procedures;
- d) Attending meetings;

- e) Advising on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- f) Providing financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors;
- g) Supervising and reporting to the Board of Directors on the Company's information disclosure activities;
- h) Serving as the contact point for related parties;
- i) Maintaining confidentiality of information in accordance with the provisions of the law and this Charter;
- j) Other rights and obligations as prescribed by law and this Charter.

VIII. GENERAL DIRECTOR AND OTHER CORPORATE EXECUTIVES

Article 33. Organizational structure of management

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company has a General Director, Deputy General Directors, a Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be passed by a resolution or decision of the Board of Directors.

Article 34. Corporate executive

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with numbers and standards suitable to the Company's structure and management regulations as prescribed by the Board of Directors. Corporate executives have the responsibility to support the Company in achieving the goals set out in its operations and organization.

2. The General Director is paid a salary and bonus. The salary and bonus of the General Director are decided by the Board of Directors.

3. The salary of executives 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.

Article 35. Appointment, dismissal, rights, and obligations of the General Director

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

2. 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 accountable to the Board of Directors and before the law for the performance of assigned rights and obligations.

3. The term of the General Director is no more than 05 years and may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law.

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

- a) Deciding on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;
- b) Organizing the implementation of resolutions and decisions of the Board of Directors;
- c) Organizing the implementation of the Company's business plans and investment projects;
- d) Proposing the organizational structure and internal management regulations of the Company;
- e) Appointing, dismissing, and removing management positions in the Company, except for positions under the authority of the Board of Directors;
- f) Deciding on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;
- g) Recruiting employees;
- h) Proposing plans for dividend payment or handling of business losses;
- i) Approving purchase, sale, borrowing, lending contracts, and other contracts and transactions valued at less than 10 billion VND.
- j) Other rights and obligations as prescribed by law.

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

Article 36. Company Secretary

When deemed necessary, the Board of Directors decides to appoint one (01) or more persons as Company Secretary with a term as decided by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, provided it does not contravene current labor laws. The Company Secretary has the following rights and obligations:

- a) Assisting in organizing the convening of the General Meeting of Shareholders and Board of Directors meetings; recording meeting minutes;
- b) Assisting members of the Board of Directors in exercising their assigned rights and obligations;
- c) Assisting the Board of Directors in applying and implementing corporate governance principles;
- d) Assisting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; complying with the obligation to provide information, disclose information, and administrative procedures.
- e) Other rights and obligations as prescribed in this Charter and the Company's Internal Regulations.

IX. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 37. Audit Committee

1. The Chairman nomination and the appointment of audit members and other members of the Audit Committee are nominated by the Board of Directors and are not corporate executives.
2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a Board of Directors meeting.

Article 38. Composition of the Audit Committee

1. The Audit Committee has 02 or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.
2. Members of the Audit Committee must have knowledge of accounting and auditing, have a general understanding of the law and the Company's operations, and must not fall into the following cases:
 - a) Working in the accounting or finance department of the Company;
 - b) Being a member or employee of an approved auditing organization performing audits of the company's financial statements in the 03 consecutive years prior.
3. The Chairman of the Audit Committee must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, or business administration.

Article 39. Rights and obligations of the Audit Committee

The Audit Committee has the rights and obligations as prescribed in Article 161 of the Law on Enterprises, this Charter, and the following rights and obligations:

1. To have the right to access documents related to the Company's operations, to exchange with other members of the Board of Directors, the General Director, the Chief Accountant, and other managers to collect information for the activities of the Audit Committee.
2. To have the right to request representatives of the approved auditing organization to attend and answer issues related to the audited financial statements at meetings of the Audit Committee.
3. To use legal, accounting, or other external advisory services when necessary.
4. To develop and submit to the Board of Directors policies for risk detection and management; to propose to the Board of Directors solutions for handling risks arising in the Company's operations.
5. To prepare written reports to the Board of Directors upon discovering that a member of the Board of Directors, the General Director, or other managers have not fully performed their responsibilities as prescribed by the Law on Enterprises and this Charter.
6. To develop the Operating Regulations of the Audit Committee and submit them to the Board of Directors for approval.

7. To report to the General Meeting of Shareholders in accordance with Article 284 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.

Article 40. Meetings of the Audit Committee

1. The Audit Committee must meet at least 02 times per year. Meeting minutes must be prepared in detail, clearly, and must be fully archived. The minute-taker and the members of the Audit Committee attending the meeting must sign the meeting minutes.

2. The Audit Committee passes decisions by voting at meetings, collecting written opinions, or other forms as prescribed by the Operating Regulations of the Audit Committee. Each member of the Audit Committee has one vote. A decision of the Audit Committee is passed if approved by a majority of the members present; in case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Audit Committee.

Article 41. Remuneration, bonuses, and other benefits of members of the Audit Committee

Remuneration, bonuses, and other benefits of members of the Audit Committee shall be implemented similarly to the provisions of Article 28 of this Charter.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE GENERAL DIRECTOR, AND OTHER CORPORATE EXECUTIVES

Members of the Board of Directors, the General Director, and other corporate executives have the responsibility to perform their duties, including those in the capacity as members of sub-committees of the Board of Directors, honestly and carefully for the interests of the Company.

Article 42. Duty of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, the General Director, and other managers must disclose their related interests in accordance with the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, the General Director, other managers, and their affiliated persons may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, the General Director, and other managers have the obligation to notify the Board of Directors in writing of transactions between the Company, its subsidiaries, or other companies controlled by the Company with over 50% of the charter capital with themselves or their affiliated persons as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with securities laws on information disclosure.

4. Members of the Board of Directors may not vote on transactions that bring benefits to themselves or their affiliated persons in accordance with the Law on Enterprises.

5. Members of the Board of Directors, the General Director, other managers, and their affiliated persons may not use or disclose internal information to others to perform related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, the General Director, other corporate executives, and individuals or organizations affiliated with these subjects shall not be void in the following cases:

a) For transactions with a value of less than 35% of the total asset value recorded in the most recent financial statement, the important contents of the contract or transaction as well as the relationships and interests of the member of the Board of Directors, the General Director, or other corporate executive have been reported to the Board of Directors and approved by the Board of Directors with a majority vote of the members of the Board of Directors who have no related interests;

b) For transactions with a value from 35% or transactions resulting in a total transaction value within 12 months from the date of the first transaction of 35% or more of the total asset value recorded in the most recent financial statement, the important contents of this transaction as well as the relationships and interests of the member of the Board of Directors, the General Director, or other corporate executive have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests

c) Contracts or transactions for borrowing or selling assets with a value greater than 10% of the total asset value recorded in the most recent financial statement between the company and a shareholder owning 51% or more of the total voting shares or their affiliated persons have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

7. The Director and General Director must not be an affiliated person of the corporate manager, the Controller of the company and the parent company, the representative for state capital, or the representative for the capital of the enterprise at the company and the parent company as prescribed in Point d, Clause 46, Article 4 of the Law on Securities.

Article 43. Liability for damages and compensation

1. Members of the Board of Directors, the General Director, and other corporate executives who violate their obligations, the duty of honesty and care, or fail to fulfill their duties must be liable for damages caused by their violations.

2. The Company shall indemnify persons who have been, are, or may become a related party in complaints, lawsuits, or prosecutions (including civil, administrative, and non-Company-initiated lawsuits) if that person was or is a member of the Board of Directors, the General Director, other corporate executive, employee, or representative authorized by the Company, has been or is performing duties under the Company's authorization, acting honestly and carefully for the interests of the Company based on compliance with the law, and there is no evidence confirming that the person has violated their responsibilities.

3. Compensation costs include judgment costs, fines, and amounts actually incurred (including attorney fees) or deemed reasonable when resolving these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned compensation liabilities.

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 44. Right to inspect books and records

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

a) Ordinary shareholders have the right to review, inspect, and extract information on names and contact addresses in the list of shareholders with voting rights; to request the correction of inaccurate information; to review, inspect, extract, or copy this Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 05% or more of the total ordinary shares have the right to review, inspect, and extract the minute book and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, contracts, and transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.

2. In case an authorized representative of a shareholder or group of shareholders requests to inspect books and records, they must attach a power of attorney from the shareholder or group of shareholders they represent or a notarized copy of this power of attorney.

3. Members of the Board of Directors, the General Director, and other corporate executives have the right to inspect the Company's share register, list of shareholders, and other books and records of the Company for purposes related to their positions, provided that this information is kept confidential.

4. The Company must archive this Charter and its amendments and supplements, the Business Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Audit Committee, annual financial statements, accounting books, and other documents as prescribed by law at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.

5. This Charter must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and trade union

1. The General Director must develop a plan for the Board of Directors to approve issues related to recruitment, termination of employment, salary, social insurance, welfare, rewards, and discipline for employees and corporate executives.

2. The General Director must develop a plan for the Board of Directors to approve matters related to the Company's relationship with trade union organizations in accordance with best management standards, practices, and policies, the practices and policies stipulated in this Charter, the Company's regulations, and current legal provisions.

XIII. PROFIT DISTRIBUTION

Article 46. Profit distribution

1. The General Meeting of Shareholders decides the annual dividend payment rate and the form of dividend payment from the Company's retained earnings.
2. In accordance with the Law on Enterprises, the Board of Directors may decide on interim dividend payments if it deems such payment consistent with the Company's profitability.
3. The Company does not pay interest on dividend payments or payments related to any class of shares.
4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors is the body responsible for executing this decision.
5. In the event that dividends or other payments related to a class of shares are paid in cash, the Company must pay in VND. Payment may be made directly or through banks based on bank account details provided by the shareholder. In the event that the Company has transferred funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be held liable for the amount transferred to that shareholder. Dividend payments for shares listed on the Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.
6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision to determine a specific date for closing the list of shareholders. Based on that date, those registered as shareholders or owners of other securities are entitled to receive dividends in cash or shares, and to receive notices or other documents.
7. Other matters related to profit distribution shall be implemented in accordance with the provisions of the law.

XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 47. Bank accounts

1. The Company opens accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.
2. Subject to the prior approval of the competent authority, in necessary cases, the Company may open bank accounts abroad in accordance with the provisions of the law.
3. The Company conducts all payments and accounting transactions through VND or foreign currency accounts at the banks where the Company holds accounts.

Article 48. Fiscal year

The Company's fiscal year begins on the first day of January each year and ends on the 31st day of December of the same year. The first fiscal year begins from the date of issue of the Business

Registration Certificate and ends on the 31st day of December of the same year the Business Registration Certificate was issued.

Article 49. Accounting system

1. The accounting system used by the Company is the corporate accounting system or a specific accounting system issued or approved by the competent authority.
2. The Company maintains accounting books in Vietnamese and stores accounting records in accordance with the law on accounting and related laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company uses VND as the accounting currency. In cases where the Company has economic transactions primarily in a foreign currency, it may choose that foreign currency as its accounting currency, shall be responsible for that choice before the law, and must notify the direct tax authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 50. Annual, semi-annual, and quarterly financial statements

1. The Company must prepare annual financial statements, which must be audited in accordance with the provisions of the law. The Company discloses the audited annual financial statements in accordance with the law on information disclosure on the stock market and submits them to the competent state authority.
2. Annual financial statements must include full reports, appendices, and notes as required by the law on corporate accounting. Annual financial statements must reflect the Company's operational situation in a truthful and objective manner.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the stock market and submit them to the competent state authority.

Article 51. Annual report

The Company must prepare and disclose an Annual Report in accordance with the provisions of the law on securities and the stock market.

XVI. COMPANY AUDIT

Article 52. Audit

1. The General Meeting of Shareholders appoints an independent audit firm or approves a list of independent audit firms and authorizes the Board of Directors to decide on the selection of one of these entities to audit the Company's financial statements for the next fiscal year based on terms and conditions agreed upon with the Board of Directors.
2. The audit report is attached to the Company's annual financial statements.
3. The independent auditor performing the audit of the Company's financial statements may attend General Meetings of Shareholders, is entitled to receive notices and other information related to the

General Meeting of Shareholders, and may express opinions at the meeting on matters related to the audit of the Company's financial statements.

XVII. CORPORATE SEAL

Article 53. Corporate seal

1. The seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors decides on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the General Director use and manage the seal in accordance with current legal provisions.

XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the company

1. The Company may be dissolved in the following cases:
 - a) Expiration of the operational duration stated in this Charter without a decision on extension;
 - b) Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - c) Revocation of the Business Registration Certificate, except where the Law on Tax Administration provides otherwise;
 - d) Other cases as prescribed by law.
2. The dissolution of the Company before the expiration of its duration (including any extended duration) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) in accordance with regulations.

Article 55. Extension of operation

1. The Board of Directors convenes a General Meeting of Shareholders at least 7 months before the end of the operational duration so that shareholders can vote on extending the Company's operation as proposed by the Board of Directors.
2. The operational duration is extended when shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders approve.

Article 56. Liquidation

1. At least 06 months before the end of the Company's operational duration or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent audit firm. The Liquidation Committee prepares its own operating regulations. Members of the Liquidation Committee may be

selected from among the Company's employees or independent experts. All costs of disposal related to liquidation are prioritized by the Company for payment before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority regarding the date of establishment and the date of commencement of operations. From that moment, the Liquidation Committee represents the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

3. Proceeds from liquidation are paid in the following order:

- a) Costs of disposal;
- b) Debts for wages, severance pay, Social insurance, and other benefits of employees under the signed collective labor agreement and labor contracts;
- c) Tax debts;
- d) Other debts of the Company;
- e) The remainder after paying all debts from items (a) to (d) above is distributed to shareholders. Preferred shares are prioritized for payment first.

XIX. INTERNAL DISPUTE RESOLUTION

Article 57. Internal dispute resolution

1. In the event of disputes or complaints arising related to the Company's operations, the rights and obligations of shareholders as prescribed by the Law on Enterprises, this Charter, other legal provisions, or agreements between:

- a) A shareholder and the Company;
- b) A shareholder and the Board of Directors, the General Director, or other corporate executives;

The related party shall attempt to resolve such disputes through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and require each party to present information related to the dispute within 15 working days from the date the dispute arises. In the event that the dispute relates to the Board of Directors or the Chairman of the Board of Directors, any party may request an Economic Arbitration to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In case a conciliation decision is not reached within 06 weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to Arbitration or a Court.

3. The parties shall bear their own costs related to negotiation and conciliation procedures. The payment of Court costs shall be performed in accordance with the Court's judgment.

XX. SUPPLEMENT AND AMENDMENT TO THE CHARTER

Article 58. This Charter

1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.
2. In cases where the law has regulations related to the Company's operations that are not mentioned in this Charter, or in cases where new legal regulations differ from the provisions in this Charter, those regulations shall apply to govern the Company's operations.

XXI. EFFECTIVE DATE

Article 59. Effective date

1. This Charter consists of 21 sections and 59 articles, which have been unanimously passed and approved by the General Meeting of Shareholders of Phu Tai Joint Stock Company approved on April 15, 2026, with all parties agreeing to the validity of the entire Charter.
2. The Charter is made into 10 copies, each having equal validity, and must be kept at the Company's head office.
3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of this Charter are valid only when signed by the Chairman of the Board of Directors or at least 1/2 of the total members of the Board of Directors.

**PHU TAI JOINT STOCK COMPANY
BOARD OF DIRECTORS
CHAIRMAN
(Signed and sealed)**

LE VAN THAO



SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness



**REGULATIONS ON OPERATION
OF THE BOARD OF DIRECTORS
PHU TAI JOINT STOCK COMPANY**

Year 2026



REGULATIONS ON OPERATION OF THE BOARD OF DIRECTORS

PHU TAI JOINT STOCK COMPANY

- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025;

- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the government, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025

- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the government detailing the implementation of a number of articles of the Law on Securities;

- Pursuant to the Charter of Phu Tai Joint Stock Company;

- Pursuant to Resolution of the General Meeting of Shareholders No. 02/NQ-GMS dated April 15, 2026.

TABLE OF CONTENTS

CHAPTER I. GENERAL PROVISIONS.....	3
Article 1. Scope of application and subjects of application.....	3
Article 2. Operating principles of the Board of Directors	3
CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS	3
Article 3. Rights and obligations of members of the Board of Directors	3
Article 4. Right of members of the Board of Directors to be provided with information	4
Article 5. Number, term, and structure of members of the Board of Directors	4
Article 6. Standards and conditions for members of the Board of Directors.....	5
Article 7. Chairman of the Board of Directors	6
Article 8. Removal, dismissal, replacement, and supplementation of members of the Board of Directors.....	7
Article 9. Methods of election, removal, and dismissal of members of the Board of Directors ...	8
Article 10. Notification of election, removal, and dismissal of members of the Board of Directors	8
CHAPTER III. BOARD OF DIRECTORS	9
Article 11. Rights and obligations of the Board of Directors	9
Article 12. Duties and powers of the Board of Directors in approving and signing contracts and transactions	11
Article 13. Responsibility of the Board of Directors in convening extraordinary General Meetings of Shareholders	12
Article 14. Sub-committees assisting the Board of Directors.....	13
CHAPTER IV. MEETINGS OF THE BOARD OF DIRECTORS.....	13
Article 15. Meetings of the Board of Directors	13
Article 16. Minutes of the Board of Directors meeting	16
CHAPTER V. REPORTING AND DISCLOSURE OF INTERESTS	17
Article 17. Annual report submission	17
Article 18. Remuneration, bonuses, and other benefits of members of the Board of Directors..	17
Article 19. Disclosure of related interests.....	18
CHAPTER VI. RELATIONSHIP OF THE BOARD OF DIRECTORS	18
Article 20. Relationship between members of the Board of Directors	18
Article 21. Relationship with the Board of Management	19
Article 22. Relationship with the Audit Committee	19
CHAPTER VII. IMPLEMENTATION PROVISIONS.....	19
Article 23. Effectiveness.....	19

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope of application and subjects of application

1. Scope of application: The Regulations on Operation of the Board of Directors stipulate the organizational structure, personnel, operating principles, powers, and obligations of the Board of Directors and members of the Board of Directors to operate in accordance with the Law on Enterprises, the Company's Charter, and other relevant legal regulations.
2. Subjects of application: These Regulations apply to the Board of Directors, members of the Board of Directors, and related subjects mentioned in these Regulations.

Article 2. Operating principles of the Board of Directors

1. The Board of Directors works on a collective basis. Members of the Board of Directors are personally responsible for their assigned tasks and jointly responsible before the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding the development of the Company.
2. The Board of Directors assigns the General Director to organize and execute the resolutions and decisions of the Board of Directors.

CHAPTER II. MEMBERS 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 full rights and responsibilities as prescribed by the Law on Enterprises, the Law on Securities, relevant laws, and the Company's Charter, including the right to be provided with information and documents regarding the financial situation and operating activities of the Company and its units.
2. Members of the Board of Directors have obligations as prescribed by the Law on Enterprises, the Company's Charter, and the following obligations:
 - a) Perform their duties honestly and carefully for the best interests of the shareholders and the Company;
 - b) Attend all meetings of the Board of Directors and provide opinions on issues discussed;
 - c) Report promptly and fully to the Board of Directors on remuneration received from the Company's subsidiaries, affiliated companies, and other organizations;
 - d) Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, other companies in which the Company holds a controlling interest of 50% or more of the charter capital with members of the Board of Directors and their affiliated persons; transactions between the Company and companies in which a member of the Board of Directors is a founding member or a manager within the 03 years prior to the time of transaction;
 - d) Disclose information when trading the Company's shares in accordance with the law.

3. Each Independent member of the Board of Directors of a listed company must prepare an assessment report on the activities of the Board of Directors.

Article 4. Right of members of the Board of Directors to be provided with information

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

2. The requested manager must provide information and documents promptly, fully, and accurately as requested by the member of the Board of Directors. The sequence and procedures for requesting and providing information are as follows:

- Members of the Board of Directors must submit the request content to the Company's Board of Directors.

- If deemed necessary, the Board of Directors will convene a meeting to collect opinions within 07 working days from the date of receiving the request from the member of the Board of Directors regarding the content requested for information.

- If the above content is approved by the Board of Directors, the manager requested to provide information will provide the requested information within 07 days.

Article 5. Number, term, and structure of members of the Board of Directors

1. The number of members of the Board of Directors is at least five (5) and at most eleven (11).

2. The term of a member of the Board of Directors is no more than 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms.

3. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

4. Structure of members of the Board of Directors:

a) The structure of the Board of Directors of the Company must ensure the number of non-executive Member of the Board of Directors as follows:

- i. There shall be at least 01 non-executive member in case the company has from 03 to 05 Member of the Board of Directors;
- ii. There shall be at least 02 non-executive members in case the company has from 06 to 08 Member of the Board of Directors;
- iii. There shall be at least 03 non-executive members in case the company has from 09 to 11 Member of the Board of Directors.

The Company shall minimize the number of Member of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors must ensure the following regulations:

- i. There shall be at least 01 independent member in case the Company has from 03 to 05 members of the Board of Directors;
 - ii. There shall be at least 02 independent members in case the Company has from 06 to 08 members of the Board of Directors;
 - iii. There shall be at least 03 independent members in case the Company has from 09 to 11 members of the Board of Directors.
4. Independent members of the Board of Directors have full rights and obligations of members of the Board of Directors as prescribed by the Law on Enterprises, the Law on Securities, the Company's Charter, and these Regulations.
5. Independent members of the Board of Directors are organized and coordinate their activities according to the following principles:
- a) Perform assigned rights and obligations honestly, carefully, and in the best manner to ensure the maximum legitimate interests of the Company;
 - b) Be loyal to the interests of the Company and shareholders; do not use information, know-how, business opportunities of the Company, position, title, and assets of the Company for personal gain or to serve the interests of other organizations or individuals;
 - c) All activities of independent members of the Board of Directors must ensure compliance with the provisions of the law and the Company's Charter.

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

1. Members of the Board of Directors must meet the following standards and conditions:
- a) Not fall into the cases prescribed in Clause 2, Article 17 of the Law on Enterprises;
 - b) Have professional qualifications and experience in business administration or in the field, industry, or business of the Company and do not necessarily have to be a shareholder of the Company, unless the Company's Charter provides otherwise;
 - c) A Member of the Board of Directors of the Company may only concurrently be a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.
 - d) Other standards and conditions according to the Company's Charter.
2. Independent members of the Board of Directors as prescribed at point b, clause 1, Article 137 of the Law on Enterprises must meet the following standards and conditions:
- a) Not be a person currently working for the Company, the Parent company, or the Company's subsidiaries; not be a person who has worked for the Company, the Parent company, or the Company's subsidiaries for at least the 03 consecutive years prior to that;
 - b) Not be a person currently receiving salary or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to receive as prescribed;
 - c) Not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, older sibling, older sister, or younger sibling is a major shareholder of the Company; is a manager of the Company or the Company's subsidiaries;

d) Not be a person who directly or indirectly owns at least 01% of the total voting shares of the Company;

đ) Not be a person who has been a member of the Board of Directors of the Company for at least the 05 consecutive years prior to that, except for cases of being appointed for 02 consecutive terms;

e) Other standards and conditions according to the Company's Charter.

3. Independent members of the Board of Directors must notify the Board of Directors when they no longer meet the standards and conditions prescribed in clause 2 of this Article and shall automatically cease to be independent members of the Board of Directors from the date they no longer meet such standards and conditions. The Board of Directors must announce the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement or additional independent member of the Board of Directors within 06 months from the date of receiving the notification from the relevant independent member of the Board of Directors.

Article 7. Chairman of the Board of Directors

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

2. The Chairman of the Board of Directors of the Company shall not concurrently hold the position of General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

a) Develop the program and plan of activities of the Board of Directors;

b) Prepare the program, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;

c) Organize the approval of resolutions and decisions of the Board of Directors;

d) Supervise the organization and implementation of resolutions and decisions of the Board of Directors;

đ) Chair the General Meeting of Shareholders;

e) Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.

4. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or being dismissed.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors according to the principles prescribed in the Company Charter. In case there is no authorized person or the Chairman of the Board of Directors is deceased, missing, in temporary detention, serving a prison sentence, serving an administrative handling measure at a compulsory drug rehabilitation facility or compulsory education facility, has fled from their place of residence, has limited or lost civil act capacity, has difficulty in perception and behavior control, or is prohibited by the Court from holding certain positions, practicing a certain profession, or doing certain work,

the remaining members shall elect one among themselves to hold the position of Chairman of the Board of Directors based on the principle of majority consent of the remaining members until a new decision of the Board of Directors is issued.

6. When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary with a term of office determined by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, provided it does not contravene current labor laws. The Company Secretary has the following rights and obligations:

- a) Assist in organizing the convening of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
- b) Assist members of the Board of Directors in exercising their assigned rights and obligations;
- c) Assist the Board of Directors in applying and implementing the principles of corporate governance;
- d) Assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, disclose information, and administrative procedures;
- d) Other rights and obligations as prescribed in the Company Charter and the Regulations on Corporate Governance.

Article 8. Removal, dismissal, replacement, and supplementation of members of the Board of Directors

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

- a) Does not meet the standards and conditions prescribed in Article 155 of the Law on Enterprises;
- b) Has submitted a resignation letter which has been accepted;
- c) Other cases prescribed in the Company Charter.

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

- a) Does not participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b) Other cases prescribed in the Company Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors; remove or dismiss a member of the Board of Directors in cases other than those prescribed in Clause 1 and Clause 2 of this Article.

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

- a) The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b) The number of independent members of the Board of Directors decreases, failing to ensure the ratio prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises;

c) Except for the cases prescribed at Point a and Point b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been removed or dismissed at the nearest meeting.

Article 9. Methods of election, removal, and dismissal of members of the Board of Directors

1. A shareholder or group of shareholders owning 10% or more of the total common shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company Charter. The nomination of persons to the Board of Directors shall be carried out in accordance with Article 25 of the Company Charter.

2. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

3. The voting to elect members of the Board of Directors must be carried out by the cumulative voting method, whereby each shareholder has a total number of voting ballots corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders have the right to aggregate all or part of their total votes for one or more candidates. The elected members of the Board of Directors are determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Company Charter is reached. In case there are 02 or more candidates receiving the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or selection shall be made according to the criteria of the election regulations or the Company Charter.

4. The removal and dismissal of members of the Board of Directors by the General Meeting of Shareholders shall be carried out by voting method (approve, disapprove, abstain). The voting rate for approval through the voting method shall be implemented in accordance with Clause 2, Article 21 of the Company Charter.

5. If the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors may be carried out by the cumulative voting method as above or by the voting method (approve, disapprove, abstain). The voting rate for approval through the voting method shall be implemented in accordance with Clause 2, Article 21 of the Company Charter.

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

1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates

before voting. Candidates for the Board of Directors must have a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interest of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date, month, and year of birth;
 - b) Qualifications;
 - c) Work history;
 - d) Other management positions (including positions on the Board of Directors of other companies);
 - d) Interests related to the Company and related parties of the Company;
 - e) Other information (if any) as prescribed in the Company Charter;
 - g) The Company is responsible for disclosing information about companies where the candidate is currently holding the position of member of the Board of Directors, other management positions, and interests related to the Company of the candidate for the Board of Directors (if any).
2. The notification of the results of the election, removal, and dismissal of members of the Board of Directors shall be carried out in accordance with the regulations guiding information disclosure.

CHAPTER III. BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for rights and obligations falling under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
 - a) Decide on the strategy, medium-term development plans, and annual business plans of the Company;
 - b) Propose the types of shares and the total number of shares authorized to be offered for each type;
 - c) Decide on the sale of unsold shares within the scope of shares authorized to be offered for each type; decide on raising additional capital in other forms;
 - d) Decide on the selling price of shares and bonds of the Company;
 - d) Decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
 - e) Decide on investment plans and investment projects within its authority and limits as prescribed by law;
 - g) Decide on solutions for market development, marketing, and technology;

- h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company, unless the Company Charter provides for a different ratio or value, except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
- i) Elect, remove, and dismiss the Chairman of the Board of Directors; appoint, remove, sign contracts, and terminate contracts with the General Director and other important managers as prescribed by the Company Charter; decide on salaries, remuneration, bonuses, and other benefits for those managers; appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and decide on the remuneration level and other benefits for those persons;
- k) Supervise and direct the General Director and other managers in the daily business operations of the Company;
- l) Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of the Company's subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;
- m) Approve the program and content of documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or conduct written consultations for the General Meeting of Shareholders to pass resolutions;
- n) Submit the audited annual financial statements to the General Meeting of Shareholders;
- o) Recommend the dividend payout rate; decide on the time limit and procedures for dividend payment or handling of losses incurred during business operations;
- p) Recommend the reorganization or dissolution of the Company; request the bankruptcy of the Company;
- q) Decide on the issuance of the Regulations on Operation of the Board of Directors and the Regulations on Corporate Governance after they are approved by the General Meeting of Shareholders; decide on the issuance of the Regulations on Operation of the Audit Committee under the Board of Directors and the Regulations on Information Disclosure of the Company;
- r) Request the General Director, Deputy General Directors, and other managers in the Company to provide information and documents regarding the financial situation and operating activities of the Company and its units.
- s) The requested managers must provide information and documents in a timely, complete, and accurate manner as requested by members of the Board of Directors. The sequence and procedures for requesting and providing information are specified in the Regulations on Operation of the Board of Directors.
- t) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal regulations, the Company Charter, and internal corporate governance regulations.

3. The Board of Directors must report the results of its activities to the General Meeting of Shareholders in accordance with 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 passes resolutions and decisions by voting at meetings, written consultations, or other forms as prescribed by the Company Charter. Each member of the Board of Directors has one vote.
5. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of the law, the resolution of the General Meeting of Shareholders, or the Company Charter, causing damage to the Company, the members who voted in favor of such resolution or decision shall be jointly and personally liable for it and must compensate the Company for the damage; members who voted against the aforementioned resolution or decision shall be exempt from liability. In this case, shareholders of the Company have the right to request the Court to suspend the implementation or cancel the aforementioned resolution or decision.

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

1. The Board of Directors approves contracts and transactions with a value of less than 35% or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction that is less than 35% of the total asset value recorded in the most recent financial statements, or a lower percentage or value as prescribed in the Company Charter, between the Company and one of the following subjects:
 - Members of the Board of Directors, the General Director, other managers, and affiliated persons of these subjects;
 - Shareholders and authorized representatives of shareholders owning over 10% of the total common shares of the Company and their affiliated persons;
 - Enterprises related to the subjects prescribed in Clause 2, Article 164 of the Law on Enterprises.
2. The Board of Directors approves contracts and transactions for borrowing, lending, or selling assets with a value less than or equal to 10% of the total asset value of the enterprise recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of the total voting shares or an affiliated person of such shareholder.
3. The person representing the Company to sign a contract or transaction must notify members of the Board of Directors of the related parties to that contract or transaction and attach the draft contract or the main content 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 Charter provides for a different time limit; members of the Board of Directors who have interests related to the parties in the contract or transaction do not have the right to vote.

Article 13. Responsibility 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 interests of the Company;
- b) The number of remaining members of the Board of Directors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must have sufficient signatures of the related shareholders, or the request document may be made in multiple copies and collected with sufficient signatures of the related shareholders;
- d) Other cases as prescribed by law and the Company Charter.

2. Convening an extraordinary General Meeting of Shareholders

Unless the Company Charter provides otherwise, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors or independent members of the Board of Directors is less than the minimum number of members as prescribed in the Company Charter or upon receiving the request prescribed at Point c, Clause 1 of this Article;

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

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

- a) Prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the invitation to the General Meeting of Shareholders if the Company Charter does not specify a shorter time limit. The Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the registration deadline;
- b) Prepare the program and content of the meeting;
- c) Prepare documents for the meeting;
- d) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;
- d) Determine the time and venue for the meeting;

- e) Notify and send the invitation to the General Meeting of Shareholders to all shareholders entitled to attend;
- g) Other tasks serving the meeting.

Article 14. Sub-committees assisting the Board of Directors.

1. The Board of Directors may establish sub-committees under its authority to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors and shall have at least 03 people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee according to the decision of the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board of Directors. Resolutions of the sub-committee are only effective when the majority of members attend and vote in favor at the meeting of the sub-committee.
2. The implementation of decisions of the Board of Directors or sub-committees under the Board of Directors must be in accordance with current legal regulations and the provisions of the Company Charter and the Regulations on Corporate Governance.

CHAPTER IV. MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the same highest number of votes or percentage of votes, the members shall elect by majority principle to choose 01 person among them to convene the meeting of the Board of Directors.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors convenes meetings of the Board of Directors in the following cases:
 - a) At the request of an independent member of the Board of Directors;
 - b) At the request of the General Director or at least 05 other managers;
 - c) At the request of at least 02 members of the Board of Directors;
 - d) Other cases as prescribed by the Company Charter.
4. The request prescribed in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request prescribed in Clause 3 of this Article. In case

of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors must be responsible for the damages incurred to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a meeting invitation notice at least 05 working days before the meeting date, unless the Company Charter provides otherwise. The meeting invitation notice must specify the time and location of the meeting, the agenda, and the issues to be discussed and decided. The meeting invitation notice must be accompanied by documents used at the meeting and the members' voting ballots.

The notice of the Board of Directors meeting may be sent via invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company Charter, ensuring it reaches the contact address of each member of the Board of Directors registered with the Company.

7. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members are present. In case the meeting convened according to this clause does not have the required number of members present, it shall be convened for the second time within 07 days from the intended date of the first meeting, unless the Company Charter provides for a shorter period. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

8. A member of the Board of Directors is considered to be present and voting at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote as prescribed in Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending a voting ballot to the meeting via mail, fax, or email;
- d) Sending a voting ballot by other means as prescribed in the Company Charter.

9. In case of sending a voting ballot to the meeting via mail, the voting ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The voting ballot shall only be opened in the presence of all attendees.

10. Voting

- a. Except for the provisions at point b, clause 11, Article 15 of these Regulations, each member of the Board of Directors or an authorized person as prescribed in Clause 8 of this Article who is personally present at the meeting of the Board of Directors has one (01) vote;
- b. A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that member or their related persons have an interest that conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted in the minimum quorum of members required to hold a meeting of the Board of Directors regarding decisions on which that member does not have the right to vote;
- c. According to the provisions at point d, clause 11, Article 15 of these Regulations, when an issue arises at the meeting related to the interests or voting rights of a member of the Board of Directors

and that member does not voluntarily waive their voting right, the ruling of the chairperson shall be final, unless the nature or scope of the interest of the relevant member of the Board of Directors has not been fully disclosed;

d. A member of the Board of Directors who benefits from a contract as prescribed at point a and point b, clause 6, Article 43 of the Company Charter is considered to have a significant interest in that contract;

11. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that they are an interested person has the responsibility to disclose this interest at the first meeting of the Board of Directors discussing the signing of this contract or transaction. In case a member of the Board of Directors does not know that they and their related persons have an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after this member becomes aware that they have or will have an interest in the aforementioned transaction or contract.

12. Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by the majority of the members of the Board of Directors.

13. Unless the Company Charter provides for a higher percentage, resolutions and decisions of the Board of Directors are passed if approved by the majority of the members present; in case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

14. The Board of Directors has the right to collect opinions from members of the Board of Directors in writing to pass a Resolution of the Board of Directors when approving issues under the authority of the Board of Directors at Clause 2, Article 27 of the Company Charter.

A resolution in the form of written consultation is passed based on the approval of the majority of the members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution passed at a meeting.

15. A meeting of the Board of Directors may be organized in the form of an online conference between members of the Board of Directors when all or some members are in different locations, provided that each member participating in the meeting can:

a) Hear each other member of the Board of Directors participating in the meeting speak;

b) Speak to all other participating members simultaneously. Discussion among members can be conducted directly via telephone or other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting is considered "present" at that meeting. The location of the meeting held according to this regulation is the location where the largest number of members of the Board of Directors are present, or the location where the Chairperson of the meeting is present.

Decisions passed in a meeting via telephone that are organized and conducted legally shall be effective immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

16. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and such minutes shall be authentic evidence of the work conducted during the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English. The minutes must be signed by the chairperson and the minute-taker.

Article 16. Minutes of the Board of Directors meeting

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

- a) Name, address of the head office, enterprise identification number;
- b) Time and location of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full name of each member attending the meeting or the authorized person attending the meeting and the method of attendance; full names of members not attending and the reasons;
- d) Issues discussed and voted on at the meeting;
- e) Summary of opinions expressed by each member attending the meeting in the order of the meeting's proceedings;
- g) Voting results, clearly stating the members who voted in favor, against, and abstained;
- h) Issues passed and the corresponding voting ratio;
- i) Full name and signature of the chairperson and the minute-taker, except for the case prescribed in Clause 2 of this Article.

2. In case the chairperson or the minute-taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign and the minutes contain full content as prescribed at points a, b, c, d, đ, e, g, and h, Clause 1 of this Article, then these minutes shall be effective.

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

4. The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the Company's head office.

5. Minutes prepared in Vietnamese and in a foreign language have equal legal validity. In case there is a difference in content between the minutes in Vietnamese and in a foreign language, the content in the Vietnamese minutes shall apply.

CHAPTER V. REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Annual report submission

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

- a) Report on the Company's business results;
- b) Financial statements;
- c) Report on the assessment of the Company's management and administration;

2. The reports prescribed in Clause 1 of this Article and the audit report must be kept at the Company's head office at least 10 days before the opening date of the Annual General Meeting of Shareholders, unless the Company Charter provides for a longer period. Shareholders holding shares of the Company for at least 01 consecutive year have the right to personally or together with a lawyer, accountant, or auditor with a practicing certificate directly review the reports prescribed 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 according to business results and efficiency.

2. Members of the Board of Directors are entitled to remuneration for work and bonuses. Remuneration for work is calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member based on the principle of consensus. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum fee per occasion, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses that they have incurred while performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include

insurance for liabilities of members of the Board of Directors related to violations of the law and the Company's Charter.

Article 19. Disclosure of related interests

In case the Company's Charter does not have stricter regulations, the disclosure of interests and affiliated persons of the Company shall be carried out in accordance with the following regulations:

1. Members of the Board of Directors of the Company must declare to the Company their related interests, including:
 - a) Name, enterprise identification number, address, and business lines of the enterprise in which they own capital contributions or shares; the percentage and time of ownership of such capital contributions or shares;
 - b) Name, enterprise identification number, address, and business lines of the enterprise in which their affiliated persons jointly or separately own capital contributions or shares exceeding 10% of the charter capital.
2. The declaration prescribed in clause 1 of this Article must be made within 07 working days from the date the related interest arises; any amendments or supplements must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.
3. Members of the Board of Directors acting in their own name or on behalf of others to perform work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and may only perform it when approved by the majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income derived from such activities 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 members of the Board of Directors is a cooperative relationship; members of the Board of Directors are responsible for informing each other about relevant issues during the process of handling assigned tasks.
2. In the process of handling tasks, the member of the Board of Directors assigned primary responsibility must proactively coordinate the handling if there are issues related to the field under the charge of another member of the Board of Directors. In case there are differing opinions among members of the Board of Directors, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and decision according to their authority or organize a meeting or collect opinions from members of the Board of Directors in accordance with the law, the Company's Charter, and these Regulations.
3. In case of reassignment among members of the Board of Directors, members of the Board of Directors must hand over relevant work, files, and documents. This handover must be made in writing and reported to the Chairman of the Board of Directors regarding such handover.

Article 21. Relationship with the Board of Management

In the governance role, the Board of Directors issues resolutions for the General Director and the management apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of resolutions.

Article 22. Relationship with the Audit Committee

1. The relationship between the Board of Directors and the Audit Committee is a cooperative relationship. The working relationship between the Board of Directors and the Audit Committee follows the principles of equality and independence, while closely coordinating and supporting each other in the process of performing tasks.

2. Upon receiving inspection minutes or general reports from the Audit Committee, the Board of Directors is responsible for researching and directing relevant departments to develop plans and implement timely corrective actions.

CHAPTER VII. IMPLEMENTATION PROVISIONS

Article 23. Effectiveness

The Regulations on Operation of the Board of Directors of Phu Tai Joint Stock Company consist of 7 chapters, 23 articles and take effect from April 15, 2026.

**PHU TAI JOINT STOCK COMPANY
BOARD OF DIRECTORS
CHAIRMAN
(Signed and sealed)**

LE VAN THAO

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness



**INTERNAL CORPORATE
GOVERNANCE REGULATION
PHU TAI JOINT STOCK COMPANY**

Year 2026

INTERNAL CORPORATE GOVERNANCE REGULATION
PHU TAI JOINT STOCK COMPANY

Pursuant to:

- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025;
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the government, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter of Organization and Operation of Phu Tai Joint Stock Company;
- Pursuant to the Resolution of the General Meeting of Shareholders No. 02/NQ-DHĐCĐ dated April 15, 2026.

TABLE OF CONTENTS

CHAPTER 1 – GENERAL PROVISIONS -----	7
Article 1. Scope of adjustment and subjects of application -----	7
Article 2. Explanation of terms and abbreviations -----	7
CHAPTER 2 – GENERAL MEETING OF SHAREHOLDERS -----	8
I. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY VOTING AT THE GENERAL MEETING OF SHAREHOLDERS --	8
Section 1. Roles, rights, and obligations of the General Meeting of Shareholders -----	8
Section 2. Regulations on the sequence and procedures for convening and voting at the General Meeting of Shareholders -----	8
Article 3. Authority to convene the General Meeting of Shareholders-----	8
Article 4. Personnel of the General Meeting of Shareholders -----	9
Article 5. To prepare the list of shareholders entitled to attend the meeting and notify the closing of the list of shareholders entitled to attend the General Meeting of Shareholders -----	11
Article 6. Notice of convening the General Meeting of Shareholders-----	11
Article 7. Agenda and content of the General Meeting of Shareholders-----	11
Article 8. Procedures for registering and authorizing attendance at the General Meeting of Shareholders -----	13
Article 9. Conditions for conducting the General Meeting of Shareholders -----	15
Article 10. Forms of passing a Resolution of the General Meeting of Shareholders -----	15
Article 11. Matters passed at the General Meeting of Shareholders -----	15
Article 12. Voting to pass matters at the meeting-----	16
Article 13. Method of voting-----	17
Article 14. Election voting method -----	18
Article 15. Vote counting method-----	19
Article 16. Conditions for a resolution to be passed-----	19
Article 17. Notification of vote counting results-----	19
Article 18. Procedures for objecting to decisions of the General Meeting of Shareholders -----	20
Article 19. Preparation of the General Meeting of Shareholders Meeting Minutes -----	20
Article 20. Disclosure of Resolutions and Minutes of the General Meeting of Shareholders ----	21
II. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY COLLECTING SHAREHOLDERS' WRITTEN COMMENTS ----	21

Article 21. Cases where shareholders' written comments are collected -----	21
Article 22. Cases where written comments are not permitted-----	22
Article 23. Sequence and procedures for the General Meeting of Shareholders to pass Resolutions by collecting written comments -----	22
III. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY VIRTUAL CONFERENCE -----	24
Article 24. Notice of convening the virtual General Meeting of Shareholders-----	24
Article 25. Procedures for registering to attend the virtual General Meeting of Shareholders---	24
Article 26. Providing login information and performing electronic voting -----	24
Article 27. Authorization for representatives to attend the virtual General Meeting of Shareholders -----	25
Article 28. Performance condition -----	25
Article 29. Discussion at the virtual General Meeting of Shareholders -----	25
Article 30. Form of passing Resolutions of the virtual General Meeting of Shareholders-----	26
Article 31. Method of online voting -----	26
Article 32. Method of online vote counting -----	27
Article 33. Notification of vote counting results-----	27
Article 34. Preparing the Meeting Minutes of the General Meeting of Shareholders -----	27
Article 35. Announcement of Resolutions and Meeting Minutes of the General Meeting of Shareholders-----	27
IV. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS PASSING RESOLUTIONS BY MEANS OF A DIRECT MEETING COMBINED WITH AN ONLINE MEETING -----	27
Article 36. Notice of convocation of the General Meeting of Shareholders -----	27
Article 37. Procedures for registering to attend the General Meeting of Shareholders -----	27
Article 38. Authorization for representatives to attend the General Meeting of Shareholders ---	27
Article 39. Performance condition -----	28
Article 40. Form of passing resolutions of the General Meeting of Shareholders -----	28
Article 41. Voting method-----	28
Article 42. Vote counting method-----	28
Article 43. Notification of vote counting results-----	28
Article 44. Preparing the Meeting Minutes of the General Meeting of Shareholders -----	28

Article 45. Announcement of Resolutions and Meeting Minutes of the General Meeting of Shareholders----- 28

CHAPTER 3 – BOARD OF DIRECTORS ----- 29

Section 1. General Provisions----- 29

Article 46. Role, rights, and obligations of the Board of Directors ----- 29

Article 47. Rights, obligations, and responsibilities of members of the Board of Directors----- 29

Section 2 – Regulations on Nomination, Candidacy, Election, Dismissal, and Removal of members of the Board of Directors----- 30

Article 48. Number, term, and structure of members of the Board of Directors ----- 30

Article 49. Standards and conditions for members of the Board of Directors ----- 31

Article 50. Nomination and candidacy of members of the Board of Directors----- 31

Article 51. Method of electing members of the Board of Directors----- 32

Article 52. Cases of dismissal, removal, replacement, and supplementation of members of the Board of Directors ----- 32

Article 53. Announcement regarding the election, dismissal, and removal of members of the Board of Directors ----- 33

Article 54. Procedures for nominating candidates for the Board of Directors----- 33

Article 55. Election, removal, and dismissal of the Chairman of the Board of Directors----- 34

Section 3 – Remuneration, salary, bonuses, and other benefits of members of the Board of Directors----- 34

Article 56. Remuneration, bonuses, and other benefits of members of the Board of Directors-- 34

Section 4 – Regulations on the sequence and procedures for organizing meetings of the Board of Directors ----- 35

Article 57. Minimum number of meetings per month/quarter/year ----- 35

Article 58. Cases requiring the convening of extraordinary meetings of the Board of Directors 35

Article 59. Notice of meeting of the Board of Directors----- 36

Article 60. Conditions for organizing a Board of Directors meeting ----- 36

Article 61. Voting methods ----- 36

Article 62. Procedures for passing resolutions of the Board of Directors ----- 38

Article 63. Authorization for others to attend meetings by a member of the Board of Directors 38

Article 64. Preparation of minutes of the Board of Directors meeting ----- 38

Article 65. Cases where the chairperson and/or secretary refuse to sign the minutes of the Board of Directors meeting----- 39

Article 66. Notification of resolutions and decisions of the Board of Directors	39
Section 5. Audit Committee under the Board of Directors	40
Article 67. Rights and obligations of the Audit Committee.....	40
Article 68. Candidacy and nomination of members of the Audit Committee	40
Article 69. Operation of the Audit Committee	41
Section 6 - Subcommittees under the Board of Directors	41
Article 70. Subcommittees under the Board of Directors	41
Section 7 - Selection, appointment, and dismissal of the Person in charge of corporate governance	41
Article 71. Standards for the Person in charge of corporate governance.....	41
Article 72. Appointment of the Person in charge of corporate governance.....	42
Article 73. Cases of dismissal of the Person in charge of corporate governance	42
Article 74. Notification of appointment and dismissal of the Person in charge of corporate governance.....	42
Article 75. Rights and Obligations of the Person in charge of corporate governance	42
CHAPTER 4 - GENERAL DIRECTOR	43
Article 76. Role, responsibilities, rights, and obligations of the General Director.....	43
Article 77. Term of office, standards, and conditions of the General Director	43
Article 78. Candidacy and nomination of the General Director	43
Article 79. Appointment, dismissal, signing of contracts, and termination of contracts for the General Director	43
Article 80. Notice of appointment, dismissal, signing of contracts, and termination of contracts regarding the General Director	44
Article 81. Salary and other benefits of the General Director.....	44
CHAPTER 5 – OTHER ACTIVITIES	45
Section 1 – Regulations on coordination between the Board of Directors and the General Director	45
Article 82. Procedures and sequence for convening, notifying meetings, recording minutes, and announcing meeting results between the Board of Directors and the General Director.....	45
Article 83. Notification of Resolutions/Decisions of the Board of Directors to the General Director	45
Article 84. Cases in which the General Director requests to convene a Board of Directors meeting and matters requiring the Board of Directors' opinion	45

Article 85. Report of the General Director to the Board of Directors on the performance of assigned duties and powers----- 46

Article 86. Reviewing the implementation of Resolutions and other matters authorized by the Board of Directors to the General Director ----- 46

Article 87. Matters that the General Director must report, provide information on, and the method of notification to the Board of Directors ----- 46

Article 88. Coordinating control, management, and supervision activities between members of the Board of Directors and the General Director according to the specific duties of the aforementioned members ----- 47

Section 2 – Regulations on annual evaluation of reward and discipline activities for members of the Board of Directors, the General Director, and other executive officers ----- 47

Article 89. Regulations on evaluating the performance of members of the Board of Directors, the General Director, and other executive officers ----- 47

Article 90. Rewards ----- 48

Article 91. Discipline ----- 48

CHAPTER 6 - AMENDMENTS TO REGULATIONS ON CORPORATE GOVERNANCE - 48

Article 92. Supplementing and amending the Regulations on corporate governance ----- 48

CHAPTER 7 - EFFECTIVE DATE ----- 49

Article 93. Effective date----- 49

APPENDIX I: INTERNAL AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS50

Article 1. Roles, responsibilities, and authority of the sub-committees under the Board of Directors and each member of the sub-committee----- 50

Article 2. Nomination, candidacy, election, dismissal, and removal of members of the internal audit committee ----- 52

Article 3. Operations of the internal audit subcommittee ----- 53

CHAPTER 1 – GENERAL PROVISIONS

Article 1. Scope of adjustment and subjects of application

1. Scope of adjustment: These regulations are developed in accordance with Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance, stipulating the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the sequence and procedures for convening the General Meeting of Shareholders; nomination, candidacy, election, dismissal, and removal of members of the Board of Directors and the General Director; and other activities as stipulated in the Company Charter and other current legal regulations.
2. Subjects of application: These regulations apply to members of the Board of Directors, the General Director, and relevant persons mentioned in these regulations.

Article 2. Explanation of terms and abbreviations

1. Non-executive member of the Board of Directors is a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executives as stipulated by the Company Charter.
Independent member of the Board of Directors (hereinafter referred to as independent member) is a member as stipulated in Clause 2, Article 155 of the Law on Enterprises.
2. Company: refers to Phu Tai Joint Stock Company.
3. Board of Directors: refers to the Board of Directors.
4. Candidacy: refers to self-nomination.
5. VSDC: refers to the Vietnam Securities Depository and Clearing Corporation.
6. Delegate: refers to a Shareholder or an authorized representative (a person authorized by a shareholder).
7. Corporate Governance Officer: refers to the person with responsibilities and authority as stipulated in Article 281 of Decree 155/2020/NĐ-CP.

CHAPTER 2 – GENERAL MEETING OF SHAREHOLDERS

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

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

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

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

Article 3. Authority to convene the General Meeting of Shareholders

(Based on the provisions of Article 14 of the Company Charter)

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

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

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

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

b. In case the Board of Directors fails to convene a General Meeting of Shareholders as stipulated in Point a, Clause 4, Article 14 of the Company Charter, then within the next thirty (30) days, the shareholder or group of shareholders as stipulated in Point c, Clause 3, Article 14 of the Company Charter has the right to request the Company representative to convene a General Meeting of Shareholders in accordance with the Law on Enterprises;

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

c. Procedures for organizing a General Meeting of Shareholders as stipulated in Clause 5, Article 140 of the Law on Enterprises.

Article 4. Personnel of the General Meeting of Shareholders

(Based on the provisions of Article 146 of the Law on Enterprises No. 59/2020/QH14; Clause 2, Article 20 of the Company Charter)

1. Chairperson and Presidium:

- a. The Chairman of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to act as the chairperson for the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one among them to act as the chairperson of the meeting by majority principle. In case a chairperson cannot be elected, the person who signed the notice to convene the General Meeting of Shareholders shall conduct the election of the chairperson among those attending the meeting, and the person with the highest number of votes shall act as the chairperson of the meeting;
- b. The chairperson has the right to take necessary measures to conduct the meeting in a reasonable, orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.
- c. The chairperson of the General Meeting of Shareholders has the following rights:
 - Require all attendees to undergo inspection or other legal and reasonable security measures;
 - Request competent authorities to maintain order at the meeting; expel from the General Meeting of Shareholders those who do not comply with the chairperson's authority, intentionally disrupt order, hinder the normal progress of the meeting, or do not comply with security inspection requirements.
- d. The chairperson has the right to postpone the General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 03 working days from the intended opening date and may only postpone the meeting or change the meeting venue in the following cases:
 - The meeting venue does not have enough comfortable seating for all attendees;
 - Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;
 - There are attendees who obstruct or disrupt order, posing a risk that the meeting cannot be conducted fairly and legally.
- e. Some other rights and obligations of the Chairperson as stipulated by current law.
- f. The Presidium consists of 01 Chairperson and members.
- g. Duties of the Presidium:
 - Conduct the activities of the Company's General Meeting of Shareholders according to the expected agenda of the Board of Directors that has been approved by the General Meeting of Shareholders;
 - Guide delegates and the General Meeting to discuss the contents included in the agenda;
 - Present drafts and conclude necessary issues for the General Meeting to vote on;

- Respond to issues requested by the General Meeting;
 - Resolve issues arising throughout the General Meeting.
- h. Working principles of the Chairperson Committee: The Chairperson Committee works on the principle of collectivity, democratic centralism, and majority decision-making.

2. Meeting Secretary:

- a. The Chairperson appoints one or more persons as the meeting secretary;
- b. Duties of the Meeting Secretary:
- To record the content of the Meeting fully and truthfully;
 - To receive registration forms for speaking from shareholders/representatives;
 - To prepare the Meeting Minutes and draft the Resolution of the General Meeting of Shareholders;
 - To assist the Chairperson in disclosing information related to the General Meeting of Shareholders and notifying Shareholders in accordance with the provisions of law and the Company Charter;
 - Other duties as requested by the Chairperson.

3. Vote Counting Committee:

- a. The General Meeting of Shareholders elects one or more persons to the vote counting committee at the proposal of the meeting chairperson;
- b. Duties of the Vote Counting Committee:
- To disseminate the principles, rules, and instructions on voting methods.
 - To count and record ballots, prepare the vote counting minutes, and announce the results; to transfer the minutes to the Chairperson for approval of the voting results.
 - To promptly notify the secretary of the voting results.
 - To review and report to the Meeting on cases of violation of voting rules or complaints regarding voting results.

4. Shareholder/Representative Eligibility Verification Committee:

- a. The Chairperson appoints one or more persons to the Shareholder/Representative Eligibility Verification Committee to serve the meeting. The Meeting's eligibility verification committee consists of 01 Head and other members.
- b. Duties of the Shareholder/Representative Verification Committee:
- To verify the eligibility and status of shareholders and shareholder representatives attending the meeting.
 - The Head of the Eligibility Verification Committee reports to the General Meeting of Shareholders on the status of shareholders attending the meeting. If the meeting has a sufficient number of shareholders and authorized representatives with the right to attend, representing over [50%] of the total voting shares, the General Meeting of Shareholders of

the Company shall be conducted.

- To participate in counting votes for other matters before the establishment of the Vote Counting Committee.

Article 5. To prepare the list of shareholders entitled to attend the meeting and notify the closing of the list of shareholders entitled to attend the General Meeting of Shareholders

(Pursuant to the provisions of Point a, Clause 2, Article 18 of the Company Charter; Regulation on exercising rights of the Vietnam Securities Depository and Clearing Corporation)

1. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date.
2. The Company performs the procedures for preparing the list of shareholders and related procedures in accordance with the Regulation on exercising rights of the Vietnam Securities Depository and Clearing Corporation.

Article 6. Notice of convening the General Meeting of Shareholders

(Pursuant to the provisions of Article 143, Law on Enterprises No. 59/2020/QH14)

1. The person convening the General Meeting of Shareholders must send a notice of the meeting to all shareholders on the list of shareholders entitled to attend at least 21 days before the opening date, unless the Company Charter provides for a longer period. The meeting notice must include the name, address of the head office, enterprise identification number; name, contact address of the shareholder, time, location of the meeting, and other requirements for attendees.
2. The meeting notice shall be sent by a method that ensures it reaches the contact address of the shareholder and posted on the Company's website; if the Company deems it necessary, it shall be published in a central or local daily newspaper in accordance with the Company Charter.
3. The meeting notice must be accompanied by the following documents:
 - a. Meeting agenda, documents used in the meeting, and draft resolutions for each issue in the agenda;
 - b. Voting ballots/ballot papers.
4. In case the company has a website, the sending of meeting documents accompanying the meeting notice as prescribed in Clause 3 of this Article may be replaced by posting them on the company's website. In this case, the meeting notice must clearly state the location and method for downloading the documents.

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

(Pursuant to the provisions of Article 18 of the Company Charter)

1. The General Meeting of Shareholders is convened in the cases specified in Article 3 of these Regulations.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
 - a. Prepare a list of shareholders eligible to participate and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared no more than [10 days] before the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information regarding the preparation of the list

of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date. The sequence and procedures shall be carried out in accordance with Article 5 of these Regulations;

- b. Prepare the agenda and content of the meeting;
 - c. Prepare documents for the meeting;
 - d. Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;
 - e. Determine the time and location of the meeting;
 - f. Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;
 - g. Other tasks to serve the meeting.
3. The notice of the General Meeting of Shareholders is sent to all shareholders by a method that ensures it reaches the contact address of the shareholder, and simultaneously announced on the website of the Company and The State Securities Commission, and The Stock Exchange where the Company's shares are listed. The person convening the General Meeting of Shareholders must send the meeting notice to all shareholders on the List of shareholders entitled to attend at least [21 days] before the opening date of the meeting (calculated from the date the notice is validly sent or forwarded). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting are sent to shareholders or/and posted on the Company's website. In case the documents are not sent with the notice of the General Meeting of Shareholders, the meeting notice must clearly state the link to the entire meeting documents so that shareholders can access them, including:
- a. Meeting agenda, documents used in the meeting;
 - b. List and detailed information of candidates in case of electing members of the Board of Directors;
 - c. Voting/ballot papers;
 - d. Draft resolutions for each issue in the agenda.
4. A shareholder or group of shareholders as prescribed in Clause 2, Article 12 of the Company Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least [03] working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, contact address, nationality, number of ID card, People's Identity Card, Passport, or other legal personal identification for individual shareholders; name, enterprise identification number or decision on establishment, address of the head office for institutional shareholders; the number and type of shares held by that shareholder, and the issue proposed to be included in the agenda.
5. The person convening the General Meeting of Shareholders has the right to refuse the proposal prescribed in Clause 4 of this Article if it falls into one of the following cases:
- a. The proposal is sent not in accordance with the provisions of Clause 4 of this Article;

- b. At the time of the proposal, the shareholder or group of shareholders does not hold at least [5%] of common shares or more as prescribed in Clause 2, Article 12 of the Company Charter;
 - c. The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;
 - d. Other cases as prescribed by law and the Company Charter.
6. The person convening the General Meeting of Shareholders must accept and include the proposal prescribed in Clause 4 of this Article in the expected agenda and content of the meeting, except for the cases prescribed in Clause 5 of this Article; the proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 8. Procedures for registering and authorizing attendance at the General Meeting of Shareholders

(Pursuant to the provisions of Article 144, Law on Enterprises No. 59/2020/QH14; Article 16 of the Company Charter; Clauses 1, 2, 5, Article 20 of the Company Charter)

- 1. Procedures for registering to attend the General Meeting of Shareholders before the opening date of the General Meeting of Shareholders:
 - a. The procedures for registering to attend the General Meeting of Shareholders are clearly specified in the Notice of the General Meeting of Shareholders, including contacting the Company or sending the Registration Form for attending the Meeting (attached to the Notice of the General Meeting of Shareholders sent to shareholders) to the Company.
 - b. Shareholders choose the method of registering to attend the General Meeting of Shareholders according to the method stated in the notice, including:
 - Attending and voting/electing directly at the meeting;
 - Authorizing another representative to attend and vote/elect at the meeting and complying with the provisions of Clause 2 of this Article; (In case more than one representative is appointed, the specific number of shares and the number of votes/ballots authorized for each representative must be determined).
 - Attending and voting/electing via online conference, electronic voting, or other electronic forms;
 - Sending voting ballots/ballot papers to the meeting via mail, fax, or email;
 - Other forms of registering to attend the General Meeting of Shareholders in accordance with the provisions of Law.
 - The Company must make maximum efforts to apply modern information technologies so that shareholders can attend and express their opinions at the General Meeting of Shareholders in the best possible way, including guiding shareholders to vote through online General Meeting of Shareholders, electronic voting, or other electronic forms as stipulated in Article 144 of the Law on Enterprises and the Company Charter.
- 2. Regulations on authorization to attend the meeting

- a. Shareholders and authorized representatives of shareholders shall exercise authorization in accordance with Article 16 of the Company Charter;
- b. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as stipulated in Point a, Clause 2 of this Article must be made in writing. The power of attorney shall be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the power of attorney upon registration. In case of re-authorization, the attendee must also present the original power of attorney from the shareholder or the authorized representative of the corporate shareholder (if not previously registered with the Company).

- c. The voting ballot/ballot of the authorized attendee within the scope of authorization remains valid even if one of the following cases occurs:
 - The authorizer is deceased, has limited civil act capacity, or has lost civil act capacity;
 - The authorizer has revoked the authorization designation;
 - The authorizer has revoked the authority of the person exercising the authorization.
 - This provision does not apply in cases where the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.
3. Procedures for registering to attend the General Meeting of Shareholders and verifying delegate status on the day of the General Meeting of Shareholders

Before the meeting opens, the Company must conduct shareholder registration procedures and must continue registration until all shareholders entitled to attend have registered, following this sequence:

- a. When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/ballot, on which the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of voting shares/votes of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, or abstaining. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting. The General Meeting shall elect those responsible for counting votes or supervising the vote counting as proposed by the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairperson;
- b. Shareholders, authorized representatives of corporate shareholders, or authorized persons arriving after the meeting has opened have the right to register immediately and subsequently have the right to participate and vote/elect at the meeting right after

registration. The Chairperson is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of matters already voted/elected remains unchanged.

Article 9. Conditions for conducting the General Meeting of Shareholders

(Based on the provisions of Article 19 of the Company Charter)

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

Article 10. Forms of passing a Resolution of the General Meeting of Shareholders

(Based on the provisions of Article 147, Law on Enterprises No. 59/2020/QH14; Article 22 of the Company Charter)

The General Meeting of Shareholders shall pass resolutions under its authority by voting at the meeting, collecting written opinions, and other forms as prescribed by current law.

Article 11. Matters passed at the General Meeting of Shareholders

(Based on the provisions of Article 167, Law on Enterprises No. 59/2020/QH14; Article 15 of the Company Charter)

- a. Approval of the Company's development orientation;
- b. Consideration and handling of violations by members of the Board of Directors that cause damage to the Company and its shareholders;
- c. Approval of the list of approved auditing firms; decision on the approved auditing firm to perform an audit of the Company's operations; dismissal of the approved auditor when deemed necessary;
- d. The Company's annual business plan;
- e. The audited annual financial statements;
- f. Report of the Board of Directors on the governance and performance results of the Board of Directors and each member of the Board of Directors; Independent members of the Board of Directors are responsible for reporting at the annual General Meeting of Shareholders as stipulated in Article 284 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;
- g. Dividend rate for each share of each type;
- h. Number of members of the Board of Directors;

- i. Election, dismissal, and removal of members of the Board of Directors;
- j. Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors;
- k. Supplementation and amendment of the Company Charter;
- l. Types of shares and the number of new shares issued for each type of share;
- m. Division, separation, consolidation, merger, or conversion of the Company;
- n. Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
- o. Decision on investment or sale of assets valued at [45%] or more of the total asset value recorded in the Company's most recent financial statements;
- p. Decision on the repurchase of over 10% of the total sold shares of each type;
- q. The Company entering into contracts or transactions with subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the most recent financial statements;
- r. Approval of transactions specified in Clause 4, Article 293 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;
- s. Approval, supplementation, and amendment of the Regulations on Corporate Governance, the Regulations on the operation of the Board of Directors, and the Regulations on the operation of the Audit Committee;
- t. Other issues as prescribed by law and the Company Charter.

Article 12. Voting to pass matters at the meeting

(Based on the provisions of the Working Regulations; Election Regulations at the General Meeting of Shareholders)

1. General principles

- a. All issues in the agenda and content of the General Meeting must be discussed and voted on publicly by the General Meeting of Shareholders.
- b. Voting cards, ballots, and election ballots are printed by the Company, stamped with the company seal, and sent directly to delegates at the meeting (attached to the document set for attending the General Meeting of Shareholders). Each delegate is issued a voting card, ballot, and election ballot. The voting card, ballot, and election ballot clearly state the delegate code, full name, number of shares owned, and authorized voting shares of that delegate.

2. Regulations on the validity of ballots and election ballots

a. Voting ballot

- **A valid voting ballot is a ballot according to the pre-printed template issued by the Organizing Committee, without erasure, scratching, tearing, damage, etc., without writing any other content other than what is prescribed for this ballot, and must be signed; below the signature, the full name of the attending delegate must be handwritten, and it must be sent to the Vote Counting Committee before the time of unsealing the ballot box.**

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

➤ **Invalid voting ballot:**

- Content does not comply with the regulations of a valid voting ballot

b. Election ballot

➤ **A valid election ballot is a ballot according to the pre-printed template issued by the Organizing Committee, without erasure, scratching, and without writing any other content other than what is prescribed for the election ballot; it must be signed, clearly state the full name of the attending delegate, and be sent to the Vote Counting Committee before the time of unsealing the ballot box.**

➤ **Invalid election ballot:**

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

Article 13. Method of voting

(Based on the provisions of the Working Regulations at the General Meeting of Shareholders)

1. General principles

- The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by raising hands, direct voting, electronic voting, or other electronic forms.
- Delegates shall cast their votes to Approve, Disapprove, or Abstain on an issue put to a vote at the General Meeting by raising their Voting Card or filling in the options on the Ballot.

2. Voting methods

a. Voting by voting card: When voting by raising the Voting Card, the front of the Voting Card must be raised towards the Presidium. If a delegate does not raise the Voting Card in any of the three instances of voting Approve, Disapprove, or Abstain on an issue, it shall be considered as voting to approve that issue. If a delegate raises the Voting Card more than one (01) time when voting Approve, Disapprove, or Abstain on an issue, it shall be considered an invalid vote. Under the voting method by raising the Voting Card, members of the Delegate Eligibility Verification Committee/Vote Counting Committee shall mark the delegate code and the corresponding number of voting shares of each shareholder for Approve, Disapprove, Abstain, and Invalid.

b. Voting by ballot: When voting by filling in the Ballot, for each content, the delegate shall choose one of the three options "Approve", "Disapprove", "Abstain" pre-printed on the Ballot by marking an "X" or "☑" in the chosen box. After completing the content to be voted on at the General Meeting, the delegate shall submit the Ballot to the sealed ballot box at the General Meeting

according to the instructions of the Vote Counting Committee. The Ballot must be signed and clearly state the full name of the delegate.

c. Electronic voting: similar to Article 31 of these Regulations.

Article 14. Election voting method

(Based on the provisions of the Election Regulations at the General Meeting of Shareholders)

1. General principles

- Comply strictly with the provisions of the law and the Company Charter;
- Members of the vote counting committee must not be named in the list of nominations or self-nominations for the Board of Directors.

2. Election voting methods

a. Election by cumulative voting method

- Accordingly, each delegate has a total number of voting shares corresponding to the total number of shares owned or represented multiplied by the number of members to be elected;
- Attending delegates have the right to accumulate their total voting shares for one or more candidates;
- In case additional candidates arise on the day of the General Meeting, delegates may contact the Vote Counting Committee to request a new ballot and must return the old ballot (before dropping it into the ballot box);
- In case of a mistake in selection, the delegate shall contact the Vote Counting Committee to be issued a new ballot and must return the old ballot;
- How to fill in the ballot: Each delegate is issued ballots. The method of filling in the ballot is specifically guided as follows:
 - + If voting by accumulating all votes for one or more candidates, the delegate shall mark the "Cumulative voting" box of the corresponding candidates;
 - + If voting an unequal number of votes for multiple candidates, the delegate shall clearly write the number of votes in the "Number of votes" box of the corresponding candidates;
 - + Other regulations according to the election regulations.

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

-Election principles:

- + The elected person is determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is reached.
- + In case two (02) or more candidates receive the same number of votes for the last member, a re-election shall be conducted among the candidates with the same number of votes.
- + If the first election result does not reach the required number, the election shall be conducted until the required number of members is reached.

- b. Election by voting method: Follow the provisions in Point b, Clause 2, Article 13 of these Regulations.
- c. Electronic voting: similar to Article 31 of these Regulations.

Article 15. Vote counting method

(Based on the provisions of the Working Regulations at the General Meeting of Shareholders)

The vote counting method is conducted by aggregating the voting cards/ballots for approve, disapprove, and abstain.

For sensitive issues and if shareholders so request, the Company must appoint an independent organization to perform the collection and counting of votes.

Article 16. Conditions for a resolution to be passed

(Based on the provisions of Article 21 of the Company Charter)

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

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

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

Article 17. Notification of vote counting results

(Based on the provisions of the Working Regulations at the General Meeting of Shareholders)

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

Article 18. Procedures for objecting to decisions of the General Meeting of Shareholders

(Based on the provisions of Article 132 & Article 151, Law on Enterprises No. 59/2020/QH14)

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

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

(Based on the provisions of Article 23 of the Company Charter)

1. The General Meeting of Shareholders must be recorded in the meeting minutes and may be recorded by audio or other electronic forms. The meeting minutes must be prepared in Vietnamese, may be prepared in a foreign language, and must contain the following main contents:
 - c. Name, address of the head office, enterprise identification number;
 - d. Time and location of the General Meeting of Shareholders;
 - e. Agenda and content of the meeting;
 - f. Full name of the chairperson and secretary;

- g. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue in the meeting agenda;
 - h. Number of shareholders and total voting shares of attending shareholders, appendix of the list of registered shareholders and shareholder representatives attending with the corresponding number of shares and votes;
 - i. Total voting shares for each voted issue, clearly stating the voting method, total valid, invalid, approve, disapprove, and abstain votes; corresponding percentage of the total voting shares of attending shareholders;
 - j. Aggregation of votes for each candidate (if any);
 - k. Issues that have been passed and the corresponding percentage of votes for approval;
 - l. Full name and signature of the chairperson and secretary. In case the chairperson or secretary refuses to sign the meeting minutes, such minutes shall be valid if signed by all other members of the Board of Directors who attended the meeting and contain full content as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairperson or secretary to sign the minutes.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and the secretary of the meeting or other persons signing the meeting minutes shall be jointly liable for the truthfulness and accuracy of the content of the minutes.
 3. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In case of any discrepancy in content between the Vietnamese and foreign language versions, the content in the Vietnamese version shall prevail.

Article 20. Disclosure of Resolutions and Minutes of the General Meeting of Shareholders

(Pursuant to the provisions of Article 23 of the Company Charter)

Resolutions, minutes of the General Meeting of Shareholders, appendices containing the list of shareholders registered to attend the meeting, written authorizations to attend the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be kept at the Company's headquarters.

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

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

Article 21. Cases where shareholders' written comments are collected

(Pursuant to the provisions of Article 22 of the Company Charter)

The following contents may be approved by collecting shareholders' written comments:

- a. Amending and supplementing the contents of the Company Charter;
- b. Company development orientation;

- c. Types of shares and total number of shares of each type;
- d. Election, dismissal, and removal of members of the Board of Directors;
- e. Decisions on investment or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;
- f. Approval of annual financial statements;
- g. Changing business lines and sectors;
- h. Changing the Company's management organizational structure;
- i. Approving, supplementing, and amending the Regulations on Corporate Governance, Regulations on the Operation of the Board of Directors, and Regulations on the Operation of the Audit Committee;
- j. Other issues deemed necessary for the interests of the Company.

Article 22. Cases where written comments are not permitted

The Board of Directors shall not collect shareholders' written comments on other issues, except for cases specified in Clause 1, Article 22 of the Company Charter and Article 21 of these Regulations.

Article 23. Sequence and procedures for the General Meeting of Shareholders to pass Resolutions by collecting written comments

(Pursuant to the provisions of Point a, Clause 2, Article 18; Articles 22 and 24 of the Company Charter)

1. The Company must disclose information regarding the preparation of the list of shareholders entitled to provide written comments at least 20 days before the record date.
2. The Board of Directors must prepare the ballot, the draft resolution of the General Meeting of Shareholders, and documents explaining the draft resolution, and send them to all shareholders with voting rights at the latest [10 days] before the deadline for returning the ballot. The requirements and methods for sending the ballot and accompanying documents shall be carried out in accordance with the provisions of Clause 3, Article 18 of the Company Charter.
3. Regulations on the Ballot
 - a. The ballot must contain the following primary contents:
 - Name, address of the headquarters, and enterprise identification number;
 - Purpose of collecting comments;
 - Full name, contact address, nationality, and legal document number of the individual for individual shareholders; name, enterprise identification number or legal document number of the organization, and address of the headquarters for institutional shareholders; or full name, contact address, nationality, and legal document number of the individual for the representative of an institutional shareholder; number of shares of each type and number of voting/election ballots of the shareholder;
 - Issues requiring comments to pass a decision;
 - Voting options including approval, disapproval, and no opinion for each issue requiring comments;
 - Election options (if any);

- Deadline for returning the completed ballot to the Company;
- Full name and signature of the Chairperson of the Board of Directors.
- b. Shareholders may send their completed ballots to the Company by mail, fax, or email in accordance with the following regulations:
 - In case of sending by mail, the completed ballot must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The ballot sent to the Company must be enclosed in a sealed envelope, and no one shall have the right to open it before the vote counting;
 - In case of sending by fax or email, the ballot sent to the Company must be kept confidential until the time of vote counting;
 - Ballots sent to the Company after the deadline specified in the ballot or ballots that have been opened in the case of mail or disclosed in the case of fax or email shall be invalid. Ballots not returned are considered as not participating in the vote.

4. Vote counting and preparation of the vote counting minutes

The Board of Directors shall count the votes and prepare the vote counting minutes under the witness of shareholders who do not hold management positions in the Company. The vote counting minutes must contain the following primary contents:

- Name, address of the headquarters, and enterprise identification number;
- Purpose and issues requiring comments to pass a resolution;
- Number of shareholders with the total number of voting/election ballots that participated in the voting/election, distinguishing between valid and invalid voting/election ballots and the method of sending the voting/election ballots, accompanied by an appendix of the list of shareholders participating in the voting/election;
- Total number of votes for, against, and no opinion for each issue, and the total number of election votes for each candidate (if any);
- Issues passed and the corresponding voting rate for approval;
- Full name and signature of the Chairperson of the Board of Directors, the vote counter, and the vote counting supervisor.

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

5. Resolution and Vote Counting Minutes

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

6. Document storage:

The completed ballots, vote counting minutes, passed resolutions, and related documents sent with the ballots must all be kept at the Company's headquarters.

7. Request to cancel a decision of the General Meeting of Shareholders passed by collecting written comments

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

- a. The sequence and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for cases specified in Clause 3, Article 21 of the Company Charter.
- b. The content of the resolution violates the law or the Company Charter.

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

Article 24. Notice of convening the virtual General Meeting of Shareholders

Comply with the provisions of Article 6 of these Regulations.

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

Article 25. Procedures for registering to attend the virtual General Meeting of Shareholders

The procedures for registering to attend the virtual General Meeting of Shareholders before the opening date of the General Meeting of Shareholders are clearly specified in the Notice of the General Meeting of Shareholders, including:

1. Conditions for participation:

- Being named in the list of shareholders entitled to attend the General Meeting of Shareholders prepared according to the Company's notice of exercising rights.
- Authorized representatives who are eligible to attend in accordance with the provisions of the law and the Company Charter.

2. Technical requirements:

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

3. Method of recording delegates attending the virtual General Meeting of Shareholders:

A Delegate is recorded by the electronic voting system as attending the virtual General Meeting of Shareholders when that Delegate accesses the system using the access information provided in accordance with Article 26 of this Regulation and has cast an electronic vote on any matter within the agenda of the virtual General Meeting of Shareholders.

Article 26. Providing login information and performing electronic voting

1. The link to access the electronic voting system, username, password, and other identification factors (if any) to attend the virtual General Meeting of Shareholders will be provided in the meeting invitation notice (or the form of login information notification prescribed by the Board of Directors). The Delegate is responsible for keeping the username, password, and other provided identification factors confidential to ensure that only the Delegate has the right to vote on the electronic voting system and shall be fully responsible for this registered information.
2. When a Delegate requests to have their login information re-provided, the Meeting Organizing Committee may notify them via the following methods: in person or via email/telephone. The provision of login information via email or telephone shall only be performed based on shareholder information from the list of shareholders with voting rights prepared by the Vietnam Securities Depository in accordance with the Company's notice of rights implementation.
3. The Delegate uses the username, password, or other identification factors (if any) to access the electronic voting system and performs electronic voting according to the agenda of the virtual General Meeting of Shareholders.

Article 27. Authorization for representatives to attend the virtual General Meeting of Shareholders

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

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

Validity of online authorization: the authorization is only legally valid when the following conditions are met:

- When the shareholder fills in all information according to the online authorization form and completes the online authorization process.
- The Power of Attorney is printed according to the online authorization form with full signatures, full names, and stamps (if an organization) of both the authorizing party and the authorized party.
- The Company receives the original Power of Attorney before the official opening of the meeting.

Cancellation of authorization for shareholders who have authorized online: the shareholder sends an official written request to cancel the online authorization to the Company before the official opening of the meeting. Note that the time the cancellation of authorization takes effect is calculated based on the time the Company receives the official written request to cancel the online authorization.

The cancellation of authorization will be void if the authorized representative has already cast a vote/election on any matter within the agenda of the virtual General Meeting of Shareholders.

Article 28. Performance condition

Implemented in accordance with Article 9 of this Regulation.

Article 29. Discussion at the virtual General Meeting of Shareholders

- a. Principles:

- Discussion shall only be conducted within the specified time and within the scope of the issues presented in the agenda of the General Meeting of Shareholders;
- Only Delegates are allowed to participate in the discussion;
- Delegates with opinions must register for discussion according to the form specified in the meeting's working regulations;
- The Secretariat will arrange the Delegates' discussion topics in the order of registration and submit them to the Chairperson.

b. Answering Delegates' opinions:

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

Article 30. Form of passing Resolutions of the virtual General Meeting of Shareholders

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

Article 31. Method of online voting

a. Method of voting on resolutions:

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

b. Method of voting for elections:

- Election by cumulative voting: If the Company Charter does not provide otherwise, voting to elect members of the Board of Directors must be conducted by cumulative voting (equal cumulative voting or numbered voting). Accordingly, the Delegate performs the election by marking the "Cumulative voting" box or clearly writing the number of votes in the "Number of votes" box of the corresponding candidates on the Ballot set up in the electronic voting system. After that, the Delegate proceeds to confirm the election so that the electronic voting system records the result.
- Election by voting method (if any): Implemented in accordance with the voting regulations stated in Clause a of this Article.

c. Some other regulations when performing electronic voting:

- In case the Delegate does not complete all voting and election matters according to the meeting agenda, the matters not yet voted or elected on shall be considered as the Delegate not having cast a vote or election for that matter.
- In case issues arise outside the sent meeting agenda, the Delegate may vote or elect additionally. If the Delegate does not vote or elect on the arising issues, it shall be considered as the Delegate not having cast a vote or election for those arising issues.

- The Delegate may change the voting or election results (but cannot cancel the voting or election results); including the results of voting or electing additionally on issues arising outside the Meeting agenda. The online system only records the vote count for the final voting or election result at the time the electronic voting ends for each vote counting session specified in the meeting's working regulations.
- In case the Delegate performs numbered voting: Invalid ballots will be detailed in the working regulations/election regulations.
- The electronic voting time is specifically prescribed in the meeting's working regulations. Delegates can access the electronic voting system and vote 24 hours a day, 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control. At the end of the voting time, the system will not record any further electronic votes from the Delegate.

Article 32. Method of online vote counting

When the Delegate performs voting, the number of votes is recorded on the system according to the principle of the number of approval votes, disapproval votes, and abstention votes.

Article 33. Notification of vote counting results

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

Article 34. Preparing the Meeting Minutes of the General Meeting of Shareholders

- Implemented in accordance with Article 19 of this Regulation.
- The venue of the meeting recorded in the virtual General Meeting of Shareholders minutes is the location where the Chairperson of the Meeting is present to conduct the Meeting. This location must be on the territory of Vietnam.
- The form of passing the Meeting Minutes of the General Meeting of Shareholders is specifically prescribed in the Company's working regulations at the General Meeting of Shareholders.

Article 35. Announcement of Resolutions and Meeting Minutes of the General Meeting of Shareholders

Implemented in accordance with Article 20 of this Regulation.

IV. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS PASSING RESOLUTIONS BY MEANS OF A DIRECT MEETING COMBINED WITH AN ONLINE MEETING

Article 36. Notice of convocation of the General Meeting of Shareholders

Implemented in accordance with Article 6 of this Regulation.

Article 37. Procedures for registering to attend the General Meeting of Shareholders

Implemented in accordance with Clause 1, Article 8 and Article 25 of this Regulation.

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

Implemented in accordance with Clause 2, Article 8 and Article 27 of this Regulation.

Article 39. Performance condition

Implemented in accordance with Article 9 of this Regulation.

Article 40. Form of passing resolutions of the General Meeting of Shareholders

Implemented in accordance with Article 10 and Article 30 of this Regulation.

Article 41. Voting method

Implemented in accordance with Article 13, Article 14, and Article 31 of this Regulation.

Article 42. Vote counting method

Implemented in accordance with Article 15 and Article 32 of this Regulation.

Article 43. Notification of vote counting results

Implemented in accordance with Article 17 and Article 33 of this Regulation.

Article 44. Preparing the Meeting Minutes of the General Meeting of Shareholders

Implemented in accordance with Article 19 and Article 34 of this Regulation.

Article 45. Announcement of Resolutions and Meeting Minutes of the General Meeting of Shareholders

Implemented in accordance with Article 20 of this Regulation.

CHAPTER 3 – BOARD OF DIRECTORS

Section 1. General Provisions

Article 46. Role, rights, and obligations of the Board of Directors

(Pursuant to the provisions of Article 278, 297 of Decree No. 155/2020/ND-CP)

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

1. To be accountable to shareholders for the company's operations;
2. To treat all shareholders equally and respect the interests of persons with interests related to the company;
3. To ensure that the company's operations comply with the provisions of the law, the Company Charter, and the company's internal regulations;
4. To develop the Regulations on Operation of the Board of Directors to submit to the General Meeting of Shareholders for approval and publish on the company's website in accordance with the guidance in Circular 116/2020/TT-BTC dated December 31, 2020, guiding a number of articles on corporate governance applicable to public companies in 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.;
5. To supervise and prevent conflicts of interest of members of the Board of Directors, the General Director, and other managers, including the misuse of company assets and abuse of related party transactions;
6. To develop the Regulations on Corporate Governance and submit them to the General Meeting of Shareholders for approval in accordance with the provisions of Article 270 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;
7. To appoint a Person in charge of corporate governance;
8. To organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the General Director, the Person in charge of corporate governance, and other managers of the company.
9. To report on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with current legal regulations.
10. To report on the corporate governance situation at the annual General Meeting of Shareholders and disclose information in the company's Annual Report in accordance with securities law on information disclosure.
11. Other rights and obligations as prescribed by the Company Charter and the internal corporate governance regulations

Article 47. Rights, obligations, and responsibilities of members of the Board of Directors

(Pursuant to the provisions of Article 277 of Decree No. 155/2020/ND-CP and Points a, b, Clause 81, Article 1, Decree No. 245/2025/ND-CP)

1. Members of the Board of Directors have full rights as prescribed by the Law on Securities, relevant laws, the Company Charter, and internal corporate governance regulations, including the right to be provided with information and documents regarding the financial situation and operating activities of the company and its units.
2. Members of the Board of Directors have obligations as prescribed by the Company Charter and the following obligations:
 - a. To perform their duties honestly and cautiously for the best interests of the shareholders and the company;
 - b. To fully attend meetings of the Board of Directors and provide opinions on issues brought up for discussion;
 - c. To report promptly and fully to the Board of Directors on remuneration received from the Company's subsidiaries, affiliated companies, and other organizations;
 - d. To report to the Board of Directors at the nearest meeting on transactions between the company, the Company's subsidiaries, companies controlled by the public company with 50% or more of the Charter capital, and members of the Board of Directors and their affiliated persons; transactions between the company and companies in which a member of the Board of Directors is a founding member or a manager of the enterprise within the 03 years prior to the time of the transaction;
 - e. To perform information disclosure when trading the company's shares in accordance with the provisions of the law.
 - f. To organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the General Director (Director), the Person in charge of corporate governance, and other managers of the company.
 - g. To pay dividends to shareholders in accordance with the law after being approved by the annual General Meeting of Shareholders.
 - h. Each Independent member of the Board of Directors of the company must prepare an assessment report on the activities of the Board of Directors.

Section 2 – Regulations on Nomination, Candidacy, Election, Dismissal, and Removal of members of the Board of Directors

Article 48. Number, term, and structure of members of the Board of Directors

(Pursuant to the provisions of Article 26 of the Company Charter)

1. The number of members of the Board of Directors is at least five (5) and at most eleven (11) people.
2. The term of a member of the Board of Directors is no more than 05 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an Independent member of the Board of Directors of a company for no more than 02 consecutive terms. In the event that all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

3. The structure of the Board of Directors is as follows:

a) The number of non-executive members of the Board of Directors of the company must ensure the following regulations:

i. There is at least 01 non-executive member in case the company has from 03 to 05 members of the Board of Directors;

ii. There are at least 02 non-executive members in case the company has from 06 to 08 members of the Board of Directors;

iii. There are at least 03 non-executive members in case the company has from 09 to 11 members of the Board of Directors.

The company limits the number of members of the Board of Directors holding executive positions in the company to ensure the independence of the Board of Directors.

- The total number of Independent members of the Board of Directors must ensure the following regulations:

i. There is at least 01 independent member in case the company has from 03 to 05 members of the Board of Directors;

ii. There are at least 02 independent members in case the company has from 06 to 08 members of the Board of Directors;

iii. There are at least 03 independent members in case the company has from 09 to 11 members of the Board of Directors.

The rights, obligations, and methods of organizing and coordinating the activities of Independent members of the Board of Directors will be specifically stipulated in the Regulations on Operation of the Board of Directors. A member of the Board of Directors no longer holds the status of a member of the Board of Directors in the event of being dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with the provisions of Article 160 of the Law on Enterprises.

b) The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.

c) Members of the Board of Directors do not necessarily have to be shareholders of the company.

Article 49. Standards and conditions for members of the Board of Directors

(Pursuant to the provisions of Clause 1, Clause 2, Article 155 of the Law on Enterprises No. 59/2020/QH14, Article 275 of Decree No. 155/2020/ND-CP; Provisions of Clause 78, Article 1, Decree No. 245/2025/ND-CP)

1. Members of the Board of Directors must meet the standards and conditions as prescribed in Clause 1, Clause 2, Article 155 of the Law on Enterprises; Provisions of Clause 78, Article 1, Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles 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 and the Company Charter.

2. The Chairperson of the Board of Directors may not concurrently hold the position of General Director of the company.

3. A member of the Board of Directors of a public company may only concurrently be a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.

Article 50. Nomination and candidacy of members of the Board of Directors

(Pursuant to the provisions of Article 274 of Decree No. 155/2020/ND-CP; Clause 1, 2, 3, Article 25 of the Company Charter)

1. Shareholders or groups of shareholders owning 10% or more of the total Common shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company Charter. Shareholders holding Common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors in accordance with Article 25 of the Company Charter.
2. In case the number of candidates for the Board of Directors through nomination and candidacy is still not sufficient, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Regulations on Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

Article 51. Method of electing members of the Board of Directors

(Pursuant to the provisions of Clause 3, Article 148 of the Law on Enterprises No. 59/2020/QH14, Clause 2, Article 21 of the Company Charter)

1. Voting to elect members of the Board of Directors must be carried out by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders have the right to aggregate all or part of their total votes for one or more candidates. The elected members of the Board of Directors are determined by the number of votes calculated from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Company Charter is reached. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or a selection will be made based on the criteria stipulated in the election regulations or the Company Charter.
2. If the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors may be carried out by the cumulative voting method as above or by the voting method (in favor, against, abstention). The voting rate for approval by the voting method is implemented in accordance with Clause 2, Article 21 of the Company Charter.

Article 52. Cases of dismissal, removal, replacement, and supplementation of members of the Board of Directors

(Pursuant to Article 160, Law on Enterprises No. 59/2020/QH14)

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - a. Failing to meet the standards and conditions as prescribed in Article 155 of the Law on Enterprises;
 - b. Submitting a resignation letter which is then accepted;
 - c. Other cases as prescribed in the Company Charter.

2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
 - a. Failing to participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
 - b. Other cases as prescribed in the Company Charter.
3. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors; or dismiss or remove a member of the Board of Directors in cases other than those prescribed in Clause 1 and Clause 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
 - a. The number of members of the Board of Directors decreases by more than one-third (1/3) compared to the number prescribed in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members decreases by more than one-third;
 - b. The number of independent members of the Board of Directors decreases, failing to ensure the percentage as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;
 - c. Except for the cases prescribed in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the nearest meeting.

Article 53. Announcement regarding the election, dismissal, and removal of members of the Board of Directors

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

Article 54. Procedures for nominating candidates for the Board of Directors

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

- a. Full name, date, month, and year of birth;
- b. Qualification;
- c. Work history;
- d. Other management positions (including positions on the Board of Directors of other companies);
- e. Interests related to the company and the company's related parties;

f. Other information (if any) as prescribed in the Company Charter.

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

Article 55. Election, removal, and dismissal of the Chairman of the Board of Directors

(Pursuant to the provisions of Article 29 of the Company Charter)

1. The Chairman of the Board of Directors is elected, dismissed, or removed by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors may not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a. To establish the program and activity plan of the Board of Directors;
 - b. To prepare the program, content, and documents for the meeting; to convene, preside over, and chair the meetings of the Board of Directors;
 - c. To organize the approval of resolutions and decisions of the Board of Directors;
 - d. To supervise the implementation process of resolutions and decisions of the Board of Directors;
 - e. To chair the General Meeting of Shareholders;
 - f. Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.
4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within [10 days] from the date of receiving the resignation letter or the dismissal or removal.
5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors is deceased, missing, detained, serving a prison sentence, serving an administrative handling measure at a compulsory detoxification center or compulsory education center, has fled from their place of residence, has limited or lost civil act capacity, has difficulty in perception or controlling their behavior, or is prohibited by the Court from holding certain positions, practicing certain professions, or doing certain jobs, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors based on the principle that the majority of the remaining members approve, until a new decision is made by the Board of Directors.

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

Article 56. Remuneration, bonuses, and other benefits of members of the Board of Directors

(Pursuant to the provisions of Article 28 of the Company Charter)

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of

the member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member based on the principle of consensus. The total remuneration and bonus level of the Board of Directors is decided by the General Meeting of Shareholders at the 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. A member of the Board of Directors holding an executive position or a member of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum payment per task, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, and other reasonable expenses they have incurred while performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include insurance for the liabilities of members of the Board of Directors related to violations of the law and the Company Charter.

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

Article 57. Minimum number of meetings per month/quarter/year

(Pursuant to the provisions of Article 157, Law on Enterprises No. 59/2020/QH14; Article 30 of the Company Charter)

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest and equal number of votes or percentage of votes, the members shall elect by majority principle to choose 01 person among them to convene the meeting of the Board of Directors.
2. The Board of Directors meets at least once every quarter and may hold extraordinary meetings.

Article 58. Cases requiring the convening of extraordinary meetings of the Board of Directors

(Pursuant to the provisions of Article 157, Law on Enterprises No. 59/2020/QH14; Article 30 of the Company Charter)

1. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:
 - a. There is a request from an independent member of the Board of Directors;

- b. There is a request from the General Director or at least 05 other managers;
 - c. There is a request from at least 02 members of the Board of Directors;
2. The request prescribed in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.
 3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request prescribed in Clause 3 of this Article. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors must be responsible for the damages occurring to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

Article 59. Notice of meeting of the Board of Directors

(Pursuant to the provisions of Article 157, Law on Enterprises No. 59/2020/QH14; Article 30 of the Company Charter)

The Chairperson of the Board of Directors or the person convening the Board of Directors meeting must send a notice of the meeting at least [03] working days before the meeting date. The notice of the meeting must specify the time and location of the meeting, the agenda, and the matters to be discussed and decided. The notice of the meeting must be accompanied by the documents used at the meeting and the voting ballots of the members.

The notice of the Board of Directors meeting may be sent via invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company Charter, ensuring it reaches the contact address of each member of the Board of Directors registered with the Company.

Article 60. Conditions for organizing a Board of Directors meeting

(Pursuant to the provisions of Article 157, Law on Enterprises No. 59/2020/QH14; Article 30 of the Company Charter)

A Board of Directors meeting shall be conducted when at least 3/4 of the total number of members are in attendance. If the meeting convened in accordance with this clause does not have sufficient members in attendance, it shall be reconvened within [07 days] from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are in attendance.

Article 61. Voting methods

(Pursuant to Article 30 of the Company Charter)

1. A member of the Board of Directors is considered to be present and voting at the meeting in the following cases:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another person to attend and vote;
 - c. Attending and voting via online conference, electronic voting, or other electronic forms;
 - d. Sending a voting ballot to the meeting via mail, fax, or email;

2. In case of sending a voting ballot to the meeting via mail, the voting ballot must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors at least 01 hour before the opening of the meeting. The voting ballot shall only be opened in the presence of all attendees.
3. Voting
 - a. Except for the provisions at point b, clause 3 of this Article, each member of the Board of Directors or an authorized person as prescribed in clause 1 of this Article who is physically present in their personal capacity at the Board of Directors meeting shall have one (01) vote;
 - b. A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that member or their related persons have an interest that conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted in the minimum quorum of members required to hold a Board of Directors meeting regarding decisions on which that member does not have the right to vote;
 - c. Pursuant to point d, clause 11, Article 30 of the Company Charter, when an issue arises at the meeting related to the interests or voting rights of a member of the Board of Directors and that member does not voluntarily waive their voting right, the ruling of the chairperson shall be final, unless the nature or scope of the interest of the member of the Board of Directors involved has not been fully disclosed;
 - d. A member of the Board of Directors who benefits from a contract as prescribed in point a and point b, clause 6, Article 43 of the Company Charter is considered to have a significant interest in that contract;
4. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that they are a person with an interest therein has the responsibility to disclose this interest at the first meeting of the Board of Directors discussing the signing of this contract or transaction. In case a member of the Board of Directors does not know that they and their related persons have an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after this member becomes aware that they have an interest or will have an interest in the aforementioned transaction or contract.
5. The Board of Directors has the right to solicit the opinions of the members of the Board of Directors in writing to pass a Resolution of the Board of Directors when passing matters under the authority of the Board of Directors as stipulated in Clause 2, Article 27 of the Company Charter.
6. A resolution in the form of written solicitation of opinions is passed based on the affirmative opinion of the majority of the members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution passed at a meeting.
7. A meeting of the Board of Directors may be organized in the form of an online conference between members of the Board of Directors when all or some members are in different locations, provided that each participating member can:
 - a. Hear each other member of the Board of Directors participating in the meeting speak;
 - b. Speak to all other attendees simultaneously. Discussion between members can be conducted directly via telephone or other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting is considered "present" at that

meeting. The location of the meeting organized according to this provision is the location where the largest number of members of the Board of Directors are present, or the location where the Chairperson of the meeting is present.

c. Decisions passed during a meeting via telephone that is organized and conducted in a legitimate manner shall be effective immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

8. The Chairperson of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and such minutes shall be authentic evidence of the work conducted at the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in a foreign language. The minutes must bear the signatures of the chairperson and the minute-taker.

Article 62. Procedures for passing resolutions of the Board of Directors

(Pursuant to Article 30 of the Company Charter)

Resolutions and decisions of the Board of Directors are passed if approved by a majority of the members in attendance; in the event of a tie, the final decision shall belong to the side with the opinion of the Chairperson of the Board of Directors.

Article 63. Authorization for others to attend meetings by a member of the Board of Directors

(Pursuant to Article 30 of the Company Charter)

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

Article 64. Preparation of minutes of the Board of Directors meeting

(Pursuant to the provisions of Article 158, Law on Enterprises No. 59/2020/QH14)

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

- a. Name, address of the head office, enterprise identification number;
- b. Time and location of the meeting;
- c. Purpose, agenda, and content of the meeting;
- d. Full name of each member attending the meeting or the authorized person attending the meeting and the method of attendance; full names of members not attending and the reasons;
- e. Matters discussed and voted upon at the meeting;
- f. Summary of the opinions of each member attending the meeting in the order of the meeting proceedings;
- g. Voting results, clearly stating the members who approved, disapproved, and had no opinion;
- h. Matters that have been passed and the corresponding voting rate for approval;

- i. Full name and signature of the chairperson and the minute-taker, except for the cases prescribed in Article 65 of this Regulation.

The minutes of the Board of Directors meeting and the documents used in the meeting must be kept at the head office of the company.

Minutes prepared in Vietnamese and in a foreign language have the same legal validity. In case of any difference in content between the minutes in Vietnamese and in a foreign language, the content in the Vietnamese minutes shall apply.

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

The minutes of the Board of Directors meeting and the documents used in the meeting must be kept at the head office of the company.

Article 65. Cases where the chairperson and/or secretary refuse to sign the minutes of the Board of Directors meeting

(Pursuant to the provisions of Article 158, Law on Enterprises No. 59/2020/QH14)

In case the chairperson or the minute-taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign and the minutes contain full content as prescribed in points a, b, c, d, dd, e, g, and h of Article 64 of this Regulation, then these minutes shall be effective.

Article 66. Notification of resolutions and decisions of the Board of Directors

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

Section 5. Audit Committee under the Board of Directors

Article 67. Rights and obligations of the Audit Committee

(Pursuant to the provisions of Article 287, Decree 155/2020/ND-CP)

The Audit Committee has the rights and obligations as prescribed in Article 161 of the Law on Enterprises, the Company Charter, and the following rights and obligations:

1. The right to access documents related to the Company's operational status, and to exchange information with other members of the Board of Directors, the General Director, the Chief Accountant, and other managers to collect information for the activities of the Audit Committee.
2. Have the right to request the representative of the approved auditing organization to attend and respond to issues related to the audited financial statements at meetings of the Audit Committee.
3. Use external legal, accounting, or other consulting services when necessary.
4. Develop and submit to the Board of Directors policies for risk detection and management; propose to the Board of Directors solutions to address risks arising in the Company's operations.
5. Prepare a written report to the Board of Directors upon discovering that a member of the Board of Directors, the General Director, or other managers have not fully performed their responsibilities as prescribed by the Law on Enterprises and the Company Charter.
6. Develop the Regulations on the operation of the Audit Committee and submit them to the Board of Directors for approval.
7. Report to the General Meeting of Shareholders in accordance with the provisions of Article 284 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.

Article 68. Candidacy and nomination of members of the Audit Committee

(Based on the provisions of Article 282 of Decree 155/2020/ND-CP)

1. The number of members of the Audit Committee shall be 02 or more.
2. The term of office of members of the Audit Committee shall follow the term of office of members of the Board of Directors.
3. The Chairperson of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.
4. Members of the Audit Committee must have knowledge of accounting and auditing, have a general understanding of the law and the Company's operations, and not fall into the following cases:
 - a) Working in the accounting or finance department of the Company;
 - b) Being a member or employee of an auditing organization approved to audit the Company's financial statements in the 03 consecutive years prior.
5. The Chairperson of the Audit Committee must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, or business administration.
6. Members of the Board of Directors have the right to nominate or stand for election as members of the internal Audit Committee based on the standards and conditions prescribed in this article. The

Board of Directors shall select members of the internal Audit Committee based on the approval of the majority of the Board of Directors' members (the nominee or candidate shall not participate in the voting).

Article 69. Operation of the Audit Committee

(Based on the provisions of Article 161 of the Law on Securities No. 59/2020/QH14)

1. The Audit Committee must meet at least 02 times per year. Meeting minutes shall be prepared in detail and clearly, and must be fully archived. The minute-taker and the members of the Audit Committee attending the meeting must sign the meeting minutes.
2. The Audit Committee shall pass decisions by voting at meetings, by collecting written opinions, or by other forms as prescribed by the Regulations on the operation of the Audit Committee. Each member of the Audit Committee has one vote. Decisions of the Audit Committee are passed if approved by a majority of the members attending the meeting; in case of a tie, the final decision belongs to the side with the opinion of the Chairperson of the Audit Committee.

Section 6 - Subcommittees under the Board of Directors

Article 70. Subcommittees under the Board of Directors

(Based on Article 31 of the Company Charter)

1. The Board of Directors may establish subcommittees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a subcommittee shall be decided by the Board of Directors, with a minimum of [02 people], including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee according to the decision of the Board of Directors. The operation of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only effective when approved by a majority of the members attending and voting at the subcommittee meeting.
2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and the provisions of the Company Charter and the Regulations on Corporate Governance.
3. The establishment and operation of internal audit subcommittees under the Board of Directors (if any) are detailed in Appendix I attached to these Regulations.
4. The establishment and operation of other subcommittees under the Board of Directors (if any) are detailed in Appendix II, III, etc., attached to these Regulations.

Section 7 - Selection, appointment, and dismissal of the Person in charge of corporate governance

Article 71. Standards for the Person in charge of corporate governance

(Based on Clause 2, Article 32 of the Company Charter)

The Person in charge of corporate governance must not simultaneously work for an approved auditing organization that is currently auditing the Company's financial statements.

Article 72. Appointment of the Person in charge of corporate governance

(Based on Clause 1, Article 32 of the Company Charter)

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

Article 73. Cases of dismissal of the Person in charge of corporate governance

1. The Board of Directors may remove/dismiss the Person in charge of corporate governance when necessary, provided it does not contravene current labor laws.
2. The Person in charge of corporate governance may be removed by a resolution of the General Meeting of Shareholders.

Article 74. Notification of appointment and dismissal of the Person in charge of corporate governance

After a decision on the appointment or dismissal of the Person in charge of corporate governance is made, the Company is responsible for disclosing information internally and to relevant authorities, on mass media, and on the Company's website in accordance with the procedures and regulations of current law.

Article 75. Rights and Obligations of the Person in charge of corporate governance

(Based on Clause 3, Article 32 of the Company Charter)

The Person in charge of corporate governance has the following rights and obligations:

- a. Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related tasks between the Company and shareholders;
- b. Prepare meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;
- c. Advise on meeting procedures;
- d. Attend meetings;
- e. Advise on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- f. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors;
- g. Supervise and report to the Board of Directors on the Company's information disclosure activities;
- h. Act as the contact point for relevant stakeholders;
- i. Maintain confidentiality of information in accordance with legal regulations and the Company Charter;
- j. Other rights and obligations as prescribed by law and the Company Charter.

CHAPTER 4 - GENERAL DIRECTOR

Article 76. Role, responsibilities, rights, and obligations of the General Director

(Based on Clauses 2 and 4, Article 35 of the Company Charter)

1. The General Director is the person who manages the daily business operations of the Company; is under the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.
2. The General Director has the following rights and obligations:
 - a. Decide on issues related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;
 - b. Organize the implementation of resolutions and decisions of the Board of Directors;
 - c. Organize the implementation of the Company's business plans and investment schemes;
 - d. Propose organizational structure schemes and internal management regulations of the Company;
 - e. Appoint, dismiss, and remove management titles in the Company, except for titles under the authority of the Board of Directors;
 - f. Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;
 - g. Recruit employees;
 - h. Propose plans for dividend payment or handling of business losses;
 - i. Other rights and obligations as prescribed by law.

Article 77. Term of office, standards, and conditions of the General Director

(Based on the provisions of Clause 5, Article 162 of the Law on Enterprises No. 59/2020/QH14; Clause 3, Article 35 of the Company Charter)

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

The General Director must meet the following standards and conditions:

- a. Not fall into the cases prescribed in Clause 2, Article 17 of the Law on Enterprises;
- b. Not be a person with family relationships with managers of the company and the parent company; representatives for state capital, representatives for capital of the enterprise at the company and the parent company;
- c. Have professional qualifications and experience in corporate business administration.

Article 78. Candidacy and nomination of the General Director

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

Article 79. Appointment, dismissal, signing of contracts, and termination of contracts for the

General Director

(Based on Clause 1, Clause 5, Article 35 of the Company Charter)

The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person as the General Director.

The Board of Directors may dismiss the General Director when a majority of the voting members of the Board of Directors present at the meeting approve, and appoint a new General Director as a replacement.

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

Article 80. Notice of appointment, dismissal, signing of contracts, and termination of contracts regarding the General Director

After a decision is made to elect, dismiss, or remove the General Director, the Company is responsible for disclosing information internally and to relevant authorities, on mass media, and on the Company's website in accordance with the sequence and provisions of current law.

Article 81. Salary and other benefits of the General Director

(Pursuant to Clause 2, Clause 3, Article 34 of the Company Charter)

1. The General Director shall be paid a salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors.
2. The salary of executive officers shall be included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

CHAPTER 5 – OTHER ACTIVITIES

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

Article 82. Procedures and sequence for convening, notifying meetings, recording minutes, and announcing meeting results between the Board of Directors and the General Director

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

Article 83. Notification of Resolutions/Decisions of the Board of Directors to the General Director

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

Article 84. Cases in which the General Director requests to convene a Board of Directors meeting and matters requiring the Board of Directors' opinion

(Pursuant to the provisions of Point h, Clause 3, Article 162 of the Law on Enterprises No. 59/2020/QH14, Clause 4, Article 35, and Article 40 of the Company Charter)

1. The General Director may request to convene a Board of Directors meeting in the following cases:
 - When it is deemed that the rights of the General Director as stipulated in Article 35 of the Company Charter are not being exercised;
 - When detecting acts of violation of the law or the Company Charter by other executive officers after having notified the Board of Directors in writing, but the person committing the violation has not ceased the violation or provided solutions to remedy the consequences;
 - Other cases that may seriously affect the operations and interests of the Company.
2. Matters requiring the Board of Directors' opinion:
 - a. Proposing to the Board of Directors the organizational structure plan and internal management regulations of the Company;
 - b. Proposing measures to improve the Company's operations and management;
 - c. The General Director must prepare plans for the Board of Directors to approve matters related to recruitment, termination of employees, salary, Social insurance, welfare, rewards, and discipline for employees and executive officers.
 - d. The General Director must prepare plans for the Board of Directors to approve matters related to the Company's relations with trade union organizations in accordance with the best standards, practices, and management policies, the practices and policies stipulated in the Company Charter, the Company's regulations, and current legal provisions.

- e. Seeking the Board of Directors' opinion on the audited financial statements (including the Balance Sheet, income statement, and projected Cash Flows Statement) for each financial year, which must be submitted for the Board of Directors' approval;
- f. Proposing plans for dividend payments or handling of business losses;
- g. Seeking the Board of Directors' opinion to ratify the detailed business plan for the next financial year;
- h. Other matters when deemed in the interest of the Company.

Article 85. Report of the General Director to the Board of Directors on the performance of assigned duties and powers

(Pursuant to the provisions of Appendix IV of Circular No. 96/2020/TT-BTC, Clause 4, Article 35 of the Company Charter)

1. Report on the implementation status of Resolutions of the Board of Directors and the General Meeting of Shareholders, and the business and investment plans of the Company that have been approved by the Board of Directors and the General Meeting of Shareholders;
2. Periodically reporting on a quarterly and annual basis on the financial situation and production and business performance of the Company;
3. Report on improvements in organizational structure, policies, and management;
4. Annual report on the implementation of obligations towards the environment, the community, and employees;
5. Report on the implementation status of other contents authorized by the Board of Directors and the General Meeting of Shareholders;
6. Reporting on other matters as requested by the Board of Directors.

Article 86. Reviewing the implementation of Resolutions and other matters authorized by the Board of Directors to the General Director

Based on the General Director's report on the performance of assigned duties and powers as stipulated in Article 81 of this Regulation, the Board of Directors shall review the results of the implementation of Resolutions and other matters authorized by the Board of Directors to the General Director.

Article 87. Matters that the General Director must report, provide information on, and the method of notification to the Board of Directors

(Pursuant to the provisions of Clause 3, Article 291 of Decree No. 155/2020/NĐ-CP, Article 35, Clause 3, Article 43, and Article 45 of the Company Charter)

1. Matters that the General Director must report, provide information on, and the method of notification to the Board of Directors:
 - a. Contents according to Article 90 of this regulation;
 - b. The General Director has the obligation to notify the Board of Directors of transactions between the Company, Company's subsidiaries, or other companies controlled by the Company with 50% or more of the Charter capital with those very entities or with affiliated persons of those entities in accordance with the law.

- c. Other contents requiring opinions or reports to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors shall respond within seven (07) working days.

Specifically, in the case of approving contracts and transactions as stipulated in Clause 1, Article 167 of the Law on Enterprises and having a value of less than [35%] of the total value of the enterprise's assets recorded in the most recent financial statements or another smaller ratio or value as stipulated in the Company Charter, the representative of the Company signing the contract or transaction must notify the members of the Board of Directors of the related parties involved in that contract or transaction and attach the draft contract or the main content 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 notice, unless the Company Charter stipulates a different time limit; members of the Board of Directors who have related interests in the parties to the contract or transaction do not have the right to vote.

Article 88. Coordinating control, management, and supervision activities between members of the Board of Directors and the General Director according to the specific duties of the aforementioned members

The General Director is the person representing the management of the Company's operations, ensuring that the Company operates continuously and effectively.

The Board of Directors shall not interfere with the operational management of the Company's General Director. The Board of Directors has the right to attend monthly briefing meetings of the Company's executive apparatus, meetings to review investment projects, cooperation schemes, etc., chaired by the Company's General Director before submitting them to the Board of Directors for consideration and approval. Periodically, annually, or quarterly, depending on work needs, the Board of Directors shall have a work plan with subordinate units and Departments/units of the Company to inspect and supervise the implementation of production and business plans and the implementation of Resolutions/Decisions of the Board of Directors, and to promptly direct and handle relevant recommendations falling under the authority of the Board of Directors.

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

Article 89. Regulations on evaluating the performance of members of the Board of Directors, the General Director, and other executive officers

1. The Board of Directors is responsible for establishing performance evaluation criteria for all subjects, including members of the Board of Directors, the General Director, and other executive officers.
2. Performance evaluation criteria must harmonize the interests of executive officers with the long-term interests of the Company and shareholders. Financial and non-financial indicators used in the evaluation shall be carefully considered and decided by the Board of Directors at each time. In particular, non-financial indicators may include: interests of affiliated persons, operational efficiency, progress and improvements achieved, etc.
3. Annually, based on assigned functions and duties and established evaluation criteria/achieved results, the Board of Directors shall organize the evaluation of the performance of members of the Board of Directors.

4. The evaluation of the performance of other executive officers shall be carried out in accordance with internal regulations or may be based on the self-evaluation of the performance of these executive officers.

Article 90. Rewards

1. The Board of Directors or the Remuneration Committee (if any) is responsible for developing reward policies. Rewards shall be implemented based on the results of performance evaluation as stipulated in Article 95 of this Regulation.
2. Forms of reward: in cash, in shares (issuing shares under an employee stock option plan) or other forms developed by the Board of Directors or the Remuneration Committee. The General Director must prepare a plan for reward forms and submit it to the Board of Directors for approval; cases exceeding their authority shall be submitted to the General Meeting of Shareholders for approval.
3. The reward policy for members of the Board of Directors shall be decided by the General Meeting of Shareholders.
4. For business executives: the source of reward funds shall be deducted from the Company's Bonus fund and other legal sources. The reward level shall be based on actual annual business results; the General Director shall propose it to the Board of Directors for approval, and cases exceeding their authority shall be submitted to the General Meeting of Shareholders for approval.

Article 91. Discipline

1. The Board of Directors is responsible for developing disciplinary measures based on the nature and severity of the violation. The highest form of discipline must be removal or dismissal.
2. Members of the Board of Directors and business executives who fail to fulfill their duties with honesty, diligence, and prudence shall be personally liable for damages caused by them.
3. Members of the Board of Directors and business executives who, while performing their duties, commit acts in violation of the law or the Company's regulations shall be subject to disciplinary action, administrative penalties, or criminal prosecution depending on the severity of the violation, in accordance with the law and the Company Charter. In case of causing damage to the interests of the Company, shareholders, or other persons, they shall be liable for compensation in accordance with the law.

CHAPTER 6 - AMENDMENTS TO REGULATIONS ON CORPORATE GOVERNANCE

Article 92. Supplementing and amending the Regulations on corporate governance

1. The supplementation or amendment of these Regulations must be considered and decided by the General Meeting of Shareholders of the Company.
2. In cases where legal provisions related to the company's operations are not mentioned in these regulations, or in cases where new legal provisions differ from the terms in these regulations, those legal provisions shall automatically apply and govern the company's operations.

CHAPTER 7 - EFFECTIVE DATE

Article 93. Effective date

1. These Regulations consist of 07 Chapters, 93 Articles, and 01 Appendix, which were unanimously approved by the General Meeting of Shareholders of PHU TAI JOINT STOCK COMPANY on April 15, 2026, and the full text of these regulations was accepted as effective.
2. These Regulations are the unique and official regulations of the company.
3. Copies or extracts of the Regulations on corporate governance must bear the signature of the Chairperson of the Board of Directors.

**PHU TAI JOINT STOCK COMPANY
BOARD OF DIRECTORS
CHAIRPERSON
(Signed and sealed)**

LE VAN THAO

APPENDIX I: INTERNAL AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

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

1. Role of the internal audit committee:

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

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

2. Responsibilities of the internal audit committee:

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

3. Authority of the internal audit committee

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

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

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

a. Responsibilities:

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

b. Authority:

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

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

d. Responsibilities:

- Manage and operate the internal audit department to perform tasks as prescribed;
- Ensure that personnel of the internal audit department are trained regularly and have sufficient qualifications and professional capacity to perform tasks;
- Implement measures to ensure the independence, objectivity, and honesty of internal audit;
- Report to the subjects specified in Clause 4, Article 12 of Decree 05/2019/NĐ-CP when discovering weaknesses and shortcomings of the internal control system;
- Provide opinions when there is a request for consultation from the person in charge of internal audit of state-owned enterprises and affiliated public service units;
- Be responsible for the audit results performed by the internal audit department;

- Maintain confidentiality of information in accordance with the law;
- Other responsibilities as prescribed by law and the unit's Internal Audit Regulations.

e. Authority:

- Propose to the subjects specified in Clause 4, Article 12 of Decree 05/2019/NĐ-CP, internal audit processes, and internal audit professional methods;
- Be allowed to request the mobilization of people from other departments of the unit; be allowed to propose hiring experts, consultants, and audit services to participate in internal audits when necessary, provided that the independence of the internal audit is ensured;
- Attend meetings in accordance with the unit's internal regulations and legal provisions;
- Exercise the powers specified in Points a, b, c, Clause 2, Article 23 of Decree 05/2019/NĐ-CP;
- Exercise other powers as prescribed by law and the unit's Internal Audit Regulations.

Article 2. Nomination, candidacy, election, dismissal, and removal of members of the internal audit committee

1. Term, number, standards, and structure of the internal audit committee:
 - a. The term of a member of the internal audit committee is the same as the term of the Board of Directors member of that same member. The Company's internal audit committee consists of 02 members, established by the Board of Directors.
 - b. Standards for members of the internal audit committee and the head of the committee:
 - Possess a university degree or higher in majors suitable for audit requirements, have full knowledge, and be constantly updated on the fields assigned for internal audit.
 - Have worked for 05 years or more in the trained major or 03 years or more at the company currently working or 03 years or more in auditing, accounting, or inspection.
 - Possess general knowledge and understanding of the law and the company's operations; have the ability to collect, analyze, evaluate, and synthesize information; and possess knowledge and skills in internal auditing.
 - Have not been disciplined at the level of a warning or higher due to violations in economic, financial, or accounting management, or are not currently serving a disciplinary sentence.
 - c. The composition of the internal audit subcommittee must ensure the following:
 - At least 01 member shall be responsible for performing internal audit work.
 - At least 01 member shall be responsible for overseeing the company's internal audit work.
 - In necessary cases, the Company may hire an independent audit organization that meets the conditions for audit operations in accordance with the law to provide internal audit services or establish an assisting group.
2. Procedures for the election, nomination, dismissal, and removal of members of the internal audit subcommittee:

When the Board of Directors has a need to search for candidates, the Board of Directors shall conduct a vote to elect members of the Internal Audit subcommittee following the sequence and procedures for organizing Board of Directors meetings as stipulated in this regulation.

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

Article 3. Operations of the internal audit subcommittee

The operations of the internal audit subcommittee shall be carried out in accordance with the Internal Audit Regulation and procedures issued by the company's Board of Directors.