

No.: /BB-VIN

*Ho Chi Minh City, April 10, 2025*

**DRAFT**

## MEETING MINUTES

### The 2025 Annual General Meeting of Shareholders of VINATRANS

- Company name: VINATRANS
- Business registration certificate number 0300648264 issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on March 16, 2010, registered for the 9th change on June 6, 2024.
- Head office: 406 Nguyen Tat Thanh, Ward 18, District 4, Ho Chi Minh City.

Today, at 9:00 a.m. on April 10, 2025 at the 6th floor hall, No. 56 Thu Khoa Huan Street, Ben Thanh Ward, District 1, Ho Chi Minh City, the 2025 Annual General Meeting of Shareholders of Vinatrans (*the AGM*) was held in a direct meeting format, with the following contents:

#### PART I: OPENING AND INTRODUCTION OF THE MEETING.

##### I. Opening of the Meeting

1. Ms. Huynh Nha Yen, Head of the Business Department, on behalf of the Organizing Committee, announced the reason and introduced the delegates to attend the AGM.

Participants in the Meeting:

- Shareholders of Vinatrans whose names listed in the shareholder registry as of the record date, March 7, 2025.
- The Board of Directors, the Board of Management, the Board of Supervisors of Vinatrans
- Representatives from AASC Auditing Company, the approved auditing firm responsible for auditing the 2024 Financial Statements of Vinatrans.

2. Ms. Huynh Nha Yen introduced the Shareholder Eligibility Verification Committee, which was established under Decision No. 06/QĐ-VIN dated January 17, 2025, by the Board of Directors, consisting of:

- Mr. Do Nguyen Viet – Head of Operation Department: Head of Shareholder Eligibility Verification Committee
- Mr. Nguyen Thuong Son - Technical and Investment Deputy Manager: Member;
- Ms. Le Thi Huyen Trang - General Accountant of Accounting and Finance Department: Member.

##### II. Shareholder Eligibility Verification Report

Mr. Do Nguyen Viet - Head of the Shareholder Eligibility Verification Committee presented the results of the shareholder eligibility verification as of 9:00 AM on April 10, 2025, as follows:

- Total number of voting shares: 25,500,000 shares.

- Shareholders invited to attend the AGM include: All shareholders determined according to the shareholder list as of March 7, 2025.

- Total number of shareholders attending: ..... shareholders and authorized representatives of shareholders, owning and representing a total of ..... shares, accounting for ..... % of the total number of voting shares of the Company.

Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020 and Clause 1, Article 19 of the Company's current Charter, the General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than 50% of the total number of voting shares. Therefore, the 2025 Annual General Meeting of Shareholders of Vinatrans Company meets all the requirements to be held legally and validly.

*(The minutes of Shareholder Eligibility Verification Committee as attached).*

### **III. Election of Presidium, Secretariat, and Vote Counting Committee**

Mr. Nguyen Minh Huy - Chairman of the Board of Directors is the Chairman of the AGM.

1. The AGM approved the composition of the Presidium with ....% of voting shares attending the meeting in favor.

The Presidium consists of:

- Mr. Nguyen Minh Huy - Chairman of the Board of Directors: Chairman of the AGM;
- Mr. Ha Minh Huan - Member of Board of Directors, General Director
- Mr. Do Bao Trong - Member of Board of Directors, Deputy General Director

2. The AGM approved the composition of the Secretariat with ....% of voting shares attending the meeting in favor.

The Secretariat consists of:

- Ms. Ngo Thi Luong - PIC of corporate governance, Company Secretary
- Ms. Pham Thi Ha Phuong - Member of the Board of Supervisors

3. The AGM approved the composition of the Vote Counting Committee with ....% of voting shares attending the meeting in favor.

The Vote Counting Committee consists of:

- Ms. Ninh Kim Thoa - Head of Accounting and Finance: Head of Vote Counting Committee;
- Mr. Phan Ngoc Vu - Head of Organization and Administration Department: Member;
- Mr. Tran Huu Chi - Head of Supply Department: Member

### **IV. Approval of the Agenda of the Meeting**

Mr. Nguyen Minh Huy - Chairman of the Board of Directors announced the agenda of the Meeting *(The agenda as attached)*.

The AGM approved the agenda of the 2025 Annual General Meeting of Shareholders with ....% of the voting shares in favor.

### **V. Approval of the Working Regulations of the Meeting**

Mr. Do Bao Trong - Member of the Board of Directors, Deputy General Director presented the Working Regulations of the Meeting.

The AGM approved the Working Regulations of the 2025 Annual General Meeting of Shareholders with ....% of the voting shares in favor.

## **PART II. CONTENTS OF THE MEETING**

### **I. Reports and Proposals at the Meeting:**

1. Mr. Nguyen Minh Huy - Chairman of the Board of Directors presented the Board of Directors' Report (*The Report No. 99/BC-VIN dated 03/03/2025 as attached*) and Mr. Pham Thanh Do - the Independent Member the Board of Directors presented the Report of the Independent Member of the Board of Directors (*The Report No. 97/BC-VIN dated 03/03/2025 as attached*).

2. Mr. Trieu Anh Vu - Head of the Board of Supervisors presented the Board of Supervisors' Report (*The Report No. 100/BC-VIN dated 03/03/2025 as attached*);

3. Mr. Ha Minh Huan - Member of the Board of Directors, General Director presented the following proposals:

3.1 Proposal for approval of the Audited Financial Statements for 2024 (*Proposal No. 186/TTr-VIN dated April 01, 2025 of the Board of Directors as attached*).

3.2 Proposal for the profit distribution and dividend payment for 2024 (*Proposal No. 187/TTr-VIN dated April 01, 2025 of the Board of Directors as attached*).

3.3 Proposal on the amendments and supplements to the Company Charter (*Proposal No. 188/TTr-VIN dated April 01, 2025 of the Board of Directors as attached*).

3.4 Proposal on the amendments and supplements to the Internal Regulations on Corporate Governance (*Proposal No. 189/TTr-VIN dated April 01, 2025 of the Board of Directors as attached*).

3.5 Proposal on the 2025 business plan (*Proposal No. 190/TTr-VIN dated April 01, 2025 of the Board of Directors as attached*).

3.6 Proposal for the settlement of salaries and remunerations in 2024 and the salary and remuneration plan for 2025 for the Board of Directors, the Board of Supervisors (*Proposal No. 191/TTr-VIN dated April 01, 2025 of the Board of Directors as attached*).

3.7 Proposal on the 2025 profit distribution plan (*Proposal No. 192/TTr-VIN dated April 01, 2025 of the Board of Directors as attached*).

3.8 Proposal on the 2025 financial plan (*Proposal No. 193/TTr-VIN dated April 01, 2025 of the Board of Directors as attached*).

4. Mr. Do Bao Trong - Member of the Board of Directors, Deputy General Director of the Company presented the following proposals:

4.1 Proposal on the 2025 investment plan (*Proposal No. 194/TTr-VIN dated April 01, 2025 of the Board of Directors as attached*).

4.2 Proposal on the adjustment of the implementation plan of the Project on restructuring Vinatrans' investment capital at enterprises (*Proposal No. 195/TTr-VIN dated April 01, 2025 of the Board of Directors as attached*).

4.3 Proposal for the selection of an auditing firm for the 2025 Financial Statements (*Proposal No. 196/TTr-VIN dated April 01, 2025 of the Board of Supervisors as attached*).

4.4 Proposal for the signing economic contracts with related companies of insiders (*Proposal No. 197/TTr-VIN dated April 01, 2025 of the Board of Directors as attached*).

4.5 Proposal for the change of the Company's head office address (*Proposal No. 198/TTr-VIN dated April 01, 2025 of the Board of Directors as attached*).

4.6 Proposal for the election of the Board of Directors for the 2025-2030 term (*Proposal No. .... /TTr-VIN dated ..... /2025 of the Board of Directors as attached*).

4.7 Proposal for the election of the Board of Supervisors for the 2025-2030 term (*Proposal No. .... /TTr-VIN dated ..... /2025 of the Board of Directors as attached*).

## **II. Election of members of the Board of Directors and the Board of Supervisors for the 2025-2030 term**

1. Approval of the Proposal on the election of members of the Board of Directors and Board of Supervisors for the 2025-2030 term.

1.1 The AGM approved the Proposal No. .... /TTr-VIN dated ..... /2025 of the Board of Directors on the election of members of the Board of Directors for the 2025-2030 term with ....% of the voting shares in favor.

1.2 The AGM approved the Proposal No. .... /TTr-VIN dated ..... / 2025 of the Board of Directors on the election of members of the Board of Supervisors for the 2025-2030 term with ....% of the voting shares attending the General Meeting in favor.

2. Approval of the Regulations on the election of members of the Board of Directors and the Board of Supervisors for the 2025-2030 term.

Ms. Ninh Kim Thoa - Head of the Vote Counting Committee presented the Regulations for the election of members of the Board of Directors and the Board of Supervisors for the 2025-2030 term.

The AGM approved the Regulations for the election of members of the Board of Directors and the Board of Supervisors for the 2025-2030 term with ....% of voting shares in favor.

3. Results of election of members of Board of Directors, Board of Supervisors for the 2025-2030 term

The AGM proceeded with the election of members of the Board of Directors and the Board of Supervisors for the 2025-2030 term.

Ms. Ninh Kim Thoa - Head of the Vote Counting Committee presented the vote counting minutes for the election of members of the Board of Directors and the Board of Supervisors for the 2025-2030 term (*The vote counting minutes as attached*).

3.1 Results of the election of Board of Directors for the 2025-2030 term

Based on the vote counting results, the AGM approved the list of elected members of the Board of Directors for the 2025-2030 term as follows:

STT	Full name	Number of votes	Voting ratio (*)
1	.....		..... %
2			
3			
4			
5			

(\*): Calculated based on the number of voting shares attending the Meeting.

### 3.2 Results of the election of Board of Supervisors members 2025-2030

Based on the vote counting results, the AGM approved the list of elected members of the Board of Supervisors for the 2025-2030 term as follows:

STT	Full name	Number of votes	Voting ratio (*)
1	.....		..... %
2			
3			

(\*): Calculated based on the number of voting shares attending the meeting.

## III. Voting results to approve the Reports and Proposals at the AGM

The AGM voted to approve the Reports and Proposals. The total number of shareholders participating in voting on the Reports and Proposals is .... shareholders, owning and representing a total of ..... shares, accounting for .....% of the total number of voting shares of the Company.

Ms. Ninh Kim Thoa - Head of the Vote Counting Committee presented the vote counting minutes for the reports and proposals discussed at the Meeting.

Based on the vote counting results, the AGM approved the following items:

1. Approval of the Report No. 99/BC-VIN dated 03/03/2025 of the Board of Directors and Report No. 97/BC-VIN dated 03/03/2025 of the Independent Member of the Board of Directors, with ....% of the voting shares in favor.

2. Approval of the Report No. 100/BC-VIN dated 03/03/2025 of the Board of Supervisors, with ....% of the voting shares in favor

3. Approval of the Audited Financial Statements for 2024 according to Proposal No. 186/TTr-VIN dated April 01, 2025 of the Board of Directors, with ....% of the voting shares in favor.

4. Approval of the profit distribution and dividends for 2024 according to Proposal No. 187/TTr-VIN dated April 01, 2025 of the Board of Directors, with ....% of the voting shares in favor.

5. Approval of the amendments and supplements to the Company's Charter on Organization and Operation according to Proposal No. 188/TTr-VIN dated April 01, 2025 of the Board of Directors, with ....% of the voting shares in favor.

6. Approval of the amendments and supplements to the Internal Regulations on Corporate Governance according to Proposal No. 189/TTr-VIN dated April 01, 2025 of the Board of Directors, with ....% of the voting shares in favor.

7. Approve the 2025 business plan according to Proposal No. 190/TTr-VIN dated April 01, 2025 of the Board of Directors, with ....% of the voting shares in favor.

8. Approval of Proposal No. 191/TTr-VIN dated April 01, 2025 of the Board of Directors on the settlement of salaries and remunerations in 2024 and the salary and remuneration plan for 2025 for the Board of Directors and the Board of Supervisors, with ....% of the voting shares in favor.

9. Approval of the 2025 profit distribution plan according to Proposal No. 192/TTr-VIN dated April 01, 2025 of the Board of Directors, with ....% of the voting shares in favor.

10. Approval of the 2025 financial plan according to Proposal No. 193/TTr-VIN dated April 01, 2025 of the Board of Directors, with ....% of the voting shares in favor.

11. Approval of the 2025 investment plan according to Proposal No. 194/TTr-VIN dated April 01, 2025 of the Board of Directors, with ....% of the voting shares in favor.

12. Approval of the adjustment of the implementation plan of the Project on restructuring Vinatrans' investment capital at enterprises according to the Proposal No. 195/TTr-VIN dated April 01, 2025 of the Board of Directors, with ....% of the voting shares in favor.

13. Approval of the selection of an auditing firm for the 2025 Financial Statements according to Proposal No. 196/TTr-VIN dated April 01, 2025 of the Board of Supervisors, with ....% of the voting shares in favor.

14. Approval of the signing economic contracts with related companies of insiders according to Proposal No. 197/TTr-VIN dated April 01, 2025 of the Board of Directors of the Company, with ....% of the voting shares in favor.

15. Approval of the change of the Company's head office address according to Proposal No. 198/TTr-VIN dated April 01, 2025 of the Board of Directors of the Company, with ....% of the voting shares in favor.

#### **IV. Approval of the Minutes and Resolutions of the Meeting**

1. Ms. Ngo Thi Luong, on behalf of the Secretariat, presented the draft minutes of the 2025 Annual General Meeting of Shareholders.

The General Meeting of Shareholders unanimously approved the entire draft minutes of the 2025 Annual General Meeting of Shareholders, with ....% of the voting shares present at the meeting in favor.

2. Ms. Ngo Thi Luong presented the draft resolution of the 2025 Annual General Meeting of Shareholders.

The General Meeting of Shareholders unanimously approved the entire draft resolution of the 2025 Annual General Meeting of Shareholders with ....% of voting shares present at the meeting in favor.

The minutes of the 2025 Annual General Meeting of Shareholders of Vinatrans were prepared at ..... hours ..... minutes on April 10, 2025, and were unanimously approved by the General Meeting of Shareholders.

The 2025 Annual General Meeting of Shareholders of Vinatrans concluded at ..... hours ..... minutes on the same day./.

**THE SECRETARIAT**

**ON BEHALF OF THE AGM  
CHAIRMAN**

**Ngo Thi Luong      Pham Thi Ha Phuong**

**Nguyen Minh Huy**

***Recipient:***

- Shareholders;
- State Securities Commission;
- Hanoi Stock Exchange;
- BOD;
- BOS;
- BOM;
- Archived: Admin, BOD.

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*Note: The translation is for information purpose only and does not substitute the official Vietnamese contents. In case of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.*

No.: /NQ-VIN

Ho Chi Minh City, April 10, 2025

**DRAFT**

## **RESOLUTION**

### **The 2025 Annual General Meeting of Shareholders of VINATRANS**

#### **GENERAL MEETING OF SHAREHOLDERS OF VINATRANS**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*

*Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on December 3, 2019;*

*Pursuant to the Charter of Organization and Operation of VINATRANS approved by the 2022 Annual General Meeting of Shareholders on March 31, 2022;*

*Based on the Minutes of the 2025 Annual General Meeting of Shareholders of VINATRANS dated April 10, 2025,*

#### **RESOLVED:**

**Article 1.** Approval of the Report of the Board of Directors submitted to the 2025 Annual General Meeting of Shareholders according to Report No. 99/BC-VIN dated 03/03/2025 of the Board of Directors and Report No. 97/BC-VIN dated 03/03/2025 of the Independent Member of the Board of Directors.

Key performance indicators achieved in 2024 are as follows:

- Net revenue: VND 158.025 billion, equal to 121.00% of the annual plan
- Pre-tax profit: VND 18.248 billion, equal to 110.59% of the annual plan

**Article 2.** Approval of the Report of the Board of Supervisors submitted to the 2025 Annual General Meeting of Shareholders according to Report No. 100/BC-VIN dated 03/03/2025 of the Board of Supervisors.

**Article 3.** Approval of the audited Financial Statements for 2024 according to Proposal No. 186/TTr-VIN dated April 01, 2025 of the Board of Directors.

**Article 4.** Approval of the profit distribution and dividends for 2024 according to Proposal No. 187/TTr-VIN dated April 01, 2025 of the Board of Directors.

**Article 5.** Approval of the amendments and supplements to the Company's Charter on Organization and Operation according to Proposal No. 188/TTr-VIN dated April 01, 2025 of the Board of Directors.



**Article 6.** Approval of the amendments and supplements to the Internal Regulations on Corporate Governance according to Proposal No. 189/TTr-VIN dated April 01, 2025 of the Board of Directors.

**Article 7.** Approve the 2025 business plan according to Proposal No. 190/TTr-VIN dated April 01, 2025 of the Board of Directors, as follows:

- Total Revenue: VND 154 billion;
- Pre-tax Profit: VND 23 billion.

**Article 8.** Approval of Proposal No. 191/TTr-VIN dated April 01, 2025 of the Board of Directors on the settlement of salaries and remunerations in 2024 and the salary and remuneration plan for 2025 for the Board of Directors and the Board of Supervisors.

**Article 9.** Approval of the 2025 profit distribution plan according to Proposal No. 192/TTr-VIN dated April 01, 2025 of the Board of Directors.

**Article 10.** Approval of the 2025 financial plan according to Proposal No. 193/TTr-VIN dated April 01, 2025 of the Board of Directors.

**Article 11.** Approval of the 2025 investment plan according to Proposal No. 194/TTr-VIN dated April 01, 2025 of the Board of Directors.

**Article 12.** Approval of the adjustment of the implementation plan of the Project on restructuring Vinatrans' investment capital at enterprises according to the Proposal No. 195/TTr-VIN dated April 01, 2025 of the Board of Directors.

**Article 13.** Approval of the selection of an auditing firm for the 2025 Financial Statements according to Proposal No. 196/TTr-VIN dated April 01, 2025 of the Board of Supervisors .

**Article 14.** Approval of the signing economic contracts with related companies of insiders according to Proposal No. 197/TTr-VIN dated April 01, 2025 of the Board of Directors of the Company.

**Article 15.** Approval of the change of the Company's head office address according to Proposal No. 198/TTr-VIN dated April 01, 2025 of the Board of Directors of the Company.

**Article 16.** Approval of the election of members of the Board of Directors for the 2025-2030 term according to Proposal No. .... /TTr-VIN dated ...../2025 of the Board of Directors.

**Article 17.** Approval of the election of members of the Board of Supervisors for the 2025-2030 term according to Proposal No. .... /TTr-VIN dated ...../2025 of the Board of Directors.

**Article 18.** Approval of the election results of members of the Board of Directors of VINATRANS for the 2025-2030 term.

The list of elected members of the Board of Directors for the 2025-2030 term is as follows:

STT	Full name	Number of votes	Voting ratio
1	.....		..... %
2			
3			
4			
5			

**Article 19.** Approval of the election results of members of the Board of Supervisors of VINATRANS for the 2025-2030 term.

The list of elected members of the Board of Supervisors for the 2025-2030 term is as follows:

STT	Full name	Number of votes	Voting ratio
1	.....		..... %
2			
3			

**Article 20.** The Resolution of the 2025 Annual General Meeting of Shareholders of VINATRANS was unanimously approved by .....% of the delegates and takes effect from April 10, 2025. The Company's Board of Directors is responsible for organizing the implementation of the contents of this Resolution./.

**ON BEHALF OF  
GENERAL MEETING OF SHAREHOLDERS  
CHAIRMAN**

***Recipients:***

- Shareholders;
- State Securities Commission ;
- Hanoi Stock Exchange ;
- BOD;
- BOS;
- BOM;
- Archived: Admin, BOD.

**Nguyen Minh Huy**

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*Note: The translation is for information purpose only and does not substitute the official Vietnamese contents. In case of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.*

**DRAFT**

**TRANSLATION**

**CHARTER  
ON ORGANIZATION AND OPERATION  
OF VINATRANS**

Ho Chi Minh City, date ... month ... year ...

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## INTRODUCTION SECTION

This Charter was adopted pursuant to Resolution No. .../NQ-VIN dated .../.../... of the 2025 Annual General Meeting of Shareholders of Vinatrans and serves as the legal basis for the operations of Vinatrans.

### I. DEFINITIONS OF TERMS IN THE CHARTER

#### Article 1. Explanation of Terms

1. In this Charter, the following terms shall be construed as follows:
  - a. “*Charter Capital*” is the total par value of shares that have been sold or registered for purchase upon the establishment of the Joint Stock Company and is specified in Article 6 of this Charter;
  - b. “*Voting Capital*” is the share capital whereby the holder has the right to vote on issues within the authority of the General Meeting of Shareholders;
  - c. “*Law on Enterprises*” is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
  - d. “*Law on Securities*” is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
  - e. “*Date of Establishment*” is the date on which the Company is first issued the Enterprise Registration Certificate (Business Registration Certificate);
  - f. “*Company Executives*” are the General Director, Deputy General Directors, and Chief Accountant;
  - g. “*Company Managers*” are those who manage the Company, including the Chairperson of the Board of Directors, Members of the Board of Directors, the General Director, and other individuals holding managerial positions appointed by the General Meeting of Shareholders or the Board of Directors;
  - h. “*Affiliated Person*” is an individual or organization as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
  - i. “*Shareholder*” is an individual or organization that owns at least one share of the company;
  - j. “*Major Shareholder*” is a shareholder as defined in Clause 18, Article 4 of the Law on Securities;
  - k. “*Operating Term*” is the duration of the Company's operation as specified in Article 2 of this Charter;
  - l. “*Vietnam*” is the Socialist Republic of Vietnam;

m. “*Stock Exchange*” refers to the Vietnam Stock Exchange and its subsidiaries;

n. *Company*” means Vinatrans.

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

3. The headings (chapters and articles of this Charter) are used for convenience in understanding the content and do not affect the substance of this Charter;

## **II. NAME, TYPE, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING TERM, AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name and Type of the Company**

#### 1. Company Name

- Vietnamese Name: Công ty Cổ phần Giao nhận Kho vận Ngoại thương Việt Nam.

- Abbreviated Name: VINATRANS.

2. The Company is a joint stock company with legal personality in accordance with the prevailing laws of Vietnam.

3. The registered Head office of the Company is:

- Head office Address: 406 Nguyễn Tất Thành, Ward 18, District 4, Ho Chi Minh City

- Tel: 84-28-39414919

- Fax:

- E-mail:

- Website: [www.vinatrans.com](http://www.vinatrans.com)

- Logo:



(Logo is in white and blue color, text is in blue color)

4. The Company may establish branches and representative offices in business locations to carry out its operational objectives, in accordance with the decisions of the Board of Directors and within the limits permitted by law.

5. Unless terminated earlier as stipulated in Clause 2, Article 53, the Company's operating term shall commence from the date of establishment and be indefinite.



### **Article 3. Legal Representative of the Company**

1. The Company has one legal representative, who is the General Director.
2. The Legal Representative of the Company is an individual who represents the Company in exercising rights and fulfilling obligations arising from the Company's transactions, acting on behalf of the Company as a petitioner in civil matters, plaintiff, defendant, or related party before arbitration, courts, and in other rights and obligations as prescribed by law. The responsibilities of the Legal Representative shall comply with Article 13 of the Law on Enterprises and other rights and obligations in accordance with applicable laws.
3. The Legal Representative of the Company must reside in Vietnam and must authorize in writing another individual residing in Vietnam to exercise the rights and obligations of the Legal Representative when leaving Vietnam. In this case, the Legal Representative remains responsible for the performance of the delegated rights and obligations.
4. If the authorization period specified in Clause 3 of this Article expires and the Legal Representative of the Company has not returned to Vietnam and has not made any further authorization, the authorized person shall continue to exercise the rights and obligations of the Legal Representative within the authorized scope until the Legal Representative returns to work or until the Board of Directors decides to appoint another replacement.
5. If the Legal Representative is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and obligations of the Legal Representative or in cases of death, missing status, criminal prosecution, temporary detention, imprisonment, compulsory rehabilitation, mandatory education, restriction or loss of civil act capacity, difficulty in cognition or behavior control, or being prohibited by a court from holding a position, practicing a profession, or performing certain work, the Board of Directors shall appoint another person as the Legal Representative of the Company.

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

### **Article 4. Objectives of the Company's Operations**

1. The Company's Business Sectors:
  - a. Other transportation support services
    - Details: Freight forwarding for import and export goods
    - Freight forwarding for transit goods, diplomatic goods, exhibition and fair goods, equipment for cultural and artistic performances, project cargo, oversized and overweight cargo, personal belongings, gifts, samples, and documents by air, sea, inland waterway, railway, and road, both domestically and internationally.
    - Shipping agency, freight consolidation and deconsolidation agency, container management, agency for freight forwarding companies, agency for express delivery

companies, cargo consignment agency, customs brokerage, cargo inspection, testing, assessment, and cargo insurance procurement in compliance with state regulations.

- Agent and general agent for airlines providing cargo and passenger transportation services.

- Brokerage for chartering and leasing vessels for domestic and international shippers and shipowners.

- Ship supply services, receipt and storage of goods and machinery, and provision of all services related to the repair and replacement of machinery and ships, including returning damaged or surplus equipment to shipping lines as required during the repair and upgrading process.

- Direct import and export business and entrusted import and export of various types of goods.

- Logistics services and supply chain management business.

- Multimodal transportation services business.

b. Real estate business and land use rights under ownership, usage rights, or lease.

- Details: Real estate business (excluding investment in cemetery and burial ground infrastructure for the transfer of land use rights associated with the infrastructure).

c. Warehousing and storage of goods

d. Providing consulting services on freight forwarding, import-export, customs procedures, and market information as requested by domestic and international organizations and individuals.

e. Courier services

- Express delivery service business.

f. Organization of introduction and trade promotion activities

- Details: Organizing fairs, exhibitions, conferences, and seminars (excluding activities involving explosives, flammable substances, chemicals, or similar materials as props or equipment for performing arts programs, films, or photography).

g. Construction of other civil engineering works

- Details: Investment in construction, management, business operations, and exploitation of real estate, infrastructure, industrial zones, office buildings, apartment complexes, commercial centers, and restaurants.

h. Cargo handling (excluding cargo handling at airports)

i. Road freight transportation

j. Direct supporting services for waterway transportation.

- k. Rail freight transportation.
- l. Coastal and ocean freight transportation
- m. Inland waterway freight transportation
- n. Direct supporting services for road transportation (excluding gas liquefaction for transportation)
- o. Wholesale of metals and metal ores
  - Details: Wholesale of iron and steel
- p. Wholesale of other construction materials and installation equipment
- q. Agency, brokerage, and auctioning of goods
  - Details: Commission agency services (excluding industries not yet open to foreign investors as stipulated by law)
- r. Direct supporting services for rail transportation (excluding gas liquefaction for transportation)

## 2. Company's Operational Objectives

The Company is established to mobilize and effectively utilize capital in business activities across all permitted sectors as stipulated in the Company's Business Registration Certificate, aiming to maximize profits; create stable employment for employees; achieve sustainable growth and development; ensure the interests of the Company as well as its shareholders; and fulfill its obligations to the state budget.

## **Article 5. Scope of Business and Operations of the Company**

1. The Company is permitted to plan and carry out all business activities in the sectors that have been publicly announced on the National Business Registration Portal and in this Charter, in compliance with applicable laws and by taking appropriate measures to achieve the Company's objectives.

2. The Company may engage in other business activities permitted by law and approved by the General Meeting of Shareholders.

## **IV. CHARTER CAPITAL, SHARES**

### **Article 6. Charter Capital, Shares**

1. The Charter Capital of the Company is: VND 255,000,000,000 (In words: Two hundred fifty-five billion Vietnamese dong)

The total charter capital of the Company is divided into 25,500,000 shares (In words: Twenty-five million five hundred thousand shares)

The par value of one share is VND 10,000 per share.

2. The Company may increase or decrease its charter capital as needed for business operations, subject to approval by the General Meeting of Shareholders and in compliance with applicable laws.

3. All shares issued by the Company are ordinary shares, including those held by the state. The rights and obligations of shareholders are stipulated in Articles 12 and 13 of this Charter.

4. The Company may issue other types of preferred shares upon approval by the General Meeting of Shareholders and in compliance with the provisions of the law.

5. In the event that the Company issues additional ordinary shares, such shares shall be offered on a priority basis to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The shares that are not fully subscribed by the shareholders shall be decided upon by the Board of Directors. The Board of Directors may distribute such shares to other entities under conditions and in a manner it deems appropriate, provided that such shares are not sold under more favorable conditions than those offered to the existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase its issued shares in the manners stipulated in this Charter and in compliance with applicable laws.

7. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in compliance with applicable laws.

#### **Article 7. Share Certificates**

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

2. A share is a type of security that represents the legal rights and interests of its holder in a portion of the share capital issued by the Company. The share must include all the required details as stipulated in Clause 1, Article 121 of the Law on Enterprises.

3. Within two months from the date of submitting a complete application for the transfer of share ownership in compliance with the Company's regulations or within two months from the date of full payment for the purchase of shares as stipulated in the Company's share issuance plan, the shareholder will be issued a share certificate. Shareholders are not required to pay the Company for the printing cost of the share certificate.

4. If a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company upon the shareholder's request. The shareholder's request must include the following details:

a. Information about the share certificate that has been lost, damaged, or otherwise destroyed;

b. A commitment to bear responsibility for any disputes arising from the reissuance of the new share certificate.

### **Article 8. Other Securities Certificates**

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

### **Article 9. Transfer of Shares**

1. All shares are freely transferable unless otherwise provided in this Charter and by law. Listed shares and shares registered for trading on the Stock Exchange shall be transferred in compliance with securities and stock market regulations.

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

### **Article 10. Recall of Shares (Applicable in Case of Company Incorporation Registration)**

1. In case a shareholder fails to fully and timely pay the amount due for purchasing shares, the Board of Directors shall notify and have the right to require that shareholder to pay the outstanding amount. The shareholder shall be liable for the total par value of the subscribed shares concerning the Company's financial obligations arising from non-payment.

2. The payment notice must specify the new payment deadline (at least seven (07) days from the date that the notice is sent), the payment location, and clearly state that if payment is not made as required, the unpaid shares will be forfeited.

3. The Board of Directors has the right to forfeit shares that have not been fully and timely paid in case the requirements stated in the notice are not fulfilled.

4. Forfeited shares shall be considered shares eligible for sale as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or authorize the sale and redistribution of such shares under conditions and methods it deems appropriate.

5. A shareholder whose shares are forfeited must relinquish shareholder status for those shares but remains liable for the total par value of the registered shares concerning the Company's financial obligations arising at the time of forfeiture, as decided by the Board of Directors, from the date of forfeiture until payment is made. The Board of Directors has full authority to enforce the payment of the total share value at the time of forfeiture.

6. The forfeiture notice shall be sent to the holder of the forfeited shares before the forfeiture takes effect. The forfeiture remains valid even in the event of any error or negligence in sending the notice.

## **V. ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND CONTROL**

### **Article 11. Organizational Structure, Management, and Control**

The Company's organizational structure, management, and control include:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Board of Supervisors;
4. The General Director.

## **VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

### **Article 12. Rights of Shareholders**

1. Ordinary shareholders have the following rights:

- a. Attend and speak at General Meeting of Shareholders and exercise voting rights directly at the meeting, through an authorized representative, or via other forms as stipulated by the Company's Charter and the law. Each ordinary share carries one voting right;

- b. Receive dividends at the rate determined by the General Meeting of Shareholders;

- c. Have preemptive rights to purchase newly offered shares in proportion to their Ordinary shareholding in the Company;

- d. Freely transfer their shares to others, except as stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of applicable laws;

- e. Inspect, review, and extract information regarding names and contact addresses in the list of shareholders entitled to vote, and request corrections of any inaccurate information concerning themselves;

- f. Inspect, review, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

- g. In case of the Company's dissolution or bankruptcy, receive a portion of the remaining assets in proportion to their shareholding in the Company after the Company has settled all debts (including liabilities to the state, taxes, and fees);

- h. Request the Company to repurchase shares in cases stipulated in Article 132 of the Law on Enterprises;

- i. Be treated equally. Each share of the same type grants shareholders equal rights, obligations, and benefits. In cases where the Company issues preferred shares, the rights and obligations attached to such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j. Have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;

k. Have their legal rights and interests protected; request the suspension or annulment of resolutions of the General Meeting of Shareholders and the Board of Directors in compliance with the Law on Enterprises;

l. A shareholder that is an organization holding at least 10% of the total Ordinary shares may authorize up to five (05) representatives

- The appointment of authorized representatives must be in writing, notified to the Company, and shall only be effective for the Company from the date the Company receives the notice.
- The procedure and conditions for granting authorization shall be in compliance with Article 14 of the Law on Enterprises.

m. Other rights as prescribed by law and this Charter.

2. A shareholder or a group of shareholders holding at least 5% of the total Ordinary shares shall have the following rights:

a. Request the Board of Directors to convene a General Meeting of Shareholders in compliance with Clause 3, Article 115, and Article 140 of the Law on Enterprises;

b. Review, inspect, and extract minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, and transactions requiring approval by the Board of Directors, and other documents, except for those related to the Company's trade secrets and business secrets;

c. Request the Board of Supervisors to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be made in writing and must include the following details: full name, contact address, nationality, and legal identification number for individual shareholders; name, company code or legal identification number, and head office address for institutional shareholders; the number of shares and the time of share registration for each shareholder, the total number of shares held by the shareholder group, and the ownership percentage in the total shares of the Company; the subject issue of the inspection and the purpose of the inspection;

d. Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company no later than three (03) working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of each type of shares held by the shareholder, and the proposed issues to be included in the meeting agenda;

e. Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders holding at least 10% of the total Ordinary shares have the right to nominate candidates for the Board of Directors and the

Board of Supervisors. The nomination of candidates for the Board of Directors and the Board of Supervisors shall be carried out as follows:

a. Ordinary shareholders who form a group to nominate candidates for the Board of Directors and the Board of Supervisors must notify the attending shareholders of their grouping before the opening of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholders or groups of shareholders specified in this clause have the right to nominate one or more candidates, as determined by the General Meeting of Shareholders, for election to the Board of Directors and the Board of Supervisors. If the number of candidates nominated by the shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate as determined by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

### **Article 13. Obligations of Shareholders**

Ordinary shareholders have the following obligations:

1. Pay in full and on time for the shares they have committed to purchase.
2. Not withdraw contributed capital in Ordinary shares from the Company in any form, except in cases where the shares are repurchased by the Company or another party. If a shareholder unlawfully withdraws part or all of their contributed share capital in violation of this clause, that shareholder and any related beneficiaries in the Company shall be jointly liable for the Company's debts and other financial obligations within the value of the withdrawn shares and any resulting damages.
3. Comply with the Company's Charter and internal management regulations.
4. Comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Maintain the confidentiality of information provided by the Company in compliance with the Company's Charter and the law; use the information provided solely to exercise and protect their legal rights and interests; strictly prohibit the dissemination, copying, or sharing of the information provided by the Company with other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise voting rights through the following methods:
  - a. Attend and vote directly at the meeting;
  - b. Authorize another individual or organization to attend and vote at the meeting;
  - c. Attend and vote via online meetings, electronic voting, or other electronic means;
  - d. Send voting ballots to the meeting via mail, fax, or email;
7. Be personally liable when acting on behalf of the Company in any of the following actions:



- a. Violating the law;
  - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c. Making payments on undue debts in anticipation of financial risks to the Company.
8. Fulfill other obligations as prescribed by applicable laws.

#### **Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest authority of the Company. The annual General Meeting of Shareholders is held once (01) a year within four (04) months from the end of the fiscal year. If necessary, the Board of Directors may decide to extend the deadline for the annual General Meeting of Shareholders, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors convenes the annual General Meeting of Shareholders and selects a suitable venue. The annual General Meeting of Shareholders decides on issues as prescribed by law and the Company's Charter, particularly approving the audited annual financial statements. In case the audit report on the Company's annual financial statements contains material exceptions, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved auditing firm that conducted the audit to attend the annual General Meeting of Shareholders, and such representative is required to participate in the meeting.

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

- a. The Board of Directors deems it necessary for the benefit of the Company;
- b. The number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum required by law;
- c. At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises. The request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the signatures of the relevant shareholders, or be made in multiple copies that collectively contain the signatures of all relevant shareholders;
- d. At the request of the Board of Supervisors;
- e. Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date the number of members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors remaining is as specified in item b of clause 3 of this Article, or from the receipt of the request specified in item c and item d of clause 3 of this Article;

b. In case the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in item a of clause 4 of this Article, the Board of Supervisors must, within the next thirty (30) days, replace the Board of Directors to convene the General Meeting of Shareholders in compliance with the provisions of clause 3, Article 140 of the Law on Enterprises;

c. In case that the Board of Supervisors fails to convene the General Meeting of Shareholders as stipulated in item b of clause 4 of this Article, within the next thirty (30) days, the shareholders or shareholder group specified in item c, clause 3 of this Article has the right to request the company representative to convene the General Meeting of Shareholders in compliance with the provisions of clause 4, Article 140 of the Law on Enterprises;

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

d. The procedure for organizing the General Meeting of Shareholders is in compliance with the provisions of Clause 5, Article 140 of the Law on Enterprises.

### **Article 15. Rights and Obligations of the General Meeting of Shareholders**

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

- a. Approve the development orientation of the Company;
- b. Decide on the type of shares and the total number of shares of each type that may be offered for sale; determine the annual dividend rate for each type of share;
- c. Elect, dismiss members of the Board of Directors and members of the Board of Supervisors;
- d. Decide on the investment or sale of assets valued at 35% or more of the total asset value as stated in the most recent audited financial statements of the Company;
- e. Decide on the amendment or supplementation of the Company's Charter;
- f. Approve the annual financial statements;

g. Decide to repurchase more than 10% of the total shares of each type that have been sold;

h. Review and address violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;

i. Decide on the restructuring or dissolution of the Company;

j. Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

k. Approve, amend, and supplement the Internal Governance Regulations; the Regulations on the Operation of the Board of Directors and the Board of Supervisors;

l. Approve the list of approved auditing firms; decide on the auditing firm to conduct the audit of the Company's activities, and dismiss the approved auditor when deemed necessary;

m. Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discusses and approves the following issues:

a. The Company's annual business plan;

b. The audited annual financial statements;

c. The report of the Board of Directors on governance and the performance of the Board of Directors and each individual member of the Board of Directors;

d. The report of the Board of Supervisors on the Company's business results, the performance of the Board of Directors, and the General Director's performance;

e. The self-assessment report on the performance of the Board of Supervisors and its members;

f. The dividend rate for each type of share;

g. The number of members of the Board of Directors and the Board of Supervisors;

h. Elect, dismiss members of the Board of Directors and the Board of Supervisors;

i. Decide on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

j. Approve the list of approved auditing firms; decide on the approved auditing firm to conduct an audit of the Company's activities when deemed necessary;

k. Amend and supplement the Company's Charter;

l. The type of shares and the number of newly issued shares for each type of share, as well as the transfer of shares by founding members within three (03) years from the date of establishment;

m. The division, separation, merger, consolidation, or conversion of the Company;

n. The reorganization and dissolution (liquidation) of the Company and the appointment of a liquidator;

o. Decide on investments or the sale of assets valued at 35% or more of the total assets recorded in the Company's most recent financial statements

p. Decide on the repurchase of more than 10% of the total number of shares sold of each type;

q. The company enters into contracts or transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises, with a value equal to or greater than 35% of the total asset value of the Company as stated in the latest financial statements;

r. Approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;

s. Approve the internal regulations on corporate governance, the operating regulations of the Board of Directors, and the operating regulations of the Board of Supervisors;

t. Other issues as prescribed by law and this Charter.

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

#### **Article 16. Authorization to Attend the General Meeting of Shareholders**

1. Shareholders, or authorized representatives of institutional shareholders, may attend the meeting in person or may authorize one or more individuals or organizations to attend on their behalf, or attend the meeting through one of the methods specified in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders, as specified in Clause 1 of this Article, must be made in writing. The authorization document must comply with civil law regulations and clearly state the name of the shareholder granting the authorization, the name of the individual or organization receiving the authorization, the number of shares authorized, the content and scope of the authorization, the duration of the authorization, and the signatures of both the granting and receiving parties.

The authorized representative attending the General Meeting of Shareholders must submit the authorization document when registering for the meeting. In case of further delegation, the attendee must also present the original authorization document from the shareholder or the shareholder's representative organization (if it has not been previously registered with the Company).

3. The voting ballot of the authorized representative attending the meeting within the scope of the authorization remains valid in the following cases:

- a. The authorizing party has passed away, been restricted in their civil act capacity, or lost their civil act capacity;
- b. The authorizing party has revoked the authorization;
- c. The authorizing party has revoked the authority of the person executing the authorization.

This provision does not apply if the Company receives notification of any of the above events before the General Meeting of Shareholders is convened or before the meeting is reconvened.

### **Article 17. Changes in Rights**

1. The change or cancellation of special rights attached to a class of preferred shares becomes effective when it is approved by shareholders representing at least 65% of the total voting shares of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders regarding changes that negatively affect the rights and obligations of holders of preferred shares can only be approved if at least 75% of the holders of the same class of preferred shares present at the meeting approve it, in case the resolution is adopted through written consent.

2. The organization of a meeting for shareholders holding a class of preferred shares to approve changes to the rights mentioned above is only valid if at least two (02) shareholders (or their authorized representatives) hold at least 1/3 of the par value of the shares of that class that have been issued. If the required number of representatives is not met, the meeting will be reconvened within 30 days, and those holding shares of that class (regardless of the number of people and shares) who are present in person or through an authorized representative will be considered to meet the required quorum. At such meetings of shareholders holding the preferred shares, those shareholders present in person or through their representatives may request a secret ballot. Each share of the same class shall have equal voting rights at such meetings.

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

4. Unless otherwise specified in the terms of the share issuance, the special rights attached to preferred shares concerning some or all issues related to the distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same class.

## **Article 18. Convening Meetings, Meeting Agenda, and Notice of the General Meeting of Shareholders**

1. The Board of Directors convenes the annual and extraordinary General Meetings of Shareholders. The Board of Directors convenes the extraordinary General Meeting of Shareholders in compliance with the circumstances specified in Clause 3, Article 14 of this Charter.

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

a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be made no later than ten (10) days before the date of sending the notice of the General Meeting of Shareholders. The company must publicly announce the information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the final registration date;

b. Prepare the agenda and content of the General Meeting;

c. Prepare the materials for the meeting;

d. The draft resolution of the General Meeting of Shareholders according to the proposed agenda of the meeting;

e. Determine the time and location of the meeting;

f. Notify and send the meeting notice to all shareholders entitled to attend the General Meeting of Shareholders;

g. Other tasks to serve the general meeting.

3. The notice of the General Meeting of Shareholders must be sent to all shareholders by a method that ensures it reaches the shareholder's contact address. Additionally, the notice must be published on the Company's website, the State Securities Commission's website, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the meeting notice to all shareholders on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is validly sent or delivered). The agenda of the General Meeting of Shareholders, along with documents related to the issues to be voted on at the meeting, must be sent to the shareholders or published on the Company's website. If the documents are not sent with the meeting notice, the notice must clearly indicate the link to the complete meeting documents for shareholders to access, including:

a. Meeting agenda, Documents used in the meeting;

b. List and detailed information on candidates in case of an election for members of the Board of Directors and the Board of Supervisors;

- c. Voting Ballot;
- d. Draft resolutions for each issue on the meeting agenda.

For shareholders who have deposited their shares, the notice of the General Meeting of Shareholders may be sent to the depository institution and simultaneously announced on the Company's website and the Stock Exchange.

For shareholders who have not deposited their shares, the notice of the General Meeting of Shareholders may be delivered by hand or sent by registered mail to the shareholder's registered address or the address provided by the shareholder for information delivery. If the shareholder has notified the Company in writing of a fax number or email address, the notice of the General Meeting of Shareholders may be sent to that fax number or email address.

In case the shareholder is an employee of the Company, the notice may be delivered to them by hand at their workplace.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of this Charter have the right to petition for issues to be included in the agenda of the General Meeting of Shareholders. The petition must be in writing and sent to the Company no later than three (03) working days before the opening date of the General Meeting of Shareholders. The petition must include the shareholder's full name, the number and type of shares held by the shareholder, and the proposed issue to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to reject the petition stipulated in Clause 4 of this Article if it falls into one of the following cases:

- a. The petition is submitted in violation of Clause 4 of this Article;
- b. At the time of submitting the petition, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as stipulated in Clause 2, Article 12 of this Charter;
- c. The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;
- d. Other cases as stipulated by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the petitions specified in Clause 4 of this Article in the proposed agenda and meeting contents, except for cases stipulated in Clause 5 of this Article. A petition shall only be officially added to the meeting agenda and contents if approved by the General Meeting of Shareholders.

#### **Article 19. Conditions for Holding the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be held when the attending shareholders represent more than 50% of the total voting rights.

2. In case the first meeting does not meet the conditions for proceeding as stipulated in Clause 1 of this Article, within thirty (30) minutes from the scheduled opening time, the convener shall cancel the meeting and must send a notice of the second meeting within thirty (30) days from the intended date of the first meeting. The General Meeting of Shareholders shall be held when the attending shareholders represent at least 33% of the total voting rights.

3. In case the second meeting does not meet the conditions for proceeding as stipulated in Clause 2 of this Article, within thirty (30) minutes from the scheduled opening time, the convener must send a notice of the third meeting within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be held regardless of the total voting rights of the attending shareholders.

#### **Article 20. Procedures for Holding Meetings and Voting at the General Meeting of Shareholders**

1. Before the opening of the meeting, the Company must carry out the shareholder registration procedures and continue the registration until all shareholders entitled to attend the meeting have completed their registration.

a. When registering shareholders, the Company shall issue each shareholder or authorized representative a voting card, which includes the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares held by the shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted with options: Approve, Disapprove, and Abstain. At the meeting, voting cards marked 'Approve' shall be collected first, followed by those marked 'Disapprove'. Finally, the total number of 'Approve' and 'Disapprove' votes shall be counted to determine the decision. The voting results shall be announced by the Chairperson before the meeting adjourns. The General Meeting shall elect individuals responsible for vote counting or supervising the vote-counting process as proposed by the Chairperson. The number of members in the vote-counting committee shall be determined by the General Meeting of Shareholders based on the Chairperson's proposal.

b. Shareholders or authorized representatives arriving after the meeting has commenced have the right to register immediately and subsequently participate and vote at the meeting upon registration. The Chairperson is not responsible for pausing the meeting to allow late-arriving shareholders to register, and the validity of previously passed resolutions remains unchanged.

2. The election of the Chairperson, Secretary, and Vote-Counting Committee shall be conducted as follows :

a. The Chairperson of the Board of Directors shall act as the Chairperson of the meeting or authorize another member of the Board of Directors to be the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily unable to perform their duties, the remaining



members of the Board of Directors shall elect one among them as the Chairperson of the meeting based on the majority principle. If no Chairperson is elected, the Head of the Board of Supervisors shall preside over the process for the General Meeting of Shareholders to elect a Chairperson from among the attendees, with the candidate receiving the highest number of votes acting as the Chairperson of the meeting;

b. Except as provided in Point a of this Clause, the person who signs the notice convening the General Meeting of Shareholders shall preside over the process for the General Meeting of Shareholders to elect a Chairperson of the meeting, with the candidate receiving the highest number of votes acting as the Chairperson of the meeting;

c. The Chairperson shall appoint one or more persons as the secretaries of the meeting;

d. The General Meeting of Shareholders shall elect one or more persons to the Vote-Counting Committee as proposed by the Chairperson of the meeting.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly specify and detail the time allocated for each issue in the meeting contents.

4. The Chairperson of the meeting may carry out necessary activities to conduct the General Meeting of Shareholders in a lawful and orderly manner, in accordance with the approved agenda, and in a way that reflects the wishes of the majority of attendees.

5. The Chairperson of the meeting may postpone the General Meeting of Shareholders with the consent or at the request of the General Meeting of Shareholders, provided that the required number of attending delegates, as stipulated in Clause 8, Article 146 of the Law on Enterprises.

6. The person convening the meeting or the Chairperson of the General Meeting of Shareholders shall have the following rights

a. Request all attendees to undergo inspection or other lawful and reasonable security measures;

b. Request the competent authorities to maintain order at the meeting and expel individuals who do not comply with the Chairperson's authority, intentionally disrupt the meeting, obstruct its normal proceedings, or fail to comply with security inspection requirements from the General Meeting of Shareholders.

7. The person convening the General Meeting of Shareholders, after careful consideration, may take appropriate measures to:

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

b. Ensure the safety of all attendees at the meeting venues;

c. Facilitate shareholders' attendance (or continued attendance) at the meeting. The person convening the General Meeting of Shareholders shall have full authority to

modify the aforementioned measures and implement any necessary measures. These measures may include issuing entry passes or using other alternative methods.

8. In case the Chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another attendee to replace the Chairperson and preside over the meeting until its conclusion; all resolutions passed at that meeting shall remain valid and enforceable.

9. In case the Company applies modern technology to organize the General Meeting of Shareholders through an online meeting, the Company shall be responsible for ensuring that shareholders can attend and vote by electronic voting or other electronic means in compliance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020, of the Government, detailing the implementation of certain provisions of the Securities Law.

### **Article 21. Conditions for the Approval of Resolutions of the General Meeting of Shareholders**

1. A resolution on the following issues shall be approved if shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting vote in favor, except as provided in Clauses 3, 4, and 5 of this Article:

- a. Type of shares and the total number of shares of each type;
- b. Change of business lines, industries, and sectors;
- c. Change of the Company's management structure;
- d. Investment projects or asset sales valued at 35% or more of the total asset value recorded in the Company's latest financial statements;
- e. Reorganization or dissolution of the Company;

2. Resolutions shall be approved if shareholders representing more than 50% of the total voting shares of all shareholders attending and voting at the meeting vote in favor, except as provided in Clauses 1, 3, 4, and 5 of this Article;

3. Voting for members of the Board of Directors and the Board of Supervisors shall be conducted using the cumulative voting method. Accordingly, each shareholder shall have a total number of votes equal to the total number of shares they own multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors. Shareholders may allocate all or part of their total votes to one or multiple candidates. The elected members of the Board of Directors or the Board of Supervisors shall be determined based on the number of votes, ranked from highest to lowest, starting from the candidate with the highest number of votes until the required 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 final position on the Board of Directors or the Board of Supervisors, a re-election shall be conducted

among the candidates with equal votes, or a selection shall be made based on the criteria specified in the election regulations or the Company's Charter.

4. In case a resolution is passed in the form of collecting written opinions, the resolution of the General Meeting of Shareholders shall be approved if it is approved by shareholders holding more than 50% of the total voting shares of all shareholders entitled to vote.

5. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are lawful and effective, even if the procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

**Article 22. Authority and Procedures for Collecting Shareholders' Opinions in Writing to Approve Resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders shall be carried out as follows:

1. The Board of Directors has the authority to collect shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.

2. The Board of Directors must prepare the written ballot, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution and send them to all shareholders entitled to vote at least ten (10) days before the deadline for returning the written ballots. The requirements and method of sending the written ballots and accompanying documents shall be carried out in accordance with Clause 3, Article 18 of this Charter.

3. The written ballot must contain the following key contents:

- a. Name, head office address, and company code;
- b. Purpose of collecting opinions;
- c. Full name, contact address, nationality, and legal document number for individual shareholders; name, company code or legal document number, and head office address for institutional shareholders; or full name, contact address, nationality, and legal document number for the representative of an institutional shareholder; number of shares of each type and number of voting shares held by the shareholder;
- d. Issues subject to consultation for decision-making;
- e. The voting options include Approve, Disapprove, and Abstain for each issue subject to consultation;
- f. The deadline for returning the completed consultation ballot to the Company;
- g. Full name and signature of the Chairperson of the Board of Directors.

4. Shareholders may send the completed voting ballots to the Company by mail, fax, or email in accordance with the following provisions:

a. In case of mailing, the completed voting ballot must bear the signature of the shareholder if an individual, or the authorized representative or legal representative if the shareholder is an organization. The voting ballot sent to the Company must be enclosed in a sealed envelope and must not be opened by anyone before the vote counting process;

b. In case of sending by fax or email, the voting ballot sent to the Company must be kept confidential until the vote counting process.;

c. Voting ballots sent to the Company after the deadline specified in the ballot content, or ballots that have been opened in case of mail submission and disclosed in case of fax or email submission, shall be considered invalid. Ballots not sent back shall be deemed as non-voting ballots;

5. The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the witness and supervision of the Board of Supervisors or shareholders who are not executives of the company. The vote counting minutes must include the following key contents:

a. Name, Head office address, and company code;

b. Purpose and issues subject to voting for resolution approval;

c. Number of shareholders with the total number of voting rights who participated in the voting, distinguishing between valid and invalid votes, and the method of submitting voting ballots, accompanied by an appendix listing the shareholders who participated in the voting;

d. Total number of votes in approval, disapproval, and abstention for each issue;

e. Approved issues and the corresponding approval voting ratio;

f. Full name and signature of the Chairperson of the Board of Directors, the legal representative of the Company, the vote-counting supervisor, and the vote counters.

Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly responsible for the honesty and accuracy of the vote counting minutes; they shall also be jointly liable for any damages arising from decisions approved due to dishonest or inaccurate vote counting;

6. The vote counting minutes and the resolution must be sent to the shareholders within 15 days from the date of completion of the vote counting. The delivery of the vote counting minutes and the resolution may be replaced by publishing them on the company's website within 24 hours from the time the vote counting is completed.

7. The returned voting ballots, vote counting minutes, approved resolution, and related documents sent along with the voting ballots shall be kept at the company's Head office.

8. A resolution passed by way of collecting shareholders' opinions in writing shall be approved if it receives consent from shareholders representing more than 50% of the total voting rights of all shareholders entitled to vote and shall have the same validity as a resolution passed at the General Meeting of Shareholders.

### **Article 23. Resolutions and Minutes of the General Meeting of Shareholders**

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

- a. Name, Head office address, and company code;
- b. Time and venue of the General Meeting of Shareholders;
- c. Meeting agenda and content of the meeting;
- d. Full name of the Chairperson and the Secretary;
- e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
- f. Number of shareholders and the total number of voting rights of attending shareholders, along with an appendix listing registered shareholders and shareholder representatives attending the meeting, including their corresponding shares and voting rights;
- g. Total number of votes for each voting issue, specifying the voting method, total valid and invalid votes, votes in approval, votes in disapproval, and abstentions, along with the corresponding percentage of the total voting rights of the attending shareholders;
- h. Approved issues and the corresponding approval voting ratio;
- i. Full name and signature of the Chairperson and the Secretary. In case the Chairperson or the Secretary refuses to sign the meeting minutes, the minutes shall still be valid if signed by all other attending members of the Board of Directors and contain all required contents as stipulated in this clause. The meeting minutes shall clearly state the refusal of the Chairperson or the Secretary to sign the minutes.

The minutes prepared in both Vietnamese and a foreign language shall have the same legal validity. In case of any discrepancies between the Vietnamese and foreign-language versions, the content in the Vietnamese version shall prevail.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes. The Chairperson, the Secretary of the meeting, or any other person signing the minutes shall be jointly responsible for the honesty and accuracy of its contents.

3. The resolution, minutes of the General Meeting of Shareholders, appendix of the list of registered attending shareholders with their signatures, authorization letters

for meeting attendance, all documents attached to the minutes (if any), and related materials accompanying the meeting invitation must be disclosed in compliance with regulations on information disclosure in the securities market and must be kept at the company's Head office.

#### **Article 24. Request for Annulment of the Resolution of the General Meeting of Shareholders**

Within 90 days from the date of receiving the resolution, minutes of the General Meeting of Shareholders, or the vote counting minutes of the solicitation of shareholders' opinions, a shareholder or a group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises has the right to request the Court or Arbitration to review and annul the resolution or part of its content in the following cases:

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

### **VII. BOARD OF DIRECTORS**

#### **Article 25. Nomination and Candidacy for Members of the Board of Directors**

1. In cases where candidates for the Board of Directors have been identified, the Company has to disclose relevant information about the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website, allowing shareholders to review the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the honesty and accuracy of the disclosed personal information and must pledge to perform their duties with integrity, prudence, and in the best interests of the Company if elected as a member of the Board of Directors. The disclosed information about the candidates for the Board of Directors includes:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Work experience;
- d. Companies in which the candidate currently holds the position of a member of the Board of Directors and other managerial positions;
- e. Interests related to the Company and its related parties;
- f. Other relevant information (if any) as stipulated in the Company's Charter;
- g. A public company is responsible for disclosing information about the companies in which the candidate currently holds the position of a member of the

Board of Directors, other managerial positions, and any interests related to the candidate's company (if any).

2. A shareholder or a group of shareholders holding at least 10% of the total ordinary shares has the right to nominate candidates for the Board of Directors. Specifically: Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; From 20% to less than 30% may nominate up to two (02) candidates; From 30% to less than 40% may nominate up to three (03) candidates; From 40% to less than 50% may nominate up to four (04) candidates; From 50% or more may nominate up to five (05) candidates.

3. In cases where the number of candidates for the Board of Directors, as nominated and self-nominated, is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize the nomination process in accordance with the Company's Charter, the Internal Corporate Governance Regulations, and the Board of Directors' Operating Regulations. The nomination of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors, as required by law.

4. Members of the Board of Directors must meet the standards and conditions stipulated in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and the Company's Charter.

#### **Article 26. Composition and Term of Members of the Board of Directors**

1. The number of members of the Board of Directors is five (05).

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 a company for no more than two (02) consecutive terms. In cases where all members of the Board of Directors finish their terms simultaneously, they shall continue to serve as members of the Board of Directors until new members are elected and take over their duties.

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

The composition of the Board of Directors of a public company must ensure that at least one-third (1/3) of the total members are non-executive members.

4. A member of the Board of Directors shall no longer hold the position in case of dismissal or replacement by the General Meeting of Shareholders as stipulated in Article 160 of the Law on Enterprises.

5. The appointment of members of the Board of Directors must be disclosed in compliance with legal regulations on information disclosure in the securities market.

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

#### **Article 27. Rights and Duties of the Board of Directors**

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

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

a. Decide on the Company's strategy, medium-term development plan, and annual business plan;

b. Propose the type of shares and the total number of shares authorized for issuance for each type;

c. Decide on the sale of unsold shares within the number of shares authorized for issuance for each type and determine additional capital mobilization through other means;

d. Determine the selling price of the Company's shares and bonds;

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

f. Approve investment plans and projects within the authority and limits prescribed by law;

g. Decide on market development, marketing, and technology solutions;

h. Approve contracts for purchase, sale, lending, borrowing, and other transactions valued at 35% or more of the total asset value recorded in the Company's latest financial statements, except for contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;

i. Elect, dismiss the Chairperson of the Board of Directors; appoint, dismiss, sign, and terminate contracts with the General Director and other key managers as stipulated in the Company's Charter; determine salaries, remuneration, bonuses, and other benefits for these managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders in other companies and decide on their remuneration and other benefits;

j. Supervise and direct the General Director and other managers in the daily business operations of the Company;

k. Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, representative offices, and the Company's capital contribution or share purchase in other companies;

l. Approve the agenda and materials for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect written opinions for the General Meeting of Shareholders to pass resolutions;



m. Submit the audited annual financial statements to the General Meeting of Shareholders;

n. Propose the dividend payout rate; decide the timeline and procedures for dividend payment or handling losses incurred during business operations;

o. Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;

p. Decide on the issuance of the Board of Directors' Operating Regulations, the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders, and the Company's Information Disclosure Regulations;

q. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal regulations, and the Company's Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the performance results of the Board of Directors in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government, detailing the implementation of certain provisions of the Law on Securities.

#### **Article 28. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors**

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

2. Members of the Board of Directors are entitled to work remuneration and bonuses.

Work remuneration is calculated based on the number of working days required to fulfill the duties of a Board member and the remuneration rate per day. The Board of Directors estimates the remuneration for each member based on the principle of unanimity. The total remuneration and bonuses of the Board of Directors are determined by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is recorded as the Company's business expenses in compliance with corporate income tax regulations, 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 who hold executive positions, serve on Board committees, or perform tasks beyond the usual duties of a Board member may receive additional remuneration in the form of a lump-sum payment per assignment, salary, commission, profit percentage, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, 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. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval of the General Meeting of Shareholders. This insurance does not cover liabilities of the members of the Board of Directors related to violations of the law and the Company's Charter.

### **Article 29. Chairperson of the Board of Directors**

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

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

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

- a. Develop the program and operational plan of the Board of Directors;
- b. Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
- c. Organize the adoption of resolutions and decisions of the Board of Directors;
- d. Supervise the implementation of the resolutions and decisions of the Board of Directors;
- e. Chairperson of the General Meeting of Shareholders;
- f. Ensure that the Board of Directors sends the annual financial statements, the Company's activity report, the audit report, and the Board of Directors' inspection report to shareholders at the General Meeting of Shareholders;
- g. Other rights and obligations as prescribed by the Law on Enterprises.

4. In case the Chairperson of the Board of Directors resigns or is dismissed from office, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation letter or the decision of dismissal.

5. In case the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and obligations of the Chairperson of the Board of Directors (in compliance with the principles stipulated in the Company's Charter). If there is no authorized person or if the Chairperson of the Board of Directors passes away, goes missing, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or educational institution, flees their residence, is restricted or loses civil act capacity, has difficulty in perception or behavior control, or is prohibited by the Court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one among themselves to assume the position of Chairperson of the Board of Directors by majority vote until a new decision is made by the Board of Directors.

### **Article 30. Meetings of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors' term within seven (07) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened by the member who receives the highest number of votes or the highest voting percentage. In case there is more than one (01) member with the highest number of votes or the highest voting percentage, the members shall vote by majority to select one (01) among them to convene the Board of Directors meeting

2. The Chairperson of the Board of Directors must convene regular and extraordinary meetings of the Board of Directors, set the agenda, and determine the time and location of the meeting at least five (05) working days before the meeting date. The Chairperson may convene a meeting whenever deemed necessary, but at least one (01) meeting must be held per quarter.

3. The Chairperson 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 or an independent member of the Board of Directors;

b. At the request of the General Director or at least five (05) other managers;

c. At the request of at least two (02) members of the Board of Directors;

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

5. The Chairperson of the Board of Directors must convene a Board of Directors meeting within seven (07) working days from the date of receiving the request stipulated in Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, they shall be held responsible for any damages incurred by the Company; the requesting party shall have the right to convene the Board of Directors meeting in place of the Chairperson.

6. The Chairperson of the Board of Directors or the person convening the Board of Directors meeting must send the meeting invitation notice no later than three (03) working days before the meeting date. The meeting invitation notice must specify the time and venue of the meeting, the agenda, the issues to be discussed and decided upon. The notice must be accompanied by the meeting materials and the voting ballot of the members.

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

7. The Chairperson of the Board of Directors or the convener shall send the

meeting invitation notice and accompanying documents to the members of the Board of Supervisors in the same manner as to the members of the Board of Directors.

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

8. The meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total members are present. If the meeting convened under this clause does not meet the required number of attendees, a second meeting shall be convened within seven (07) days from the scheduled date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

9. A member of the Board of Directors shall be deemed to be present and voting at the meeting in the following cases:

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

10. In case a voting ballot is sent to the meeting via mail, it must be placed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the meeting starts. The voting ballot shall only be opened in the presence of all attendees.

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

12. Resolutions and decisions of the Board of Directors shall be passed if approved by the majority of attending members; in case of an equal number of votes, the final decision shall be determined by the opinion of the Chairperson of the Board of Directors.

### **Article 31. The Person in Charge of Corporate Governance**

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

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

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

a. Advise the Board of Directors on organizing the General Meeting of Shareholders in compliance with regulations and issues related to the Company and shareholders;

b. Prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;

c. Advise on the procedures of meetings;

d. Attend the meetings;

e. Advise on the procedures for drafting resolutions of the Board of Directors in compliance with legal regulations;

f. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Board of Supervisors;

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

h. Act as the focal point of contact with relevant stakeholders;

i. Keep information confidential in compliance with legal regulations and the Company's Charter;

j. Other rights and obligations as prescribed by law.

## **VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 32. Organizational Structure of Management**

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

### **Article 33. Company Executives**

1. The Company Executives include the General Director, Deputy General Directors, and the Chief Accountant.

2. At the request of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in a number and with qualifications appropriate to the Company's structure and management regulations as stipulated by the Board of Directors. The Company Executives are responsible for supporting the Company in achieving its operational and organizational objectives.

3. The General Director shall receive salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.

4. The salaries of executives shall be accounted as the Company's business expenses in accordance with corporate income tax regulations, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

#### **Article 34. Appointment, Dismissal, Duties, and Powers of the General Director**

1. The Board of Directors shall appoint one of its members or hire another person as the General Director. The General Director is responsible for managing the Company's daily business operations, under the supervision of the Board of Directors, and is accountable to the Board of Directors and the law for the execution of assigned rights and obligations.

2. The General Director's term shall not exceed five (05) years and may be reappointed. The appointment may be terminated based on the provisions of the employment contract. The General Director must not be a person prohibited by law from holding this position and must meet the qualifications and conditions stipulated by law and the Company's Charter.

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

a. Decide on issues related to the Company's daily business operations that do not fall under the authority of the Board of Directors;

b. Organize the implementation of resolutions and decisions of the Board of Directors;

c. Organize the implementation of the Company's business plan and investment plan;

d. Propose the organizational structure plan and internal management regulations of the Company;

e. Appoint, dismiss management positions within the Company, except for positions under the authority of the Board of Directors;

f. Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;

g. Recruit employees;

h. Propose plans for dividend distribution or handling business losses;

i. Other rights and obligations as stipulated by law, the Company's Charter, and resolutions or decisions of the Board of Directors.

4. The Board of Directors may dismiss the General Director if the majority of attending voting members of the Board of Directors approve and appoint a new General Director as a replacement.

### **IX. BOARD OF SUPERVISORS**

#### **Article 35. Candidacy and Nomination of Members of the Board of**

**Supervisors (Supervisors)**

1. The candidacy and nomination of members of the Board of Supervisors shall be carried out in compliance with the provisions of Clause 1 and Clause 2, Article 25 of this Charter.

2. In case the number of candidates for the Board of Supervisors through nomination and self-nomination is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination process in accordance with the Company's Charter, the Internal Corporate Governance Regulations, and the Operational Regulations of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors, in compliance with legal regulations.

**Article 36. Composition of the Board of Supervisors**

1. The Board of Supervisors of the Company shall consist of three (03) members. The term of office of a member of the Board of Supervisors shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors must meet the standards and conditions stipulated in Article 169 of the Law on Enterprises and must not fall into the following cases:

- a. Working in the accounting or finance department of the Company;
- b. Being a member or employee of an independent auditing firm that audited the Company's financial statements in the preceding three (03) consecutive years.

3. A member of the Board of Supervisors shall be dismissed in the following cases:

- a. No longer meeting the qualifications and conditions to be a member of the Board of Supervisors as stipulated in Clause 2 of this Article;
- b. Submitting a resignation letter and having it approved;
- c. Other cases as prescribed by law and this Charter.

4. A member of the Board of Supervisors shall be dismissed in the following cases:

- a. Failing to fulfill assigned tasks and responsibilities;
- b. Failing to perform their rights and obligations for six (06) consecutive months, except in force majeure cases;
- c. Repeatedly or seriously violating the obligations of a member of the Board of Supervisors as stipulated in the Law on Enterprises and the Company's Charter;
- d. Other cases as resolved by the General Meeting of Shareholders.

**Article 37. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal shall be based on the majority principle. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a discipline related to the Company's business operations.

2. Rights and obligations of the Head of the Board of Supervisors:

- a. Convene meetings of the Board of Supervisors;
- b. Request the Board of Directors, General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
- c. Prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

### **Article 38. Rights and Duties of the Board of Supervisors**

The Board of Supervisors shall have the rights and duties in accordance with Article 170 of the Law on Enterprises and the following rights and duties:

1. Propose and recommend to the General Meeting of Shareholders for approval of the list of approved auditing organizations to audit the Company's financial statements; decide on the approved auditing organization to inspect the Company's operations and dismiss auditors when necessary.

2. Be accountable to shareholders for its supervisory activities.

3. Supervise the Company's financial status and compliance with laws in the activities of the Board of Directors, the General Director, and other executives.

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

5. If detecting any violation of the law or the Company's Charter by members of the Board of Directors, the General Director, or other executives, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, request the violator to cease the violation, and propose remedial measures.

6. Develop the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

7. Report to the General Meeting of Shareholders in compliance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several provisions of the Law on Securities.

8. Have the right to access records and documents of the Company stored at the head office, branches, and other locations; have the right to visit the workplaces of the Company's management and employees during working hours.

9. Have the right to request the Board of Directors, members of the Board of



Directors, the General Director, and other executives to provide complete, accurate, and timely information and documents regarding the management, administration, and business activities of the Company.

10. Exercise other rights and fulfill other obligations as prescribed by law and this Charter.

### **Article 39. Meetings of the Board of Supervisors**

1. The Board of Supervisors must hold at least two (02) meetings per year, with at least two-thirds (2/3) of its members attending. The meeting minutes of the Board of Supervisors must be recorded in detail and clearly. The minute taker and attending members of the Board of Supervisors must sign the meeting minutes. The meeting minutes of the Board of Supervisors must be retained to determine the responsibility of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend meetings and respond to issues that require clarification.

### **Article 40. Salary, Remuneration, Bonus, and Other Benefits of Members of the Board of Supervisors**

Salary, Remuneration, Bonus, and Other Benefits of Members of the Board of Supervisors Shall Be Implemented as Follows:

1. Members of the Board of Supervisors shall receive salaries, remuneration, bonuses, and other benefits as determined by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide 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 shall be reimbursed for reasonable expenses related to accommodation, travel, and the use of independent consulting services. The total remuneration and expenses shall not exceed the 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. The salaries and operating expenses of the Board of Supervisors shall be recorded as the Company's business expenses in compliance with corporate income tax regulations, other relevant legal provisions, and must be presented as a separate item in the Company's annual financial statements.

## **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES**

Members of the Board of Directors, Members of the Board of Supervisors, the General Director, and other executives have the responsibility to perform their duties honestly and prudently in the best interests of the Company.

**Article 41. Responsibility for Honesty and Avoidance of Conflicts of Interest**

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

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

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, and other companies controlled by the Company (holding 50% or more of charter capital) with such persons or their affiliated persons in compliance with the law. If these transactions require approval from the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on the respective resolutions in compliance with securities regulations on information disclosure.

4. Members of the Board of Directors are not allowed to vote on transactions that bring benefits to themselves or their affiliated persons, as stipulated by the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their affiliated persons must not use or disclose insider information to engage in related transactions.

6. Contracts and transactions signed between the Company and the subjects specified in Clause 1, Article 167 of the Law on Enterprises must be approved by the General Meeting of Shareholders or the Board of Directors as follows:

a. The General Meeting of Shareholders approves the following contracts and transactions:

- Contracts and transactions with a value equal to or greater than 35% of the Company's total assets recorded in the latest financial statements.

- Loan, lending, or asset sale transactions exceeding 10% of the Company's total assets, as recorded in the latest financial statements, between the Company and shareholders holding at least 51% of the total voting shares or their affiliated persons.

b. The Board of Directors approves contracts and transactions with a value of less than 35% of the Company's total assets recorded in the latest financial statements. In this case, the Company's representative signing the contract or transaction must notify the Board of Directors and the Board of Supervisors about the related parties involved and provide a draft contract or key transaction details. The Board of Directors shall decide on the approval within 15 days from the date of notification, and any member of the Board of Directors with a related interest in the transaction is not entitled to vote.

7. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their affiliated persons shall not be deemed invalid under the following circumstances:

a. For transactions valued at less than thirty-five percent (35%) of the Company's total assets recorded in the latest financial statements, key contract or transaction details and the relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have been reported to the Board of Directors and approved by a majority of non-interested Board members;

b. For transactions valued at thirty-five percent (35%) or more, or transactions that result in an aggregate value of at least thirty-five percent (35%) of total assets within 12 months from the first transaction date, key transaction details and the relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have been disclosed to shareholders and approved by the General Meeting of Shareholders through votes from non-interested shareholders.

8. Contracts and transactions that do not comply with Clause 6 of this Article may be declared invalid by a court and handled according to the law. The signatories of such contracts or transactions, shareholders, members of the Board of Directors, or the General Director involved must be jointly liable for any resulting damages and must return any profits gained from the execution of such contracts or transactions to the Company.

9. The Company must publicly disclose related contracts and transactions in compliance with applicable laws.

#### **Article 42. Liability for Damages and Compensation**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers who violate their duty of honesty and prudence or fail to fulfill their obligations shall be liable for any damages caused by their violations.

2. The Company shall compensate individuals who have been, are, or may become involved in complaints, lawsuits, or prosecutions (including civil and administrative cases, excluding cases where the Company is the plaintiff) if such individuals are or were members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, employees, or authorized representatives of the Company who have performed their duties in good faith, with due care, in the interests of the Company, in compliance with the law, and where there is no evidence confirming that they have violated their responsibilities.

3. Compensation costs shall include judgment costs, fines, and actual expenses incurred (including attorney fees) in resolving such cases within the limits permitted

by law. The Company may purchase insurance for these individuals to cover the liabilities mentioned above.

## **XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS**

### **Article 43. Right to Inspect Books and Records**

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

a. Ordinary shareholders have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request corrections of inaccurate information about themselves; review, inspect, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders holding at least 5% of the total common shares have the right to review, inspect, and extract the minutes and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, transactions subject to approval by the Board of Directors, and other documents, except for those related to the Company's trade secrets or business secrets.

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

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

4. The Company must keep this Charter and any amendments thereto, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as prescribed by law at its head office or another location, provided that shareholders and the Business Registration Authority are informed of the location of these documents.

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

## **XII. EMPLOYEES AND TRADE UNION**

### **Article 44. Employees and Trade Union**

1. The General Director must prepare a plan for approval by the Board of Directors regarding issues related to recruitment, termination of employment, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and the Company's executives.

2. The General Director must prepare a plan for approval by the Board of Directors regarding issues related to the Company's relationship with trade union organizations, in compliance with best management standards, practices, and policies, as stipulated in this Charter, the Company's regulations, and applicable laws.

### **XIII. PROFIT DISTRIBUTION**

#### **Article 45. Profit Distribution**

1. The General Meeting of Shareholders shall decide on the annual dividend payment rate and the form of dividend payment from the Company's retained earnings.

2. The Company shall not pay interest on dividends or payments related to any type of shares.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of dividends in whole or in part in shares, and the Board of Directors shall be responsible for implementing this decision.

4. In cases where dividends or other payments related to any type of shares are paid in cash, the Company shall make the payment in Vietnamese Dong. The payment may be made directly or via banks based on the bank account details provided by the shareholders. If the Company has transferred the payment based on the correct bank details provided by a shareholder but the shareholder does not receive the funds, the Company shall not be liable for the amount transferred. Dividend payments for shares listed or registered for trading on the Stock Exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. In compliance with the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision to determine a specific record date for finalizing the list of shareholders. Based on this date, individuals registered as shareholders or holders of other securities shall be entitled to receive cash or stock dividends, notices, or other relevant documents.

6. Other issues related to profit distribution shall be carried out in accordance with the provisions of the law.

### **XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME**

#### **Article 46. Bank Accounts**

1. The Company shall open accounts at Vietnamese banks or branches of foreign banks licensed to operate in Vietnam.

2. With prior approval from the competent authority, if necessary, the Company may open bank accounts abroad in compliance with legal regulations.

3. The Company shall carry out all payments and accounting transactions through VND or foreign currency accounts at the banks where the Company has opened accounts.

#### **Article 47. Fiscal Year**

The fiscal year of the Company begins on the first day of January each year and ends on December 31st of the same year.

#### **Article 48. Accounting Regime**

1. The Company shall apply the corporate accounting regime or a specific accounting regime issued or approved by the competent authority.

2. The Company shall prepare accounting books in Vietnamese and maintain accounting records in compliance with the laws on accounting and relevant regulations. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.

3. The Company shall use Vietnamese Dong (VND) as the currency unit in accounting. In cases where the Company primarily conducts transactions in a foreign currency, it may select that currency as the accounting unit, take legal responsibility for such selection, and notify the relevant tax authority.

### **XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES**

#### **Article 49. Annual, Semi-Annual, and Quarterly Financial Statements**

1. The Company must prepare annual financial statements, which must be audited in compliance with the law. The Company shall disclose the audited annual financial statements as required by laws on information disclosure in the securities market and submit them to the competent state authorities.

2. The annual financial statements must include all reports, appendices, and explanations as prescribed by corporate accounting laws. The annual financial statements must accurately and objectively reflect the Company's operations.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with laws on information disclosure in the securities market and submit them to the competent state authorities.

#### **Article 50. Annual Report**

The Company must prepare and disclose the Annual Report in compliance with the laws on securities and the stock market.

### **XVI. COMPANY AUDIT**

#### **Article 51. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.

2. The audit report shall be attached to the Company's annual financial statements.

3. The independent auditor conducting the audit of the Company's financial statements shall have the right to attend the General Meeting of Shareholders, receive notices and other relevant information related to the meeting, and express opinions at the meeting on issues related to the audit of the Company's financial statements.

## **XVII. COMPANY SEAL**

### **Article 52. Company Seal**

1. The seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature in compliance with the provisions of the law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form, and content of the Company's seal, as well as the seals of its branches and representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seal in compliance with applicable laws.

## **XVIII. DISSOLUTION OF THE COMPANY**

### **Article 53. Dissolution of the Company**

1. The Company may be dissolved in the following cases:

- a. Pursuant to a resolution or decision of the General Meeting of Shareholders;
- b. Revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;
- c. Other cases as prescribed by law.

2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) in accordance with regulations.

### **Article 54. Liquidation**

1. At least six (06) months after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent audit firm. The Liquidation Committee prepares its own operating regulations. The members of the Liquidation Committee may be selected from the Company's employees or independent experts. All liquidation-related expenses must be paid by the Company as a priority before other debts of the Company.

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

3. The funds obtained from the liquidation are to be paid in the following order:
  - a. Liquidation expenses;
  - b. Outstanding wages, severance pay, social insurance, and other benefits of employees according to the collective labor agreement and signed labor contracts;
  - c. Tax debts;
  - d. Other debts of the Company;
  - e. The remaining amount, after all debts from items (a) to (d) above have been paid, will be distributed to shareholders. Preferred shares will be paid first.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 55. Internal Dispute Resolution**

1. In the event of a dispute or complaint related to the Company's activities, the rights and obligations of shareholders as stipulated in the Enterprise Law, the Company's Charter, other legal regulations, or agreements between:

- a. Shareholders and the Company;
- b. Shareholders and the Board of Directors, the Board of Supervisors, the General Director, or other executives;

The concerned parties shall attempt to resolve the dispute through negotiation and mediation. Except in cases where the dispute relates to the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the dispute resolution and require each party to present information related to the dispute within fifteen (15) working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, any party may request or appoint an independent expert to act as a mediator in the dispute resolution process.

2. If a resolution is not reached within six (06) weeks from the start of the mediation process, or if the mediator's decision is not accepted by the parties, any party may submit the dispute to Arbitration or Court.

3. The parties shall bear the costs related to the negotiation and mediation procedures. Court costs shall be paid according to the Court's judgment.

## **XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER**

### **Article 56. Company's Charter**

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

2. In case the law contains provisions related to the Company's activities not yet addressed in this Charter, or if there are new legal provisions that differ from the terms of this Charter, those provisions shall apply to adjust the Company's operations.

## **XXI. EFFECTIVE DATE**



**Article 57. Effective Date**

1. This Charter consists of 21 sections and 57 articles, approved by the General Meeting of Shareholders of Vinatrans on [date] in Ho Chi Minh City, and the full text of this Charter is agreed upon for implementation.

2. The Charter is made in ten (10) copies, all of which have equal validity and must be kept at the Company's Head office.

3. This Charter is the sole and official document of the Company.

4. Copies or extracts of the Company's Charter are valid when signed by the Chairperson of the Board of Directors or at least half of the total number of members of the Board of Directors.

**LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**

**Ha Minh Huan**

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*Note: The translation is for information purpose only and does not substitute the official Vietnamese contents. In case of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.*



**DRAFT**

**TRANSLATION**

# **INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF VINATRANS**

Ho Chi Minh City, date ... month ... year ...

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**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE  
OF VINATRANS**

(Issued under the Resolution of the General Shareholders' Meeting No. .../NQ-VIN dated  
.../.../...)

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**CHAPTER I  
GENERAL PROVISIONS**

**Article 1. Scope of regulation**

1. Scope of regulation: The internal regulations on corporate governance stipulate the contents on the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the General Director; the order and procedures for the General Meeting of Shareholders; nomination, candidacy, election, dismissal of members of the Board of Directors, the Board of Supervisors, the General Director and other activities in compliance with the Company's Charter and other current legal provisions.

2. Issues not covered in these regulations or those in conflict with the provisions of the law, the Company's Charter shall be governed by the applicable laws, the Company's Charter, the Enterprise Law, the Securities Law, and related guidelines.

**Article 2. Applicable subjects**

This regulation applies to members of the Board of Directors, Board of Supervisors, General Director and affiliated persons.

**Article 3. Explanation of terms**

1. In this Regulation, the following terms are understood as follows:

a. "Corporate governance": is a system of principles and rules that ensure that the Company is oriented, operated and controlled effectively for the benefit of shareholders and other stakeholders related to the Company; ensures fair treatment among shareholders; and ensures transparency in all of the Company's activities;

b. "Charter": is the Company's Charter including any amendments and supplements from time to time after being duly approved;



c. “General Meeting of Shareholders (GMS)”: includes all shareholders with voting rights, is the highest decision-making body of the Company;

d. “Board of Directors (BOD)”: is the Company's management body with full authority on behalf of the Company to decide and exercise the Company's rights and obligations that are not under the authority of the General Meeting of Shareholders and is responsible for managing the Company for the legitimate interests of shareholders;

e. “Public company”: is a joint stock company as prescribed in Clause 1, Article 32 and Clause 4, Article 135 of the Securities Law (Law No. 54/2019/QH14 of the Socialist Republic of Vietnam);

f. “Major shareholder”: It refers to shareholders as defined in Clause 18, Article 4 of the Securities Law;

g. “Business/company manager”: Chairperson of the Board of Directors, member of the Board of Directors, General Director.

h. “Affiliated person”: is an individual or organization specified in Clause 23, Article 4 of the Law on Enterprises (Law No. 59/2020/QH14 of the Socialist Republic of Vietnam) and Clause 46, Article 4 of the Law on Securities.

i. “Non-executive Board Member”: is a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant and other executives as prescribed in the Company Charter;

j. “Independent member of the Board of Directors”: is a member specified in Clause 2, Article 155 of the Law on Enterprises;

k. “Business/Company Executive”: are the General Director, Deputy General Director, Chief Accountant and other executives in the Company decided by the Company's Board of Directors based on the proposal of the General Director;

l. “Person in charge of corporate governance”: is the person with the responsibilities and powers prescribed in Article 281 of Decree 155/2020/ND-CP (Decree No. 155/2020/ND-CP issued by the Government on December 31, 2020 detailing the implementation of a number of articles of the Securities Law).

m. Family members include: wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, brother, sister, sibling, brother-in-law, sister-in-law, sister-in-law, brother-in-law of wife, brother-in-law of husband, sister-in-law of wife, sister-in-law of husband.

2. In this regulation, references to one or more provisions or legal documents shall include any amendments, supplements, or substitute texts to those documents.

#### **Article 4. Principles of Corporate Governance**

1. The development and promulgation of this Charter aim to ensure that the Company is effectively oriented and controlled for the benefit of shareholders and other stakeholders, based on the principles of corporate governance

2. Corporate governance principles include:

a. Comply with current legal regulations;

- b. Respect business ethics and be responsible to society;
- c. Ensure an effective governance structure;
- d. Ensure shareholder rights;
- e. Fair treatment of shareholders;
- f. Ensuring the role of stakeholders related to the Company;
- g. Transparency in Company operations;
- h. The activities of the Board of Directors and General Director of the Company are effective.

## **CHAPTER II**

### **GENERAL MEETING OF SHAREHOLDERS**

#### **Section 1**

#### **Role, rights and obligations of the General Meeting of Shareholders**

##### **Article 5. Role of the General Meeting of Shareholders**

The General Meeting of Shareholders, consisting of all shareholders with voting rights, is the highest authority of the Company. The Annual General Meeting shall be held once a year to decide on important issues of the Company and must be convened within four (04) months from the end of the fiscal year. If necessary, the Board of Directors may decide to extend the time for convening the General Meeting of Shareholders, but not beyond six (06) months from the end of the fiscal year. In addition to the Annual General Meeting, the General Meeting of Shareholders may be convened in an extraordinary session. The location of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

##### **Article 6. Rights and obligations of the General Meeting of Shareholders**

The rights and obligations of the General Meeting of Shareholders are specified in detail in Article 15 of the Company Charter.

#### **Section 2**

#### **The procedure and process for the General Meeting of Shareholders to pass resolutions by voting at the meeting**

##### **Article 7. Authority to convene General Meeting of Shareholders**

The authority to convene the General Meeting of Shareholders is specified in detail in Article 14 of the Company Charter.

**Article 8. Notice of the record date for determining the shareholders entitled to attend the General Meeting of Shareholders**

1. The company must disclose information about the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the expected last registration date.

2. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the invitation to the General Meeting of Shareholders.

**Article 9. Notice of convening the General Meeting of Shareholders**

Notice of the General Meeting of Shareholders shall be sent to all shareholders by means of guarantee, and shall be published on the electronic media (Website) of the Company and the State Securities Commission, the Stock Exchange (in case the Company lists its shares on the Stock Exchange). The person convening the General Meeting of Shareholders shall send a notice of meeting to all shareholders on the List of Shareholders entitled to attend the meeting at least twenty-one (21) days before the date of the General Meeting of Shareholders, (calculated from the date the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case the documents are not sent with the notice of the General Meeting of Shareholders, the notice of meeting shall clearly state the address of the website for shareholders to access, including:

- Meeting agenda, documents used in the meeting;
- List and detailed information of candidates in case of election of members of the Board of Directors, Members of the Board of Supervisors;
- Voting ballot;
- Draft resolutions for each issue on the agenda.

**Article 10. Agenda and content of the General Meeting of Shareholders**

1. The Board of Directors convenes the General Meeting of Shareholders or the General Meeting of Shareholders is convened in compliance with the cases specified in Article 14 of the Company's Charter. The person convening the General Meeting of Shareholders is responsible for preparing the agenda and content of the Meeting.

2. Shareholders or groups of shareholders mentioned in Clause 2, Article 12 of the Company's Charter have the right to petition for issues to be included in the agenda of the General Meeting of Shareholders. The petition must be made in writing and sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The petition must clearly state the shareholder's name, the number of each type of shares held by the shareholder, and the issues requested to be included in the meeting agenda.

3. The convener of the General Meeting of Shareholders has the right to reject the petition specified in Clause 2 of this Article if it falls into one of the following cases:

- a. Petitions submitted late, incomplete, or incorrect in content;

- b. At the time of submitting the petition, the shareholder or group of shareholders does not hold at least 5% of common shares as stipulated in Clause 2, Article 12 of the Company's Charter;
- c. The petitioned issue is not within the decision-making authority of the General Meeting of Shareholders;
- d. Other cases as prescribed by law.

4. The convener of the General Meeting of Shareholders must accept and include the petition specified in Clause 2 of this Article in the proposed agenda and meeting content, except for the case specified in Clause 3 of this Article. The petition shall be officially added to the agenda and meeting content if approved by the General Meeting of Shareholders.

#### **Article 11. Methods of registering to attend and authorize to attend the General Meeting of Shareholders**

1. The registration procedure for attending the General Meeting of Shareholders shall be carried out before the opening date of the meeting:

Shareholders may register to attend the General Meeting of Shareholders in the manner specified in the notice/invitation, either by contacting the Company directly or by submitting the Registration Form (attached to the notice sent to shareholders) to the Company before the deadline stated in the notice/invitation.

2. Shareholders may choose their method of attendance as specified in the notice/invitation, including:

- a. Attend and vote/elect directly at the meeting or online

- b. Authorizing a representative to attend and vote/elect at the meeting in accordance with Clause 2 of this Article (if multiple representatives are appointed, the number of shares and corresponding votes/elections for each representative must be clearly specified) or authorizing another person to attend the meeting online;

- c. Send voting cards/ballots and voting ballots to the meeting or the meeting via mail, fax, email, or other forms of participation conducted by the Company in compliance with applicable laws.

The Company will make every effort to adopt modern information technology to enable shareholders to attend and express their opinions at the General Meeting of Shareholders in accordance with Article 144 of the Law on Enterprises, Article 273 of Decree 155/2020/ND-CP, and the Company's Charter.

3. If a shareholder is unable to attend the General Meeting of Shareholders in person, they may authorize a representative to attend on their behalf, ensuring the following requirements:

- a. For institutional shareholders, the appointment, termination, or change of an Authorized Representative must be notified to the Company in writing as soon as possible. The notification must include the following details:

- Name, head office address, nationality, establishment decision number or business registration number of the shareholder;

- Number of shares; type of shares;
- Full name, permanent address, nationality, identity card number or other legally recognized personal identification of the Authorized Representative;
- Number of shares represented under authorization;
- Time limit for execution according to authorization;
- Full name and signature of the authorized representative and legal representative of the shareholder.

b. Shareholders entitled to attend the General Meeting of Shareholders under the law may attend directly or authorize another person to attend on their behalf. The authorized person is not required to be a shareholder of the Company.

c. The authorization of an individual or organization to represent a shareholder at the General Meeting of Shareholders, as specified in Clause 1 of this Article, must be made in writing. The authorization document must comply with civil law regulations and clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the scope and duration of the authorization, and the signatures of both the authorizing and authorized parties.

The authorized representative attending the General Meeting of Shareholders must submit the authorization document upon registration for the meeting. In the case of sub-authorization, the meeting attendee must also present the original authorization document from the shareholder or the initial authorized representative (if not previously registered with the Company).

4. Registration for attendance at the General Meeting of Shareholders and verification of participant eligibility on the meeting date:

a. Before the meeting begins, the Company must conduct shareholder registration procedures and continue registering shareholders entitled to attend until all eligible shareholder present have completed registration.

b. During the shareholder registration process, the Company shall issue each voting shareholder or authorized representative a voting card/ballot and an election ballot (if electing members of the Board of Directors or the Board of Supervisors).

The following information shall be included on the voting card/ballot and voting ballot:

- Shareholder's name, shareholder code, address, total number of shares owned, total number of voting shares;
- Type of General Meeting of Shareholders (Annual or Extraordinary);
- Date and venue of the General Meeting of Shareholders;

For the voting ballot, additional columns shall be included for selecting "Approve," "Disapprove," or "Abstain."

For the voting ballots for electing members of the Board of Directors and the Board of Supervisors, the names of each candidate will be listed along with a blank space next to each name for shareholders to fill in the number of votes they cast for each candidate.

c. Shareholders or authorized representatives arriving after the meeting has commenced may register upon arrival and thereafter participate in voting and elections. The Chairperson is not responsible for pausing the meeting to accommodate late registrants, and the validity of resolutions or elections conducted prior to their arrival remains unchanged.

#### **Article 12. Conditions for holding a General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be held when the attending shareholders represent more than 50% of the total voting rights.

2. In case the first meeting does not meet the conditions for proceeding as stipulated in Clause 1 of this Article, within thirty (30) minutes from the scheduled opening time, the convener shall cancel the meeting and must send a notice of the second meeting within thirty (30) days from the intended date of the first meeting. The General Meeting of Shareholders shall be held when the attending shareholders represent at least 33% of the total voting rights.

3. In case the second meeting does not meet the conditions for proceeding as stipulated in Clause 2 of this Article, within thirty (30) minutes from the scheduled opening time, the convener must send a notice of the third meeting within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be held regardless of the total voting rights of the attending shareholders.

#### **Article 13. Voting on issues at the General Meeting of Shareholders**

##### **1. General principles**

All issues in the agenda and contents of the General Meeting of Shareholders must be discussed and voted on publicly by the General Meeting of Shareholders.

##### **2. Regulations on the validity of voting cards/ballots and voting ballots**

###### **a. Voting cards/ballots**

###### **- Valid voting cards/ballots:**

+ Must be in the pre-printed format issued by the Organizing Committee, bearing the Company's stamp, without erasures, alterations, tearing, or damage, and must not contain any additional content beyond what is prescribed for the ballot;

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

###### **- Invalid Voting Cards/Ballots:**

+ Contain additional content written on the voting card/ballot;

+ Are not in the pre-printed format issued by the Organizing Committee, do not bear the Company's official red stamp, or have been erased, altered, or contain additional content beyond what is prescribed for the voting ballot, in which case all voting contents on the ballot are deemed invalid;

- + On the voting ballot, the delegate does not mark one (01) of the three (03) voting options or selects more than one (01) voting option. A voting content is invalid if it does not comply with the regulations for valid voting content.

- b. Voting ballots

- Valid Voting ballots:

- + Must be in the pre-printed format issued by the Organizing Committee, without erasures, alterations, or additional content beyond what is prescribed for the ballot;

- + The voting ballot, issued by the Organizing Committee at the General Meeting of Shareholders, must list the candidates in alphabetical order according to Vietnamese, indicate the value or number of shares, and bear the Company's stamp. Shareholders must check the number of shares recorded on the ballot and immediately notify the Organizing Committee if there is any discrepancy at the time of receiving the ballot;

- + The total number of votes allocated to candidates by the shareholder or representative must be less than or equal to the total number of votes they are entitled to cast.

- Invalid Voting Ballots:

- + Contain additional content written on the voting ballot;

- + Are filled out using a pencil;

- + Have candidate names crossed out;

- + Are not in the pre-printed format issued by the Organizing Committee, do not bear the Company's stamp, or have been erased, altered, or contain additional content beyond what is prescribed for the voting ballot;

- + The number of candidates selected exceeds the number of positions to be elected;

- + The total number of votes allocated to candidates by the shareholder or representative exceeds the total number of votes they are entitled to cast;

- + Contain names of individuals who are not on the list of nominees and candidates approved by the General Meeting of Shareholders before the election;

- + Are submitted after the Counting Committee has unsealed the ballot box;

- + Any other cases as stipulated in the General Meeting of Shareholders' election regulations and the Company's Charter.

## **Article 14. Voting method**

### **1. General principles**

- a. The General Meeting of Shareholders discusses and votes on each issue on the agenda. Voting is conducted by direct ballot or other methods as announced by the Organizing Committee, in compliance with legal regulations.

- b. Delegates cast their votes to approve, disapprove, or abstain from a resolution by raising a voting card or marking their choice on a voting 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. In case a delegate does not raise the Voting Card in all three (03) votes for Approval, Disapproval or Abstention on an issue, it will be considered as an approval vote for the issues. In case a delegate raises the Voting Card more than once (01) when voting for Approval, Disapproval or Abstention on an issue, it shall be considered as an invalid vote. Under this voting method, the Delegate Eligibility Verification Committee/Vote Counting Committee records the delegate's code and the number of votes for Approval, Disapproval, Abstention, or Invalid votes for each shareholder.

b. Voting by voting Ballot: When voting by marking a voting ballot, for each item, the delegate selects one of the three options: "Approve," "Disapprove," or "Abstain," which are pre-printed on the voting ballot, by marking "X" or "✓" in the chosen box. After completing all voting items on the agenda, the delegate submits the voting ballot into a sealed ballot box at the General Meeting, as instructed by the Vote Counting Committee. The voting ballot must be signed and include the delegate's full name to be considered valid.

## **Article 15. Voting procedure**

### **1. General principles**

a. The election shall be conducted in compliance with legal regulations and the Company's Charter;

b. Members of the Ballot Counting Committee shall not be listed as nominees or self-nominees for the Board of Directors and the Board of Supervisors.

### **2. Voting Methods**

#### **a. Cumulative Voting Method.**

- Each delegate shall have a total number of votes equivalent to the total number of shares owned or represented, multiplied by the number of members to be elected;
- Delegates have the right to allocate all their votes to one or multiple candidates;
- In case additional candidates arise on the day of the General Meeting, delegates may request a new ballot from the Ballot Counting Committee and must return the old one (before casting their vote);
- If a delegate makes an incorrect selection, they may request a new ballot from the Ballot Counting Committee and must return the old one;
- Voting instructions: The voting ballot shall be completed as follows:
  - + A delegate may vote for a maximum number of candidates equal to the number of positions available;
  - + If allocating all votes to one or multiple candidates, the delegate shall mark the "Cumulative Voting" box for the respective candidates;
  - + If distributing votes unevenly among multiple candidates, the delegate shall specify the exact number of votes in the "Number of Votes" box for each respective candidate;



+ If a delegate marks both the "Cumulative Voting" box and writes a number in the "Number of Votes" box, the result shall be based on the number recorded in the "Number of Votes" box.

- Election Principles:

+ Candidates shall be elected based on the highest number of votes in descending order until the required number of members is reached;

+ If two (02) or more candidates receive the same number of votes for the final position, a re-election shall be conducted among these candidates;

+ If the first election round does not elect a sufficient number of members, additional rounds shall be held until the required number of members is elected.

b. Voting by Resolution: If two (02) or more candidates receive the same number of votes for the final position on the Board of Directors or the Board of Supervisors, voting by resolution shall be conducted as stipulated in Point b, Clause 2, Article 14 of this Regulation.

#### **Article 16. Vote counting method**

The ballot counting procedure is conducted by collecting voting ballots and approval voting cards/slips for the resolution, followed by collecting disapproval voting cards/slips. Finally, the ballots are counted to compile the number of approval votes, disapproval votes, and abstentions.

#### **Article 17. Announcement of ballot counting results**

1. The Ballot Counting Committee shall review, summarize, and report the ballot counting results for each issue to the Chairperson. The results shall be announced by the Ballot Counting Committee immediately before the meeting adjourns.

2. The Ballot Counting Committee is responsible for compiling the ballot counting results in the Ballot Counting Minutes. All members of the Ballot Counting Committee must sign the Ballot Counting Minutes.

3. The Ballot Counting Minutes shall include the following details:

- a. The company's name, registered head office address, business registration certificate number and date of issuance, and place of business registration;
- b. The venue of the General Meeting of Shareholders;
- c. The time of the General Meeting of Shareholders;
- d. The total number of voting ballots for each voting issue, the total number of ballots issued, and the total number of ballots collected;
- e. The total number of voting ballots for each agenda item and the minimum required shareholder participation percentage;
- f. The meeting agenda and content;
- g. The voting results (including the total number of approval votes, disapproval votes, and abstentions, along with the corresponding percentage of the total voting ballots of attending shareholders);

- h. The nature of the General Meeting of Shareholders (annual or extraordinary);
- i. The time when shareholder registration for the meeting commenced;
- j. The total number of invalid voting ballots for each agenda item;
- k. The voting method;
- l. The names of the members of the Ballot Counting Committee;
- m. The date of preparation of the Ballot Counting Minutes;
- n. The time when ballot counting commenced, in cases where the resolution was approved by the General Meeting of Shareholders and the voting results were announced during the meeting.

#### **Article 18. Methods for opposing resolutions of the General Meeting of Shareholders**

1. Within ninety (90) days from the date of receipt of the resolution, minutes of the General Meeting of Shareholders, or the minutes of the ballot counting results for collecting opinions from the General Meeting of Shareholders, shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of the Company's Charter have the right to request a court or arbitration tribunal to review and annul the resolution or part of its content in the following cases:

- a. The procedures for convening the meeting and passing resolutions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except as stipulated in Clause 3, Article 21 of the Company's Charter;

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

2. In the event that a shareholder or group of shareholders requests the court or arbitration tribunal to annul a resolution of the General Meeting of Shareholders, such resolution shall remain in effect until a legally effective decision annulling the resolution is issued by the court or arbitration tribunal, except in cases where a competent authority decides to apply interim emergency measures.

#### **Article 19. Recording and preparing the minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must have its minutes recorded and may also be recorded via audio or stored in other electronic formats. The minutes must be prepared in Vietnamese and must include the following key contents:

- a. The company's name, registered head office address, and enterprise code;
- b. The time and venue of the meeting;
- c. The meeting agenda and content;
- d. The full name and signature of the Chairperson and Secretary;

In case the Chairperson or Secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and contain all required information as stipulated in this clause. The minutes must clearly

state the refusal of the Chairperson or Secretary to sign;

e. A summary of the meeting proceedings and discussions on each agenda item at the General Meeting of Shareholders;

f. The number of shareholders and the total number of voting shares of shareholders attending the meeting, including an appendix listing registered shareholders and shareholder representatives attending the meeting with corresponding shares and voting rights;

g. The total number of votes for each voting issue, clearly indicating the voting method, the number of valid and invalid votes, the number of approval, disapproval, and abstention votes, along with their respective percentages of the total voting rights of attending shareholders;

h. The approved issues and their corresponding voting percentages.

2. The minutes of the General Meeting of Shareholders must be prepared and approved before the meeting concludes. The secretary of the General Meeting of Shareholders must read the draft minutes at the meeting for attending shareholders to review the content before submitting it to the Chairperson for signing.

3. The Chairperson and the meeting secretary, or any other person signing the meeting minutes, shall be jointly responsible for the accuracy and truthfulness of the minutes' content.

4. The minutes of the General Meeting of Shareholders, along with the appendix of registered shareholders, voting ballots, ballot counting minutes, the full text of the approved resolutions, attached documents sent with the invitation letter, and other relevant materials, must be kept at the company's head office.

5. The minutes of the General Meeting of Shareholders shall be considered conclusive evidence of the issues conducted at the meeting unless an objection to the content of the minutes is duly raised in accordance with the prescribed procedures within ten (10) days from the date of dispatch.

6. The minutes of the General Meeting of Shareholders must be published on the company's website within twenty-four (24) hours from the conclusion of the meeting.

#### **Article 20. Approval and Announcement of Resolutions of the General Meeting of Shareholders**

1. Resolutions on the following issues shall be approved if they receive affirmative votes from shareholders representing at least 65% of the total voting shares of all attending shareholders, except as provided in Clauses 3 and 5 of this Article:

a. Types of shares and the total number of shares of each type;

b. Changes in business lines, sectors, and industries;

c. Changes in the Company's management structure;

d. Investment projects or asset sales valued at 35% or more of the total asset value recorded in the latest financial statements of the Company;

e. Reorganization or dissolution of the Company;

2. Resolutions shall be approved if they receive affirmative votes from shareholders representing more than 50% of the total voting shares of all attending shareholders, except as provided in Clauses 1, 3, and 5 of this Article.

3. Voting for members of the Board of Directors and the Board of Supervisors shall be conducted using the cumulative voting method. Each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors. Shareholders may allocate all or part of their total votes to one or more candidates. Elected members of the Board of Directors or the Board of Supervisors shall be determined based on the highest number of votes in descending order until the required number of members is reached, as stipulated in the Company's Charter. In case two (02) or more candidates receive an equal number of votes for the last available position on the Board of Directors or the Board of Supervisors, a re-vote shall be conducted among the candidates with equal votes or a selection shall be made based on the criteria set forth in the election regulations or the Company's Charter.

4. Resolutions of the General Meeting of Shareholders shall be deemed lawful and effective if passed with 100% of the total voting shares, even if the procedures for convening the meeting and passing the resolution were not strictly followed.

5. A resolution of the General Meeting of Shareholders on issues that adversely change the rights and obligations of preferred shareholders shall only be passed if it is approved by at least 75% of the total preferred shares of the same class held by the attending preferred shareholders.

6. The Company must disclose information within twenty-four (24) hours from the approval of the resolution of the General Meeting of Shareholders (including the resolution and meeting minutes).

7. The Company shall disclose information in accordance with applicable laws on information disclosure.

### **Section 3**

#### **Order and procedures for the General Meeting of Shareholders to pass resolutions by collecting written opinions**

##### **Article 21. Cases where written opinions may or may not be collected**

The Board of Directors has the authority to collect written opinions from shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.

##### **Article 22. Process and procedures for obtaining written opinions from shareholders**

1. The Board of Directors must prepare the opinion ballots, the draft resolution of the General Meeting of Shareholders, and the explanatory documents for the draft resolution. The Board of Directors must ensure that the documents are sent and disclosed to shareholders within a reasonable period for review and voting and must send them at least ten (10) days before the deadline for receiving the opinion ballots. The requirements

and method of sending the opinion ballots and accompanying documents shall be carried out in accordance with Clause 3, Article 22 of this Charter.

2. The opinion ballot must include the following key contents:

- a. Name, head office address, business registration number;
- b. Purpose of obtaining written opinions;
- c. Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, business registration number or legal document number of the organization, head office address for organizational shareholders or full name, contact address, nationality, legal document number of the individual for the representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder.
- d. The issues for which written opinions are sought to approve decisions;
- e. Voting options include approval, disapproval and abstention on each issue being voted on;
- f. Deadline for submitting the completed written opinion form to the Company;
- g. Full name and signature of the Chairperson of the Board of Directors.

3. Shareholders may submit their completed opinion ballots by mail, fax, or email in accordance with the following provisions:

a. In case of mail submission, the completed opinion ballot must be signed by the shareholder if an individual, or by the authorized representative or legal representative if the shareholder is an organization. The opinion ballot sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the vote counting process.

b. In case of submission by fax or email: The opinion ballot sent to the Company via fax or email must be kept confidential until the vote counting process.

c. Opinion ballots received by the Company after the deadline specified in the opinion ballot, those opened in case of mail submission, or those disclosed before the vote counting process in case of fax or email submission shall be deemed invalid. Opinion ballots that are not submitted shall be considered as non-voting ballots.

4. The Board of Directors shall count the votes and prepare a vote-counting record under the supervision of the Board of Supervisors or shareholders who do not hold managerial positions in the Company. The vote-counting record must contain the following key contents:

- a. Name, head office address, business registration number;
- b. Purpose and issues for which written opinions are sought to approve decisions;
- c. Number of shareholders and total voting rights participating in the voting, distinguishing valid and invalid votes, and voting method, with an appendix listing the participating shareholders;
- d. Total number of votes for approval, disapproval, and abstention on each issue;
- e. Issues that have been approved and the corresponding voting ratios;

- f. Full names and signatures of the Chairperson of the Board of Directors, the vote counter, and the vote-counting supervisor.

Members of the Board of Directors, the vote counter, and the vote-counting supervisor shall be jointly liable for the accuracy and truthfulness of the vote-counting record and for any damages resulting from dishonesty or inaccuracies in the vote-counting process.

5. The vote-counting record and the resolution must be published on the Company's website within twenty-four (24) hours from the completion of the vote counting.

6. The completed opinion ballots, the vote counting minutes, the full text of the approved resolution, and the related documents attached to the opinion ballots must all be kept at the Company's head office.

7. A decision passed by collecting written opinions from shareholders must be approved by shareholders representing more than 50% of the total voting shares and shall have the same validity as a decision passed at the General Meeting of Shareholders.

In cases where written opinions are sought for a resolution of the General Meeting of Shareholders that adversely changes the rights and obligations of preferred shareholders, such a resolution shall only be passed if it is approved by shareholders of the same class holding at least 75% of the total preferred shares of that class.

#### **Section 4**

##### **Order and procedures for the General Meeting of Shareholders to pass resolutions through an online meeting**

##### **Article 23. Notification of convening an online General Meeting of Shareholders (Online Conference)**

1. Based on the actual situation, the Board of Directors decides to convene the General Meeting of Shareholders in the form of an Online Conference or a combination of an In-person and Online Conference in accordance with the Company's Charter. In case the meeting includes an online format, the General Meeting Organizing Committee, established by the Board of Directors, is responsible for implementing the procedures and tasks as stipulated in these Regulations to facilitate the online organization.

2. The General Meeting Organizing Committee is responsible for:

a. Carrying out procedures for preparing the list of shareholders entitled to attend, sending meeting invitations and related documents, disclosing information, and performing other tasks in compliance with legal regulations and the Company's Charter;

b. Sending documents containing instructions for shareholder status verification to each shareholder.

c. b. Preparing electronic means and facilities to ensure the smooth organization of the Online General Meeting and electronic voting.

d. c. Performing other tasks as assigned by the Board of Directors.

3. Shareholders registering to attend the General Meeting in compliance with these Regulations serve as the basis for determining the attendance ratio required to proceed with the General Meeting in the form of an Online Conference or a combination of an In-person and Online Conference.

4. The form of shareholder registration for Online Conference attendance and electronic voting holds the same legal validity as in-person attendance and direct voting at the conference.

5. The Board of Directors is responsible for issuing necessary guidelines to facilitate the organization of the Online General Meeting and electronic voting.

#### **Article 24. verification of shareholder eligibility**

1. The Company shall send an invitation to attend the Online Conference along with a document containing instructions for shareholder status verification to each shareholder. Shareholders must follow the provided instructions to register their information and verify their shareholder status before attending the Online Conference. The General Meeting Organizing Committee must notify shareholders of the registration guidelines, electronic voting regulations, and other necessary information before the Online Conference takes place.

2. After successfully verifying shareholder eligibility, the Company shall issue an Access Account to shareholders for registering their attendance at the Online Conference and participating in electronic voting on the System, following the instructions specified in Clause 1 of this Article.

3. The following cases shall be considered as shareholders not attending the Online Conference:

a. Shareholders who fail to provide the required information and do not send a response to the Company for shareholder status verification.

b. Shareholders who do not register for the Online Conference as stipulated in these Regulations.

#### **Article 25. Registration Procedure for Attending the Online General Meeting of Shareholders**

Based on the means and operational methods of the online meeting platform, the Company's Board of Directors shall notify, provide guidance, and issue appropriate regulations for the General Meeting of Shareholders to ensure shareholders' rights and interests.

#### **Article 26. Authorization for a Representative to Attend the Online General Meeting of Shareholders**

Based on the means and operational methods of the online meeting platform, the Company's Board of Directors shall notify, provide guidelines, and issue appropriate

regulations for the General Meeting of Shareholders to ensure shareholders' rights and interests.

#### **Article 27. Conditions for Conducting the General Meeting of Shareholders**

1. The number of shareholders registering to attend the Online General Meeting of Shareholders (GMS) must represent at least fifty percent (50%) of the total voting shares of the Company. If the required shareholder registration ratio is not met, the Board of Directors shall be responsible for notifying shareholders and organizing a re-registration process to proceed with the Online GMS in accordance with regulations.

2. Requirements for the Online Meeting and Electronic Voting System:

a. The network connection at the main venue must be continuous and stable to ensure uninterrupted participation by shareholders. In the event of disruptions at the main venue, the General Meeting Organizing Committee or the Meeting Chairperson must summarize the interrupted proceedings.

b. The main venue must meet all necessary conditions regarding sound, lighting, network connection, power supply, electronic devices, and other required equipment suitable for the nature of the Online GMS.

c. Information security must be ensured, and access credentials to the system must be kept confidential. All information received and transmitted via the system must comply with data confidentiality principles and relevant legal regulations.

d. Electronic data related to the Online GMS must be stored and retrievable from the system.

#### **Article 28. Forms of Passing Resolutions at the Online General Meeting of Shareholders**

Forms of Passing Resolutions at the Online Conference as Specified in Article 20 of These Regulations.

#### **Article 29. Online Voting Method**

Based on the means and operational methods of the online meeting platform, the Company's Board of Directors shall notify, provide guidance, and issue appropriate regulations for the General Meeting of Shareholders to ensure the rights and interests of shareholders.

#### **Article 30. Online Ballot Counting and Result Announcement Method**

1. The Ballot Counting Committee shall review, aggregate, and report the voting results of each issue to the Chairperson.

2. The voting results shall be announced by the Chairperson immediately before the closing of the Online Conference.

#### **Article 31. Preparation of the General Meeting of Shareholders Minutes**

1. The content of the Online General Meeting of Shareholders shall be recorded by the Secretariat and documented in the Meeting Minutes in accordance with legal regulations and the Company's Charter.

2. The Meeting Minutes and Resolutions of the General Meeting of Shareholders shall be read and approved before the closing of the Online Conference.



**Article 32. Announcement of the General Meeting of Shareholders' Resolution**

1. A copy of the meeting minutes must be published on the Company's website within twenty-four (24) hours.
2. The Company must disclose information regarding the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises, securities laws, and stock market regulations.

**Section 5**

**Order and procedures for the General Meeting of Shareholders to pass resolutions through a hybrid meeting (a combination of in-person and online)**

**Article 33. Notification of meeting; Authorization of representative to attend meeting; Conditions for conducting meeting; Shareholder Verification and Form of passing resolution**

Comply with the provisions of Articles 23, 24, 26, 27 and 28 of this Regulation.

**Article 34. Method of Registration for Participation**

1. Shareholders attending the General Meeting of Shareholders (GMS) in person shall register in accordance with the provisions of Article 11 of this Regulation.
2. Shareholders attending the GMS online shall register in accordance with the provisions of Article 25 of this Regulation.

**Article 35. Voting method**

1. Shareholders attending the General Meeting in person shall vote in compliance with the provisions of Article 15 of these Regulations.
2. Shareholders attending the General Meeting online shall vote in compliance with the provisions of Article 29 of these Regulations.

**Article 36. Methods of counting votes and announcement of vote counting results**

1. The Ballot Counting Committee, as approved by the General Meeting of Shareholders, is responsible for reviewing and consolidating the results of both in-person voting and electronic voting (in compliance with Articles 16 and 30 of this Regulation) to compile the final voting results.
2. The voting results shall be announced by the Chairperson or the Ballot Counting Committee immediately during the hybrid (in-person and online) meeting.

**Article 37. Preparation of the General Meeting of Shareholders Minutes**

1. The hybrid General Meeting of Shareholders (in-person and online) must be recorded in minutes and either audio-recorded or stored in another electronic format. The minutes must be prepared in Vietnamese and include the contents required by the Law on Enterprises and the Company's Charter.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes.

3. The minutes of the General Meeting of Shareholders, the appendix listing registered shareholders, the approved resolutions, and related documents attached to the meeting notice must be kept at the Company's head office.

### **Article 38. Disclosure of Resolution of General Meeting of Shareholders**

1. The meeting minutes must be published on the Company's website within twenty-four (24) hours.

2. The Company must disclose information about the General Meeting of Shareholders to the public in accordance with the disclosure regulations under securities laws and stock market regulations.

## **CHAPTER III BOARD OF DIRECTORS**

### **Article 39. Roles, rights and obligations of the Board of Directors; Rights and Responsibilities of Members of the Board of Directors**

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

2. The rights and obligations of the Board of Directors are specified in Article 27 of the Company's Charter. The Board of Directors is responsible for developing the Company's strategy, setting directions, overseeing management, and making decisions on issues that do not fall under the authority of the General Meeting of Shareholders.

a. Authority and responsibility for strategic supervision and control of management activities; selection and supervision of members of the Board of Directors, General Director and other executives:

- Ensure the Company's operations comply with laws, the Charter, and internal regulations of the Company;

- The Board of Directors supervises the development and implementation of strategies and business plans in each period and controls the operations of the Management Board, specifically: Developing strategic directions, deciding on medium-term development strategies and plans and the Company's annual business, financial and investment plans;

- Decide on the organizational structure, the establishment of subsidiaries, branches, representative offices, and capital contributions or share acquisitions in other enterprises;

- Propose restructuring, dissolution, or request for bankruptcy of the Company;

- The Board of Directors issues the Company's Regulations to ensure the implementation of its rights and obligations as prescribed in Article 27 of the Company's Charter;

- Appoint and dismiss the General Director, the Company's capital representative at other enterprises and decide on the salary and remuneration of the General Director and the Company's capital representative at other enterprises;
- Monitor and prevent conflicts of interest involving Board members, members of the Board of Supervisors, the General Director, and other managers, including the misuse of company assets and the abuse of related party transactions;
- Supervise the performance of the Board of management and other executives;
- Resolve complaints, denunciations, and reflections related to officials under the appointment authority of the Board of Directors; The Board of Directors shall preside over the resolution of denunciations in the following cases: Denunciations related to members of the Board of Directors (except for denunciations related to all members of the Board of Directors which shall be presided over by the Board of Supervisors); Denunciations related to all members of the Board of Supervisors;
- Establish an Internal Audit Committee under the Board of Directors; decide on the appointment and dismissal of personnel and issue regulations on the operation of the Internal Audit Committee;
- Appoint and dismiss the person in charge of corporate governance;
- Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, General Director and other managers of the Company.

b. Responsibility for Ensuring Shareholder Rights:

- Responsible to shareholders for the Company's operations.
- Treat all shareholders equally and respect the interests of stakeholders related to the Company.
- The Board of Directors is responsible for organizing the General Meeting of Shareholders, as specifically stipulated in this Regulation;
- The Board of Directors is responsible for formulating a dividend policy to ensure shareholders' interests;
- The Board of Directors shall take the lead in preventing and resolving conflicts between shareholders and the Company. It is responsible for establishing a compliance system with monitoring mechanisms and internal controls to manage conflicts, as well as appropriately assigning responsibilities to ensure effective implementation.

c. Control, disclose information and ensure transparency:

- The Board of Directors shall approve the audited financial statements before submitting them to the General Meeting of Shareholders;
- The Board of Directors is responsible for preparing a report on corporate governance and the Company's performance and submitting it to the Annual General Meeting of Shareholders.

3. Rights and Responsibilities of Members of the Board of Directors

a. Authority and responsibility for strategic supervision and control of management activities; selection and supervision of members of the Board of Directors, General Director and other executives:

- Establish an Internal Audit Committee under the Board of Directors; decide on the appointment and dismissal of personnel and issue regulations on the operation of the Internal Audit Committee;

- Appoint and dismiss the person in charge of corporate governance;

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

b. Members of the Board of Directors have obligations as prescribed in the Company Charter and the following obligations:

- Perform their duties honestly and carefully in the best interests of shareholders and the Company;

- Attend all meetings of the Board of Directors and give opinions on the issues discussed;

- Timely and fully report to the Board of Directors the remuneration received from subsidiaries, affiliates and other organizations;

- Report to the Board of Directors at the most recent meeting on transactions between the Company, subsidiaries, companies in which the Company controls 50% or more of the charter capital with members of the Board of Directors and affiliated persons of such members; transactions between the Company and companies in which members of the Board of Directors are founding members or business managers within the three (03) most recent years prior to the time of the transaction;

- Disclose information when trading the Company's shares in compliance with the law.

#### **Article 40. Term and number of members of the Board of Directors**

The number of members of the Board of Directors is five (05) people. The term of each member of the Board of Directors is five (05) years; members of the Board of Directors may be re-elected for an unlimited number of terms.

Non-executive members of the Board of Directors shall account for at least one-third (1/3) of the total number of Board members;

#### **Article 41. Structure, standards and conditions of members of the Board of Directors**

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

- a. Have full civil act capacity and not be subject to restrictions on managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;

- b. Possess professional qualifications and experience in business administration or in the company's business sector, and are not necessarily shareholders of the company;

c. Have the health to meet job requirements, possess good ethics, honesty, integrity, and legal knowledge;

d. A member of the Board of Directors of the company must not concurrently serve as a member of the board of directors of more than five (05) other companies;

e. The Chairperson of the Board of Directors must not concurrently hold the position of General Director of the company.

f. A member of the Board of Directors must not have family relations with the General Director and other managers of the company; or with managers and those with authority to appoint managers of the parent company;

g. Other conditions and standards prescribed by the Law on Enterprises and relevant laws.

2. In addition to the general standards specified in Clause 1 of this Article, an independent member of the Board of Directors must also meet the following conditions:

a. Must not be working for the company, its parent company, subsidiary, or affiliate; and must not have worked for the company, its parent company, subsidiary, or affiliate for at least three (03) consecutive years prior;

b. Must not be receiving salary or remuneration from the company, except for allowances received as a member of the Board of Directors;

c. Must not have a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological sibling who is a major shareholder of the company or a manager of the company, its subsidiary, or affiliate;

d. Must not directly or indirectly own at least 01% of the total voting shares of the company;

e. Must not have been a member of the Board of Directors or the Board of Supervisors of the company for at least five (05) consecutive years prior, except in cases of continuous reappointment for two (02) consecutive terms;

f. Must not be working for organizations providing legal consulting or auditing services for the company in the past two (02) years;

g. Must meet other conditions as prescribed in the company's Charter and applicable laws.

#### **Article 42. Methods for Shareholders and Shareholder Groups to Nominate and Self-Nominate Candidates for the Board of Directors**

##### **1. Self-nomination and nomination for the Board of Directors**

Shareholders or shareholder groups holding at least 10% of the total outstanding ordinary shares have the right to nominate candidates for the Board of Directors. The nomination rights are as follows. Shareholders or shareholder groups holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; Shareholders or shareholder groups holding from 20% to less than 30% of the total voting shares may nominate up to two (02) candidates; Shareholders or shareholder groups holding from 30% to less than 40% of the total voting shares may nominate up to three (03) candidates.

Shareholders or shareholder groups holding from 40% to less than 50% of the total voting shares may nominate up to four (04) candidates. Shareholders or shareholder groups holding 50% or more of the total voting shares may nominate up to five (05) candidates.

2. In case the number of Board of Directors candidates nominated and self-nominated is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to the mechanism stipulated in the Company's Internal Regulations on Corporate Governance. The procedure for the incumbent Board of Directors to introduce Board of Directors candidates must be clearly disclosed and approved by the General Meeting of Shareholders before proceeding with the nomination, in compliance with legal regulations.

3. The list, resumes, and relevant information of the nominated or self-nominated candidates for election to the Board of Directors, as stipulated in Clause 1, Article 25 of the Company's Charter, must be submitted to the incumbent Board of Directors for inclusion in the General Meeting of Shareholders' documents. This information must be published on the Company's website at least ten (10) days before the opening of the General Meeting of Shareholders to allow shareholders to review the Board of Directors candidates before voting.

#### **Article 43. Methods of electing members of the Board of Directors**

The election of members of the Board of Directors is carried out in compliance with Clause 3, Article 20 of these Regulations.

#### **Article 44. Cases of Dismissal, and Supplementation of Board of Directors Members**

1. A member of the Board of Directors shall cease to be a Board member in cases of dismissal or replacement by the General Meeting of Shareholders as follows:

a. Dismissal by the General Meeting of Shareholders in the following cases:

- Failing to meet the qualifications of a Board member as prescribed in Article 155 of the Law on Enterprises or being legally prohibited from serving as a Board member;

- Submitting a resignation letter and having it approved;

- Being mentally incapacitated, with professional evidence from other Board members proving that the individual no longer has legal capacity.

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

- Failing to attend Board meetings for six (06) consecutive months, except in force majeure cases;

- Providing false personal information when submitting candidacy for the Board of Directors;

- Violating laws and the Company's Charter regarding the purchase, sale, and transfer of shares;

- Violating laws and the Company's Charter while performing assigned duties;
- Losing legal entity status if the Board member represents a corporate shareholder;
- The Company being dissolved as per a court ruling.

c. When deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss, or remove a Board member beyond the cases specified in points (a) and (b) of this clause.

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

a. The number of Board members falls below the minimum required by law or decreases by more than one-third (1/3) of the number specified in the Company's Charter. In this case, the Board of Directors must convene the General Meeting of Shareholders to elect replacements within thirty (30) days from the date the number of members falls below the minimum and within sixty (60) days from the date the number of members decreases by more than one-third (1/3);

b. Except for the case specified in Point (a) of this clause, the General Meeting of Shareholders shall elect new members to replace dismissed or removed Board members at the nearest meeting.

#### **Article 45. Notice on the Election, Dismissal of Board of Directors Members**

Notice on the election, dismissal of members of the Board of Directors in compliance with the provisions of law on securities and the stock market.

#### **Article 46. Method of introducing candidates for Board of Directors members**

If candidates have been pre-identified, relevant information about the Board of Directors candidates shall be included in the General Meeting of Shareholders' meeting documents and published on the Company's website at least ten (10) days before the opening of the General Meeting of Shareholders. This allows shareholders to review the candidates before voting. Each Board of Directors candidate must provide a written commitment confirming the honesty, accuracy, and reasonableness of the disclosed personal information and pledge to perform their duties with integrity if elected. The disclosed information about the Board of Directors candidates includes:

1. Full name, date of birth;
2. Professional qualifications;
3. Work Experience;
4. Other management positions (including positions on the Board of Directors of other companies);
5. Benefits related to the Company and its stakeholders;
6. Other information (if any).
7. The Company is responsible for disclosing information about the companies in which the candidate is holding the position of Board member, other management

positions and the interests related to the company of the candidate for Board of Directors (if any).

**Article 47. Election, dismissal of the Chairperson of the Board of Directors**

1. The Board of Directors elects the Chairperson and Vice Chairperson of the Board of Directors from among the members of the Board of Directors by direct election and secret ballot.

2. The Chairperson of the Board of Directors has the following rights and obligations:

- a. Develop programs and plans of activities of the Board of Directors;
- b. Prepare agenda, content, and documents for meetings; convene, chair, and chairing the Board of Directors' meetings;
- c. Organize the adoption of resolutions and decisions of the Board of Directors;
- d. Monitor the implementation of resolutions and decisions of the Board of Directors;
- e. Chairing the General Meeting of Shareholders;
- f. Exercising other rights and obligations as prescribed by the Law on Enterprises;
- g. Developing the work program and assigning Board members to oversee the Company's activities;
- h. Signing documents and regulations within the authority of the Board of Directors on behalf of the Board after they have been approved;
- i. The Chairperson of the Board of Directors also shares the rights and responsibilities of Board members as stipulated in the Law on Enterprises.

3. In case the Chairperson of the Board of Directors submits a resignation or is dismissed from office, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or dismissal based on the majority principle.

4. In case the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and obligations of the Chairperson of the Board of Directors in accordance with the principles stipulated in the Company's Charter. In the event that the Chairperson of the Board of Directors passes away, is missing, is temporarily detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or an educational institution, has fled their residence, is restricted or has lost civil act capacity, has difficulties in perception and behavior control, or is prohibited by the court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one among themselves to assume the position of Chairperson of the Board of Directors based on the majority approval of the remaining members until a new decision is made by the Board of Directors.

**Article 48. Remuneration, bonuses and other benefits of members of the Board of Directors**

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

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to fulfill the duties of a Board member and the remuneration per day. The Board of Directors estimates the remuneration for each member based on the principle of unanimity. The total remuneration and bonuses of the Board of Directors are determined



by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is accounted for as part of the Company's business expenses in compliance with corporate income tax regulations, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors who holds an executive position, works in committees under the Board of Directors, or performs tasks beyond the usual responsibilities of a Board member may receive additional remuneration in the form of a lump sum, salary, commission, profit-sharing, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in the performance of their Board duties, including expenses for attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company with the approval of the General Meeting of Shareholders. This insurance does not cover liabilities related to violations of laws and the Company's Charter.

#### **Article 49. Meeting of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the Board of Directors election. This meeting shall be convened and chaired by the member who received the highest number of votes or the highest voting ratio. In case there is more than one (01) member with the highest number of votes or an equal voting ratio, the members shall elect by majority vote one (01) among them to convene the Board of Directors meeting.

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

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

- a. Upon request from the Board of Supervisors or an independent member of the Board of Directors;
- b. Upon request from the General Director or at least five (05) other managers;
- c. Upon request from at least two (02) members of the Board of Directors;

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions under the authority of the Board of Directors.

5. The Chairperson of the Board of Directors must convene the meeting of the Board of Directors within seven (07) working days from the date of receiving the request as stated in Clause 3 of this Article. If the Chairperson fails to convene the meeting, the Chairperson shall be responsible for any damage caused to the Company, and the requesting person has the right to convene the meeting of the Board of Directors.

6. In case of a request from an independent auditing firm conducting the

Company's financial statement audit, the Chairperson of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

7. The Chairperson of the Board of Directors or the convener of the meeting must send a meeting invitation at least three (03) working days before the meeting date. The invitation must specify the time and venue of the meeting, agenda, issues to be discussed, and decisions to be made. The invitation must be accompanied by meeting materials and voting ballots for members.

The invitation may be sent by written notice, phone, fax, email, or other means, ensuring that it reaches the registered contact address of each member of the Board of Directors.

8. The Chairperson of the Board of Directors or the convener of the meeting must send the invitation and accompanying documents to members of the Board of Supervisors in the same manner as for members of the Board of Directors.

9. The first meeting of the Board of Directors shall only be conducted and decisions made when at least three-fourths (3/4) of the members are present. If the meeting convened under this clause does not have the required quorum, a second meeting shall be convened within seven (07) days from the scheduled date of the first meeting. In this case, the meeting shall proceed if more than one-half (1/2) of the members of the Board of Directors are present.

10. Meetings of the Board of Directors shall be held at the Company's head office or other locations in Vietnam or abroad as decided by the Chairperson of the Board of Directors with the consent of the members.

11. Meetings of the Board of Directors may be held online when all or some members are at different locations, provided that each participating member is able to.

- a. Hear every other member of the Board of Directors participating in the meeting;
- b. Speak with all other attendees simultaneously.

Discussions among members may be conducted directly via telephone, electronic communication, or a combination of these methods. The meeting venue shall be determined as the location with the most members present or where the meeting Chairperson is present.

Decisions made in a telephone meeting shall be considered valid immediately upon the meeting's conclusion but must be confirmed by the signatures of all participating Board members in the meeting minutes

#### **Article 50. Voting method**

1. Each member of the Board of Directors or an authorized representative under Clause 8 of this Article, when personally present at the Board of Directors meeting, shall have one (01) voting right;

2. The Board of Directors passes resolutions and decisions through direct voting at the meeting, written voting, online meetings, or other forms as stipulated by the Company's Charter.

3. In the case of voting ballots sent to the meeting by mail, the ballots must be placed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the meeting commences. The ballots shall only be opened in the presence of all attendees.

4. If a resolution or decision of the Board of Directors is passed in violation of the law, the General Meeting of Shareholders' resolutions, or the Company's Charter, causing damage to the Company, the members who approved such resolution or decision shall bear joint and personal liability for the resolution or decision and must compensate for the Company's damages. Members who opposed the resolution or decision shall be exempt from liability.

5. Supervisors have the right to attend meetings of the Board of Directors, participate in discussions, but do not have voting rights.

#### **Article 51. Method of passing resolutions of the Board of Directors**

1. The Board of Directors passes decisions and resolutions based on the approval of the majority of the Board members present (over 50%). In case of a tie, the vote of the Chairperson of the Board of Directors shall be the deciding vote.

2. A resolution passed through written consultation is approved based on the majority approval of the Board members eligible to vote. Such a resolution has the same validity and effect as a resolution passed at a meeting.

#### **Article 52. Methods of objecting to and requesting the cancellation of resolutions of the Board of Directors**

1. Members of the Board of Directors have the right to object to the resolution of the Board of Directors. The meeting secretary shall record the objection in the meeting minutes if the resolution is announced at the meeting, or send a written document to the Board of Directors if the resolution is announced after the meeting.

2. In any case, the Board of Directors members must still comply with the Board of Directors' resolution until there is a court or arbitration decision on the cancellation of the Board of Directors' resolution that takes effect.

#### **Article 53. Authorization for another person to attend a meeting on behalf of a member of the Board of Directors**

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

#### **Article 54. Minutes of the Board of Directors' Meeting**

The minutes of the Board of Directors' meeting must be prepared in detail and clearly. The chairperson of the meeting and the minutes taker must sign the meeting minutes.

In cases where the Board of Directors approves resolutions or decisions through online meetings, the minutes taker shall send the meeting minutes to all members of the

Board of Directors. Each attending member shall respond via email to confirm the content of the minutes.

The minutes of the Board of Directors' meeting must be retained in accordance with the provisions of the law and the Company's Charter.

#### **Article 55. Notification of Board of Directors' resolutions**

The Company is responsible for disclosing information internally, on the Company's website, in compliance with the procedures and regulations of the Law on Enterprises, the Law on Securities, and the Stock Market.

#### **Article 56. Internal Audit Committee**

1. The Board of Directors shall establish an Internal Audit Committee under its direct supervision to perform internal audit functions. The personnel of the Internal Audit Committee shall be appointed, dismissed by the Board of Directors.

##### **2. Responsibilities of the Internal Audit Committee**

a. Be accountable to the Board of Directors for the results of internal audit activities, including evaluations, conclusions, recommendations, and proposals in internal audit reports;

b. Maintain confidentiality of documents and information in accordance with applicable laws and the Internal Audit Committee's regulations issued by the Board of Directors;

c. Promptly monitor, supervise, and inspect the implementation of post-audit recommendations for the Company's departments and units;

d. Organize continuous training to enhance and ensure professional competence for internal auditors;

e. Fulfill other responsibilities as prescribed by law and the Internal Audit Committee's regulations issued by the Board of Directors.

3. The responsibilities and authority of internal auditors and the Head of the Internal Audit Committee shall be specifically defined in the Internal Audit Committee's regulations issued by the Board of Directors.

##### **4. Conditions and Qualifications for Internal Auditors**

a. Hold a university degree or higher in relevant disciplines required for auditing, possess comprehensive knowledge, and continuously update knowledge in the assigned internal audit areas;

b. Have at least five (05) years of experience in the relevant field of study or at least three (03) years of work experience in the Company, or at least three (03) years of experience in auditing, accounting, or inspection;

c. Possess general legal knowledge and an understanding of the Company's operations, be capable of collecting, analyzing, evaluating, and synthesizing information, and have knowledge and skills in internal auditing;

d. Have not been subject to disciplinary action at the level of a warning or higher for violations in economic, financial, or accounting management and are not currently

under disciplinary enforcement;

- e. Meet Other standards as required by law, if applicable.

**Article 57. Principles of operating of the Internal Audit Committee**

1. In the process of exercising its delegated powers, the Internal Audit Committee must comply with the regulations set forth by the Board of Directors.

2. The implementation of decisions of the Board of Directors and the Internal Audit Committee must comply with current legal regulations, regulations in the Charter and Internal Regulations on corporate governance of the Company.

**Article 58. Person in charge of corporate governance**

1. The Board of Directors of the Company must appoint at least one (01) person as the Corporate Governance Officer to support the Company's governance activities. The Corporate Governance Officer may concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises. The term of office of the Corporate Governance Officer shall be decided by the Board of Directors, with a maximum of five (05) years.

2. The person in charge of corporate governance shall not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

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

- a. Advise the Board of Directors on organizing the General Meeting of Shareholders in compliance with regulations and issues related to the Company and shareholders;
- b. Prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;
- c. Advise on the procedures of meetings;
- d. Attend the meetings;
- e. Advise on the procedures for drafting resolutions of the Board of Directors in compliance with legal regulations;
- f. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Board of Supervisors;
- g. Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h. Act as the focal point of contact with relevant stakeholders;
- i. Keep information confidential in compliance with legal regulations and the Company's Charter;
- j. Other rights and obligations as prescribed by law;

## **CHAPTER IV**

### **BOARD OF SUPERVISORS**

#### **Article 59. Roles, rights and obligations of the Board of Supervisors; responsibilities of members of the Board of Supervisors**

1. The Board of Supervisors oversees the Board of Directors and the Board of Management in the management and administration of the Company; examines the reasonableness, legality, honesty, and prudence in business management and operations, as well as in the organization of accounting, statistics, and financial reporting. It also appraises business performance reports, the Board of Directors' management assessment reports, and the Board of Management's operational reports.

2. The Board of Supervisors has the rights and obligations stipulated in Article 170 of the Law on Enterprises, the Company's Charter, and the following rights and obligations:

a. Petition and recommend the General Meeting of Shareholders to approve the list of audit organizations approved to audit the Company's Financial Statements; decide on the approved audit organization to inspect the Company's operations, and dismiss the approved auditor when deemed necessary;

b. Be accountable to shareholders for its supervisory activities;

c. Supervise the Company's financial situation and ensure compliance with laws by members of the Board of Directors, the General Director, and other managers;

d. Ensure coordination of activities with the Board of Directors, General Director and shareholders;

e. In case of detecting any violations of the law or the Company's Charter by members of the Board of Directors, the General Director, or other executives, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation, and propose remedial measures;

f. Develop the Board of Supervisors' operating regulations and submit them to the General Meeting of Shareholders for approval;

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

3. Members of the Board of Supervisors have the rights prescribed by the Law on Enterprises, relevant laws, and the Company's Charter. In particular, they have the right to access information and documents related to the Company's operations. Members of the Board of Directors, the General Director, and other executives are responsible for providing timely and complete information upon request by members of the Board of Supervisors.

Members of the Board of Supervisors must comply with legal regulations, the Company's Charter, and professional ethics while performing their assigned rights and obligations.

#### **Article 60. Number of members and organization of activities of the Board of Supervisors**

1. The Board of Supervisors consists of three (03) members. The term of office for

a member of the Board of Supervisors shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

2. The regulations on the organization of the Board of Supervisors, as well as the specific responsibilities and authority of its members, shall be stipulated in detail in the Charter on Organization and Operation of the Board of Supervisors.

#### **Article 61. Standards for members of the Board of Supervisors**

1. Members of the Board of 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. Have a university degree, trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or other majors suitable for the Company's business activities;
- c. Not being a family member of the Company's manager and the Company's parent company; the representative of the Company's capital, the representative of the State capital at the Company's parent company and at the Company;
- d. Not a manager of the Company; not necessarily a shareholder or employee of the Company;
- e. Be healthy, have good moral qualities, be honest, upright and have knowledge of the law;
- f. Not working in the Company's accounting or finance department;
- g. Not being a member or employee of an independent auditing company that audited the company's financial statements in the previous (03) consecutive years.
- h. Not be a family member of the Company's business manager and parent company; representative of the enterprise's capital, representative of state capital at the parent company and at the Company.

2. The Head of the Board of Supervisors must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major related to the Company's business activities.

#### **Article 62. Method for Shareholders or Groups of Shareholders to Nominate or Self-Nominate Candidates for the Board of Supervisors**

1. Shareholders or groups of shareholders holding at least 10% of the total ordinary shares have the right to nominate candidates for the Board of Supervisors. Specifically: Shareholders or groups holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; From 20% to less than 30% may nominate up to two (02) candidates. From 30% to less than 40% may nominate up to three (03) candidates. From 40% to less than 50% may nominate up to four (04) candidates. 50% or more may nominate up to five (05) candidates

2. In the event that the number of candidates nominated and self-nominated for the Board of Supervisors is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination process in accordance with the Company's Charter, this Regulation, and the Operating Regulation of the Board of

Supervisors. The nomination of candidates by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors, in compliance with legal regulations.

### **Article 63. Methods of electing members of the Board of Supervisors**

Election of members of the Board of Supervisors is carried out according to Clause 3, Article 20 of this Regulation.

### **Article 64. Cases of dismissal of members of the Board of Supervisors**

1. A member of the Board of Supervisors shall be dismissed in the following cases:
  - a. No longer meeting the qualifications and conditions to be a member of the Board of Supervisors as stipulated in Clause 2 of this Article;
  - b. Submitting a resignation letter and having it approved;
  - c. Other cases as prescribed by law and this Charter;
2. A member of the Board of Supervisors shall be dismissed in the following cases:
  - a. Failing to fulfill assigned tasks and responsibilities;
  - b. Repeatedly or seriously violating the obligations of a member of the Board of Supervisors as stipulated in the Law on Enterprises and the Company's Charter;
  - c. Failing to perform their rights and obligations for six (06) consecutive months, except in force majeure cases;
  - d. Other cases as resolved by the General Meeting of Shareholders.
  - e. Other cases as prescribed by law, if any.

### **Article 65. Notice of election, dismissal of members of the Board of Supervisors**

Notice of election, dismissal of members of the Board of Supervisors according to the provisions of the law on enterprises, securities law and the stock market.

### **Article 66. Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors**

Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors are implemented according to the following provisions:

1. Members of the Board of Supervisors are paid salaries, remuneration, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remuneration, bonuses, other benefits and the annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses related to meals, accommodation, travel, and the use of independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors as 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 shall be accounted for as business expenses of the Company in accordance with corporate income tax



regulations and other relevant legal provisions. These expenses must be separately recorded in the Company's annual financial statements.

## **CHAPTER V**

### **GENERAL DIRECTOR AND OTHER EXECUTIVES**

#### **Article 67. Organizational management structure**

1. The Company's management system must ensure that the executive apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in implementing the Board of Directors' directives and resolutions. The Company has a General Director, Deputy General Directors, Chief Accountant and other executive positions appointed by the Board of Directors. The appointment, dismissal and removal of the above positions must be approved by a resolution of the Board of Directors.

2. The General Director has the following powers except those of the General Meeting of Shareholders and the Board of Directors:

- a. The General Director has full authority over the organizational structure and internal management regulations of the Company and performs any other tasks as prescribed in the Charter, this Regulation or resolution of the Board of Directors;
- b. The authority of each member of the Management Board will be decided by the General Director through internal regulations;
- c. The duties and responsibilities of the members of the Executive Board are decided by the General Director.

#### **Article 68. Business Executives**

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and qualifications appropriate to the Company's management structure and regulations as prescribed by the Board of Directors. Business executives must be diligent in supporting the Company in achieving its operational and organizational goals.

2. The salary, remuneration, benefits and other terms of the employment contract for the General Director shall be decided by the Board of Directors and the contracts with other executives shall be decided by the Board of Directors after consulting with the General Director.

#### **Article 69. Standards for Business Executives**

Specific standards for Business Executives qualifications include the following:

1. Honesty, enthusiasm and prestige;
2. Relevant professional qualifications and organizational skills, the ability to align the interests of all stakeholders and make sound decisions;
3. Business experience, good knowledge of economics, politics, law and social issues as well as knowledge and trends of market, products and competitors;

4. Ability to turn knowledge and experience into solutions applied to the Company's production and business activities;
5. Be responsible and diligent in supporting the Company in achieving its operational and organizational goals.

#### **Article 70. Appointment and dismissal of Business Executives**

1. The appointment and dismissal of the General Director is stipulated in Article 34 of the Company Charter.
2. The appointment and dismissal of the Deputy General Directors and the Chief Accountant shall be nominated by the General Director and decided by the Board of Directors.
3. The Board of Directors or the Human Resources and Compensation Subcommittee shall be responsible for formulating specific policies and regulations related to the selection of positions.
4. The procedures for appointing business executives are specified in the Company's Personnel Management Regulations.

#### **Article 71. Signing labor contracts with Business Executives**

The company signs a contract with the Business Executives in compliance with the provisions of labor law.

#### **Article 72. Cases of dismissal of Business Executives**

The Board of Directors may dismiss an executive in the following cases:

1. Due to work requirements, staff reassignment, and rotation.;
2. Health is not guaranteed to continue working;
3. Failure to complete tasks or violation of Company rules and regulations, violation of the law but not to the extent of dismissal or forced termination of labor contract.

#### **Article 73. Notification of appointment and dismissal of Business Executives**

Notification of appointment and dismissal of business executives in compliance with the provisions of the Company Charter and regulations on securities and stock market.

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

**Article 74. Procedures and order of convening, notification of meeting, recording of minutes, notification of meeting results between the Board of Directors, Board of Supervisors and General Director**

Procedures and order of convening, notification of meeting invitation, recording

of minutes, and notification of meeting results between the Board of Directors, the Board of Supervisors and the General Director shall be carried out according to the procedures and order of convening Board of Directors meetings stipulated in Article 49 of this Regulation.

**Article 75. Notification of Board of Directors' resolutions to the Board of Supervisors and General Director**

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

**Article 76. Cases Where the General Director and the Board of Supervisors Request to Convene a Meeting of the Board of Directors and Matters Requiring Consultation with the Board of Directors**

1. Cases of request to convene a meeting of the Board of Directors

a. The Board of Supervisors may propose to convene a meeting of the Board of Directors in the following cases:

- When it is determined that the access rights of the members of the Board of Supervisors to information and documents related to the Company's operations are not fully implemented in accordance with applicable laws and the Company's Charter;

- When detecting violations of laws or the Company's Charter by members of the Board of Directors, the General Director, or other executives, after having provided written notice to the Board of Directors, but the violating individual has not ceased the violation or implemented corrective measures.

b. The General Director may propose to convene a meeting of the Board of Directors in the following cases:

- When it is determined that the rights of the General Director, as stipulated in Article 34 of the Company's Charter, are not being exercised;

- When detecting violations of laws or the Company's Charter by other executives, after having provided written notice to the Board of Directors, but the violating individual has not ceased the violation or implemented corrective measures.

2. Issues requiring the Board of Directors' approval.:

a. The General Director must seek opinions from the Board of Directors on matters stipulated in Clause 2, Article 27 of the Company's Charter and other issues as prescribed in these Regulations approved by the Board of Directors.

b. The issues requiring consultation with the Board of Directors must be submitted at least seven (07) working days in advance.

**Article 77. The General Director's report to the Board of Directors on the implementation of assigned duties and authorities**

1. Report on the implementation of 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. Periodic quarterly and annual reports assessing the company's financial situation and business operations.

3. Reports on improvements in organizational structure, policies, and management.

4. Annual reports on the implementation of obligations related to the environment, community, and employees.

5. Reports on the implementation of other matters authorized by the Board of Directors and the General Meeting of Shareholders.

6. Submission of other reports as required by the Board of Directors, the Company's Charter, and this Regulation.

**Article 78. Review of the implementation of resolutions and other issues authorized by the Board of Directors to the General Director**

1. Based on the General Director's report on the performance of assigned duties and powers as prescribed in Article 34 of the Company's Charter, the Board of Directors will review the results of the implementation of resolutions and other issues authorized by the Board of Directors to the General Director.

2. The review of the implementation of resolutions and other issues authorized by the Board of Directors to the General Director is conducted at regular meetings between the Board of Directors, the Board of Supervisors and the General Director.

3. Every quarter, every six months and every year, the Board of Directors inspects and evaluates the implementation of resolutions and contents authorized for the General Director to implement or organize the implementation.

4. The criteria for evaluating the implementation results of resolutions and other matters authorized by the Board of Directors to the General Director are based on the Company's business performance, with consultation from the Board of Supervisors.

**Article 79. Issues that the General Director must report, provide information and methods of notification to the Board of Directors and the Board of Supervisors**

1. The General Director must report and provide information to the Board of Directors on issues as prescribed, specifically:

a. When there are proposed measures to improve the Company's operations and management;

b. Prepare the Company's long-term, annual and quarterly budgets (hereinafter referred to as the budgets) to serve the Company's long-term, annual and quarterly management activities according to the business plan. The annual budget (including the balance sheet, income statement and expected cash flow statement) for each fiscal year must be submitted by the General Director to the Board of Directors for approval and must include the information specified in the Company's regulations;

c. The General Director must plan for the Board of Directors to approve issues related to recruitment, employee termination, salary, social insurance, benefits, rewards and discipline for employees and business executives;

d. The General Director must plan for the Board of Directors to approve issues

related to the Company's relationship with the Trade Union;

e. The General Director is obliged to notify the Board of Directors and the Board of Supervisors of transactions between the Company, subsidiaries in which the Company controls more than 50% of the charter capital, members of the Board of Directors, members of the Board of Supervisors, the General Director, and their related persons, and transactions specified in Article 92 of this Regulation;

f. Contents requiring the Board of Directors' opinion must be submitted at least seven (07) working days in advance and the Board of Directors will respond within seven (07) working days.

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 is responsible for supporting and coordinating with the Board of Supervisors to ensure that the Board of Supervisors properly performs its responsibilities and obligations in accordance with the provisions of law and the Company's Charter;

b. The General Director's report to the Board of Directors or other documents issued by the Company shall be sent to the Supervisors at the same time and in the same manner as to the members of the Board of Directors;

c. The Board of Directors, members of the Board of Directors, the General Director, and other business executives must provide complete, accurate, and timely information and documents on the management, operations, and business activities of the Company upon request of the Controller or the Board of Supervisors.

#### **Article 80. Coordination of activities between the Board of Directors and the Board of Supervisors**

1. Responsibilities of the Board of Directors in coordination with the Board of Supervisors.

a. Meeting invitations and accompanying documents are sent to members of the Board of Supervisors at the same time as they are sent to members of the Board of Directors;

b. Resolutions of the Board of Directors are sent to the Board of Supervisors (at the same time as they are sent to the Company) within the time limit specified in the Company Charter and this Regulation;

c. When the Board of Supervisors proposes to select an independent Auditor, the Board of Directors must respond in compliance with the provisions of the Company Charter and this Regulation;

d. Other contents requiring the opinion of the Board of Supervisors must be submitted within the prescribed time limit and the Board of Supervisors is responsible for responding in compliance with the provisions of the Company Charter and this Regulation;

e. The Board of Directors must facilitate the Board of Supervisors in performing regular and ad-hoc inspection and supervision functions. Upon receiving inspection minutes or summary reports of inspection rounds from the Board of Supervisors, the Board of Directors must review them to develop plans for strengthening and rectifying issues, take

necessary measures against relevant units and individuals, and address any violations identified after the inspection.

2. Responsibilities of the Board of Supervisors in coordination with the Board of Directors

a. Regularly inform the Board of Directors about the performance results, consult 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 (at the same time requesting the General Director and independent auditors) to attend and answer issues of concern to members of the Board of Supervisors;

c. The periodic and unscheduled inspections of the Board of Supervisors must have a written conclusion (no later than 15 working days from the end date) sent to the Board of Directors to have more basis to assist the Board of Directors in the management of the Company. Depending on the level and results of the above inspection, the Board of Supervisors must discuss and reach an agreement with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the authorized person shall reserve his/her opinion and record it in the minutes and the Head of the Board of Supervisors shall be responsible for reporting to the nearest General Meeting of Shareholders;

d. The Board of Supervisors must receive complaints from shareholders related to the management and operation of the Company, organize the verification of complaints, report to the Board of Directors and respond to complaints from shareholders;

e. In case the Board of Supervisors discovers any violations of the law or 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 stop the violation and take remedial measures. At the same time, the Board of Supervisors shall be responsible for reporting to the General Meeting of Shareholders, reporting and disclosing information in compliance with current laws;

f. For recommendations related to the Company's operations and finances, the Board of Supervisors must send relevant documents and materials at least fifteen (15) working days before the expected date of receipt of feedback;

g. Other issues requiring the Board of Directors' approval must be submitted at least seven (07) working days in advance and the Board of Directors will respond within seven (07) working days.

**Article 81. Coordination of activities between the Board of Directors and the General Director**

1. Board of Directors responsible for creating all necessary favorable conditions for the General Director and support staff to complete assigned tasks.

2. The General Director is responsible for strictly implementing the resolutions and decisions of the Board of Directors. In the process of implementing the resolutions and decisions of the Board of Directors, if any content is discovered that is not beneficial to the Company, the General Director is responsible for requesting the Board of Directors

to review and make appropriate adjustments. In case the Board of Directors does not adjust the resolution or decision, the General Director must still implement the resolution or decision but has the right to reserve his opinion.

3. The General Director, who is also a member of the Board of Directors of the Company, is responsible for reporting to the Board of Directors on issues related to the Company's operations.

4. The Chairperson of the Board of Directors attends or authorizes other members of the Board of Directors to attend briefing meetings and meetings to prepare content for the Board of Directors chaired by the General Director.

5. At meetings of the Board of Directors, the Chairperson of the Board of Directors or the person authorized to chair the Board of Directors meeting may decide to invite Deputy General Directors and Heads of relevant specialized Departments/Offices to attend, report on work and give opinions.

6. The General Director and managers are responsible for creating all conditions for members of the Board of Directors to perform assigned tasks, access information, and report fully and promptly.

7. The General Director shall proactively decide on issues within the authority of the General Director according to the Company Charter; decide on measures beyond his authority in emergency cases (such as natural disasters, enemy attacks, incidents) but shall be responsible for such decisions and shall immediately report to the Board of Directors. The reporting period shall be no later than twenty-four (24) hours from the time the emergency arises.

8. Periodically every quarter and every year, the General Director shall send a report on the Company's production and business activities to the Board of Directors, along with necessary recommendations to carry out assigned tasks according to his/her authority. When discovering risks or incidents that may adversely affect the reputation or production and business activities of the Company, the General Director and the manager must promptly report to the Chairperson of the Board of Directors and the Board members directly in charge of that work so that timely measures can be taken.

#### **Article 82. Coordination of activities between the Board of Supervisors and the General Director**

1. In meetings of the Board of Supervisors, the Board of Supervisors has the right to request the General Director (at the same time requesting both members of the Board of Directors and independent auditors) to attend and answer issues of concern to the members of the Board of Supervisors.

2. The periodic and unscheduled inspections of the Board of Supervisors must have a written conclusion (no later than 15 working days from the end date) sent to the General Director to have more basis to assist the General Director in the management of the Company. Depending on the level and results of the above inspection, the Board of Supervisors must discuss and reach an agreement with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the Board of Supervisors is authorized to reserve opinions and record them in the minutes and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders.

3. In case the Board of Supervisors discovers any violation of the law or the Company's charter by the General Director, the Board of Supervisors shall notify the General Director in writing within forty-eight (48) hours, requesting the violator to stop the violation and take measures to remedy the consequences. At the same time, the Board of Supervisors shall be responsible for reporting to the General Meeting of Shareholders and disclosing information in accordance with current laws.

4. Members of the Board of Supervisors have the right to request the General Director to facilitate access to records and documents related to the Company's business activities at the Head Office or where the records are stored.

5. For information and documents on management, business operations and business situation reports, financial reports, the request of the Board of Supervisors must be sent to the Company at least forty-eight (48) hours in advance. The Board of Supervisors must not use information that has not been permitted to be published by the Company or disclose it to others to carry out related transactions.

6. Other issues requiring the General Director's opinion must be submitted at least seven (07) working days in advance and the General Director will respond within seven (07) working days.

## **CHAPTER VII**

### **REGULATIONS ON PERFORMANCE EVALUATION, REWARDS, AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, CONTROLLERS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES OF THE COMPANY**

#### **Article 83. Performance Evaluation for Members of the Board of Directors, Members of the Board of Controllers, the General Director, and Other Executives of the Company**

1. The performance evaluation of Members of the Board of Directors, Members of the Board of Controllers, the General Director, and Other Executives shall be conducted in accordance with the Company's regulations and through one, several, or all of the following methods:

- a. Self-assessment;
- b. Evaluate activities periodically every 6 months;
- c. Annual performance reviews are conducted at the end of the year;
- d. Conducting ad-hoc surveys or votes of confidence;
- e. Other methods as selected by the Board of Directors from time to time.

2. The Board of Directors shall conduct performance evaluations of the Board members and positions appointed by the Board of Directors.

3. The Head of the Board of Controllers shall organize the evaluation of the performance of each member of the Board of Controllers in fulfilling their assigned



duties.

4. The General Director shall conduct performance evaluations of the positions appointed by the General Director.

#### **Article 84. Criteria for Performance Evaluation**

Criteria for evaluating the performance of members of the Board of Directors, members of the Board of Supervisors, General Director and other Executives include:

1. The results of assigned work include the level of completion, volume, quality, and efficiency of individual work and the development and performance of the unit.

2. Moral qualities, lifestyle, awareness, ideology, compliance with and observance of the Company Charter, Company regulations and laws.

3. Spirit of learning to improve qualifications, honesty, eagerness to learn in work, sense of organization, discipline, sense of responsibility in assigned work and current position.

4. Management ability, style, attitude in work management, anti-bureaucracy, corruption, waste.

5. Solidarity and coordination within the Unit, between Units and level of trust with employees.

#### **Article 85. Evaluation classification**

Based on the evaluation results, the classification of Members of the Board of Directors, Members of the Board of Controllers, the General Director, and Other Executives is as follows:

1. Outstanding completion of duties;

2. Good completion of duties;

3. Completion of duties;

4. Not yet completed the assigned duties.

Performance evaluation documents of Board of Directors members, Board of Management members and other Executives must be kept at the Company.

#### **Article 86. Rewards**

1. For Members of the Board of Directors, the General Director, and Members of the Board of Controllers, the reward system shall be determined by the General Meeting of Shareholders. For other executives, the General Director shall submit proposals to the Board of Directors regarding reward levels based on the performance evaluation outlined in Article 85 of this Regulation.

2. The forms, procedures, and processes for rewards shall be implemented in accordance with the Company's Reward and Commendation Regulations applicable at each point in time.

#### **Article 87. Discipline**

1. The Board of Directors is responsible for establishing a disciplinary system based on the nature and severity of violations. The highest disciplinary measures shall

include dismissal from office.

2. Members of the Board of Directors, Members of the Board of Supervisors and business executives who fail to fulfill their duties with honesty, diligence and prudence as required will be personally liable for damages caused by them.

3. Members of the Board of Directors, Supervisors, and business executives who violate the law or the Company's regulations while performing their duties shall, depending on the severity of the violation, be subject to disciplinary action, administrative sanctions, or criminal prosecution in accordance with the law and the Company's Charter. In case of causing damage to the Company's interests, shareholders or others shall be required to compensate in accordance with the law.

## **CHAPTER VIII**

### **REPORTING AND INFORMATION DISCLOSURE**

#### **Article 88. Obligation to disclose information**

The company is obligated to disclose full, accurate, and timely information on a regular and exceptional basis in accordance with securities laws regarding information disclosure to shareholders and the investing public. The company must disclose all other information that could potentially affect stock prices and influence the decisions of shareholders and investors.

The method of information disclosure must be carried out in compliance with the laws and the company's charter to ensure that shareholders and the investing public have equal access. The language used in the information disclosure should be clear, understandable, and avoid causing any misunderstanding for shareholders and the investing public.

#### **Article 89. Reports and disclosures about the company's organizational management structure and operations**

The company must report to the State Securities Commission, the Stock Exchange, and disclose information regarding any changes in its organizational management structure and operations within twenty-four (24) hours from the date the General Meeting of Shareholders makes a decision to change.

#### **Article 90. Reporting and disclosure of information on corporate governance**

1. The Company must report on its corporate governance status at the Annual General Meeting of Shareholders and disclose this information in the Company's Annual Report in compliance with securities regulations on information disclosure.

2. The Company is obligated to report and disclose information on its corporate governance status every six (06) months in compliance with securities regulations on information disclosure.

#### **Article 91. Disclosure of information on income of members of the Board of Directors and General Director**

The remuneration of each member of the Board of Directors and the salary of the General Director and other managers must be shown as a separate item in the Company's Annual Financial Report and must be reported to the General Meeting of Shareholders at the annual meeting.

**Article 92. Responsibility for reporting and information disclosure of members of the Board of Directors, members of the Board of Supervisors, and General Director**

In addition to the responsibilities prescribed in Article 291 of Decree 155/2020/ND-CP, members of the Board of Directors, members of the Board of Supervisors, and the General Director are responsible for reporting to the Board of Directors and the Board of Supervisors in the following cases:

1. Transactions between the Company and any company in which the aforementioned individuals are founding members or have held managerial positions within the past three (03) years prior to the transaction.
2. Transactions between the Company and companies in which affiliated persons of the above entities are members of the Board of Directors, General Director or major shareholders.

**CHAPTER IX  
AMENDMENTS OF THE INTERNAL REGULATIONS ON  
CORPORATE GOVERNANCE**

**Article 93. Amendment of the Internal Regulations on Corporate Governance**

1. Any amendments and supplements to this Regulation must be reviewed and decided by the General Meeting of Shareholders.
2. In the event that there are legal provisions related to the Company's operations that are not covered in this Regulation, or if any provisions of this Regulation conflict with the law, the relevant legal provisions shall automatically apply and govern the Company's operations.

**CHAPTER X  
EFFECTIVE DATE**

**Article 94. Effective date**

1. This regulation consists of 10 Chapters and 94 Articles, and was approved by the Annual General Meeting of Shareholders of the Company on April 10, 2025
2. This regulation replaces the Internal Regulation on Corporate Governance of Vinatrans, which was approved by the Annual General Meeting of Shareholders on March 31, 2021.
3. Any copies or extracts of the Internal Regulation on Corporate Governance of the Company must be signed by the Chairperson of the Board of Directors or at least half (1/2) of the total number of Board members in order to be valid.

**ON BEHALF OF BOARD OF DIRECTORS**

**CHAIRMAN**

**Nguyen Minh Huy**

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*Note: The translation is for information purpose only and does not substitute the official Vietnamese contents. In case of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.*

