

No. /TTr-NVN-HĐQT

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Ho Chi Minh City, May 14th, 2025



PROPOSAL OF THE BOARD OF DIRECTORS

Matters for Approval at the 2025 Annual General Meeting of Shareholders

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 1, 2021;

- Pursuant to the Charter on organization and operation of Vietnam Plastic Corporation*

The Board of Directors of Vietnam Plastic Corporation respectfully submits to the General Meeting of Shareholders (GMS) for review and approval of the following matters:

1. Matter 1: Approval of the General Director's Report on business performance in 2024 with the following key indicators:

- Total separate revenue: VND 84.87 billion
- Net separate revenue: VND 71.07 billion
- Separate profit before tax: VND 11.54 billion
- Separate net profit after tax: VND 11.54 billion

2. Matter 2: Approval of the BOD's Report on corporate governance, the performance of the BOD in 2024, and the orientation for 2025.

3. Matter 3: Approval of the 2024 Board of Supervisors' Report.

4. Matter 4: Approval of the audited 2024 Financial Statements.

5. Matter 5: Approval of the 2024 profit distribution and fund appropriation plan:

Separate profit before tax	: VND 11,548,045,776
Separate profit after tax	: VND 11,548,045,776
Accumulated undistributed profit after tax	: VND 65,709,720,825
Cash dividend payment	: VND 38,857,826,000
Dividend payout ratio for 2024	: 20%

(equivalent to VND 2,000 per share)

Allocation to the Employee Reward and Welfare Fund : VND 718,500,000

Allocation to the Management Bonus Fund : VND 155,000,000

Undistributed post-tax profit : VND 25,978,394,825

The Board of Directors submits to the General Meeting of Shareholders the proposal to authorize the Board of Directors to determine the time and procedures for the 2024 dividend payment in accordance with legal regulations.



6. Matter 6: Approval of the 2024 remuneration settlement for the BOD and the salaries and remuneration of the Board of Supervisors:

- Total remuneration for non-executive Board of Directors members: VND 270,000,000.
- Total remuneration for non-executive members of the Board of Supervisors and salary for the full-time Chief of the Board of Supervisors: VND 310,400,000.

7. Matter 7: Approval of the estimated business and production plan for 2025, and the estimated after-tax profit distribution plan for 2025:

- Total separate revenue : VND 56.01 billion
- Net separate revenue : VND 38.99 billion
- Separate profit before tax : VND 9.60 billion
- Separate profit after tax: : VND 9.60 billion

Based on the business performance results for 2025, the Board of Directors submits to the General Meeting of Shareholders the proposal regarding the appropriation of funds for 2025 (if any).

The Board of Directors proposes that the General Meeting of Shareholders authorize the Board to decide on the interim dividend payments at appropriate times, based on actual business performance, ensuring that such payments do not affect the Company's business operations.

The final dividend for the entire year 2025 will be decided by the General Meeting of Shareholders in 2026.

8. Matter 8: Approval of the estimated remuneration for the Board of Directors and the Board of Supervisors for 2025 as follows:

- Total remuneration for non-executive BOD members: VND 210,000,000.
- Total remuneration for non-executive BS members and salary of the Head of BS (executive) for Q1/2025 (3 months): VND 130,500,000.
- The remuneration of the company's manager and the salary of the full-time manager who is also the Head of the Supervisory Board will be settled at the 2026 General Meeting of Shareholders based on the company's business performance.

Respectfully submitted to the General Meeting of Shareholders of Vietnam Plastic Corporation for consideration and approval by voting.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRWOMAN OF THE BOARD**

Le Ngoc Diep





Ho Chi Minh City, May 14th, 2025

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PROPOSAL OF THE BOARD OF SUPERVISORS
Regarding the Selection of the Auditing Firm for the 2025 Financial Statements

- Pursuant to Article 139 of the Enterprise Law No. 59/2020/QH14 dated June 17th, 2020, effective from January 1st, 2021, and its guiding documents;
- Pursuant to the regulations on the organization and operation of the Supervisory Board of Vietnam Plastic Corporation.

The Board of Supervisors of Vietnam Plastic Corporation hereby submits to the Annual General Meeting of Shareholders 2025 for consideration and approval of the list of auditing firms and authorization for the Board of Directors to select the auditing firm for the Company's 2025 financial statements from the following list:

1. VACO AUDIT COMPANY LIMITED (VACO);
2. RSM Vietnam Auditing & Consulting Limited (RSM);
3. A&C Auditing and Consulting Company Limited (A&C);
4. Grant Thornton (Vietnam) Limited (Việt Nam);
5. Auditing & Informatic Services Company Limited (AISC).

**ON BEHALF OF THE BOARD
SUPERVISORS
HEAD OF THE BOARD**

Vo Hoang Anh Tuan

Note: This is an English translation prepared for reference purpose only. Should there be any inconsistency between the translation and the original Vietnamese text, the latter shall prevail.

No.: /Tr-NVN-HĐQT

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Ho Chi Minh City, May 14th, 2025



PROPOSAL OF THE BOARD OF DIRECTORS

**Regarding the Amendment of the Charter on the Organization and Operation of
Vietnam Plastic Corporation**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 1, 2021;
- Pursuant to the 2019 Securities Law and its guiding documents;
- Pursuant to the Charter on organization and operation of Vietnam Plastic Corporation

The Board of Directors of Vietnam Plastic Corporation respectfully submits to the General Meeting of Shareholders (GMS) for review and approval:

(1) Amend Clause 1, Article 25 to: “*The Board of Directors of the Company shall consist of 03 to 07 members*”: This amendment is proposed due to the reduction in the number of BOD members (Mr. Phan Trung Nam has submitted a resignation request), and there is no plan to elect a replacement member.

(2) Amend Point e, Clause 4, Article 34 to: “*in accordance with Points q and r, Clause 2, Article 26 of the Company’s Charter*”: This amendment is to ensure consistency with the referenced content.

Respectfully submitted to the General Meeting of Shareholders of Vietnam Plastic Corporation for consideration and approval by voting.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRWOMAN OF THE BOARD**

Le Ngoc Diep

Socialist Republic of Vietnam
Independence – Freedom – Happiness

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CHARTER OF VIET NAM PLASTIC CORPORATION



Ho Chi Minh City, May 14, 2025

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PREAMBLE

This Charter was adopted pursuant to the Resolution of the General Meeting of Shareholders No. /NQ-NVN-DHĐCĐTN dated May 14, 2025.

CHAPTER I DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

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

- a. *Company* means Vietnam Plastic Corporation;
- b. *Charter Capital* means the total par value of shares that have been sold or registered for subscription at the time of the Company's establishment and as provided in Article 6 of this Charter;
- c. *Voting Capital* means the share capital which gives shareholders the right to vote on matters within the authority of the General Meeting of Shareholders;
- d. *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- e. *Law on Securities* means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- f. *Vietnam* means the Socialist Republic of Vietnam;
- g. *Date of Establishment* means the date on which the Company was first granted its Enterprise Registration Certificate (Business Registration Certificate);
- h. *Executives of the Company* means the General Director, Deputy General Directors, and Chief Accountant;
- i. *Managers of the Company* include the Chairman of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors, and Chief Accountant;
- j. *Authorized Representative of Capital Contribution at Other Enterprises* means a person authorized by the Company to represent its capital in the Members' Council or the General Meeting of Shareholders of another company;
- k. *Related Person* means any individual or organization as defined in Clause 46, Article 4 of the Law on Securities;
- l. *Shareholder* means any individual or organization owning at least one share of the Company;
- m. *Founding Shareholder* means a shareholder who owns at least one ordinary share and has signed the list of founding shareholders of the Company;
- n. *Major Shareholder* means a shareholder who owns 5% or more of the total voting shares of the Company;
- o. *Term of Operation* means the duration of the Company's operations as stipulated in Article 2 of this Charter;
- p. *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to one or more regulations or documents shall include any amendments, supplements, or replacement documents.
3. The headings (Sections, Articles of this Charter) are used for convenience only and shall not affect the interpretation of the content of this Charter.

CHAPTER II

COMPANY NAME, TYPE, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL REPRESENTATIVE

Article 2. Company Name, Type, Head Office, Branches, Representative Offices, Business Locations and Term of Operation

1. Company Name
 - Name in Vietnamese : **CONG TY CO PHAN NHUA VIET NAM**
 - Name in English : **VIETNAM PLASTIC CORPORATION**
 - Trading name : **VIETNAM PLASTIC CORPORATION**
 - Abbreviated name : **VINAPLAST CORP.**
2. The Company is a joint stock company with legal entity status in accordance with the current laws of Vietnam.
3. Registered Head Office of the Company:
 - Address: 300B Nguyễn Tất Thành Street, Ward 13, District 4, Ho Chi Minh City
 - Telephone: (84-28) 3945 3301 / 3945 3302 / 3945 3303
 - Fax: (84-28) 3945 3298
 - Email: vinaplast@vinaplast.com.vn
 - Website: www.vinaplast.com.vn
 - Company Logo:



VINAPLAST

4. The Company may establish branches and representative offices in business locations to fulfill its operational objectives, in accordance with decisions of the Board of Directors and within the limits of the law.
5. Unless dissolved earlier as provided by law and this Charter, the Company's term of operation is indefinite from the date of establishment.

Article 3. Legal Representative of the Company

1. The legal representative of the Company is the individual who represents the Company in exercising rights and performing obligations arising from transactions of the Company, represents the Company as petitioner in civil matters, as plaintiff, defendant, or related party before arbitration or courts, and exercises other rights and obligations as prescribed by law and this Charter.

2. The Company has one (01) legal representative, who is the General Director.
3. The responsibilities of the legal representative are prescribed in Article 13 of the Law on Enterprises.

CHAPTER III

OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY

Article 4. Objectives of the Company's Operations

1. Business lines and activities of the Company:

No.	Industry Name	Industry Code
1	Manufacture of plastic products <i>Details: Manufacturing plastic products for use in industry, agriculture, fisheries, transportation, construction, postal and telecommunication services, educational equipment, and cultural products (excluding production at the Company's head office); manufacturing molds, equipment, and accessories for the plastics industry (not operating at the head office)</i>	2220
2	Agency, brokerage, and auction services <i>Details: Consignment agency services.</i>	4610
3	Organization of trade promotion activities. <i>Details: Organizing fairs and exhibitions. Organizing trade promotion events.</i>	8230
4	Other financial service support activities not elsewhere classified. <i>Details: Investment consulting services (excluding financial and accounting consultancy).</i>	6619
5	Other specialized wholesale not elsewhere classified. <i>Details: Trading of plastic, wood, and paper products for use in industrial, agricultural, fishery, transportation, construction, postal and telecommunication services, educational equipment, and cultural products (excluding trading of music and video tapes/discs at the Company's head office). Trading in raw materials, machinery, equipment, and supplies for the same industries. Wholesale of fertilizers. Wholesale of scrap (not operating at the head office).</i>	4669
6	Printing. <i>Details: Printing on plastic, wood, and paper packaging (not operating at the head office).</i>	1811
7	Advertising. <i>Details: Providing advertising services.</i>	7310
8	Real estate business, ownership, use rights or leasing of land. <i>Details: Leasing parking lots. Industrial cluster infrastructure business. Real estate business</i>	6810
9	Manufacture of other wood products; manufacture of products from bamboo, rattan, straw, and plaiting materials.	1629

No.	Industry Name	Industry Code
	<i>Details: Manufacturing wood products for use in the same industries as above (not operating at the head office).</i>	
10	Manufacture of other paper and cardboard products not elsewhere classified. <i>Details: Manufacturing paper products for use in the same industries as above (not operating at the head office).</i>	1709
11	Retail sale of other new goods in specialized stores. <i>Details: Retail of plastic, wood, and paper products and materials for use in the same industries as above (excluding retail of music and video tapes/discs at the Company's head office). Retail of raw materials, machinery, equipment, and supplies.</i>	4773
12	Recycling of waste and scrap. <i>Details: Recycling plastic and wood waste (not operating at the head office).</i>	3830
13	Research and experimental development in natural sciences and engineering. <i>Details: Research, training, and technology transfer.</i>	7210
14	Leasing of machinery, equipment, and other tangible goods. <i>Details: Leasing of agricultural and forestry machinery, construction equipment, and office machinery and equipment (including computers).</i>	7730
15	Manufacture of other electrical equipment. <i>Details: Production of polymer insulator chains, insulating materials, instrument wires, auxiliary wires, and other insulated wire and cable sets (not operating at the head office).</i>	2790
16	Freight transport by road	4933
17	Other passenger road transport services	4932
18	Freight handling services	5224
19	Warehousing and storage services	5210
20	Other transportation support services. <i>Details: Cargo forwarding, shipping, collection and delivery of transport documents and bills of lading.</i>	5229
21	Wholesale of unprocessed agricultural and forestry products (excluding wood, bamboo, and rattan) and live animals. <i>Details: Wholesale of unprocessed agricultural and forestry products (excluding wood, bamboo, and rattan) and live animals (not operating at the head office). Wholesale of animal feed and raw materials for livestock, poultry, and aquaculture.</i>	4620
22	Wholesale of food products (Not operating at the head office).	4632
23	Retail sale of food in specialized stores <i>(In accordance with Decision No. 64/2009/QĐ-UBND dated July 31, 2009, and Decision No. 79/2009/QĐ-UBND dated October 17, 2009, of the People's Committee of Ho Chi Minh City on the planning of agricultural and food</i>	4722

No.	Industry Name	Industry Code
	<i>product businesses in the city).</i>	
24	Processing and preserving of seafood and seafood products (Not operating at the head office).	1020
25	Manufacture of animal, poultry, and aquatic feed (Not operating at the head office).	1080

2. Objectives of the Company's Operations:

The Company's operational objectives are to mobilize and utilize capital efficiently, continuously develop resources, improve product quality, enhance competitiveness to meet the growing demands of customers, improve working conditions, stabilize the lives of employees, ensure the legitimate rights and interests of shareholders, and fulfill its obligations to the State.

Article 5. Scope of Business and Operations of the Company

The Company is allowed to conduct business activities in the sectors registered in this Charter. Any changes to the registration content must be notified to the business registration authorities and published on the National Business Registration Portal.

CHAPTER IV

CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, and Founding Shareholders

1. The charter capital of the Company is VND 194,289,130,000 (One hundred ninety-four billion, two hundred eighty-nine million, one hundred thirty thousand dong). The total charter capital of the Company is divided into 19,428,913 shares, each with a nominal value of VND 10,000 per share.
2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with the law.
3. The shares of the Company at the time of adoption of this Charter consist of ordinary shares. The rights and obligations of shareholders holding each type of shares are stipulated in Articles 12 and 13 of this Charter.
4. The Company may issue other preferential shares after obtaining approval from the General Meeting of Shareholders and in accordance with the law.
5. The names, addresses, number of shares, and other details about the founding shareholders as required by the Law on Enterprises are specified in Appendix 1 attached, which is an integral part of this Charter.
6. Ordinary shares must be preferentially offered to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares that are not subscribed to by existing shareholders will be distributed by the Board of Directors. The Board of Directors may distribute these shares to shareholders or other parties, provided that the terms are no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
7. The Company may buy back its shares issued by the Company in accordance with the provisions of this Charter and applicable laws.

8. The Company may issue other types of securities as permitted by law.

Article 7. Share Certificate

1. Shareholders of the Company will be issued a share certificate corresponding to the number and type of shares owned.
2. Shares are securities that confirm the legal rights and interests of the holder in a portion of the Company's capital. The shares must contain all the details required under Clause 1, Article 121 of the Law on Enterprises.
3. Within 30 days from the date of submission of a complete application for transferring the ownership of shares in accordance with the Company's regulations, or within 30 days from the date of full payment for shares according to the Company's share issuance plan (or another period as stipulated in the issuance terms), the shareholder will be issued a share certificate. Shareholders are not required to pay for the cost of printing the share certificate.
4. In case the share certificate is lost, damaged, or destroyed in any other form, the shareholder may request the Company to reissue the share certificate. The shareholder's request must include the following details:
 - a. Information about the lost, damaged, or destroyed share certificate;
 - b. A commitment to take responsibility for any disputes arising from the reissuance of the new share certificate.

Article 8. Other Securities Certificates

The Company may issue bond certificates or other securities certificates, which will be signed by the legal representative and sealed by the Company.

Article 9. Transfer of Shares

1. All shares are freely transferable, unless otherwise stipulated in this Charter and the law. Shares listed or registered for trading on the Stock Exchange are transferable according to the provisions of the securities law and the securities market regulations.
2. Shares that have not been fully paid for cannot be transferred and will not entitle the holder to related rights such as the right to dividends, the right to receive newly issued shares for capital increases from retained earnings, the right to buy newly offered shares, or any other rights as per the law.

CHAPTER V

ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND CONTROL

Article 10. Organizational Structure, Management, and Control

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

- The General Meeting of Shareholders.
- The Board of Directors, the Supervisory Board.
- The General Director.

CHAPTER VI

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of Shareholders

1. Common shareholders have the following rights:

- a. To attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms as stipulated by the Company's Charter and law. Each common share has one voting right.
 - b. To receive dividends as decided by the General Meeting of Shareholders.
 - c. To have priority in purchasing new shares in proportion to their ownership of common shares in the Company.
 - d. To freely transfer their shares to others, except in cases regulated under Clause 3, Article 120, Clause 1, Article 127 of the Enterprise Law, and other relevant legal provisions.
 - e. To inspect and retrieve information regarding the names and contact addresses in the list of shareholders entitled to vote; request corrections to any inaccurate information.
 - f. To inspect, retrieve, or photocopy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders.
 - g. In the event of liquidation or bankruptcy, to receive a portion of the remaining assets in proportion to their shareholding in the Company.
 - h. To request the Company to buy back their shares in cases prescribed in Article 132 of the Enterprise Law.
 - i. To be treated equally. Each share of the same type shall grant the shareholder the same rights, obligations, and benefits. If the Company has preferential shares, the rights and obligations associated with them must be approved by the General Meeting of Shareholders and fully disclosed to all shareholders.
 - j. To access periodic and extraordinary information disclosed by the Company in accordance with the law.
 - k. To have their legal rights and interests protected; request the suspension or annulment of resolutions or decisions by the General Meeting of Shareholders or the Board of Directors as prescribed by the Enterprise Law.
 - l. Other rights as stipulated by law and this Charter.
2. Shareholders or groups of shareholders owning 5% or more of the total common shares have the following rights:
- a. To request the Board of Directors to call a General Meeting of Shareholders as per the provisions of Clause 3, Article 115 and Article 140 of the Enterprise Law.
 - b. To inspect and retrieve the minutes and resolutions, decisions of the Board of Directors, the semi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring Board approval, and other documents, excluding trade secrets and business confidential information.
 - c. To request the Supervisory Board to inspect specific issues related to the management and operations of the Company when deemed necessary. Requests must be in writing and include: name, contact address, nationality, and legal document number for individual shareholders; company name, enterprise registration code, and address for organizational shareholders; number of shares and registration date, total shares owned by the group, and percentage of total shares owned in the Company; issue to be inspected and purpose.
 - d. To propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and submitted to the Company at least 3 working days before the

meeting's opening. The proposal must specify the shareholder's name, the number of shares, and the proposed issue.

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

3. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate candidates for the Board of Directors and Supervisory Board. The nomination process is as follows:

a. Shareholders or groups of shareholders forming a group to nominate candidates must notify other shareholders in advance before the General Meeting of Shareholders begins.

b. Based on the number of members of the Board of Directors and Supervisory Board, shareholders or groups of shareholders are entitled to nominate the following number of candidates:

- 10% to less than 20%: 01 candidate.
- 20% to less than 30%: 02 candidates.
- 30% to less than 40%: 03 candidates.
- 40% to less than 50%: 04 candidates.
- 50% to less than 60%: 05 candidates.
- 60% to less than 70%: 06 candidates.
- 70% to less than 80%: 07 candidates.
- 80% to less than 90%: 08 candidates.
- 90% to 100%: 09 candidates.
- If the number of candidates nominated is less than the allowed number, the remaining candidates will be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 12. Obligations of Shareholders

Common shareholders have the following obligations:

1. To pay in full and on time for the shares they commit to purchase.
2. Not to withdraw capital contributed through common shares from the Company in any form, except when the Company or another party buys back the shares. If a shareholder withdraws some or all of their contributed capital in violation of this provision, the shareholder and any related parties within the Company will be jointly liable for the Company's debts and other financial obligations within the scope of the withdrawn share value and any resulting damages.
3. To comply with the Company's Charter and internal management regulations.
4. To adhere to the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To maintain the confidentiality of information provided by the Company as per the Charter and the law; to use the information only for protecting their legal rights and interests; strictly prohibited from distributing, copying, or sending information provided by the Company to other organizations or individuals.
6. To attend the General Meeting of Shareholders and exercise their voting rights through the following methods:
 - a. Attend and vote directly at the meeting.

- b. Authorize another individual or organization to attend and vote at the meeting.
- c. Attend and vote via online meetings, electronic voting, or other electronic forms.
- d. Submit voting forms by mail, fax, or email.
- e. Submit voting forms through other methods as prescribed by the Board of Directors.
- 7. To be personally responsible when acting on behalf of the Company in any of the following acts:
 - a. Violation of the law.
 - b. Engaging in business and other transactions for personal gain or to serve the interests of other individuals or organizations.
 - c. Paying debts prematurely in the face of financial risks to the Company.
- 8. To fulfill other obligations as prescribed by the current laws.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually once every year and within four (04) months from the end of the fiscal year. The Board of Directors may extend the time for the annual General Meeting of Shareholders if necessary, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene an extraordinary meeting. The meeting location is determined by the chairperson and must be within the territory of Vietnam.
2. The Board of Directors convenes the General Meeting of Shareholders annually and selects a suitable location. The annual General Meeting of Shareholders decides on issues according to the law and the Company's Charter, particularly approving the audited annual financial report. If the audited financial report contains significant exceptions, adverse audit opinions, or a refusal to express an opinion, the Company must invite a representative of an approved auditing organization to present at the General Meeting of Shareholders, and the auditor's representative is required to attend the meeting.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a. The Board of Directors considers it necessary for the interests of the Company;
 - b. The number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number of members required by law;
 - c. Upon the request of shareholders or a group of shareholders as defined in Clause 2, Article 115 of the Enterprise Law; the request to convene the General Meeting of Shareholders must be in writing, specifying the reasons and purposes of the meeting, with the signatures of the concerned shareholders or the request may be made in multiple copies with sufficient signatures from the relevant shareholders;
 - d. Upon the request of the Supervisory Board;
 - e. Other cases as provided by law and this Charter.
4. Convocation of an Extraordinary General Meeting of Shareholders
 - a. The Board of Directors must convene the General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors or Supervisory Board

is less than the required number, or upon receiving the requests specified in Points c and d of Clause 3 of this Article;

b. If the Board of Directors fails to convene the General Meeting of Shareholders according to the provisions in Point a of Clause 4 of this Article, within the next 30 days, the Supervisory Board will replace the Board of Directors to convene the General Meeting of Shareholders according to the provisions of Clause 3, Article 140 of the Enterprise Law;

c. If the Supervisory Board fails to convene the General Meeting of Shareholders as specified in Point b of Clause 4 of this Article, the shareholders or group of shareholders specified in Point c, Clause 3 of this Article have the right to request the company's representative to convene the General Meeting of Shareholders according to the provisions of the Enterprise Law.

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

5. The procedures for organizing the General Meeting of Shareholders are specified in Clause 5, Article 140 of the Enterprise Law.

Article 14. Rights and Obligations of the General Meeting of Shareholders

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

- a. Approve the development orientation of the Company;
- b. Decide on the types of shares and the total number of shares of each type to be offered; decide on the annual dividend rate for each type of share;
- c. Elect, dismiss, or remove members of the Board of Directors and the Supervisory Board;
- d. Decide on investments or the sale of assets with a value of 35% or more of the total asset value as recorded in the most recent financial statement of the Company;
- e. Amend or supplement the Company's Charter;
- f. Approve the annual financial statements;
- g. Decide to repurchase more than 10% of the total number of shares already sold of each type;
- h. Review and handle violations by members of the Board of Directors and the Supervisory Board that cause damage to the Company and its shareholders;
- i. Decide on the reorganization or dissolution of the Company;
- j. Decide on the budget or the total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k. Approve the internal governance regulations; the operational regulations of the Board of Directors and the Supervisory Board;
- l. Approve the list of approved audit firms; decide on the approved audit firm to conduct audits of the Company's activities and dismiss the approved auditor when necessary;
- m. Other rights and obligations as provided by law.

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

- a. The Company's annual business plan;
- b. The audited annual financial report;

- c. The Board of Directors' report on governance and the results of the Board's activities and those of each Board member;
 - d. The Supervisory Board's report on the Company's business results and the activities of the Board of Directors and the General Director;
 - e. The self-assessment report on the activities of the Supervisory Board and its members;
 - f. The dividend rate for each type of share;
 - g. The number of members of the Board of Directors and the Supervisory Board;
 - h. The election, dismissal, or removal of members of the Board of Directors and the Supervisory Board;
 - i. The decision on the budget or the total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - j. Approve the list of approved audit firms and decide on the appointment of the audit firm to inspect the Company's activities when necessary;
 - k. Amend and supplement the Company's Charter;
 - l. Types of shares and the number of new shares to be issued for each share type;
 - m. Split, merge, consolidate, or convert the Company;
 - n. Reorganize and dissolve (liquidate) the Company and appoint liquidators;
 - o. Decide on investments or the sale of assets with a value of 35% or more of the total asset value as recorded in the most recent financial report of the Company;
 - p. Decide to repurchase more than 10% of the total shares already sold of each type;
 - q. The Company signs contracts or transactions with the entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total asset value of the Company as recorded in the most recent financial statement;
 - r. Approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of some provisions of the Securities Law;
 - s. Approve internal governance regulations, the operational regulations of the Board of Directors, and the operational regulations of the Supervisory Board;
 - t. Other matters as provided by law and this Charter.
3. All resolutions and issues placed on the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 15. Authorization to Attend the General Meeting of Shareholders

1. Shareholders, or their authorized representatives who are organizations, may directly attend the meeting or authorize one or more individuals or organizations to attend the meeting or attend through one of the forms specified in Clause 3, Article 144 of the Enterprise Law.
2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders, as specified in Clause 1 of this Article, must be in writing. The authorization letter must comply with civil law provisions and must state the shareholder's name, the name of the authorized person or organization, the number of shares authorized, the scope of the authorization, the duration of the authorization, and the signatures of the authorizer and the authorized person.

The authorized person attending the General Meeting of Shareholders must submit the authorization letter when registering for the meeting. In the case of further delegation, the attendee must present the original authorization letter of the shareholder or the shareholder's authorized representative (if not yet registered with the Company).

3. The voting rights of the authorized person within the scope of the authorization remain valid when any of the following occurs:
 - a. The authorizing shareholder has passed away, been restricted in civil capacity, or lost civil capacity;
 - b. The authorizing shareholder has revoked the authorization;
 - c. The authorizing shareholder has revoked the authorization granted to the person executing the authorization.

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

Article 16. Changes to Rights

1. Changes or cancellations of special rights attached to a class of preferred shares shall take effect when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders to alter the rights and obligations of shareholders holding preferred shares will only be approved if it is supported by shareholders holding 75% or more of the total preferred shares of that class in attendance, or by 75% or more of shareholders holding that class of preferred shares through a written resolution.
2. A meeting of shareholders holding a particular class of preferred shares to approve the above-mentioned changes shall only be valid if at least two shareholders (or their authorized representatives) are present and collectively hold at least one-third of the nominal value of the issued shares of that class. If the number of representatives is insufficient, the meeting will be reconvened within 30 days, and the shareholders holding that class of shares (regardless of the number of people or shares) who are present, either directly or through authorized representatives, shall be deemed sufficient to meet the quorum. At the meetings of preferred shareholders, the shareholders present may request a secret ballot. Each share of the same class carries an equal voting right at these meetings.
3. The procedures for conducting such separate meetings will follow the provisions set out in Articles 19, 20, and 21 of this Charter.
4. Unless otherwise provided by the terms of issuance of shares, the special rights attached to preferred shares regarding certain or all issues related to the distribution of profits or assets of the Company will not be changed when the Company issues additional shares of the same class.

Article 17. Calling Meetings, Meeting Agenda, and Invitation to the General Meeting of Shareholders

1. The Board of Directors shall convene both the annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in cases as stipulated in Clause 3, Article 14 of this Charter.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
 - a. Prepare the list of shareholders eligible to attend and vote at the General Meeting of

- Shareholders. The list of shareholders eligible to attend the General Meeting of Shareholders shall be established no later than 10 days before the date the notice of the meeting is sent. The Company must publicly announce the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 days before the final registration date;
- b. Prepare the agenda and content of the meeting;
 - c. Prepare materials for the meeting;
 - d. Draft the resolutions for the General Meeting of Shareholders based on the proposed agenda;
 - e. Determine the time and location for the meeting;
 - f. Notify and send the meeting invitation to all shareholders eligible to attend;
 - g. Other tasks related to the meeting.
3. The notice of the General Meeting of Shareholders must be sent to all shareholders using a method that ensures delivery to the shareholders' contact address. Additionally, it must be published on the Company's website and on the website of the State Securities Commission, or the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the notice to all shareholders in the list of eligible shareholders no later than 21 days before the opening of the meeting (calculated from the date the notice is validly sent or delivered). The meeting agenda, related documents for matters to be voted on, shall be sent to shareholders or made available on the Company's website. In case the documents are not sent along with the meeting notice, the notice must specify a link to access all the meeting materials, including:
- a. The meeting agenda and materials for the meeting;
 - b. The list and detailed information of candidates in case of electing members of the Board of Directors or the Supervisory Board;
 - c. Voting ballots;
 - d. Draft resolutions for each issue on the agenda.
4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 11 of this Charter have the right to propose issues to be included in the General Meeting agenda. Proposals must be in writing and submitted to the Company no later than 03 working days before the meeting. The proposal must clearly state the shareholder's name, the number of shares held by the shareholder, and the issue to be added to the agenda.
5. The person convening the meeting has the right to refuse the proposal specified in Clause 4 of this Article if it falls under any of the following circumstances:
- a. The proposal was not submitted according to the provisions of Clause 4 of this Article;
 - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as stipulated in Clause 2, Article 11 of this Charter;
 - c. The proposed issue is outside the scope of the General Meeting of Shareholders' decision-making authority;
 - d. The proposed issue concerns business secrets or confidential information of the Company;
 - e. Other cases as provided by law and this Charter.
6. The person convening the meeting must accept and include the proposal in the agenda and content of the meeting, unless specified in Clause 5 of this Article. The proposal will officially be added to the agenda if it is approved by the General Meeting of Shareholders.

Article 18. Conditions for Convening the General Meeting of Shareholders

1. A General Meeting of Shareholders is validly convened when shareholders representing more than 50% of the total voting shares are present.
2. If the first meeting does not meet the quorum requirements as stipulated in Clause 1 of this Article, a second notice of the meeting must be sent within 30 days from the date the first meeting was originally scheduled. The second meeting will be valid when shareholders representing at least 33% of the total voting shares are present.
3. If the second meeting does not meet the quorum requirements as stipulated in Clause 2 of this Article, a third notice must be sent within 20 days from the date the second meeting was originally scheduled. The third meeting will be valid regardless of the total number of voting shares held by attending shareholders.

Article 19. Procedure for Conducting Meetings and Voting at the General Meeting of Shareholders

1. Before opening the meeting, the Company must proceed with the shareholder registration procedure, and registration must continue until all eligible shareholders are registered as follows:
 - a. When conducting the shareholder registration, the Company shall issue a voting card to each shareholder or authorized representative entitled to vote, indicating the registration number, the shareholder's name, the name of the authorized representative, and the number of votes held by that shareholder.

The General Meeting of Shareholders will discuss and vote on each item in the agenda. Voting will be conducted by approval, disapproval, and abstention. During the meeting, voting cards will be placed in the ballot box and the total number of votes in favor, against, and abstentions will be counted to decide the result. If the General Meeting votes by raising the voting cards, the vote counting will proceed in the order of counting the number of votes in favor, counting the number of votes against, and counting the number of abstentions. The results of the vote will be announced by the Chairperson immediately before the meeting is adjourned. The meeting will elect those responsible for counting the votes or supervising the vote counting as proposed by the Chairperson. The number of vote counters will be decided by the General Meeting of Shareholders based on the proposal of the Chairperson.

- b. Shareholders, or the authorized representatives of institutional shareholders or proxies arriving after the meeting has started, may register immediately and will have the right to participate and vote after registration. The Chairperson is not required to pause the meeting to allow late shareholders to register, and the validity of issues already voted on remains unchanged.
2. The election of the Chairperson, Secretary, and Vote Counting Committee is as follows:
 - a. The Chairman of the Board of Directors shall serve as the Chairperson, or delegate another member of the Board to be the Chairperson of the General Meeting of Shareholders convened by the Board. In the event of the Chairman's absence or temporary incapacity, the remaining members of the Board shall elect one of them to serve as the Chairperson by majority vote. If no one is elected, the Head of the Supervisory Board will facilitate the election of a Chairperson from the attendees, and the person with the most votes will become the Chairperson.

- b. Except for the case mentioned in Point a of this Clause, the person who signed the notice of the General Meeting of Shareholders shall facilitate the election of a Chairperson, and the person with the most votes will be elected as the Chairperson.
 - c. The Chairperson shall appoint one or more people to serve as the meeting's Secretary.
 - d. The General Meeting of Shareholders will elect one or more individuals to the Vote Counting Committee as proposed by the Chairperson of the meeting.
3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly specify the time allocated for each item on the meeting agenda.
 4. The Chairperson of the meeting has the right to take necessary and reasonable actions to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees:
 - a. Arranging seating at the meeting venue;
 - b. Ensuring the safety of everyone at the meeting venue;
 - c. Facilitating shareholder participation (or continued participation) in the meeting. The person convening the meeting has full authority to modify the above measures and apply any necessary actions. These measures may include issuing entry passes or using other forms of selection.
 5. The General Meeting of Shareholders will discuss and vote on each item in the agenda. Voting will be conducted by approval, disapproval, and abstention. The vote count results will be announced by the Chairperson immediately before the meeting is adjourned.
 6. Shareholders or authorized representatives attending after the meeting has started may still register and vote immediately after registration; in such cases, the validity of the items voted on prior to their registration remains unchanged.
 7. The person convening the meeting or the Chairperson of the General Meeting of Shareholders has the following rights:
 - a. To require all meeting attendees to undergo a security check or other legal and reasonable security measures;
 - b. To request the competent authorities to maintain order at the meeting, expelling those who do not comply with the Chairperson's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security checks.
 8. The Chairperson has the right to adjourn the General Meeting of Shareholders, provided the number of registered attendees meets the quorum, for a maximum of 03 working days from the date the meeting was scheduled to begin, and can only adjourn or change the meeting venue in the following cases:
 - a. The meeting venue lacks sufficient seating for all attendees;
 - b. The communication facilities at the meeting venue are inadequate for shareholders to attend, discuss, and vote;
 - c. Attendees disrupt the meeting, causing a risk of the meeting not proceeding fairly and legally.
 9. If the Chairperson adjourns or suspends the meeting contrary to the provisions in Clause 8 of this Article, the General Meeting of Shareholders will elect someone else from the attendees

to replace the Chairperson and conduct the meeting until its conclusion. All resolutions passed during the meeting will still be valid.

10. In the case the Company uses modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can participate and vote via electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law.

Article 20. Conditions for the Resolution of the General Meeting of Shareholders to be Passed

1. Resolutions on the following matters are passed if at least 65% of the total voting shares of all attending shareholders agree, except for the cases provided in Clauses 2, 3, 4, and 6 of this Article:
 - a. The types and total number of shares of each type;
 - b. Changes to the industry, business, and operational fields;
 - c. Changes to the organizational structure of the Company;
 - d. Investment projects or sale of assets with a value of 35% or more of the total assets recorded in the most recent financial statements of the Company;
 - e. Reorganization or liquidation of the Company;
 - f. Amendments or supplements to the Company's Charter.
2. Other resolutions are passed if at least 50% of the total voting shares of all attending shareholders agree, except for the cases provided in Clauses 1, 3, 4, and 6 of this Article.
3. Voting for the election of members of the Board of Directors and the Supervisory Board must be conducted through cumulative voting. Each shareholder has a total number of votes equal to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or Supervisory Board. Shareholders may allocate all or part of their votes to one or more candidates. The candidates elected to the Board of Directors or the Supervisory Board are those with the highest number of votes, starting from the highest. In case two or more candidates receive the same number of votes for the last position, the candidate who holds or represents more common shares of the Company will be elected. If the number of shares is the same, the General Meeting will vote directly to select the candidate with the highest number of votes.
4. In case the resolution is passed via written consent, the resolution of the General Meeting of Shareholders will be passed if more than 50% of the total voting shares of all shareholders entitled to vote agree.
5. Notification of the resolution: The resolution must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date it is passed. If the Company has a website, the resolution may be notified by posting it on the Company's website.
6. Resolutions affecting the rights and obligations of preferential shareholders: If a resolution changes the rights and obligations of preferential shareholders adversely, it can only be passed if at least 75% of the preferential shares of that type are represented in favor of it, or 75% of preferential shareholders of that type agree in case of written consent.

7. Legality of resolutions: Resolutions passed with 100% of the total voting shares are legal and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and the Company's Charter.

Article 21. Authority and Procedures for Obtaining Shareholder Consent by Written Opinion to Approve the Resolution of the General Meeting of Shareholders

1. Authority and Requirement: The Board of Directors has the right to obtain shareholder consent by written opinion if deemed necessary for the Company's benefit, except in cases provided in Clause 2, Article 147 of the Law on Enterprises.
2. Preparation of the Consent Form: The Board of Directors must prepare the consent form, the draft resolution of the General Meeting of Shareholders, explanatory documents, and send them to all shareholders entitled to vote at least 10 days before the deadline for submitting the response.
3. Contents of the Consent Form: The consent form must include the following essential information:
 - Name, address, and enterprise code of the Company;
 - Purpose of obtaining consent;
 - Name, contact address, nationality, and legal document number of individual shareholders; or name, enterprise code, or legal document number of the organization, contact address of the representative of an organizational shareholder; quantity of shares of each type, and voting rights of the shareholder;
 - The issue for which consent is being sought;
 - Voting options: approval, disapproval, or abstaining;
 - Deadline for submitting the completed consent form;
 - Name and signature of the Chairman of the Board of Directors.
4. Submission of the Consent Form: Shareholders may submit the completed consent form to the Company by mail, fax, or email as follows:
 - If sent by mail, the completed form must be signed by the shareholder (individual or authorized representative) and enclosed in a sealed envelope, which must not be opened before the vote count;
 - If sent by fax or email, the form must remain confidential until the vote count;
 - Forms submitted after the deadline or opened before the vote count, or disclosed via fax or email, are invalid. Unsubmitted forms will be considered as not participating in the vote.
5. Vote Counting: The Board of Directors shall count the votes and prepare a vote count report with the supervision of the Supervisory Board or non-management shareholders. The report must include the following main contents:
 - Company name, address, and enterprise code;
 - Purpose and issues for which consent is sought;
 - Number of shareholders with voting shares, specifying valid and invalid votes, and submission methods (mail, fax, or email);
 - Total number of votes in favor, against, or abstaining for each issue;

- Issues passed and the percentage of votes in favor.
6. Publication and Storage of Documents: The vote count report and resolution must be sent to shareholders within 15 days of the vote count or posted on the Company's website within 24 hours after the vote count.
 7. Storage of Documents: The completed consent forms, vote count reports, resolutions, and related documents must be kept at the Company's headquarters.
 8. Effectiveness of Written Opinion Resolutions: Resolutions passed via written opinion are valid if they are approved by shareholders holding more than 50% of the total voting shares.

Article 22. Resolutions and Meeting Minutes of the General Meeting of Shareholders

1. Minutes of the General Meeting of Shareholders must be recorded and may be audio or electronically stored. The minutes must be in Vietnamese, with the option to also be recorded in a foreign language, and must include the following essential content:
 - a. Company name, address, and enterprise code;
 - b. Time and location of the meeting;
 - c. Meeting agenda and content;
 - d. Names of the Chairman and Secretary;
 - e. A summary of the meeting proceedings and shareholder comments on each agenda item;
 - f. Number of shareholders and total voting shares of attending shareholders, along with a list of registered shareholders and their corresponding shares and votes;
 - g. Total number of votes for each issue, including valid, invalid, in favor, against, and abstentions, along with corresponding percentages;
 - h. Issues passed and the percentage of votes in favor;
 - i. Names and signatures of the Chairman and Secretary. If the Chairman or Secretary refuses to sign, the minutes will still be valid if signed by all other attending members of the Board of Directors and include all the required contents.
2. The minutes must be completed and approved before the meeting ends. The Chairman and Secretary, or another signatory, must take joint responsibility for the accuracy and integrity of the minutes.
3. Bilingual Minutes: Both Vietnamese and foreign-language versions of the minutes have the same legal validity. In case of discrepancies between the two versions, the Vietnamese version will prevail.
4. Public Disclosure and Storage: The resolution, minutes, shareholder registration lists with signatures, proxies, and related documents must be publicly disclosed according to securities laws and stored at the Company's headquarters.

Article 23. Request to Annul the Resolution of the General Meeting of Shareholders

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote counting results of the General Meeting of Shareholders, shareholders or a group of shareholders as specified in Clause 2, Article 115 of the Enterprise Law have the right to request the Court or Arbitration to review and annul the resolution or part of the content of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and making decisions at the General Meeting of Shareholders severely violate the provisions of the Enterprise Law and the Company's Charter, except for the case specified in Clause 7, Article 20 of the Company's Charter.

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

CHAPTER VII

BOARD OF DIRECTORS

Article 24. Nomination and Election of Members of the Board of Directors

1. If the candidates for the Board of Directors have been determined, the Company must disclose information about the candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's electronic information page so that shareholders can review the candidates before voting. The candidate for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and commit to performing their duties honestly, cautiously, and in the best interests of the Company if elected to the Board of Directors. The disclosed information about the candidate for the Board of Directors includes:
 - a. Full name, date of birth;
 - b. Professional qualifications;
 - c. Work history;
 - d. Other managerial titles (including positions on the Board of Directors of other companies);
 - e. Interests related to the Company and its related parties;
 - f. Other information (if any) as stipulated in the Company's Charter.

The public company must disclose information about companies where the candidate holds a position on the Board of Directors, other managerial titles, and any related interests (if any).

2. Shareholders or groups of shareholders owning at least 10% of the total common shares have the right to nominate candidates for the Board of Directors in accordance with the Enterprise Law and the Company's Charter.
3. If the number of candidates for the Board of Directors through nominations and elections still does not meet the required number specified in Clause 5, Article 115 of the Enterprise Law, the current Board of Directors will introduce additional candidates or organize a nomination according to the regulations in the Company's Charter, internal governance regulations, and the Board of Directors' operational regulations. The introduction of additional candidates by the current Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.
4. Members of the Board of Directors must meet the standards and conditions as specified in Clause 1, Clause 2, Article 155 of the Enterprise Law and the Company's Charter.

Article 25. Composition and Term of Office of the Board of Directors

1. The Board of Directors of the Company must consist of 3 to 7 members. The General Meeting of Shareholders will decide the specific number of members of the Board of Directors for each term.
2. The term of office of each member of the Board of Directors shall not exceed 5 years and may be re-elected for an unlimited number of terms. If all members of the Board of Directors complete their term, they will continue to serve as Board members until new members are elected and take over the work.
3. The structure of the Board of Directors must ensure that at least 1/3 of the total members of the Board of Directors are non-executive members. The Company limits as much as possible

the members of the Board of Directors who also hold executive positions to ensure the independence of the Board.

4. A member of the Board of Directors ceases to be a member in case they are dismissed, removed, or replaced by the General Meeting of Shareholders according to the provisions of Article 160 of the Enterprise Law.
5. The appointment of members of the Board of Directors must be publicly disclosed in accordance with the law on disclosure of information on the stock market.
6. Members of the Board of Directors are not necessarily shareholders of the Company.

Article 26. Rights and Obligations of the Board of Directors

1. The Board of Directors is the management body of the Company and has full authority to act on behalf of the Company to make decisions and exercise the Company's rights and obligations, except for those rights and obligations that belong to the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are defined by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
 - a. Deciding on the Company's strategy, medium-term development plans, and annual business plans;
 - b. Proposing the types of shares and the total number of shares of each type to be offered;
 - c. Deciding to sell unissued shares within the number of shares authorized to be offered for each type; deciding to raise additional capital through other forms;
 - d. Deciding the sale price of the Company's shares and bonds;
 - e. Deciding to repurchase shares in accordance with Clauses 1 and 2, Article 133 of the Enterprise Law;
 - f. Deciding on investment plans and projects within the scope and limits prescribed by law;
 - g. Deciding to invest in or sell the Company's assets with a value between 10 billion VND and under 35% of the total assets as stated in the most recent financial statement of the Company;
 - h. Deciding on market development, marketing, and technology solutions;
 - i. Approving contracts for buying, selling, lending, borrowing, and other transactions with a value of 35% or more of the total assets of the Company as shown in the most recent financial statement, except for cases where the contract or transaction falls under the authority of the General Meeting of Shareholders according to points d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Enterprise Law;
 - j. Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, signing contracts, and terminating contracts with the General Director, Deputy General Directors, and Chief Accountant; deciding on their salaries, bonuses, and other benefits;
 - k. Supervising and directing the General Director and other managers in running the daily operations of the Company;

- l. Deciding the organizational structure of the Company, establishing subsidiaries, branches, representative offices, and investing in, purchasing shares in other enterprises;
 - m. Approving the program and documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or obtaining opinions to pass resolutions of the General Meeting of Shareholders;
 - n. Presenting the audited annual financial report to the General Meeting of Shareholders;
 - i. Proposing the dividend rate; deciding on the time and procedures for dividend payment or handling business losses;
 - o. Proposing the reorganization, liquidation, or bankruptcy of the Company;
 - p. Deciding to issue the Rules of Operation of the Board of Directors, internal governance regulations after approval by the General Meeting of Shareholders;
 - q. Deciding to issue the Company's internal management regulations such as information disclosure regulations, financial regulations, reward and discipline regulations, salary, bonus, and remuneration regulations, and regulations on the management of representatives of the Company's capital in other enterprises;
 - r. Other rights and obligations as prescribed by the Enterprise Law, Securities Law, other legal provisions, and the Company's Charter.
3. The Board of Directors must report to the General Meeting of Shareholders on the results of its activities in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of some provisions of the Securities Law.

Article 27. Remuneration, Bonuses, and Other Benefits for Board Members

1. The company has the right to pay remuneration and bonuses to members of the Board of Directors based on the results and effectiveness of business operations.
2. Board members are entitled to receive remuneration for their duties and bonuses. Remuneration is calculated based on the number of workdays required to complete the tasks of a board member and the daily remuneration rate. The Board of Directors will propose the remuneration for each member based on mutual agreement. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each Board member is accounted for as a business expense of the company in accordance with corporate income tax regulations, and it will be shown as a separate item in the company's annual financial statements, which must be reported to the General Meeting of Shareholders at the annual meeting.
4. Board members who hold executive positions or serve on subcommittees of the Board or perform tasks beyond the normal scope of a Board member's duties may receive additional remuneration in the form of a lump-sum fee, salary, commission, profit share, or other forms as decided by the Board of Directors.
5. Board members are entitled to reimbursement for all reasonable travel, accommodation, and other expenses incurred while performing their duties, including those incurred while attending meetings of the General Meeting of Shareholders, the Board of Directors, or the Board's subcommittees.

6. Board members may have the company purchase liability insurance after approval by the General Meeting of Shareholders. This insurance does not cover liabilities arising from legal violations or breaches of the company's Charter.

Article 28. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors may not hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and responsibilities:
 - a. Prepare the program and activity plan for the Board of Directors;
 - b. Prepare the program, content, and materials for the meetings; convene, chair, and preside over the meetings of the Board of Directors;
 - c. Organize the passing of resolutions and decisions of the Board of Directors;
 - d. Oversee the implementation of the resolutions and decisions of the Board of Directors;
 - e. Chair the General Meeting of Shareholders;
 - f. Other rights and duties as specified by the Law on Enterprises and the company's Charter.
4. In the event that the Chairman resigns or is dismissed, the Board of Directors must elect a replacement within 20 days from the resignation or dismissal.
5. If the Chairman of the Board of Directors is absent or unable to perform their duties, they must appoint in writing another member to perform the duties and rights of the Chairman. If there is no designated substitute or the Chairman is deceased, missing, detained, imprisoned, undergoing administrative punishment in a rehabilitation center, or restricted in their civil rights, the remaining members will elect a new Chairman by majority vote until the next decision of the Board of Directors.

Article 29. Meetings of the Board of Directors

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 7 working days after the election of the Board of Directors. This meeting is convened and chaired by the member with the highest vote count or highest percentage of votes. In the case of a tie, the members will elect one person to convene the meeting by majority vote.
2. The Board of Directors must meet at least once every quarter, with the possibility of extraordinary meetings.
3. The Chairman of the Board of Directors will convene a meeting in the following cases:
 - a. Upon request of the Supervisory Board;
 - b. Upon request of the General Director or at least 5 other managers;
 - c. Upon request of at least 2 members of the Board of Directors;
 - d. In other cases as stipulated by law and the company's Charter.
4. The requests stated in Clause 3 of this Article must be made in writing, specifying the objectives and issues to be discussed and decided by the Board of Directors.
5. The Chairman of the Board of Directors must convene the meeting within 7 working days from the date of receiving the request. If the Chairman does not convene the meeting, they will be responsible for any resulting damages to the company. The requester has the right to convene the meeting instead.

6. The Board of Directors' meeting may be held in person, online, or by written opinion, email, or other electronic means. The Chairman or the person convening the meeting will decide on the form, time, and location of the meeting. The Chairman or the person convening the meeting will organize the process of collecting opinions and set the deadline for submitting opinions by written document, email, or other methods to pass resolutions and decisions.
7. The Chairman or the person convening the meeting must send an invitation to the meeting at least 3 working days before the meeting date. The invitation must specify the time, location, agenda, and issues to be discussed and decided. The invitation must be accompanied by relevant documents and voting forms for members.
8. The Chairman or the person convening the meeting must send the invitation and accompanying documents to the members of the Supervisory Board in the same manner as for the Board members.

Supervisory Board members have the right to attend Board of Directors meetings, participate in discussions, but do not have voting rights.
9. The meeting is valid when at least 3/4 of the total members are present. If the quorum is not met, a second meeting will be convened within 7 days. If the second meeting meets the quorum, it will proceed with more than half of the members present.
10. Each member of the Board of Directors has one vote, except in cases where they are prohibited from voting on transactions as regulated by the Law on Enterprises and the company's Charter. Members are considered present and voting in the following situations:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another person to attend and vote according to Clause 11 of this Article;
 - c. Attending and voting through an online meeting, e-voting, or other electronic means;
 - d. Sending their vote by mail, fax, email, or other methods approved by the person convening the meeting.
11. If a member sends a voting form via mail, it must be sealed in an envelope and submitted to the Chairman at least one hour before the meeting begins. The vote can only be opened in the presence of all attendees.
12. Members must attend all Board of Directors meetings. A member may authorize another person to attend and vote if approved by the majority of Board members. Members must fully participate in and respond to voting within the set deadlines for resolutions and decisions of the Board, except when prohibited from voting as specified by the Law on Enterprises and the company's Charter.
13. A resolution or decision of the Board of Directors is passed if it is approved by the majority of members attending the meeting. In case of a tie, the Chairman's opinion will be decisive. Resolutions or decisions passed by written opinion, email, or other electronic means are passed if approved by the majority of the members.

Article 30. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees to be in charge of development policies, human resources, remuneration, internal auditing, and risk management. The number of members in each subcommittee is decided by the Board of Directors, with at least 03 members, including both Board members and external members. The operations of subcommittees must comply with the regulations of the Board of Directors. A

subcommittee's resolution is only valid if it is approved by the majority of members participating and voting at the subcommittee's meeting.

2. The implementation of decisions made by the Board of Directors or subcommittees under the Board of Directors must comply with current legal regulations and the provisions of the company's Charter and internal corporate governance regulations.

Article 31. Company Governance Officer

1. The Board of Directors must appoint at least one Company Governance Officer to assist with corporate governance at the Company. The Governance Officer may also serve as the Company Secretary as per Clause 5, Article 156 of the Law on Enterprises.
2. The Governance Officer must not concurrently work for an approved auditing organization that is conducting audits on the Company's financial statements.
3. The Governance Officer has the following rights and responsibilities:
 - a. Advise the Board of Directors on organizing the General Meeting of Shareholders according to regulations and on matters related to the company and its shareholders;
 - b. Prepare the meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholders as requested by the Board of Directors or Supervisory Board;
 - c. Advise on the procedures for meetings;
 - d. Attend the meetings;
 - e. Advise on procedures for drafting resolutions of the Board of Directors in compliance with legal regulations;
 - f. Provide financial information, copies of minutes of Board meetings, and other information to members of the Board of Directors and the Supervisory Board;
 - g. Monitor and report to the Board of Directors on the company's information disclosure activities;
 - h. Act as the point of contact with relevant stakeholders;
 - i. Maintain confidentiality in accordance with legal regulations and the company's Charter;
 - j. Other rights and responsibilities as stipulated by law and the company's Charter.

CHAPTER VIII GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 32. Organizational Structure of Management

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

Article 33. Company Executives

1. Company executives include the General Director, Deputy General Director, and Chief Accountant.
 2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may hire other executives, with the number and qualifications suitable to the company's structure and management regulations as prescribed by the Board of Directors.
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Company executives are responsible for assisting the Company in achieving its business and organizational goals.

3. The General Director shall receive salary and bonuses. The salary and bonuses of the General Director are determined by the Board of Directors.
4. The salary of executives is included as a business expense of the Company, in accordance with the regulations on corporate income tax, and is reported separately in the Company's annual financial statements. It must also be reported to the General Meeting of Shareholders at the annual meeting.

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

1. The Board of Directors appoints a member of the Board of Directors or hires another individual to serve as the General Director.
2. The General Director is responsible for the daily business operations of the Company, under the supervision of the Board of Directors, and is accountable to the Board of Directors and to the law for the performance of the assigned duties and responsibilities.
3. The term of office of the General Director is no more than 05 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions specified by law and the company's Charter.
4. The General Director has the following rights and duties:
 - a. Decide on matters related to the daily operations of the Company that are not within the authority of the Board of Directors;
 - b. Implement the resolutions and decisions of the Board of Directors;
 - c. Organize the implementation of the Company's business plan and investment strategy;
 - d. Propose the organizational structure and internal management regulations for the Company, within the authority of the Board of Directors;
 - e. Decide on other internal management regulations of the Company, except for those stipulated in points q and r, Clause 2, Article 26 of the company's Charter;
 - f. Decide on investments or sales of Company assets with a book value under 10 billion VND;
 - g. Decide on contracts for buying, selling, borrowing, lending, and other transactions with a value under 35% of the total assets recorded in the most recent financial statement of the Company, except for contracts or transactions that fall under the authority of the General Meeting of Shareholders and the Board of Directors, as per the law and the company's Charter. For contracts with a value of 5% or more of the total assets recorded in the most recent audited financial statement of the Company, the Board of Directors requires the General Director to report on the results and progress of contract execution.
 - h. Appoint, dismiss, or remove management positions in the Company, except for those within the authority of the Board of Directors. Decide on the assignment of Company employees to work at other businesses;
 - i. Decide on salaries and other benefits for employees of the Company, including those managers appointed by the General Director;
 - j. Recruit employees;
 - k. Propose plans for dividend distribution or handling business losses;

- l. Other rights and duties as stipulated by law, the company's Charter, and the resolutions and decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director if a majority of the Board members with voting rights agree, and appoint a new General Director to replace them.

CHAPTER IX SUPERVISORY BOARD

Article 35. Nomination and Election of Supervisory Board Members (Supervisors)

1. The nomination and election of members of the Supervisory Board shall be carried out similarly to the provisions in Clause 1 and Clause 2, Article 25 of this Charter.
2. In case the number of candidates for the Supervisory Board through nominations and elections is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations as prescribed by the company's Charter, internal regulations on corporate governance, and the operating regulations of the Supervisory Board. Any additional candidates nominated by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes on the appointment of Supervisory Board members as per the law.

Article 36. Composition of the Supervisory Board

1. The number of members of the Company's Supervisory Board shall be 03 people. The term of office of a Supervisory Board member is no more than 05 years and may be re-elected for an unlimited number of terms.
2. Supervisory Board members must meet the standards and conditions as prescribed in Article 169 of the Law on Enterprises and must not be in the following situations:
 - a. Working in the accounting or finance department of the Company;
 - b. Being a member or employee of an independent auditing firm that has audited the Company's financial statements for the past 03 consecutive years.
3. A Supervisory Board member shall be dismissed in the following cases:
 - a. Failing to meet the qualifications and conditions required for being a Supervisory Board member as prescribed in Clause 2 of this Article;
 - b. Submitting a resignation letter that is approved;
 - c. Other cases as prescribed by law and the company's Charter.
4. A Supervisory Board member shall be removed from office in the following cases:
 - a. Failing to perform assigned duties or tasks;
 - b. Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
 - c. Repeatedly violating or committing serious violations of the obligations of a Supervisory Board member as prescribed by the Law on Enterprises and the company's Charter;
 - d. Other cases as determined by a resolution of the General Meeting of Shareholders.

Article 37. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members, based on the majority principle. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must hold at

least a university degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the Company's business activities.

2. Rights and obligations of the Head of the Supervisory Board:
 - a. Convene meetings of the Supervisory Board;
 - b. Request the Board of Directors, General Director, and other executives to provide relevant information to report to the Supervisory Board;
 - c. Prepare and sign the Supervisory Board's report after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

Article 38. Rights and Obligations of the Supervisory Board

The Supervisory Board has the rights and obligations prescribed in Article 170 of the Law on Enterprises, as well as the following rights and obligations:

1. Propose and recommend that the General Meeting of Shareholders approve a list of qualified auditing organizations to audit the Company's financial statements; decide on the qualified auditing organization to examine the Company's operations and dismiss the approved auditor if necessary.
2. Be accountable to shareholders for its supervisory activities.
3. Supervise the Company's financial situation and the legal compliance of the Board of Directors, General Director, and other executives.
4. Ensure coordination with the Board of Directors, General Director, and shareholders.
5. If illegal actions or violations of the company's Charter are detected by members of the Board of Directors, General Director, or other executives, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violators to cease the violation and take corrective actions.
6. Develop the operating regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. Report to the General Meeting of Shareholders as required by Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government, detailing the implementation of some provisions of the Securities Law.
8. Have the right to access the Company's documents and records stored at the headquarters, branches, and other locations; have the right to visit the workplaces of the Company's management and employees during working hours.
9. Have the right to request the Board of Directors, members of the Board of Directors, General Director, and other executives to provide complete, accurate, and timely information and documents regarding the Company's management, operations, and business activities.
10. Other rights and obligations as prescribed by law and the company's Charter.

Article 39. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least twice a year, with at least 2/3 of the Supervisory Board members in attendance. The minutes of the meeting must be prepared in detail and clearly. The minute-taker and the attending members of the Supervisory Board must sign the meeting minutes. The minutes of the Supervisory Board meetings must be kept to determine the responsibility of each member of the Supervisory Board.

2. The Supervisory Board has the right to request that members of the Board of Directors, the General Director, and representatives of the approved auditing organization attend and answer questions that need clarification.

Article 40. Salaries, Remunerations, Bonuses, and Other Benefits of Supervisory Board Members

1. Supervisory Board members are paid salaries, remunerations, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders will decide the total amount of salaries, remunerations, bonuses, other benefits, and the annual operating budget for the Supervisory Board.
2. Supervisory Board members are reimbursed for reasonable costs of meals, accommodation, travel, and the use of independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.
3. Salaries and operating expenses of the Supervisory Board are included in the Company's business expenses as prescribed by the law on corporate income tax and other relevant laws. These expenses must be separately stated in the Company's annual financial statements.

**CHAPTER X
RESPONSIBILITIES OF THE MEMBERS OF THE BOARD OF DIRECTORS,
SUPERVISORY BOARD MEMBERS, GENERAL DIRECTOR, AND OTHER
EXECUTIVES**

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives are responsible for performing their duties, including those in subcommittees of the Board of Directors, with honesty and care for the benefit of the Company.

Article 41. Duty of Honesty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives must disclose any relevant interests in accordance with the provisions of the Law on Enterprises and other relevant laws.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and their related parties are only allowed to use information obtained through their positions to serve the Company's interests.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives must notify the Board of Directors and the Supervisory Board in writing about transactions between the Company, its subsidiaries, or other companies controlled by the Company (with more than 50% ownership) and the relevant parties or their related parties, as required by law. For transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose the resolutions according to the securities law's information disclosure requirements.
4. A member of the Board of Directors may not vote on a transaction that benefits themselves or their related parties according to the Law on Enterprises and the Company's Charter.
5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and their related parties must not use or disclose confidential information to others to engage in related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, or individuals or organizations related to them are not invalid under the following circumstances:
 - a. For transactions valued at 35% or less of the total asset value as reported in the most recent financial statements, the important terms of the contract or transaction, as well as the relationships and benefits of the Board of Directors, Supervisory Board members, General Director, and other executives, must be reported to and approved by the Board of Directors by a majority vote of the members of the Board of Directors without conflicting interests;
 - b. For transactions valued over 35%, or transactions that lead to cumulative transaction values exceeding 35% of the total asset value in the 12 months following the initial transaction, the important terms of this transaction, as well as the relationships and benefits of the Board of Directors, Supervisory Board members, General Director, and other executives, must be disclosed to shareholders and approved by the General Meeting of Shareholders through voting by shareholders with no conflicting interests.

Article 42. Responsibility for Damages and Indemnification

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who violate their duties of honesty and care or fail to fulfill their responsibilities must be held liable for any damages caused by their violation.
2. The Company will indemnify those who have been, are, or may become involved in claims, lawsuits, or prosecutions (including civil, administrative cases, and cases where the Company is not the plaintiff) if such individuals have acted in good faith, with care, for the benefit of the Company, in compliance with the law, and without evidence that they have violated their duties.
3. The indemnification costs include judgment fees, fines, actual payments (including lawyer fees) incurred while resolving these cases under the law. The Company may purchase insurance for these individuals to cover the indemnification obligations.

CHAPTER XI

RIGHT TO INSPECT COMPANY RECORDS AND DOCUMENTS

Article 43. Right to Inspect Records and Documents

1. Ordinary shareholders have the right to inspect the records and documents as follows:
 - a. Ordinary shareholders have the right to review, inspect, and extract information regarding their name and contact address in the list of shareholders entitled to vote; request the correction of inaccurate information about themselves; review, inspect, extract, or photocopy the company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders.
 - b. Shareholders or groups of shareholders owning 5% or more of the total common shares have the right to review, inspect, extract, or photocopy the minutes and resolutions of the Board of Directors, semi-annual and annual financial reports, reports from the Supervisory Board, contracts and transactions that require Board approval, and other documents, except for those relating to the Company's trade secrets and business confidential information.
2. In case a shareholder or a group of shareholders appoints a representative to inspect records and documents, the representative must provide a power of attorney from the shareholder or group of shareholders they represent or a notarized copy of this power of attorney.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives have the right to inspect the company's shareholder register, the list of shareholders, and other records and documents of the company for purposes related to their positions, provided that such information remains confidential.
4. The company must keep the Charter and its amendments, the Business Registration Certificate, regulations, documents proving ownership rights to assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports from the Board of Directors, reports from the Supervisory Board, annual financial reports, accounting books, and other documents as required by law at its headquarters or another location, provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.
5. The company's Charter must be published on the company's website.

CHAPTER XII

EMPLOYEES AND TRADE UNIONS

Article 44. Employees and Trade Unions

1. The General Director must prepare a plan for the Board of Directors to approve matters related to the recruitment, termination, salaries, social insurance, benefits, rewards, and discipline for employees and executives of the company.
2. The General Director must prepare a plan for the Board of Directors to approve matters related to the company's relations with trade unions based on standards, practices, and best management policies, as well as the provisions of this Charter, the company's regulations, and current legal regulations.

CHAPTER XIII

DISTRIBUTION OF PROFITS

Article 45. Distribution of Profits

1. The General Meeting of Shareholders decides the dividend payout ratio and the form of dividend payment from the company's retained earnings.
2. The company does not pay interest on dividend payments or payments related to any type of shares.
3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of the dividends in shares, and the Board of Directors will be the executing body for this decision.
4. If dividends or other payments related to any type of shares are paid in cash, the company must pay in Vietnamese đồng. Payment may be made directly or through banks based on the bank account details provided by the shareholder. If the company transfers funds according to the bank account information provided by the shareholder and the shareholder does not receive the funds, the company will not be responsible for the amount transferred to the shareholder. Dividend payments for listed/registered shares at the Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. According to the Law on Enterprises and the Law on Securities, the Board of Directors passes a resolution to determine a specific date for the closure of the shareholder list. Based on this date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares and receive notifications or other documents.
6. Other matters related to the distribution of profits shall be carried out in accordance with the law.

CHAPTER XIV

BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING SYSTEM

Article 46. Bank Accounts

1. The company shall open bank accounts at Vietnamese banks or at branches of foreign banks licensed to operate in Vietnam.
2. With prior approval from the competent authority, in case of necessity, the company may open bank accounts abroad in accordance with the law.
3. The company shall carry out all payments and accounting transactions through its bank accounts in Vietnamese đồng or foreign currencies at the banks where it holds accounts.

Article 47. Financial Year

The company's financial year starts on January 1st each year and ends on December 31st of the same year.

Article 48. Accounting System

1. The company uses the enterprise accounting system or a specialized accounting system approved and issued by the competent authority.
2. The company shall maintain its accounting records in Vietnamese and retain accounting documents in accordance with the law on accounting and relevant regulations. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the company's transactions.
3. The company uses the Vietnamese đồng as the accounting currency. If the company primarily conducts its economic transactions in a foreign currency, it may choose that currency as its accounting currency, assuming responsibility for this choice before the law and notifying the direct tax authority.

CHAPTER XV

FINANCIAL REPORTS, ANNUAL REPORTS, AND DISCLOSURE RESPONSIBILITIES

Article 49. Annual, Semi-Annual, and Quarterly Financial Reports

1. The company must prepare an annual financial report, which must be audited in accordance with the law. The company shall disclose the audited annual financial report as required by securities market information disclosure regulations and submit it to the competent state authorities.
2. The annual financial report must include all reports, appendices, and explanations as required by the law on enterprise accounting. The report must faithfully and objectively reflect the company's operational status.

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

Article 50. Annual Report

The company must prepare and disclose an annual report in accordance with the law on securities and the securities market.

CHAPTER XVI COMPANY AUDIT

Article 51. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to audit the company's financial statements for the following financial year based on terms and conditions agreed upon with the Board of Directors.
2. The audit report shall be attached to the company's annual financial report.
3. The independent auditor conducting the audit of the company's financial statements is entitled to attend the General Meeting of Shareholders and shall have the right to receive notices and other information related to the meeting. The auditor may also express their opinion on matters related to the audit of the company's financial statements at the meeting.

CHAPTER XVII COMPANY SEAL

Article 52. Company Seal

1. The seal includes the one made at the seal engraving facility or in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors decides on the type of seal, the quantity, the form, and the content of the company's seal, as well as for its branches and representative offices (if any).
3. The Board of Directors and the General Director use and manage the seal in accordance with the current legal regulations. The General Director sets the detailed regulations on the management and use of the company's seal.

CHAPTER XVIII COMPANY DISSOLUTION

Article 53. Company Dissolution

1. The company may be dissolved in the following cases:
 - a. By the resolution or decision of the General Meeting of Shareholders;
 - b. The revocation of the Business Registration Certificate, unless otherwise provided by the Tax Administration Law;
 - c. Other cases as prescribed by law.
2. The dissolution of the company before the deadline is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority in accordance with the law.

Article 54. Liquidation

1. After the dissolution decision, the Board of Directors must establish a Liquidation Committee consisting of 3 members, 2 of whom are appointed by the General Meeting of Shareholders, and 1 member appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee prepares its operational regulations. Members of the Liquidation Committee may be selected from the company's staff or independent experts. All liquidation-related costs are prioritized for payment before the company's other debts.
2. The Liquidation Committee is responsible for reporting to the Business Registration Authority the date of its establishment and the start of its operations. From that time, the Liquidation Committee represents the company in all matters related to liquidation before the Court and administrative authorities.
3. The proceeds from the liquidation will be distributed in the following order:
 - a. Liquidation costs;
 - b. Salaries, severance pay, social insurance, and other benefits due to employees under the collective labor agreement and employment contracts;
 - c. Taxes owed;
 - d. Other company debts;
 - e. The remaining balance, after settling all debts from (a) to (d), will be distributed to the shareholders. Preferred shares will be paid first.

CHAPTER XIX INTERNAL DISPUTE RESOLUTION

Article 55. Internal Dispute Resolution

1. In case of a dispute or complaint related to the company's operations, the rights, and obligations of shareholders according to the provisions of the Enterprise Law, the company's charter, other legal regulations, or agreements between:
 - a. Shareholders and the company;
 - b. Shareholders and the Board of Directors, the Supervisory Board, the General Director, or other managers;

The parties involved must try to resolve the dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board, the Chairman of the Board will lead the dispute resolution and ask each party to present information related to the dispute within 30 working days from the date the dispute arises. In case of a dispute involving the Board of Directors or the Chairman of the Board, any party may request the Chairman of the Supervisory Board to appoint an independent expert as a mediator for the dispute resolution process.
2. If no mediation decision is reached within 30 days from the start of the mediation process or if the decision of the mediator is not accepted by the parties, one party may bring the dispute to arbitration or court.
3. The parties bear the costs related to the negotiation and mediation procedures. Court costs will be paid according to the court's ruling.

CHAPTER XX
AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 56. Company Charter

1. Any amendments or supplements to this Charter must be reviewed and decided by the General Meeting of Shareholders.
2. If the law contains regulations related to the company's activities that are not mentioned in this Charter, or if there are new legal regulations that conflict with the provisions in this Charter, those legal provisions shall apply to adjust the company's operations.

CHAPTER XXI
EFFECTIVE DATE

Article 57. Effective Date

1. This Charter consists of 21 Chapters and 57 Articles, and was unanimously approved by the General Meeting of Shareholders of Vietnam Plastic Corporation on May 14th, 2025, at 300B Nguyen Tat Thanh Street, Ward 13, District 4, Ho Chi Minh City. The full text of this Charter was jointly approved to take effect. This Charter replaces the version previously approved by the General Meeting of Shareholders on June 29th, 2021.
2. The Charter is made in 5 copies, all of which are equally valid and are kept at the company's headquarters.
3. This Charter is the sole and official Charter of the company.
4. Copies or extracts of the company's Charter are valid when signed by the Chairman of the Board of Directors or at least half of the total members of the Board of Directors.

LEGAL REPRESENTATIVE OF THE COMPANY
GENERAL DIRECTOR

Phan Trung Nam



No. 003819/01 NVN-HĐQT

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Ho Chi Minh City, May 14th, 2025

PROPOSAL OF THE BOARD OF DIRECTORS

Regarding the Amendment of the Internal Corporate Governance Regulations

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 1, 2021;

- Pursuant to the Charter on organization and operation of Vietnam Plastic Corporation;*
- Pursuant to Document No. 40.21/QC-NVN-HĐQT dated June 29, 2021 on the Internal Corporate Governance Regulations,*

The Board of Directors of Vietnam Plastic Corporation respectfully submits to the General Meeting of Shareholders (GMS) for review and approval amendment to the **Internal Corporate Governance Regulations** as follows:

Amend Point b, Clause 1, Article 7 to:

“The Board of Directors of the Company shall consist of 03 to 07 members. The General Meeting of Shareholders shall decide on the specific number of Board members for each term.”

Reason for amendment: To align with the Proposal to amend the Company's Charter on organization and operations submitted to the General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders of Vietnam Plastic Corporation for consideration and approval by voting.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRWOMAN OF THE BOARD**

Le Ngoc Diep

No.: /QC-NVN-HDQT

Ho Chi Minh City, May 14th, 2025



INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

- Pursuant to the Law on Securities dated November 26, 2019;
- Pursuant to the Law on Enterprises dated June 17, 2020;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding certain provisions 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 certain articles of the Law on Securities;
- Pursuant to the Charter of Vietnam Plastic Corporation;
- Pursuant to Resolution No. /NQ-NVN-DHĐCDTN dated May 14, 2025, of the General Meeting of Shareholders of Vietnam Plastic Corporation.

These Internal Regulations on Corporate Governance include the following contents:

Chapter I GENERAL PROVISIONS

Article 1. Scope and Subjects of Application

1. Scope of adjustment:

These Internal Regulations on Corporate Governance stipulate the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; procedures for convening and conducting the General Meeting of Shareholders; nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, Supervisory Board, and the General Director; and other activities as prescribed in the Company's Charter and relevant current legal regulations.

2. Subjects of application:

These Regulations apply to members of the Board of Directors, the Supervisory Board, the General Director, and relevant individuals.

Chapter II GENERAL MEETING OF SHAREHOLDERS

Article 2. Roles, Rights and Obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company.
2. The General Meeting of Shareholders has the following rights and obligations:
 - a. To approve the Company's development orientation;

- b. To decide on the types of shares and the total number of shares of each type permitted for offering; to determine the annual dividend rate for each type of share;
- c. To elect, dismiss, or remove members of the Board of Directors and Supervisory Board;
- d. To decide on investments or sales of assets with a value of 35% or more of the Company's total assets recorded in the most recent financial statements;
- e. To decide on amendments and supplements to the Company's Charter;
- f. To approve the Company's annual financial statements;
- g. To decide on the repurchase of more than 10% of the total sold shares of each type;
- h. To consider and handle violations by members of the Board of Directors and Supervisory Board that cause damage to the Company or its shareholders;
- i. To decide on the reorganization or dissolution of the Company;
- j. To determine the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k. To approve the internal governance regulations; the operational regulations of the Board of Directors and the Supervisory Board;
- l. To approve the list of approved auditing firms; to select an approved auditing firm to audit the Company's operations; to dismiss auditors when deemed necessary;
- m. Other rights and obligations in accordance with the law.

Article 3. Procedures for Holding the General Meeting of Shareholders and Passing Resolutions by Voting at the Meeting

1. Authority to Convene the General Meeting of Shareholders

- a. The Board of Directors shall convene the annual and extraordinary General Meetings of Shareholders;
- b. The Supervisory Board shall convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;
- c. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares of the Company shall have the right to convene the General Meeting of Shareholders as prescribed in Clause 4, Article 140 of the Law on Enterprises.

2. Preparation of the List of Shareholders Entitled to Attend

The convener of the meeting must prepare a list of shareholders entitled to attend the General Meeting of Shareholders. This list must be prepared no more than 10 days prior to the date of sending the invitation to the meeting.

- 3. Notice of Record Date for Attending the General Meeting of Shareholders
The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting at least 20 days before the record date.

4. Notice of the General Meeting of Shareholders

The meeting invitation must be sent to all shareholders using a method that ensures it reaches their registered addresses. It must also be published on the Company's website and disclosed to the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered.

The invitation must be sent no later than 21 days before the opening date of the meeting (calculated from the date the notice is properly sent or delivered).

5. Agenda and Meeting Content

- a. The agenda and documents related to the matters to be voted on must be sent to shareholders and/or published on the Company's website. If not included with the meeting notice, the notice must specify the link where the documents can be accessed, including:
- The meeting agenda and supporting documents;
 - The list and details of candidates in case of election of Board of Directors or Supervisory Board members;
 - Voting ballots;
 - Draft resolutions for each matter on the agenda.
- b. Shareholders or groups holding at least 5% of the total ordinary shares have the right to propose additional matters to the meeting agenda. Proposals must be in writing and submitted no later than 3 working days before the meeting. The proposal must include the shareholder's name, number of shares held, and the proposed matter.
- c. If the convener refuses the proposal, they must provide a written explanation no later than 2 working days before the meeting. Refusal is only permitted in the following cases:
- The proposal was not submitted in accordance with Point b above;
 - The proposing shareholder(s) did not meet the required 5% shareholding threshold at the time of proposal;
 - The proposed matter is not within the authority of the General Meeting;
 - The proposal relates to trade secrets or confidential information of the Company;
 - Other cases as prescribed by law or the Company's Charter.
- d. The convener must include valid proposals in the expected meeting agenda, and such proposals become official agenda items if approved by the General Meeting of Shareholders.

6. Authorization to Attend the General Meeting of Shareholders

a. Shareholders or authorized representatives (for organizational shareholders) may attend directly or authorize one or more individuals or organizations to attend in accordance with Clause 3, Article 144 of the Law on Enterprises.

b. Authorization must be made in writing in accordance with civil law and clearly state: name of the authorizing shareholder, name of the authorized party, number of shares authorized, content, scope, duration of authorization, and signatures of both parties.

Authorized persons must present the authorization document when registering for the meeting. In case of re-authorization, the re-authorized person must also present the original authorization (if not previously registered with the Company).

c. Votes cast by authorized representatives within their authorized scope remain valid in the following cases:

- The authorizer has died, lost civil capacity, or had civil capacity restricted;
- The authorizer has revoked the authorization or the representative's authority. This clause does not apply if the Company is notified of these events before the meeting starts or is reconvened.

7. Registration for Participation

a. In-person attendance at the physical meeting location:

- Shareholders must present the meeting invitation and valid personal identification (ID card, citizen ID, or passport).
- Authorized persons must present the invitation, personal ID, and legal authorization documents.

- Re-authorized persons must present the invitation, personal ID, and both the shareholder's and intermediary's authorization documents.
- The Company will issue voting cards and meeting materials after registration.

b. Online attendance:

- At designated online hubs: follow procedures as per Point a above.
- Remote online attendance: shareholders register via email and will be granted access credentials to participate and vote via the Company's designated platform.

8. Conditions for Holding the Meeting

a. The General Meeting is valid when shareholders attending represent more than 50% of the total voting shares.

b. If the first meeting does not meet this condition, a second notice must be sent within 30 days. The second meeting is valid when shareholders attending represent at least 33% of voting shares.

c. If the second meeting fails to meet the condition, a third notice must be sent within 20 days. The third meeting is valid regardless of the number of attending shareholders' voting rights.

9. Forms of Adopting Resolutions

Resolutions of the General Meeting of Shareholders may be passed by direct voting at the meeting, online voting, written ballots, or other forms in accordance with the law and the Company's Charter.

10. Voting Method

a. Voting on issues at the General Meeting of Shareholders:

- Shareholders vote (Agree, Disagree, or Abstain) on each matter by marking the corresponding box on the voting ballot, then returning the ballot to the Vote Counting Committee.

Shareholders vote on major agenda items using the Voting Ballot by marking "X" in the "Agree," "Disagree," or "Abstain" boxes for each item, signing, and clearly stating their full name at the "Signature of shareholder or authorized representative" section at the bottom of the ballot.

- Invalid ballots include:
 - Ballots not issued by the Company;
 - Ballots with added content, information, or symbols not requested by the Chairperson;
 - Ballots that are scratched out, altered, torn, or not intact;
 - Ballots that do not clearly indicate a voting opinion or mark more than one option for a single matter—such votes on that issue will be considered invalid.
- Each issue on the ballot is voted on independently. An invalid vote on one issue does not affect the validity of the others.
- If a shareholder makes a mistake or the ballot is damaged, they may request a replacement ballot from the Organizing Committee by returning the original.
- If a shareholder registers but leaves before the meeting ends, they must return their completed ballot to the Organizing Committee. Failure to return the ballot will result in their vote being considered as no opinion on the pending issues.

- Voting begins once the Chairperson or Head of the Vote Counting Committee announces the start and ends when no more ballots are cast.
- b. Voting for Board of Directors and Supervisory Board members:
- (i) Election Principles:
- The General Meeting of Shareholders shall approve the composition and number of Board of Directors members (including Independent and Non-executive members) and Supervisory Board members to be elected.
 - Candidate lists for both Boards must be approved before voting begins. The list of Board of Directors candidates must clearly categorize:
 - Independent Board Members,
 - Non-executive Board Members,
 - Remaining Board Members.
 - The cumulative voting method is used:
 - Each shareholder has a number of votes equal to the total shares they own multiplied by the number of members to be elected.
 - Shareholders may allocate all or part of their votes to one or multiple candidates.
 - Election winners are determined as follows:
 - Independent Board Members: Candidates with the highest number of votes until all required positions are filled.
 - Non-executive Board Members: Same method as above.
 - Remaining Board Members: Same method as above.
 - Supervisory Board Members: Candidates with the highest vote totals until all required positions are filled.
 - In the event of a tie for the final position:
 - The candidate holding or representing more shares will be selected.
 - If the shareholding is equal, a direct vote at the meeting will decide the winner based on the highest approval rate.
 - If a shareholder does not specify vote counts per candidate, the votes will be equally divided among those selected by that shareholder.
- (ii) Shareholders vote by completing the ballot per the instructions and submitting it to the Vote Counting Committee.
- (iii) Valid ballots are those that follow the instructions and the cumulative voting method, excluding the following invalid cases.
- (iv) Invalid ballots include:
- Ballots without the Company's official seal;
 - Torn, pasted, or edited ballots, or ballots with unauthorized candidate names;
 - Ballots with total votes exceeding the shareholder's allowed votes.
- c. Voting on other matters at the General Meeting:
- Shareholders or proxies vote by raising their Voting Card or using the approved voting software to select "Agree," "Disagree," or "Abstain."
 - Each shareholder or authorized representative may vote once per issue.
 - When voting by raising cards, the front side of the card must face the Chairperson.

11. Vote Counting Method

- Vote counting for general matters and for Board/Supervisory Board elections is carried out by the Vote Counting Committee using manual tallying or electronic software. Results must be documented and signed by committee members.
- For general resolutions, the Chairperson and Vote Counting Committee must count all votes (Agree, Disagree, Abstain) and announce the results immediately after voting concludes.

12. Conditions for Resolution Adoption

a. A resolution on the following issues passes when approved by shareholders representing at least 65% of the total voting shares of all attending shareholders, except as stipulated in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

- Types and total number of shares of each class;
- Changes to the Company's business lines or industries;
- Changes to the organizational structure;
- Investment projects or asset sales accounting for 35% or more of total assets as per the latest financial statement;
- Reorganization or dissolution of the Company;
- Amendments to the Company Charter.

b. Other resolutions pass when approved by over 50% of total voting shares of all attending shareholders, except for the cases in point (a) and Clauses 3, 4, and 6 of Article 148.

c. Resolutions adopted through written consultation require over 50% approval from total voting shares of all shareholders with voting rights.

d. Resolutions passed with 100% approval of all voting shares are valid and effective even if meeting procedures violated the Law on Enterprises or Company Charter.

13. Notification of Vote Counting Results

The vote counting minutes and resolutions passed via written consultation must be sent to shareholders within 15 days from the vote-counting conclusion. Alternatively, they may be published on the Company's website within 24 hours of the vote count.

14. Objection to Resolutions

a. Shareholders voting against resolutions involving Company reorganization or changes to shareholder rights/obligations as per the Charter may request the Company to repurchase their shares. The request must be in writing and include name, address, share details, proposed price, and reason. It must be submitted within 10 days from the resolution date.

b. The Company must repurchase the shares within 90 days of receiving a valid request, at market price or a price based on the Charter. If no agreement is reached, parties may engage a valuation organization. The Company must suggest at least three firms for the shareholder to choose from, and the shareholder's choice is final.

15. Preparation of the Minutes of the General Meeting of Shareholders

a. The General Meeting of Shareholders (GMS) must have its proceedings recorded in minutes, and may also be audio recorded or preserved in other electronic forms. The minutes must be made in Vietnamese, and may be additionally prepared in a foreign language. The minutes must contain the following main contents:

- Name, head office address, and enterprise code of the Company;
- Time and venue of the GMS;

- Agenda and contents of the meeting;
 - Full names of the chairperson and secretary;
 - Summary of the meeting proceedings and opinions expressed by shareholders on each issue on the agenda;
 - Number of shareholders and total number of voting shares present at the meeting, along with an appendix listing shareholders or their representatives attending the meeting with their corresponding number of shares and votes;
 - Total number of votes for each matter voted on, including method of voting, number of valid and invalid votes, number of votes in favor, against, and abstaining; and the respective percentage compared to the total number of voting shares of shareholders present;
 - Matters approved and the corresponding vote ratios;
 - Full names and signatures of the chairperson and the secretary. If the chairperson or secretary refuses to sign the minutes, the minutes are still valid if signed by all other members of the Board of Directors attending the meeting and contain all required contents as per this clause. The refusal to sign must be clearly stated in the minutes.
- b. The minutes of the GMS must be completed and approved before the conclusion of the meeting. The chairperson, secretary, or other signatories are jointly responsible for the accuracy and integrity of the contents.
- c. Minutes prepared in both Vietnamese and a foreign language are equally legally valid. In the case of any discrepancies, the Vietnamese version shall prevail.

16. Disclosure of GMS Resolutions

- a. Resolutions passed at the General Meeting of Shareholders must be announced by the chairperson before the meeting is closed.
- b. The Resolution, Minutes of the GMS, Appendix of registered shareholders with signatures, proxy documents, attachments to the Minutes (if any), and relevant documents attached to the meeting invitation must be disclosed in accordance with the laws on securities market disclosure and kept on file at the Company's head office.

Article 4. Procedures for the General Meeting of Shareholders to Approve Resolutions via Written Consultation (Including Email)

1. Cases Allowed and Not Allowed for Written Consultation

- a. Cases NOT allowed for written consultation:
- Amendments or additions to the Company's Charter;
 - Company development orientation;
 - Type and total number of shares of each class;
 - Election, dismissal, or removal of members of the Board of Directors and Supervisory Board;
 - Decisions on investment or sale of assets valued at 35% or more of the Company's total asset value stated in the latest financial statements;
 - Approval of the annual financial statements;
 - Company reorganization or dissolution.
- b. Cases allowed for written consultation: The Board of Directors (BOD) may consult shareholders in writing to approve a resolution of the General Meeting of Shareholders

(GMS) when deemed necessary in the interest of the Company, except in the cases listed in Point a of this Clause.

2. Procedures for Approving GMS Resolutions via Written Consultation

a. The Board of Directors must prepare ballots, a draft resolution, explanatory documents, and send them to all shareholders eligible to vote no later than 10 days before the deadline for returning the completed ballots. The requirements and method of sending ballots and related documents must comply with Clause 3, Article 18 of this Charter.

b. The ballot must contain the following essential details:

- Name, head office address, and enterprise registration code of the Company;
- Purpose of the consultation;
- Full name, contact address, nationality, and legal identification number of the individual shareholder; or name, enterprise code/legal document number, and head office address for organizational shareholders; or full name, contact address, nationality, and ID number of the representative for organizational shareholders;
- Number of shares by type and number of voting rights;
- Issues for which shareholder opinions are being sought;
- Voting options: Agree, Disagree, or No opinion for each matter;
- Deadline to return the completed ballot;
- Full name and signature of the Chairperson of the Board of Directors.

c. Shareholders may return the completed ballots via post, fax, or email under the following conditions:

- For postal returns: The completed ballot must bear the signature of the individual shareholder, authorized representative, or legal representative of the organizational shareholder. The ballot must be sealed in an envelope and must not be opened before vote counting.
- For fax or email: Ballots must be kept confidential until the time of vote counting.
- Ballots returned after the stated deadline, or those unsealed before counting (in case of postal return), or leaked in case of fax/email, shall be considered invalid. Unreturned ballots are considered not participating in the vote.

d. The BOD is responsible for counting the votes and preparing a vote counting record in the presence of the Supervisory Board or a non-management shareholder. The vote counting record must contain:

- Company name, head office address, enterprise registration code;
- Purpose and matters for which opinions were sought;
- Number of shareholders and total voting rights participated, distinguishing between valid and invalid votes and the method of submission, with an attached appendix of participating shareholders;
- Total votes in favor, against, and with no opinion for each matter;
- Resolutions approved and corresponding approval percentages;
- Full names and signatures of the Chairperson of the BOD, the vote counter, and the vote counting supervisor.

Members of the BOD, vote counters, and vote counting supervisors are jointly responsible for the truthfulness and accuracy of the vote counting record and any damages caused by dishonest or inaccurate vote counting.

- e. The vote counting record and resolution must be sent to shareholders within 15 days from the date of vote counting completion. This can be substituted by posting on the Company's website within 24 hours from vote counting completion.
- f. The returned ballots, vote counting record, approved resolution, and all relevant documents must be retained at the Company's head office.
- g. A resolution passed through written consultation is valid if it is approved by shareholders owning more than 50% of the total voting rights of all shareholders entitled to vote, and it shall have the same validity as resolutions adopted at a physical GMS. For resolutions that adversely affect rights and obligations of preferred shareholders, the resolution is only passed if approved by shareholders representing at least 75% of the total preferred shares of that class.

Article 5. Other Forms of General Meetings of Shareholders

In necessary cases, the Board of Directors or the person convening the General Meeting of Shareholders may decide to hold the GMS in other formats, following procedures and processes in compliance with the law and the Company's Charter.

CHAPTER III – BOARD OF DIRECTORS

Article 6. Roles, Rights, and Responsibilities of the Board of Directors and its Members

1. The Board of Directors (BOD) is the management body of the Company and has full authority to act on behalf of the Company in deciding and performing the rights and obligations of the Company, except for those under the authority of the General Meeting of Shareholders (GMS).
2. The rights and obligations of the BOD are prescribed by law, the Company Charter, and the GMS. The specific rights and obligations of the BOD are stipulated in Article 26 of this Charter.
3. Right of BOD members to access information:
 - a. A member of the BOD has the right to request the General Director, Deputy General Directors, or other managers of the Company to provide information and documents regarding the Company's financial status and business operations, including those of its subsidiaries.
 - b. The managers receiving such requests must provide the requested information and documents in a timely, complete, and accurate manner.
 - c. The procedure for requesting information is as follows:
 - The BOD member must send a request to the General Director specifying the content, form, and reasonable deadline for the provision of information or documents.
 - If preparation time is required, the General Director must immediately notify the requesting BOD member of the necessary timeframe and must provide the requested information or documents within that proposed timeframe.
 - The General Director must comply with the content, form, and deadline of the request unless the information is confidential or sensitive, in which case the matter must be referred to the Chairperson of the BOD for a decision.
4. The BOD must report to the GMS on its operational performance in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Law on Securities.

Article 7. Nomination, Candidacy, Election, Dismissal, and Removal of Members of the Board of Directors

1. Term and number of BOD members:

- a. The term of a BOD member shall not exceed 5 years and members may be re-elected without term limits. However, an individual may serve as an independent BOD member for no more than two consecutive terms. If all BOD members end their term simultaneously, they shall remain in office until new members are elected and assume their duties.
- b. The Company's BOD shall consist of 3 to 7 members. The GMS shall decide the specific number for each term.

2. Structure, qualifications, and conditions of BOD members:

- a. The BOD must include at least one-third non-executive members. The Company shall minimize executive positions held concurrently by BOD members to ensure the BOD's independence.

b. Requirements for BOD members:

- Must not fall under the restrictions in Clause 2, Article 17 of the Law on Enterprises;
- Must have expertise and experience in business management or in the Company's business sectors and are not necessarily shareholders;
- May concurrently serve on the BOD of other companies, but no more than 5 companies in total;
- Must not have familial relationships with the General Director, other managers, or appointing authorities of the parent company;
- Must meet other requirements stipulated by law and the Company Charter.

3. Nomination and candidacy for BOD members:

- a. Shareholders or groups of shareholders owning 10% or more of the common shares may nominate candidates to the BOD. Procedure:

- (i) Shareholders must notify their grouping before the opening of the GMS.
- (ii) Based on the number of BOD members, shareholders may nominate the following number of candidates:

- 10% to <20%: 1 candidate
- 20% to <30%: 2 candidates
- 30% to <40%: 3 candidates
- 40% to <50%: 4 candidates
- 50% to <60%: 5 candidates
- 60% to <70%: 6 candidates
- 70% to <80%: 7 candidates
- 80% to <90%: 8 candidates
- 90% to 100%: 9 candidates

- b. If nominations are still insufficient to meet the required number per Clause 5, Article 115 of the Law on Enterprises, the incumbent BOD may nominate or organize nominations per the Company Charter and internal governance rules. Such nominations must be disclosed clearly before the GMS votes on BOD members.

4. Election method:

- The election of BOD members must be conducted by cumulative voting, in which each shareholder has a number of votes equal to the number of shares they hold

multiplied by the number of BOD members to be elected. Shareholders may allocate all or part of their votes to one or more candidates.

- Elected members are those with the highest number of votes, starting from the top until the required number is reached.
- If two or more candidates receive the same number of votes for the final spot, the one holding or representing more common shares shall be elected. If equal, a direct vote will be held, and the one with more affirmative votes shall be elected.

5. Dismissal, removal, and replacement of BOD members:

a. A BOD member shall be dismissed by the GMS in the following cases:

- Fails to meet the qualifications under Article 155 of the Law on Enterprises;
- Submits a resignation that is accepted;
- Other cases as specified in the Company Charter.

c. A BOD member shall be removed by the GMS in the following cases:

- Fails to participate in BOD activities for 6 consecutive months, except for force majeure;
- Other cases as specified in the Company Charter.

d. The GMS may replace, dismiss, or remove a BOD member when deemed necessary, beyond the cases mentioned above.

e. The BOD must convene the GMS to elect a replacement member if:

(i) The number of BOD members falls below one-third of the number stipulated in the Company Charter. In such cases, the GMS must be convened within 60 days;

(ii) The number of non-executive BOD members falls below the required ratio;

(iii) In other cases, the GMS may elect replacements at the next meeting.

f. The election, dismissal, or removal of BOD members shall be decided by the GMS by voting.

6. Notification of Election, Dismissal, and Removal of Members of the Board of Directors

a. In cases where BOD candidates have been identified, the Company must disclose information about such candidates at least 10 days before the opening of the General Meeting of Shareholders (GMS) on the Company's website, so shareholders can learn about the candidates prior to voting. Each candidate must submit a written commitment regarding the truthfulness and accuracy of their disclosed personal information and must also commit to performing their duties with honesty, diligence, and in the best interests of the Company if elected to the BOD. The disclosed information includes:

- Full name, date of birth;
- Educational qualifications;
- Work experience;
- Managerial positions held (including BOD positions in other companies);
- Interests related to the Company and its related parties;
- Other relevant information (if any) as required by the Company Charter;
- Public companies must also disclose information about other companies where the candidate holds BOD or managerial positions and any related interests (if applicable).

b. The announcement of election, dismissal, and removal results of BOD members shall comply with applicable information disclosure regulations.

7. Method of Introducing BOD Candidates

- a. The meeting chairperson must present information related to BOD candidates before the GMS approves the candidate list.
- b. BOD candidates must be physically present at the GMS during the election.

8. Election, Removal, and Dismissal of the Chairperson of the Board of Directors

- a. The Chairperson of the BOD shall be elected, removed, or dismissed by the BOD from among its members. The Chairperson shall not concurrently hold the position of General Director.
- b. If the Chairperson submits a resignation or is dismissed, the BOD must elect a replacement within 20 days from the date of resignation or dismissal.
- c. If the Chairperson is absent or unable to perform their duties, they must authorize another BOD member in writing to carry out the duties. If no authorization is given or in cases where the Chairperson is deceased, missing, under detention, serving a prison sentence, undergoing mandatory administrative treatment, has fled their residence, is legally incapacitated, or is banned from holding positions or practicing a profession by court order, the remaining BOD members shall elect a new Chairperson by majority vote, who shall serve until a new decision is made by the BOD.

Article 8. Remuneration and Other Benefits of Members of the Board of Directors

1. The Company may pay remuneration and bonuses to BOD members based on performance and business results.
2. BOD members are entitled to work-based remuneration and bonuses. Remuneration is calculated based on the number of days required to fulfill the member's duties and the daily remuneration rate. The BOD shall propose the remuneration for each member by unanimous agreement. The total remuneration and bonuses for the BOD shall be determined by the GMS at its annual meeting.
3. The remuneration of each BOD member shall be recorded as a business expense of the Company in accordance with corporate income tax regulations, disclosed as a separate item in the annual financial statements, and reported to the GMS at its annual meeting.
4. A BOD member who holds an executive role, serves on BOD subcommittees, or undertakes special assignments beyond normal duties may receive additional compensation in the form of lump-sum payments, salaries, commissions, profit shares, or other forms as decided by the BOD.
5. BOD members are entitled to reimbursement for travel, accommodation, and other reasonable expenses incurred in the performance of their BOD duties, including attending GMS, BOD meetings, or subcommittee meetings.
6. The Company may purchase liability insurance for BOD members after receiving approval from the GMS. This insurance shall not cover liabilities arising from violations of the law or the Company Charter.

Article 9. Procedures for Convening and Organizing Meetings of the Board of Directors

1. The Board of Directors (BOD) must hold meetings at least once every quarter and may hold extraordinary meetings as necessary.
2. Cases Requiring an Extraordinary Meeting of the BOD

- a. The Chairperson of the BOD must convene a meeting in the following cases:
 - At the request of the Supervisory Board or an independent BOD member;
 - At the request of the General Director or at least 5 other managers;
 - At the request of at least 2 BOD members;
 - Other cases as prescribed by law or the Company Charter.
- b. Requests under Point a must be made in writing and clearly state the purpose, issues to be discussed, and decisions to be made under the BOD's authority.
- c. The Chairperson must convene the meeting within 7 working days of receiving such a request. If the Chairperson fails to do so, they will be held liable for any resulting damages to the Company; the requesting party shall then have the right to convene the BOD meeting instead.

3. Notice of BOD Meeting

The Chairperson or the person convening the meeting must send out a notice at least 3 working days prior to the meeting date. The notice must include the time, venue, agenda, matters to be discussed and decided upon, and must attach all meeting materials and voting ballots.

The notice may be sent via invitation letter, telephone, fax, electronic means, or any other method allowed by the Company Charter, and must be delivered to the registered contact address of each BOD member.

4. Supervisory Board's Right to Attend

The Chairperson or convener must also send the meeting invitation and materials to members of the Supervisory Board.

Supervisory Board members may attend and participate in discussions, but do not have voting rights.

5. Quorum Requirements

A BOD meeting is valid if at least 3/4 of total members attend.

If the quorum is not met, a second meeting must be convened within 7 days, which is valid with the attendance of more than half of the BOD members.

6. Voting Methods

a. Each BOD member has one vote, unless disqualified due to related-party transactions under the Enterprise Law or Company Charter. A BOD member is considered to have attended and voted if:

- Present and voting in person;
- Authorized another person to attend and vote (with approval per Clause 11);
- Attended and voted via video conference, e-voting, or other electronic means;
- Sent a written vote by mail, fax, or email;
- Submitted a vote by other means accepted by the convener.

b. If voting by mail, the ballot must be in a sealed envelope and delivered to the Chairperson no later than one hour before the meeting. The envelope must only be opened in the presence of all attendees.

c. Members must submit their votes within the deadline when voting is conducted by written consent, email, or other electronic methods.

7. Adopting BOD Resolutions

Resolutions/decisions are valid if approved by a majority of attending members. In the event of a tie, the Chairperson's vote prevails.

For decisions by written consent/email/electronic means, the same majority applies, and the Chairperson's vote also prevails in case of a tie.

8. Authorization to Attend

A BOD member may authorize another person to attend and vote on their behalf only if the majority of BOD members approve.

9. Meeting Minutes

a. All BOD meetings must be minuted and may be audio/video recorded or archived electronically. Minutes must be in Vietnamese and may include a foreign language version. Key contents:

- Company name, address, enterprise code;
- Date and location of meeting;
- Purpose, agenda, and content;
- Names of attending members, proxies, absentees and reasons;
- Discussion points and voting matters;
- Summary of each attendee's opinions;
- Voting results (votes for, against, abstentions);
- Approved matters and corresponding voting ratios;
- Names and signatures of Chairperson and minute-taker (except as per Clause 10).

b. When voting is done by written consent, email, or other means, the Chairperson and the Company Secretary must organize vote counting and record results in written vote counting minutes. Contents include:

- Company name, address, enterprise code;
- Time and place of vote counting;
- Names of BOD members who participated/did not participate and reasons;
- Voting matter;
- Summary of Supervisory Board's opinion (if any);
- Voting results (for, against, no opinion);
- Approved matters and voting ratios;
- Names and signatures of Chairperson (or convener) and Company Secretary.

10. Refusal to Sign Meeting Minutes

If the Chairperson and/or minute-taker refuse to sign, the minutes are still valid if signed by all other attending BOD members and include all contents specified in Clause 9 (except the names/signatures of Chairperson and minute-taker).

11. Notification of Resolutions/Decisions

- a. BOD resolutions/decisions must be sent to the Supervisory Board and General Director within 7 working days from the date of approval.
- b. Resolutions/decisions must be publicly disclosed if required under information disclosure laws related to the securities market.

Article 10. Committees under the Board of Directors

The Board of Directors decides on the establishment and operation of committees under the Board of Directors. The Board of Directors decides on the following contents:

1. Regulations on the roles, responsibilities, and authority of the committees under the Board of Directors and each member of the committee.
2. Regulations on the nomination, election, appointment, dismissal, and removal of members of the committees under the Board of Directors:
 - a. Term, number, standards, and structure of the committees under the Board of Directors;
 - b. The procedures for electing, nominating, appointing, dismissing, and removing members of the committees under the Board of Directors.
3. Regulations on the operation of the committees under the Board of Directors.

Article 11. Selection, Appointment, and Dismissal of the Corporate Governance Officer

1. Standards for the Corporate Governance Officer

The Corporate Governance Officer must not work simultaneously for an approved auditing organization that is auditing the financial statements of the Company.

2. Appointment of the Corporate Governance Officer

The Board of Directors of the Company must appoint at least one Corporate Governance Officer to support corporate governance operations at the company. The Corporate Governance Officer may concurrently serve as the company secretary under the provisions of Clause 5, Article 156 of the Enterprise Law.

3. Cases for Dismissing the Corporate Governance Officer

- a. Fails to meet the standards for the Corporate Governance Officer;
- b. Seriously or repeatedly violates the rights and obligations of the Corporate Governance Officer;
- c. By decision of the Board of Directors.

4. Notification of Appointment and Dismissal of the Corporate Governance Officer

The decision to appoint or dismiss the Corporate Governance Officer must be notified to relevant parties and disclosed according to the law on information disclosure in the securities market.

5. Rights and Responsibilities of the Corporate Governance Officer

- a. Advises the Board of Directors on organizing General Shareholders' Meetings as per regulations and other related matters between the Company and shareholders;
- b. Prepares meetings of the Board of Directors, the Supervisory Board, and the General Shareholders' Meeting as required by the Board of Directors or the Supervisory Board;
- c. Advises on meeting procedures;
- d. Attends meetings;
- e. Advises on the procedures for drafting resolutions of the Board of Directors in accordance with the law;
- f. Provides financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and Supervisory Board members;
- g. Monitors and reports to the Board of Directors on the Company's information disclosure activities;
- h. Acts as the point of contact with relevant stakeholders;

- i. Keeps information confidential in accordance with legal regulations and the Company's Charter;
- j. Other rights and obligations as prescribed by law and the Company's Charter.

Chapter IV: SUPERVISORY BOARD

Article 12. Roles, Rights, and Obligations of the Supervisory Board, Responsibilities of Supervisory Board Members

1. Role of the Supervisory Board

The Supervisory Board performs the role of overseeing the Board of Directors and the General Director in managing and operating the Company.

2. Rights and Obligations of the Supervisory Board

- a. The Supervisory Board oversees the Board of Directors and the General Director in managing and operating the Company.
- b. Checks the reasonableness, legality, honesty, and prudence in the management and operation of the business activities; the system, consistency, and adequacy of accounting, statistics, and financial reporting work.
- c. Evaluates the completeness, legality, and honesty of business performance reports, annual and semi-annual financial statements of the Company, and management performance reports from the Board of Directors and submits evaluation reports at the General Shareholders' Meeting. Reviews contracts and transactions with related parties within the approval authority of the Board of Directors or the General Shareholders' Meeting and makes recommendations on contracts and transactions requiring approval from the Board of Directors or the General Shareholders' Meeting.
- d. Reviews, checks, and evaluates the effectiveness and efficiency of the internal control system, internal audit, risk management, and early warning systems of the Company.
- e. Reviews accounting books, records, and other documents of the Company, management, and business operations when deemed necessary or according to the General Shareholders' Meeting resolution or upon request of shareholders or a group of shareholders under Clause 2, Article 115 of the Enterprise Law.
- f. Upon the request of shareholders or a group of shareholders under Clause 2, Article 115 of the Enterprise Law, the Supervisory Board must conduct checks within 7 working days from the date of receiving the request. Within 15 days from the completion of the check, the Supervisory Board must report the issues requested to the Board of Directors and the requesting shareholders or group of shareholders. The Supervisory Board's checks should not hinder the normal activities of the Board of Directors or interrupt the Company's business operations.
- g. Recommends to the Board of Directors or the General Shareholders' Meeting measures to amend, supplement, or improve the organizational structure, management, supervision, and business operation of the Company.
- h. When discovering a Board member or the General Director violating the provisions of Article 165 of the Enterprise Law, the Supervisory Board must immediately notify the Board of Directors in writing, demand the violator stop the violation and provide corrective solutions.
- i. Attends and participates in discussions at meetings of the General Shareholders' Meeting, the Board of Directors, and other meetings of the Company.

- j. Uses independent consultants and the Company's internal audit department to carry out assigned tasks.
- k. The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Shareholders' Meeting.
- l. Proposes and recommends the General Shareholders' Meeting to approve the list of approved audit firms to audit the Company's financial statements; decides on the audit firm to audit the Company's operations, and dismisses the approved auditors when deemed necessary.
- m. Is responsible to shareholders for its supervisory activities.
- n. Monitors the Company's financial situation and ensures compliance with the law in the activities of Board members, the General Director, and other managers.
- o. Ensures coordination of activities with the Board of Directors, General Director, and shareholders.
- p. In case of discovering violations of the law or the Company's Charter by Board members, the General Director, or other executives, the Supervisory Board must notify the Board of Directors in writing within 48 hours, require the violator to stop the violation, and provide corrective actions.
- q. Develops the Supervisory Board's operational regulations and submits them to the General Shareholders' Meeting for approval.
- r. Reports to the General Shareholders' Meeting as prescribed in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several provisions of the Securities Law.
- s. Has the right to access the Company's documents and records stored at the headquarters, branches, and other locations; has the right to visit the workplace of the Company's managers and staff during working hours.
- t. Has the right to request the Board of Directors, Board members, the General Director, and other managers to provide accurate and timely information and documents regarding the Company's management, operation, and business activities. Supervisory Board members requesting information or documents must follow the procedures as follows:
 - (i) The Supervisory Board member requesting the information or documents must send a request to the General Director. The request must specify the content, form, and reasonable deadline for providing the requested information. If more time is needed to prepare the requested information, the General Director must propose a new time frame to the Supervisory Board member, and the information must be provided within that time frame.
 - (ii) The General Director must provide the requested information in the specified form and time unless the information relates to the Company's confidentiality or security, in which case the General Director must report to the Chief of the Supervisory Board for a decision.
- u. Other rights and obligations as prescribed by law and the Company's Charter.

3. Responsibilities of the Supervisory Board Members

- a. Comply with the law, the company's charter, resolutions of the General Shareholders' Meeting, and professional ethics when performing their assigned rights and obligations.
- b. Perform their assigned rights and obligations honestly, cautiously, and to the best of their ability to ensure the maximum legal benefit of the Company.

- c. Be loyal to the interests of the Company and its shareholders; do not abuse their position, role, or use information, secrets, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals.
- d. Fulfill other obligations as prescribed by the Enterprise Law and the company's charter.
- e. In the event of a violation of the provisions in Points a, b, c, and d of this Article that causes damage to the Company or others, the member of the Supervisory Board shall be personally or jointly liable to compensate for those damages. Any income or other benefits derived from such violations must be returned to the Company.
- f. If any member of the Supervisory Board is found to be violating the assigned rights and obligations, they must notify the Supervisory Board in writing, require the violator to cease the violation, and remedy the consequences.

Article 13. Term, Number, Composition, and Structure of the Supervisory Board Members

1. Term, Number, Composition, and Structure of the Supervisory Board Members

- a. The Supervisory Board shall consist of 03 members, with each member's term not exceeding 05 years, and members can be re-elected for an unlimited number of terms.
- b. Supervisory Board members are not required to be shareholders of the Company.
- c. The Supervisory Board must have more than half of its members residing in Vietnam.
- d. In case the term of a Supervisory Board member ends at the same time as the election of new members, the outgoing member will continue to perform their duties until the new member is elected and assigned their duties.

2. Standards and Conditions for Supervisory Board Members

- a. They must not be among the individuals listed in Clause 2, Article 17 of the Enterprise Law.
- b. They must have education in one of the following fields: economics, finance, accounting, auditing, law, business administration, or another area related to the Company's business activities.
- c. They must not be family members of members of the Board of Directors, the General Director, or other managers.
- d. They must not be Company managers and are not required to be shareholders or employees of the Company.
- e. They must not work in the Company's accounting or finance department.
- f. They must not be members or employees of an auditing organization approved to audit the Company's financial statements in the previous 03 years.
- g. They must not be family members of the Company's business managers, representatives of the Company's capital, or representatives of state capital in the Company.
- h. Other standards and conditions as prescribed by relevant laws and the company's charter.

3. Nomination and Election of Supervisory Board Members

Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate individuals to the Supervisory Board. The nomination process is as follows:

- a. Shareholders forming a group to nominate members to the Supervisory Board must notify other shareholders about the group meeting before the General Shareholders' Meeting convenes.

b. Based on the number of Supervisory Board members, shareholders or shareholder groups can nominate one or more candidates as follows:

- Shareholders or groups owning 10% to under 20% of the total common shares can nominate 1 candidate.
- Shareholders or groups owning 20% to under 30% of the total common shares can nominate 2 candidates.
- Shareholders or groups owning 30% to under 40% of the total common shares can nominate 3 candidates.
- Shareholders or groups owning 40% to under 50% of the total common shares can nominate 4 candidates.
- Shareholders or groups owning 50% to under 60% of the total common shares can nominate 5 candidates.
- Shareholders or groups owning 60% to under 70% of the total common shares can nominate 6 candidates.
- Shareholders or groups owning 70% to under 80% of the total common shares can nominate 7 candidates.
- Shareholders or groups owning 80% to under 90% of the total common shares can nominate 8 candidates.
- Shareholders or groups owning 90% to 100% of the total common shares can nominate 9 candidates.

If the number of candidates nominated by the shareholders or groups is fewer than what they are entitled to nominate, the remaining candidates will be nominated by the Supervisory Board and other shareholders.

If the number of candidates nominated does not meet the required number as per Clause 5, Article 115 of the Enterprise Law, the incumbent Supervisory Board will introduce additional candidates or organize a nomination process according to the company's charter and internal regulations on corporate governance. The introduction of additional candidates must be clearly announced before the General Shareholders' Meeting votes for the Supervisory Board members in accordance with the law.

4. Election Process for Supervisory Board Members

The election, dismissal, and removal of Supervisory Board members fall under the authority of the General Shareholders' Meeting.

The election of Supervisory Board members must be conducted through a cumulative voting method, where each shareholder's total number of votes corresponds to the number of shares they own, multiplied by the number of members to be elected to the Supervisory Board. Shareholders can allocate all or part of their votes to one or more candidates. The elected members of the Supervisory Board are determined by the total votes, starting from the highest vote recipient until the required number of members is reached as per the company's charter. If two or more candidates receive the same number of votes for the last available seat on the Supervisory Board, a re-election will be held among the candidates with equal votes, or the selection will follow the criteria outlined in the election regulations or the company's charter.

5. Cases of Dismissal or Removal of Supervisory Board Members

a. The General Shareholders' Meeting may dismiss a member of the Supervisory Board in the following cases:

- The member no longer meets the qualifications and conditions to be a member of the Supervisory Board as prescribed in Article 169 of the Enterprise Law.
 - The member submits a resignation letter, and it is accepted.
 - Other cases as stipulated by the company's charter.
- b. The General Shareholders' Meeting may remove a member of the Supervisory Board in the following cases:
- The member fails to complete the tasks or responsibilities assigned to them.
 - The member does not fulfill their rights and obligations for a continuous period of 06 months, unless due to force majeure.
 - The member repeatedly violates or seriously breaches their obligations as a member of the Supervisory Board, as prescribed by the Enterprise Law and the company's charter.
 - Other cases as stipulated by the resolution of the General Shareholders' Meeting.
6. Notice Regarding the Election, Dismissal, and Removal of Supervisory Board Members
- a. In the case where candidates for the Supervisory Board have been determined, the company must publicly disclose information about the candidates at least 10 days prior to the commencement of the General Shareholders' Meeting on the company's electronic information platform, so that shareholders can review the candidates before voting.
- b. Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness and accuracy of their personal information and commit to performing their duties honestly, cautiously, and in the best interest of the company if elected as members of the Supervisory Board. The disclosed information regarding Supervisory Board candidates includes:
- Full name, date of birth.
 - Professional qualifications.
 - Work history.
 - Other management positions held.
 - Interests related to the Company and its affiliates.
 - Other information (if any) as required by the company's charter.
 - The company is also responsible for disclosing information about any companies where the candidate holds management positions and any related interests with the Company (if applicable).
- c. The announcement of the results of the election, dismissal, or removal of Supervisory Board members will be made according to the applicable regulations on information disclosure.

7. Salary and Other Benefits of Supervisory Board Members

Salaries, allowances, bonuses, and other benefits for Supervisory Board members will be handled as follows:

- a. Supervisory Board members will receive a salary, allowance, bonus, and other benefits according to the decision of the General Shareholders' Meeting. The General Shareholders' Meeting will decide the total salary, allowances, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

b. Supervisory Board members will be reimbursed for reasonable costs related to meals, accommodation, travel, and fees for independent advisory services. The total salary and reimbursement costs will not exceed the annual operating budget for the Supervisory Board as approved by the General Shareholders' Meeting, unless otherwise decided by the General Shareholders' Meeting.

c. The salary and operational costs of the Supervisory Board will be counted as business expenses of the Company according to corporate income tax regulations, other applicable laws, and must be itemized separately in the company's annual financial statements.

Chapter V

CEO

Article 14. Role, Responsibilities, Rights, and Obligations of the CEO

1. The CEO is responsible for managing the day-to-day business operations of the Company; subject to the supervision of the Board of Directors; and accountable to the Board of Directors and the law for the execution of assigned rights and obligations.

2. The CEO has the following rights and obligations:

- a. To decide on matters related to the day-to-day business of the Company that do not fall under the authority of the Board of Directors;
- b. To implement the resolutions and decisions of the Board of Directors;
- c. To implement the Company's business plans and investment strategies;
- d. To propose organizational structure plans and internal management regulations for the Company, subject to the authority of the Board of Directors;
- e. To decide on issuing other internal management regulations of the Company, except for those specified in points q and r, clause 2, Article 27 of the Company's Charter;
- f. To decide on the purchase, sale, or liquidation of Company assets valued at less than 10 billion VND as per the accounting records;
- g. To decide on contracts related to the purchase, sale, lending, borrowing, and other transactions with values below 35% of the total asset value recorded in the latest financial report of the Company, except for contracts and transactions within the authority of the General Shareholders' Meeting and Board of Directors according to the law and the Company's Charter;
- h. To appoint, dismiss, or remove management positions in the Company, except for those positions under the authority of the Board of Directors; to decide on sending employees to work at other businesses;
- i. To determine salaries and other benefits for employees in the Company, including those for managers appointed by the CEO;
- j. To hire employees;
- k. To propose dividend distribution plans or address losses in business;
- l. Other rights and obligations as prescribed by the law, the Company's Charter, and the resolutions or decisions of the Board of Directors.

Article 15. Appointment, Dismissal, Signing and Termination of Contracts with the CEO

1. Term, Standards, and Conditions of the CEO

- a. The term of the CEO is no more than 5 years, and they may be reappointed for an unlimited number of terms.
- b. The CEO must meet the standards and conditions set forth by the law and the Company's Charter, including the following:
- The person is not within the group specified in Clause 2, Article 17 of the Enterprise Law;
 - The person is not a family member of the Company's managers, Controllers, or the parent company's managers; nor a representative of State-owned capital or the capital of an enterprise at the Company and its parent company;
 - The person cannot concurrently hold the position of Chairman of the Board of Directors of the Company;
 - The person must have professional qualifications and experience in business management for the Company.
2. Nomination, Appointment, Dismissal, and Removal of the CEO
- a. Members of the Board of Directors have the right to nominate or elect a CEO for the Board of Directors' consideration and appointment.
- b. The Board of Directors has the right to dismiss or remove the CEO. The CEO may be dismissed or removed in the following cases:
- The CEO does not meet the qualifications and standards prescribed in Point b, Clause 1 of this Article;
 - The CEO submits a resignation letter;
 - The CEO seriously violates the rights, obligations, and responsibilities as prescribed by the law and the Company's Charter, or regularly fails to fulfill tasks assigned by the Board of Directors;
 - According to the decision of the Board of Directors;
 - Other cases as prescribed by the law and the Company's Charter.
3. Appointment and Signing of Employment Contract with the CEO
- The Board of Directors decides on the appointment and signing of an employment contract with the CEO.
4. Dismissal and Termination of the CEO's Employment Contract
- a. The Board of Directors may dismiss the CEO when the majority of voting members of the Board of Directors approve and appoint a new CEO to replace the dismissed one.
- b. If the CEO is dismissed or removed, their employment contract will be terminated.
5. Announcement of Appointment, Dismissal, Signing, and Termination of the CEO's Employment Contract
- The appointment, dismissal, signing, and termination of the CEO's employment contract must be announced to the business registration authority, relevant parties, and disclosed in accordance with the law on information disclosure in the securities market.
6. Salary and Other Benefits of the CEO
- The CEO's salary, allowances, bonuses, and other benefits will be decided by the Board of Directors in accordance with the law and the Company's Charter.

Chapter VI

Other Activities

Article 16. Cooperation Between the Board of Directors, the Supervisory Board, and the CEO

1. Procedures and Order for Summoning, Inviting, Recording, and Announcing Results of Meetings Between the Board of Directors, Supervisory Board, and CEO
 - a. The invitation for a Board of Directors meeting must be sent to the Supervisors under the same conditions as those for Board members. Supervisors attending the meeting have the right to voice opinions but do not have the right to vote. The meeting results must be communicated to the Supervisors.
 - b. The CEO may be invited to attend the Board of Directors meeting in the same manner as Board members. In the meeting, the CEO may speak but does not have voting rights on the meeting's issues.
 - c. The opinions of Board members, Supervisory Board members, and the CEO must be summarized and recorded in the minutes of the Board meeting.
 - d. The results of the meeting between the Board of Directors, the Supervisory Board, and the CEO must be announced before the meeting is adjourned.
2. Notification of Resolutions and Decisions of the Board of Directors to the Supervisory Board

Resolutions and decisions of the Board of Directors must be communicated to the Supervisory Board within 7 working days from the date the resolution or decision is passed.
3. Notification of Resolutions and Decisions of the Board of Directors to the CEO

Resolutions and decisions of the Board of Directors must be communicated to the CEO within 7 working days from the date the resolution or decision is passed.
4. Circumstances for the CEO and Supervisory Board to Request a Board of Directors Meeting and Issues Requiring the Board's Approval

The Chairman of the Board of Directors must convene a meeting if requested by the Supervisory Board or the CEO within 7 working days from the date of the request. The request must be made in writing and specify the purpose of the meeting and the issues to be discussed.
5. Report of the CEO to the Board of Directors on Task and Authority Fulfillment

The CEO is responsible for reporting to the Board of Directors on the results of tasks and authorities assigned, according to the Company's internal regulations and as requested by the Board.
6. Review of the Implementation of Resolutions and Other Delegated Issues of the Board of Directors by the CEO

Based on the results of implementation, the Board of Directors shall organize a review meeting with the CEO regarding the fulfillment of Resolutions and other delegated matters, according to the Company's internal regulations.
7. Matters the CEO Must Report, Provide Information on, and How to Announce to the Board of Directors and Supervisory Board
 - a. Matters the CEO must report:

- In December each year, the CEO submits a detailed business plan for the following financial year for Board approval, based on the budget requirements and a five-year financial plan;
 - Long-term, annual, and quarterly estimates for the Company's operations; annual budgets (including balance sheets, profit and loss statements, and projected cash flow statements) for each financial year;
 - Other reports as required by the Board of Directors.
- b. The CEO must provide information within their permitted scope and not delay without valid reasons when the Board of Directors or the Supervisory Board requests it. All notifications to the Board and the Supervisory Board must be made in writing or via email and sent promptly.
8. Coordination of Control, Management, and Supervision Activities Between Board Members, Supervisory Board Members, and the CEO
- a. The Board members, Supervisory Board members, and the CEO must regularly exchange work and provide information to each other in a spirit of cooperation and support, ensuring compliance with the Company's Charter, internal regulations, and overall business plan.
- b. Board members, Supervisory Board members, and the CEO will not interfere with each other's operational duties.
- c. In some necessary cases, Board members and Supervisory Board members may inform the Chairman of the Board, the CEO, or the Head of the Supervisory Board to resolve urgent issues promptly and efficiently.

Article 17: Regulations on Annual Evaluation of the Performance, Rewards, and Disciplinary Actions for Members of the Board of Directors, Members of the Supervisory Board, General Director, and Other Executives of the Company

1. Methods and Criteria for Performance Evaluation

a. Methods of Evaluation

Depending on the decision of the Board of Directors, the performance evaluation of the members of the Board of Directors, the General Director, and other executives may be conducted through one or more of the following methods:

- Self-assessment and self-evaluation;
- Conducting surveys or opinion polls;
- Other methods chosen by the Board of Directors.

b. Evaluation Criteria

The criteria for evaluating the performance of members of the Board of Directors, the General Director, and other executives will be decided by the Board of Directors.

2. Authority, Principles, Forms, and Procedures for Reward and Discipline

- a. The Board of Directors has the authority to decide on rewards and disciplinary actions for positions appointed by the Board.
- b. The General Director has the authority to decide on rewards and disciplinary actions for employees and managerial positions appointed by the General Director, except for those employees whose appointment is within the authority of the Board of Directors.
- c. The principles, forms, and procedures for rewards and disciplinary actions for employees and managerial positions of the Company are implemented according to the reward and discipline regulations issued by the Board of Directors at different periods.

3. Rewards and Discipline for Members of the Board of Directors

a. Performance Evaluation: The Board of Directors will periodically (every 6 months or annually) assess the performance of each member (including the Chairman of the Board), based on their functions and duties as specified in the Company's Charter and the results of the Board's operational plan.

b. Reward: Depending on individual achievements, the Board of Directors has the right to use a portion of the total operating budget and the annual remuneration of the Board, as approved by the General Meeting of Shareholders, to reward members of the Board of Directors.

c. Discipline: Members of the Board of Directors are responsible before the law and the General Meeting of Shareholders for fulfilling their rights and duties. They may be disciplined or dismissed by the General Meeting of Shareholders.

4. Rewards and Discipline for Members of the Supervisory Board

a. Performance Evaluation: The Supervisory Board will periodically (every 6 months or annually) assess the performance of each member (including the Chairman of the Supervisory Board), based on their functions and duties as specified in the Company's Charter and the results of the Supervisory Board's operational plan.

b. Reward: Depending on individual achievements, the Supervisory Board has the right to use a portion of the total operating budget and the annual remuneration of the Supervisory Board, as approved by the General Meeting of Shareholders, to reward members of the Supervisory Board.

c. Discipline: Members of the Supervisory Board are responsible before the law and the General Meeting of Shareholders for fulfilling their rights and duties. They may be disciplined or dismissed by the General Meeting of Shareholders.

5. Rewards and Discipline for the General Director

a. Performance Evaluation: The Board of Directors will evaluate the General Director's qualities, competencies, results, and efficiency based on the Company's business performance periodically (every 6 months or annually), with input from the Chairman of the Supervisory Board.

b. Reward: The Board of Directors will decide on specific rewards for the General Director according to the established policies and prior agreements, in accordance with the law. These costs will be accounted for in the Company's management expenses. The Board of Directors has the right to use the welfare reward fund to reward the General Director in accordance with the law and the Company's reward and discipline regulations.

c. Discipline: The General Director is subject to the governance and supervision of the Board of Directors, the oversight of the Supervisory Board, and is responsible before the law, the General Meeting of Shareholders, and the Board of Directors for fulfilling the rights and duties assigned. The General Director may be disciplined according to the Company's reward and discipline regulations or dismissed by the Board of Directors in accordance with the law and the Company's Charter.

6. Rewards and Discipline for Other Executives of the Company

a. Performance Evaluation: The performance evaluation for other executives of the Company is conducted periodically (every 6 months or annually), based on the contents agreed upon in

the employment contracts signed between the Company and these executives and the Company's regulations.

b. Reward: The Board of Directors decides on specific rewards for other executives based on the proposal from the General Director and the Company's reward policies. These costs will be accounted for in the Company's management expenses. The Board of Directors has the right to use the welfare reward fund to reward other executives according to the law and the Company's reward and discipline regulations.

c. Discipline: Other executives may be disciplined according to the Company's reward and discipline regulations or dismissed by the Board of Directors in accordance with the law and the Company's Charter.

7. Liability for Damages

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives of the Company shall be responsible for any damages caused by their violations, in accordance with the law and the Company's Charter.

Article 18. Other Issues

Other corporate governance matters shall be conducted in accordance with the law and the Company's Charter.

**Chapter VII
IMPLEMENTATION EFFECTIVENESS**

Article 19. Effectiveness

The Internal Corporate Governance Regulations of Vietnam Plastic Corporation consist of 7 chapters and 19 articles, and were unanimously approved by the General Meeting of Shareholders on May 14, 2025, with full effect of the entire text. These regulations replace the Internal Corporate Governance Regulations No. 40.21/QC-NVN-HĐQT dated June 29, 2021.

In the event that any provision of these Regulations differs from or contradicts the provisions of the Company's Charter, the provisions of the Company's Charter shall prevail.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRWOMAN OF THE BOARD OF DIRECTORS**

Le Ngoc Diep

No.: /TTr-NVN-HĐQT

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Ho Chi Minh City, May 14th, 2025



PROPOSAL OF THE BOARD OF DIRECTORS

Regarding the Amendment of the Board of Directors' Operating Regulations

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 1, 2021;
- Pursuant to the Charter on organization and operation of Vietnam Plastic Corporation;
- Pursuant to Document No. 41.21/QC-NVN-HĐQT dated June 29, 2021 on the Board of Directors' Operating Regulations,

The Board of Directors of Vietnam Plastic Corporation respectfully submits to the General Meeting of Shareholders (GMS) for review and approval amendment to the **Board of Directors' Operating Regulations** as follows:

Amend Clause 1, Article 5 to:

"The Board of Directors of the Company shall consist of 03 to 07 members. The General Meeting of Shareholders shall decide on any change in the number of Board members in accordance with legal regulations.

The term of office of a member of the Board of Directors shall not exceed 05 years and members may be re-elected for an unlimited number of terms."

Reason for amendment: To align with the Proposal to amend the Company's Charter on organization and operations submitted to the General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders of Vietnam Plastic Corporation for consideration and approval by voting.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRWOMAN OF THE BOARD**

Le Ngoc Diep

No.: /QC-NVN-HĐQT

Ho Chi Minh City, May 14th, 2025



REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS

- Pursuant to the Law on Securities dated November 26, 2019;
- Pursuant to the Law on Enterprises dated June 17, 2020;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed regulations for the implementation of several articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP;
- Pursuant to the Charter of Vietnam Plastic Corporation;
- Pursuant to Resolution No. /NQ-NVN-DHĐCDTN dated May 14, 2025, of the General Meeting of Shareholders of Vietnam Plastic Corporation of Vietnam Plastic Corporation.

The Board of Directors hereby issues the Regulations on the Operation of the Board of Directors of Vietnam Plastic Corporation, comprising the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope and Subjects of Application

1. Scope of regulation:

These Regulations stipulate the organizational structure, operating principles, powers, and obligations of the Board of Directors and its members in accordance with the Law on Enterprises, the Company Charter, and relevant legal regulations.

2. Subjects of application:

These Regulations apply to the Board of Directors and its members.

Article 2. Operating Principles of the Board of Directors

1. The Board of Directors shall work collectively. Each member is individually responsible for their assigned duties and jointly responsible to the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board regarding the development of the Company.
2. The Board of Directors delegates the General Director to organize the implementation of its resolutions and decisions.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and Obligations of Members of the Board of Directors

1. Members of the Board of Directors are fully entitled to the rights under the Law on Securities, relevant laws, and the Company Charter, including the right to be provided with information and documents concerning the financial status and business activities of the Company and its units.
2. Members of the Board of Directors have obligations as stipulated in the Company Charter and the following responsibilities:
 - a. Perform duties honestly and cautiously for the best interests of shareholders and the Company;
 - b. Fully attend meetings of the Board of Directors and express opinions on discussed matters;
 - c. Promptly and fully report to the Board on remuneration received from subsidiaries, associates, and other organizations;
 - d. Report to the Board at the nearest meeting on transactions between the Company, its subsidiaries, or other entities controlled by the Company (over 50% charter capital) with members of the Board and their related persons; and transactions between the Company and any company where the member of the Board is a founder or a manager within the last 3 years;
 - e. Disclose information when conducting transactions involving Company shares in accordance with legal regulations.

Article 4. Right to Request Information of Members of the Board of Directors

1. Members have the right to request the General Director, Deputy General Directors, or other managers to provide information and documents related to the Company's financial condition and business operations.
2. The requested managers must provide timely, complete, and accurate information and documents as requested
3. Procedures for requesting and providing information are as follows:
 - a. The requesting Board member shall submit a request to the General Director, specifying the content, form, and reasonable deadline. If preparation time is needed, the General Director shall immediately propose a timeframe to the requesting member and must provide the information within that time.
 - b. The General Director shall provide the requested information unless it involves confidential matters, in which case the Chairman of the Board shall decide on the disclosure.

Article 5. Term and Number of Board Members

1. The Board of Directors shall consist of 3 to 7 members. The General Meeting of Shareholders shall decide on any changes to the number in accordance with the law.
2. The term of a Board member shall not exceed 5 years and re-election is permitted for an unlimited number of terms.
3. In the event that all members of the Board of Directors simultaneously complete their term of office, such members shall continue to serve on the Board of Directors until new members are elected to replace them and take over their duties.

Article 6. Qualifications and Conditions of Board Members

Board members must meet the following qualifications and conditions:

1. Must not fall under the disqualified persons defined in Clause 2, Article 17 of the Law on Enterprises;
2. Must have professional qualifications and experience in business management or in the Company's business sector and are not required to be shareholders;
3. May concurrently be members of Boards of other companies;
4. A member of the Board of Directors must not be a family member of the General Director or other managers of the Company; or of any manager or person with the authority to appoint managers of the Company;
5. A member of the Company's Board of Directors may concurrently serve as a member of the Board of Directors in no more than five other companies;
6. Must meet other qualifications and conditions as required by law and the Company Charter.

Article 7. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members, based on the majority rule.
2. The Chairman of the Board of Directors of the Company may not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and duties:
 - c. To establish the operational programs and plans of the Board of Directors;
 - d. To prepare agendas, contents, and documents for meetings; to convene, chair, and preside over meetings of the Board of Directors;
 - e. To organize the adoption of resolutions and decisions of the Board of Directors;
 - f. To supervise the implementation of resolutions and decisions of the Board of Directors;
 - g. To preside over meetings of the General Meeting of Shareholders;
 - h. Other rights and duties in accordance with the Law on Enterprises and the Company's Charter.
4. In the event that the Chairman of the Board of Directors resigns or is removed, the Board of Directors must elect a replacement within 20 days from the date of receipt of the resignation letter or removal decision. In the event that the Chairman is absent or unable to perform their duties, they must authorize in writing another member to perform the rights and duties of the Chairman in accordance with the principles prescribed in the Company's Charter. If there is no authorized person or if the Chairman is deceased, missing, detained, serving a prison sentence, undergoing administrative measures at a compulsory rehabilitation center or education institution, absconding, legally incapacitated or restricted in civil capacity, facing difficulties in perception or behavior control, or banned by the Court from holding positions, practicing professions, or performing certain jobs, the remaining members shall elect one among them to act as Chairman by majority vote until the Board of Directors makes a new decision.
5. When deemed necessary, the Board of Directors may appoint a Company Secretary. The Company Secretary has the following rights and duties:
 - a. To assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors, and to record meeting minutes;

- b. To assist members of the Board of Directors in exercising their assigned rights and duties;
- c. To assist the Board of Directors in applying and implementing principles of corporate governance;
- d. To assist the Company in developing shareholder relations and protecting the legitimate rights and interests of shareholders, ensuring compliance with information disclosure and administrative procedures;
- e. Other rights and duties as prescribed by the Company.

Article 8. Dismissal, Removal, Replacement, and Addition of Members of the Board of Directors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - a. The member no longer meets the criteria and conditions as prescribed in Article 155 of the Law on Enterprises;
 - b. The member submits a resignation letter and it is approved;
 - c. Other cases as stipulated in the Company's Charter.
2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
 - a. The member does not participate in activities of the Board of Directors for six consecutive months, unless due to force majeure;
 - b. Other cases as stipulated in the Company's Charter.
3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors or dismiss/remove members other than those specified in Clauses 1 and 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
 - a. The number of members of the Board of Directors decreases by more than one-third compared to the number prescribed in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date on which the number of members falls below the threshold;
 - b. The number of non-executive members of the Board of Directors falls below the ratio prescribed in the Company's Charter;
 - c. Except for the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace those who have been dismissed or removed at the nearest meeting.

Article 9. Method of Election, Dismissal, and Removal of Members of the Board of Directors

1. A shareholder or a group of shareholders holding at least 10% of the total ordinary shares shall have the right to nominate candidates for the Board of Directors. The nomination is conducted as follows:
 - a. Shareholders forming a group to nominate candidates must inform other attending shareholders before the opening of the General Meeting of Shareholders;
 - b. Based on the number of Board members, shareholders or groups of shareholders are entitled to nominate one or more candidates as follows:
 - From 10% to less than 20%: 1 candidate;

- From 20% to less than 30%: 2 candidates;
 - From 30% to less than 40%: 3 candidates;
 - From 40% to less than 50%: 4 candidates;
 - From 50% to less than 60%: 5 candidates;
 - From 60% to less than 70%: 6 candidates;
 - From 70% to less than 80%: 7 candidates;
 - From 80% to less than 90%: 8 candidates;
 - From 90% to 100%: 9 candidates.
2. If the number of candidates nominated and self-nominated is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate or organize additional nominations in accordance with the Company's Charter, Internal Corporate Governance Regulations, and the Operational Regulations of the Board of Directors. These nominations must be clearly disclosed before the General Meeting of Shareholders votes on the election.
 3. The election of members of the Board of Directors must be carried out by cumulative voting, whereby each shareholder has a number of votes equal to the number of shares owned multiplied by the number of members to be elected. Shareholders may accumulate all or part of their votes for one or more candidates. The elected members shall be those with the highest number of votes, ranked in descending order, until the number of required members is reached. If two or more candidates receive the same number of votes for the final position, the candidate who owns or represents a larger number of ordinary shares shall be elected. If the number of shares is equal, the General Meeting shall vote directly, and the candidate with more approving votes shall be elected.
 4. The election, dismissal, and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders through voting.

Article 10. Notification of Election, Dismissal, and Removal of Members of the Board of Directors

1. Once the list of candidates for the Board of Directors has been finalized, the Company must disclose information regarding the candidates at least 10 days prior to the opening of the General Meeting of Shareholders on the Company's website so that shareholders may review the candidates prior to voting. Each candidate must submit a written commitment to the accuracy and truthfulness of their personal information and pledge to perform their duties honestly, prudently, and in the best interest of the Company if elected. The information disclosed includes:
 - a. Full name, date of birth;
 - b. Qualifications;
 - c. Work experience;
 - d. Other management positions (including positions in the Board of other companies);
 - e. Interests related to the Company and its related parties;
 - f. Other information (if any) as required by the Company's Charter;
 - g. In the case of public companies, disclosure must include companies where the candidate is currently a member of the Board of Directors, holds managerial positions, or has related interests (if any).
2. Notification of the results of election, dismissal, and removal of members of the Board of Directors shall be made in accordance with applicable information disclosure regulations.

CHAPTER III

THE BOARD OF DIRECTORS

Article 11. Rights and Obligations of the Board of Directors

1. The Board of Directors (BOD) is the management body of the Company and has full authority to act on behalf of the Company to decide and perform the Company's rights and obligations, except for those falling under the authority of the General Meeting of Shareholders (GMS).
2. The rights and obligations of the BOD shall be stipulated by law, the Company Charter, and the GMS. Specifically, the BOD shall have the following powers and duties:
 - a. To decide the Company's strategy, medium-term development plan, and annual business plan;
 - b. To propose types and total number of shares of each type to be offered for sale;
 - c. To decide the sale of unsold shares within the authorized number of each type of shares and the mobilization of additional capital by other methods;
 - d. To determine the selling prices of shares and bonds of the Company;
 - e. To decide the repurchase of shares as prescribed in Clauses 1 and 2, Article 133 of the Law on Enterprises;
 - f. To approve investment plans and projects within its competence and limits prescribed by law;
 - g. To decide investment in or disposal of Company assets with book value ranging from VND 10 billion to less than 35% of total asset value recorded in the latest financial statement of the Company;
 - h. To decide market development, marketing, and technological solutions;
 - i. To approve contracts for purchase, sale, borrowing, lending, and other transactions with a value of 35% or more of the total asset value recorded in the latest financial statement of the Company, except where such contracts and transactions fall under the authority of the GMS pursuant to Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;
 - j. To elect, dismiss, and remove the Chairperson of the BOD; to appoint, dismiss, sign, and terminate contracts with the General Director, Deputy General Directors, and Chief Accountant; to determine salaries, remuneration, bonuses, and other benefits of these managers; to appoint representatives authorized to participate in the Members' Council or GMS of other companies and decide their remuneration and other benefits; to appoint and dismiss the Corporate Governance Officer, Company Secretary, and the authorized person for information disclosure and decide their salaries, remuneration, bonuses, and other benefits;
 - k. To supervise and direct the General Director and other managers in the day-to-day business operations of the Company;
 - l. To decide the organizational structure of the Company; to decide on the establishment of subsidiaries, branches, and representative offices; and on the capital contribution to or share purchase of other enterprises;
 - m. To approve the agenda and documents for the GMS; to convene GMS meetings or collect written opinions for the GMS to pass resolutions;
 - n. To submit the audited annual financial statements to the GMS;
 - o. To propose dividend levels; to determine the timing and procedures for dividend payment or handling of business losses;

- p. To propose reorganization or dissolution of the Company; to request for bankruptcy of the Company;
 - q. To issue the BOD's Rules of Operation and internal corporate governance regulations after approval by the GMS;
 - r. To promulgate the following internal management regulations of the Company: the Company's information disclosure regulations; the Company's financial regulations; the Company's reward and discipline regulations; the Company's salary, bonus, and remuneration regulations; and the regulation on management of the Company's representatives at other enterprises;
 - s. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant legal regulations, and the Company Charter.
3. The BOD shall pass resolutions and decisions by voting at meetings, collecting written opinions, by email, or by other methods stipulated in the Company Charter. Each BOD member shall have one vote.
 4. Where a resolution or decision of the BOD is contrary to the law, the GMS resolution, or the Company Charter and causes damage to the Company, the BOD members who approved the resolution or decision shall be jointly and personally liable and shall compensate the Company for such damage. Any member who disagrees with the resolution or decision shall be exempt from liability. In such cases, shareholders have the right to request the Court to suspend or annul the resolution or decision in question.

Article 12. Responsibilities and Powers of the Board of Directors in Approving and Signing Contracts and Transactions

1. The BOD shall approve contracts and transactions with a value of less than 35% or transactions that lead to a total transaction value arising within 12 months from the date of the first transaction being less than 35% of the total asset value recorded in the latest financial statement of the Company, entered into between the Company and the following entities:
 - a. Members of the BOD, members of the Board of Supervisors, the General Director, other managers, and their related persons;
 - b. Shareholders or authorized representatives of shareholders holding over 10% of the total common shares of the Company and their related persons;
 - c. Enterprises related to the entities stipulated in Clause 2, Article 164 of the Law on Enterprises.
2. The Company's legal representative signing the contract or transaction must notify the BOD members and the Board of Supervisors of the related parties involved and provide a draft contract or a summary of the transaction. The BOD shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notice. BOD members having related interests in the contract or transaction shall not have the right to vote.

Article 13. Responsibilities of the Board of Directors to Convene an Extraordinary General Meeting of Shareholders

1. The BOD must convene an Extraordinary GMS in the following cases:
 - a. When the BOD considers it necessary for the benefit of the Company;
 - b. When the number of BOD or Board of Supervisors members is less than the minimum number required by law;
 - c. Upon request by shareholders or groups of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises. The request must be in writing, stating the reasons and purposes of the meeting, and signed by all relevant shareholders (or formed as multiple documents with sufficient signatures);

- d. Upon request of the Board of Supervisors;
 - e. Other cases as prescribed by law or the Company Charter.
2. Convening an Extraordinary General Meeting of Shareholders
- The BOD must convene the Extraordinary GMS within 30 days from the date the number of BOD members, independent BOD members, or Board of Supervisors members falls below the minimum required or from the date of receipt of the request under Points c and d, Clause 1 of this Article.
3. The person convening the GMS must perform the following tasks:
- a. Prepare the list of shareholders entitled to attend the meeting;
 - b. Provide information and resolve complaints related to the shareholder list;
 - c. Develop the agenda and meeting contents;
 - d. Prepare meeting materials;
 - e. Draft GMS resolutions based on the proposed contents of the meeting; prepare the list and detailed information of candidates in case of election of BOD or Board of Supervisors members;
 - f. Determine the time and venue of the meeting;
 - g. Send invitations to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
 - h. Perform other tasks in service of the meeting.

Article 14. Supporting Committees of the Board of Directors

1. The BOD may establish subcommittees in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of each subcommittee shall be decided by the BOD, with at least 03 members including BOD members and external members. Subcommittees shall operate in accordance with the BOD's regulations. A subcommittee resolution shall only be valid if passed by a majority of attending and voting members at the subcommittee meeting.
2. The implementation of BOD or subcommittee decisions must comply with the prevailing legal regulations, the Company Charter, and the internal corporate governance regulations.

CHAPTER IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date the Board of Directors election concludes. This meeting shall be convened and chaired by the member receiving the highest number or percentage of votes. In case there are multiple members with the same highest number or percentage of votes, the members shall elect one among them by majority vote to convene the meeting of the Board of Directors.
2. The Board of Directors must convene at least once every quarter and may hold extraordinary meetings.
3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a. ~~At the request of the Board of Supervisors or an independent member of the Board of Directors;~~
 - b. At the request of the General Director or at least 05 other managers;

- c. At the request of at least 02 members of the Board of Directors;
 - d. Other cases as prescribed by law and the Company's Charter.
4. The requests stated in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and decisions falling under the authority of the Board of Directors.
 5. The Chairperson of the Board of Directors must convene a meeting of the Board within 07 working days from the date of receiving the request specified in Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, he/she shall be liable for any damages caused to the Company; the requester has the right to convene the meeting in place of the Chairperson.
 6. Meetings of the Board of Directors may be held in person, online, or via written consultation, email, or other means. The Chairperson or the person convening the meeting shall decide on the form, time, and venue of the meeting.

The Chairperson or the convener shall also decide on the deadline and method of vote counting for resolutions and decisions passed via written consultation, email, or other methods.

The Chairperson or convener must provide relevant information and documents to all members of the Board of Directors and the Board of Supervisors at least 03 working days before the response deadline for the consultation.
 7. The Chairperson or the person convening the meeting must send the meeting invitation at least 03 working days prior to the meeting date. The invitation must specify the time, venue, agenda, and matters to be discussed and decided upon. The meeting invitation must be accompanied by documents to be used at the meeting and the voting ballot.

The invitation may be sent via letter, phone, fax, email, or other methods as stipulated by the Company's Charter and must ensure delivery to the contact address registered by each member with the Company.
 8. The Chairperson or convener must also send the meeting invitation and related documents to members of the Board of Supervisors in the same manner as for members of the Board of Directors.

Board of Supervisors members have the right to attend Board meetings and to discuss but not to vote.
 9. A meeting of the Board of Directors is valid when at least 3/4 of total members attend. If the first meeting does not satisfy this quorum, a second meeting shall be convened within 07 days from the expected date of the first meeting. In such a case, the meeting is valid if more than half of the members attend.
 10. Each member of the Board of Directors has one vote, except for cases where they are not allowed to vote on related transactions as prescribed by the Law on Enterprises and the Company's Charter. A Board member is deemed to attend and vote at the meeting in the following cases:

 - a. Attending and voting in person;
 - b. Authorizing another person to attend and vote as per Clause 11 of this Article;
 - c. Attending and voting via teleconference, electronic voting, or other electronic means;
 - d. Sending a voting ballot by mail, fax, or email;
 - e. ~~Sending a voting ballot via other means approved by the convener.~~

11. In case a voting ballot is sent by mail, it must be placed in a sealed envelope and delivered to the Chairperson no later than 01 hour before the meeting begins. The ballot shall only be opened in the presence of all attendees.
12. Members must attend all meetings of the Board. A member may authorize another person to attend and vote if approved by the majority of the Board members.

Board members must fully participate and submit their votes on time in written consultations for resolutions, unless they are prohibited from voting as per the Law on Enterprises or the Company's Charter.
13. A resolution or decision of the Board of Directors is passed when approved by the majority of attending members; in the case of a tie, the decision shall follow the opinion of the Chairperson.

A resolution or decision passed via written consultation, email, or other means is valid when approved by the majority of members; in case of a tie, the Chairperson's opinion prevails.

Article 16. Minutes of the Meetings of the Board of Directors

1. All meetings of the Board of Directors must be recorded in minutes and may also be recorded in audio or stored electronically. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and must include the following main contents:
 - a. Company name, head office address, and enterprise registration number;
 - b. Time and place of the meeting;
 - c. Purpose, agenda, and meeting content;
 - d. Names of each attending member or authorized representative, and attendance method; names and reasons of members not attending;
 - e. Matters discussed and voted on at the meeting;
 - f. Summary of each member's opinions presented in chronological order;
 - g. Voting results specifying members approving, disapproving, or having no opinion;
 - h. Matters approved and corresponding voting ratios;
 - i. Full name and signature of the chairperson and the minutes recorder, unless otherwise specified in Clause 2 of this Article.
2. If the chairperson and the minutes recorder refuse to sign the minutes but the minutes are signed by all other attending members and include all required contents specified in Points a, b, c, d, e, g, and h, Clause 1 of this Article, the minutes remain valid.
3. The Chairperson and the Company Secretary shall organize vote counting for written consultation via email or other means to pass resolutions of the Board of Directors and must prepare a vote counting report. This report must be in Vietnamese and may also be in a foreign language, and must include the following main contents:
 - a. Company name, head office address, and enterprise registration number;
 - b. Time and place of vote counting;
 - c. Names of participating Board members and non-participating members with reasons;
 - d. Consultation content;
 - e. Summary of Board of Supervisors members' opinions (if any);
 - f. Voting results specifying members approving, disapproving, or having no opinion;
 - g. Matters approved and corresponding voting ratios;
 - h. Full names and signatures of the Chairperson or the convener and the Company Secretary.

4. The chairperson, minutes recorder, and those who sign the minutes must be responsible for the truthfulness and accuracy of its content. The Chairperson or the convener and the Company Secretary are responsible for the accuracy and truthfulness of the vote counting report for written consultation via email or other means.
5. Meeting minutes, documents used at the meeting, the vote counting report, and related materials must be stored at the Company's head office.
6. The Vietnamese and foreign language versions of the minutes have the same legal effect. In case of discrepancy, the Vietnamese version shall prevail.

CHAPTER V

REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Submission of Annual Reports

1. At the end of each fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:
 - a. The Company's business performance report;
 - b. The financial statements;
 - c. The management and administration assessment report of the Company;
 - d. The evaluation report of the Board of Supervisors.
2. The reports specified in Points a, b, and c, Clause 1 of this Article must be submitted to the Board of Supervisors for evaluation no later than 30 days prior to the opening date of the Annual General Meeting of Shareholders.
3. The reports specified in Clauses 1 and 2 of this Article, along with the evaluation report of the Board of Supervisors and the audit report, must be retained at the Company's head office no later than 10 days before the opening date of the Annual General Meeting of Shareholders. Shareholders who have continuously held shares in the Company for at least one year are entitled to review the reports specified in this Article either by themselves or together with a lawyer, certified accountant, or certified auditor.

Article 18. Remuneration, Bonuses, and Other Benefits of the Members of the Board of Directors

1. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors based on the Company's performance and business efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days required to fulfill their duties and the daily remuneration rate.

The Board of Directors shall propose remuneration for each member on the basis of unanimity.

The total amount of remuneration and bonuses for the Board of Directors shall be determined by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with tax laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions, participating in committees of the Board of Directors, or performing tasks beyond the normal duties of a Board member may receive additional compensation in the form of a lump-sum payment, salary, commission, profit share, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in the performance of their duties, including expenses for attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval of the General Meeting of Shareholders.

This insurance does not cover liabilities arising from violations of the law or the Company's Charter by the members.

Article 19. Disclosure of Related Interests

Disclosure of interests and related persons of the Company shall comply with the following regulations:

1. Members of the Board of Directors must declare to the Company their related interests, including:
 - a. The name, enterprise registration number, head office address, and business sectors of any enterprise in which they hold capital contributions or shares; the percentage and timing of such ownership;
 - b. The name, enterprise registration number, head office address, and business sectors of any enterprise in which their related persons jointly or separately own more than 10% of charter capital.
2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date the related interest arises. Any amendments or supplements must also be reported to the Company within 07 working days from the date of such changes.
3. Any member of the Board of Directors who, in their own name or on behalf of another person, performs work in any form within the Company's business scope must explain the nature and content of such work to the Board of Directors and may only proceed upon approval by the majority of the remaining Board members; If such work is performed without disclosure or without the Board's approval, all income derived therefrom shall belong to the Company.

CHAPTER VI

RELATIONS OF THE BOARD OF DIRECTORS

Article 20. Relations among Members of the Board of Directors

1. The relationship among members of the Board of Directors shall be based on coordination. Members are responsible for informing each other about relevant matters during the execution of their assigned duties.
2. During task execution, the member who is primarily responsible must proactively coordinate if the matter involves another member's area of responsibility. If disagreements arise, the responsible member shall report to the Chairperson of the Board for consideration and decision according to authority, or convene a meeting or seek opinions of Board members in accordance with laws, the Company Charter, and this Regulation.
3. In the case of reassignment of responsibilities among Board members, handover of duties, documents, and related materials is required. Such handover must be documented in writing and reported to the Chairperson of the Board.

Article 21. Relations with Executive Management

As a governing body, the Board of Directors shall issue resolutions for the General Director and the executive apparatus to implement, and shall also supervise and inspect the implementation of such resolutions.

Article 22. Relations with the Board of Supervisors

1. The relationship between the Board of Directors and the Board of Supervisors is one of coordination. Their working relationship shall be based on equality and independence, while ensuring close cooperation and mutual support in the performance of duties.
2. Upon receiving inspection minutes or summary reports from the Board of Supervisors, the Board of Directors shall study them and direct relevant departments to develop and implement timely corrective actions.

CHAPTER VII

IMPLEMENTING PROVISIONS

Article 23. Effectiveness

The Internal Corporate Governance Regulations of Vietnam Plastic Corporation consist of 7 chapters and 23 articles, and were unanimously approved by the General Meeting of Shareholders on May 14, 2025, with full effect of the entire text. These regulations replace the Internal Corporate Governance Regulations No. 41.21/QC-NVN-HĐQT dated June 29, 2021.

In the event that any provision of these Regulations differs from or contradicts the provisions of the Company's Charter, the provisions of the Company's Charter shall prevail.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRWOMAN OF THE BOARD OF DIRECTORS**



Le Ngoc Diep

**VIETNAM PLASTIC CORPORATION
BOARD OF DIRECTORS**

**SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness**

No. /TTr-NVN-HĐQT

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Ho Chi Minh City, May 14th 2025



PROPOSAL OF THE BOARD OF DIRECTORS

**Re: Dismissal and approval of the number of members of the Board of Directors
for the 2023–2028 term**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 1, 2021, and its guiding documents;
- Pursuant to the Law on Securities 2019 and its guiding documents;
- Pursuant to the Charter on the Organization and Operation of Vietnam Plastic Corporation;
- Pursuant to the Resignation Letter of Mr. Phan Trung Nam,

The Board of Directors of Vietnam Plastic Corporation respectfully submits to the General Meeting of Shareholders for consideration and approval of the following matters:

1. Approval of the dismissal of Mr. Phan Trung Nam from the Board of Directors for the 2023–2028 term.
Reason: Mr. Phan Trung Nam submitted a resignation letter due to personal reasons.
2. Approval of the number of members of the Board of Directors for the 2023–2028 term.
Number of members: 04 persons.

Respectfully submitted to the General Meeting of Shareholders of Vietnam Plastic Corporation for consideration and approval.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRWOMAN**

Le Ngoc Diep

No.: /TTr-NVN-HĐQT

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Ho Chi Minh City, May 14th, 2025



PROPOSAL OF THE BOARD OF DIRECTORS

**Re: Dismissal and Election of Additional Member(s) of the Board of Supervisors
(Term 2023-2028)**

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 1, 2021, and its guiding documents;

- Pursuant to the Law on Securities 2019 and its guiding documents;*
- Pursuant to the Charter on Organization and Operation of Vietnam Plastic Corporation;*
- Pursuant to the resignation letter submitted by Mr. Vo Hoang Anh Tuan*

The Board of Directors of Vietnam Plastic Corporation respectfully submits to the General Meeting of Shareholders for consideration and approval of the following matters:

1. Approval of the dismissal of Mr. Vo Hoang Anh Tuan from the Board of Supervisors for the 2023–2028 term

Reason: Mr. Vo Hoang Anh Tuan submitted a resignation letter dated February 13rd 2025, due to personal reasons.

2. Approval of the election of an additional member to the Board of Supervisors for the 2023–2028 term

Number of members to be elected: 01 person

3. Approval of the list of candidates for the election of the Board of Supervisors member for the 2023–2028 term at the 2025 Annual General Meeting of Shareholders, as follows:

No.	Full Name	Year of Birth	Address	Educational Qualification	Employer/Position
1	Pham Huy Quan	1985	62/53/7A Lam Van Ben Street, Quarter 4, Group 14, Tan Kieng Ward, District 7, Ho Chi Minh City.	Intermediate-level Degree in Accounting	Professional Staff, Planning and Investment Department – Vietnam Plastic Corporation

We respectfully submit to the General Meeting of Shareholders of Vietnam Plastic Corporation for consideration and approval.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRWOMAN**

Le Ngoc Diep



VIETNAM PLASTIC CORPORATION – VINAPLAST

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THE SOCIALIST REPUBLIC OF VIETNAM

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ELECTION REGULATIONS

(Re: Election of Board of Supervisors Members for the 2023-2028 Term)

- Pursuant to Article 139 of the Enterprise Law No. 59/2020/QH14, dated June 17, 2020, effective from January 1, 2021.
- Pursuant to the Charter on the organization and operation of Vietnam Plastic Corporation.



The Vote Counting and Election Committee respectfully submits to the General Shareholders' Meeting for approval of the Election Regulations for the Board of Supervisors Member for the 2023-2028 term at the 2025 General Shareholders' Meeting, held on May 14th, 2025, as follows:

1. Number of Board of Supervisors Members to be Elected:

- The number of Board of Supervisors members to be elected: 01 member.

2. Election Principles:

- Before the election process, the General Shareholders' Meeting must approve:
- + List of candidates for the position of Member of the Board of Supervisors
- The election of members of the Board of Supervisors shall be conducted by cumulative voting. Accordingly, each shareholder shall have a total number of votes equal to the total number of shares owned and represented multiplied by the number of Board of Supervisors members to be elected. The shareholder may either cast all of their votes for a single candidate or allocate them among multiple candidates.
- The vote counting and verification process will follow the cumulative voting instructions specified on the voting ballot.
- Elected members of the Board of Supervisors shall be determined based on the number of votes received, ranked from highest to lowest, selecting candidates with the highest vote counts. In the event that two or more candidates receive an equal number of votes, the candidate who owns or represents more shares of the Company shall be selected. If the number of shares owned or represented is also equal, the General Meeting of Shareholders shall conduct a direct vote to select one among these candidates, based on the highest approval voting rate.

3. Valid and Invalid Voting Ballots:

- Valid voting ballots are those that comply with the cumulative voting instructions stated on the ballot, except for cases considered invalid as listed below.
- Invalid ballots include:
 - + Ballots that do not bear the company's official stamp.
 - + Ballots that have been altered, contain additional names outside the list of candidates approved by the General Shareholders' Meeting.
 - + Ballots in which the total number of votes allocated to all candidates exceeds the total number of votes available to the shareholder.

Respectfully submitted to the General Shareholders' Meeting.

VOTE COUNTING AND ELECTION COMMITTEE



Note: This is an English translation prepared for reference purpose only. Should there be any inconsistency between the translation and the original Vietnamese text, the latter shall prevail.



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2025 ANNUAL GENERAL SHAREHOLDERS' MEETING

VIETNAM PLASTIC CORPORATION

VOTING BALLOT

BOARD OF SUPERVISORS MEMBER ELECTION

Term 2023-2028

Shareholder's Name:

Total Shares Owned and/or Authorized: shares.

Total Votes Participating: votes.

- Each shareholder/authorized representative is given one ballot for the total number of shares owned and/or authorized.
- The total votes participating of each shareholder is equal to the number of shares owned and/or authorized multiplied by the number of Board of Supervisors members to be elected.
- Shareholders shall enter the number of votes for each candidate in the blank box to the right of the candidate's name. They may allocate all their votes to a single candidate or distribute them among multiple candidates, provided that the total number of allocated votes does not exceed the total votes available. If shareholders do not specify the number of votes for each candidate, their total votes will be evenly distributed among the selected candidates. If shareholders allocate votes to some candidates while leaving others blank, the remaining votes will be equally distributed among the selected candidates without specified votes.

LIST OF BOARD OF SUPERVISORS CANDIDATES

No.	FULL NAME	NUMBER OF VOTES
1		
2		
3		
4		

Notes and Instructions:

Shareholders are not allowed to erase or add names outside the list of candidates approved by the General Shareholders' Meeting.
Shareholders vote by keeping the name of the selected candidate and crossing out the name of the unselected candidate.

Shareholder's Signature
(Or Authorized Representative)

Shareholder's Full Name:

.....

(Or Authorized Representative)

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VIETNAM PLASTIC CORPORATION

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No.: /NQ-NVN-DHĐCĐTN

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Ho Chi Minh City, May 14th, 2025

DRAFT RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
VIETNAM PLASTIC CORPORATION

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 1, 2021;
- Pursuant to the Charter of Organization and Operation of Vietnam Plastic Corporation;
- Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders dated May 14, 2025, as adopted by the General Meeting;

The 2025 Annual General Meeting of Shareholders (AGM) of Vietnam Plastic Corporation was convened at 8:30 AM on May 14, 2025, at the Hall of Vietnam Plastic Corporation, 300B Nguyen Tat Thanh Street, Ward 13, District 4, Ho Chi Minh City, with the participation of ... individual shareholders and ... institutional shareholders (represented by ... authorized persons), representing ... common shares, accounting for ...% of the total outstanding common shares of the Company.

RESOLVES

Article 1. Approval of the General Director's Report on business performance in 2024 with the following key indicators:

- | | |
|----------------------------------|-------------------|
| – Total separate revenue: | VND 84.87 billion |
| – Net separate revenue: | VND 71.07 billion |
| – Separate profit before tax: | VND 11.54 billion |
| – Separate net profit after tax: | VND 11.54 billion |

Voting rate: ...% Approved.

Article 2. Approval of the Board of Directors' Report on corporate governance, performance of the Board in 2024, and 2025 orientations (Enclosed with Report No. .../BC-NVN-HĐQT dated May 14, 2025)

Voting rate: ...% Approved.

Article 3. Approval of the Board of Supervisors' Report for 2024 (Enclosed with Report No. .../VNP-BKS dated May 14, 2025)

Voting rate: ...% Approved.

Article 4. Approval of the audited financial statements for 2024

Voting rate: ...% Approved.

Article 5. Approval of the 2024 profit distribution and fund appropriation plan:
(Enclosed with Proposal No. .../TTr-NVN-HĐQT dated May 14, 2025)

The AGM approved the 2024 profit distribution plan as follows:

Separate profit before tax	: VND 11,548,045,776
Separate profit after tax	: VND 11,548,045,776
Accumulated undistributed profit after tax	: VND 65,709,720,825
Cash dividend payment	: VND 38,857,826,000
Dividend payout ratio for 2024	: 20%

(equivalent to VND 2,000 per share)

Allocation to the Employee Reward and Welfare Fund	: VND 718,500,000
Allocation to the Management Bonus Fund	: VND 155,000,000
Undistributed post-tax profit	: VND 25,978,394,825

The Board of Directors submits to the General Meeting of Shareholders the proposal to authorize the Board of Directors to determine the time and procedures for the 2024 dividend payment in accordance with legal regulations.

Voting rate: ...% Approved.

Article 6. Approval of the 2024 remuneration settlement for the BOD and the salaries and remuneration of the Board of Supervisors:

- Total remuneration for non-executive Board of Directors members: VND 270,000,000.
- Total remuneration for non-executive members of the Board of Supervisors and salary for the full-time Chief of the Board of Supervisors: VND 310,400,000.

Voting rate: ...% Approved.

7. Matter 7: Approval of the estimated business and production plan for 2025, and the estimated after-tax profit distribution plan for 2025:

- Total separate revenue : VND 56.01 billion
- Net separate revenue : VND 38.99 billion
- Separate profit before tax : VND 9.60 billion
- Separate profit after tax: : VND 9.60 billion

Based on the business performance results for 2025, the Board of Directors submits to the General Meeting of Shareholders the proposal regarding the appropriation of funds for 2025 (if any).

The Board of Directors proposes that the General Meeting of Shareholders authorize the Board to decide on the interim dividend payments at appropriate times, based on actual business performance, ensuring that such payments do not affect the Company's business operations.

The final dividend for the entire year 2025 will be decided by the General Meeting of Shareholders in 2026.

Voting rate: ...% Approved

8. Matter 8: Approval of the estimated remuneration for the Board of Directors and the Board of Supervisors for 2025 as follows:

- Total remuneration for non-executive BOD members: VND 210,000,000.
- Total remuneration for non-executive BS members and salary of the Head of BS (executive) for Q1/2025 (3 months): VND 130,500,000.
- The remuneration of the company's manager and the salary of the full-time manager who is also the Head of the Supervisory Board will be settled at the 2026 General Meeting of Shareholders based on the company's business performance.

Voting rate: ...% Approved

Article 9. Approval of the selection of an audit firm for the 2025 financial statements (Enclosed with Proposal No. .../VNP-BKS dated May 14, 2025)

The AGM approved the list of audit firms and authorized the BOD to select the audit firm for the 2025 financial statements from the following list...

- VACO Auditing Co., Ltd. (VACO)
- RSM Vietnam Auditing & Consulting Co., Ltd. (RSM)
- A&C Auditing and Consulting Co., Ltd. (A&C)
- GRANT THORNTON (VIETNAM) Co., Ltd.
- Ho Chi Minh City Auditing and Informatics Services Co., Ltd. (AISC)

Voting rate: ...% Approved

Article 10. Approval of the full text of the Charter on the Organization and Operation of Vietnam Plastics Corporation (including the amendment of Clause 1, Article 25 and Point e, Clause 4, Article 34)

Voting rate: ...% Approved

Article 11. Approval of the full text of the Internal Corporate Governance Regulations (including the amendment of Point b, Clause 1, Article 7)

Voting rate: ...% Approved

Article 12. Approval of the full text of the Board of Directors' Operating Regulations of Vietnam Plastic Corporation (including the amendment of Clause 1, Article 5)

Voting rate: ...% Approved

Article 13. Approval of Proposal No. .../TTr-NVN-HĐQT dated May 14, 2025, of the Board of Directors regarding:

- Dismissal of Mr. Phan Trung Nam from the Board of Directors for the 2023–2028 term

Voting rate: ...% Approved

- Number of Board members for the 2023-2028 term: 4 members

Voting rate: ...% Approved

Article 14. Approval of the dismissal of Mr. Vo Hoang Anh Tuan from the Board of Supervisors for the 2023–2028 term (Enclosed with Proposal No. .../TTr-NVN-HĐQT dated May 14, 2025)

Voting rate: ...% Approved

Article 15. Approval of the election of a new member to the Board of Supervisors for the 2023–2028 term

The AGM elected the following person to the Board of Supervisors for the 2023–2028 term:

Number of additional members to be elected	: 01 person
Mr./Ms	: ...
Votes received	: ...
Percentage	: ...

Voting rate: ...% Approved

Article 16. Effectiveness

This Resolution was adopted by the AGM of Vietnam Plastic Corporation with a voting percentage of ...% of the total voting shares represented at the Meeting.

This Resolution takes effect from the date of approval by the AGM.

The AGM authorizes the Board of Directors of Vietnam Plastic Corporation to organize and manage the implementation of this Resolution's contents.



**ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS
CHAIRWOMAN OF THE BOARD
OF DIRECTORS**

Le Ngoc Diep