

Số/ No. : 52/TT-HDQT.2025

Cần thơ, ngày 03 tháng 06 năm 2025
Can Tho, day 03 month 06 year 2025

TỜ TRÌNH/ PROPOSAL
ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025/
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FY 2025

V/v Thông qua Quy chế nội bộ về quản trị của CTCP Xuất Nhập Khẩu Thủy Sản Cần Thơ /
Re: Approval of the Internal Governance Regulations of Can Tho Import Export Seafood Joint Stock Company

Căn cứ: Pursuant to:

- Luật Doanh nghiệp số 59/2020/QH14 được Quốc hội thông qua ngày 17 tháng 6 năm 2020; / *Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;*
- Luật Chứng khoán số 54/2019/QH14 được Quốc hội thông qua ngày 26 tháng 11 năm 2019; / *Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;*
- Nghị định số 155/2020/NĐ-CP ngày 31 tháng 12 năm 2020 của Chính phủ quy định chi tiết thi hành một số điều của Luật Chứng khoán; / *Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.*
- Thông tư 116/2020/TT-BTC ngày 31 tháng 12 năm 2020 của Bộ Tài chính hướng dẫn một số điều về quản trị công ty áp dụng đối với công ty đại chúng tại nghị định số 155/2020/NĐ-CP ngày 31 tháng 12 năm 2020 của chính phủ quy định chi tiết thi hành một số điều của luật chứng khoán; / *Circular 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*

Theo Khoản 20 Điều 310 Nghị định 155/2020/NĐ-CP quy định về việc công ty đại chúng có trách nhiệm phải xây dựng Quy chế nội bộ về quản trị công ty để trình ĐHĐCĐ thông qua. Căn cứ mẫu Quy chế nội bộ về quản trị công ty được ban hành kèm theo Thông tư 116/2020/TT-BTC ngày 31 tháng 12 năm 2020 của Bộ Tài chính, Hội đồng Quản trị Công ty đã



hoàn tất xây dựng nội dung bản Quy chế nội bộ về quản trị công ty và kinh trình Đại hội đồng cổ đông thông qua toàn văn bản Quy chế nội bộ về quản trị công ty được đính kèm Tờ trình này./ Pursuant to Clause 20, Article 310 of Decree 155/2020/ND-CP stipulating that public companies are responsible for developing Internal Corporate Governance Regulations to submit to the General Meeting of Shareholders for approval. Based on the Internal Corporate Governance Regulations form issued together with Circular 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance, the Company's Board of Directors has completed the content of the Internal Corporate Governance Regulations and respectfully submits the full text of the Internal Corporate Governance Regulations, which is attached to this Submission, to the General Meeting of Shareholders for approval.

Kính trình Đại hội đồng cổ đông xem xét, thông qua./ Respectfully submitted to the General Meeting of Shareholders for review and approval.

Tài liệu đính kèm:/ Attachments:

- Quy chế quản trị nội bộ./ Internal Governance Regulations

Nơi nhận:/ Recipients:

- Như trên./ As above
- Lưu VP.HDQT./ Archive: BOD office

**TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH
O/B. BOARD OF DIRECTORS
CHAIRMAN**



NGUYỄN CHÍ THẢO



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CHAPTER 1: GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: This internal corporate governance Regulation stipulates the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the procedures for convening and conducting meetings of the General Meeting of Shareholders; the nomination, self-nomination, election, dismissal, and removal of members of the Board of Directors, members of the Board of Supervisors, the General Director; and other activities in accordance with the Company's Charter and relevant laws and regulations. In case of any discrepancy between this Regulation and the Company's Charter, the provisions of the Company's Charter shall prevail.

2. Subjects of application: This Regulation applies to members of the Board of Directors, the Board of Supervisors, the General Director, and related parties.

Article 2. Terminology and abbreviations

In this Regulation, the following terms shall be understood as follows:

1. *Enterprise Law* refers to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.

2. *Law on Securities* refers to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019.

3. *Company Charter* refers to the Charter of Can Tho Import Export Seafood Joint Stock Company.

4. *Executives* refer to the General Director, Deputy General Directors, Chief Accountant, and other executives as defined in the Company Charter.

5. *Managers* refer to the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other managerial titles as specified in the Company Charter.

6. *Related parties* refer to individuals or organizations as defined in Clause 46, Article 4 of the Law on Securities.

7. *Shareholder* refers to any individual or organization that owns at least one share in the joint stock company.

8. *Major shareholder* refers to a shareholder as defined in Clause 18, Article 4 of the Law on Securities;

9. *Stock exchange* refers to the Vietnam Stock Exchange and its subsidiaries.

10. *Law* means all laws, ordinances, decrees, regulations, circulars, decisions, and other legal instruments issued by Vietnamese government agencies from time to time that are related to the Company's operations.

CHAPTER 2: GENERAL MEETING OF SHAREHOLDERS

Section 1. General provisions

Article 3. Roles, rights, and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders, consisting of all shareholders with voting rights, is the highest decision-making body of the Joint Stock Company.
2. The General Meeting of Shareholders shall have the rights and obligations as stipulated in **Article 15 of the Company Charter**.

Section 2. Regulations on convening the Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders

Article 4. Authority to convene the General Meeting of Shareholders

1. Authority to convene the Annual General Meeting of Shareholders: The General Meeting of Shareholders must be held annually within four (04) months from the end of the fiscal year. The Board of Directors may extend the deadline for the Annual General Meeting of Shareholders if necessary, but not exceeding six (06) months from the end of the fiscal year.
2. Authority to convene the Extraordinary General Meeting of Shareholders: As stipulated in **Clause 4, Article 14 of the Company Charter**.

Article 5. Preparation of the list of shareholders entitled to attend the Meeting

1. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no more than 10 days prior to the date of sending the invitation to the meeting.
2. The list must include the full name, contact address, nationality, and legal identification number of the shareholder if an individual; the name, enterprise code or legal identification number, and head office address if the shareholder is an organization; the number and types of shares held, and the shareholder registration number and date for each shareholder.

Article 6. Notification of record date for determining the list of shareholders entitled to attend the General Meeting of Shareholders

The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the record date.

Article 7. Notice of convening the General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders must send an invitation notice to all shareholders on the list of those entitled to attend the meeting no later than 21 days prior to the opening date of the meeting (calculated from the date the notice is properly sent or dispatched). The invitation must include the name and address of the Company's head office, enterprise registration number, the name and contact address of the shareholder, the time and venue of the meeting, and other requirements for participants.
2. The invitation notice must be sent by a method that ensures it reaches the shareholder's contact address and must also be published on the Company's website.

3. The invitation notice must be accompanied by the following documents:
 - a. The meeting agenda and documents to be used during the meeting;
 - b. The list and detailed information of candidates in case of election of members of the Board of Directors or the Board of Supervisors;
 - c. Voting slips;
 - d. Draft resolutions for each issue on the meeting agenda.
4. If the Company has an official website, the documents accompanying the invitation notice specified in Clause 3 of this Article may be replaced by posting them on the website. In such case, the invitation notice must clearly indicate where and how to download these documents.

Article 8. Agenda and matters to be approved at the General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders must prepare the meeting agenda and content.
2. A shareholder or a group of shareholders as prescribed in **Clause 2, Article 12 of the Company Charter** has the right to propose matters to be included in the meeting agenda. Proposals must be made in writing and submitted 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, number of each type of shares owned, and the matters proposed for inclusion in the meeting agenda.
3. The person convening the General Meeting of Shareholders has the right to reject such proposals as stipulated in Clause 2 of this Article if they fall under any of the cases specified in **Clause 5, Article 18 of the Company Charter**.
4. The convener must accept and include the proposal mentioned in Clause 2 in the tentative agenda and meeting content, except for the case specified in Clause 3. The proposal will be officially added to the agenda and meeting content if it is approved by the General Meeting of Shareholders.

Article 9. Authorization to attend the General Meeting of Shareholders

Authorization to attend the General Meeting of Shareholders shall be carried out in accordance with **Article 16 of the Company Charter**.

Article 10. Method of registration for attending the General Meeting of Shareholders

The method for registering attendance at the General Meeting of Shareholders shall comply with **Clause 1, Article 20 of the Company Charter**.

Article 11. Conditions for conducting the General Meeting of Shareholders

The conditions for conducting the General Meeting of Shareholders shall be as stipulated in **Article 19 of the Company Charter**.

Article 12. Forms of adopting resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall adopt resolutions within its authority by voting at the meeting or by collecting written opinions.
2. Unless otherwise stipulated in the Company Charter, the following matters must be decided by voting at the General Meeting of Shareholders:
 - a. Amendments and supplements to the contents of the Company Charter;
 - b. The Company's development orientation;
 - c. Types and total number of shares of each type;
 - d. Election, dismissal, or removal of members of the Board of Directors and the Board of Supervisors;
 - e. Decisions on investment or sale of assets valued at 35% or more of the total assets recorded in the latest financial statements of the Company, unless the Company Charter specifies a different ratio or value;
 - f. Approval of annual financial statements;
 - g. Reorganization or dissolution of the Company.

Article 13. Voting method, vote counting, and announcement of voting results

1. Voting method
 - a. The General Meeting of Shareholders shall discuss and vote on each item in the meeting agenda. Voting shall be conducted by raising voting cards, casting direct ballots, electronic voting, or other electronic forms.
 - b. Delegates shall vote Approve/Agree, Disapprove/Disagree, or No opinion on each matter by raising a voting card or selecting the respective option on the voting slip. The specific form of voting shall be regulated in the Working Regulations of the General Meeting of Shareholders.
2. The method of voting in elections shall be specified in the Regulations on nomination, candidacy, and election at the General Meeting of Shareholders, following these principles:
 - a. Elected candidates shall be determined based on the highest number of votes in descending order, starting from the candidate with the most votes until the required number of positions is filled.
 - b. If two or more candidates receive the same number of votes for the final position, a re-vote shall be conducted among those candidates.
 - c. If the number of elected members is insufficient in the first round of voting, additional voting shall be conducted until the required number of members is elected.
3. Vote counting shall be conducted by collecting ballots/cards/votes approving or agreeing with the resolution, then collecting ballots/votes disapproving or disagreeing, and finally compiling the results, including votes approve, disapprove, and no opinion.

4. Announcement of vote counting results: The vote counting results shall be announced by the chairperson before the meeting is adjourned.

Article 14. Conditions for resolution adoption

The conditions for a resolution of the General Meeting of Shareholders to be adopted shall comply with **Article 21 of the Company Charter**.

Article 15. Method of objection to resolutions 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 from the written opinion collection, a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law has the right to request a Court or Arbitration to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and issuing the resolution seriously violate the provisions of the Enterprise Law and the Company Charter, except as provided in **Clause 3, Article 21 of the Company Charter**.
2. The content of the resolution violates the law or the Company Charter.

Article 16. Preparation of meeting minutes and disclosure of resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded, video-recorded, or stored in another electronic form. The minutes must be made in Vietnamese, and may also be made in a foreign language, containing the principal contents as prescribed in **Clause 1, Article 23 of the Company Charter**.

2. The minutes must be completed and adopted before the end of the meeting. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of its contents.

3. The Vietnamese and foreign language versions of the minutes shall have the same legal effect. In case of discrepancies between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

4. The resolution, minutes of the General Meeting of Shareholders, appendix listing the registered shareholders with signatures, powers of attorney for attending the meeting, all Minutes (if any), and related documents accompanying the meeting invitation must be disclosed in accordance with regulations on information disclosure in the securities market and shall be retained at the Company's head office.

Section 3. Regulations on collecting shareholders' opinions in writing

Article 17. Cases where shareholders' opinions may or may not be collected in writing

The cases in which shareholders' opinions may or may not be collected in writing are specified in **Clause 1, Article 22 of the Company's Charter**.

Article 18. Procedures for the General Meeting of Shareholders to adopt a Resolution by written consultation

1. The Board of Directors shall convene a meeting and issue a Resolution approving the collection of shareholders' opinions in writing and the record date for the implementation of this consultation. The Board Resolution must be disclosed at least 10 days prior to the record date.

2. The Board of Directors shall prepare written ballots, the draft resolution of the General Meeting of Shareholders, explanatory documents for the draft resolution, and send them to all shareholders eligible to vote no later than 10 days prior to the deadline for returning the ballots. The requirements and method for sending ballots and attached documents shall comply with **Clause 3, Article 18 of the Company's Charter**.

3. The written ballot must contain the key contents stipulated in **Clause 3, Article 22 of the Company's Charter**.

4. Shareholders may return their completed ballots to the Company via mail, fax, or email, in accordance with **Clause 4, Article 22 of the Company's Charter**.

5. The Board of Directors shall conduct the vote counting and prepare the vote counting minutes under the supervision of the Board of Supervisors or shareholders who do not hold managerial positions in the Company. The vote counting minutes must contain the main contents as stipulated in **Clause 5, Article 22 of the Company's Charter**.

Members of the Board of Directors, vote counters, and supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes and for any damage arising from decisions approved due to dishonest or inaccurate vote counting.

6. The vote counting minutes and resolution must be sent to shareholders within 15 days from the date of completion of the vote counting. Alternatively, they may be published on the Company's website within 24 hours from the time the vote counting is completed.

7. The completed ballots, vote counting minutes, adopted resolutions, and all documents attached to the written ballots must be retained at the Company's head office.

8. A resolution adopted by collecting written opinions from shareholders shall be deemed passed if it is approved by shareholders holding more than 50% of the total voting rights of all voting shareholders, and it shall have the same legal validity as a resolution passed at a physical General Meeting of Shareholders.

Section 4. Regulations on holding the General Meeting of Shareholders via online

Article 19. Procedures for holding the General Meeting of Shareholders to adopt resolutions via online meetings or hybrid meetings (in-person combined with online)

1. Based on the actual situation, the Board of Directors may decide to convene the General Meeting of Shareholders in the form of an online meeting or a hybrid meeting (in-person combined with online). Shareholders may register to attend the meeting and exercise their voting rights on the matters discussed at the meeting via the online platform in a convenient

and effective manner.

2. Shareholders who participate and vote online shall be considered as shareholders attending the meeting in person. Therefore, shareholders logging into the Company's online meeting/voting system are deemed to attend the meeting in person, and the voting results are considered valid as if the shareholders voted in person at the meeting.

3. Shareholders shall attend the meeting online using the login code provided by the Organizing Committee to access the system when the meeting is held.

4. The login code for shareholders is determined by the Organizing Committee in accordance with the requirements of the online service provider at the time of the General Meeting.

5. After shareholders (*or their authorized representatives*) log into the online meeting system, they can exercise their rights as stipulated in the Charter and the Enterprise Law.

6. If a shareholder changes their personal information, they must contact the Custodian Member where they opened their account to update it before the record date for shareholder attendance at the General Meeting.

7. The Company will issue a specific online General Meeting Regulation for each General Meeting (*if applicable*), which clearly specifies the following:

- How to register for the online General Meeting of Shareholders;
- How to authorize a representative to attend the online General Meeting of Shareholders;
- Conditions for conducting the meeting;
- The form of adopting resolutions at the online General Meeting of Shareholders;
- The method for online voting;
- The process for online vote counting;
- Announcement of vote counting results;
- Minutes of the General Meeting of Shareholders;
- Disclosure of the General Meeting resolutions.

CHAPTER 3: BOARD OF DIRECTORS

Section 1. General Provisions

Article 20. Role, rights, and obligations of the Board of Directors, responsibilities of Board Members

1. The Board of Directors is the management body of the Company, with full authority on behalf of the Company to make decisions and exercise the rights and obligations of the Company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are specified in **Clause 2, Article 27 of the Company's Charter**.

3. The Board of Directors must report to the General Meeting of Shareholders on its activities as stipulated in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020

4. Members of the Board of Directors have the right to request the General Director, Deputy General Director, or other managers within the Company to provide information and documents regarding the financial situation, business activities of the Company, and its units.

Article 21. Term and number of members of the Board of Directors

1. The number of members of the Board of Directors is 05.

2. The term of a member of the Board of Directors shall not exceed 05 years and may be re-elected with an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In the event that all members of the Board of Directors simultaneously complete their term, they shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over their duties.

Article 22. Structure, standards, and conditions of Board Members

1. The structure of the Board of Directors of a public company must ensure that at least 1/3 of the total number of Board members are non-executive members. The company limits the number of Board members who hold executive positions to ensure the independence of the Board.

2. In the case of a listed company, the total number of independent Board members must meet the following requirements:

a. At least 01 independent member if the company has between 03 and 05 Board members;

b. At least 02 independent members if the company has between 06 and 08 Board members;

c. At least 03 independent members if the company has between 09 and 11 Board members.

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

- a. Not fall under the categories specified in Clause 2, Article 17 of the Enterprise Law;
 - b. Have professional qualifications and experience in business management or in the industry/field of the company's business, and are not necessarily required to be shareholders of the company, unless otherwise specified by the Company's Charter;
 - c. Board members of the company may simultaneously serve as members of the Board of Directors of another company;
4. Independent members of the Board of Directors must meet the following standards and conditions:
- a. Must not be currently employed by the company, its parent company, or its subsidiaries; must not have worked for the company, its parent company, or its subsidiaries in the last 03 consecutive years;
 - b. Must not be currently receiving a salary or remuneration from the company, except for allowances granted to Board members as prescribed;
 - c. Must not be someone whose spouse, biological or adoptive parents, biological or adoptive children, or siblings are significant shareholders or managers of the company or its subsidiaries;
 - d. Must not directly or indirectly own at least 01% of the total voting shares of the company.
 - e. Must not have served as a member of the Board of Directors or the Supervisory Board of the company for at least 05 consecutive years, unless appointed for two consecutive terms.
5. A member of the Board of Directors of one company may not simultaneously serve as a member of the Board of Directors at more than 05 other companies.
6. A member of the Board of Directors shall lose their status as a Board member in the following cases:
- a. Fails to meet the qualifications to be a Board member as specified by the Enterprise Law or is prohibited by law from being a Board member;
 - b. Submits a resignation letter;
 - c. Is mentally incapacitated, and other members of the Board provide professional evidence proving that the person no longer has legal capacity;
 - d. Fails to attend Board meetings for 06 consecutive months, unless due to force majeure;
 - e. As per the decision of the General Meeting of Shareholders;
 - f. Other cases as prescribed by law and the Company's Charter.
7. The appointment of Board members must be publicly disclosed in accordance with securities and stock market regulations.
8. Board members may not necessarily be shareholders of the company.

Section 2. Regulations on Nomination, Election, Removal, and Dismissal of Board Members

Article 23. Nomination and election of Board Members

The nomination and election of Board members shall be carried out according to the provisions of **Article 25 of the Company Charter**.

Article 24. Method of electing Board Members

The election of Board members shall be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the number of shares owned, multiplied by the number of Board members to be elected. Shareholders are allowed to allocate their votes entirely or partially to one or several candidates. The candidate who receives the most votes will be elected to the Board, with the election proceeding from the highest number of votes downward until the required number of members, as stated in the Company Charter, is met. In the event of a tie between two or more candidates for the last position on the Board, a re-election will be held among the tied candidates or selection will be made based on the election regulations.

Article 25. Cases of removal, dismissal, and addition of Board Members

The removal, dismissal, and addition of Board members shall be carried out in accordance with **Article 160 of the Enterprise Law** and **Clauses 4 and 5 of Article 26 of the Company Charter**.

Article 26. Notification of the election, removal, and dismissal of Board Members

After a decision is made to elect, remove, or dismiss a Board member, the Company is responsible for publicly disclosing this information internally, to relevant authorities, on public media, and on the Company's website in accordance with current legal regulations.

Article 27. Introduction of Board Member candidates

1. The Company shall issue a public announcement regarding the election of Board members and the procedures for calling meetings and conducting elections as outlined in Chapter 3 of this Regulation, in accordance with the law. The announcement must specify the reasons for the election, the number of positions, standards and conditions, election procedures, and the process for nominating and proposing candidates.

2. The Board of Directors shall compile a list of candidates through nominations and self-nominations, and verify the information of each candidate to ensure they meet the qualifications and conditions to be a Board member, in accordance with the law and the Company's Charter.

3. In the event that the number of candidates for the Board, through nominations and self-nominations, is still insufficient to meet the required number, the Board of Directors shall prepare a list of candidates based on the following criteria:

a. Number of candidates: This refers to the number of candidates still needed after compiling the list of valid candidates through nominations and self-nominations, as stated in Article 27 of this Regulation;

b. Candidates proposed by the Board of Directors must be approved by a majority of the current Board members through a vote.;

c. Candidates proposed by the Board of Directors must meet at least the minimum conditions and standards specified in Article 22 of this Regulation.

Article 28. Election, removal, and dismissal of the Chairman of the Board of Directors

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

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

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

4. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties, they must delegate their authority and responsibilities to another Board member in writing. If no one has been delegated the authority or if the Chairman dies, is missing, is detained, serving a prison sentence, under administrative handling measures at a compulsory rehabilitation center or educational facility, escapes from their place of residence, is restricted or loses their civil act capacity, is facing difficulties in awareness or self-control, or is banned by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members of the Board shall elect a new Chairman from among themselves, based on the majority agreement of the remaining members, until a new decision is made by the Board of Directors.

Article 29. Remuneration and other benefits of Board Members

Remuneration, bonuses, and other benefits for Board members shall be regulated in **Article 28 of the Company Charter**.

Section 3. Regulations regarding the meetings of the Board of Directors

Article 30. Procedures for organizing meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within 7 working days from the date the election of the Board of Directors is completed. This meeting shall be convened and chaired by the member with the highest number or percentage of votes. If there is more than one member with the highest number or percentage of votes, the members shall vote by majority to select one person among them to convene the meeting of the Board of Directors.

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

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

a. Upon request of the Board of Supervisors or an independent member of the Board of Directors;

b. Upon request of the CEO or at least 5 other managers;

c. Upon request of at least 2 members of the Board of Directors;

d. Other cases as provided by the Company Charter.

4. The request specified in clause 3 of this Article must be made in writing, indicating the purpose, issues to be discussed, and decisions to be made by the Board of Directors.

5. The Chairman of the Board of Directors must convene the meeting of the Board of Directors within 7 working days from the date of receiving the request specified in clause 3 of this Article. If the Chairman does not convene the meeting according to the request, they shall be responsible for any damage caused to the Company. The requester has the right to replace the Chairman and convene the meeting.

6. The Chairman of the Board of Directors or the person convening the meeting must send the notice of the meeting at least 3 working days before the meeting unless the Company Charter stipulates otherwise. The notice must specify the time and location of the meeting, the agenda, and the issues to be discussed and decided. The notice must include documents to be used during the meeting and the voting ballots for the members.

The notice can be sent by invitation letter, phone, fax, electronic means, or other methods as stipulated by the Company Charter, ensuring it reaches the contact addresses of each Board member registered with the Company.

7. The Chairman of the Board of Directors or the person convening the meeting must send the notice and accompanying documents to the members of the Board of Supervisors as they would for the Board of Directors members.

8. The members of the Board of Supervisors have the right to attend Board meetings, participate in discussions but cannot vote.

9. A meeting of the Board of Directors is considered valid if at least 3/4 of the total number of members are present. If the meeting does not have enough members to meet the quorum, it will be reconvened within 7 days from the originally scheduled date, unless the Company Charter specifies a shorter period. In this case, the meeting is valid if more than half of the Board members are present.

10. A Board member is considered to have participated and voted at the meeting in the following cases:

a. Attending and voting directly at the meeting;

b. Authorizing another person to attend the meeting and vote as stipulated in clause 11 of this Article;

c. Attending and voting via an online conference, electronic voting, or other electronic means;

d. Sending voting ballots to the meeting via mail, fax, or email;

e. Sending voting ballots by other methods stipulated in the Company Charter.

11. In case of sending a voting ballot to the meeting by mail, the ballot must be sealed in an envelope and sent to the Chairman of the Board of Directors at least 1 hour before the meeting begins. The voting ballots shall only be opened in the presence of all attendees.

12. Board members must attend all meetings of the Board of Directors. A Board member may authorize someone else to attend and vote on their behalf if approved by a majority of the Board members.

13. Resolutions and decisions of the Board of Directors are passed if they are approved by the majority of members present at the meeting. In case of a tie, the final decision will be made according to the opinion of the Chairman of the Board of Directors.

Article 31. Minutes and resolutions of Board of Directors' meetings

1. Meetings of the Board of Directors must be recorded in minutes and may be audio recorded, transcribed, and stored in other electronic forms. The minutes must be written in Vietnamese and may also be written in a foreign language. The minutes should include the following key contents:

- a. Name, address of the head office, and business registration number;
- b. Time and place of the meeting;
- c. The purpose, agenda, and contents of the meeting;
- d. The names of each attending member or authorized attendee and the method of their attendance; names of members absent from the meeting and the reasons for their absence;
- e. The issues discussed and voted on during the meeting;
- f. A summary of each member's remarks in the order of the meeting's proceedings;
- g. The voting results, indicating the members in favor, against, and those abstaining from voting;
- h. The issues approved and the approval voting ratio;
- i. The names and signatures of the Chairperson and the person who recorded the minutes, except for the case stipulated in clause 2 of this Article.

2. If the Chairperson or the person who records the minutes refuses to sign the meeting minutes, but all other members of the Board of Directors attending the meeting sign and the minutes contain all required content as specified in points a, b, c, d, e, g, and h of clause 1 of this Article, the minutes will still be valid.

3. The Chairperson, the person who records the minutes, and the signatories of the minutes are responsible for the truthfulness and accuracy of the content in the minutes of the Board of Directors' meeting.

4. The minutes of the Board of Directors' meeting and the documents used during the meeting must be kept at the Company's headquarters.

5. The minutes written in both Vietnamese and foreign languages hold equal legal validity. In the case of discrepancies between the Vietnamese and foreign-language versions,

the Vietnamese version shall prevail.

6. Notification of resolutions and decisions of the Board of Directors: After a resolution is passed by the Board of Directors, the Company must notify internal stakeholders, relevant authorities, the public, and post the information on the Company's website in accordance with the current laws and regulations.

Section 4. Sub-committees under the Board of Directors

Article 32. Sub-committees under the Board of Directors

1. To support the activities of the Board of Directors, the Board may establish and authorize sub-committees as specified in Article 31 of the Company's Charter.

2. The Board of Directors may establish sub-committees to assist in its operations, such as the Personnel Sub-committee, the Salary and Bonus Sub-committee, and other sub-committees. The Board must appoint an independent Board member as the head of the Personnel Sub-committee and the Salary and Bonus Sub-committee. The establishment of these sub-committees must be approved by the General Shareholders' Meeting.

3. If the Personnel Sub-committee or Salary and Bonus Sub-committee is not established, the Board may assign an independent Board member to assist in personnel and salary matters.

4. The Board shall specify the detailed procedures for establishing sub-committees, the responsibilities of each sub-committee, and the responsibilities of sub-committee members or independent members assigned to oversee personnel and salary matters.

Section 5. Selection, appointment, dismissal of the corporate governance officer

Article 33. Requirements for the corporate governance officer

The corporate governance officer must meet the following criteria:

1. Have knowledge of the law;
2. Must not simultaneously work for the independent auditing firm conducting the audit of the company's financial statements;
3. Other requirements as specified by the law, the Company's Charter, and decisions of the Board of Directors.

Article 34. Appointment, dismissal, and notification of the corporate governance officer

1. The Board of Directors of a public company must appoint at least one Corporate Governance Officer to assist with corporate governance at the company. The Corporate Governance Officer may also serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.

2. The Board of Directors may appoint an Assistant to the Corporate Governance Officer as needed.

3. The Board of Directors may dismiss or remove the Corporate Governance Officer as necessary, but such action must comply with the current labor law regulations.

4. After the decision to appoint or dismiss the Corporate Governance Officer, the company is responsible for announcing the information internally, to relevant authorities, on public media, and on the company's website, in accordance with the procedures and regulations of the current law.

Article 35. Rights and obligations of the corporate governance officer

The Corporate Governance Officer has the rights and obligations as specified in Clause 3, Article 281 of Decree No. 155/2020/ND-CP dated December 31, 2020.

CHAPTER 4: BOARD OF SUPERVISORS

Section 1. General Provisions

Article 36. Role, rights, and obligations of the Board of Supervisors, and responsibilities of members of the Board of Supervisors

1. The Board of Supervisors is the body responsible for overseeing and evaluating the activities of the Board of Directors and the General Director in managing and operating the company, in order to report to the General Meeting of Shareholders.

2. The Board of Supervisors has the rights and obligations as specified in **Article 39 of the Company's Charter**.

3. The Head of the Board of Supervisors has the rights and obligations as specified in **Clause 2, Article 38 of the Company's Charter**.

4. The Board of Supervisors must report to the General Meeting of Shareholders on the results of its activities in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020.

Article 37. Term, number, composition, and structure of the Board of Supervisors

1. The Board of Supervisors of the company consists of 03 members. The term of office for a member of the Board of Supervisors is no more than 05 years and may be re-elected with no limit on the number of terms.

2. Members of the Board of Supervisors are not required to be shareholders of the company.

3. The Head of the Board of Supervisors is elected from among the members of the Board of Supervisors; elections, dismissals, and removals follow 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 at least a university degree in one of the fields of economics, finance, accounting, auditing, law, business administration, or a field related to the company's business activities.

4. If the term of office for the members of the Board of Supervisors ends at the same time and the new members have not been elected, the outgoing members continue to perform their duties and responsibilities until the new members are elected and assume their positions.

Article 38. Standards and conditions for members of the Board of Supervisors

Members of the Board of Supervisors must meet the standards and conditions as specified in **Clause 2, Article 37 of the Company's Charter**.

Section 2. Regulations on Nominations, Elections, Dismissals, and Removal of Members of the Board of Supervisors

Article 39. Nominations and self-nominations for the Board of Supervisors

Nominations and self-nominations for members of the Board of Supervisors must be conducted according to the provisions of **Article 36 of the Company's Charter**.

Article 40. Election process for members of the Board of Supervisors

Voting for the election of members of the Board of Supervisors must follow the cumulative voting method, where each shareholder has a number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Supervisors. Shareholders may allocate all or part of their total votes to one or more candidates. The candidates elected to the Board of Supervisors are determined by the number of votes, starting from the highest to the lowest, until the required number of members as specified in the Company's Charter is reached. In case two or more candidates receive an equal number of votes for the last position on the Board of Supervisors, a re-election will be held among the candidates with the same number of votes, or a selection will be made based on the election rules or the Company's Charter.

Article 41. Cases of dismissal and removal of members of the Board of Supervisors

The cases for dismissal or removal of members of the Board of Supervisors shall be carried out in accordance with **Clauses 3 and 4 of Article 37 of the Company's Charter.**

Article 42. Announcement of elections, dismissals, and removals of members of the Board of Supervisors

After the decision to elect, dismiss, or remove members of the Board of Supervisors has been made, the company is responsible for publicly announcing the information internally, to relevant authorities, in the mass media, and on the company's website, in accordance with the procedures and regulations of current law.

Article 43. Salary and other benefits for members of the Board of Supervisors

Salaries, compensation, bonuses, and other benefits for members of the Board of Supervisors shall be carried out in accordance with the provisions of **Article 41 of the Company's Charter.**

CHAPTER 5: GENERAL DIRECTOR

Article 44. Role, responsibilities, rights, and obligations of the General Director

1. The General Director is responsible for managing the daily business operations of the Company; under the supervision of the Board of Directors; and is accountable to the Board of Directors and the law for the exercise of the rights and obligations assigned.

2. The General Director has rights and obligations as specified in **Clause 4, Article 35 of the Company's Charter**.

Article 45. Term, standards, and conditions of the General Director

1. The term of the General Director shall not exceed 5 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions as specified by the law and the Company's Charter.

2. For public companies, state-owned enterprises as specified in Clause 1, Article 88 of the Enterprise Law, and subsidiaries of state-owned enterprises as specified in Clause 1, Article 88 of the Enterprise Law, the General Director must meet the following standards and conditions:

- a. Must not fall under the category specified in Clause 2, Article 17 of the Enterprise Law;
- b. Must not be a family member of the company's management, members of the Board of Supervisors of the Company and its parent company; the representative of state-owned capital, the representative of the capital of enterprises at the Company and its parent company;
- c. Must have professional qualifications and experience in business management.

Article 46. Nomination, appointment, dismissal, and removal of the General Director

1. The Board of Directors shall agree on and announce the competency standards for the selection of the General Director. The competency standards decided by the Board of Directors must comply with the legal provisions, the Company's Charter, and the Company's internal regulations regarding personnel management.

2. Based on the proposal of the majority of the Board of Directors members, the Board of Directors shall appoint, dismiss, remove, sign the employment contract, and decide the salary and other benefits for the General Director and other business executives. The Board of Directors may authorize the Chairman of the Board of Directors to decide on the appointment, dismissal, or removal of the General Director and other business executives. The appointment must be for a fixed term, and the business executive may be reappointed for an unlimited number of terms, as decided by the Board of Directors.

3. The Board of Directors shall decide the dismissal or removal of the General Director in accordance with the provisions of the Enterprise Law and the Company's Charter. When the Board of Directors dismisses or removes the General Director, it must appoint a replacement to fully exercise the rights and duties of the General Director as stipulated in the Company's Charter, this Regulation, and other internal management regulations of the Company until the Board of Directors selects and appoints a new General Director in accordance with current regulations.

4. The Board of Directors shall decide the dismissal or removal of the General Director in the following cases:

- a. Upon submission of a resignation letter;
- b. Termination of the employment contract with the Company;
- c. Failure to complete duties for 2 consecutive years;
- d. Behaviors and attitudes during the performance of duties that, according to the evaluation of the Board of Directors or its sub-committees, significantly affect the Company in a negative way;
- e. Failing to meet the legal standards and conditions, the Company's Charter, or violating the provisions on the rights and duties of the General Director as outlined in the Company's Charter, this Regulation, and other internal management regulations of the Company.
- f. The position no longer exists due to organizational restructuring of the Company as per the resolution of the General Meeting of Shareholders.
- g. Other cases as decided by the Board of Directors, but in compliance with the current labor laws.

Article 47. Appointment and signing of employment contract with the General Director

1. The Board of Directors shall appoint a member of the Board or another individual as the General Director. The Chairman of the Board or another member of the Board authorized by the Board shall sign the employment contract with the General Director, which specifies the salary, remuneration, and other benefits. The remuneration, salary, and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, presented as a separate item in the annual financial report, and included in the Company's annual report.

2. The Board of Directors may consider adding additional clauses and conditions in the employment contract of the General Director.

Article 48. Dismissal and termination of employment contract with the General Director

The Board of Directors may dismiss and terminate the employment contract with the General Director when the majority of voting members of the Board agree and appoint a new General Director to replace the incumbent.

Article 49. Notification of appointment, dismissal, signing and termination of employment contract with the General Director

After a decision to appoint, dismiss, sign or terminate the employment contract with the General Director, the Company is responsible for publishing the information internally, informing the relevant authorities, and disseminating it through public media and on the Company's website in accordance with current legal regulations.

Article 50. Salary and other benefits of the General Director

1. The Company has the right to pay remuneration and bonuses to the General Director based on the results and business performance.
2. The salary, remuneration, bonuses, and other benefits of the General Director are

determined as follows: The General Director will receive a salary and bonus. The salary and bonus of the General Director are decided by the Board of Directors.

3. The remuneration and salary of the General Director are accounted as business expenses of the Company according to the tax laws on corporate income tax, presented as a separate item in the Company's annual financial report, and must be reported at the Annual General Meeting of Shareholders.

CHAPTER 6: OTHER ACTIVITIES

Section 1. Regulations on Coordination between the Board of Directors, the Board of Supervisors, and the General Director

Article 51. Procedures for summoning, inviting meetings, recording minutes, and announcing meeting results between the Board of Directors, the Board of Supervisors, and the General Director

The procedures for summoning, inviting meetings, recording minutes, and announcing meeting results between the Board of Directors, the Board of Supervisors, and the General Director shall follow the procedures and order for summoning Board of Directors meetings as stipulated in **Section 3, Chapter 3 of this Regulation**.

Article 52. Announcing resolutions and decisions of the Board of Directors to the Board of Supervisors and the General Director

1. Resolutions and meeting minutes of the Board of Directors, after being issued, must be sent to the members of the Board of Supervisors at the same time and by the same method as to the members of the Board of Directors.

2. The resolutions of the Board of Directors (*relating to the responsibilities, rights, and obligations of the General Director*) after being issued must be sent to the General Director at the same time and by the same method as to the members of the Board of Directors.

Article 53. Cases in which the General Director and the Board of Supervisors request to summon a meeting of the Board of Directors and issues requiring the Board of Directors' opinion

1. The Board of Supervisors may request a meeting of the Board of Directors to be summoned in the following cases:

a. When it finds that the access rights to information and documents related to the activities of the Board of Supervisors members are not fully exercised according to the current law and the Company's Charter;

b. When it discovers violations of law or the Company's Charter by members of the Board of Directors, the General Director, or other business executives after having notified the Board of Directors in writing as stipulated in the Company's Charter, but the violating party has not ceased the violation or implemented corrective measures;

c. Other cases as stipulated by the current law and the Company's Charter.

2. The General Director may request a meeting of the Board of Directors to be summoned in the following cases:

a. When it finds that the rights of the General Director as stipulated in **Article 35 of the Company's Charter** are not being exercised;

b. When it discovers violations of law or the Company's Charter by other business executives after having notified the Board of Directors in writing, but the violating party has

not ceased the violation or implemented corrective measures;

c. Other cases as stipulated by the current law and the Company's Charter.

Article 54. The General Director's reports to the Board of Directors on the execution of assigned duties and powers

1. Report on the implementation of the resolutions of the Board of Directors and the General Meeting of Shareholders, the business plan, and the investment plan of the Company that have been approved by the Board of Directors and the General Meeting of Shareholders.

2. On a quarterly and annual basis, report on the financial situation and the production and business activities of the Company. In case of necessity, the Board of Directors may request the General Director to provide a quick report or regular reports on a weekly or monthly basis regarding certain issues or topics of interest to the Board of Directors.

3. Report on improvements in organizational structure, policies, and management.

4. Annual report on the implementation of obligations towards the environment, community, and employees.

5. Report on the implementation of other contents delegated by the Board of Directors and the General Shareholders' Meeting.

6. Report on other matters as requested by the Board of Directors.

Article 55. Review of the implementation of resolutions and other matters delegated by the Board of Directors to the General Director

Based on the General Director's report on the execution of assigned duties and powers as stipulated in **Article 44 of this Regulation**, the Board of Directors will conduct a review of the implementation of resolutions and other matters delegated by the Board of Directors to the General Director.

Article 56. Matters the General Director must report, provide information on, and methods of notification to the Board of Directors and the Board of Supervisors

1. Matters the General Director Must Report, Provide Information on, and Methods of Notification to the Board of Directors.

a. When proposing measures to improve the operations and management of the Company;

b. The General Director must prepare plans for the Board of Directors' approval on issues related to the recruitment, termination, salary, social insurance, benefits, rewards, and discipline for employees and business executives;

c. The General Director must prepare plans for the Board of Directors' approval on issues related to the Company's relations with trade unions according to the best standards, practices, and policies, as well as those stipulated in the Company's Charter, internal regulations, and applicable laws;

d. The General Director is obligated to notify the Board of Directors of transactions between the Company, its subsidiaries, or companies controlled by the Company and members

or related persons of those members as per the law.

e. The General Director must report to the Board of Directors in the following cases:

- Transactions between the Company and companies where the General Director is a founding member or business manager within the last three years prior to the transaction.

- Transactions between the Company and companies where related persons of the General Director are members of the Board of Directors, the General Director, or major shareholders.

f. Other matters that require the Board of Directors' approval according to current law and the Company's Charter;

g. When reporting and providing information that requires feedback, the General Director must send it to the Board of Directors at least 7 working days before the decision is to be made;

2. Matters the General Director Must Report, Provide Information on, and Methods of Notification to the Board of Supervisors.

a. The General Director is responsible for assisting and cooperating with the Board of Supervisors to ensure they fulfill their duties and obligations as per the law and the Company's Charter.

b. Reports of the General Director to the Board of Directors or other documents issued by the Company must be sent to the members of the Board of Supervisors at the same time and through the same method 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 full, accurate, and timely information and documents related to the management, administration, and business operations of the Company as requested by any member of the Board of Supervisors or the Board of Supervisors.

Article 57. Coordination of supervision, management, and oversight activities between the members of the Board of Directors, members of the Board of Supervisors, and the General Director based on their specific duties

1. Coordination between the Board of Supervisors and the Board of Directors: The Board of Supervisors plays a role in supervision, coordination, advising, and providing full, timely, and accurate information. Specifically, as follows:

a. Regularly inform the Board of Directors about the results of activities, seek the Board of Directors' opinion before presenting reports, conclusions, and recommendations to the General Meeting of Shareholders;

b. In the meetings of the Board of Supervisors, the Board of Supervisors has the right to request members of the Board of Directors (*and at the same time, request the General Director, internal auditors, if any, and independent auditors*) to attend and respond to issues that the members of the Board of Supervisors are concerned with;

c. Periodic and unexpected inspections by the Board of Supervisors must have a written conclusion (*no later than 15 working days from the date of completion*) sent to the Board of Directors to provide additional support in the management of the Company. Depending on the

level and results of the inspection, the Board of Supervisors should discuss and agree with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. If there is no agreement, the opinion can be retained and recorded in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the next General Meeting of Shareholders;

d. If the Board of Supervisors detects violations of the law or the Company's Charter by members of the Board of Directors, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to stop the violation and provide solutions to rectify the consequences;

e. Members of the Board of Supervisors are required to inform the Board of Directors about transactions between the Company, its subsidiaries, or other companies controlled by the Company with the relevant member or related persons as per the law;

f. Members of the Board of Supervisors must report to the Board of Directors in the following cases:

- Transactions between the Company and companies where the member of the Board of Supervisors is a founding member or a business manager within the last three years prior to the transaction.

- Transactions between the Company and companies where related persons of the member of the Board of Supervisors are members of the Board of Directors, the General Director, or major shareholders.

g. For recommendations related to the Company's operations and financial situation, the Board of Supervisors must send documents and relevant materials at least 3 working days before the expected date of feedback;

h. Recommendations to the Board of Directors must be sent at least 3 working days in advance, and the Board of Directors will respond within 7 working days.

2. Coordination between the Board of Supervisors and the General Director: The Board of Supervisors has the function of inspection and supervision.

a. In the meetings of the Board of Supervisors, the Board of Supervisors has the right to request the General Director (and at the same time request the members of the Board of Directors, internal auditors, if any, and independent auditors) to attend and respond to the issues of interest to the members of the Board of Supervisors;

b. The periodic and ad hoc inspections of the Board of Supervisors must have a written conclusion (no later than 15 working days from the completion date) sent to the General Director to provide additional support in the management of the Company. Depending on the level and results of the inspection, the Board of Supervisors should discuss and agree with the General Director before reporting to the General Meeting of Shareholders. If there is no agreement, the opinion can be retained and recorded in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the next General Meeting of Shareholders;

c. If the Board of Supervisors detects any violations of the law or the Company's Charter

by the General Director, the Board of Supervisors must notify the General Director in writing within 48 hours, requesting the violator to cease the violation and provide solutions to rectify the consequences;

d. Members of the Board of Supervisors have the right to request the General Director to provide access to files and documents related to the Company's business activities at the main office or the storage location of the files;

e. Recommendations from the Board of Supervisors regarding measures to amend, supplement, or improve the organizational structure, management, supervision, and operation of the Company must be sent to the General Director at least 3 working days before the expected date of response.

3. Coordination between the General Director and the Board of Directors: The General Director is responsible for managing the activities of the Company, ensuring that the Company operates continuously and efficiently.

a. The General Director has the right to make decisions beyond their authority in emergency situations, such as natural disasters, enemy threats, fires, unexpected incidents, or matters under the scope of crisis management policies. However, the General Director must report in writing to the Board of Directors as soon as possible and take responsibility before the Board of Directors and the next General Meeting of Shareholders for these decisions;

b. The General Director has the right to refuse to implement and retain their opinions on the decisions of the Board of Directors if they determine that the decision is illegal or harms the interests of shareholders. In this case, the General Director must provide an immediate written explanation to the Board of Directors and the Board of Supervisors;

c. Before performing tasks that require approval from the Board of Directors, as specified in the Company's Charter, the General Director must send a proposal to the Board of Directors at least 3 working days in advance;

d. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for carrying out the tasks and powers assigned to them and must report to these entities when required.

Section 2. Annual evaluation regulations on commendation and discipline activities for members of the Board of Directors, members of the Board of Supervisors, the General Director, and other company executives.

Article 58. Regulations on evaluating the performance of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives

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

2. Based on the Company's detailed annual business plan, at the first meeting of the fiscal year, the Board of Directors, the Board of Supervisors, and the General Director shall determine

the evaluation content, criteria, and method for assessing the effectiveness of those positions under their respective authorities for that fiscal year. The final evaluation result shall be the average of the individual assessments by voting members attending the meeting, unless otherwise stipulated in the Charter or internal regulations of the Board of Directors or the Board of Supervisors. The procedures and order of organizing such meetings of the Board of Directors / Board of Supervisors shall follow the respective internal operational regulations of each body.

3. The performance evaluation of the General Director and other company executives shall be conducted in accordance with their labor contracts and internal regulations, or may be based on their self-assessment reports.

Article 59. Commendation

1. The Board of Directors is responsible for developing a reward system. Commendations shall be granted based on the performance evaluation results specified in **Article 58 of this Regulation**.

2. Eligible recipients: Individuals as stipulated under the reward policy established by the Board of Directors.

3. Forms of commendation: Rewards may be in the form of cash, shares (*e.g., shares issued under the Company's employee stock option program*), or other forms as determined by the Board of Directors. These forms of reward must be approved by the Board of Directors; in cases beyond its authority, they must be submitted to the General Meeting of Shareholders for approval.

4. The reward regime for members of the Board of Directors and the Board of Supervisors shall be decided by the General Meeting of Shareholders.

5. For other executives of the Company: reward funds shall be sourced from the Company's welfare and bonus fund and other lawful sources. The reward level shall be based on the actual annual business performance, proposed by the General Director and approved by the Board of Directors. In cases exceeding the authority of the Board, the proposal shall be submitted to the General Meeting of Shareholders for approval.

Article 60. Disciplinary actions

1. The Board of Directors is responsible for establishing a disciplinary system based on the nature and severity of the violations. The highest disciplinary measures include dismissal or removal from position.

2. Members of the Board of Directors, members of the Board of Supervisors, and other executives who fail to fulfill their duties with honesty, diligence, and prudence shall be held personally liable for any damages caused by their actions.

3. Members of the Board of Directors, members of the Board of Supervisors, and other executives who violate laws or the Company's regulations during the performance of their duties shall, depending on the seriousness of the violation, be subject to disciplinary action, administrative penalties, or criminal prosecution in accordance with the law and the Company's Charter. In cases where such violations cause damage to the Company, shareholders, or other

parties, the violators must compensate for the damages as prescribed by law.

CHAPTER 7: AMENDMENTS TO THE INTERNAL CORPORATE GOVERNANCE REGULATIONS AND EFFECTIVENESS

Article 61. Amendments and supplements to the internal corporate governance regulations

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

2. In case there are legal provisions relevant to the Company's operations that are not mentioned in these Regulations, or if there are new legal provisions that differ from those stated herein, such legal provisions shall automatically prevail and govern the operations of the Company.

Article 62. Effective date

1. These Regulations consist of 07 chapters and 62 articles, unanimously approved by the General Meeting of Shareholders of Can Tho Import Export Seafood Joint Stock Company on **day ... month ... year 2025** and are jointly agreed upon to take full effect.

2. These Regulations are the sole and official internal corporate governance regulations of the Company.

3. Copies or excerpts of the Internal Corporate Governance Regulations shall only be valid if signed by the Chairman of the Board of Directors or by at least half of the total number of members of the Board of Directors./.

**O/B. BOARD OF DIRECTORS
CHAIRMAN**

...

CP XNK TS CẦN THƠ
(CASEAMEX)
CAN THO IMPORT EXPORT SEAFOOD JOINT STOCK COMPANY
(CASEAMEX)

Số/ No. : 52/TT-HDQT.2025

Cần thơ, ngày 03 tháng 06 năm 2025
Can Tho, day 03 month 06 year 2025

TỜ TRÌNH/ PROPOSAL

**ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025/
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

V/v thông qua Quy chế hoạt động Hội đồng quản trị của CTCP Xuất Nhập Khẩu Thủy Sản Cần Thơ/

Re: *Approval of the Operating Regulations of the Board of Directors of Can Tho Import Export Seafood Joint Stock Company*

Căn cứ/ Pursuant to:

- *Luật Doanh nghiệp số 59/2020/QH14 được Quốc hội thông qua ngày 17 tháng 6 năm 2020;/ Enterprise Law No. 59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Luật Chứng khoán số 54/2019/QH14 được Quốc hội thông qua ngày 26 tháng 11 năm 2019;/ Law on Securities No. 54/2019/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019;*
- *Nghị định số 155/2020/NĐ-CP ngày 31 tháng 12 năm 2020 của Chính phủ quy định chi tiết thi hành một số điều của Luật Chứng khoán;/ Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*
- *Thông tư 116/2020/TT-BTC ngày 31 tháng 12 năm 2020 của Bộ Tài chính hướng dẫn một số điều về quản trị công ty áp dụng đối với công ty đại chúng tại nghị định số 155/2020/NĐ-CP ngày 31 tháng 12 năm 2020 của chính phủ quy định chi tiết thi hành một số điều của luật chứng khoán;/ Circular 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.*

Theo Khoản 20 Điều 310 Nghị định 155/2020/NĐ-CP quy định về việc công ty đại chúng có trách nhiệm phải xây dựng Quy chế hoạt động của HĐQT để trình ĐHĐCĐ thông qua, Căn cứ mẫu Quy chế hoạt động của HĐQT được ban hành kèm theo Thông tư 116/2020/TT-BTC ngày 31 tháng 12 năm 2020 của Bộ Tài chính, Hội đồng Quản trị Công ty đã hoàn tất xây dựng nội dung bản Quy chế hoạt động của HĐQT và kinh trình Đại hội đồng cổ đông thông qua toàn văn bản Quy chế hoạt động của HĐQT được đính kèm Tờ trình này. / *Pursuant to Clause 20, Article 310 of Decree 155/2020/ND-CP stipulating that public companies are responsible for*



developing the Operating Regulations of the Board of Directors for submission to the General Meeting of Shareholders for approval. Based on the Operating Regulations of the Board of Directors form issued together with Circular 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance, the Company's Board of Directors has completed the development of the content of the Operating Regulations of the Board of Directors and respectfully submits the full text of the Operating Regulations of the Board of Directors attached to this Submission to the General Meeting of Shareholders for approval.

Kính trình Đại hội đồng cổ đông xem xét, thông qua./ Respectfully submitted to the General Meeting of Shareholders for review and approval.

Tài liệu đính kèm:/ Attachments:

- Quy chế hoạt động HĐQT./ Operating Regulations of the Board of Directors

Nơi nhận:/ Recipients:

- Như trên./ As above
- Lưu VP. HĐQT./ Archive: BOD office

**TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH
O/B. BOARD OF DIRECTORS
CHAIRMAN**



NGUYỄN CHÍ THẢO





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CHAPTER 1. GENERAL PROVISIONS

Article 1. Scope and regulated entities

1. Scope: the Regulations on Operation of the Board of Directors provide for the organizational structure, operating principles, rights and obligations of the Board of Directors and its members in order to ensure that its operation is conformable with the Law on Enterprises, the Company's Charter and relevant laws. In the event that any provision of this Regulation conflicts with the Company's Charter, the provisions of the Company's Charter shall take precedence.

2. Regulated entity: Board of Directors and its members.

Article 2. Operating principles

1. The Board of Directors shall work on the collective principle. Each member of the Board of Directors shall be responsible for the performance of his/her own tasks and be jointly responsible to the GMS and the law for the resolutions and decisions of the Board of Directors regarding development of the Company.

2. The Board of Directors shall assign the General Director to organize the implementation of the resolutions and decisions of the Board of Directors.

CHAPTER 2. MEMBERS OF THE BOARD OF DIRECTORS

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

1. Members of the Board of Directors have all the rights specified in the Law on Securities, relevant laws and the Company's Charter, including the right to be provided with information and documents about the finance and business performance of the Company and its units.

2. Members of the Board of Directors have the obligations specified in the Company's Charter and the following obligations:

a) Perform their duties in an honest and prudent manner for the best interests of the Company and its shareholders;

b) Attend all meetings of the Board of Directors and comment on the raised issues;

c) Promptly and fully inform the Board of Directors of the remunerations paid by the subsidiary companies, associate companies and other organizations;

d) Inform the Board of Directors during the nearest meeting of transactions between the Company, subsidiary companies and other companies over 50% charter capital of which is held by the Company with members of the Board of Directors and their related persons; transactions



between the Company with companies whose founders or managers are members of the Board of Directors over the last 03 years from the transaction date;

dd) Disclose information when trading the Company's shares as prescribed by law.

3. Independent members of the Board of Directors shall prepare reports on performance of the Board of Directors.

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

1. Members of the Board of Directors have all the rights to request the General Director, Deputy General Director, other managers of the Company to provide information and documents about the finance and business performance of the Company and its units.

2. The requested managers shall fully and accurately provide the information and documents requested by the members of the Board of Directors following the procedures specified in the following Charter.

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

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

2. The term of office of a member of the Board of Directors shall not exceed 05 years and has no term limit. An individual may only be elected as independent member of the Board of Directors of a company for up to 02 consecutive terms.

3. In case the term of office all members of the Board of Directors end at the same time, all of them will remain members of the Board of Directors until new members are elected and take over the work, unless otherwise prescribed by the Company's Charter.

4. The Company's Charter shall specify the number, rights, obligations, organization and cooperation of independent members of Board of Directors.

Article 6. Requirements to be satisfied by members of the Board of Directors

1. A member of the Board of Directors shall satisfy the following requirements:

- a) He/she is not any of the persons specified in Clause 2 Article 17 of the Law on Enterprises;
- b) He/she has qualifications and experience of business administration or in same fields or business lines of the Company. A member is not necessarily a shareholder of the Company, unless otherwise prescribed by the Company's Charter;
- c) A member of the Board of Directors of may concurrently hold the position of member of Board of Directors of another company;
- d) He/she satisfy other requirements specified in the Company's Charter

2. In the event that the company has listed its shares, an independent member of the Board of Directors must meet the following standards and conditions:



a) He/she is not working for the Company, parent company or subsidiary companies of the Company; he/she is not a person who used to work for the Company, parent company or subsidiary companies of the Company over the last 03 years;

b) He/she is not a person who is receiving salary or remuneration from the Company, except the allowances to which members of the Board of Directors are entitled as per regulations;

c) His/her spouse, biological parents, adoptive parents, biological children, adopted children, siblings are not major shareholders of the Company; are not managers of the Company or its subsidiary companies;

d) He/she does not directly or indirectly hold at least 01% of the total voting shares of the Company;

dd) He/she does not hold the position of member of the Board of Directors or Board of Supervisors of the Company over the last 05 years, unless he/she is designated for 02 consecutive terms;

e) Other requirements specified in the Company's Charter.

3. The independent member of the Board of Directors shall inform the Board of Directors when he/she no longer fully satisfies the requirements specified in Clause 2 of this Article and is obviously no longer an independent member from the day on which such requirements are not fully satisfied. The Board of Directors shall report this during the nearest GMS or convene the GMS to elect or replace the independent member within 06 months from the day on which the notice is received from the disqualified member.

Article 7. President of the Board of Directors

1. The President of the Board of Directors shall be elected among the members of the Board of Directors by the Board of Directors, and dismissed by the Board of Directors.

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

3. Rights and obligations of the President of the Board of Directors:

a) Formulate operating plans and programs of the Board of Directors;

b) Prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors;

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

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

dd) Chair the GMS;

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



4. In case the President of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new President within [10 days] from the resignation or dismissal date. In case the President of the Board of Directors is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the President of the Board of Directors in accordance with the Company's Charter. In case no one is authorized or the President of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of President of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

5. Where necessary, the Board of Directors may assign a Company's secretary, who has the following rights and obligations:

- a) Assist in convening the GMS; take minutes of meetings;
- b) Assist members of the Board of Directors in performance of their rights and obligations;
- c) Assist the Board of Directors in application and implementation of company administration rules;
- d) Assist the Company in development of relationship with shareholders, protection of their lawful rights and interests; provision and disclosure of information, and completion of administrative procedures;
- dd) Other rights and obligations prescribed by the Company's Charter.

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

1. A member of the Board of Directors will be dismissed by the GMS in the following cases:

- a) He/she does not fully satisfy the requirements specified in Article 155 of the Law on Enterprises;
- b) He/she hands in resignation letter which is accepted;
- c) Other cases specified in the Company's Charter.

2. A member of the Board of Directors will be discharged by the GMS in the following cases:

- a) He/she fails to participate in activities of the Board of Directors for 06 consecutive months, except in force majeure events;
- b) Other cases specified in the Company's Charter.

3. Where necessary, the GMS may replace, dismiss and discharge members of the Board of Directors in cases other those specified in Clause 1 and Clause 2 of this Article.



4. The Board of Directors shall convene the GMS to elect additional members of the Board of Directors in the following cases:

a) The number of members of the Board of Directors decreases by more than one third of the number specified in the Company's Charter, in which case the Board of Directors shall convene the GMS within 60 days from the said date;

b) The number of independent members of the Board of Directors falls below the minimum number specified in Point b Clause 1 Article 137 of the Law on Enterprises;

c) Except in the cases specified in Point a and Point b of this Clause, the GMS shall elect new members to replace those who have been dismissed or discharged in the latest meeting.

Article 9. Method for election, dismissal and discharge of members of the Board of Directors

1. Shareholders or groups of shareholders holding at least 10% of the total outstanding ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with **Clause 2, Article 25 of the Company's Charter**. In the absence of other provisions in the Company's Charter, the nomination of candidates for the Board of Directors shall be conducted as follows:

a) The group of shareholders that nominate candidates to the Board of Directors must inform the participating shareholders of the meeting before the opening of the GMS;

b) Depending on the quantity of members of the Board of Directors, the shareholders or groups of shareholders prescribed in this Clause may nominate one or a number of candidates according to the decision of the GMS to the Board of Directors. In case the number of nominated candidates is smaller than the number specified in the decision of the GMS, the remaining candidates shall be nominated by Board of Directors and other shareholders.

2. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the Company's Charter, company administration regulations and regulations on operation of the Board of Directors. This must be announced before the GMS starts to vote for members of the Board of Directors as prescribed by law.

3. Unless otherwise prescribed by the Company's Charter, the voting on members of Board of Directors shall be carried out by cumulative voting. This means each shareholder has a number of votes that is equivalent to their shares multiplied by the number of members of the Board of Directors, and may cast all or some of the votes for one or some candidates. Elected members of the Board of Directors shall be chosen according to number of votes received in descending order until the minimum number specified in the Company's Charter is reached. In case 02 or more candidates for the last member of the Board of Directors receive the same number of votes, they will undergo another voting or be selected according to the voting regulations of the Company's Charter.



4. The election, dismissal and discharge of members of the Board of Directors shall be decided by the GMS by voting.

Article 10. Announcement of election, dismissal and discharge of members of the Board of Directors

1. After candidates for members of the Board of Directors have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of member of the Board of Directors. Information about candidates includes:

- a) Full name, date of birth;
- b) Qualifications;
- c) Work experience;
- d) Other managerial positions (including positions in the Board of Directors of other companies);
- dd) Interests relevant to the Company and the Company's related parties;
- e) The public company shall publish information about the companies in which the candidates are holding the position of members of the Board of Directors and other managerial positions and their interests in these companies (if any).

2. The results of election, dismissal and discharge of members of the Board of Directors shall be announced in accordance with regulations on information disclosure.

CHAPTER 3. BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the GMS.

2. Rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the GMS. To be specific:

- a) Decide the strategy, medium-term development and annual business plans of the Company;
- b) Propose types of authorized shares and quantity of each type;



- c) Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;
- d) Decide selling prices for shares and bonds of the Company;
- dd) Decide repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;
- e) Decide investment plans and investment projects within its jurisdictions and limits prescribed by law;
- g) Decide solutions for market development, marketing and technology;
- h) Approve contracts for purchase, sale, lending and other contracts and transactions that are worth at least 35% of the total assets written the Company's latest financial statement, contracts and transactions within the jurisdiction of the GMS as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Law on Enterprises;
- i) Elect, dismiss, discharge the President of the Board of Directors; designate, discharge, conclude and terminate contracts with the Director/General Director and other key managers prescribed by the Company's Charter; decide salaries, remunerations, bonuses and other benefits of these managers; authorize representatives to participate in the Board of Members or GMS of other companies; decide their remunerations and other benefits;
- k) Supervise the Director/General Director and other managers operating everyday business of the Company;
- l) Decide the organizational structure, rules and regulations of the Company, establishment of subsidiary companies, branches, representative offices, capital contribution and purchase of shares of other enterprises;
- m) Approve the agenda and documents serving the GMS; convene the GMS or collect comments for the GMS to ratify its resolutions;
- n) Submit audited annual financial statements to the GMS;
- o) Propose dividends; decide the deadlines and procedures for paying dividends or settling losses incurred during business operation;
- p) Propose re-organization, dissolution of the Company; request bankruptcy of the Company;
- q) Decide promulgation of operation regulations of the Board of Directors, internal regulations on company administration after they are ratified by the GMS; decide promulgation of operating regulations of the Audit Committee affiliated to the Board of Directors, regulations on information disclosure;
- r) Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other regulations of law and the Company's Charter.



3. The Board of Directors shall ratify resolutions and decisions by voting at meetings, questionnaire survey or other methods prescribed by the Company's Charter. Each member of the Board of Directors has one vote.

4. In case a resolution or decision is ratified by the Board of Directors against regulations of law, resolution of the GMS or the Company's Charter and thus causes damage to the Company, the members who vote for ratification of such resolution or decision shall be jointly responsible and pay compensation for the Company; the members who vote against the unconformable resolution or decision are exempt from responsibility. In this case, shareholders of the Company are entitled to request the court to suspend the unconformable resolution or decision.

Article 12. Duties and entitlements of the Board of Directors in approving and concluding transaction contracts

1. The Board of Directors is entitled to approve any contract and transaction that is worth less than 35% of total assets or that leads to a total transaction value of less than 35% of total assets over 12 months from the occurrence of the first transaction according to the latest financial statement, or a smaller ratio or value prescribed by the Company, between the Company and any of the following entities:

- Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and their related persons;
- Shareholders, authorized representatives of shareholders that hold over 10% of the Company's ordinary shares and their related persons;
- Enterprises that are related to the entities specified in Clause 2 Article 164 of the Law on Enterprises.

2. The Company's representatives shall send notices to members of the Board of Directors and the Board of Supervisors when signing contracts and conducting transactions of the entities related to such contracts and transactions and enclose the draft contracts or transaction descriptions. The Board of Directors shall decide whether to approve the contract or transaction within 15 days from the receipt of the notice, unless another time limit is specified by the Company's Charter. Members of the Board of Directors having interests related to the parties to the contract or transaction must not vote.

Article 13. Responsibility of the Board of Directors to convene extraordinary GMS

1. The Board of Directors shall convene an extraordinary GMS in the following cases:

- a) It is considered necessary for the Company's interests by the Board of Directors;
- b) The remaining number of Board of Directors or Board of Supervisors is smaller than the minimum number prescribed by law;
- c) It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises; the request shall be made in writing, specify the reasons for convening such a meeting, and bear signatures of relevant shareholders. The written request may be made into multiple copies with signatures of relevant shareholders;



- d) It is requested by the Board of Supervisors;
 - dd) Other cases prescribed by law and the Company's Charter.
2. Convening the extraordinary GMS

Unless otherwise prescribed by the Company's Charter, the Board of Directors shall convene the GMS within 30 days from the day on which the number of members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors falls below the minimum number specified in the Company's Charter, or the date of request mentioned in Point c and Point d Clause 1 of this Article;

3. The person who convenes the GMS shall perform the following tasks:

- a) Compile a list of shareholders having the right to participate in the meeting;
- b) Provide information and settle complaints relevant to the list of shareholders;
- c) Prepare the meeting agenda and contents;
- d) Prepare meeting documents;
- dd) Draft the resolution of the GMS according to the meeting contents; compile a list of candidates and their details in case of election of members of the Board of Directors and the Board of Supervisors;
- e) Determine the meeting time and location;
- g) Send invitations to the shareholders having the right to participate in the meeting in accordance with the Law on Enterprises;
- h) Other tasks serving the meeting.

Article 14. Sub-committees of the Board of Directors

1. The Board of Directors may establish subcommittees that will take charge of development policies, personnel, salaries and bonuses, internal audit, risk management. The quantity of members of each subcommittee shall be decided by the Board of Directors with at least [03 persons] that are members of the Board of Directors and external members. [Independent members of the Board of Directors/non-executive members of the Board of Directors] shall make up a majority of the subcommittee and one of these members shall be designated as the chief of the subcommittee under a decision of the Board of Directors. The subcommittees shall operate in accordance with regulations of the Board of Directors. A subcommittee's resolution is only effective when it is voted for by the majority of its members during its meetings.

2. The implementation of decisions of the Board of Directors or its subcommittees shall be conformable with applicable regulations of law, the Company's Charter and company administration regulations.



CHAPTER 4.

MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. The President of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 working days after the same Board of Directors is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 person to convene the Board of Directors.

2. The Board of Directors shall have at least 01 meeting per quarter and may have ad hoc meetings.

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

a) The meeting is requested by the Board of Supervisors or independent members of the Board of Directors;

b) The meeting is requested by the Director/General Director or at least 05 more managers.

c) The meeting is requested by at least 02 members of the Board of Directors.

d) Other cases prescribed by the Company's Charter.

4. The request for meeting mentioned in Clause 3 must be made in writing, specify the purposes, issues that need discussing and deciding by the Board of Directors.

5. The President of the Board of Directors shall convene the Board of Directors within 07 working days from the receipt of the request mentioned in Clause 3 of this Article. Otherwise, the President of the Board of Directors shall be responsible for the damage incurred by the Company; the requester is entitled to convene the meeting instead of the President of the Board of Directors.

6. The President of the Board of Directors or the person who convenes the meeting of the Board of Directors shall send invitations at least 03 working days before the meeting unless otherwise prescribed by the Company's Charter. The invitation shall specify the meeting time, location, agenda, issues that need discussing and deciding. The invitation shall be enclosed with documents to be used at the meeting and votes.

The invitations to the meeting of the Board of Directors may be a physical invitation, by phone, fax, email or other forms prescribed by the Company's Charter as long as they are delivered to the mailing address of each member of the Board of Directors registered at the Company.

7. The President of the Board of Directors or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the Board of Supervisors.

Members of the Board of Supervisors are entitled to participate and discuss in meetings of the Board of Directors but must not vote.



8. The meeting of the Board of Directors shall be opened when it is participated in by three fourths (3/4) of the members. In case the number of participating members is not adequate, the second meeting shall be convened within 07 days from the intended date of the first meeting, unless a shorter time limit is prescribed by the Company's Charter. The second meeting shall be opened when it is participated in by more than half of the members of the Board of Directors.

9. It is considered that a member of the Board of Directors participates and votes in a meeting when he/she:

- a) Participates and votes in person at the meeting;
- b) Authorizes another person to participate in the meeting and vote in accordance with Clause 11 of this Article;
- c) Participates and votes at an online meeting; cast electronic votes or in other electronic forms;
- d) Sends his/her votes by mail, fax or email;
- dd) Sends his/her votes using other means prescribed by the Company's Charter.

10. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the President of the Board of Directors at least 01 hour before the opening hour. The votes shall only be opened in the presence of all participants.

11. The members shall participate in all meetings of the Board of Directors. A member may authorize another person to participate in the meeting and vote if it is approved by the majority of the members of the Board of Directors.

12. Unless a higher ratio is prescribed by the Company's Charter, a resolution or decision of the Board of Directors will be ratified if it is approved by the majority of the participating members. In case of a tie, the President of the Board of Directors shall have the casting vote.

Article 16. Minutes of meetings of the Board of Directors

1. Minutes of all meetings of the Board of Directors shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:

- a) The enterprise's name, headquarters address, identification number;
- b) The meeting time and location;
- c) Purposes, agenda and contents of the meeting;
- d) Full name of every participating member and their authorized participants; full names of absent members and reasons;



- dd) Issues to be discussed and voted at the meeting;
 - e) Summaries of opinions of each participating member in chronological order;
 - g) The voting result, including specific members that cast affirmative votes, negative votes and abstentions;
 - h) Ratified issues and ratio of affirmative votes;
 - i) Full names and signatures of the chair and minutes taker, except in the case specified in Clause 2 of this Article.
2. In case the chair or minutes take refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members and have adequate contents according to Points a, b, c, d, dd, e, g and h Clause 1 o this Article.
3. The chair, minutes taker and other persons who sign the minutes shall be responsible for its truthfulness and accuracy.
4. The minutes of meeting of the Board of Directors and other documents used in the meeting shall be retained at the Company's headquarters.
5. The minutes in Vietnamese and foreign languages have equal legal value. In case of discrepancies between the Vietnamese version and the foreign language version, the former shall apply.

CHAPTER 5.

REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Submission of annual reports

1. At the end of the fiscal year, the Board of Directors shall submit the following reports to the GMS:
- a) The Company's income statement;
 - b) The financial statement;
 - c) The report on management and administration of the Company;
 - d) Verification report by the Board of Supervisors.
2. The reports mentioned in Points a, b and c Clause 1 of this Article shall be sent to the Board of Supervisors for verification at least 30 days before the opening date of the GMS unless otherwise prescribed by the Company's Charter.
3. The reports mentioned in Clause 1 and Clause 2 of this Article, verification reports of the Board of Supervisors and audit reports shall be retained at the Company's headquarters at least 10



days before the opening date of the GMS unless a longer time is prescribed by the Company's Charter. The shareholders that have held the Company's shares for at least 01 years are entitled to examine the reports mentioned in this Article themselves or together with their lawyers, accountants or audits who have practicing certificates.

Article 18. Remunerations, bonuses and other benefits of members of the Board of Directors

1. The Company is entitled to pay remunerations and bonuses to members of the Board of Directors according to business performance.

2. Members of the Board of Directors are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily rate. The Board of Directors shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the Board of Directors shall be decided by the annual GMS.

3. Remunerations of each member of the Board of Directors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual GMS.

4. Members of the Board of Directors who are holding the executive positions or working in subcommittees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the GMS, the Board of Directors or its subcommittees.

6. Members of the Board of Directors may have liability insurance purchased by the Company if this is approved by the GMS. This insurance does not cover liability of members of the Board of Directors relevant to violations against the law and the Company's Charter.

Article 19. Disclosure of related interests

If the Company's Charter does not have tighter restrictions, interests and related persons of the Company shall be disclosed as follows:

1. Members of the Board of Directors shall declare their related interests, including:

a) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises in which they have stakes or shares; their holdings and time of holdings;

b) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises they and their related persons jointly or separately hold stakes or shares that are worth more than 10% of charter capital.

2. The information mentioned in Clause 1 of this Article shall be declared within 07 working



days from the occurrence date of related interests; any revision shall be informed to the Company within 07 working days from its occurrence date.

3. Before performing any task within the scope of operation of the Company, whether in their own names or others, members of the Board of Directors must explain the nature and contents of these tasks to the Board of Directors and may only perform them if they are approved by the majority of the remaining members of the Board of Directors. Otherwise, any income generated by such activity will belong to the Company.

CHAPTER 6.

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 20. Relationship between members of the Board of Directors

1. The relationships between members of the Board of Directors are cooperation. Members of the Board of Directors are responsible for informing each other of the issues that occur during the performance of their assigned tasks.

2. During performance of their tasks, the member in charge shall coordinate operations of other members if they are relevant to his/her tasks. In case of disagreements among members of the Board of Directors, the member in charge shall submit a report to the President of the Board of Directors for consideration or hold a meeting of members of the Board of Directors in accordance with regulations of law, the Company's Charter and this document.

3. In case of reassignment among members of the Board of Directors, they shall hand over relevant tasks and documents. The handover shall be recorded in writing and reported to the President of the Board of Directors.

Article 21. Relationship with the Executive Board

With the administration role, the Board of Directors shall promulgate resolutions, which will be implemented by the Director/General Director, supervise and inspect the implementation of such resolutions.

Article 22. Relationship with the Board of Supervisors

1. The relationship between the Board of Directors and the Board of Supervisors is cooperation. The Board of Directors shall work with the Board of Supervisors on equality and independence principles; cooperate and assist one another in performance of their tasks.

2. When receiving inspection records or consolidated reports of the Board of Supervisors, the Board of Directors shall examine them and request relevant units to formulate plans and promptly make rectifications.



CHAPTER 7. IMPLEMENTATION CLAUSES

Article 23. Effect

The Regulations on Operation of the Board of Directors of Can Tho Import Export Seafood JSC. consists of 7 chapters, 23 articles and comes into force from **day ... month ... year 2025**

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

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