

DRAFT



APPENDIX: AMENDMENTS AND SUPPLEMENTS TO INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

(Attached to Submission No. .../TT-ĐHĐCĐ, dated 2025)

Note:

- The provisions not specified in this appendix remain unchanged.
- The contents left blank in the Notes section are unchanged.
- The proposed changes in the section "current Regulations" are the lines shown in underlined form.
- The contents that need to be amended and supplemented in the section "Amended Regulations" are in red.

CURRENT REGULATIONS	AMENDED REGULATIONS	NOTE
	CHAPTER I. GENERAL PROVISIONS	Edit title
Article 2. General meeting of shareholders	CHAPTER II. GENERAL MEETING OF SHAREHOLDERS	Edit title
2.1 Role, rights and obligations of the General Meeting of Shareholders	Article 2. Roles, rights and obligations of the General Meeting of Shareholders	Edit title The following items are modified accordingly.
- The General Meeting of Shareholders has the following rights and obligations: a) Approving the Company's development orientation; b) Decide on the types of shares and the total number of shares of each type that are allowed to be offered for sale; decide on the annual dividend rate for each type of shares; c) Elect, dismiss, remove members of the Board of Directors and members of the Board of Supervisors; d) Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial report. d) Decision to amend and supplement the Company Charter; e) Approval of annual financial reports;	2. The General Meeting of Shareholders has the rights and obligations as prescribed in Clause 1, Article 15 of the Company Charter.	Edit title. Referencing the charter ensures consistency between the two documents.



<p>g) Decision to buy back more than 10% of total sold shares of each type;</p> <p><u>h) Review and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;</u></p> <p><u>i) Decision to reorganize and dissolve the Company;</u></p> <p><u>k) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;</u></p> <p><u>l) Approve the internal governance regulations; Regulations on the operation of the Board of Directors and the Board of Supervisors;</u></p> <p><u>m) Approve the list of approved auditing companies; decide on the approved auditing company to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;</u></p> <p><u>n) Other rights and obligations as prescribed by law.</u></p>		
<p>2.2.4. Notice of convening the General Meeting of Shareholders;</p> <p>- The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures that it reaches the shareholders' contact addresses, and shall be published on the Company's website and the State Securities Commission and the Stock Exchange <u>where the Company's shares are listed or registered for trading.</u> The person convening the General Meeting of Shareholders shall send the notice of invitation to all shareholders on the List of Shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date on which the notice is validly sent or transmitted).</p>	<p><b>Article 4. Notice of convening the General Meeting of Shareholders 1.</b> The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and shall be published on the Company's website, the State Securities Commission, and the Hanoi Stock Exchange. The person convening the General Meeting of Shareholders must send the notice of invitation to all shareholders in the List of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is sent or transferred in a valid manner).</p>	<p>Edit title. Amendment due to the Company registering to trade at the Hanoi Stock Exchange.</p>
<p>2.2.8. Conditions for implementation :</p>	<p><b>Article 8. Conditions for implementation</b></p>	<p>Edit title.</p>



<p>- The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than 50% of the total number of votes.</p> <p>- In case the first meeting does not meet the conditions for holding it as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total number of votes ;</p> <p>- In case the second meeting does not meet the conditions for holding it as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the planned second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.</p>	<p>Conditions for holding a General Meeting of Shareholders are stipulated in Article 19 of the Company Charter.</p>	<p>Referencing the charter ensures consistency between the two documents.</p>
<p>2.2.12. Conditions for the resolution to be passed;</p> <p>2.2.12.1. Resolutions on the following contents shall be passed if approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises :</p> <ul style="list-style-type: none"> <li>+ Type of shares and total number of shares of each type;</li> <li>+ Change of industry, profession and business field;</li> <li>+ Change the Company's management structure;</li> <li>+ Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial report, except in cases where the Company Charter stipulates a different ratio or value;</li> <li>+ Reorganize and dissolve the Company;</li> </ul> <p>2.2.12. 2. Resolutions are passed when approved by shareholders holding more than 50% of the total number</p>	<p><b>Article 12. Conditions for resolution to be passed</b></p> <p>Conditions for the resolution of the General Meeting of Shareholders to be passed are stipulated in Article 21 of the Company Charter.</p>	<p>Edit title.</p> <p>Referencing the charter ensures consistency between the two documents.</p>



of votes of all shareholders attending the meeting, except for the cases specified in points 2.2.12.1 and clauses 3, 4 and 6. Article 148 of the Law on Enterprises.		
<u>2.2.12. 3. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and the Company Charter.</u>		
<u>2.2.15. Prepare minutes of the General Meeting of Shareholders</u>	<b>Article 15. Prepare meeting minutes and resolutions of the General Meeting of Shareholders</b>	Edit title.
<u>2.3. The order and procedures for the General Meeting of Shareholders to pass resolutions by obtaining written opinions include the following main contents:</u>	<b>Article 16. Procedures for the General Meeting of Shareholders to pass resolutions by obtaining written opinions</b>	Edit title.
<u>2.3.1. Cases where written opinions may and may not be obtained;</u>	<b>1. Cases where written opinions can and cannot be obtained</b>	Edit title.
The Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the company, except for the case specified in Clause 2, Article 147 of the Law on Enterprises ; The following matters must be approved by voting at the General Meeting of Shareholders: a) Amend and supplement the contents of the Company Charter; b) Company development orientation; c) Type of shares and total number of shares of each type; d) Elect, dismiss, remove members of the Board of Directors and the Board of Supervisors; d) Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the company's	The Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the company, except for the case specified in Clause 2, Article 147 of the Law on Enterprises ; The following matters must be approved by voting at the General Meeting of Shareholders: a) Amend and supplement the contents of the Company Charter; b) Company development orientation; c) Type of shares and total number of shares of each type; d) Elect, dismiss, remove members of the Board of Directors and the Board of Supervisors;	Removed because the Company Charter does not specify other ratios or values.



most recent financial report, <u>except in cases where the company's charter stipulates a different ratio or value;</u> e) Approval of annual financial reports; g) Reorganization and dissolution of the company.	d) Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the company's most recent financial report; e) Approval of annual financial reports; g) Reorganization and dissolution of the company.	
2. 4. Procedures for the General Meeting of Shareholders to pass resolutions by online conference or by combined in-person and online conference :	<b>Article 17. Procedures for the General Meeting of Shareholders to pass resolutions in the form of online conference or in the form of in-person conference combined with online conference</b>	Edit title.
Based on the actual situation, the Board of Directors decides to convene the General Meeting of Shareholders in the form of an online conference or a combined in-person and online conference in accordance with the provisions of the Law on Enterprises and the Company's Charter. The Board of Directors decides to establish the Organizing Committee of the Congress and prepare all necessary conditions (including: transmission lines, electronic means and other equipment for online meetings) to conduct the online Congress, issue necessary guidance documents to serve the organization of the online Congress, electronic voting and information disclosure in accordance with the provisions of law. <u>The order and procedures for the General Meeting of Shareholders to pass resolutions in the form of an online conference or in the form of a combined in-person and online conference shall comply with the provisions of the Company's Charter and the provisions of law.</u>	Based on the actual situation, the Board of Directors decides to convene the General Meeting of Shareholders in the form of an online conference or a combined in-person and online conference in accordance with the provisions of the Law on Enterprises and the Company's Charter. 1. Notice of convening the General Meeting of Shareholders online or in the form of a combined in-person and online conference Notice of convening an online General Meeting of Shareholders or in the form of a combined in-person and online conference shall be implemented similarly to the provisions in Clause 4, Article 3 of these Regulations. 2. How to register to attend and authorize a representative to attend the General Meeting of Shareholders online or in the form of a direct conference combined with online Shareholders or authorized representatives (if any) attending the meeting access the online General Meeting of Shareholders system to register to attend the meeting. The Company will provide each shareholder with one (01) login name and corresponding password to access the above system.	Clearly stipulate the contents of the order and procedures for the General Meeting of Shareholders to pass resolutions in the form of online conferences or in the form of in-person conferences combined with online conferences .



	<p>The Board of Directors is responsible for specifying the method of registration for attendance and the method of shareholders authorizing representatives to attend the online General Meeting of Shareholders in case the Board of Directors decides to convene the online General Meeting of Shareholders or in the form of a combined in-person and online conference .</p> <p>3. Conditions for implementation:</p> <p>The online general meeting of shareholders or in the form of a combined in-person and online conference is held when the number of shareholders registered to attend represents more than 50% of the total number of voting shares.</p> <p>The Board of Directors decides to establish the Organizing Committee of the Congress and prepare all necessary conditions (including: transmission lines, electronic means and other equipment for online meetings) to conduct the online Congress, issue necessary guidance documents to serve the organization of the online Congress, electronic voting and information disclosure in accordance with the provisions of law.</p> <p>4. Form of passing Resolution of the General Meeting of Shareholders through the resolution by online conference or by direct conference combined with online</p> <p>Conditions for the Resolution of the General Meeting of Shareholders to be passed by online conference or by direct conference combined with online conference are prescribed in Article 21 of the Company's Charter.</p> <p>5. How to vote online:</p> <p>Shareholders conduct electronic voting on the online General Meeting of Shareholders system according to</p>	
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	<p>the login information provided by the Company. When shareholders conduct voting, the number of votes "Agree", "Disagree", "No opinion" for each voting content and the number of votes for each candidate are recorded on the online General Meeting of Shareholders system.</p> <p>If there are any issues arising outside the agenda of the General Meeting sent to shareholders, shareholders can vote and elect additional candidates. If shareholders do not vote or elect on the issues arising, the shareholder's voting and election ballots are considered not collected for these issues. Shareholders can change the voting and election results; vote and elect additional candidates for the issues arising and the online system only uses the final voting and election results at the time of the end of voting and election.</p> <p>6. How to count votes online: The online General Meeting of Shareholders system automatically updates and records the final results at the end of voting and election according to regulations.</p> <p>The vote counting committee approved by the General Meeting of Shareholders at the General Meeting is responsible for checking the electronic voting results to summarize the voting results.</p> <p>7. Announcement of vote counting results: The voting results were announced by the Vote Counting Committee right at the online Congress.</p> <p>8. Prepare minutes of the General Meeting of Shareholders and announce the Resolution of the General Meeting of Shareholders.</p>	
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	The preparation of minutes of the General Meeting of Shareholders and the announcement of the Resolution of the General Meeting of Shareholders are stipulated in Article 23 of the Company Charter.	
<b>Article 18. Board of Directors</b>	<b>CHAPTER III. BOARD OF DIRECTORS</b>	Edit title.
3.1. Roles, rights and obligations of the Board of Directors, responsibilities of Board of Directors members	<b>Article 18. Roles, rights and obligations of the Board of Directors, responsibilities of members of the Board of Directors</b>	Edit title.
<p>- The rights and obligations of the Board of Directors are stipulated by law, the Company Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:</p> <p>a) <u>Decide on the Company's strategy, medium-term development plan and annual business plan;</u></p> <p>b) <u>Propose the type of shares and the total number of shares of each type that can be offered for sale;</u></p> <p>c) <u>Decision to sell unsold shares within the number of shares allowed to be offered for sale of each type; decision to raise additional capital in other forms;</u></p> <p>d) <u>Decide on the selling price of the Company's shares and bonds;</u></p> <p>d) <u>Decision to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises ;</u></p> <p>e) <u>Decide on investment plans and investment projects within the authority and limits prescribed by law;</u></p> <p>g) <u>Decide on solutions for market development, marketing and technology;</u></p> <p>h) <u>Approve purchase, sale, loan, lending contracts and other contracts and transactions with a value of less than 35% of the total asset value recorded in the Company's most recent financial report and contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause</u></p>	<p>2. The rights and obligations of the Board of Directors are stipulated by law, the Company Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the rights and obligations stipulated in Clause 2, Article 27 of the Company Charter.</p>	Referencing the charter ensures consistency between the two documents.



<p>2. Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;</p> <p>i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director and other important managers as prescribed in the Company Charter; decide on salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other companies, decide on remuneration and other benefits of such persons;</p> <p>k) Supervise and direct the General Director and other managers in the daily business operations of the Company;</p> <p>l) Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;</p> <p>m) Approve the agenda 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;</p> <p>n) Submit audited annual financial statements to the General Meeting of Shareholders;</p> <p>o) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;</p> <p>p) Proposing the reorganization and dissolution of the Company; requesting the bankruptcy of the Company;</p> <p>q) Decide to issue the Board of Directors' Operating Regulations, Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; decide to issue the Operating Regulations</p>		
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of the Audit Committee under the Board of Directors, Regulations on information disclosure of the company; s) <u>Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company Charter.</u>		
<u>3.2. Nomination, candidacy, election, dismissal and removal of members of the Board of Directors include the following main contents:</u>	<b>Article 19. Nomination, candidacy, election, dismissal and removal of members of the Board of Directors</b>	Edit title
<u>3.2.2. Structure, standards and conditions of members of the Board of Directors;</u>	2. Structure, standards and conditions of Board of Directors members;	Edit title
<u>In case an unlisted public company operates under the model prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises, the composition of the Board of Directors of the company must ensure that at least 1/5 of the total number of members of the Board of Directors are independent members. In case the number of members of the Board of Directors of an unlisted public company operating under the above model is less than 05 people, the Company must ensure that 01 member of the Board of Directors is an independent member.</u> <u>The total number of independent members of the Board of Directors must ensure the following regulations:</u> <u>a) There must be at least 01 independent member in case the company has from 03 to 05 members on the Board of Directors;</u> <u>b) There must be at least 02 independent members in case the company has from 06 to 08 members on the Board of Directors;</u> <u>c) There must be at least 03 independent members in case the company has from 09 to 11 members on the Board of Directors.</u>	Cancel	Removed because the company is currently not operating under the model in point b, clause 1, article 137 of the Enterprise Law. Regulations on the number of independent members of the Board of Directors only apply to listed companies.
<u>3.4.4. Audit Committee under the Board of Directors</u> <u>a) Rights and obligations of the Audit Committee;</u>	Cancel	The company currently does not



<p>+ <u>Monitor the integrity of the company's financial reports and official announcements related to the company's financial results;</u></p> <p>+ <u>Review internal control and risk management systems;</u></p> <p>+ <u>Review transactions with related parties under the approval authority of the Board of Directors or General Meeting of Shareholders and make recommendations on transactions requiring approval of the Board of Directors or General Meeting of Shareholders;</u></p> <p>+ <u>Supervise the company's internal audit department;</u></p> <p>+ <u>Propose an independent auditing company, remuneration level and related terms in the contract with the auditing company for the Board of Directors to approve before submitting to the Annual General Meeting of Shareholders for approval;</u></p> <p>+ <u>Monitor and evaluate the independence and objectivity of the auditing firm and the effectiveness of the auditing process, especially in cases where the company uses non-audit services of the auditor;</u></p> <p>+ <u>Supervision to ensure the company complies with legal regulations, regulatory requirements and other internal regulations of the company.</u></p> <p>b) <u>Nominate and nominate members of the Audit Committee;</u></p> <p><u>The Audit Committee is a professional body under the Board of Directors. 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.</u></p> <p>c) <u>Activities of the Audit Committee.</u></p> <p><u>The Audit Committee must meet at least 02 (two) times a year. The Audit Committee shall pass decisions by voting</u></p>		<p>have an Audit Committee.</p>
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<p>at meetings, collecting written opinions or other forms as prescribed by the Company Charter or the Audit Committee's operating regulations. Each member of the Audit Committee shall have one vote. Unless the Company Charter or the Audit Committee's operating regulations stipulate a higher percentage, the decision of the Audit Committee shall be passed if approved by the majority of members attending the meeting; in case of equal votes, the final decision shall belong to the side with the opinion of the Chairman of the Audit Committee.</p>		
<p><b>Article 23. Board of Supervisors</b></p> <p>1. Roles, rights and obligations of the Board of Supervisors, responsibilities of members of the Board of Supervisors.</p> <p>The Board of Supervisors has the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:</p> <p>1. Propose and recommend the General Meeting of Shareholders to approve the list of audit organizations approved to audit the Company's Financial Statements; decide on the approved audit organization to inspect the Company's operations, and dismiss the approved auditor when deemed necessary.</p> <p>2. Be responsible to shareholders for its monitoring activities.</p> <p>3. Monitor the Company's financial situation, compliance with the law in the activities of Board of Directors members, Director (General Director), and other managers.</p> <p>4. Ensure coordination of activities with the Board of Directors, Director (General Director) and shareholders.</p> <p>5. In case of detecting any violation of the law or the Company Charter by a member of the Board of Directors,</p>	<p><b>CHAPTER IV. SUPERVISION BOARD</b></p> <p><b>Article 23. Roles, rights and obligations of the Board of Supervisors, responsibilities of members of the Board of Supervisors.</b></p> <p>1. The Board of Supervisors has the rights and obligations as prescribed in Article 170 of the Law on Enterprises, and Article 39 of the Company Charter.</p>	<p>Edit title.</p> <p>Edit title. Referencing the charter ensures the consistency between the two documents.</p>



<p>Director (General Director) and other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to stop the violation and take measures to remedy the consequences.</p> <p>6. Develop the Board of Supervisors' operating regulations and submit them to the General Meeting of Shareholders for approval.</p> <p>7. Report at the General Meeting of Shareholders as prescribed in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law.</p> <p>8. Have the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to visit the workplace of the Company's managers and employees during working hours.</p> <p>9. Have the right to request the Board of Directors, members of the Board of Directors, the Director (General Director) and other managers to provide complete, accurate and timely information and documents on the management, operation and business activities of the Company.</p> <p>10. Other rights and obligations as prescribed by law and this Charter.</p>		
<p><b>Chapter V. General Director</b></p> <p>1. Roles, responsibilities, rights and obligations of the General Director</p>	<p><b>CHAPTER V. GENERAL DIRECTOR</b></p> <p>Article 30. Roles , responsibilities, rights and obligations of the General Director</p>	<p>Edit title.</p> <p>Edit title.</p>
<p>- The Director (General Director) is the person who runs the daily business operations of the Company; is supervised by the Board of Directors; is responsible to the</p>	<p>1. The General Director is the person who runs the daily business operations of the Company; is supervised by the Board of Directors; is responsible to</p>	<p>Modify the title to suit the company's reality.</p>



<p>Board of Directors and before the law for the implementation of assigned rights and obligations.</p> <p>- The Director (General Director) has the following rights and obligations:</p> <ul style="list-style-type: none"> <li>+ Decide on issues related to the Company's daily business that are not under the authority of the Board of Directors;</li> <li>+ Organize the implementation of resolutions and decisions of the Board of Directors;</li> <li>+ Organize the implementation of the Company's business plan and investment plan;</li> <li>+ Propose organizational structure plan and internal management regulations of the Company;</li> <li>+ Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors;</li> <li>+ Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the Director (General Director);</li> <li>+ Labor recruitment;</li> <li>+ Propose plans to pay dividends or handle business losses;</li> <li>+ Other rights and obligations as prescribed by law, the Company Charter and resolutions and decisions of the Board of Directors.</li> </ul>	<p>the Board of Directors and before the law for the implementation of assigned rights and obligations.</p> <p>2. The General Director has the rights and obligations specified in Clause 4, Article 35 of the Company Charter.</p>	<p>Referencing the charter ensures consistency between the two documents.</p>
<p>- The Director or General Director must manage the daily business of the company in accordance with the provisions of law, the Company Charter, the labor contract signed with the company and the resolutions and decisions of the Board of Directors. In case of management contrary to the provisions of this clause causing damage to the company, the Director or General Director must be responsible before the law and must compensate the company for the damage.</p>	<p>3. The General Director must manage the daily business of the company in accordance with the provisions of law, the Company Charter, the labor contract signed with the company and the resolutions and decisions of the Board of Directors. In case of management contrary to the provisions of this clause causing damage to the company, the General Director must be responsible before the law and must compensate the company for the damage.</p>	<p>Modify the title to suit the company's reality.</p>



<p>2. Appoint, dismiss, sign contract, terminate contract with <u>director</u> ( General Director );</p> <p>a) Term of office, standards and conditions of the General Director;</p> <p>The term of office of the <u>Director</u> (General Director) shall not exceed 05 years and may be reappointed for an unlimited number of terms. The <u>Director</u> (General Director) must meet the standards and conditions prescribed by law and the Company Charter.</p> <p>b) Nominate, dismiss, remove the General Director;</p> <p>The candidacy, nomination, dismissal and removal of the General Director shall comply with the provisions of the Company Charter and the Law on Enterprises.</p> <p>c) Appoint and sign labor contract with General Director;</p> <p>The Board of Directors appoints 01 member of the Board of Directors or hires another person as <u>Director</u> (General Director).</p> <p>d) Dismissal and termination of labor contract with the General Director;</p> <p>The Board of Directors may dismiss the <u>Director</u> (General Director) when the majority of the Board members with voting rights present at the meeting agree and appoint a new <u>Director</u> (General Director) to replace him/her.</p> <p>d) Notice of appointment, dismissal, contract signing, contract termination for the Director;</p> <p>The election, appointment, dismissal and removal of the Company's <u>Director</u> (General Director) must be notified in accordance with the provisions of the Company's Charter and current laws.</p> <p>e) Salary and other benefits of the Director.</p>	<p><b>Article 31. Appointment , dismissal, signing and termination of contract with the General Director ;</b></p> <p>1. Term of office, standards and conditions of the General Director ;</p> <p>The term of office of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the Company Charter.</p> <p>2. Nominate, dismiss, remove the General Director;</p> <p>The candidacy, nomination, dismissal and removal of the General Director shall comply with the provisions of the Company Charter and the Law on Enterprises.</p> <p>3. Appoint and sign labor contract with General Director ;</p> <p>The Board of Directors appoints one member of the Board of Directors or hires another person as General Director .</p> <p>4. Dismissal, termination of labor contract with the General Director;</p> <p>The Board of Directors may dismiss the General Director when the majority of the Board members with voting rights present at the meeting agree and appoint a new General Director to replace him.</p> <p>5. Notice of appointment, dismissal, contract signing, contract termination for General Director ;</p> <p>The election, appointment, dismissal and removal of the Company's General Director must be announced in accordance with the provisions of the Company's Charter and current laws.</p> <p><b>Article 32. Salary and other benefits of the General Director.</b></p>	<p>Edit title.</p>
<p>Edit title.</p>		

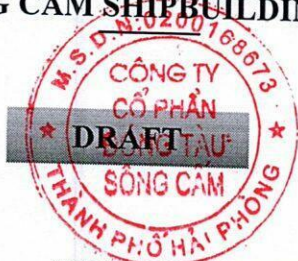


<p>- The company has the right to pay salary and bonus to <u>the Director or General Director</u> based on <u>production and business results and efficiency</u> .</p> <p>- In case the <u>Company Charter</u> does not provide otherwise, the salary, remuneration, bonus and other benefits of <u>the Director or General Director</u> shall be paid according to the following provisions:</p> <p>+ <u>The Director or General Director</u> is paid salary and bonus. The salary and bonus of <u>the Director or General Director</u> are decided by the Board of Directors.</p> <p>+ The salary of <u>the Director or General Director</u> is included in the company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the company's annual financial report and must be reported to the General Meeting of Shareholders at the annual meeting.</p>	<p>1. The Company has the right to pay salary and bonus to the General Director based on production and business results and efficiency .</p> <p>2. The salary, remuneration, bonus and other benefits of the General Director shall be paid according to the following provisions:</p> <p>+ The General Director is paid salary and bonus. The General Director's salary and bonus are decided by the Board of Directors.</p> <p>+ The General Director's salary is included in the company's business expenses according to the provisions of the law on corporate income tax, and is shown 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.</p>	<p>Modify the title to suit the company's reality.</p>
<p><u>Chapter VI. Other activities</u></p>	<p><b>CHAPTER VI. ACTIVITIES ON COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTOR, THE SUPERVISORY BOARD AND THE GENERAL DIRECTOR</b></p>	<p>Edit title.</p>
<p>1. Coordination of activities between the Board of Directors, the Board of Supervisors and the General Director, including the following main contents:</p>	<p><b>Cancel</b></p>	<p>Content moved to Chapter title</p>
<p>a) Procedures and order of convening, meeting invitations, recording minutes, and announcing meeting results between the Board of Directors, Board of Supervisors and General Director</p>	<p>Article 33. Procedures and order of convening, meeting invitations, recording minutes, and announcing meeting results between the Board of Directors, Board of Supervisors and General Director</p>	<p>Edit title.</p>
	<p><b>CHAPTER VII. AMENDMENTS AND SUPPLEMENTS TO INTERNAL REGULATIONS ON CORPORATE GOVERNANCE</b></p>	<p>Add topic.</p>



	<p><b>Article 43. Amendment and supplementation of the Regulations</b></p> <p>1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.</p> <p>2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter or in case there are new legal provisions that are different from the provisions in this Charter, those provisions shall be applied to regulate the Company's operations.</p>	<p>Additional provisions on amending and supplementing the Regulations</p>
<p><b>Chapter VII . Effect</b></p> <p>The internal regulations on corporate governance of Song Cam Shipbuilding Joint Stock Company include 8 articles and take effect from 2024.</p>	<p><b>CHAPTER VII. EFFECT</b></p> <p><b>Article 44. Effect</b></p> <p>The internal regulations on corporate governance of Song Cam Shipbuilding Joint Stock Company include 44 articles and take effect from 2025.</p>	<p>Add topic.</p> <p>Correct the serial number.</p>





Hai Phong, dated

2025

## REGULATION ON THE OPERATION OF THE BOARD OF DIRECTORS

*Pursuant to the Law on Securities dated November 26, 2019;*

*Pursuant to the Law on Enterprises dated June 17, 2020;*

*Pursuant to 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;*

*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 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;*

*Song Cam Shipbuilding Joint Stock Company*

*Pursuant to Resolution of the General Meeting of Shareholders No. ..../NQ-ĐHĐCĐ dated .....2025*

*The Board of Directors promulgates the Operating Regulations of the Board of Directors of Song Cam Shipbuilding Joint Stock Company;*

*The operating regulations of the Board of Directors of Song Cam Shipbuilding Joint Stock Company include the following contents:*

### Chapter I GENERAL PROVISIONS

#### **Article 1. Scope of regulation and subjects of application**

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

2. **Subjects of application:** This Regulation applies to the Board of Directors and members of the Board of Directors.

#### **Article 2. Operating principles of the Board of Directors**

1. The Board of Directors operates on the principle of collective responsibility. Members of the Board of Directors are individually responsible for their work and are 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 responsibility to the General Director to organize and implement the resolutions and decisions of the Board of Directors.

## **Chapter II**

### **MEMBERS OF THE BOARD OF DIRECTOR**

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

1. Members of the Board of Directors have full rights as prescribed by the Law on Securities, relevant laws and the Company Charter, including the right to be provided with information and documents on the financial situation and business activities of the Company and of the units within the Company.
2. Members of the Board of Directors have obligations as prescribed in the Company Charter and the following obligations:
  - a) Perform their duties honestly and carefully for the best interests of shareholders and the Company;
  - b) Fully attend meetings of the Board of Directors and give opinions on issues discussed;
  - c) Timely and fully report to the Board of Directors on remuneration received from subsidiaries, affiliates and other organizations;
  - d) Report to the Board of Directors at the most recent meeting on transactions between the Company, subsidiaries, other companies in which the Company controls 50% or more of the charter capital with members of the Board of Directors and related persons of such members; transactions between the Company and companies in which members of the Board of Directors are founding members or business managers within the last 3 years prior to the time of the transaction;
  - d) Disclose information when trading the Company's shares in accordance with the provisions of law.
3. Independent members of the Board of Directors of a listed company must prepare an evaluation report on the performance of the Board of Directors.

#### **Article 4. Right to information provision of Board of Directors' members**

1. Members of the Board of Directors have the right to request the General Director, Deputy General Director, and other managers in the Company to provide information and documents on the financial situation and business activities of the Company and of units within the Company.
2. The manager is required to promptly, fully and accurately provide information and documents as requested by the Board of Directors members. The order and procedures for requesting and providing information are prescribed in the Company Charter.

#### **Article 5. Term and number of members of the Board of Directors**

1. The Board of Directors has 03 members. The company charter specifically stipulates the number of members of the Board of Directors.



2. The term of office of a member of the Board of Directors shall not exceed 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 will continue to be members of the Board of Directors until a new member is elected to replace them and take over the work .

4. The company charter specifically stipulates the number, rights, obligations, organization and coordination of activities of independent members of the Board of Directors.

#### **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 subject to the provisions of Clause 2, Article 17 of the Law on Enterprises ;

b) Have professional qualifications and experience in business administration or in the Company's business fields, industries and professions and do not necessarily have to be a shareholder of the Company, unless otherwise provided in the Company Charter;

c) A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors of another company;

d) For state-owned enterprises as prescribed in Point b, Clause 1, Article 88 of the Law on Enterprises and subsidiaries of state-owned enterprises as prescribed in Clause 1, Article 88 of the Law on Enterprises , members of the Board of Directors must not be family relatives of the General Director and other managers of the company; of managers, persons with authority to appoint managers of the parent company;

d) Other standards and conditions according to the Company Charter.

2. Independent members of the Board of Directors as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following standards and conditions:

a) Not being a person currently working for the Company, the parent company or a subsidiary of the Company; not being a person who has worked for the Company, the parent company or a subsidiary of the Company for at least the previous 3 consecutive years;

b) Not being a person receiving salary or remuneration from the company, except for allowances that Board of Directors members are entitled to according to regulations;

c) Not being a person whose wife or husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; is a manager of the Company or a subsidiary of the Company;



d) Not directly or indirectly owning at least 01% of the total voting shares of the Company;

d) Not a person who has been a member of the Board of Directors or Supervisory Board of the Company for at least the previous 5 consecutive years, except in the case of being appointed for 2 consecutive terms;

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

3. An independent member of the Board of Directors must notify the Board of Directors of the fact that he/she no longer meets the standards and conditions specified in Clause 2 of this Article and is automatically no longer an independent member of the Board of Directors from the date of non-fulfillment of the standards and conditions. 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 replace an independent member of the Board of Directors within 06 months from the date of receipt of the notice of 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, dismissed, or removed from office 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 may not concurrently hold the position of General Director.

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

a) Develop programs and plans for the Board of Directors' activities;

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

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

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

d) Chair the General Meeting of Shareholders;

e) 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 resigns or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors according to the principles stipulated in the Company Charter. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has escaped from his/her place of residence, has limited or lost civil capacity, has difficulty in



cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

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

- a) Support the organization in convening meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
- b) Support Board members in performing assigned rights and obligations;
- c) Support the Board of Directors in applying and implementing corporate governance principles;
- d) Support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;
- d) Other rights and obligations as prescribed in the Company Charter.

#### **Article 8. Dismissal, removal, replacement and addition of members of the Board of Directors**

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

- a) Not meeting the standards and conditions prescribed in Article 155 of the Law on Enterprises ;
- b) Have a resignation letter and it is accepted;
- c) Other cases specified in the Company Charter.

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

- a) Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b) Other cases specified in the Company Charter.

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

4. The Board of Directors must convene a meeting of the 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 is reduced, not ensuring the ratio as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises ;



c) Except for the cases specified 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 most recent meeting.

**Article 9. Method of electing, dismissing and removing members of the Board of Directors**

1. Shareholders or groups of shareholders owning 5 % or more of total common shares have the right to aggregate the voting rights of each person together to nominate candidates for the Board of Directors . Nomination of candidates to the Board of Directors is carried out as follows:

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

b) Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this clause has the right to nominate one or several people as decided by the General Meeting of Shareholders as candidates for the Board of Directors. In case 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.

2. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required in 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 provisions of the Company Charter, the Internal Regulations on Corporate Governance and the Operating Regulations 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 provisions of law.

3. Voting to elect members of the Board of Directors must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is sufficient. 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 selection will be made according to the criteria of the election regulations or the Company Charter.

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

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



1. In case the Board of Directors candidates 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. The Board of Directors candidates must have a written commitment to the honesty and accuracy of the published 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 the Board of Directors candidates to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work process;
- d) Other management positions (including positions on the Board of Directors of other companies);
- d) Benefits related to the Company and its related parties;
- e) Other information (if any) as prescribed in the Company Charter;
- g) Public companies must be responsible for disclosing information about companies in which candidates are holding positions as members of the Board of Directors, other management positions and interests related to the company of candidates for the Board of Directors (if any).

2. The announcement of the results of the election, dismissal and removal of members of the Board of Directors shall comply 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 Company's management body, with full authority to decide and exercise the Company's rights and obligations on behalf of the Company, except for the 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, the Company Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a) Decide on the Company's strategy, medium-term development plan and annual business plan;
- b) Propose the type of shares and the total number of shares of each type that can be offered for sale;
- c) Decision to sell unsold shares within the number of shares allowed to be offered for sale of each type; decision to raise additional capital in other forms;
- d) Decide on the selling price of the Company's shares and bonds;



d) Decision to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises ;

e) 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 report, 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, Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the Director or General Director and other important managers as prescribed in the Company Charter; decide on salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other companies, decide on remuneration and other benefits of such 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 subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;

m) Approve the agenda and content of documents for the shareholders' meeting, convene the shareholders' meeting or collect opinions for the shareholders' meeting to pass resolutions;

n) Submit audited annual financial statements to the General Meeting of Shareholders;

o) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;

p) Proposing the reorganization and dissolution of the Company; requesting the bankruptcy of the Company;

q) Decide to issue the Board of Directors' Operating Regulations, Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; decide to issue the Operating Regulations of the Audit Committee under the Board of Directors, Regulations on Information Disclosure of the Company;

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

3. The Board of Directors shall pass resolutions and decisions by voting at meetings, obtaining written opinions or other forms as prescribed by the Company Charter. Each member of the Board of Directors shall have one vote.

4. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law, resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who agree to pass such resolution or decision shall jointly bear personal responsibility for such resolution



or decision and shall compensate the Company for the damage; members who oppose the passage of the above resolution or decision shall be exempted from liability. In this case, the Company's shareholders have the right to request the Court to suspend or annul the above resolution or decision.

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

1. The Board of Directors approves contracts and transactions with a value of less than 35% or transactions resulting in the total transaction value arising within 12 months from the date of the first transaction having a value of less than 35% of the total asset value recorded in the most recent financial statement or another smaller ratio or value as prescribed in the Company Charter between the Company and one of the following entities:

- Members of the Board of Directors, members of the Board of Supervisors, General Director, other managers and related persons of these subjects;
- Shareholders, authorized representatives of shareholders owning more than 10% of the total common equity of the Company and their related persons;
- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The representative of the Company signing a contract or transaction must notify the members of the Board of Directors and members of the Supervisory Board of the entities involved in that contract or transaction and enclose a draft of the 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 receipt of the notification, except for members of the Board of Directors with interests related to the parties in the contract or transaction who do not have the right to vote.

**Article 13. Responsibilities of the Board of Directors in convening extraordinary meetings of the General Meeting of Shareholders**

1. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors and the Board of Supervisors 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 meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request must be made in multiple copies and must include sufficient signatures of the relevant shareholders;
- d) At the request of the Board of Supervisors;
- d ) Other cases as prescribed by law and the Company Charter.

2. Convening an extraordinary meeting of shareholders

The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date the number of remaining members of the



Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors is less than the minimum number of members as prescribed in the Company Charter or from the date of receipt of the request specified in Point c and Point d, Clause 1 of this Article;

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

- a) Make a list of shareholders entitled to attend the meeting;
- b) Providing information and resolving complaints related to the list of shareholders;
- c) Prepare meeting agenda and content;
- d) Prepare documents for the meeting;
- d) Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors and members of the Board of Supervisors;
- e) Determine the time and place of the meeting;
- g) Send meeting invitations to each shareholder entitled to attend the meeting in accordance with the provisions of the Law on Enterprises;
- h) Other work serving the meeting.

#### **Article 14. Subcommittees assisting the Board of Directors.**

1. The Board of Directors may establish a subcommittee to be responsible for development policies, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Directors, with a minimum of 03 people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should make up the majority of the subcommittee and one of these members shall be appointed as Head of the subcommittee according to the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee shall only be effective when the majority of members attend and vote for it 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 provisions in the Company Charter and Internal Regulations on corporate governance.

### **Chapter IV BOARD OF DIRECTORS MEETING**

#### **Article 15. Board of Directors Meeting**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest



percentage of votes and equal, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.

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

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

- a) At the request of the Board of Supervisors or an independent member of the Board of Directors;
- b) At the request of the Director or General Director or at least 05 other managers;
- c) Requested by at least 02 members of the Board of Directors;
- d) Other cases as prescribed in the Company Charter.

4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions within 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 receipt of 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 damage caused to the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitation at least 03 working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the agenda, the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the members' voting ballots.

Notice of Board of Directors' meeting may be sent by invitation, telephone, fax, electronic means or other methods as prescribed in the Company's Charter and guaranteed to reach the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying documents to the members of the Supervisory Board as to the members of the Board of Directors.

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

8. A meeting of the Board of Directors shall be held when at least 3/4 of the total number of members attend the meeting. In case the meeting convened in accordance with the provisions of this clause does not have the required number of members, it shall be convened for the second time within 07 days from the date of the first scheduled meeting. unless the Company Charter provides for a shorter period. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.



9. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

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

10. In case of sending the ballot to the meeting by mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The ballot may only be opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings. Members may authorize others to attend meetings and vote if approved by a majority of Board of Directors members.

12. Resolutions and decisions of the Board of Directors are passed if approved by the majority of members attending the meeting; in case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

#### **Article 16. Minutes of Board of Directors meeting**

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

- a) Name, head office address, business registration number;
- b) Time and place of meeting;
- c) Purpose, agenda and content of the meeting;
- d) Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reason;
- d) Issues discussed and voted on at the meeting;
- e) Summarize the opinions of each member attending the meeting in the order of the meeting;
- g) Voting results, clearly stating the members who approve, disapprove and have no opinion;
- h) The matter passed and the corresponding percentage of votes passed;
- i) Full name and signature of the chairman and the person taking the minutes, except for the case specified in Clause 2 of this Article.

2. In case the chair or the minute taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign them and they contain all the contents as prescribed in points a, b, c, d, dd, e, g and h, Clause 1 of this Article, the minutes shall be valid.



3. The chairman, the minute taker and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes.

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

5. Minutes drawn up in Vietnamese and in a foreign language have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall prevail.

## **Chapter V**

### **REPORTING AND DISCLOSING BENEFITS**

#### **Article 17. Annual report submission**

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

- a) Report on the Company's business results;
- b) Financial statements;
- c) Report on evaluation of the Company's management and operation;
- d) Audit report of the Board of Supervisors.

2. The reports specified in Points a, b and c, Clause 1 of this Article must be sent to the Board of Supervisors for appraisal no later than 30 days before the opening date of the Annual General Meeting of Shareholders.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors 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. Shareholders who have continuously owned shares of the Company for at least 01 year have the right to directly review the reports specified in this Article, either by themselves or together with lawyers, accountants or auditors with practice certificates.

#### **Article 18. Remuneration, bonuses and other benefits of members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors are entitled to remuneration and bonuses. The remuneration is calculated based on the number of working days required to complete the duties of the Board of Directors members and the daily remuneration. 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 are 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 according to the provisions of the law on corporate income tax, shown 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 serving on subcommittees of the Board of Directors or performing other tasks beyond 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, salary, commission, percentage of profits 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, meals and other reasonable expenses they have incurred in 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 subcommittees of the Board of Directors.

6. The Company may purchase liability insurance for members of the Board of Directors after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Company's Charter.

### **Article 19. Disclosure of related interests**

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

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

a) Name, enterprise code, head office address, business lines of the enterprise in which they own capital contributions or shares; ratio and time of ownership of such capital contributions or shares;

b) Name, enterprise code, head office address, business lines of the enterprise whose related persons jointly own or separately own capital contribution or shares of more than 10% of charter capital.

2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date of arising of related interests; any amendment or supplement must be notified to the Company within 07 working days from the date of such amendment or supplement.

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

## **Chapter VI**

### **BOARD OF DIRECTORS' RELATIONSHIP**

#### **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 related issues in the process of handling assigned work.

2. In the process of handling work, the member of the Board of Directors assigned with primary responsibility must proactively coordinate in handling, if there is an issue related to the field under the responsibility of another member of the Board of Directors. In case there are different opinions among the 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 authority or organize a meeting or seek opinions of the members of the Board of Directors according to the provisions of law, the Company Charter and this Regulation.

3. In case of reassignment between members of the Board of Directors, the members of the Board of Directors must hand over the work, records and related documents. This handover must be made in writing and reported to the Chairman of the Board of Directors about such handover.

#### **Article 2 1. Relationship with the Executive Board**

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

#### **Article 2 2. Relationship with the Supervisory Board**

1. The relationship between the Board of Directors and the Supervisory Board is a cooperative relationship. The working relationship between the Board of Directors and the Supervisory Board is based on the principles of equality and independence, while closely coordinating and supporting each other in the performance of duties.

2. Upon receiving the inspection reports or summary reports of the Board of Supervisors, the Board of Directors is responsible for studying and directing relevant departments to develop plans and promptly implement corrections.

### **Chapter VII TERMS OF IMPLEMENTATION**

#### **Article 2 3. Amendments and supplements Rules**

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter or in case there are new legal provisions that are different from the provisions in this Charter, those provisions shall be applied to regulate the Company's operations.

#### **Article 2 4. Effect**

Regulations on the operation of the Board of Directors of a Joint Stock Company Song Cam Shipbuilding Law includes 7 chapters, 24 articles and takes effect from the dated 2025.



**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

*(Sign, full name and seal)*