

at the Meeting by raising their Voting Card or filling in the selected 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 representative does not raise their Voting Card in all three voting instances (Approve, Disapprove, or Abstain) for a matter, they are considered to have approved the matter. If a representative raises their Voting Card more than once (01) when voting Approve, Disapprove, or Abstain on a matter, the vote is considered invalid. In voting by raising the Voting Card, the Delegate Qualification Verification Committee/Vote Counting Committee marks the representative's code and the corresponding number of votes for each representative's Approve, Disapprove, Abstain, and Invalid votes.

b. Voting by Ballot:

- When voting is conducted by direct ballot: For each item, representatives choose one of the three options "Approve," "Disapprove," or "Abstain" pre-printed on the Ballot by marking "X" or "P" in the chosen box and submitting the Ballot to the Vote Counting Committee before the vote counting time. The ballot must have the signature and full handwritten name of the representative.
- When voting is conducted electronically: for each item, delegates choose one of three options: "Agree," "Disagree," or "No Opinion," which are presented for voting at the General Meeting of Shareholders and pre-configured in the electronic voting system. Subsequently, delegates confirm their votes for the electronic system to record the results.

Article 21. Voting Procedures at the In-Person General Meeting of Shareholders

(Pursuant to regulations stipulated in the Election Procedures of the General Meeting of Shareholders)

1. General Principles

- Comply with the provisions of the law and the Company Charter;
- The election is conducted by direct voting, electronic voting, or other electronic means.
- Members of the Vote Counting Committee cannot be included in the nomination list, self-nominate to the Board of Directors, or the Board of Supervisors.

2. Voting Methods

a. Cumulative Voting Method

- Each delegate has a total number of votes corresponding to the total number of shares owned or represented, multiplied by the number of members to be elected;
- Participating delegates have the right to cast all their votes for one or several candidates;
- In case of candidate changes on the day of the General Meeting of Shareholders, the Vote Counting Committee is responsible for issuing new ballots and collecting old ballots (if any) before the vote counting time;

- In case of an erroneous selection, the delegate should contact the Vote Counting Committee to receive a new ballot and must submit the old ballot;

- How to cast ballots: Each delegate is given ballots. Instructions on how to cast a ballot are detailed in the Election Procedures approved at the General Meeting of Shareholders;

- Principles of Election:

• Elected individuals are determined Pursuant to the number of votes received, from highest to lowest, starting with the candidate with the most votes until the required number of members is elected.

• In the event that two or more candidates receive 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 the selection will be Pursuant to criteria specified in the Election Procedures approved by the General Meeting of Shareholders or the Company Charter.

b. Voting by Resolution: Implemented according to the provisions of Point b, Clause 2, Article 20 of these Regulations.

Article 22. Vote Counting Procedures at the In-Person General Meeting of Shareholders

(Pursuant to regulations stipulated in the Working Regulations of the General Meeting of Shareholders)

The vote counting procedures are as follows:

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

Section 2.2: Specific Regulations for Voting in Online Meetings

Article 23. Registration Procedures for the Online General Meeting of Shareholders

The registration procedures for the online General Meeting of Shareholders before the opening day of the General Meeting of Shareholders are clearly specified in the Notice of the General Meeting of Shareholders, including:

1. Conditions for participation:

- Be listed in the list of shareholders entitled to attend the General Meeting of Shareholders prepared according to the Company's notice of exercise of rights.

- Authorized representatives eligible to participate as prescribed by law and the company's charter.

2. Technical requirements: Delegates need an electronic device with an internet connection (e.g., computer, tablet, mobile phone, or other electronic device with an internet connection).

3. Method of recording Delegates attending the online General Meeting of Shareholders: Delegates are recorded by the electronic voting system as attending the online General Meeting of Shareholders when the Delegates access the system using the access information provided in accordance with Article 24 of these Regulations and have confirmed their attendance at the online General Meeting of Shareholders in the electronic voting system.

Article 24. Provide login information and conduct electronic voting.

1. Information on the access link to the electronic voting system, login name, access password, and other identifying factors (if any) for attending the online General Meeting of Shareholders will be provided in the meeting invitation (or in the form of login information notification prescribed by the Board of Directors). Delegates are responsible for securing their login names, passwords, and other identifying factors issued to ensure that only Delegates have the right to vote on the electronic voting system and are fully responsible for the registered information.

2. When a Delegate requests to be provided with login information again, the Organizing Committee may notify them through the following means: directly, by mail, email, telephone, or other means as prescribed by the Board of Directors. The provision of login information is Pursuant to shareholder information from the list of shareholders prepared by the Vietnam Securities Depository and Clearing Corporation according to the Company's notice of exercise of rights to attend the General Meeting of Shareholders.

3. Delegates use their login name, access password, or other identifying factors (if any) to access the electronic voting system to confirm their attendance at the online General Meeting of Shareholders and conduct electronic voting according to the contents of the online General Meeting of Shareholders agenda.

Article 25. Authorizing a representative to attend the online General Meeting of Shareholders.

When authorizing online, shareholders shall carry out the authorization according to the provisions of Clause 2, Article 9 of these Regulations, paying attention to the following provisions:

- Shareholders must comply with providing complete information for online authorization, especially information on the authorized party, including: phone number, fax number, email address, or other contact address as per the Charter. This serves as the basis for issuing a login name, access password, and other identifying factors (if any) for the authorized party.

- The proxy form for attending the online General Meeting of Shareholders must be fully signed, clearly stating the full name (handwritten), and stamped (if an organization) of both the authorizing party and the authorized party. The original proxy form must be submitted before the official opening of the meeting. In the event that a shareholder has not attended the meeting and has conducted an online authorization, the authorization shall be effective when the Company receives the original Proxy Form sent until the closing of the General Meeting.
- Shareholders who have attended the meeting are not allowed to authorize others to attend the meeting.
- Cancellation of authorization for shareholders who have authorized online: Shareholders send an official written request to cancel the online authorization to the company before the official opening of the meeting. In the event that the authorized party has attended the General Meeting, the effective time of cancellation of authorization shall be calculated according to the time the Company receives the official written request to cancel the online authorization. The validity of the contents voted/elected previously shall remain unchanged.

Article 26. Discussion at the General Meeting of Shareholders online

1. Principles:

- The discussion is only conducted within the specified time and within the scope of the issues presented in the content of the General Meeting of Shareholders' program;
- Only Delegates may participate in the discussion;
- Delegates with opinions register the content of the discussion in the specific form prescribed in the working regulations of the meeting;
- The Secretariat will arrange the contents of the Delegates' questions and forward them to the Chairman.

2. Addressing the Delegates' opinions:

- Pursuant to the content of the Delegates' discussion, the Chairman or a member designated by the Chairman will address the Delegates' opinions;
- In case, due to time constraints, questions that have not been answered directly at the General Meeting will be answered by the Company in other forms.

Article 27. Form of passing Resolutions of the online General Meeting of Shareholders

The General Meeting of Shareholders passes Resolutions within its competence by electronic voting.

Article 28. Online voting method

1. Voting method:

- Delegates choose one of the three voting options "Agree", "Disagree" or "No opinion"

for each issue raised for voting at the General Meeting that has been installed in the electronic voting system.

- Then, the Delegate proceeds to confirm the vote for the electronic voting system to record the results.

2. Election voting method:

- Cumulative voting method: Unless otherwise stipulated in the Company's charter, the voting to elect members of the Board of Directors and the Board of Supervisors must be conducted by cumulative voting. Accordingly, the Delegate carries out the election according to the instructions in the online election regulations approved at the General Meeting of Shareholders. Then, the Delegate confirms the election for the electronic voting system to record the results.

- Voting by resolution method (if any): Implemented according to the voting regulations specified in Clause 1 of this Article.

3. Some other regulations when conducting electronic voting:

- In case the Delegate does not complete all the voting and election issues according to the content of the General Meeting program, the issues that have not been voted on or elected are considered as the Delegate not having voted or elected on that issue.

- In the event of issues arising outside the sent meeting program, Delegates may vote and elect additionally. If the Delegate does not vote or elect on the arising issues, it is considered that the Delegate does not vote or elect on those arising issues.

- Delegates can change the voting and election results (but cannot cancel the voting and election results); including additional voting and election results on issues arising outside the General Meeting program. The online system only records vote counting for the final voting and election results at the end of the electronic voting period for each vote counting session specified in the working regulations of the meeting.

- In the case of cumulative voting, an invalid ballot is a ballot where the total number of votes for candidates is greater than the total number of votes of the Delegate representing at the time of vote counting or other regulations according to the instructions of the online election regulations approved by the General Meeting of Shareholders.

- The electronic voting time is specified in the working regulations at the meeting. During this time, Delegates can access the electronic voting system and vote twenty-four (24) hours a day and seven (07) days a week, except in cases of system maintenance or other reasons beyond the Company's control. At the end of the voting period, the system does not record any further electronic voting results from Delegates.

Article 29. Online voting method

When a Representative votes/elects, the number of votes/elections are recorded on the

electronic voting system. Pursuant to the voting/election results in the form of electronic voting, the Vote Counting Board aggregates the voting/election results according to the following principles:

- Aggregate votes/elections (by voting method) for each voting issue, the total number of valid votes, invalid votes, approvals, disapprovals, and abstentions; the corresponding percentage of the total votes of shareholders attending the meeting as prescribed in the Company Charter;
- Aggregate votes according to the cumulative voting method, the total number of valid votes, invalid votes, the number of votes for each candidate, and other contents as prescribed in the Company Charter.

Article 30. Preparing minutes of the online General Meeting of Shareholders

- Implemented according to the provisions of Article 16 of these Regulations.
- The venue stated in the minutes of the online General Meeting of Shareholders is the location where the Chairman of the General Meeting is present to preside over the meeting. This location must be within the territory of Vietnam.
- The method of approving the minutes of the General Meeting of Shareholders is specified in the company's working regulations at the General Meeting of Shareholders.

Section 2.3: Specific regulations on the form of voting at direct and online combined meetings

Article 31. How to register to attend the direct and online combined General Meeting of Shareholders

Implemented according to the provisions of Clause 1, Article 9 and Article 23 of these Regulations.

Article 32. Authorizing a representative to attend the direct and online combined General Meeting of Shareholders

Implemented according to the provisions of Clause 2, Article 9 and Article 25 of these Regulations.

Article 33. The form of resolution approval at the direct and online combined General Meeting of Shareholders

Implemented according to the provisions of Article 11 and Article 27 of these Regulations.

Article 34. Voting method at the direct and online combined General Meeting of Shareholders

Implemented according to the provisions of Articles 20, 21, and 28 of these Regulations.

Article 35. Vote counting method at the direct and online combined General

Meeting of Shareholders

Implemented according to the provisions of Articles 22 and 29 of these Regulations.

Article 36. Preparing minutes of the meeting at the direct and online combined General Meeting of Shareholders

Implemented according to the provisions of Articles 16 and 30 of these Regulations.

II. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS APPROVING RESOLUTIONS BY OBTAINING WRITTEN OPINIONS

Article 37. Cases where shareholders' opinions are obtained in writing *(Pursuant to Article 2 of the Company Charter)*

The following contents may be approved by obtaining shareholders' opinions in writing:

1. Amending and supplementing the contents of the Company Charter;
2. Approving, supplementing, and adjusting the Company's internal regulations on corporate governance, the Board of Directors' working regulations, and the Board of Supervisors' working regulations;
3. Company development orientation;
4. Type of shares and the total number of shares of each type;
5. Electing, dismissing, and removing members of the Board of Directors and the Board of Supervisors;
6. Decision to invest in or sell assets worth 35% of the total asset value recorded in the Company's most recent financial statement;
7. Approve the annual financial statements.
8. Reorganize or dissolve the Company.
9. Change the business lines, professions, and fields of operation.
10. Change the organizational structure of the Company's management.
11. Other matters deemed necessary by the Board of Directors for the benefit of the Company.

Article 38. Cases where written opinions are not obtained.

The Board of Directors may obtain shareholders' opinions in writing in all cases deemed necessary, except for the organization of the Annual General Meeting of Shareholders.

Article 39. Procedures for the General Meeting of Shareholders to pass resolutions through written opinions.

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

1. The company must publicize information about the compilation of the list of shareholders submitting ballots at least ten (10) days before the final registration date.

2. The Board of Directors must prepare ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders with voting rights no later than ten (10) days before the deadline for returning the ballots. The requirements and methods for submitting ballots and accompanying documents are implemented according to the provisions of Clause 3, Article 18 of the Company's Charter.

3. The ballot must include the following main contents.

- Name, address of the head office, and enterprise registration number.

- Purpose of obtaining opinions.

- Full name, contact address, nationality, and legal document number of the individual for individual shareholders; name, enterprise registration number or legal document number of the organization, address of the head office for institutional shareholders, or full name, contact address, nationality, and legal document number of the individual representing the institutional shareholder; number of shares of each type and the number of voting/election ballots of the shareholder.

- Matters requiring opinions for approval.

- Voting options including agree, disagree, and no opinion for each matter.

- Election options (if any).

- Deadline for returning the completed ballot to the Company.

- Full name and signature of the Chairman of the Board of Directors.

4. Methods of submitting written shareholder ballots.

a. Shareholders send completed ballots to the Company by mail, fax, or email.

- The completed ballot must be fully signed, with the full name clearly written (handwritten), and stamped (if an organization).

- In the case of mail, the ballot sent to the Company must be enclosed in a sealed envelope and no one has the right to open it before the vote count. In the case of fax or email, the ballot sent to the Company must be kept confidential until the vote count.

- Ballots sent to the Company after the deadline specified in the ballot content or that have been opened in the case of mail and disclosed in the case of fax or email are invalid. Ballots not returned are considered abstentions.

b. Shareholders submit ballots through electronic voting.

i. Provide access accounts.

- Access account information is notified by the Company to the representative along with the Shareholder Ballot via secure mail.

- When a Representative requests to be provided with access information again, the Company may notify them via the following methods: directly, by mail, email, telephone, or other methods stipulated by the Board of Directors. The provision of access information is carried out Pursuant to information from the shareholder list compiled by

Vietnam Securities Depository (VSD) according to the Company's written shareholder opinion solicitation notification.

ii. Implementing Electronic Voting

- Principles of Implementation

- Representatives can only vote on the electronic voting system from the time they receive the Shareholder Opinion Form until the deadline for returning the opinion form as notified by the Company.
- During the voting period as announced by the Company, Representatives can access the electronic voting system and cast their votes 24 hours a day and 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control.
- During the announced voting period of the Company, Representatives can change their voting decisions on the electronic voting system. At the end of the voting period as announced by the Company, Representatives are not allowed to change their voting results, and this final result will be tallied and announced by the Company.

- Implementation Method

- Representatives use the access account provided by the Company to directly access the electronic voting system to view information related to the voting session posted on the system and make voting decisions for each voting/election item requiring shareholder opinion.
- c. Shareholders send their completed opinion forms to the Company by mail, fax, or email, combined with submitting their opinions through electronic voting.

Implement according to the provisions in points a, b, clause 3 of this Article.

4. Vote Counting and Minutes of Vote Counting:

The Board of Directors organizes the vote count and prepares the minutes of the vote count under the supervision of the Board of Supervisors or shareholders who do not hold management positions in the Company. The minutes of the vote count must include the following main contents:

- Name, head office address, enterprise registration code;
- Purpose and matters requiring opinions for Resolution approval;
- Number of shareholders with the total number of voting/election ballots participating in the voting/election, distinguishing between the number of valid voting/election ballots and the number of invalid voting/election ballots, and the method of submitting the voting/election ballots, along with an appendix listing the participating shareholders;
- The total number of votes in favor, against, and abstentions for each issue, and the total number of votes for each candidate (If any);
- Issues that have been approved and the corresponding approval voting rate;
- 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 are jointly responsible for the honesty and accuracy of the minutes of the vote count; they are jointly liable for any damages arising from decisions approved due to dishonest or inaccurate vote counting.

5. Resolution and Minutes of Vote Counting:

a. The minutes of the vote count and the Resolution must be sent to shareholders within fifteen (15) days from the date the vote count concludes. Sending the minutes of the vote count and the Resolution can be replaced by posting them on the Company's website within twenty-four (24) hours from the time the vote count concludes.

b. Resolutions passed through written shareholder opinion solicitation are as valid as resolutions passed at the General Meeting of Shareholders.

6. Document Retention: Responded voting ballots, ballot counting minutes, adopted resolutions, and related documents attached to the voting ballots must be kept at the Company's headquarters.

7. Request to Cancel the Decision of the General Meeting of Shareholders through Written Opinion: Within ninety (90) days from the date of receiving the resolution or the minutes of the result of the vote of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2 of this Article has the right to request the Court or Arbitration to consider and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases: 12 Điều lệ công ty

a. The order and procedures for convening meetings and making Decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company's Charter, except for the case specified in Clause 3, Article 21 of the Company's Charter.

b. The content of the resolution violates the law or the Company's Charter.

Chapter III: BOARD OF DIRECTORS

SECTION 1: GENERAL PROVISIONS

Article 40. Role, Rights and Obligations of the Board of Directors

(Pursuant to Articles 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 Enterprise Law and the Company's Charter. In addition, the Board of Directors has the following responsibilities and obligations:

1. Responsible to shareholders for the Company's operations;
2. Treat all shareholders equally and respect the interests of those whose interests are

related to the company;

3. Ensure that the Company's operations comply with the provisions of law, the Charter, and the Company's internal regulations;

4. Develop the Regulations on Operation of the Board of Directors, submit them to the General Meeting of Shareholders for approval, and publish them on the Company's website;

5. Monitor and prevent conflicts of interest of Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers, including the misuse of company assets and abuse of related party transactions;

6. Develop the Regulations on Corporate Governance and submit them to the General Meeting of Shareholders for approval as prescribed in Article 270 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain articles of the Law on Securities;

7. Appoint the Person in charge of corporate governance;

8. Organize training and coaching on corporate governance and necessary skills for Members of the Board of Directors, the General Director, and other managers of the Company;

9. Report on the Board of Directors' activities at the General Meeting of Shareholders as prescribed by applicable law.

10. Report on the corporate governance situation at the annual General Meeting of Shareholders and publish information in the Company's Annual Report according to the provisions of securities law on information disclosure.

11. Other rights and obligations as prescribed in the Company's Charter and the Regulations on Corporate Governance.

Article 41. Rights, Obligations, and Responsibilities of the Member of the Board of Directors

(Pursuant to Article 277 of Decree No. 155/2020/ND-CP)

1. A Member of the Board of Directors has full rights as prescribed by the Law on Securities, relevant laws, the Company's Charter, and the Regulations on Corporate Governance, including the right to be provided with information and documents on the financial status and business operations of the Company and its units. The information provision process is as specified in the Appendix to these Regulations. The person provided with information is responsible for keeping the provided information confidential and using it for the right purpose for the assigned work.

2. Members of the Board of Directors have obligations as stipulated in the Company Charter and the following duties:

a. Perform their duties honestly and prudently in the best interests of the shareholders and the company;

b. Fully attend Board of Directors meetings and provide input on matters discussed;

c. Report promptly and fully to the Board of Directors all remunerations received from subsidiaries, affiliated companies, and other organizations;

d. Report to the Board of Directors at the nearest meeting any transactions between the company, its subsidiaries, companies controlled by the public company with more than 50% of charter capital, with members of the Board of Directors and their related persons; transactions between the company and companies in which a Member of the Board of Directors is a founding member or business manager within the last three (03) years prior to the transaction;

e. Make information disclosures when conducting company stock transactions as prescribed by law.

SECTION 2: REGULATIONS ON NOMINATION, APPLICATION, ELECTION, DISMISSAL, AND RESIGNATION OF BOARD OF DIRECTORS' MEMBERS

Article 42. Number, term, and structure of Board of Directors members

(Pursuant to regulations in Article 26 of the Company Charter)

1. Number of Board of Directors members (05) people. từ ba (03) đến năm

2. The term of a Member of the Board of Directors shall not exceed five (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 the Company for a maximum of 02 consecutive terms. In the event that all Members of the Board of Directors have their terms expire concurrently, those members shall continue to serve as Members of the Board of Directors until new members are elected to replace and take over their duties.

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

a. The company's Board of Directors structure must ensure that at least 1/3 of the total number of Board of Directors' members are non-executive members. The company limits the maximum number of Board of Directors members concurrently holding executive positions in the Company to ensure the independence of the Board of Directors. In the case of a listed company, the number of independent Board of Directors' members must ensure at least 01 independent member.

b. The appointment of Members of the Board of Directors must be publicly disclosed in accordance with the law on information disclosure in the stock market.

c. Members of the Board of Directors are not required to be shareholders of the Company.

Article 43. Standards and Conditions for Board of Directors' members

(Pursuant to Clause 1, Clause 2, Article 155 of the Enterprise Law, Decree No. 155/2020/ND-CP), Điều 25 Điều lệ công ty

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

- a) Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
- b) Possess professional qualifications and experience in business management or in the Company's business field, sector, or profession and not necessarily be a shareholder of the Company;
- c) A Member of the Board of Directors may concurrently be a member of the Board of Directors of another company and may only concurrently be a member of the Board of Directors at a maximum of five (05) other companies;
- d) Not be a family member of the General Director and other managers of the Company; of the manager, the person authorized to appoint the manager of the parent company.

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

- a) Not a person currently employed by the Company, its parent company, or subsidiaries; not a person who has worked for the Company, its parent company, or subsidiaries for at least three consecutive years prior.
- b) Not a person currently receiving salary or remuneration from the Company, excluding allowances received by the Member of the Board of Directors as regulated.
- c) Not a person whose spouse, 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 its subsidiaries.
- d) Not a person directly or indirectly owning at least 1% of the total voting shares of the Company.
- e) Not a person who has served as a Member of the Board of Directors or Board of Supervisors of the Company for at least the preceding five consecutive years, unless appointed for two consecutive terms.

Article 44. Nomination and Candidacy for Member of the Board of Directors

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

1. A shareholder or group of shareholders owning at least 10% of the total ordinary shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company Charter. Shareholders holding ordinary shares have the right to pool their voting rights to nominate candidates for the Board of Directors. A shareholder or a group of shareholders holding from 10% to 20% of the total voting shares may nominate one (01) candidate; from over 20% to 30%, a maximum of two (02) candidates may be nominated;

from over 30% to 40%, a maximum of three (03) candidates may be nominated; from over 40% to 50%, a maximum of four (04) candidates may be nominated; and from over 50%, a maximum of five (05) or more candidates may be nominated. The nomination document must specify the name of the shareholder or group of shareholders, the number of each type of share held by the shareholder or group of shareholders at the time of nomination for the Board of Directors, and information related to the candidate (candidate profile) as prescribed in Article 25 of the Company Charter.

2. In case the number of candidates for the Board of Directors through nomination and self-nomination is insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors must nominate additional candidates to ensure the required number in accordance with regulations. The nomination of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Directors in accordance with the law.

Article 45. Method of Electing Members of the Board of Directors

(Pursuant to Clause 3, Article 148 of the Law on Enterprises, Clause of Article 21 of the Company Charter)

The voting to elect members of the Board of Directors must be conducted 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 members to be elected to the Board of Directors, and the shareholder has the right to cast all or part of their total votes for one or several candidates. The elected members of the Board of Directors shall be determined Pursuant to 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 the event that two or more candidates receive 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 Pursuant to the criteria specified in the election regulations or the Company Charter.

Article 46. Cases of Dismissal, Removal, Replacement, and Addition of Members of the Board of Directors

(Pursuant to Article 160 of the Law on Enterprises), Điều 26 Điều lệ Công ty

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. In this case, the member of the Board of Directors must notify the Board of Directors of his/her failure to meet the required conditions as stipulated in Point a, Clause 1 of this Article and shall automatically cease to be a member of the Board of Directors from the date such

standards and conditions are no longer satisfied.

- b. Having a letter of resignation and being approved;
- c. Other cases specified in the Company's Charter.

2. The General Meeting of Shareholders shall remove 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's Charter.

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

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

- a. The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number specified in the Company's Charter. In this case, the Board of Directors must convene the General Meeting of Shareholders within sixty (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 falls below the statutory ratio.

Article 47. In other cases, at the nearest meeting, the General Meeting of Shareholders shall elect a new member to replace the dismissed or removed member of the Board of Directors

Notice of election, dismissal, or removal of a member of the Board of Directors
Upon the adoption of the resolution on the election, dismissal, or removal of a member of the Board of Directors, the Company shall be responsible for disclosing such information internally within the Company, to competent authorities, on mass media channels, and on the Company's website in accordance with the procedures and regulations stipulated by applicable laws.

Article 48. Methods of nominating candidates for the Board of Directors

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

In the case where the candidates for the Board of Directors have been identified according to the provisions of Clause 1, Article 44 of these Regulations, the company must publish information related to the candidates at least ten (10) days before the opening day 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 to the honesty and accuracy of the published personal information and must commit to

performing their duties honestly, prudently, and for the best interests of the company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors to be published includes:

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

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

Article 49. Election, removal, and dismissal of the Chairman of the Board of Directors

(Pursuant to Article 29 of the Company's Charter)

1. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a. Establish the Board of Directors' programs and operational plans;
 - b. Prepare programs, content, and documents for meetings; convene, preside over, and chair Board of Directors meetings;
 - c. Organize the adoption of Resolutions/Decisions of the Board of Directors;
 - d. Supervise the implementation of Resolutions/Decisions of the Board of Directors;
 - e. Preside over the General Meeting of Shareholders;
 - f. Other rights and obligations as stipulated by the Law on Enterprises and the Company Charter.
4. In the event the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or dismissal.
5. In the event the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another Member of the Board of Directors to exercise the rights and obligations of the Chairman of the Board of Directors. In the absence of an

authorized individual, or if the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative handling at a compulsory detoxification facility or compulsory education facility, absconds from their place of residence, has restricted or lost civil act capacity, has difficulty in perception or controlling behavior, is prohibited by the Court from holding a position, practicing a profession, or doing certain jobs, the remaining members shall elect one person among themselves to hold the position of Chairman of the Board of Directors by a majority vote of the remaining members until a new decision is made by the Board of Directors.

SECTION 3: REMUNERATION, SALARIES, BONUSES, AND OTHER BENEFITS **OF MEMBERS OF THE BOARD OF DIRECTORS**

Article 50. Remuneration, bonuses, and other benefits of Members of the Board of Directors

(Pursuant to regulations in Article 28 of the Company Charter)

1. The company has the right to pay remuneration and bonuses to Members of the Board of Directors Pursuant to business results and performance.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated Pursuant to the number of working days required to complete the tasks of a Member of the Board of Directors and the remuneration rate per day. The Board of Directors shall determine the remuneration level for each member 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 as prescribed by the law on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members working on subcommittees of the Board of Directors or performing work outside the normal duties of a Board member may be paid additional remuneration in the form of a lump sum payment for each occasion, 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 reimbursement for all travel, food, accommodation, and other reasonable expenses incurred in the performance of 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 its subcommittees.

6. A Member of the Board of Directors may be insured for liability by the Company following the approval of the General Meeting of Shareholders. This insurance does not cover

liabilities of the Member of the Board of Directors related to violations of law and the Company Charter.

**SECTION 4: REGULATIONS ON PROCEDURES FOR ORGANIZING MEETINGS
OF THE BOARD OF DIRECTORS**

Article 51. Minimum number of meetings per month/quarter/year

(Pursuant to Article 157 of the Law on Enterprises; Article 30 of the Company Charter)

1. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within seven (07) working days from the end date of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest and equal number or percentage of votes, the members shall elect by majority vote to select 01 person among them to convene the meeting of the Board of Directors.

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

Article 52. Cases requiring the convening of an extraordinary meeting of the Board of Directors

(Pursuant to Article 157 of the Law on Enterprises; Article 30 of the Company Charter)

1. 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 the Board of Supervisors;
- b. At the request of the General Director or at least five (05) other managers;
- c. At the request of at least 02 members of the Board of Directors;
- d. Other cases when deemed necessary as stipulated in the Company Charter.

2. The request stipulated in Clause 1 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decided within the authority of the Board of Directors.

3. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request as prescribed in Clause 1 of this Article. In case the Chairperson fails to convene the meeting as requested, he or she shall be held liable for any damages caused to the Company; the requesting party shall have the right to convene the Board of Directors' meeting in place of the Chairperson, and the procedure for convening the meeting shall follow the same process as that applied by the Chairperson when convening upon request.

Article 53. Notice of the Board of Directors meeting and the right of the members of the Board of Supervisors to attend the Board of Directors meeting

(Pursuant to Article 157 of the Law on Enterprises; Article 30 of the Company Charter)

1. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of the meeting no later than three (03) working days before the meeting date. The notice of the meeting must clearly specify the time and place of the meeting, the form of the meeting, the agenda, the issues to be discussed and decided. The notice of the meeting must be accompanied by documents used at the meeting and the voting ballots of the members.

2. The notice of the Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means and ensure that it reaches the contact address of each Member of the Board of Directors registered at the Company.

3. Meetings of the Board of Directors shall be held at the Company's head office or at another location in Vietnam or abroad as decided by the Chairperson of the Board of Directors with the consent of the Board of Directors. The Chairperson or the convener shall send the notice of invitation and accompanying documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.

4. Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; they may participate in discussions but shall not have voting rights.

Article 54. Conditions for organizing a Board of Directors meeting

(Pursuant to Article 157 of the Enterprise Law; Article 30 of the Company Charter)

A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total number of members attend. In case the meeting convened under this Article fails to meet the required number of attendees, a second meeting shall be convened within seven (07) days from the intended date of the first meeting. In such case, the meeting shall be conducted if more than one-half (1/2) of the members of the Board of Directors are in attendance.

Article 55. Voting Methods

(Pursuant to Article 30 of the Company Charter)

1. The Board of Directors shall pass resolutions and decisions by voting at meetings, obtaining opinions in writing or by other forms as prescribed by the Company Charter. Each Member of the Board of Directors has one vote. A Member of the Board of Directors shall be considered to have attended and voted at the meeting in the following cases:

- a. Attending and voting directly at the meeting;
 - b. Authorizing another person to attend the meeting and vote according to the provisions of Article 57 of these Regulations;
 - c. Attending and voting via online conference, electronic voting, or other electronic forms;
 - d. Sending ballots to the meeting via mail, fax, or email;
 - e. Sending ballots by other means as prescribed by law (If any).
2. In the case of sending ballots to the meeting by mail, the ballots must be enclosed in a

sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 01 hour before the opening. Ballots shall only be opened in the presence of all attendees.

Article 56. Method of passing resolutions of the Board of Directors

(Pursuant to Article 30 of the Company Charter)

Resolutions and decisions of the Board of Directors shall be passed if approved by a majority (more than ½) of the members present at the meeting; in the event of a tie, the final decision rests with the Chairman of the Board of Directors.

Note that Members of the Board of Directors may not vote on transactions that benefit them or their related persons as prescribed by the Enterprise Law and Article 43 of the Company Charter.

Article 57. Authorization for another person to attend the meeting by a Member of the Board of Directors

(Pursuant to Article 30 of the Company Charter)

Members are required to fully attend all meetings of the Board of Directors. A member may authorize another member of the Board of Directors or another person to attend and vote on their behalf, provided that such authorization is approved by the majority of the members of the Board of Directors.

Article 58. Preparing minutes of Board of Directors meetings

(Pursuant to Article 158 of the Enterprise Law)

All Board of Directors meetings must be recorded in minutes and may be audio-recorded, video-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, head office address, enterprise code;
- b. Time and place of the meeting;
- c. Purpose, agenda, and content of the meeting;
- d. Full name of each member present or authorized representative and the method of attendance; full name of members absent and the reasons;
- e. Issues discussed and voted on at the meeting;
- f. Summary of each member's comments in the order of the meeting proceedings;
- g. Voting results clearly stating members who approved, disapproved, and abstained.
- h. The matter has been approved, along with the corresponding approval voting rate.
- i. Full name and signature of the chairman and the minute-taker, except as prescribed in Article 59 of these Regulations.

Minutes of Board of Directors meetings and documents used in the meetings must be kept

at the company's headquarters.

Minutes prepared in Vietnamese and a foreign language have equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail.

The chairman, minute-taker, and signatories of the minutes are responsible for the accuracy and truthfulness of the content of the Board of Directors meeting minutes.

Minutes of Board of Directors meetings and documents used in the meetings must be kept at the company's headquarters.

Article 59. In case the chairman and/or secretary refuse to sign the Minutes of the Board of Directors Meeting.

(Pursuant to Article 158 of the Law on Enterprises)

In the event that the chairperson or the minute-taker refuses to sign the minutes of the meeting, the minutes shall remain valid if all other attending members of the Board of Directors sign the document and it contains all required contents as stipulated in Points a, b, c, d, đ, e, g, and h of Article 58 of this Regulation.

Article 60. Notification of Resolutions/Decisions of the Board of Directors

After issuing the Resolutions/Decisions of the Board of Directors, the company is responsible for disseminating information internally, to relevant authorities, mass media, and on the company's website, following current regulations and procedures.

SECTION 5: SUB-COMMITTEES OF THE BOARD OF DIRECTORS

Article 61. Sub-committees under the Board of Directors

(Pursuant to Article 31 of the Company Charter)

1. When deemed necessary, the Board of Directors may establish sub-committees to oversee development policy, human resources, compensation, internal audit, and risk management. The number of sub-committee members, determined by the Board of Directors, must be at least two, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the majority of the sub-committee, and one of these members is appointed as Head of the Sub-Committee by decision of the Board of Directors. Sub-committee operations must comply with the Board of Directors' regulations. Sub-committee resolutions are valid only when approved by a majority of members attending and voting at a sub-committee meeting.

2. The implementation of decisions of the Board of Directors, or of sub-committees under the Board of Directors, must comply with current laws and regulations, the Company Charter, and the internal regulations on corporate governance.

SECTION 6: SELECTION, APPOINTMENT, DISMISSAL, AND REMOVAL OF THE COMPANY'S MANAGEMENT PERSONNEL

Article 62. Criteria for the Company's Management Personnel

(Pursuant to Article 281 of Decree 155/2020/ND-CP, Clause 2, Article 32 of the Company Charter)

The company's management personnel must not concurrently work for an approved auditing organization currently auditing the company's financial statements.

Article 63. Appointment of the Company's Management Personnel

(Pursuant to Article 281 of Decree 155/2020/ND-CP, 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 Enterprise Law.

Article 64. Cases of dismissal and discharge of the Person in charge of corporate governance

1. The Board of Directors may dismiss or discharge the Person in charge of corporate governance when necessary, but not contrary to current labor laws.

2. The person in charge of corporate governance may be dismissed by resolution of the General Meeting of Shareholders.

Article 65. Notification of appointment, dismissal, and discharge of the Person in charge of corporate governance

After the decision to appoint, dismiss, or discharge the Person in charge of corporate governance, the Company is responsible for publicizing the information internally and to relevant agencies, on mass media, and on the Company's website, following the procedures and regulations of current law.

Article 66. Rights and Obligations of the Person in charge of Corporate Governance

(Pursuant to 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 as prescribed, and related tasks between the Company and shareholders;

b. Prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

- c. Advise on the procedures of meetings;
- d. Attend meetings;
- e. Advise on the procedures for establishing resolutions of the Board of Directors in accordance with legal regulations;
- f. Provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Board of Supervisors;
- g. Supervise and report to the Board of Directors on the Company's information disclosure activities;
- h. Serve as a point of contact with 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. và Điều lệ Công ty

Chapter IV: BOARD OF SUPERVISORS

SECTION 1: GENERAL PROVISIONS

Article 67. Role, rights, obligations of the Board of Supervisors, responsibilities of Board of Supervisors members

(Pursuant to Article 287, Article 288 of Decree No. 155/2020/ND-CP)

1. Board of Supervisors members have the rights as prescribed by the Law on Enterprises, relevant laws and the Company Charter, and the Board of Supervisors's operating regulations, including the right to access information and documents related to the company's operating situation. Members of the Board of Directors, the General Director, and other executives of the enterprise are responsible for providing timely and complete information at the request of the Board of Supervisors members.

2. Board of Supervisors members are responsible for complying with the provisions of law, the Company Charter, the Board of Supervisors's operating regulations, and professional ethics in carrying out their assigned rights and obligations.

3. The Board of Supervisors has the rights and obligations as prescribed in Article 170 of the Law on Enterprises, the Company Charter, and the following rights and obligations:

a. Propose and recommend to the General Meeting of Shareholders the approval of the list of audit organizations approved to audit the Company's financial statements; decide on an approved audit organization to inspect the company's operations and dismiss the approved auditor when deemed necessary.

b. Accountable to shareholders for their supervisory activities.

c. Monitor the company's financial situation and legal compliance in the operations of

members of the Board of Directors, the General Director, and other managers.

d. Ensure coordinated operations with the Board of Directors, General Director, and shareholders.

e. In the event of discovering any violation of law or the company's charter by a member of the Board of Directors, General Director, or other executive of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease the violation and provide solutions to rectify the consequences.

f. Develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

g. Report to the General Meeting of Shareholders as stipulated in Article 290 of Decree 155/2020/ND-CP.

4. The Board of Supervisors is responsible for receiving requests to inspect books and records from common shareholders as stipulated in Clause 1, Article 45 of the Company's Charter, and for carrying out requests for information provision to the Board of Directors, General Director, or other managers. The information request process is stipulated in the Appendix to these Regulations. The recipient of the information is responsible for maintaining the confidentiality of the provided information and using it for the intended purpose of the assigned tasks.

SECTION 2: REGULATIONS ON TERM, NUMBER, COMPOSITION, AND STRUCTURE OF THE BOARD OF SUPERVISORS

Article 68. Number, term, composition, and structure of members of the Board of Supervisors

(Pursuant to regulations in Article 168 of the Law on Enterprises, Clause 1, Article 38, Article 39 of the Company's Charter)

1. The number of members of the Board of Supervisors of the Company is three (03) people.

2. The term of a Supervisor shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

3. The Head of the Board of Supervisors is elected by the Board of Supervisors from among the Supervisors; election, dismissal, and removal are Pursuant to the majority principle. The rights and obligations of the Head of the Board of Supervisors are stipulated in the Company's Charter. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must have a bachelor's degree or higher in economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise, unless the Company's Charter stipulates a higher standard.

4. In the event that a Supervisor's term expires and a new Supervisor has not yet been elected, the Supervisor whose term has expired shall continue to exercise their rights and obligations until a new Supervisor is elected and assumes their duties.

Article 69. Standards and conditions for members of the Board of Supervisors

(Pursuant to regulations in Article 169 of the Law on Enterprises, Clause 2, Article 38 of the Company's Charter)

1. Supervisors must meet the following standards and conditions:

- a. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b. Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major suitable for the business activities of the enterprise;
- c. Not a family member of a member of the Board of Directors, the General Director, or the General Director and other managers;
- d. Not a manager of the company; not necessarily a shareholder or employee of the company;
- e. Not an employee in the Accounting or Finance department of the Company;
- f. Not a member or employee of the independent audit firm that audited the company's financial statements for the previous three (03) consecutive years.
- g. Other standards and conditions as prescribed by relevant laws.

2. In addition to the standards and conditions specified in Clause 1 of this Article, the Company's Supervisor ensures that all conditions stipulated in Clause 2, Article 169 of the Law on Enterprises are met.LD

3. The Head of the Board of Supervisors must hold at least a bachelor's degree in economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.

Article 70. Nomination and candidacy for members of the Board of Supervisors

(Pursuant to Article 285 of Decree No. 155/2020/ND-CP; Article 37 of the Company's Charter)

1. The nomination and candidacy for members of the Board of Supervisors shall be carried out similarly to the provisions of Clause 1, Article 25 of the Company's Charter and Clause 1, Article 44 of these Regulations. A shareholder or group of shareholders holding from 10% to less than 30% of the total voting shares has the right to nominate a maximum of one (01) candidate; from 30% to less than 50%, a maximum of two (02) candidates; and from 50% or more, a maximum of three (03) candidates.

2. In case the number of candidates for the Board of Supervisors nominated and self-nominated is insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Supervisors must nominate additional candidates to ensure the required

number is met. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Supervisors in accordance with legal regulations.

Article 71. Method of electing members of the Board of Supervisors

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

The voting to elect members of the Board of Supervisors must be conducted 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 members to be elected to the Board of Supervisors, and the shareholder has the right to cast all or part of their total votes for one or several candidates. The elected members of the Board of Supervisors are determined Pursuant to the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. In the event that two or more candidates receive the same number of votes for the last member of the Board of Supervisors, a re-election will be held among the candidates with the same number of votes, or the selection will be made Pursuant to the criteria specified in the election regulations, the Regulations on the Operation of the Board of Supervisors, or the Company's Charter.

Article 72. Cases of dismissal and removal of members of the Board of Supervisors

(Pursuant to Article 174 of the Law on Enterprises)

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

- a. No longer meets the standards and conditions to be a member of the Board of Supervisors as prescribed in Article 169 of the Law on Enterprises;
- b. Has submitted a resignation letter and it has been approved;
- c. Other cases as prescribed by the Company's Charter.

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

- a. Fails to complete assigned tasks and duties;
- b. Fails to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c. Serious and repeated violations of the duties of a member of the Board of Supervisors, as stipulated by the Law on Enterprises and the company's Charter.
- d. Other cases as resolved by the General Meeting of Shareholders.

Article 73. Members of the Board of Supervisors shall continue to fully perform

their rights and obligations until the General Meeting of Shareholders adopts a resolution on their dismissal or removal, Disclosure of the election, dismissal, or removal of members of the Board of Supervisors.

Upon the adoption of a resolution on the election, dismissal, or removal of a Supervisor, the Company shall be responsible for disclosing such information internally and to relevant authorities, via mass media, and on the Company's website in accordance with the procedures and regulations of prevailing laws.

Article 74. Salary and other benefits of members of the Board of Supervisors.

(Pursuant to Article 172 of the Law on Enterprises).

1. Members of the Board of Supervisors are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors are reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total remuneration and these expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors are included in the company's business expenses as prescribed by the law on corporate income tax, other relevant legal regulations, and must be itemized separately in the company's annual financial statements.

Chapter V: GENERAL DIRECTOR.

Article 75. Roles, responsibilities, rights, and obligations of the General Director.

(Pursuant to Clauses 2 and 4, Article 35 of the Company's Charter).

1. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; 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. Deciding on matters related to the daily business operations of the Company that are not within the authority of the Board of Directors and the Chairman of the Board of Directors.

b. Organizing the implementation of resolutions and decisions of the Board of Directors and the Chairman of the Board of Directors.

c. Organizing the implementation of the Company's business plans and investment plans.

d. Proposing organizational structure and internal management regulations of the Company.

e. Recruiting, transferring, terminating, rewarding, and disciplining employees, except for management positions under the authority of the Board of Directors and the Chairman of the Board of Directors.

f. Propose the number, titles, and related matters such as salary, remuneration, benefits, and other terms of employment contracts of other executives, and submit to the Board of Directors for approval;

g. No later than January 31 of each year, the General Director must prepare and submit to the Board of Directors for approval matters relating to recruitment, termination of employment, salaries, social insurance, employee benefits, rewards, and disciplinary actions applicable to employees and other executives of the Company for that financial year;

h. By October 31 of each year, the General Director must submit to the Board of Directors for approval the detailed business plan for that financial year, ensuring alignment with the approved budget and annual financial plan;

i. Proposing a plan for dividend payment or handling business losses.

j. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these levels when requested.

k. Other rights and obligations as prescribed by law, the Charter, the Regulations on Corporate Governance, and according to Resolutions and Decisions of the Board of Directors, Decisions of the Chairman of the Board of Directors, and the Labor Contract signed with the Company.

Article 76. Term, standards, and conditions of the General Director

(Pursuant to regulations at Clause 5, Article 162 of the Law on Enterprises; Clause 3, Article 35 of the Company Charter)

The General Director's term shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The General Director must meet the following standards and conditions:

- a. Not falling under the categories specified in Clause 2, Article 17 of the Law on Enterprises;
- b. Must not be a person having family relations with the Company's managers, supervisors of the Company and its parent company; representatives of state-owned capital or representatives of capital contributed by enterprises in the Company and its parent company;

- c. Possessing professional qualifications and experience in the Company's business administration;
- d. Meeting other standards and conditions as prescribed by law.

Article 77. Nomination of the General Director

Members of the Board of General Directors and members of the Board of Directors have the right to nominate General Director candidates in accordance with the standards and conditions specified in Article 76 of these Regulations and submit them to the Board of Directors for consideration when the Company needs to find a General Director.

Article 78. Appointment, dismissal, contract signing, and termination of contracts with the General Director

(Pursuant to 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 to act as the General Director.

The Board of Directors may dismiss or remove the General Director if the majority of attending voting members of the Board of Directors approve (excluding the vote of the General Director in this case), and appoint a new General Director as a replacement.

The Board of Directors is authorized to sign/terminate the labor contract and determine the terms of such contract as stipulated in Point i, Clause 2, Article 27 and Article 35 of the Company's Charter.

Article 79. Notification of appointment, dismissal, contract signing, and termination of contracts with the General Director

After the decision to elect or dismiss the General Director, the Company is responsible for announcing the information internally within the Company and to relevant agencies, on mass media, and on the Company's website according to the procedures and regulations of current law.

Article 80. Salary and other benefits of the General Director

(Pursuant to Clause 3, Clause 4, Article 34 of the Company Charter)

1. The General Director receives salary and bonuses. The General Director's salary and bonuses are decided by the Board of Directors.

2. The executive's salary is included in the Company's business expenses as prescribed by the law on corporate income tax, 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.
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Chapter VI: OTHER ACTIVITIES

**SECTION 1: REGULATIONS ON COORDINATION OF ACTIVITIES BETWEEN
THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, AND THE
GENERAL DIRECTOR**

Article 81. Procedures and sequence for convening, sending meeting invitations, recording minutes, and notifying meeting results between the Board of Directors, the Board of Supervisors, and the General Director

Procedures and sequence for convening, sending meeting invitations, recording minutes, and notifying meeting results between the Board of Directors, Board of Supervisors and General Director are carried out according to the procedures and order of convening Board of Directors meetings as prescribed in Section 4, Chapter 3 of these Regulations.

Article 82. Notification of Resolutions/Decisions of the Board of Directors to the Board of Supervisors

(Pursuant to Clause 1, Article 171 of the Law on Enterprises 2020)

Resolutions/Decisions and minutes of the Board of Directors meetings, after issuance, must be sent to the Control Members at the same time and in the same manner as to the members of the Board of Directors.

Article 83. Notification of Board Resolution/Decision to the General Director

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

Article 84. Cases where the Control Board and the General Director request to convene a Board of Directors meeting and matters requiring the Board's opinion

(Pursuant to Point h, Clause 3, Article 162 of the Law on Enterprises, Article 288 of Decree No. 155/2020/ND-CP, Clause 4, Article 35, and Article 40 of the Company Charter)

1. Cases of requesting the convening of a Board of Directors meeting

a. The Control Board may request the convening of a Board of Directors meeting in the following cases:

- At the request of a shareholder/group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.

- When it deems that the Control Member's right to access information and documents related to the company's operational status is not fully implemented in accordance with current law and the Company Charter;

- Upon detecting violations of law or the Company Charter by members of the Board of Directors, the General Director, and other company executives after written notification has been

made to the Board of Directors as prescribed in Clause 5, Article 40 of the Company Charter, but the violator has not ceased the violation or implemented remedial solutions;

b. The General Director may request the convening of a Board of Directors meeting in the following cases:

- When the General Director deems that their rights as stipulated in Article 35 of the Company Charter are not being enforced;

- Upon detecting violations of law or the Company Charter by other company executives after written notification has been made to the Board of Directors, but the violator has not ceased the violation or implemented remedial solutions;

2. Matters on which the General Director needs the Board of Directors' opinion:

a. Recommendations to the Board of Directors on the organizational structure and internal management regulations of the Company;

b. Proposing measures to improve the Company's operations and management;

c. The General Director's annual report to the Board of Directors on matters related to employees and company executives;

d. The General Director's annual report to the Board of Directors on matters related to the Company's relations with trade union organizations according to the best standards, practices, and management policies, the practices and policies stipulated in this Charter, the Company's regulations, and current legal regulations;

e. Seeking the Board of Directors' opinion on the audited Financial Statements (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year, which must be submitted to the Board of Directors for approval;

f. Proposing a plan for dividend payment or handling business losses;

g. Seeking the Board of Directors' approval for the detailed business plan for the next fiscal year;

h. Other matters when deemed to be in the Company's best interest.

3. Matters on which the General Director needs the Chairman of the Board of Directors' opinion: When handling matters or implementing decisions under the authority of the Chairman of the Board of Directors.

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

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

1. Report on the implementation of the Resolutions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders.

2. Periodically, quarterly and annually, report on the assessment of the Company's financial situation, production and business activities.
3. Report on improvements in organizational structure, policies, and management.
4. Annual report on the implementation of obligations to the environment, community, and employees.
5. Report on the implementation of other contents authorized by the Board of Directors and the General Meeting of Shareholders.
6. Report other issues as requested by the Board of Directors.

Article 86. Review of the implementation of resolutions and other matters authorized by the Board of Directors for the General Director.

Pursuant to the General Director's report on the performance of assigned duties and powers as prescribed in Article 75 of these Regulations, the Board of Directors will review the results of the implementation of resolutions and other matters authorized by the Board of Directors with the General Director.

Article 87. Issues that the General Director must report, provide information, and how to notify the Board of Directors and the Board of Supervisors.

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

1. Issues that the General Director must report, provide information, and how to notify the Board of Directors.
 - a. Contents as prescribed in Article 84 of these Regulations.
 - b. The General Director is obligated to notify the Board of Directors of transactions between the Company, subsidiaries, and other companies in which the Company holds more than 50% of the charter capital with the same entity or with related persons of that entity as prescribed by law.
 - c. Other contents requiring opinions and reports to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors will respond within seven (07) working days.
 - d. In the case of approving contracts and transactions as prescribed in Clause 1, Article 167 of the Enterprise Law and having a value of less than 35% of the total value of the enterprise's assets recorded in the most recent financial statement or another smaller ratio or value as prescribed in the Company's Charter, the company's representative signing the contract or transaction must notify the members of the Board of Directors and the Supervisor of related parties to the contract or transaction and enclose a draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15) days from the date of receiving the

notification, unless the Company's Charter stipulates a different time limit; members of the Board of Directors with interests related to the parties to the contract or transaction shall not have the right to vote.

2. Issues that the General Director must report, provide information on, and the method of notification to the Board of Supervisors.

- a. The General Director's report submitted to the Board of Directors or other documents issued by the company are sent to the Supervisors at the same time and in the same manner as to the members of the Board of Directors.
- b. The General Director and other executive officers of the enterprise must provide complete, accurate, and timely information and documents on the company's management, administration, and business operations at the request of the Supervisor or the Board of Supervisors, except for information related to the Company's business secrets.
- c. The method of notification for the Member of the Board of Supervisors is implemented as for the Board of Directors.

Article 88. Coordinate control, operation, and supervision activities among the Board of Directors members, the Supervisors, and the General Director according to the specific tasks of the above members.

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

The Member of the Board of Supervisors has the role of supervising, coordinating, advising, and providing complete, timely, and accurate information. Specifically, as follows:

a. Regularly inform the Board of Directors of the operating results, consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

b. In meetings of the Board of Supervisors, the Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved audit organization to attend and answer issues that need clarification;

c. Periodic and unscheduled inspections by the Member of the Board of Supervisors must have written conclusions (no later than fifteen (15) days from the end date) sent to the Board of Directors to provide additional basis for the Board of Directors in the Company's management. Depending on the level and results of the above inspection, the Member of the Board of Supervisors needs to discuss and agree with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the right to reserve opinions recorded in the minutes is authorized, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders;

d. In case the Board of Supervisors detects violations of law or violations of the Company's

Charter by members of the Board of Directors, the Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease the violation and provide solutions to overcome the consequences;

e. The Supervisor is obligated to notify the Board of Directors of transactions between the Company, Company's subsidiaries, other companies in which the Company holds more than 50% of the charter capital, with that entity itself or with related persons of that entity as prescribed by law;

f. For recommendations related to the Company's operational and financial situation, the Member of the Board of Supervisors must send a written document along with relevant materials at least fifteen (15) days before the intended date of receiving a response;

g. Recommendations to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors will respond within seven (07) working days;

h. The Board of Directors creates favorable conditions for the Member of the Board of Supervisors to perform their rights and obligations.

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

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

a. In meetings of the Member of the Board of Supervisors, the Member of the Board of Supervisors has the right to request the General Director (simultaneously requesting members of the Board of Directors, the General Director, and representatives of the approved audit organization) to attend and clarify issues of concern to the Supervisors;

b. Periodic and unscheduled inspections by the Member of the Board of Supervisors must have written conclusions (no later than fifteen (15) days from the end date) sent to the General Director to provide additional basis for the General Director in the Company's management. Depending on the level and results of the above inspection, the Member of the Board of Supervisors needs to discuss and agree with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the right to reserve opinions recorded in the minutes is authorized, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders;

c. The Supervisor has the right to request the General Director to facilitate access to records and documents related to the Company's business activities (excluding information within the scope of the company's business secrets) at the headquarters or where records are stored, for the purpose of performing the assigned duties of the Member of the Board of Supervisors if approved by the Board of Supervisors. The process for requesting information is specified in the Appendix to these Regulations. The person provided with the information is responsible for keeping the information confidential and using it for the right purpose for the assigned work.

d. For information and documents related to management, business operation, business reports, financial statements, and document requests from the Member of the Board of Supervisors, these must be sent to the Company at least forty-eight (48) working hours prior to the anticipated response time. The Member of the Board of Supervisors must not utilize any undisclosed information of the company or divulge it to others for conducting related transactions.

e. Proposals concerning modifications, supplements, or improvements to the company's organizational structure, supervision, and business operations from the Member of the Board of Supervisors must be submitted to the General Director at least seven (07) working days prior to the expected response date.

f. The General Director shall facilitate the Member of the Board of Supervisors in executing their rights and responsibilities.

3. Coordination between the General Director and the Board of Directors: The General Director is the representative who manages the Company's operations, ensuring continuous and efficient operation.

a. When proposing organizational structure plans or internal management regulations for the company, the General Director shall submit these to the Board of Directors as soon as possible, but no less than seven (07) days before a decision is required.

b. The General Director submits an annual report to the Board of Directors concerning matters related to employees and company executives.

c. The General Director provides an annual report to the Board of Directors on issues concerning the Company's relationships with trade union organizations, in accordance with best management practices, policies, and norms, those stipulated in this Charter, Company regulations, and current legal provisions.

d. The General Director is obligated to inform the Board of Directors of transactions between the Company, subsidiaries, and other companies in which the Company holds a controlling interest of 50% or more in charter capital, with the same entity or with related individuals of that entity as stipulated by law.

e. Other matters requiring consultation as stipulated in Clause 2, Article 84 of these regulations must be submitted to the Board of Directors at least seven (07) working days prior to the date the Board of Directors' response is expected.

**SECTION 2: REGULATIONS ON ANNUAL EVALUATIONS FOR
COMMENDATION AND DISCIPLINARY ACTIONS FOR MEMBERS OF THE
BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE
GENERAL DIRECTOR, AND OTHER COMPANY EXECUTIVES**

Article 89. Regulations regarding the evaluation of the performance of Board of Directors' members, Supervisors, the General Director, and other executives.

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

2. Performance evaluation criteria must balance the interests of company executives with the long-term interests of the Company and its shareholders. The financial and non-financial indicators used in the evaluation are carefully considered and decided by the Board of Directors at each point in time. Non-financial indicators may include stakeholder interests, operational efficiency, achieved progress and improvements, etc.

3. Annually, Pursuant to assigned functions, tasks, and established evaluation criteria/achieved results, the Board of Directors conducts performance evaluations of its members.

4. The performance evaluation of the Supervisors is conducted according to the methods outlined in the organizational structure and operational procedures of the Board of Supervisors.

5. The evaluation of other executives' performance adheres to internal regulations or may rely on their self-assessments.

Article 90. Rewards

1. The Board of Directors or the Remuneration Subcommittee (if any) is responsible for establishing the reward policy. Rewards are Pursuant to the performance evaluation as stipulated in Article 89 of these Regulations.

2. Forms of rewards: monetary, stock (issuing shares under the employee stock option program), or other forms developed by the Board of Directors or the Remuneration Subcommittee. The General Director must develop a plan for reward forms and submit it to the Board of Directors for approval; cases exceeding their authority will be submitted to the General Meeting of Shareholders for approval.

3. The reward policy for members of the Board of Directors and supervisors will be decided by the General Meeting of Shareholders.

4. For company executives: the reward fund is sourced from the Company's Welfare and Reward Fund and other legitimate sources. The reward level is Pursuant to the actual annual business results, and the General Director will propose it to the Board of Directors for approval. Cases exceeding their authority will be submitted to the General Meeting of Shareholders for approval.

Article 91. Disciplinary Actions

1. The Board of Directors is responsible for establishing disciplinary measures Pursuant to the nature and severity of the violation. The highest form of disciplinary action is dismissal or removal from office.

2. Board of Directors' members, supervisors, and company executives who fail to fulfill their duties with honesty, diligence, and prudence will be held personally liable for any damages they cause.

3. When performing their duties, if Board of Directors' members, supervisors, or company executives violate legal regulations or company regulations, they will be subject to disciplinary action, administrative penalties, or criminal prosecution according to the provisions of the law and the Company's Charter, depending on the severity of the violation. In cases where damage is caused to the interests of the Company, shareholders, or others, compensation will be made in accordance with legal regulations.

Chapter VII: AMENDMENTS TO CORPORATE GOVERNANCE REGULATIONS

Article 92. Supplementing and Amending Corporate Governance Regulations

1. Any additions or amendments to these Regulations must be reviewed and decided by the Company's General Meeting of Shareholders.

2. In the event that any legal regulations related to the company's operations are not mentioned in these regulations, or in the event of new legal regulations that differ from the provisions of these regulations, those legal regulations shall naturally apply and govern the company's operations.

Chapter VIII: EFFECTIVE DATE

Article 93. Effective Date

1. These Regulations, comprising 08 Chapters and 93 Articles, were unanimously approved by the General Meeting of Shareholders of Can Tho Pesticide Joint Stock Company on April 24th, 2025 and the full text of these regulations is hereby approved.

2. These Regulations are the sole and official regulations of the company.

3. Copies or extracts of the Corporate Governance Regulations must bear the signature of the Chairman of The Board Of Directors.

Can Tho, *May 05* 2025

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

(Sign full name and seal)



Võ Viết Khanh