

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

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**INTERNAL REGULATION ON CORPORATE  
GOVERNANCE  
OF DESIGN AND CONSTRUCTION JOINT STOCK  
COMPANY NO.1**

Ho Chi Minh City, April 14<sup>th</sup> 2026

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**CHAPTER I:  
GENERAL PROVISIONS**

**Article 1. Scope of Regulation and Subjects of Application**

1. **Scope of Regulation:** These Regulations provide for contents regarding the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the order and procedures for meetings of the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Board of Control, the General Director, and other activities in accordance with the Company's Charter and other current legal provisions.
2. **Subjects of Application:** These Regulations apply to members of the Board of Directors, the Board of Control, the General Director, and related persons.

**CHAPTER II**

**THE GENERAL MEETING OF SHAREHOLDERS**

**SECTION 1: ROLES, RIGHTS, AND OBLIGATIONS OF THE GENERAL MEETING OF SHAREHOLDERS**

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

1. **Role of the General Meeting of Shareholders:**

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. Approve the Company's development orientation;
  - b. Decide on the types of shares and the total number of shares of each type to be offered for sale; determine the annual dividend rate for each type of share;
  - c. Elect, dismiss, and remove members of the Board of Directors and the Supervisory Board;
  - d. Decide on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's latest financial statements;
  - e. Decide on amendments and supplements to the Company's Charter;
  - f. Approve the audited annual financial statements;
  - g. Decide on the repurchase of more than 10% of the total number of issued shares of each type;
  - h. Review and handle violations committed by members of the Board of Directors or the Supervisory Board that cause damage to the Company or its shareholders;
  - i. Decide on the reorganization or dissolution of the Company;

- j. Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k. Approve the internal corporate governance regulations; the operational regulations of the Board of Directors and the Supervisory Board;
- l. Approve the list of approved auditing firms; decide on the selection or dismissal of the approved auditing firm when deemed necessary;
- m. Exercise other rights and obligations as prescribed by law and the Company's Charter.

## **SECTION 2: ORDER AND PROCEDURES FOR HOLDING THE GENERAL MEETING OF SHAREHOLDERS AND PASSING RESOLUTIONS BY VOTING AT THE MEETING**

### **Article 3. Authority to Convene the General Meeting of Shareholders**

1. The Board of Directors shall convene the annual and extraordinary General Meetings of Shareholders in accordance with the Company's Charter and the provisions of law.
2. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. When the Board of Directors deems it necessary for the interests of the Company;
  - b. When the number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number required by law;
  - c. At the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises and Clause 2, Article 12 of the Company's Charter. The request must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the signatures of the relevant shareholders;
  - d. At the request of the Supervisory Board;
  - e. Other cases as prescribed by law and the Company's Charter.
3. Convening an Extraordinary General Meeting of Shareholders:
  - a. The Board of Directors must convene the meeting within 30 days from the date the number of remaining members of the Board of Directors or Supervisory Board falls below the minimum required, or from the date of receiving a valid request as stated in Points c and d, Clause 2 of this Article. If the Board of Directors fails to convene the meeting, the Chairperson and members of the Board of Directors shall be liable for any damages caused to the Company.
  - b. If the Board of Directors fails to convene the meeting as prescribed, the Supervisory Board shall convene the meeting within the next 30 days. If the Supervisory Board also fails to convene the meeting, it shall be liable for any damages caused to the Company.
  - c. If the Supervisory Board fails to convene the meeting, the shareholders or group of shareholders as prescribed in Point c, Clause 2 of this Article shall have the right to convene the meeting on behalf of the Company in accordance with the Law on Enterprises. In this case, the shareholders or group of shareholders convening the meeting may request the Business Registration Authority to supervise the procedures for convening, conducting, and making decisions at the meeting. All expenses for convening and conducting the meeting shall be reimbursed by the Company, excluding personal expenses of shareholders attending the meeting.
  - d. The person convening the meeting must perform the tasks prescribed in Clause 5, Article 140 of the Law on Enterprises.



#### **Article 4. Preparation of the List of Shareholders Entitled to Attend and Notice of Record Date**

1. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the register of shareholders or the register of securities holders of the Company. The list must be prepared no more than 10 days before the date of sending the meeting invitation, unless otherwise provided in the Company's Charter.
2. The list must include the full name, contact address, nationality, and legal identification number of individual shareholders; the name, enterprise code or legal document number, and head office address of organizational shareholders; the number of shares of each type, and the registration number and date of each shareholder.
3. The Company must publicly announce the preparation of the list of shareholders entitled to attend the meeting at least 20 days before the record date, specifying the record date, purpose, time, venue, and expected agenda of the meeting.
4. Shareholders have the right to inspect, extract, and copy the list of shareholders entitled to attend the meeting; request corrections or additions to their information. The Company's management must promptly provide and correct information as requested and shall be liable for any damages caused by failure to do so.

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

1. The notice of the meeting shall be sent to all shareholders and published on the Company's website, as well as submitted to the State Securities Commission and the Stock Exchange. The notice must be sent at least 21 days before the meeting date. The meeting agenda and related documents must be sent to shareholders or posted on the Company's website. If documents are not attached, the notice must specify the website address for access.
2. The Company must not restrict shareholders from attending the meeting and must facilitate proxy authorization or voting by mail upon request. The Company shall provide guidance and authorization forms in accordance with regulations.

#### **Article 6. Agenda and Contents of the Meeting**

1. The convener must prepare the list of shareholders entitled to attend and vote; prepare the agenda, documents, and draft resolutions for each issue; determine the time and venue; and send invitations in accordance with the law and the Company's Charter.
2. Shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises and Clause 2, Article 12 of the Company's Charter have the right to propose additional agenda items. Proposals must be in writing and submitted at least three working days before the opening date, clearly stating the shareholder's name, number of shares, and proposed issues.
3. The convener may refuse proposals in the following cases:
  - a. The proposal is not submitted in accordance with regulations;

- b. The proposing shareholder or group does not hold at least 5% of ordinary shares as required;
- c. The proposed issue is not within the authority of the General Meeting of Shareholders;
- d. Other cases as prescribed by law.

If a proposal is refused, the convener must respond in writing at least two working days before the meeting, stating the reasons.

4. The convener must include valid proposals in the draft agenda unless they fall under the exceptions above. The proposals shall be officially added to the agenda if approved by the General Meeting of Shareholders.

#### **Article 7. Authorization to Attend the General Meeting of Shareholders**

1. Shareholders or authorized representatives of organizational shareholders may attend the General Meeting of Shareholders directly or authorize one or more individuals or organizations to attend the meeting on their behalf, or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

In cases where more than one authorized representative is appointed, the number of shares and corresponding voting rights authorized to each representative must be clearly specified.

2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The written authorization shall be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content, scope, and duration of authorization, and must bear the signatures of both the authorizing party and the authorized party.

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

3. The voting card of the authorized representative attending the General Meeting of Shareholders within the scope of authorization shall remain valid in the following cases:
  - a. The authorizing shareholder has died, has limited or lost civil act capacity;
  - b. The authorizing shareholder has revoked the authorization;
  - c. The authorizing shareholder has revoked the authority of the authorized person.

This provision shall not apply if the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the reconvened meeting.

## **Article 8. Method of Registration for Attendance at the General Meeting of Shareholders**

1. Shareholders may register to attend the General Meeting of Shareholders in the manner specified in the meeting notice, including one of the following methods: direct registration, telephone, fax, mail, or email to the Company before the deadline stated in the invitation to the General Meeting of Shareholders.
2. If a shareholder is unable to attend the meeting, they may authorize a representative to attend on their behalf. In cases where more than one authorized representative is appointed, the number of shares and corresponding voting rights assigned to each representative must be clearly specified; if not specified, the shares and votes shall be deemed to be divided equally among the authorized representatives. The authorization for a representative to attend the meeting must be made in writing using the form provided by the Company attached to the meeting invitation or available on the Company's website (as stated in the invitation) and must meet the following requirements:
  - a. In the case where the authorizing shareholder is an individual, the authorization document must bear the signatures of both the shareholder and the authorized person (if the authorized person is an individual) or the legal representative of the authorized organization (if the authorized person is an organization);
  - b. In the case where the authorizing shareholder is an organization, the authorization document must bear the signatures of the authorized representative, the legal representative of the shareholder, and the authorized person (if the authorized person is an individual) or the legal representative of the authorized organization (if the authorized person is an organization);
  - c. In other cases, the authorization document must bear the signatures of the legal representative of the shareholder and the authorized person attending the meeting;
  - d. The authorized representative attending the General Meeting of Shareholders must bring their identity card, passport, or citizen identification card for verification and must submit the original authorization document before entering the meeting.

## **Article 9. Conditions for Conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when the attending shareholders represent more than 50% of the total voting shares.
2. In the event that the first meeting fails to meet the conditions specified in Clause 1 of this Article, a notice of the second meeting shall be sent within 30 days from the date scheduled for the first meeting. The second General Meeting of Shareholders shall be conducted when the attending shareholders represent at least 33% of the total voting shares.
3. In the event that the second meeting fails to meet the conditions specified in Clause 2 of this Article, a notice of the third meeting shall be sent within 20 days from the date scheduled for the second meeting. The third General Meeting of Shareholders shall

be conducted regardless of the total number of voting shares represented by the attending shareholders.

#### **Article 10. Forms of Passing Resolutions of the General Meeting of Shareholders**

Depending on the provisions of the Regulations on the Organization of the General Meeting of Shareholders as approved by the General Meeting of Shareholders, the Company may extensively apply information technology in the voting process, including voting through a secure electronic system, online voting via the internet, or voting by telephone, in order to facilitate shareholders' participation in the General Meeting of Shareholders.

#### **Article 11. Voting Procedures**

1. Upon registration for attendance, the Company shall provide each shareholder and/or authorized representative entitled to vote with one (01) voting card or one (01) ballot (or both), which shall indicate the shareholder's information, the number of voting shares, and the matters to be voted on at the meeting.

Forms of voting at the General Meeting of Shareholders:

- a. Voting by show of hands;
  - b. Voting by ballot.
2. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by expressing agreement, disagreement, or no opinion. The vote counting results shall be announced by the Chairperson before the closing of the meeting.

#### **Article 12. Vote Counting Procedures**

1. The General Meeting of Shareholders shall elect persons responsible for counting votes or supervising the vote counting process as proposed by the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the Chairperson's proposal.
2. The Vote Counting Committee shall be responsible for announcing the vote counting results at the General Meeting of Shareholders in accordance with the law.
3. In the case of voting by show of hands: the Vote Counting Committee shall record the number of votes in favor, against, and abstaining for each matter, then compile and report the results immediately at the meeting.
4. In the case of voting by ballot: after selecting their voting options for each matter on the ballot, shareholders shall place their ballots into the ballot box. The ballot box shall be managed by the Vote Counting Committee. After each matter or after all matters have been voted on, the Vote Counting Committee shall open the ballot box under the supervision of its members and the attending shareholders.
5. The vote counting minutes shall be a written document summarizing the results of the vote counting conducted by the Vote Counting Committee regarding shareholders' opinions on the matters of the meeting, and must include the following details:

- a. Name and address of the head office, enterprise code;
- b. Matters voted on;
- c. Number of shareholders attending the meeting, number of votes cast, specifying valid and invalid votes;
- d. Total number and percentage of votes in favor, against, and abstaining for each matter;
- e. Matters approved and not approved at the meeting;
- f. Full names and signatures of the members of the Vote Counting Committee.

**Article 13. Conditions for Adoption of Resolutions of the General Meeting of Shareholders**

1. A resolution on the following matters shall be adopted if it is approved by shareholders representing at least 65% of the total voting shares of all shareholders attending the meeting, except as provided in Clauses 3, 4, and 6 of this Article:
  - a. Types of shares and total number of shares of each type;
  - b. Changes in business lines, industries, and sectors;
  - c. Changes in the organizational and management structure of the Company;
  - d. Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the Company's latest financial statements;
  - e. Reorganization or dissolution of the Company.
2. Other resolutions shall be adopted if approved by shareholders representing at least 50% of the total voting shares of all shareholders attending the meeting, except as provided in Clauses 1, 3, 4, and 6 of this Article.
3. The election of members of the Board of Directors and the Supervisory Board shall be conducted by the cumulative voting method, under which each shareholder shall have a total number of votes equal to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board. The shareholder may allocate all or part of their total votes to one or several candidates.
4. The elected members of the Board of Directors or Supervisory Board shall be determined based on the number of votes received, starting from the candidate with the highest number of votes until the required number of members as prescribed in the Company's Charter is reached.
5. In the event that two or more candidates receive an equal number of votes for the final position on the Board of Directors or Supervisory Board, a re-election shall be conducted among those candidates, or selection shall be made based on criteria specified in the election regulations or the Company's Charter.
6. A resolution of the General Meeting of Shareholders concerning matters that adversely change the rights and obligations of shareholders holding preferred shares

shall only be adopted if it is approved by shareholders holding at least 75% of the total number of preferred shares of that class attending the meeting, or by shareholders holding at least 75% of the total number of preferred shares of that class in the case of written consultation.

7. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares shall be lawful and effective even if the procedures for convening and adopting such resolutions violate the provisions of the Law on Enterprises or the Company's Charter.

#### **Article 14. Announcement of Vote Counting Results**

1. The Vote Counting Committee elected in accordance with Article 12 of this Regulation shall be responsible for announcing the vote counting results at the General Meeting of Shareholders in accordance with the law.
2. For matters voted on by show of hands, the Chairperson or a representative of the Vote Counting Committee shall publicly announce the results immediately after the voting on that matter.
3. For matters voted on by ballot, the vote counting minutes must be announced by a representative of the Vote Counting Committee before the closing of the meeting.

#### **Article 15. Procedures for Objection and Request for Annulment of the Minutes or Resolutions of the General Meeting of Shareholders**

1. A shareholder who voted against a resolution on the reorganization of the Company or on changes to the rights and obligations of shareholders as prescribed in the Company's Charter shall have the right to request the Company to repurchase their shares. The request must be made in writing, clearly stating the shareholder's name and address, the number and type of shares held, the proposed selling price, and the reason for requesting the Company to repurchase the shares. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders adopts the resolution on the matters specified in this Clause.
2. The Company must repurchase the shares at the request of the shareholder specified in Clause 1 of this Article at the market price or at a price determined in accordance with the principles set out in the Company's Charter within 90 days from the date of receipt of the request. If the parties cannot agree on the price, either party may request a valuation organization to determine the price. The Company shall propose at least three valuation organizations for the shareholder to choose from, and the shareholder's choice shall be final.
3. Within 90 days from the date of receipt of the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results of the written consultation, a shareholder or group of shareholders as prescribed in Clause 2, Article 12 of the Company's Charter shall have the right to request a court or arbitration to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in accordance with Article 35 of the Company's Charter.

4. In all cases, shareholders must comply with the resolutions of the General Meeting of Shareholders until a legally effective judgment or decision of the court or arbitration annulling the resolution of the General Meeting of Shareholders is issued.

#### **Article 16. Preparation of the Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may also be audio recorded or recorded and stored in other electronic forms. The secretary of the General Meeting of Shareholders shall be responsible for recording the entire proceedings of the meeting, preparing the minutes, and submitting them to the General Meeting of Shareholders for approval during the meeting.
2. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language, both versions having equal legal validity. In case of any discrepancy between the Vietnamese and the foreign language versions, the Vietnamese version shall prevail. The minutes must include the principal contents as prescribed by the Law on Enterprises.
3. The minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting.
4. The Chairperson and the secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes. The minutes of the General Meeting of Shareholders must be sent to all shareholders within fifteen (15) days or may be replaced by posting them on the Company's website.

#### **Article 17. Disclosure of Resolutions of the General Meeting of Shareholders**

1. The minutes of the General Meeting of Shareholders, the appendix listing shareholders registered to attend the meeting, the full text of the resolutions adopted, and related documents attached to the meeting notice must be kept at the Company's head office.
2. The minutes and the full text of the resolutions of the General Meeting of Shareholders, together with the attached documents, must be disclosed in accordance with the laws on information disclosure in the securities market.

### **SECTION 3: ORDER AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY WRITTEN CONSULTATION OF SHAREHOLDERS**

#### **Article 18. Cases for Written Consultation of Shareholders**

1. The Board of Directors shall have the right to seek shareholders' opinions in writing to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company, including the following cases:
  - a. Amendment or supplementation of the Company's Charter;
  - b. Determination of the Company's development orientation;
  - c. Types of shares and total number of shares of each type;

- d. Election, dismissal, or removal of members of the Board of Directors and the Supervisory Board;
- e. Decision on investment or sale of assets valued at thirty-five percent (35%) or more of the total asset value recorded in the Company's latest financial statements;
- f. Reorganization or dissolution of the Company.

#### **Article 19. Order and Procedures for the General Meeting of Shareholders to Pass Resolutions by Written Consultation**

1. The Board of Directors must prepare ballots for collecting opinions, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to all shareholders entitled to vote no later than ten (10) days before the deadline for returning the completed ballots. The preparation of the list of shareholders to whom the ballots are sent shall comply with Point a, Clause 2, Article 27 of the Company's Charter and Article 4 of this Regulation. The requirements and methods for sending the ballots and accompanying documents shall comply with Clause 3, Article 27 of the Company's Charter and Article 5 of this Regulation.
2. The ballot for collecting shareholders' opinions must contain the following principal details:
  - a. Name, address of the head office, enterprise registration number, and enterprise code;
  - b. Purpose of the consultation;
  - c. Full name, permanent address, nationality, and number of Citizen Identification Card, Identity Card, Passport, or other lawful personal identification of the shareholder being an individual; name, enterprise code or establishment decision number, and head office address of the shareholder being an organization; or full name, permanent address, nationality, and identification number of the authorized representative of the organizational shareholder; number of shares of each type and number of voting rights of the shareholder;
  - d. Matters to be consulted for approval;
  - e. Voting options including "Agree," "Disagree," and "No opinion" for each matter;
  - f. Deadline for returning the completed ballot to the Company;
  - g. Full name and signature of the Chairperson of the Board of Directors.
3. Shareholders may send their completed ballots to the Company by mail, fax, or email in accordance with the following provisions:
  - a. In the case of mail, the completed ballot must bear the signature of the shareholder being an individual, or of the authorized representative or legal representative of the shareholder being an organization. The ballot must be



enclosed in a sealed envelope, and no one shall be allowed to open it before the vote counting;

- b. In the case of fax or email, the ballot sent to the Company must be kept confidential until the time of vote counting;
  - c. Ballots sent to the Company after the deadline specified in the ballot, or opened in the case of mail, or disclosed in the case of fax or email, shall be invalid. Ballots not returned shall be considered as non-voting ballots.
4. The Board of Directors shall count the votes and prepare the vote counting minutes under the supervision of the Supervisory Board or a shareholder who is not an executive officer of the Company in accordance with Article 45 of the Company's Charter. The vote counting minutes must include the following principal details:
- a. Name, address of the head office, and enterprise code;
  - b. Purpose and matters consulted for approval;
  - c. Number of shareholders and total number of voting rights participating in the voting, distinguishing between valid and invalid votes, and the method of ballot submission, together with an appendix listing the shareholders participating in the voting;
  - d. Total number of votes in favor, against, and with no opinion for each matter;
  - e. Matters approved and the corresponding approval ratios;
  - f. Full names and signatures of the Chairperson of the Board of Directors, the vote counting supervisor, and the vote counters.

Members of the Board of Directors, the vote counting supervisor, and the vote counters shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes and jointly liable for any damages arising from resolutions adopted based on dishonest or inaccurate vote counting.

5. The vote counting minutes must be posted on the Company's website within twenty-four (24) hours from the time of completion of the vote counting.
6. The completed ballots, vote counting minutes, full text of the resolutions adopted, and related documents sent together with the ballots must be kept at the Company's head office.
7. A resolution shall be deemed adopted by written consultation of shareholders if it is approved by shareholders holding more than fifty percent (50%) of the total voting shares of all shareholders entitled to vote, and it shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

#### **SECTION 4: ORDER AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS THROUGH ONLINE CONFERENCE**

The Board of Directors shall have the authority to decide on the organization of an online General Meeting of Shareholders (using an electronic voting system) through the electronic

voting service system of the Vietnam Securities Depository and Clearing Corporation or another organization with the appropriate functions and authority as prescribed by law.

#### **Article 20. Notice of Convening the Online General Meeting of Shareholders**

The notice of convening the meeting (including the preparation of the list of shareholders entitled to attend, the notice of record date for determining shareholders entitled to attend, and the meeting invitation) shall be carried out in the same manner as for a physical General Meeting of Shareholders and in accordance with Articles 4 and 5 of this Regulation.

#### **Article 21. Method of Registration for Attendance at the Online General Meeting of Shareholders**

1. Each shareholder, authorized representative of an organizational shareholder, or proxy shall be provided with one (01) access account to register for attendance and to vote online at the General Meeting of Shareholders.
2. Shareholders, authorized representatives of organizational shareholders, or proxies shall log in using the provided access account and authenticate using a one-time password (OTP) to register for attendance and to vote online in accordance with the instructions sent by the Company to their registered email address or as published on the Company's website.
3. Shareholders, authorized representatives of organizational shareholders, or proxies who register to attend the online General Meeting of Shareholders after the meeting has commenced shall still be entitled to register and exercise their voting rights after completing the registration process. In such cases, the Chairperson shall not be responsible for pausing the meeting to allow late participants to register, and the validity of matters already voted on prior to their registration shall remain unchanged.

#### **Article 22. Authorization for Representatives to Attend the Online General Meeting of Shareholders**

1. Shareholders shall authorize representatives in accordance with Article 7 of this Regulation.
2. A shareholder authorizing another person to attend the online General Meeting of Shareholders must provide complete and confidential information regarding the access account and other identification elements provided by the Company to enable the authorized person to participate in discussions, contribute opinions, and vote online on the matters of the meeting. The shareholder and the authorized person shall be jointly responsible for the authorization and the results of online voting conducted through the assigned access account.

#### **Article 23. Conditions for Conducting the Meeting**

1. The online General Meeting of Shareholders shall be conducted when the shareholders registered to attend represent more than fifty percent (50%) of the total voting shares.

2. The system used for organizing the online General Meeting of Shareholders must meet the following conditions:
  - a. The network connection at the main location must be continuous and stable to ensure uninterrupted participation of shareholders, authorized representatives of organizational shareholders, or proxies. In the event of a disruption, the Chairperson must summarize the proceedings that occurred during the interruption;
  - b. The main location must ensure adequate conditions for sound, lighting, network connection, power supply, electronic devices, and other necessary equipment suitable for the nature of the online meeting;
  - c. Information security must be ensured, and access account credentials must be kept confidential. All information transmitted and received through the system must comply with confidentiality principles and relevant legal regulations;
  - d. Electronic data of the online General Meeting of Shareholders must be stored and retrievable from the system.

#### **Article 24. Form of Resolution Adoption**

The General Meeting of Shareholders shall adopt resolutions within its authority through electronic voting.

#### **Article 25. Method of Online Voting, Vote Counting, and Announcement of Results**

1. Each participant shall select one (01) of three (03) voting options — “Agree,” “Disagree,” or “No opinion” — for each matter presented for voting at the meeting, as configured in the electronic voting system, and confirm their vote for the system to record the result.
2. For elections, participants shall vote in accordance with the online election regulations approved by the General Meeting of Shareholders and confirm their votes for the system to record the results.
3. Other provisions regarding electronic voting shall be specified in the regulations on the organization of the General Meeting of Shareholders as approved by the General Meeting of Shareholders.
4. When participants cast their votes or election ballots, the number of votes shall be recorded in the system according to the principles of votes in favor, votes against, and votes with no opinion.
5. The vote counting results shall be announced before the closing of the meeting.

#### **Article 26. Preparation of Minutes and Disclosure of Resolutions of the General Meeting of Shareholders**

1. The preparation of the minutes of the online General Meeting of Shareholders shall be carried out in the same manner as for a physical General Meeting of Shareholders and in accordance with Article 16 of this Regulation.
2. Disclosure of resolutions of the General Meeting of Shareholders:

- a. The minutes of the General Meeting of Shareholders, the appendix listing shareholders registered to attend, the full text of the resolutions adopted, and related documents attached to the meeting notice must be kept at the Company's head office;
  - b. The minutes, full text of the resolutions adopted by the General Meeting of Shareholders, and accompanying documents must be disclosed in accordance with the laws on information disclosure in the securities market.
3. Other matters related to the organization of the General Meeting of Shareholders and the adoption of resolutions through online conferences shall be specifically provided for in the regulations on the organization of the General Meeting of Shareholders as approved by the General Meeting of Shareholders.

## **SECTION 5: ORDER AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS THROUGH A COMBINATION OF PHYSICAL AND ONLINE CONFERENCE**

The Board of Directors shall have the authority to decide on the organization of a General Meeting of Shareholders in a combined form of physical attendance and online participation (using an electronic voting system) through the electronic voting service system of the Vietnam Securities Depository and Clearing Corporation or another organization with the appropriate functions and authority as prescribed by law.

### **Article 27. Order and Procedures for the General Meeting of Shareholders to Pass Resolutions through a Combination of Physical and Online Conference**

The General Meeting of Shareholders conducted in a combined form of physical and online participation shall follow procedures similar to those applied to meetings held in person and online, and shall be implemented in accordance with the regulations on the organization of the annual General Meeting of Shareholders as approved by the General Meeting of Shareholders.

The contents of such regulations on the organization of the General Meeting of Shareholders shall be developed by the Board of Directors in compliance with the law and must include at least the following:

1. Notice of convening the General Meeting of Shareholders;
2. Method of registration for attendance at the combined physical and online General Meeting of Shareholders;
3. Authorization for representatives to attend the General Meeting of Shareholders;
4. Conditions for conducting the meeting;
5. Form of adoption of resolutions of the General Meeting of Shareholders;
6. Method of voting;
7. Method of vote counting;
8. Announcement of vote counting results;

9. Preparation of the minutes of the General Meeting of Shareholders;
10. Disclosure of resolutions of the General Meeting of Shareholders.

### **CHAPTER III**

#### **BOARD OF DIRECTORS**

#### **SECTION 1: ROLE, RIGHTS AND OBLIGATIONS OF THE BOARD OF DIRECTORS, RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS**

##### **Article 28. Role, Rights and Obligations of the Board of Directors**

1. The Board of Directors is the management body of the Company, vested with full authority to act on behalf of the Company to decide and perform the rights and obligations of the Company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.
2. The Board of Directors shall have the rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, the Company's Charter, and the following responsibilities and duties:
  - a. Be accountable to shareholders for the operations of the Company;
  - b. Treat all shareholders equally and respect the interests of persons having related rights and interests in the Company;
  - c. Ensure that the Company's operations comply with the law, the Company's Charter, and internal regulations;
  - d. Develop the Regulation on the Operation of the Board of Directors, submit it to the General Meeting of Shareholders for approval, and publish it on the Company's website;
  - e. Supervise and prevent conflicts of interest among members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers, including the misuse of company assets and abuse of related-party transactions;
  - f. Develop the Internal Corporate Governance Regulation and submit it to the General Meeting of Shareholders for approval in accordance with Article 270 of Decree No. 155/2020/NĐ-CP;
  - g. Appoint the person in charge of corporate governance;
  - h. Organize training and workshops on corporate governance and necessary skills for members of the Board of Directors, the General Director, the person in charge of corporate governance, and other managers of the Company;
  - i. Report on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/NĐ-CP;
  - j. Implement the payment of dividends to shareholders in accordance with the law after approval by the Annual General Meeting of Shareholders.

## **Article 29. Responsibilities of Members of the Board of Directors**

1. Members of the Board of Directors shall have all rights as prescribed by the Law on Enterprises, the Law on Securities, relevant laws, and the Company's Charter, including the right to be provided with information and documents on the Company's financial status and business operations, as well as those of its subsidiaries and affiliated entities.
2. Members of the Board of Directors shall have the obligations prescribed in the Company's Charter and the following duties:
  - a. Perform their duties honestly and prudently in the best interests of the shareholders and the Company;
  - b. Attend all meetings of the Board of Directors and express opinions on matters discussed;
  - c. Promptly and fully report to the Board of Directors any remuneration received from subsidiaries, affiliates, and other organizations;
  - d. Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, or other companies controlled by the Company (holding 50% or more of charter capital) and the member of the Board of Directors or their related persons; and on transactions between the Company and any company in which the member of the Board of Directors has been a founding member or manager within the last three (03) years prior to the transaction;
  - e. Disclose information when conducting transactions involving the Company's shares in accordance with the law.
3. Each independent member of the Board of Directors of the Company (upon listing of the Company's shares on a Stock Exchange) must prepare an evaluation report on the activities of the Board of Directors.

## **SECTION 2: NOMINATION, CANDIDACY, ELECTION, DISMISSAL AND REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS**

### **Article 30. Term, Number, and Structure of the Board of Directors**

1. The Board of Directors shall consist of at least five (05) members and no more than eleven (11) members. The specific number of members of the Board of Directors for each term shall be decided by the General Meeting of Shareholders.
2. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously end their term, they shall continue to serve as members of the Board of Directors until new members are elected and assume their duties.
3. The composition of the Company's Board of Directors must ensure the following:
  - a. The number of non-executive members of the Board of Directors must comply with the following requirements:

- i. At least one (01) non-executive member if the Board of Directors has from three (03) to five (05) members;
- ii. At least two (02) non-executive members if the Board of Directors has from six (06) to eight (08) members;
- iii. At least three (03) non-executive members if the Board of Directors has from nine (09) to eleven (11) members.

The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in order to ensure the independence of the Board of Directors.

- b. In the case of a listed company, the number of independent members of the Board of Directors must comply with the following requirements:
  - i. At least one (01) independent member if the Board of Directors has from three (03) to five (05) members;
  - ii. At least two (02) independent members if the Board of Directors has from six (06) to eight (08) members;
  - iii. At least three (03) independent members if the Board of Directors has from nine (09) to eleven (11) members.
4. A member of the Board of Directors shall cease to hold office if dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. Any change, new appointment, reappointment, or removal of a member of the Board of Directors must be disclosed in accordance with the laws on information disclosure in the securities market.

### **Article 31. Qualifications of Members of the Board of Directors**

In addition to the standards and conditions prescribed in Article 155 of the Law on Enterprises and the Company's Charter, members of the Board of Directors must meet the following criteria:

1. Members of the Board of Directors should limit holding concurrent executive positions within the Company to ensure a clear separation between supervisory and executive roles.
2. A member may concurrently serve as a member of the Board of Directors or Members' Council of other companies but shall not concurrently hold such positions in more than five (05) other companies.
3. A member of the Board of Directors is not required to be a shareholder of the Company.
4. The Chairperson of the Board of Directors shall not concurrently hold the position of General Director.

### **Article 32. Nomination and Candidacy for the Board of Directors**

1. A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.
2. In the event that the number of candidates nominated and self-nominated is insufficient, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company's Charter, this Regulation, and the Regulation on the Operation of the Board of Directors. The nomination of additional candidates by the Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Directors in accordance with the law.

### **Article 33. Method of Election of Members of the Board of Directors**

1. Members of the Board of Directors shall be elected by the method of cumulative voting, whereby each shareholder shall have a total number of votes equal to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors. The shareholder may allocate all votes to one or several candidates or distribute them evenly.
2. Ballots shall be pre-printed by the Organizing Committee, listing the candidates in alphabetical order in Vietnamese, indicating the value or number of shares, and bearing the Company's seal.
3. A shareholder may vote for themselves if their name appears on the list of candidates on the ballot.
4. Ballots shall be distributed at the General Meeting of Shareholders. Each ballot shall state the names of the candidates for the Board of Directors, information about the shareholder, and the total number of voting shares they represent. Shareholders must verify the number of shares indicated on the ballot and immediately report any discrepancies upon receipt.
5. Invalid ballots are those that fall into one or more of the following cases:
  - a. Ballots not issued by the Organizing Committee;
  - b. Ballots in which the total number of votes allocated to candidates exceeds the total number of votes the shareholder is entitled to (including owned and authorized shares);
  - c. Ballots with erasures or alterations;
  - d. Ballots containing names of persons not on the list of candidates approved by the General Meeting of Shareholders prior to the election;
  - e. Other cases as prescribed by law or decided by the General Meeting of Shareholders.



6. Elected members of the Board of Directors shall be determined in accordance with the Law on Enterprises, the Company's Charter, and the election criteria approved by the General Meeting of Shareholders prior to the election.

#### **Article 34. Cases of Dismissal and Removal 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 standards and conditions prescribed in Article 155 of the Law on Enterprises;
  - b. The member resigns and the resignation is accepted;
  - c. Other cases as prescribed 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 fails to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
  - b. Other cases as prescribed in the Company's Charter.
3. When deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss, or remove a member of the Board of Directors in addition to the cases 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 remaining members of the Board of Directors is less than the minimum required by law. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of members falls below the legal minimum;
  - b. The number of members of the Board of Directors decreases by more than one-third ( $1/3$ ) of the number prescribed in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date of such reduction;
  - c. The number of independent members of the Board of Directors falls below the ratio prescribed in Point b, Clause 3, Article 36 of the Company's Charter. The Board of Directors must convene a General Meeting of Shareholders within six (06) months from the date of receiving notice from the relevant independent member;
  - d. Except for the cases specified in Points a, b, and c of this Clause, the General Meeting of Shareholders shall elect new members to replace those dismissed or removed at the nearest meeting.

#### **Article 35. Notice of Election, Dismissal, and Removal of Members of the Board of Directors**

Notice of the election, dismissal, or removal of members of the Board of Directors must be publicly disclosed in accordance with the laws on securities and the securities market.

## **Article 36. Method of Introducing Candidates for the Board of Directors**

1. When candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the accuracy and truthfulness of their disclosed personal information and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected. Information relating to candidates for the Board of Directors shall include:
  - a. Full name, date of birth;
  - b. Professional qualifications;
  - c. Work experience;
  - d. Other managerial positions held (including positions on the Boards of other companies);
  - e. Interests related to the Company and its related parties;
  - f. Other information (if any) as prescribed in the Company's Charter.
2. The Company shall be responsible for disclosing information about companies in which the candidate currently holds positions as a member of the Board of Directors, Members' Council, or other managerial positions, as well as any interests related to the Company (if any).

## **Article 37. Election, Dismissal, and Removal of the Chairperson of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number or percentage of votes. In the event of a tie, the members shall vote by majority to select one among them to convene the meeting.
2. The Chairperson of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.
3. In the event that the Chairperson of the Board of Directors resigns or is removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or removal decision.
4. In the event that the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the

rights and obligations of the Chairperson. If no authorization is made, or if the Chairperson dies, goes missing, is detained, imprisoned, subject to administrative measures at a compulsory rehabilitation or education facility, absconds, is restricted or incapacitated, has difficulty in cognition or behavior control, or is prohibited by a court from holding office or practicing a profession, the remaining members shall elect one among them to act as Chairperson by majority vote until a new decision is made by the Board of Directors.

#### **Article 38. Remuneration and Other Benefits of Members of the Board of Directors**

1. The Company may pay remuneration, salaries, and bonuses to members of the Board of Directors based on business results and performance.
2. Remuneration, salaries, bonuses, and other benefits of members of the Board of Directors shall be paid as follows:
  - a. Members of the Board of Directors (excluding authorized representatives) shall receive remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be distributed among members as agreed within the Board of Directors or equally if no agreement is reached;
  - b. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share purchase rights, and other benefits received from the Company, its subsidiaries, affiliates, and other companies in which the member represents the Company's capital contribution, must be disclosed in detail as a separate item in the Company's annual financial statements and annual report;
  - c. A member of the Board of Directors holding an executive position, serving on committees of the Board, or performing tasks beyond the usual scope of a Board member may receive additional remuneration in the form of a lump-sum payment, salary, commission, profit percentage, or other forms as decided by the Board of Directors;
  - d. Members of the Board of Directors shall be entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in the performance of their duties, including expenses related to attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees;
  - e. Members of the Board of Directors may be covered by liability insurance purchased by the Company with the approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company's Charter.

#### **Article 39. Other Related Interests of Members of the Board of Directors**

1. The Company shall compile and update a list of related persons of the Company in accordance with Clause 23, Article 4 of the Law on Enterprises, along with their corresponding contracts and transactions with the Company.
2. Members of the Board of Directors must declare to the Company their related

interests, including:

- a. The name, enterprise code, head office address, and business lines of any enterprise they own or hold shares or capital contributions in, including the ownership ratio and time of ownership;
  - b. The name, enterprise code, head office address, and business lines of any enterprise owned jointly or separately by their related persons holding more than ten percent (10%) of the charter capital.
3. The declaration specified in Clause 2 of this Article must be made within seven (07) working days from the date the related interest arises; any amendment or supplement must be notified to the Company within seven (07) working days from the date of such change.
  4. The storage, disclosure, review, extraction, and copying of the list of related persons and declared related interests shall be carried out as follows:
    - a. The Company must report the list of related persons and related interests to the General Meeting of Shareholders at the annual meeting;
    - b. The list shall be kept at the Company's head office and, if necessary, may be partially or fully stored at its branches;
    - c. Shareholders, authorized representatives of shareholders, and members of the Board of Directors shall have the right to review, extract, and copy part or all of the declared information;
    - d. The Company must facilitate prompt and convenient access, review, extraction, and copying of the list by the persons specified in Point c of this Clause and must not obstruct or cause difficulties in exercising this right. The procedures for review, extraction, and copying shall comply with the Company's Charter.
  5. Any member of the Board of Directors who, in their own name or on behalf of another person, conducts any business within the scope of the Company's operations must disclose the nature and content of such business to the Board of Directors and may only proceed with the approval of the majority of the remaining members. If such disclosure or approval is not obtained, all income derived from such activity shall belong to the Company.

### **SECTION 3: ORDER AND PROCEDURES FOR MEETINGS OF THE BOARD OF DIRECTORS**

#### **Article 40. Minimum Number of Meetings and Cases Requiring Extraordinary Meetings of the Board of Directors**

1. The Chairperson of the Board of Directors must convene regular and extraordinary meetings of the Board of Directors, prepare the agenda, and determine the time and venue of the meeting at least three (03) working days before the meeting date. The Chairperson may convene a meeting whenever deemed necessary, but the Board of

Directors must meet at least once every quarter and may hold extraordinary meetings as needed.

2. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors without undue delay and without unreasonable postponement when any of the following parties submits a written request specifying the purpose of the meeting and matters to be discussed:
  - a. The Supervisory Board or an independent member of the Board of Directors;
  - b. The General Director or at least five (05) other managers;
  - c. At least two (02) members of the Board of Directors;
  - d. When deemed necessary for the interests of the Company.
3. The request specified in Clause 2 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and issues within the authority of the Board of Directors.
4. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the written request specified in Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, they shall be responsible for any damage caused to the Company; in such case, the requesting party has the right to convene the meeting in place of the Chairperson.
5. In the event that the independent auditing firm conducting the Company's financial audit requests a meeting, the Chairperson of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's financial situation.

#### **Article 41. Notice of Meetings of the Board of Directors**

1. The Chairperson of the Board of Directors or the person convening the meeting must send a notice of invitation no later than three (03) working days before the meeting date. The notice must specify the time, venue, agenda, matters for discussion and decision, and must be accompanied by meeting materials and voting ballots for members. The notice may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed in this Charter, ensuring delivery to the registered contact address of each member of the Board of Directors.
2. The notice of invitation may be sent by mail, fax, email, or other means, but must ensure delivery to the registered contact address of each member of the Board of Directors and the Supervisory Board.

#### **Article 42. Right of Supervisory Board Members to Attend Meetings of the Board of Directors**

The Chairperson of the Board of Directors or the person convening the meeting must send the notice of invitation and accompanying documents to members of the Supervisory Board in the same manner as to members of the Board of Directors. Members of the Supervisory

Board have the right to attend meetings of the Board of Directors, to participate in discussions, but not to vote.

#### **Article 43. Conditions for Holding Meetings of the Board of Directors**

1. Meetings of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total number of members of the Board of Directors are present in person or through a representative (proxy) if approved by the majority of the Board members.
2. If the required quorum is not met, the meeting must be reconvened within seven (07) days from the originally scheduled date. The reconvened meeting shall be valid if more than one-half (1/2) of the members of the Board of Directors are present.

#### **Article 44. Voting and Authorization to Attend Meetings**

1. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in the following cases:
  - a. Attending and voting in person at the meeting;
  - b. Authorizing another person to attend and vote in accordance with Clause 3 of this Article;
  - c. Attending and voting via online conference, electronic voting, or other electronic means;
  - d. Sending a voting ballot to the meeting by mail, fax, or email;
  - e. Sending a voting ballot by other means.
2. In the case of sending a voting ballot by mail, the ballot must be sealed in an envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the meeting begins. The ballot shall only be opened in the presence of all attendees.
3. Voting:
  - a. Except as provided in Point b of Clause 2 of this Article, each member of the Board of Directors or authorized representative attending the meeting in person shall have one (01) vote;
  - b. A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which they or their related persons have an interest that conflicts or may conflict with the interests of the Company. Such members shall not be counted toward the quorum for meetings concerning matters in which they are not entitled to vote;
  - c. In cases where a conflict of interest or voting right issue arises during a meeting and cannot be resolved by voluntary abstention, the matter shall be referred to the Chairperson of the meeting for a final decision, unless the nature or extent of the interest has not been fully disclosed;

- d. A member of the Board of Directors benefiting from a contract as specified in Points a, b, and c, Clause 7, Article 55 of the Company's Charter shall be deemed to have a significant interest in that contract.
4. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction already signed or proposed to be signed with the Company and is aware of such interest must disclose the nature and content of that interest at the meeting where the Board of Directors first considers the matter. If a member was unaware of such interest at the time of signing, they must disclose it at the first subsequent meeting after becoming aware of the interest.
  5. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on their behalf if approved by the majority of the Board members.
  6. Meetings of the Board of Directors may be held through discussions among members located in different places, provided that each member can:
    - a. Hear every other member participating in the meeting;
    - b. Speak to all other members simultaneously.Such communication may be conducted directly by telephone or other communication means (including those adopted after the Charter's approval) or by a combination of these methods. Members participating in such a meeting shall be deemed "present" at the meeting. The meeting location shall be the place where the largest group of members is gathered, or if no such group exists, the location of the Chairperson.

Decisions made at a duly held teleconference meeting shall take effect immediately upon conclusion of the meeting but must be confirmed by the signatures of all participating members in the meeting minutes.

#### **Article 45. Method of Adopting Resolutions of the Board of Directors**

1. The Board of Directors shall adopt decisions and resolutions based on the majority vote of members present at the meeting. In the event of a tie, the vote of the Chairperson of the Board of Directors shall be decisive.
2. Resolutions or decisions of the Board of Directors adopted by written consultation shall be valid when approved by a majority of members entitled to vote. Such resolutions shall have the same validity and effect as those adopted at a duly convened meeting.

#### **Article 46. Minutes of Meetings of the Board of Directors**

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded or stored electronically. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, containing the following principal details:
  - a. Name, address of the head office, and enterprise code;

- b. Time and venue of the meeting;
  - c. Purpose, agenda, and content of the meeting;
  - d. Names of members attending or authorized to attend, and the method of attendance; names of absent members and reasons for absence;
  - e. Matters discussed and voted on at the meeting;
  - f. Summary of opinions expressed by each member in the order of discussion;
  - g. Voting results, specifying members voting for, against, or abstaining;
  - h. Matters approved and corresponding voting ratios;
  - i. Names and signatures of the Chairperson and the minute-taker, except as provided in Clause 2 of this Article.
2. In cases where the Chairperson or the minute-taker refuses to sign the minutes, but all other attending members approve and sign the minutes containing all details specified in Points a–h, Clause 1 of this Article, the minutes shall remain valid. The minutes must clearly state the refusal of the Chairperson or minute-taker to sign. Those who sign the minutes shall be jointly responsible for the accuracy and truthfulness of its contents. The Chairperson and minute-taker shall be personally liable for any damage caused to the Company due to their refusal to sign, in accordance with the Law on Enterprises, the Company’s Charter, and relevant laws.
  3. The Chairperson of the Board of Directors shall be responsible for distributing the meeting minutes to all members. The minutes shall serve as conclusive evidence of the matters conducted at the meeting unless objections are raised within ten (10) days from the date of distribution. The minutes must be detailed, clear, and signed by the Chairperson, Secretary, minute-taker, and all attending members. The minutes must be kept in accordance with the law and the Company’s Charter. The Chairperson and minute-taker shall be responsible for the accuracy and truthfulness of the meeting minutes.

#### **Article 47. Notification of Resolutions of the Board of Directors**

The Company shall be responsible for disclosing information on resolutions of the Board of Directors within the Company and to relevant authorities (if required), or through public media and on the Company’s website, in accordance with the procedures and provisions of the Law on Enterprises and the laws on securities and the securities market.

### **SECTION 4: ESTABLISHMENT AND OPERATION OF COMMITTEES UNDER THE BOARD OF DIRECTORS**

#### **Article 48. Establishment and Operation of Committees under the Board of Directors**

1. When deemed necessary, the Board of Directors may establish subordinate committees responsible for development policy, human resources, remuneration, internal audit, and other matters.
2. The number and composition of members of each committee shall be decided by the Board of Directors but should include at least three (03) members, comprising



members of the Board of Directors and external members. Independent and non-executive members of the Board of Directors should constitute the majority of each committee, and one of these members shall be appointed as the Chairperson of the committee by decision of the Board of Directors.

3. The qualifications of the Chairperson and members of each committee, as well as the responsibilities of the committees and their members, shall be determined by the Board of Directors.
4. The operation of each committee must comply with the regulations of the Board of Directors. A committee's resolution shall only be valid when a majority of the attending members who are members of the Board of Directors vote in favor at the committee meeting.
5. The implementation of decisions of the Board of Directors, its subordinate committees, or any person acting as a committee member must comply with current laws and the Company's Charter.
6. In cases where the Company does not establish committees, the Board of Directors shall assign individual persons to be in charge of specific matters such as audit, remuneration, and human resources.

## **SECTION 5: SELECTION, APPOINTMENT, AND DISMISSAL OF THE PERSON IN CHARGE OF CORPORATE GOVERNANCE**

### **Article 49. Appointment of the Person in Charge of Corporate Governance**

1. The Board of Directors shall appoint at least one (01) person to act as the Person in Charge of Corporate Governance to assist in ensuring the effective implementation of corporate governance activities.
2. The term of office of the Person in Charge of Corporate Governance shall be determined by the Board of Directors but shall not exceed five (05) years. The Person in Charge of Corporate Governance may concurrently serve as the Company Secretary in accordance with the Law on Enterprises and the Company's Charter.

### **Article 50. Qualifications of the Person in Charge of Corporate Governance**

The Person in Charge of Corporate Governance must meet the following qualifications:

1. Have knowledge of the law;
2. Not concurrently work for the independent auditing firm auditing the Company's financial statements;
3. Meet other standards as prescribed by law and as decided by the Board of Directors.

### **Article 51. Dismissal of the Person in Charge of Corporate Governance**

The Board of Directors may dismiss the Person in Charge of Corporate Governance when necessary, provided that such dismissal does not contravene current labor laws..

## **Article 52. Notification of Appointment and Dismissal of the Person in Charge of Corporate Governance**

The Company must announce the appointment or dismissal of the Person in Charge of Corporate Governance and disclose such information in accordance with the laws on securities, other relevant legal provisions, and the Company's Charter.

## **Article 53. Rights and Duties of the Person in Charge of Corporate Governance**

1. Advise the Board of Directors on organizing the General Meeting of Shareholders and matters relating to the relationship between the Company and its shareholders;
2. Prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
3. Advise on meeting procedures;
4. Attend meetings;
5. Advise on the procedures for drafting resolutions of the Board of Directors in compliance with the law;
6. Provide financial information, minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and the Supervisory Board;
7. Monitor and report to the Board of Directors on the Company's information disclosure activities;
8. Act as the focal point for communication with stakeholders;
9. Maintain confidentiality of information in accordance with the law and the Company's Charter;
10. Perform other rights and duties as prescribed by law and the Company's Charter..

## **Article 54. Company Secretary**

When deemed necessary, the Chairperson of the Board of Directors may appoint a Company Secretary to assist the Board of Directors and the Chairperson in performing their duties in accordance with the law and the Company's Charter. The Company Secretary shall have the following rights and duties:

1. Assist in organizing meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
2. Assist members of the Board of Directors in performing their assigned rights and duties;
3. Support the Board of Directors in applying and implementing corporate governance principles;
4. Assist the Company in developing shareholder relations and protecting shareholders' legitimate rights and interests;
5. Assist the Company in complying with obligations on information provision, disclosure, and administrative procedures;

6. Maintain confidentiality of information in accordance with the law and the Company's Charter.

## **CHAPTER IV**

### **THE SUPERVISORY BOARD**

#### **SECTION 1: ROLE, RIGHTS AND DUTIES OF THE SUPERVISORY BOARD, RESPONSIBILITIES OF MEMBERS OF THE SUPERVISORY BOARD**

##### **Article 55. Role, Rights and Duties of the Supervisory Board**

The Supervisory Board shall have the rights and duties prescribed by the Law on Enterprises, the Law on Securities, the Company's Charter, and the following responsibilities and obligations:

1. Propose and recommend to the General Meeting of Shareholders for approval: the list of approved auditing organizations to audit the Company's financial statements and financial safety ratio reports; and the approved auditing organization to review the Company's operations when deemed necessary;
2. Be accountable to shareholders for its supervisory activities;
3. Supervise the Company's financial situation and the compliance with laws by members of the Board of Directors, the General Director, and other managers;
4. Ensure coordination with the Board of Directors, the General Director, and shareholders;
5. Upon detecting that any member of the Board of Directors, the General Director, or other executives of the Company has violated the law or the Company's Charter, thereby infringing upon the rights and interests of the Company, shareholders, or customers, the Supervisory Board must request an explanation within a specified period or propose convening the General Meeting of Shareholders to resolve the matter. For violations of law, the Supervisory Board must report in writing to the State Securities Commission within seven (07) working days from the date of detection and notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease the violation and take remedial measures;
6. Develop the Regulation on the Operation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval;
7. Report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/NĐ-CP.

##### **Article 56. Responsibilities of Members of the Supervisory Board**

Members of the Supervisory Board shall have the following rights and obligations:

1. Comply with the law, the Company's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in performing their assigned rights and duties;

2. Perform their rights and duties honestly, prudently, and in the best manner to ensure the maximum lawful interests of the Company;
3. Remain loyal to the interests of the Company and its shareholders; not abuse their position or use information, know-how, business opportunities, or other assets of the Company for personal gain or for the benefit of other organizations or individuals;
4. Fulfill other obligations as prescribed by the Law on Enterprises, the Law on Securities, and the Company's Charter;
5. In case of violation of Clauses 1, 2, 3, or 4 of this Article causing damage to the Company or others, the member shall be personally or jointly liable for compensation. Any income or other benefits obtained from such violation must be returned to the Company;
6. If a member of the Supervisory Board detects another member's violation in performing their rights and duties, they must notify the Supervisory Board in writing, requesting the violator to cease the violation and remedy the consequences;
7. Members of the Supervisory Board have the right to access information and documents related to the Company's operations. Members of the Board of Directors, the General Director, and other executives must provide timely and complete information as requested by members of the Supervisory Board.

## **SECTION 2: TERM, NUMBER, COMPOSITION, AND STRUCTURE OF THE SUPERVISORY BOARD**

### **Article 57. Term, Number, Composition, and Structure of the Supervisory Board**

1. The Supervisory Board shall consist of three (03) members.
2. The term of office of a member of the Supervisory Board shall not exceed five (05) years and may be re-elected for an unlimited number of terms. In the event that all members of the Supervisory Board simultaneously end their term and new members have not yet been elected, the outgoing members shall continue to perform their rights and duties until the newly elected members assume office.
3. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; election, dismissal, and removal shall be decided by majority vote. More than half of the members of the Supervisory Board must reside in Vietnam.

### **Article 58. Qualifications and Conditions of Members of the Supervisory Board**

1. Members of the Supervisory Board must meet the following qualifications and conditions:
  - a. Not fall within the categories specified in Clause 2, Article 17 of the Law on Enterprises;
  - b. Hold a degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or another discipline relevant to the Company's business activities;

- c. Not be a family member of any member of the Board of Directors, the General Director, or other managers;
  - d. Not be a manager of the Company; not necessarily be a shareholder or employee of the Company;
  - e. Not work in the accounting or finance department of the Company;
  - f. Not be a member or employee of the independent auditing firm auditing the Company's financial statements within the preceding three (03) years;
  - g. Meet other standards and conditions as prescribed by relevant laws and the Company's Charter.
2. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or another discipline related to the Company's business activities.

**Article 59. Nomination and Candidacy for Members of the Supervisory Board**

- 1. A shareholder or group of shareholders holding at least ten percent (10%) of the total ordinary shares shall have the right to nominate candidates for the Supervisory Board in accordance with the Law on Enterprises and the Company's Charter.
- 2. In the event that the number of candidates nominated and self-nominated is insufficient, the incumbent Supervisory Board shall nominate additional candidates or organize nominations in accordance with the Company's Charter, this Regulation, and the Regulation on the Operation of the Supervisory Board. The nomination of additional candidates by the Supervisory Board must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Supervisory Board in accordance with the law.

**Article 60. Method of Election of Members of the Supervisory Board**

Members of the Supervisory Board shall be elected by the method of cumulative voting and in the same manner as the election of members of the Board of Directors as provided in Article 33 of this Regulation..

**Article 61. Cases of Dismissal and Removal of Supervisory Board Members**

- 1. A member of the Supervisory Board shall be dismissed in the following cases:
  - a. No longer meets the standards and conditions for being a member of the Supervisory Board as prescribed in Article 169 of the Law on Enterprises;
  - b. Submits a resignation letter that is accepted;
  - c. Other cases as prescribed by law or the Company's Charter.
- 2. A member of the Supervisory Board shall be removed in the following cases:
  - a. Fails to fulfill assigned duties or tasks;
  - b. Fails to perform their rights and obligations for six (06) consecutive months, except in cases of force majeure;

- c. Seriously or repeatedly violates the obligations of a Supervisory Board member as prescribed by the Law on Enterprises and the Company's Charter;
- d. Other cases as decided by the General Meeting of Shareholders;
- e. Other cases as prescribed by law and the Company's Charter

#### **Article 62. Notification of Election, Dismissal, and Removal of Members of the Supervisory Board**

Notification of the election, dismissal, or removal of members of the Supervisory Board must be publicly disclosed in accordance with the laws on securities and the securities market..

#### **Article 63. Salaries, Remuneration, Bonuses, and Other Benefits of Members of the Supervisory Board**

1. Members of the Supervisory Board shall receive salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the laws on corporate income tax and other relevant legal provisions and must be presented as a separate item in the Company's annual financial statements.

### **CHAPTER V**

#### **GENERAL DIRECTOR**

##### **SECTION 1: ROLE, RIGHTS AND DUTIES OF THE GENERAL DIRECTOR**

#### **Article 64. Duties and Powers of the General Director**

1. The General Director of the Company shall be appointed, dismissed, or removed by the Board of Directors.
2. The General Director is responsible for managing the Company's daily business operations, under the supervision of the Board of Directors, and shall be accountable to the Board of Directors and to the law for the performance of assigned rights and duties.
3. The specific duties and powers of the General Director are prescribed in the Company's Charter, including the following:
  - a. Implement resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the business and investment plans approved by these bodies;

- b. Decide on all matters not requiring a resolution of the Board of Directors, including representing the Company in signing financial and commercial contracts, organizing, and managing the Company's daily business operations in accordance with best management practices;
- c. Recommend the number and types of managerial positions the Company needs to recruit for the Board of Directors to appoint or dismiss, ensuring effective management operations, and advise the Board of Directors on determining salaries, remuneration, benefits, and other terms of employment contracts for managers;
- d. Consult with the Board of Directors to decide on the number of employees, salaries, allowances, benefits, appointments, dismissals, and other terms related to their employment contracts;
- e. No later than October 20 each year, submit to the Board of Directors for approval a detailed business plan for the next fiscal year, consistent with the approved budget and five-year financial plan;
- f. Propose measures to improve the Company's operations and management;
- g. Prepare long-term, annual, and quarterly budgets (hereinafter referred to as "budgets") to serve the Company's management activities in accordance with the business plan. The annual budget (including projected balance sheet, income statement, and cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include information as required by the Company's internal regulations;
- h. Perform all other activities in accordance with the law, the Company's Charter, internal regulations, resolutions of the Board of Directors, and the General Director's employment contract.

## **SECTION 2: APPOINTMENT, DISMISSAL, CONTRACT EXECUTION, AND TERMINATION OF THE GENERAL DIRECTOR**

### **Article 65. Term, Qualifications, and Conditions of the General Director**

1. The term of office of the General Director shall not exceed five (05) years and may be renewed for an unlimited number of terms.
2. The qualifications and conditions for serving as General Director shall comply with Article 162 of the Law on Enterprises and the Company's Charter.

### **Article 66. Nomination, Candidacy, and Appointment of the General Director**

1. The Board of Directors shall appoint one (01) of its members or another person as the General Director and sign a contract specifying salary, remuneration, benefits, and other related terms. Information on the General Director's salary, allowances, and benefits must be reported at the Annual General Meeting of Shareholders and disclosed in the Company's annual report.
2. Members of the Board of Directors may nominate candidates or self-nominate for the position of General Director. In the case of multiple candidates, the Board of

Directors may conduct evaluations, interviews, or other procedures (such as consulting key Company executives) to select the most suitable candidate for appointment.

3. The dossier for the Board of Directors to consider the appointment of the General Director, prepared by the nominating person, shall include:
  - a. A curriculum vitae prepared by the candidate, detailing personal background, education, and experience;
  - b. A declaration of assets and income;
  - c. An action plan;
  - d. A self-assessment of work performance;
  - e. Copies of diplomas and training certificates (certified or stamped by the issuing authority);
  - f. Inspection, audit, or complaint resolution conclusions and other relevant documents concerning the proposed candidate (if any).
4. All documents mentioned above must be sent to members of the Board of Directors together with the meeting invitation materials, unless the members raise no objection to the timing of document delivery. The Board of Directors shall adopt a resolution on the appointment, and the Chairperson of the Board of Directors shall sign the appointment decision.

#### **Article 67. Employment Contract with the General Director**

After the appointment decision is issued, the Chairperson of the Board of Directors shall sign an employment contract (or an addendum thereto) with the General Director. The contract must specify the principles of remuneration, income level, benefits, responsibilities, and powers. The contents of the employment contract must comply with labor laws and the Company's Charter.

#### **Article 68. Cases of Dismissal and Resignation of the General Director**

1. The General Director wishing to resign must submit a written resignation to the Board of Directors. Within thirty (30) days from the date of receipt, the Board of Directors must review and decide on the matter. Until a decision is made, the General Director must continue performing their duties in the appointed position.
2. The Board of Directors may dismiss the General Director in the following cases:
  - a. Due to personnel needs, reassignment, or rotation;
  - b. Health conditions preventing continued service;
  - c. Failure to fulfill duties or violation of the Company's internal rules, regulations, or laws, though not to the extent of dismissal or termination of the employment contract;
  - d. Other cases as prescribed by law and the Company's Charter.



## **Article 69. Notification of Appointment and Dismissal of the General Director**

The Company must announce the appointment or dismissal of the General Director internally and disclose such information in accordance with the laws on securities, other relevant legal provisions, and the Company's Charter.

### **CHAPTER VI**

#### **COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, AND THE GENERAL DIRECTOR**

## **Article 70. Procedures for Convening, Notifying, Recording Minutes, and Announcing Meeting Results between the Board of Directors, the Supervisory Board, and the General Director**

1. For the organization of the Annual General Meeting of Shareholders, the Board of Directors must notify the General Director regarding coordination and resource allocation.
2. Meetings of the Board of Directors:
  - a. Members of the Supervisory Board have the right to attend meetings of the Board of Directors, to discuss but not to vote. The Supervisory Board may designate a member to attend meetings of the Board of Directors;
  - b. The General Director, if not a member of the Board of Directors, may attend meetings of the Board of Directors (if invited) and has the right to discuss but not to vote. The General Director may attend directly or authorize another member of the Executive Board to attend;
  - c. The convener of the Board of Directors' meeting must send the meeting notice and accompanying documents to members of the Board of Directors, members of the Supervisory Board, and/or the General Director. The meeting notice, voting ballots, accompanying documents, meeting minutes, and meeting results must be sent to the Supervisory Board and/or the General Director in the same manner as to members of the Board of Directors.
3. Meetings of the Supervisory Board: When deemed necessary, the Supervisory Board may invite members of the Board of Directors and/or the General Director to attend its meetings to discuss relevant matters. The meeting notice, accompanying documents, minutes, and meeting results must be sent to members of the Board of Directors and/or the General Director in the same manner as to members of the Supervisory Board.
4. Meetings of the Executive Board: When deemed necessary, the General Director may invite members of the Board of Directors and/or members of the Supervisory Board to attend meetings of the Executive Board. The meeting notice, accompanying documents, minutes, and meeting results must be sent to members of the Board of Directors and/or members of the Supervisory Board in the same manner as to members of the Executive Board.
5. The Board of Directors may also convene extraordinary meetings between the Board of Directors and the General Director at other times when deemed necessary for the Company's interests.

6. Meetings of the Board of Directors, the Supervisory Board, and the General Director must be recorded in minutes and may be audio-recorded or stored electronically. The minutes must be in writing and include the following main contents:
  - a. Name and head office of the Company;
  - b. Purpose, agenda, and content of the meeting;
  - c. Time and venue of the meeting;
  - d. Full names of attendees or authorized representatives and their method of attendance; names of absent members and reasons for absence;
  - e. Matters discussed and voted on at the meeting;
  - f. Summary of opinions expressed by each attendee in the order of discussion;
  - g. Conclusions made by the chairperson;
  - h. Full names and signatures of the chairperson and the minute-taker.
7. Based on the meeting minutes, the minute-taker shall coordinate with relevant departments to prepare the meeting result notice. The notice must be signed and issued no later than three (03) working days after the meeting ends. The meeting chairperson shall sign the notice.

**Article 71. Notification of Resolutions/Decisions of the Board of Directors to the Supervisory Board**

The Board of Directors shall notify the Supervisory Board of its resolutions and decisions in accordance with the laws on securities and the securities market and the Company's Charter.

**Article 72. Notification of Resolutions/Decisions of the Board of Directors to the General Director**

The Board of Directors shall notify the General Director of its resolutions and decisions in accordance with the laws on securities and the securities market and the Company's Charter.

**Article 73. Cases Where the General Director and the Supervisory Board May Request the Board of Directors to Convene a Meeting and Matters Requiring the Board's Opinion**

1. The Supervisory Board may request the Board of Directors to convene a meeting in the following cases:
  - a. Upon request of a shareholder or group of shareholders holding at least five percent (05%) of the total ordinary shares;
  - b. When members of the Supervisory Board are not fully provided with access to information and documents related to the Company's operations as required by law and the Company's Charter;
  - c. When detecting violations of law or the Company's Charter by members of the Board of Directors, the General Director, or other executives, and after written notification to the Board of Directors, such violations have not been rectified or remedied.

2. The General Director may request the Board of Directors to convene a meeting in the following cases:
  - a. When the General Director's rights under the law or the Company's Charter are not being exercised;
  - b. When detecting violations of law or the Company's Charter by other executives, and after written notification to the Board of Directors, such violations have not been rectified or remedied.
3. The request must be made in writing, clearly stating the purpose, issues to be discussed, and matters within the authority of the Board of Directors.
4. The Chairperson of the Board of Directors must convene a meeting within seven (07) working days from the date of receiving the request under Clauses 1 and 2 of this Article. If the Chairperson fails to convene the meeting as requested, the Chairperson shall be liable for any resulting damages to the Company, and the requesting party shall have the right to convene the meeting in place of the Chairperson.

**Article 74. Reports of the General Director to the Board of Directors on the Performance of Assigned Duties and Powers**

1. The General Director must report on the status, progress, and results of the performance of duties and powers assigned by the Board of Directors. Reports must be made periodically on a quarterly and annual basis or upon the Board's request.
2. When necessary, the Board of Directors may, through the General Director, request members of the Executive Board and heads or deputy heads of departments to report on the performance of their assigned duties and powers.

**Article 75. Review of the Implementation of Resolutions and Other Authorizations of the Board of Directors by the General Director**

1. Periodically (quarterly, semi-annually, and annually), the General Director must convene meetings of the Executive Board to review and evaluate the implementation of the Board of Directors' resolutions.
2. The meeting minutes must be archived and used as a reference for inclusion in the Executive Board's reports.

**Article 76. Matters the General Director Must Report, Provide Information, and Notify the Board of Directors and the Supervisory Board**

1. Results of the implementation of resolutions of the Board of Directors and the General Meeting of Shareholders; business and investment plans of the Company; and the annual business plan approved by the Board of Directors and the General Meeting of Shareholders;
2. Reports on the Company's management and operations, including detailed information on the Company's organizational and operational status;
3. Before December 1 each year, the General Director must submit to the Board of Directors for approval the detailed business plan for the next fiscal year;

4. Proposals for measures to improve the Company's operations and management;
5. Recommendations on the number of managerial personnel and other positions the Company needs to recruit for the Board of Directors to appoint or dismiss when necessary, and advice to the Board of Directors on management personnel policies;
6. Consultation with the Board of Directors on the number of employees, policies, and other terms related to labor contracts;
7. Preparation and submission to the Board of Directors for approval of long-term, annual, and monthly budgets serving the Company's management activities in accordance with the business plan.

Reports and accompanying documents must be prepared and sent in writing to the Board of Directors and the Supervisory Board. In urgent cases, reports and requests for opinions may be sent and processed via telephone, fax, written notes, or other means as permitted by the Company's regulations and the law to ensure timely resolution of matters.

**Article 77. Coordination in Supervision, Management, and Oversight among Members of the Board of Directors, the Supervisory Board, and the General Director**

1. Members of the Board of Directors, the Supervisory Board, and the Executive Board shall regularly exchange information and cooperate in a spirit of collaboration and mutual support to facilitate each other's work in accordance with the Company's Charter, working regulations, and overall operational plans;
2. Members of the Board of Directors and the Executive Board shall not interfere in each other's management and operational functions;
3. In urgent cases, members of the Board of Directors, the Supervisory Board, and the Executive Board may immediately communicate (in person, by phone, or by email) with the Chairperson of the Board of Directors, the Head of the Supervisory Board, the General Director, or all three to ensure effective resolution.

**CHAPTER VII**

**REGULATIONS ON PERFORMANCE EVALUATION, REWARDS, AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE GENERAL DIRECTOR, OTHER EXECUTIVES, AND MANAGERS**

**Article 78. Performance Evaluation of Members of the Board of Directors, Supervisors, and the General Director**

1. Annually, based on assigned functions and duties, the Board of Directors shall evaluate the performance of each member of the Board of Directors, the General Director, and other executives.
2. The Head of the Supervisory Board shall organize the evaluation of the performance of each member of the Supervisory Board.
3. The General Director shall lead the evaluation of managers (appointed by the General Director) based on the Company's regulations and the annual performance

results of each department/unit/the entire Company, classifying performance into the following categories:

- a. Outstanding performance;
- b. Satisfactory performance;
- c. Unsatisfactory performance.

#### **Article 79. Rewards**

1. Annually, based on the evaluation results of the Board of Directors, the Supervisory Board, and the Executive Board, the General Director shall submit to the Board of Directors (for the executive apparatus) proposals for rewards for individuals according to their performance levels as prescribed in Article 61 of this Regulation.
2. Forms of rewards:
  - a. Cash;
  - b. Shares or other forms (if any).
3. The reward fund shall be sourced from the Company's Reward Fund or the shareholders' bonus fund when profits exceed targets.
4. The specific reward levels shall be determined annually based on the Company's actual situation.

#### **Article 80. Handling of Violations and Discipline**

1. Annually, based on the business performance evaluation, the level and form of disciplinary action shall be determined in accordance with the law and the Company's regulations. Members of the Board of Directors, the General Director, other executives, and managers who fail to perform their duties with due care, diligence, and professional competence shall be held responsible for any damages caused by their actions.
2. Members of the Board of Directors, the General Director, other executives, and managers who commit violations of the law or the Company's regulations while performing their duties shall, depending on the severity of the violation, be subject to disciplinary action, administrative penalties, or criminal prosecution as prescribed by law. In cases where their actions cause damage to the interests of the Company, shareholders, or others, they must compensate for such damages in accordance with the law.

### **CHAPTER VIII**

#### **REPORTING AND INFORMATION DISCLOSURE**

#### **Article 81. Obligation to Disclose Information**

1. The Company must fully, accurately, and promptly disclose periodic and extraordinary information regarding its business, financial, and corporate governance activities to shareholders and the public. The content and method of disclosure shall comply with the law, the Company's Charter, and its Information Disclosure

Regulation. Additionally, the Company must promptly, fully, and accurately disclose any other information that may affect the Company's share price or influence shareholders' and investors' decisions.

2. Information disclosure must be conducted in a manner ensuring that shareholders and the investing public have equal and simultaneous access. The language used in disclosures must be clear, understandable, and not misleading to shareholders and investors.

#### **Article 82. Disclosure of Corporate Governance Information**

1. The Company must disclose information on its corporate governance status at the Annual General Meeting of Shareholders and in its annual report in accordance with the laws on securities and the securities market, including at least the following:
  - a. Members and structure of the Board of Directors and the Supervisory Board;
  - b. Activities of the Board of Directors and the Supervisory Board;
  - c. Activities of independent non-executive members of the Board of Directors;
  - d. Activities of the committees under the Board of Directors;
  - e. Plans to enhance the effectiveness of corporate governance;
  - f. Remuneration and expenses for members of the Board of Directors, the Executive Board, and the Supervisory Board;
  - g. Information on share transactions of members of the Board of Directors, the Executive Board, the Supervisory Board, major shareholders, and related parties;
  - h. The number of members of the Board of Directors, the Executive Board, and the Supervisory Board who have participated in corporate governance training;
  - i. Non-compliance with this Regulation, reasons, and corrective measures.
2. The Company must submit semi-annual reports and disclose information on its corporate governance status to the State Securities Commission and the Stock Exchange as required by law. These reports must also be published on the Company's website.

#### **Article 83. Organization of Information Disclosure**

1. The Company's information disclosure organization shall include the following main contents:
  - a. Develop and issue internal regulations on information disclosure in accordance with the Law on Securities and its guiding documents, and designate at least one officer responsible as the focal point for information disclosure;
  - b. The officer responsible for information disclosure may be the Company Secretary or another concurrently assigned manager.
2. The officer responsible for information disclosure must:
  - a. Have knowledge of finance and accounting and possess basic computer skills;

- b. Publicly disclose their name, work phone number, and email address so that the State Securities Commission, the Stock Exchange, competent authorities, and shareholders can easily contact them;
  - c. Have sufficient time to perform their duties, particularly in communicating with shareholders, recording their opinions, and periodically publishing responses and corporate governance information as required.
3. The officer responsible for information disclosure shall be accountable for disclosing the Company's information to the State Securities Commission, the Stock Exchange, competent authorities, and the investing public in accordance with the law and the Company's Charter.

## **CHAPTER IX**

### **REPORTING, SUPERVISION, AND HANDLING OF VIOLATIONS**

#### **Article 84. Reporting**

Annually, the Company must report and disclose information on the implementation of corporate governance in accordance with the Information Disclosure Regulation to the State Securities Commission, the Stock Exchange, and other competent authorities as prescribed by law.

#### **Article 85. Supervision**

All units, individuals, related organizations, and shareholders of the Company shall be subject to corporate governance supervision by the State Securities Commission, the Stock Exchange, and other competent authorities as prescribed by law.

#### **Article 86. Handling of Violations**

In cases where units, individuals, or related organizations violate or fail to comply with this Regulation, depending on the nature and severity of the violation, they shall be subject to administrative penalties or criminal prosecution in accordance with the law.

## **CHAPTER X**

### **AMENDMENT AND SUPPLEMENTATION OF THE REGULATION**

#### **Article 87. Amendment and Supplementation of the Corporate Governance Regulation**

1. Any amendment or supplementation of the Corporate Governance Regulation must be approved by the General Meeting of Shareholders.
2. During implementation, if new issues arise that require amendment or supplementation of the Regulation to comply with the law and the Company's actual operations, the Company may submit the matter to the Board of Directors for consideration and decision.
3. In cases where legal provisions related to the Company's operations are not covered in this Regulation, or where new legal provisions differ from those in this Regulation,

such legal provisions shall automatically apply and govern the Company's activities.

**CHAPTER XI**  
**IMPLEMENTING PROVISIONS**

**Article 88. Implementation Provisions**

Members of the Board of Directors, the Executive Board, the Supervisory Board, Heads of Departments and Divisions, affiliated units of the Company, shareholders, and all officers and employees of the Company are responsible for complying with this Regulation.

**Article 89. Effectiveness**

The Internal Corporate Governance Regulation of **Design and Construction Joint Stock Company No.1** consists of 11 chapters and 89 articles and shall take effect from **April 14, 2026**.

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

**PHAM HUNG CUONG**