

**NATIONAL VETERINARY JOINT STOCK COMPANY NAVETCO**



**REGULATIONS**

**INTERNAL GOVERNANCE OF NATIONAL VETERINARY JOINT  
STOCK COMPANY NAVETCO**

*Issued pursuant to Resolution No. 316/NQ-ĐHĐCĐ of the General Meeting of Shareholders  
dated June 18, 2026*

*Ho Chi Minh City, 18/6/2026*

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**INTERNAL REGULATIONS ON GOVERNANCE  
NATIONAL VETERINARY JOINT STOCK COMPANY NAVETCO**

- Based on the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020; Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing a number of articles of the Enterprise Law;
- Based on the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and effective January 1, 2021, Law No. 56/2024/QH15 dated November 29, 2024 amending and supplementing a number of articles of the Securities Law and guiding documents for implementation, and amendments and supplements at each time;
- Based on Government Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Securities Law;
- Based on Government Decree 245/2025/ND-CP dated September 11, 2025, amending and supplementing several articles of Government Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Securities Law;
- Based on Circular 116/2020/TT-BTC dated December 31, 2020, guiding several articles on corporate governance applicable to public companies under Government Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Securities Law;
- Based on Circular 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance guiding the disclosure of information on the securities market and implementing guidelines, and amendments and supplements issued from time to time;
- Based on the Charter of Organization and Operation of National Veterinary Joint Stock Company Navetco;
- Based on Resolution No.316/NQ-DHĐCĐ dated June 18, 2026 of the General Meeting of Shareholders of National Veterinary Joint Stock Company Navetco;

The internal regulations on governance of Navetco National Veterinary Joint Stock Company include the following content:

**CHAPTER I: GENERAL REGULATIONS**

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

1. Scope of application: The internal regulations on corporate governance at Navetco National Veterinary Joint Stock Company are established to regulate the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the procedures for holding the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Supervisory Board, the General Director, and other activities as stipulated by the Enterprise Law, the Securities Law, guiding documents, the Company Charter, and other current legal regulations.

2. Scope of Application: This regulation applies to members of the Board of Directors, Supervisory Board, General Director, and related parties mentioned in this regulation.

**Article 2. Explanation of terms and abbreviations**

1. "Charter capital" is the total par value of shares sold or registered for purchase upon the establishment of a joint-stock company, as stipulated in Article 6 Navetco National Veterinary Joint Stock Company;

2. "*Enterprise Law*" refers to Enterprise Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective January 1, 2021, amended and supplemented by Law No. 03/2022/QH15 effective March 1, 2022, and Law No. 76/2025/QH15 effective July 1, 2025, and implementing guidelines and amendments from time to time;

3. "*Securities Law*" refers to Law No. 54/2019/QH14 on Securities, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, effective January 1, 2021, amended and supplemented by Law No. 56/2024/QH15 effective January 1, 2025, and implementing guidelines and amendments from time to time;

4. "*Date of establishment*" is the date on which the Company is first granted its Certificate of Business Registration (Business Registration Certificate and other equivalent documents);

5. "*Business executives*" are the General Director, Deputy General Director, and Chief Accountant, appointed by the Board of Directors;

6. "*Business managers*" are those who manage the company, including the Chairman of the Board of Directors, Vice Chairman of the Board of Directors, members of the Board of Directors, and the General Director, appointed by the General Meeting of Shareholders or the Board of Directors;

7. "*Insiders*" are individuals holding key positions in the Company's management and administration, including: Chairman of the Board of Directors, Members of the Board of Directors, Members of the Supervisory Board, Company Executives; Company Secretary, person in charge of Company administration, and person authorized to disclose information;

8. "*Related parties*" are individuals or organizations as defined in Clause 46, Article 4 of the Securities Law;

9. "*Shareholder*" is an individual or organization that owns at least one share of a joint-stock company;

10. "*strategic shareholder*" is a shareholder that owns 10% or more of the common shares;

11. "*Major shareholder*" refers to a shareholder as defined in Clause 18, Article 4 of the Securities Law

12. "*BOD*" refers to the Board of Trustees;

13. "*SB*" is the Supervisory Board;

14. "*Member of the Supervisory Board*" is the Supervisor;

15. "*Company Secretary*" is the Secretary to the Board of Directors;

16. "*Person in charge of Company administration*" is a person whose responsibilities and authority are stipulated in Article 281 of Decree 155/2020/ND-CP and Article 32 of the Company Charter;

17. "*Representative*" refers to a shareholder or representative (a person authorized by a shareholder);

18. "*Shareholder/Delegate Eligibility Verification Committee*" is the body responsible for determining the conditions for holding a shareholders' meeting in accordance with the law and the Company's Articles of Association;

19. "Nominating" means self-nominating;

20. "VSDC" is the Vietnam Securities Depository and Clearing Corporation;

21. "Stock Exchange" refers to the Vietnam Stock Exchange and its subsidiaries;

22. "Online General Meeting" is a form of organizing a shareholders' general meeting that uses electronic means to transmit images and sound via the internet, allowing shareholders in many different locations to follow the proceedings of the meeting, discuss and vote on meeting issues;

23. "Electronic voting" refers to shareholders casting their votes through the Electronic Voting System as stipulated in these Regulations;

24. "Username and Password" includes a username and password that the Company provides uniquely to each shareholder.

## **CHAPTER II: SHAREHOLDER MEETING**

### **I. REGULATIONS FOR SHAREHOLDER MEETINGS TO ADOPT RESOLUTIONS BY VOTING AT THE MEETING (IN PERSON, ONLINE, MIXED-IN-PERSON)**

#### **ITEM 1: GENERAL REGULATIONS**

##### **Article 3. Role, rights and obligations of the General Meeting of Shareholders**

The roles, rights, and obligations of the General Meeting of Shareholders are stipulated in Article 138 of the Enterprise Law No. 59/2020/QH14, the Securities Law No. 54/2019/QH14, and Articles 14 and 15 of the Company's Charter.

##### **Article 4. Authority to convene the General Meeting of Shareholders**

*(Based on the provisions of Article 140 of the Enterprise Law and Article 14 of the Company's Charter)*

1. The Board of Directors convenes the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors convenes an Extraordinary General Meeting of Shareholders in the following cases:

a) The Board of Directors deems it necessary for the benefit of the Company;

b) The annual balance sheet, quarterly, six-month or annual financial statements that have been audited reflect that the equity has been reduced by half (1/2) compared to the beginning of the period;

c) The number of remaining members of the Board of Directors and Supervisory Board is less than the minimum number of members as prescribed by law;

d) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and collected with sufficient signatures of the relevant shareholders;

e) At the request of the Supervisory Board;

f) Other cases as prescribed by law and the Company's Charter.

2. The Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of remaining members of the Board of Directors and members of the Supervisory Board is as stipulated in point c, clause 3, Article 14 of the

Company Charter or upon receiving the request as stipulated in points d and e, clause 3, Article 14 of the Company Charter;

3. In case the Board of Directors fails to convene a General Meeting of Shareholders as stipulated in point a, clause 4, Article 14 of the Company Charter, within the next thirty (30) days, the Supervisory Board must replace the Board of Directors in convening a General Meeting of Shareholders as stipulated in clause 3, Article 140 of the Enterprise Law;

4. If the Supervisory Board fails to convene a General Meeting of Shareholders as stipulated in point b, clause 4, Article 14 of the Company Charter, then within thirty (30) days thereafter, the shareholder or group of shareholders stipulated in point d, clause 3, Article 14 of the Company Charter has the right to request the Company's representative to convene a General Meeting of Shareholders as stipulated in the Enterprise Law.

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

5. In cases where the Board of Directors and the Supervisory Board fail to convene a General Meeting of Shareholders as stipulated in Clauses 2, 3, and 4 of this Article, the members of the Board of Directors and the Supervisory Board who did not approve the convening shall be held legally responsible and liable for any resulting damages (if any) to the Company. The procedure for organizing a General Meeting of Shareholders is governed by Clause 5, Article 140 of the Enterprise Law.

6. Procedures for organizing a General Meeting of Shareholders as stipulated in Clause 5, Article 140 of the Enterprise Law.

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

*(Based on the provisions of Article 146 of the Enterprise Law; Clause 2, Article 20 of the Company Charter)*

##### 1. Chairperson and Presiding Panel:

a) The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote. If no one can be elected to preside, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect a presiding officer from among those present, with the person receiving the highest number of votes becoming the presiding officer;

b) Except as stipulated in point a) of this clause, the person signing the minutes convening the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect a presiding officer, with the person receiving the highest number of votes becoming the presiding officer;

c) The presiding officer has the right to take necessary measures to conduct the meeting in a reasonable, orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.

- Arrange seating at the General Meeting of Shareholders' meeting venue;

- Ensuring the safety of all individuals present at the meeting venues;
- Facilitating shareholder attendance (or continued attendance) of the general meeting.

The person convening the General Meeting of Shareholders has the full right to modify the above measures and apply all necessary measures. These measures may include issuing entry passes or using other alternative methods.

d) The Chairman of the General Meeting of Shareholders has the following rights:

- To require all attendees to undergo security checks or other lawful and reasonable security measures;
- To request the competent authority to maintain order at the meeting; to expel those who do not comply with the Chairman's authority, intentionally disrupt order, hinder the normal progress of the meeting, or do not comply with security checks from the General Meeting of Shareholders.

e) The Chairman has the right to postpone the General Meeting of Shareholders, even if the maximum number of registered attendees is reached, for no more than three (03) working days from the date the meeting is scheduled to commence, and may only postpone or change the meeting location in the following cases:

- The meeting location does not have enough convenient seating for all attendees;
- The communication facilities at the meeting location do not ensure that shareholders attending the meeting can participate, discuss, and vote;
- There are attendees who obstruct or disrupt the meeting, potentially jeopardizing its fair and lawful conduct.

f) Other rights and obligations of the Chairperson as stipulated by current law.

g) The Presiding Committee shall consist of at least one person, including one Chairperson and members (if any).

h) Duties of the Presiding Committee:

- To manage the activities of the Company's General Meeting of Shareholders according to the agenda proposed by the Board of Directors and approved by the General Meeting of Shareholders;
- To guide delegates and the General Meeting in discussing the contents of the agenda;
- To present drafts and conclusions on necessary issues for the General Meeting to vote on;
- To answer questions requested by the General Meeting;
- To resolve issues arising during the General Meeting.

i) Working principles of the Presiding Committee: The Presiding Committee operates on the principles of collective decision-making, democratic centralism, and majority decision-making.

2. Meeting Secretary:

a) The Chairman appoints one or more individuals to serve as the meeting secretary;

b) Duties of the Meeting Secretary:

- To record the content of the meeting fully and accurately;

- To receive registration forms for shareholders/delegates to speak;
- To prepare the meeting minutes and draft resolutions of the General Meeting of Shareholders;
- To assist the Chairman in announcing information related to the General Meeting of Shareholders and notifying shareholders in accordance with the law and the Company's Charter;
- Other tasks as requested by the Chairman.

### 3. Vote Counting Committee:

a) The General Meeting of Shareholders elects one or more individuals to the vote counting committee as proposed by the meeting chairman;

#### b) Duties of the Vote Counting Committee:

- Disseminate the principles, regulations, and instructions on how to vote.
- Count and record the ballots, prepare the vote counting report, announce the results; and submit the report to the Chairman for approval of the voting results.
- Promptly inform the secretary of the voting results.
- Review and report to the General Meeting any cases of violations of voting regulations or complaints regarding the voting result.

### 4. Shareholder/Delegate Eligibility Verification Committee:

a) The person convening the shareholders' meeting, as stipulated in Article 140 of the Enterprise Law, shall appoint one or more members to the Shareholder/Delegate Eligibility Verification Committee to serve the meeting. The Delegate Eligibility Verification Committee of the General Meeting shall consist of at least two members, including one Chairman and at least one member.

#### b) Duties of the Shareholder/Delegate Eligibility Verification Committee:

- Verify the eligibility and attendance of shareholders and shareholder representatives at the meeting.
- The Chairman of the Delegate Eligibility Verification Committee shall report to the General Meeting of Shareholders on the attendance of shareholders. If the meeting has a sufficient number of shareholders and authorized representatives representing more than fifty percent (50%) of the total voting shares, the General Meeting of Shareholders of the Company shall proceed.
- Participate in counting votes on other matters before the establishment of the Vote Counting Committee.

### **Article 6. Preparation of the list of shareholders entitled to attend the meeting and notification of the closing of the list of shareholders entitled to attend the General Meeting of Shareholders**

*(Based on the provisions of Point a, Clause 2, Article 18 of the Company's Charter; Regulations on the exercise of rights of VSDC)*

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

2. The company shall carry out the procedures for compiling the list of shareholders and related procedures as prescribed in the Regulations on the exercise of rights of the Vietnam

Securities Depository and Clearing Corporation or other provisions of law (applicable when the company does not register securities at VSDC).

**Article 7. Notice of Convening the General Meeting of Shareholders**

*(Based on the provisions of Article 143 of the Enterprise Law No. 59/2020/QH14, Clause 3, Article 18 of the Company's Charter)*

1. The person convening the General Meeting of Shareholders must send a notice of meeting to all shareholders on the List of Shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). The notice of meeting must include the name, head office address, enterprise code; name, contact address of the shareholder, time, place of the meeting and other requirements for attendees.

2. The meeting notice shall be sent by a method that ensures it reaches the shareholders' contact addresses and posted on the Company's website.

3. The meeting notice must be accompanied by the following documents:

a) Meeting agenda, meeting materials, and draft resolutions for each item on the agenda;

b) Voting ballot/election ballot. Note that in the case of inviting shareholders to the General Meeting online, the voting ballot/election ballot does not need to be sent with the meeting invitation notice.

4. If the Company has a website, sending meeting documents with the meeting invitation notice as stipulated in Clause 3 of this Article may be replaced by posting them on the Company's website. In this case, the meeting invitation notice must clearly state where and how to download the documents.

**Article 8. Program and Content of the Shareholders' General Meeting**

*(Based on the provisions of Article 142 of the Enterprise Law and Article 18 of the Company Charter)*

1. The person convening the General Meeting of Shareholders must prepare the agenda and content of the meeting as prescribed in Article 18 of the Company's Charter.

2. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of the Company Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company no later than five (05) working days before the opening date of the meeting. Proposals must clearly state the name of the shareholder, the number of each type of share held by the shareholder, contact address, nationality, Citizen Identity Card number, Citizen Identification Card, Passport or other legally valid personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders; the number and type of shares held by that shareholder, and the proposed issue to be included in the agenda.

3. In the event that the person convening the General Meeting of Shareholders refuses a proposal as stipulated in Clause 2 of this Article, they must respond in writing and state the reasons no later than two (02) working days before the opening date of the General Meeting of Shareholders. The person convening the General Meeting of Shareholders may only refuse a proposal if it falls under one of the following cases:

a) The proposal is submitted improperly according to Clause 2 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold at

least five percent (5%) of the common shares as stipulated in Clause 2, Article 12 of the Company's Charter;

c) The proposed issue is not within the scope of the General Meeting of Shareholders' decision-making authority;

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

4. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 2 of this Article in the proposed agenda and content of the meeting, except as stipulated in Clause 3 of this Article; the proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

#### **Article 9. Procedures for registering and authorizing attendance at the General Meeting of Shareholders**

*(Based on the provisions of Article 144 of the Enterprise Law; Article 16 of the Company Charter)*

1. How to register to attend the General Meeting of Shareholders before the opening date of the General Meeting of Shareholders:

a) The method for registering to attend the General Meeting of Shareholders is clearly stipulated in the Notice of the General Meeting of Shareholders, including contacting the Company or sending the Registration Form for Attending the Meeting (attached to the Notice of the General Meeting of Shareholders sent to shareholders) to the Company.

b) Shareholders may choose to register to attend the General Meeting of Shareholders in the manner specified in the notice, including:

- Attending and voting/electing in person at the meeting;
- Authorize another representative to attend and vote/elect at the meeting and comply with the provisions of Clause 2 of this Article (if more than one representative is appointed, the number of shares and the number of votes/elections authorized for each representative must be specifically determined)
- Attending and voting/electing through online conferences, electronic voting, or other electronic form;
- Submitting voting/election ballots to the meeting via mail, fax, or email;
- Other forms of registering to attend the General Meeting of Shareholders in accordance with the law.
- The company must make every effort to apply modern information technologies to enable shareholders to attend and express their opinions at the General Meeting of Shareholders in the best possible way, including guiding shareholders to vote through online General Meetings of Shareholders, electronic voting, or other electronic forms as stipulated in Article 144 of the Enterprise Law and the Company's Charter.

2. Regulations regarding the authorization of attendance at the congress:

a) Shareholders and their authorized representatives shall exercise their authorization in accordance with Article 16 of the Company's Charter;

b) The authorization of individuals or organizations to represent shareholders at the General Meeting of Shareholders as stipulated in Point a, Clause 2 of this Article must be in writing. The authorization document shall be prepared in accordance with the provisions of civil law and must contain the main contents as specified in Clause 2, Article 16 of the Company's

Charter.

c) The authorized representative attending the General Meeting of Shareholders must submit the authorization document when registering to attend the meeting. In case of sub-authorization, the attendee must also present the original authorization document from the shareholder or the authorized representative of the shareholder (if not previously registered with the Company).

d) The voting ballot/election ballot of an authorized representative attending the meeting within the scope of their authorization remains valid in the event of any of the following:

- The authorizing person has died, is incapacitated, or has lost their legal capacity;
- The authorizing person has revoked the authorization;
- The authorizing person has revoked the authority of the person exercising the authorization.

This clause does 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 meeting is reconvened.

#### **Article 10. Conditions for holding a General Meeting of Shareholders**

*(Based on the provisions of Article 19 of the Company's Charter)*

1. A General Meeting of Shareholders shall be held when the number of shareholders present represents more than fifty percent (50%) of the total voting shares..

2. If the first meeting does not meet the quorum requirements as stipulated in Clause 1 of this Article, a notice of the second meeting shall be sent within thirty (30) days from the date of the first planned meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending represents thirty-three percent (33%) or more of the total voting shares.

3. If the second meeting does not meet the quorum requirements as stipulated in Clause 2 of this Article, the notice of the third meeting must be sent within thirty (30) days from the date of the planned second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders present.

#### **Article 11. Forms of adopting resolutions at the General Meeting of Shareholders**

1. The General Meeting of Shareholders adopts resolutions within its authority by voting at the meeting:

- a) In-person meeting
- b) Online conference
- c) Combined in-person and online conference

2. The General Meeting of Shareholders adopts resolutions within its authority by obtaining opinions in writing (as stipulated in Part II – This Chapter).

#### **Article 12. Contents approved at the General Meeting of Shareholders**

*(Based on the provisions of Articles 147 and 167 of the Enterprise Law; Article 15 of the Company Charter)*

1. Review and approve the Company's development orientation;
2. Review and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;

3. Approve the list of approved auditing firms; decide on the approved auditing firms to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;
4. The Company's annual business plan;
5. Audited annual financial statements;
6. Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;
7. Report of the Supervisory Board on the Company's business results, the performance of the Board of Directors and the General Director;
8. Self-assessment report on the performance of the Supervisory Board and its members;
9. Dividend rate for each share of each class;
10. Number of members of the Board of Directors and Supervisory Board;
11. Electing, dismissing, and removing members of the Board of Directors and the Supervisory Board;
12. Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
13. Approving the list of approved auditing firms; deciding which auditing firm is approved to conduct audits of the Company's operations when deemed necessary;
14. Supplementing and amending the Company's Charter;
15. Determining the type and number of new shares to be issued for each type of share;
16. Dividing, separating, merging, consolidating, or converting the Company;
17. Reorganizing and dissolving (liquidating) the Company and appointing a liquidator;
18. Deciding to invest in or sell assets worth thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statement;
19. Deciding to repurchase more than ten percent (10%) of the total number of shares sold of each class;
20. The Company enters into contracts and transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value of thirty-five percent (35%) or more of the Company's total assets as recorded in the most recent financial statement;
21. Approves transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, as amended and supplemented by Clause 84, Article 1 of Decree No. 245/2025/ND-CP effective September 11, 2025, of the Government detailing the implementation of a number of articles of the Securities Law;
22. Approves, supplements, and adjusts the internal regulations on corporate governance, the operating regulations of the Board of Directors, and the operating regulations of the Supervisory Board;
23. Other matters as prescribed by law and the Company's Charter.

**Article 13. Conditions for the adoption of a resolution**

*(Based on the provisions of Article 21 of the Company Charter)*

1. Resolutions on the following matters shall be adopted if approved by shareholders

representing sixty-five percent (65%) or more of the total voting rights of all shareholders present and voting at the meeting, except as provided in Clauses 3, 4 and 6 of Article 148 of the Enterprise Law:

- a) Types of shares and the total number of shares of each type;
- b) Changes to the business sector and field of business;
- c) Changes to the organizational structure of the Company's management;
- d) Investment projects or sale of assets with a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statement;
- e) Reorganization or dissolution of the Company;
- f) Extension of the Company's operation;

2. Resolutions are adopted when approved by shareholders holding more than fifty percent (50%) of the total voting rights of all shareholders present and voting at the meeting, except as stipulated in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Enterprise Law.

In the case of electing members of the Board of Directors and Supervisory Board, if the number of candidates is less than or equal to the number of members of the Board of Directors/Supervisory Board to be elected, the election of members of the Board of Directors/Supervisory Board may be conducted by cumulative voting as stipulated in Clause 3 of Article 148 of the Enterprise Law or by voting (approve, disapprove, abstain). The percentage of votes passed by voting shall be determined according to Clause 2 of Article 21 of the Company Charter.

3. Resolutions of the General Meeting of Shareholders passed by one hundred percent (100%) of the total number of voting shares are legal and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and the Company's Charter.

#### **Article 14. Announcement of vote counting results**

The vote counting committee will review, compile, and report the results of the counting for each issue to the Chairperson. The vote counting results will be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting.

#### **Article 15. Methods of objecting to decisions of the General Meeting of Shareholders**

*(Based on the provisions of Article 132 and Article 151 of the Enterprise Law; Article 24 of the Company Charter)*

1. Shareholders who voted against the resolution on the reorganization of the Company or the change of shareholder rights and obligations as stipulated in the Company's Charter have the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within ten (10) days from the date the General Meeting of Shareholders passed the resolution on the matters stipulated in this clause..

2. The Company must repurchase the shares as requested by the shareholder as stipulated in Clause 1 of this Article at market price or at a price calculated according to the principles stipulated in the Company's Charter within ninety (90) days from the date of receipt of the request. If an agreement on the price cannot be reached, the parties may request a valuation

organization to determine the price. The company introduces at least three (03) valuation organizations for shareholders to choose from, and that choice is the final decision.

3. Within ninety (90) days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote count results of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

a) The procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company Charter, except for the cases specified in Clause 2, Article 152 of the Enterprise Law;

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

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

*(Based on the provisions of Article 23 of the Company's Charter)*

1. Cuộc họp Đại hội đồng cổ đông phải được ghi biên bản và có thể ghi âm hoặc ghi và lưu giữ dưới hình thức điện tử khác. Biên bản phải lập bằng tiếng Việt, có thể lập thêm bằng tiếng Anh và có các nội dung chủ yếu sau đây:

a) Name, registered office address, and business registration number;

b) Time and location of the General Meeting of Shareholder;

c) Meeting agenda and content;

d) Full name of the chairperson and secretary;

e) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each item on the agenda;

f) Number of shareholders and total number of votes cast by shareholders attending the meeting, appendix listing registered shareholders, shareholder representatives attending the meeting with their respective shareholdings and votes;

g) The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, affirmative, and abstention votes; and the corresponding percentage of the total votes cast by shareholders present at the meeting;

h) The total number of votes cast for each candidate (if any);

i) Issues that have been approved and the corresponding percentage of votes cast;

j) The full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors present at the meeting and containing all the content as stipulated in this clause. The meeting minutes shall clearly state the chairperson's or secretary's refusal to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' content.

3. Minutes prepared in both Vietnamese and English have equal legal validity. In case of discrepancies in content between the Vietnamese and English versions, the Vietnamese version

shall prevail.

**Article 17. Publication of Resolutions and Minutes of the General Meeting of Shareholders**

*(Based on the provisions of Article 23 of the Company's Charter)*

1. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders, proxies for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be kept at the Company's head office.

2. Resolutions, minutes of the General Meeting of Shareholders, and accompanying documents must be disclosed in accordance with the law on information disclosure in the securities market.

**ITEM 2: SPECIFIC REGULATIONS FOR EACH TYPE OF VOTING AT THE MEETING**

***Section 2.1: Specific regulations regarding voting at in-person meetings***

**Article 18. Method of registering to attend the General Meeting of Shareholders in person**

*(Based on the provisions of Article 20 of the Company's Charter)*

Before the meeting commences, the Company must conduct shareholder registration procedures and continue registration until all shareholders entitled to attend the meeting have registered, following this procedure:

a) When registering shareholders, the Company issues each shareholder or authorized representative a voting card/voting slip/election ballot, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes/election ballots for that shareholder. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. The results of the vote count are announced by the Chairman/Vote Counting Committee immediately before the closing of the meeting. The General Meeting elects those responsible for counting or supervising the vote count as proposed by the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote/elect at the meeting immediately after registration. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of matters already voted on/elected at the meeting remains unchanged.

**Article 19. Voting on matters at the General Meeting of Shareholders**

*(Based on the regulations in the Rules of Procedure; Regulations on Elections at the General Meeting of Shareholders)*

**1. General Principles:**

a) All matters on the agenda and content of the General Meeting must be discussed and voted on publicly by the Shareholders' General Meeting.

b) Voting cards, ballots, and voting slips are printed, stamped, and sent directly to

delegates at the meeting (along with the set of documents for attending the Shareholders' General Meeting). Each delegate is issued a Voting Card/Voting Slip/Voting Slip. The Voting Card/Voting Slip/Voting Slip clearly states the delegate's code, full name, number of shares owned, and the delegate's authorization to vote.

## 2. Regulations on the Validity of Voting Cards and Voting Slips:

### a) Voting Card:

- *Valid voting card*: A card that follows the pre-printed template issued by the Organizing Committee, bearing the Company's seal, without any erasures, alterations, tears, damage, etc., and without any additional content beyond what is stipulated for this card.

- *Invalid voting card*: Content that does not comply with the regulations for a valid voting card.

### b) Voting ballot:

- *Valid ballot*: is a ballot in the pre-printed form issued by the Organizing Committee, bearing the Company's seal, without any erasures, alterations, tears, damage, etc., and without any additional content written beyond what is required for this ballot. In the case of direct voting, there must be a signature, below the signature must be the full handwritten name of the participating delegate, and it must be sent to the Ballot Counting Committee before the ballot box is opened. On the ballot, the voting content is valid when the delegate marks one (01) of the three (03) voting squares.

- *Invalid ballot*: The content does not comply with the regulations of a valid ballot.

### c) Ballots:

- *Valid ballots*: are ballots printed according to the template issued by the organizing committee, bearing the company's seal, without any erasures or alterations, and without any additional content beyond what is required for the ballot; they must be signed and clearly state the full name of the attending delegate and be submitted to the Ballot Counting Committee before the ballot box is opened.

- *Invalid ballots*:

+ Content does not comply with the regulations of a valid ballot;

+ The number of candidates voted for by delegates is greater than the number of candidates to be elected;

+ The total number of votes cast for candidates by shareholders or their representatives is greater than the total number of votes allowed;

+ Other regulations as stipulated in the Regulations on the Election of Shareholders' General Meetings and the Company's Articles of Association.

## **Article 20. Voting procedures at the General Meeting of Shareholders**

*(Based on the regulations in the Rules of Procedure for the General Meeting of Shareholders)*

### 1. General Principles:

- The General Meeting of Shareholders will discuss and vote on each item on the agenda. Voting will be conducted by raising a card, direct voting, electronic voting, or other electronic means.

- Delegates will vote to approve, disapprove, or abstain from an item put to a vote at the

General Meeting by raising their Voting Card or filling in their chosen options on the Voting Form.

## 2. Voting methods:

a) Voting by raising a voting card: When voting by raising a voting card, the front of the voting card must be raised towards the Presiding Committee. If a delegate does not raise a voting card in all three times of voting for, against, or no opinion on an issue, it will be considered as voting in favor of that issue. If a delegate raises a voting card more than once (01) when voting for, against, or no opinion on an issue, it will be considered an invalid vote. For voting by raising a voting card, the Member of the Delegate Verification Committee/Vote Counting Committee marks the delegate code and the corresponding number of votes for each shareholder in favor, against, no opinion, and invalid.

b) Voting by ballot: When voting by filling out a ballot, for each item, delegates choose one of three options – “Agree,” “Disagree,” or “No opinion” – printed on the ballot by marking “X” or “□” in their chosen box. After completing all items to be voted on at the Congress, delegates submit their ballots to the sealed ballot box at the Congress as instructed by the Ballot Counting Committee. The ballot must be signed and clearly state the full name of the delegate.

### **Article 21. Voting procedures at the General Meeting of Shareholders**

*(Based on the regulations in the Regulations on Elections at the General Meeting of Shareholders)*

#### 1. General Principle.

- Strictly adhere to the provisions of the law and the Company's Articles of Association;
- Members of the vote counting committee are not allowed to be on the list of nominees or self-nominated for the Board of Directors and Supervisory Board.

#### 2. Forms of Voting

##### a) Cumulative Voting

- Accordingly, each delegate has a total number of votes corresponding to the total number of shares owned or represented multiplied by the number of members to be elected;
- Attending delegates have the right to accumulate all of their total votes for one or more candidates;
- In case additional candidates appear on the day of the general meeting, delegates may contact the Vote Counting Committee to request a new ballot and must return the old ballot (before placing it in the ballot box);
- In case of an incorrect choice, delegates must contact the Vote Counting Committee to request a new ballot and must return the old ballot;
- How to fill out the ballot: Each delegate is given ballots. The method of filling out the ballot is specifically guided in the Election Regulations approved at the General Meeting of Shareholders;
- Election Principles:
  - + The winning candidate is determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the required number of members is elected.
  - + In the event that two or more candidates receive the same number of votes for the

last member of the Board of Directors, a re-election will be held among the candidates with the equal number of votes, or a selection will be made according to the criteria stipulated in the election regulations approved at the General Meeting of Shareholders or the Company's Charter.

b) Election by voting method: This will be conducted according to the provisions of Point b, Clause 2, Article 20 of these Regulations.

**Article 22. Method of counting votes at the General Meeting of Shareholders**

*(Based on the regulations in the Rules of Procedure at the General Meeting of Shareholders)*

a) The vote counting process is conducted by aggregating the votes/voting slips for "in favor," "against," and "absent.

b) For sensitive issues and if requested by shareholders, the Company must appoint an independent organization to collect and count the votes.

**Section 2.2: Specific regulations on voting procedures at online meetings**

**Article 23. Method of registering to attend the online General Meeting of Shareholders**

The procedure for registering to attend the General Meeting of Shareholders online before the opening date of the General Meeting of Shareholders is clearly stipulated in the Notice of the General Meeting of Shareholders, including:

1. Conditions for participation:

- Must be on the list of shareholders entitled to attend the General Meeting of Shareholders as announced by the Company.

- Must be an authorized representative who meets the eligibility requirements as stipulated by law and the Company's charter.

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

3. Method of recording delegates' participation in the online general shareholders' meeting: Delegates are recorded as having attended the online general shareholders' meeting by the electronic voting system when they access the system using the access information provided as stipulated in Article 24 of these Regulations and have cast their electronic vote on any issue of the agenda for the online general shareholders' meeting.

**Article 24. Providing login information and conducting electronic voting**

1. Information regarding the access link to the electronic voting system, username, password, and other identifying factors (if any) for attending the online General Meeting of Shareholders will be provided in the meeting invitation notice (or the form of login information notification as stipulated by the Board of Directors). Delegates are responsible for keeping their username, password, and other assigned identifying factors confidential to ensure that only the Delegates have the right to vote on the electronic voting system and are fully responsible for the information registered.

2. When delegates request a re-issuance of login information, the General Meeting Organizing Committee may notify them through the following methods: in person or via email/telephone. Providing login information via email or telephone will only be done based on shareholder information from the list of shareholders entitled to vote compiled by the Vietnam Securities Depository and Clearing Corporation (VCDC) according to the Company's

notification of rights exercise.

3. Delegates will use their login name, password, or other identifying factors (if any) to access the electronic voting system and cast their electronic votes according to the agenda of the online shareholders' general meeting.

**Article 25. Authorization of representatives to attend online General Meetings of Shareholders**

1. Shareholders shall authorize in accordance with Clause 2, Article 9 of these Regulations.

2. Some regulations to note when authorizing online:

- Shareholders must provide complete information to authorize online, especially information of the authorized party: phone number, contact address, and email address. This is the basis for assigning login names, access passwords, and other identifying elements (if any) to the authorized party.

- Validity of online authorization: authorization is only legally valid when the following conditions are met:

+ When the shareholder fills in all the information according to the online authorization form and completes the online authorization process.

+ The authorization document is printed according to the online authorization form with full signatures, clearly stating the full name, and stamping (if it is an organization) of both the authorizing party and the authorized party.

+ The company received the original Power of Attorney before the official opening of the general meeting.

- Cancellation of proxy for shareholders who have granted online proxy: Shareholders must submit a formal written request to the Company to cancel their online proxy before the official opening of the general meeting. Note that the time for recording the cancellation of the proxy becomes effective is calculated from the time the Company receives the formal written request for cancellation.

- Cancellation of proxy will be invalid if the authorized representative has already cast a vote/election on any issue within the agenda of the online general meeting of shareholders.

**Article 26. Discussion at the Online General Meeting of Shareholders**

1. Principles:

- Discussions shall only be conducted within the stipulated time and within the scope of the issues presented in the agenda of the Shareholders' General Meeting;

- Only delegates are allowed to participate in discussions;

- Delegates may register their discussion topics in the format specified in the General Meeting's regulations;

- The Secretariat will arrange the delegates' discussion topics in the order of registration and forward them to the Chairperson.

2. Addressing Delegates' Questions:

- Based on the content of the Delegates' discussions, the Chairperson or a member designated by the Chairperson will address the Delegates' questions;

- In case of time constraints, questions not answered directly at the General Meeting will be answered by the Company later.

### **Article 27. Forms of Adoption of Resolutions of the General Meeting of Shareholders Online**

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

#### **Article 28. Online Voting Procedures**

##### 1. Voting Procedure:

- Delegates choose one of three voting options: Approve, Disapprove, or Abstain, for each issue put to a vote at the General Meeting, as set up in the electronic voting system.

- Afterwards, delegates will confirm their votes so that the electronic voting system can record the results.

##### 2. Voting Methods:

- Cumulative voting: Unless otherwise stipulated in the Company's charter, voting for members of the Board of Directors and Supervisory Board must be conducted using cumulative voting. Accordingly, delegates shall cast their votes according to the instructions in the online voting regulations approved at the General Meeting of Shareholders. Delegates shall then confirm their votes so that the electronic voting system can record the results.

- Voting by ballot (if applicable): This shall be conducted according to the voting regulations specified in Clause a of this Article.

##### 3. Other regulations regarding electronic voting:

- If a delegate does not vote on all issues according to the Congress agenda, the unvoted issues will be considered as not having voted on them.

- In the event of issues arising outside the agenda of the General Meeting, delegates may vote or elect additional candidates. If delegates do not vote or elect on these issues, it will be considered that the delegates did not vote or elect on those issues.

- Delegates may change the results of voting and elections (but cannot cancel the results of voting and elections); including the results of supplementary voting and elections on issues arising outside the agenda of the General Meeting. The online system only records the vote count for the final voting and election results at the time of completion of electronic voting of each vote counting period as stipulated in the working regulations of the General Meeting.

- An invalid ballot is one in which the total number of votes cast for the candidates exceeds the total number of votes cast by the Delegates as calculated at the time of vote counting or other regulations as guided by the online election regulations approved by the General Meeting of Shareholders.

- The time for electronic voting is specified in the working regulations of the congress. Delegates can access the electronic voting system and vote twenty-four (24) hours a day and seven (07) days a week except in case of system maintenance or other reasons beyond the Company's control. After the voting time ends, the system will not record any further electronic voting results from Delegates.

### **Article 29. Method of online vote counting**

When delegates cast their votes/elections, the number of votes cast and ballots is recorded in the system according to the principle of votes in favor, votes against, and abstentions.

**Article 30. Minutes of the online General Meeting of Shareholders**

- Comply with the provisions of Article 16 of these Regulations.
- The venue recorded in the minutes of the online Shareholders' Meeting is the location where the Chairman of the Meeting is present to preside over the Meeting. This location must be within the territory of Vietnam.
- The method of adopting the minutes of the Shareholders' Meeting is specifically stipulated in the Company's Rules of Procedure for the Shareholders' Meeting.

***Section 2.3: Specific regulations on voting methods at combined in-person and online meetings***

**Article 31. Authorization of representatives to attend the General Meeting of Shareholders in person combined with online participation**

In accordance with the provisions of Clause 1, Article 9 and Article 23 of these Regulations.

**Article 32. Forms of adopting resolutions at the General Meeting of Shareholders, combining in-person and online participation**

In accordance with the provisions of Clause 2, Article 9 and Article 25 of these Regulations..

**Article 33. Voting Procedures at the Combined In-Person and Online General Meeting of Shareholders**

Comply with the provisions of Articles 11 and 27 of these Regulations.

**Article 34. Method of counting votes at a combined in-person and online General Meeting of Shareholders**

In accordance with the provisions of Articles 20, 21, and 28 of these Regulations.

**Article 35. Preparation of minutes of the meeting at a combined in-person and online General Meeting of Shareholders**

In accordance with the provisions of Articles 22 and 29 of these Regulations.

**Article 36. Minutes of the Shareholders' General Meeting (combined in-person and online)**

In accordance with the provisions of Articles 16 and 30 of these Regulations.

**II. REGULATIONS FOR SHAREHOLDER GENERAL MEETINGS TO PASS RESOLUTIONS THROUGH WRITTEN CONSULTATION**

**Article 37. Cases where shareholder opinions may be obtained in writing**

*(Based on the provisions of Clause 1, Article 22 of the Company Charter)*

The following matters may be approved by obtaining shareholder opinions in writing:

- a) Amendments and additions to the Company's Charter;
- b) Approving, supplementing, and amending the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Supervisory Board;
- c) Defining the Company's development orientation;

- d) Types of shares and the total number of shares of each type;
- e) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
- f) Decisions on investment or sale of assets with a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statement;
- g) Approval of annual financial statements.
- h) Reorganization or dissolution of the Company.
- i) Changes in the company's industry, profession, and business sector;
- j) Changes in the company's organizational and management structure;
- k) Other matters as deemed necessary by the Board of Directors for the benefit of the company.

**Article 38. Cases where written consultation is not permitted**

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

**Article 39. Procedures for holding a General Meeting of Shareholders to adopt resolutions by written consultation**

*(Based on the provisions of Point a, Clause 2, Article 18, Article 22, and Article 24 of the Company Charter)*

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

2. The Board of Directors must prepare the ballot, draft resolution of the General Meeting of Shareholders, explanatory documents for the draft resolution and send them to all shareholders entitled to vote at least ten (10) days before the deadline for returning the ballot. The preparation of the list of shareholders to whom ballots are sent shall be carried out in accordance with the provisions of Clauses 1 and 2 of Article 141 of the Enterprise Law. The requirements and methods for sending ballots and accompanying documents shall be carried out in accordance with the provisions of Clause 3 of Article 18 of the Company Charter.

3. Regulations on Opinion Forms

a) Opinion forms must contain the following main contents:

- Name, registered office address, and business registration number;
- Purpose of soliciting opinions;
- Full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and head office address of the organization shareholder; or full name, contact address, nationality, and legal document number of the individual representative of the organization shareholder; number of shares of each class and number of voting/election ballots of the shareholder;
- Issues requiring consultation for decision-making;
- Voting options including "agree," "disagree," and "no opinion" for each issue requiring consultation;

- Election plan (if any);
- Deadline for returning completed opinion forms to the Company;
- Full name and signature of the Chairman of the Board of Directors.

b) Shareholders may send their completed opinion ballots to the Company by mail, fax, or email, as follows:

- In the case of mail, the completed opinion ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The ballot sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the vote count;

- In the case of sending ballots by fax or email, the ballots sent to the Company must be kept confidential until the vote counting time;

- Ballots sent to the Company after the deadline specified in the ballot content, or that have been opened in the case of mail or disclosed in the case of fax or email, are invalid. Unsent ballots will be considered as not participating in the vote.

#### 4. Vote Counting and Minutes:

The Board of Directors shall count the votes and prepare the minutes in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The minutes must include the following main contents:

- Name, registered office address, and business registration number;
- Purpose and issues requiring consultation for resolution approval;
- Number of shareholders and total number of votes/elections cast, distinguishing between valid and invalid votes/elections, and the method of submitting ballots/elections, along with an appendix listing participating shareholders;
- The total number of votes in favor, against, and abstentions for each issue, and the total number of votes for each candidate (if any);
- The issue that was approved and the corresponding percentage of votes in favor;
- Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

Board members, vote counters, and vote supervisors shall be jointly and severally liable for the integrity and accuracy of the vote counting record; and jointly and severally liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

#### 5. Resolutions and Vote Counting Minutes:

a) Vote counting minutes and resolutions must be sent to shareholders within fifteen (15) days from the date of completion of vote counting. Sending the vote counting minutes and resolutions may be replaced by posting them on the Company's website within twenty-four (24) hours from the time of completion of vote counting.

b) Resolutions adopted by written shareholder consultation are approved by shareholders holding more than fifty percent (50%) of the total voting rights of all shareholders entitled to vote and have the same value as resolutions adopted at the General Meeting of Shareholders.

6. Document retention: Answered ballots, vote counting minutes, adopted resolutions, and related documents attached to the ballots must all be kept at the Company's head office.

7. Request for annulment of a Shareholders' Meeting Decision through written ballot: Within ninety (90) days from the date of receipt of the resolution or minutes of the Shareholders' Meeting or the minutes of the vote counting results of the Shareholders' Meeting, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the Shareholders' Meeting resolution in the following cases:

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

b) The resolution's content violates the law or the Company's Articles of Association.

### **ITEM III: BOARD OF DIRECTORS**

#### **SECTION 1: GENERAL PROVISIONS**

#### **Article 40. Role, Rights and Responsibilities of the Board of Directors**

*(Based on the provisions of Articles 278 and 297 of Decree No. 155/2020/ND-CP, Clause 84 of Article 1 of Decree 245/2025/ND-CP, and Article 27 of the Company's Charter.)*

The Board of Directors must fully comply with the responsibilities and obligations stipulated in the Enterprise Law and the Company's Charter. In addition, the Board of Directors has the following responsibilities and obligations:

1. To be accountable to shareholders for the Company's operations;
2. Treat all shareholders equally and respect the interests of stakeholders;
3. Ensure that the Company's operations comply with the law, the Articles of Association, and the Company's internal regulations;
4. Develop the Board of Directors' operating regulations, submit them to the General Meeting of Shareholders for approval, and publish them on the Company's website in accordance with Circular 116/2020/TT-BTC dated December 31, 2020, guiding some provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, and Decree 245/2025/ND-CP of the Government detailing the implementation of some provisions of the Securities Law;
5. Monitoring and preventing 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;
6. Develop internal regulations on corporate governance and submit them to the General Meeting of Shareholders for approval in accordance with Article 270 of Decree No. 155/2020/ND-CP dated December 31, 2020 and Decree No. 245/2025/ND-CP of the Government detailing the implementation of a number of articles of the Law on Securities;
7. Appoint the person in charge of corporate governance;
8. Issuing and delegating decisions and internal management regulations to serve the management and operation of the Company.
9. Organizing training and workshops on corporate governance and necessary skills for members of the Board of Directors, the General Director, and other managers of the Company;
10. Reporting on the Board of Directors' activities at the General Meeting of Shareholders in accordance with current laws.

11. Reporting on the Company's governance situation at the annual General Meeting of Shareholders and disclosing information in the Company's annual report in accordance with securities laws on information disclosure.

12. Other rights and obligations as stipulated in the Company's Charter and internal regulations on corporate governance.

**Article 41. Rights, obligations, and responsibilities of members of the Board of Directors**

*((Based on the provisions of Article 277 of Decree No. 155/2020/ND-CP))*

1. Members of the Board of Directors have all the rights stipulated in the Securities Law, relevant laws, and the Company's Charter, including the right to be provided with information and documents on the financial situation and business operations of the Company and its subsidiaries. The information provision process is stipulated in the Board of Directors' operating regulations. Those receiving information are responsible for maintaining the confidentiality of the information provided and using it only for the assigned work.

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

a) To perform their duties honestly and diligently for the best interests of shareholders and the Company;

b) To attend all meetings of the Board of Directors and to provide opinions on matters discussed;

c) To report promptly and fully to the Board of Directors any remuneration received from subsidiaries, affiliated companies, and other organizations;

d) Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, and companies in which the public company holds control of more than fifty percent (50%) of the charter capital with members of the Board of Directors and their related parties; transactions between the Company and companies in which a member of the Board of Directors is a business manager during the three (03) years immediately preceding the transaction;

e) Disclose information when conducting transactions of the Company's shares in accordance with the law.

3. The Board of Directors shall provide information and documents as requested by shareholders as stipulated in point b, clause 2, Article 12 of the Company Charter. The procedures for requesting and providing information are as follows:

- Shareholders or groups of shareholders owning five percent (05%) or more of the total common shares must submit a written request to the Company's Board of Directors for information.

- If deemed necessary, the Board of Directors will convene a meeting to obtain opinions within seven (07) working days from the date of receiving the request from this shareholder or group of shareholders regarding the requested information. Voting ballots from members with relevant interests are considered valid ballots.

- If the above content is approved by the Board of Directors, the manager shall provide the requested information within seven (07) working days from the date of approval by the Board of Directors. The provision of information shall take place at the Company's head office

and any costs incurred for copying (if any) from the provision of information shall be paid by the shareholder or group of shareholders requesting the information.

- If the Board of Directors refuses the request for information from this shareholder or group of shareholders, no later than three (03) working days after the meeting date, the Board of Directors must respond in writing and state the reasons to the shareholder or group of shareholders requesting the information.

**ITEM 2: REGULATIONS ON NOMINATION, APPOINTMENT, ELECTION, DISMISSAL, AND REMOVAL OF BOARD OF DIRECTORS MEMBERS**

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

*(Based on the provisions of Article 26 of the Company Charter)*

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

2. The term of office of a Board of Directors member is not more than five (05) years and can be re-elected for an unlimited number of terms. If all Board of Directors members finish their term at the same time, those members will continue to be Board of Directors members until a new member is elected to replace them and take over the work.

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

here must be at least one non-executive member in cases where the Company has 3 to 5 members on the Board of Directors. The Company minimizes the number of Board members holding executive positions within the Company to ensure the independence of the Board of Directors.

4. A Board member loses their status as a Board member if they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law.

5. The appointment of Board members must be disclosed in accordance with the law on information disclosure in the securities market.

6. A Board member who resigns shall still fully exercise their rights and obligations until the General Meeting approves a decision to replace the Board member and/or dismiss or remove the Board member.

**Article 43. Standards and conditions for Board of Directors members**

*(Based on the provisions of Clause 1, Clause 2 of Article 155 of the Enterprise Law, Article 275 of Decree No. 155/2020/ND-CP and Clause 78 of Article 1 of Decree No. 245/2025/ND-CP, and Article 26 of the Company Charter)*

Members of the Board of Directors must meet the standards and conditions stipulated in Clauses 1 and 2 of Article 155 of the Enterprise Law and the Company's Charter.

1. Members of the Board of Directors must be shareholders of the Company;

2. Members of the Company's Board of Directors may not be members of the Board of Directors or hold management positions in the enterprises of competitors, except in cases where the Company appoints a capital representative in another enterprise in which the Company has invested capital;

3. A member of the Board of Directors may simultaneously be a member of the Board of Directors or Board of Members in a maximum of 5 other companies.

4. The Chairman of the Board of Directors may not concurrently hold the position of General Director..

**Article 44. Nomination and candidacy for members of the Board of Directors**

*(Based on the provisions of Article 274 of Decree No. 155/2020/ND-CP; Article 25 of the Company Charter)*

1. Shareholders or groups of shareholders owning ten percent (10%) or more of the total number of common shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. Shareholders holding common shares have the right to combine their voting rights to nominate candidates for the Board of Directors.

shareholders holding from 10% to less than 20% of the total number of voting shares have the right to nominate one (01) candidate; from 20% to less than 30% have the right to nominate a maximum of two (02) candidates; from 30% to less than 40% have the right to nominate a maximum of three (03) candidates; from 40% to less than 50% have the right to nominate a maximum of four (04) candidates; and if they own 50% or more, they have the right to nominate the full number of candidates.

2. If the number of candidates for the Board of Directors nominated and elected as stipulated in Clause 5, Article 115 of the Enterprise Law is still insufficient, the incumbent Board of Directors shall nominate additional candidates in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The incumbent Board of Directors' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect the members of the Board of Directors as prescribed by law..

3. If the number of additional candidates nominated by the incumbent Board of Directors as stipulated in Clause 2 of this Article is still insufficient, the Board of Directors shall organize nominations from other shareholders in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The incumbent Board of Directors' organization of nominations from other shareholders must be clearly announced before the General Meeting of Shareholders votes to elect the members of the Board of Directors as prescribed by law.

**Article 45. Method of electing members of the Board of Directors**

*(Based on the provisions of Clause 3, Article 148 of the Enterprise Law, and Clause 2, Article 21 of the Company Charter)*

1. The election of Board of Directors members must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of Board members to be elected. Shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected Board members are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the Company's Articles of Association is reached. In the event that two or more candidates receive the same number of votes for the last Board member, a re-election will be held among those candidates or a selection will be made according to the criteria stipulated in the election regulations or the Company's Articles of Association.

2. If the number of candidates is less than or equal to the number of Board of Directors members to be elected, the election of Board members may be conducted by cumulative voting as stipulated in Clause 3, Article 148 of the Enterprise Law, or by voting (approve, disapprove,

abstain). The percentage of votes cast by voting shall be determined according to Clause 2, Article 21 of the Company's Charter.

**Article 46. Cases of dismissal, removal, replacement, and addition of members of the Board of Directors**

*(Based on Article 160 of the Enterprise Law)*

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

- a) Not meeting the qualifications and conditions stipulated in Article 155 of the Enterprise Law;
- b) Submitting a resignation letter and having it accepted;
- c) Other cases as stipulated in the Enterprise Law and the Company's Charter.

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

- a) Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b) Other cases as stipulated in the Enterprise Law and the Company's Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors except in the cases stipulated in Clauses 1 and 2 of this Article.

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

- a) The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number stipulated 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 the number of members is reduced by more than one-third;
- b) Except for the case stipulated in point a of this clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed from office at the most recent meeting.

**Article 47. Notification of election, dismissal, and removal of Board of Directors members**

After the decision to elect, dismiss, or remove a member of the Board of Directors is made, the Company is responsible for disclosing the information internally and to relevant authorities, through mass media, and on the Company's website in accordance with the procedures and regulations of current law..

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

In the event that candidates for the Board of Directors have been identified, the Company must publish information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the published personal information and must commit to performing their duties honestly, carefully, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors that is published includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other management positions (including positions on the Board of Directors of other companies);
- e) Interests related to the Company and its related parties;
- f) Other information (if any) as stipulated in the Company's Articles of Association.
- g) The Company is responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and any related interests of the candidate in those companies (if any).

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

*(Based on the provisions of Article 29 of the Company's Charter)*

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

2. The Chairman of the Board of Directors may not also hold the position of General Director.

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

- a) To prepare the program and plan of activities for the Board of Directors;
- b) Preparing the agenda, content, and documents for the meeting; convening, presiding over, and chairing the Board of Directors meeting;
- c) Organizing the adoption of resolutions and decisions of the Board of Directors;
- d) Supervising the implementation of resolutions and decisions of the Board of Directors;
- e) Presiding over the General Meeting of Shareholders;
- f) The Chairman of the Board of Directors must submit the financial statements, the report on the general situation of the Company, and the report on the activities of the Board of Directors to the General Meeting of Shareholders in accordance with the law;
- g) To propose to the Board of Directors and the General Meeting of Shareholders the appointment, dismissal, and removal of the General Director. To sign employment contracts with the General Director on behalf of the Board of Directors;
- h) Other rights and obligations as prescribed by the Enterprise Law.

4. In the event that the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation letter or being dismissed or removed from office.

5. In the absence of the Chairman of the Board of Directors or inability to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors. If there is no authorized person, or if the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is incapacitated or has lost his/her civil

capacity, has difficulties in understanding or controlling his/her behavior, or is prohibited by the Court from holding office, practicing a profession, or performing a specific job, then the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by a majority vote until a new decision is made by the Board of Directors.

### **ITEM 3: REMUNERATION, SALARY, AND OTHER BENEFITS FOR BOARD OF DIRECTORS MEMBERS**

#### **Article 50. Remuneration, bonuses, and other benefits of Board of Directors members**

*(Based on the provisions of Article 28 of the Company Charter)*

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

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of the Board member and the daily rate. The Board of Directors determines the remuneration for each member based on consensus. The total amount of remuneration and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is included in the company's business expenses in accordance with the law on corporate income tax, is presented as a separate item in the company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Board members holding executive positions, or members working in subcommittees of the Board of Directors, or performing other duties outside the normal scope of a Board member's duties, may receive additional compensation in the form of a lump-sum payment, salary, commission, profit sharing, or other forms as decided by the Board of Directors.

5. Board members are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in fulfilling their duties as Board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or its subcommittees.

6. Board members may be insured by the Company for liability insurance after approval by the General Meeting of Shareholders. This insurance does not cover the liability of Board members related to violations of the law and the Company's Articles of Association.

### **ITEM 4: REGULATIONS ON THE ORDER AND PROCEDURES FOR ORGANIZING BOARD OF DIRECTORS MEETINGS**

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

*(Based on the provisions of Article 157 of the Enterprise Law; Article 30 of the Company Charter)*

1. The Chairman and Vice-Chairman 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 the end of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the same percentage of votes, the members shall vote by majority to choose one of them to convene the meeting of the Board of Directors.

2. The Board of Directors shall meet at least once (01) every quarter and may hold extraordinary meetings.

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

*(Based on the provisions of Article 157 of the Enterprise Law; Article 30 of the Company Charter)*

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

- a) Upon the request of the Supervisory Board;
- b) Upon the request of the General Director or at least five (05) other managers;
- c) Upon the request of at least two (02) members of the Board of Directors;
- d) Other cases as stipulated in the Company's Charter.

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

3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving the request stipulated in Clause 1 of this Article. If the Chairman of the Board of Directors fails to convene a meeting of the Board of Directors as requested, he/she shall be responsible for any damages incurred by the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors.

**Article 53. Notice of Board of Directors meetings and the right of Supervisory Board members to attend Board of Directors meetings**

*(Based on the provisions of Article 157 of the Enterprise Law; Article 30 of the Company Charter)*

1. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a notice of meeting at least three (03) working days before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must include the documents to be used at the meeting and the voting ballot of the members.

2. The notice of the Board of Directors meeting may be sent by invitation, telephone, fax, electronic means or other methods as prescribed in the Company's Charter and must ensure that it reaches the contact address of each member of the Board of Directors registered with the Company.

3. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of meeting and accompanying documents to the members of the Supervisory Board as with the members of the Board of Directors.

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

**Article 54. Conditions for holding a Board of Directors meeting**

*(Based on the provisions of Article 157 of the Enterprise Law; Article 30 of the Company Charter)*

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The Board of Directors meeting shall be held when at least three-quarters (3/4) of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within seven (07) days from the date of the first scheduled meeting, and the Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a notice of the second meeting at least three (03) working days before the meeting date. In this case, the meeting shall be held if more than half of the members of the Board of Directors are present.

**Article 55. Voting Procedure**

*(Based on Article 30 of the Company Charter)*

1. The Board of Directors adopts resolutions and decisions by voting at meetings, obtaining opinions in writing, or other forms as stipulated in the Company's Charter. Each member of the Board of Directors has one vote. A member of the Board of Directors is considered to have attended and voted at the meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend and vote on their behalf as stipulated in Article 57 of these Regulations;
- c) Attending and voting through online conferencing, electronic voting, or other electronic forms;
- d) Sending the vote ballot to the meeting via mail, fax, or email;
- e) Sending the vote ballot by other means as prescribed by law (if any).

2. In case of sending ballots to the meeting by mail, the ballots must be placed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening. The ballots may only be opened in the presence of all attendees.

**Article 56. Procedures for adopting resolutions of the Board of Directors**

*(Based on Article 30 of the Company's Charter)*

a) Resolutions and decisions of the Board of Directors are adopted if approved by a majority (more than ½) of the members present at the meeting; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Directors.

b) Note that Board members are not allowed to vote on transactions that benefit that member or their related parties, as stipulated in the Enterprise Law and Article 45 of the Company's Charter.

**Article 57. Authorization of a Board of Directors member to represent another person at meetings**

*(Based on Article 30 of the Company's Charter)*

Members must attend all Board of Directors meetings. Members may authorize another Board member or another person (who is not a Board member if approved by a majority of the Board members) to attend meetings and vote on their behalf.

**Article 58. Minutes of the Board of Directors meeting**

*(Based on the provisions of Article 158 of the Enterprise Law; Clause 14, Article 30 of the Company Charter)*

a) Board of Directors meetings must be recorded in minutes and may also be audio-recorded, recorded, and stored electronically. Minutes must be in Vietnamese and may also be in English, including the following main contents:

- b) Name, registered office address, and business registration number;
- c) Time and place of the meeting;
- d) Purpose, agenda, and content of the meeting;
- e) Full names of each member attending the meeting or authorized representatives and their manner of attendance; full names of members absent from the meeting and their reasons;
- f) Issues discussed and voted on at the meeting;
- g) Summary of the opinions expressed by each member attending the meeting in chronological order;
- h) Voting results clearly indicating which members approved, disapproved, and abstained;
- i) The issues that were approved and the corresponding voting percentages;
- j) Full name and signature of the chairperson and the person recording the minutes, except as stipulated in Article 59 of these Regulations;
- k) Minutes of the Board of Directors meeting and documents used in the meeting must be kept at the Company's head office;
- l) Minutes prepared in Vietnamese and English have equal legal validity. In case of discrepancies in content between the Vietnamese and English versions, the Vietnamese version shall prevail;
- m) The chairperson, the person recording the minutes, and those signing the minutes are responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes;
- n) Minutes of the Board of Directors meeting and documents used in the meeting must be kept at the Company's head office;

**Article 59. Cases where the chairperson and/or secretary refuse to sign the minutes of the Board of Directors meeting**

*(Based on the provisions of Article 158 of the Enterprise Law)*

If the chairperson or the person recording the minutes refuses to sign the minutes of the meeting, but if all other members of the Board of Directors present at the meeting sign and the minutes contain all the content as stipulated in points a, b, c, d, e, f, g, and h of Article 58 of these Regulations, then these minutes shall be valid.

**Article 60. Notification of Resolutions and Decisions of the Board of Directors**

After issuing a Resolution/Decision of the Board of Directors, the Company is responsible for disclosing the information internally and to relevant authorities, through mass media, and on the Company's website in accordance with current procedures and regulations.

**ITEM 5: SUBCOMMITTEES OF THE BOARD OF DIRECTORS**

**Article 61. Subcommittees reporting to the Board of Directors**

*(Based on Article 31 of the Company Charter)*

1. When deemed necessary, the Board of Directors may establish a subcommittee to be responsible for development policy, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Directors and shall be at least three (03) people, including members of the Board of Directors

and external members. Non-executive members of the Board of Directors shall constitute the majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee by decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only be effective when a majority of members attend and vote to approve them at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with current legal regulations and the provisions of the Company's Charter and Internal Regulations on Corporate Governance

## **ITEM 6: SELECTION, APPOINTMENT, AND DISMISSAL OF COMPANY MANAGEMENT PERSONNEL**

### **Article 62. Standards for the Company's Administrative Officer**

*(Based on Clause 2, Article 32 of the Company's Charter)*

The person in charge of the Company's administration may not simultaneously work for an approved auditing firm that is auditing the Company's financial statements.

### **Article 63. Appointment of the Company's Governing Officer**

*(Based on Clause 1, Article 32 of the Company's Charter)*

The Company's Board of Directors must appoint at least one (01) person in charge of Company governance to support Company governance work at the enterprise. The person in charge of Company governance may also serve as Company Secretary as prescribed in Clause 5, Article 156 of the Enterprise Law.

### **Article 64. Cases of Dismissal of the Company's Chief Executive Officer**

1. The Board of Directors may dismiss/remove the Company's Chief Executive Officer when necessary, provided that it does not violate current labor law.

2. The Company's Chief Executive Officer may be dismissed by resolution of the General Meeting of Shareholder.

### **Article 65. Notification of Appointment and Dismissal of the Company's Governance Officer**

After the decision to appoint or dismiss the Company's Governance Officer is made, the Company is responsible for disclosing the information internally and to relevant authorities, through mass media, and on the Company's website in accordance with the procedures and regulations of current law.

### **Article 66. Rights and Obligations of the Company's Governing Officer**

*(Based on Clause 3, Article 32 of the Company's Charter)*

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

a) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related matters between the Company and shareholders;

b) Preparing for meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholders as requested by the Board of Directors or Supervisory Board;

c) Advising on the procedures of the meetings;

- d) Attending the meetings;
- e) Advising on procedures for drafting Board of Directors resolutions in accordance with legal regulations;
- f) Providing financial information, copies of Board of Directors meeting minutes, and other information to Board members and Supervisory Board member;
- g) Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;
- h) Acting as the point of contact with relevant stakeholders;
- i) Maintaining confidentiality of information in accordance with legal regulations and the Company's Charter;
- j) Other rights and obligations as prescribed by law.

## **CHAPTER IV: THE SUPERVISORY BOARD**

### **ITEM 1: GENERAL REGULATIONS**

#### **Article 67. Role, rights, and obligations of the Supervisory Board, and responsibilities of its members**

*(Based on Articles 287 and 288 of Decree No. 155/2020/ND-CP)*

1. Members of the Supervisory Board have the rights stipulated in the Enterprise Law, relevant laws, and the Company Charter, and the Regulations on the Operation of the Supervisory Board, including 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 of the enterprise are responsible for providing timely and complete information as requested by the members of the Supervisory Board.

2. Members of the Supervisory Board are responsible for complying with the provisions of the law, the Company Charter, the Regulations on the Operation of the Supervisory Board, and professional ethics in exercising their assigned rights and obligations.

3. The Supervisory Board has the rights and obligations as stipulated in Article 170 of the Enterprise Law, the Company Charter, and the following rights and obligations:

a) Propose and recommend to the General Meeting of Shareholders the approval of the list of auditing organizations approved to audit the Company's financial statements; a) Decide to appoint an approved auditing firm to conduct an audit of the Company's operations, and dismiss an approved auditor when deemed necessary.

b) Be accountable to shareholders for its supervisory activities.

c) Monitor the Company's financial situation and the compliance with the law in the activities of the Board of Directors, the General Director, and other managers.

d) Ensure coordination of activities with the Board of Directors, the General Director, and shareholders.

e) In case of detecting violations of the law or violations of the Company Charter by members of the Board of Directors, the General Director, and other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, request the person committing the violation to cease the violation and take measures to remedy the consequences.

f) Develop the Regulations on the operation of the Supervisory Board and submit them to the General Meeting of Shareholders for approval. The Minister of Finance shall provide guidance on the model Regulations on the operation of the Supervisory Board for public companies to refer to when developing their own Regulations on the operation of the Supervisory Board.

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

4. The Supervisory Board is responsible for receiving requests for access to books and records from ordinary shareholders as stipulated in Clause 1, Article 45 of the Company's Charter and for fulfilling these requests for information from the Board of Directors, the General Director, or other managers. The procedure for requesting information is stipulated in the Supervisory Board's operating regulations. Those receiving the information are responsible for maintaining the confidentiality of the information provided and using it only for the assigned work.

## **ITEM 2: REGULATIONS ON THE TERM, NUMBER, COMPOSITION, AND STRUCTURE OF THE SUPERVISORY BOARD MEMBERS**

### **Article 68. Number, term, composition and structure of Supervisory Board members**

*(Based on the provisions of Article 168 of the Enterprise Law, Clause 1, Article 40 of the Company Charter)*

1. The number of Supervisory Board members of the Company is three (03) people.
2. The term of office of a Supervisory Board member shall not exceed five (05) years and may be re-elected for an unlimited number of terms.
3. Supervisory Board members may not be shareholders of the Company.
4. The Head of the Supervisory Board shall be elected by the Supervisory Board from among the Supervisory Board members; the election, dismissal, and removal shall be based on the majority principle. The rights and obligations of the Head of the Supervisory Board shall be stipulated in the Company Charter. The Supervisory Board must have more than half of its Supervisory Board members residing in Vietnam. 5. The Head of the Supervisory Board must have a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business operations of the enterprise, unless the Company Charter stipulates a higher standard.

5. If a Supervisory Board member's term ends at the same time as a new Supervisory Board member's term, the former Supervisory Board member shall continue to exercise their rights and obligations until a new Supervisory Board member is elected and assumes their duties.

### **Article 69. Standards and conditions for members of the Supervisory Board**

*(Based on the provisions of Article 169 of the Enterprise Law; Clause 2, Article 40, Clause 1, Article 41 of the Company Charter)*

1. The auditor must meet the following standards and conditions:
  - a) Not be subject to the provisions of Clause 2, Article 17 of this Law;
  - b) Be trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the business activities of the enterprise;
  - c) Not be a family member of a member of the Board of Directors, Director or General Director, or other managers;

d) Not be a manager of the Company; not necessarily a shareholder or employee of the Company, unless otherwise stipulated in the Company's Charter;

e) Other standards and conditions as prescribed by relevant laws and the Company's Charter.

2. In addition to the standards and conditions stipulated in Clause 1 of this Article, the Company's Supervisor must meet the conditions stipulated in Clause 2, Article 169 of the Enterprise Law and not fall under the following cases:

a) Working in the accounting or finance department of the Company;

b) Being a member or employee of an independent auditing firm that audited the Company's financial statements for the three consecutive years preceding.

3. The Head of the Supervisory Board must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.

#### **Article 70. Nomination and candidacy of Supervisory Board members**

*(Based on the provisions of Article 285 of Decree No. 155/2020/ND-CP; Article 39 of the Company Charter)*

1. The nomination and election of Supervisory Board members shall be carried out in accordance with the provisions of Clause 1, Article 25 of the Company's Charter.

2. Shareholders or groups of shareholders owning ten percent (10%) or more of the total number of common shares have the right to nominate candidates for the Supervisory Board in accordance with the Law on Enterprises and the Company's Charter. Shareholders holding common shares have the right to combine their voting rights to nominate candidates for the Supervisory Board.

Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% or more may nominate a maximum of three (03) candidates.

3. If the number of candidates for the Supervisory Board nominated and elected as stipulated in Clause 5, Article 115 of the Enterprise Law is insufficient, the incumbent Supervisory Board may nominate additional candidates in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Supervisory Board. The incumbent Supervisory Board's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

4. If the number of candidates nominated by the incumbent Supervisory Board under Clause 3 of this Article is still insufficient, the incumbent Supervisory Board shall organize nominations from other shareholders in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Supervisory Board. The incumbent Supervisory Board's organization of nominations from other shareholders must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

#### **Article 71. Method of electing members of the Supervisory Board**

*(Based on the provisions of Clause 3, Article 148 of the Enterprise Law No. 59/2020/QH14, and Clause 2, Article 21 of the Company Charter)*

1. The election of Supervisory Board members must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of Supervisory Board members to be elected. Shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected Supervisory Board members are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the Company's Charter is reached. In the event that two or more candidates receive the same number of votes for the last Supervisory Board member, a re-election will be held among those candidates or a selection will be made according to the criteria stipulated in the election regulations, the Supervisory Board's operating regulations, or the Company's Charter.

2. If the number of candidates is less than or equal to the number of Supervisory Board members to be elected, the election of Supervisory Board members may be conducted by cumulative voting as stipulated in Clause 3, Article 148 of the Enterprise Law, or by voting (approve, disapprove, abstain). The percentage of votes cast by voting shall be determined according to Clause 2, Article 21 of the Company Charter.

**Article 72. Cases of dismissal or removal of Supervisory Board members**

*(Based on the provisions of Article 174 of the Enterprise Law; Clauses 3 and 4 of Article 40 of the Company Charter)*

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

- a) No longer meeting the qualifications and conditions for being a member of the Supervisory Board as prescribed in Article 169 of the Enterprise Law;
- b) Submitting a resignation letter and having it accepted;
- c) Other cases as prescribed by law and the Company's Charter.

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

- a) Failure to complete assigned tasks and duties;
- b) Failure to exercise one's rights and obligations for six consecutive months, except in cases of force majeure;
- c) Repeated and serious violations of the obligations of a Supervisory Board member as stipulated in the Enterprise Law and the Company's Charter;
- d) Other cases as decided by the General Meeting of Shareholder.

**Article 73. Notification of Election, Dismissal, and Removal of Supervisory Board Members**

After the decision to elect, dismiss, or remove a Supervisory Board member is made, the Company is responsible for disclosing the information internally within the Company and to relevant authorities, through mass media, and on the Company's website in accordance with the procedures and regulations of current law.

**Article 74. Salaries and other benefits of Supervisory Board members**

*(Based on the provisions of Article 172 of the Enterprise Law; Article 44 of the Company Charter)*

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

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

3. Salaries and operating expenses of the Supervisory Board are included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

## **CHAPTER V: GENERAL DIRECTOR**

### **Article 75. Role, responsibilities, rights and obligations of the General Director**

*(Based on Clauses 2 and 5 of Article 35 of the Company Charter)*

1. The General Director is responsible for managing the company's day-to-day business operations; is supervised by the Board of Directors; and is accountable to the Board of Directors and to the law for the exercise of assigned rights and obligations.

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

a) To manage, operate, and make decisions on matters related to the Company's daily business operations that do not fall under the authority of the General Meeting of Shareholders or the Board of Directors;

b) Organizing the implementation of resolutions and decisions of the Board of Directors;

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

d) Proposing organizational structure plans and internal management regulations for the Company;

e) Deciding on the establishment and dissolution of departments and workshops within the Company;

f) Recruiting, appointing, dismissing, transferring, terminating employment, rewarding, and disciplining employees within the Company, except for positions under the authority of the Board of Directors;

g) Deciding on salaries, bonuses, and other benefits for employees in the Company, except for management positions under the authority of the Board of Directors;

h) Proposing dividend payment plans or handling business losses;

i) Suggesting measures to improve the Company's operations and management;

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

k) Within the scope of his/her duties and powers, the General Director may delegate to other individuals or organizations the performance of tasks related to his/her duties and powers as needed at any given time;

1) Other rights and obligations as prescribed by law, the Articles of Association, the internal regulations on company governance, and according to resolutions of the Board of Directors and the employment contract signed with the Company.

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

*(Based on the provisions of Clause 5, Article 162 of the Enterprise Law; Clauses 3 and 4, Article 35 of the Company Charter)*

1. The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The appointment may expire based on the provisions of the labor contract. The General Director or General Manager must meet the following standards and conditions:

- a) Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
- b) Must not be related to the business manager, the Company's Supervisor, or the parent company; the representative of state capital, or the representative of enterprise capital in the Company and the parent company;
- c) Possess professional qualifications and experience in the company's business management.

2. The General Director and their related parties are not permitted to simultaneously hold the position of General Director/Director in businesses related to the Company's line of business.

**Article 77. Nomination and Candidacy for the General Director**

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

**Article 78. Appointment, dismissal, signing of contracts, and termination of contracts for the General Director**

*(Based on Clauses 1 and 6 of Article 35 of the Company Charter)*

1. The Board of Directors appoints one (01) member of the Board of Directors or hires another person to be the General Director.

2. The Board of Directors may dismiss the General Director when a majority of the Board members with voting rights present at the meeting approve.

a) The General Director may be dismissed by the Board of Directors in the following cases:

- Due to work needs, personnel transfers or rotations of the Company;
- Due to health reasons preventing continued work;
- Other cases as stipulated by the Board of Directors.

b) The General Director may be dismissed by the Board of Directors in the following cases:

- Failure to fulfill duties or violation of the Company's internal rules and regulations;
- Violation of the law but not to the extent of being prosecuted criminally or requiring termination of the employment contract;
- Other cases as stipulated by the Board of Directors.

3. The Board of Directors has the authority to sign/terminate contracts and decide on the terms of labor contracts as stipulated in Point i, Clause 2, Article 27 and Article 35 of the Company Charter.

**Article 79. Notification of Appointment, Dismissal, Contract Signing, and Contract Termination of the General Director**

After the decision to elect, dismiss, or remove the General Director is made, the Company is responsible for disclosing the information internally and to relevant agencies, through mass media, and on the Company's website in accordance with the procedures and regulations of current law.

**Article 80. Salary and Other Benefits of the General Director**

*(Based on Clauses 3 and 4, Article 34 of the Company Charter)*

1. The General Director is paid a salary and bonuses. The General Director's salary and bonuses are determined by the Board of Directors.

2. The General Director's salary is included in the Company's business expenses in accordance with the law on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting

**CHAPTER VI: OTHER ACTIVITIES**

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

**Article 81. Procedures for convening, notifying, recording minutes, and notifying the results of meetings between the Board of Directors, the Supervisory Board, and the General Director**

The procedures for convening, notifying, recording minutes, and notifying the results of meetings between the Board of Directors, the Supervisory Board, and the General Director shall be carried out in accordance with the procedures for convening Board of Directors meetings as stipulated in Section 4, Chapter 3 of these Regulations.

**Article 82. Notification of Board of Directors' Resolutions/Decisions to the Supervisory Board**

*(Based on the provisions of Clause 1, Article 171 of the Enterprise Law)*

Resolutions/Decisions and minutes of Board of Directors meetings, once issued, must be sent to the Supervisors at the same time and in the same manner as to the members of the Board of Directors.

**Article 83. Notification of Board of Directors' Resolutions/Decisions to the General Director**

Board of Directors' resolutions/decisions (with contents relating to the responsibilities, powers, and obligations of the General Director) must, after being issued, be sent to the General Director at the same time and in the same manner as to other members of the Board of Directors.

**Article 84. Board of Directors and matters requiring the Board of Directors' opinion**

*(Based on the provisions of Point h, Clause 3, Article 162 of the Enterprise Law, Article 288 of Decree No. 155/2020/ND-CP, Clause 5, Article 35, and Article 42 of the Company Charter)*

## 1. Cases for Requesting a Board of Directors Meeting

a) The Supervisory Board may request a Board of Directors meeting in the following cases:

- Upon request from a shareholder/group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law.

- When it is deemed that the Supervisor's right to access information and documents related to the Company's operations is not fully exercised in accordance with current law and the Company's Charter;

- When a violation of the law or the Company's Charter is discovered by a member of the Board of Directors, the General Director, and other business executives after having notified the Board of Directors in writing as stipulated in Clause 13, Article 42 of the Company's Charter, but the violator has not ceased the violation or taken remedial action;

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

- When it is deemed that the General Director's rights as stipulated in Article 35 of the Company Charter are not being exercised;

- When violations of the law or the Company Charter by other business executives are discovered after written notification has been given to the Board of Directors, but the offending party has not ceased the violation or taken remedial action;

2. Issues on which the General Director needs to seek the Board of Directors' opinion:

a) Proposals to the Board of Directors regarding the organizational structure and internal management regulations of the Company;

b) Proposals for dividend payment or handling of business losses;

c) Suggestions for measures to improve the Company's operations and management;

d) Other matters deemed to be in the best interests of the Company.

### **Article 85. General Director's Report to the Board of Directors on the Performance of Assigned Duties and Powers**

*(Based on the provisions of Appendix IV of Circular No. 96/2020/TT-BTC, Clause 5, Article 35 of the Company Charter)*

1. Reporting on the implementation of resolutions of the Board of Directors and the General Meeting of Shareholders, the business plan and investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;

2. Periodically, on a quarterly and annual basis, report on the financial situation and business performance of the Company;

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

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

5. Report on the implementation of other matters authorized by the Board of Directors and the General Meeting of Shareholders;

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

**Article 86. Review of the Implementation of Resolutions and Other Authorizations of the Board of Directors to the General Director**

Based on the General Director's report on the performance of assigned duties and powers as stipulated in Article 75 of these Regulations, the Board of Directors will review the results of the implementation of resolutions and other authorizations of the Board of Directors to the General Director.

**Article 87. Issues that the General Director must report, provide information on, and the method of notification to the Board of Directors and the Supervisory Board**

*(Based on the provisions of Clause 3, Article 291 of Decree No. 155/2020/ND-CP, Article 35, Clause 3, Article 45, and Article 47 of the Company Charter)*

1. Issues that the General Director must report, provide information on, and the method of notification to the Board of Directors are in accordance with Article 27, Article 35 of the Company Charter and Article 84 of this Regulation.

2. Contents as per Article 84 of this Regulation;

3. The General Director is obligated to notify the Board of Directors of transactions between the Company, its subsidiaries, and other companies in which the Company holds control of more than fifty percent (50%) of the charter capital with the respective entity or with related parties of that entity as prescribed by law.

4. Other matters requiring the opinion or report to the Board of Directors must be submitted at least seven (07) working days in advance, and the Board of Directors will respond within seven (07) working days.

5. In the case of approving contracts and transactions as stipulated in Clause 1, Article 167 of the Enterprise Law and with a value less than thirty-five percent (35%) of the total value of the enterprise's assets as recorded in the most recent financial statement or another smaller percentage or value as stipulated in the Company's Charter, the Company representative signing the contract or transaction must notify the Board of Directors and the Supervisory Board members about the parties involved in that contract or transaction and send a draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15) days from the date of receiving the notification, unless the Company's Charter stipulates a different period; Board of Directors members with interests related to the parties in the contract or transaction do not have the right to vote.

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

a) Reports from the General Director to the Board of Directors or other documents issued by the Company shall be sent to the Supervisors at the same time and in the same manner as to members of the Board of Directors.

b) The General Director and other business executives must provide complete, accurate, and timely information and documents on the management, operation, and business activities of the Company as requested by the Supervisors or the Supervisory Board, except for information related to the Company's trade secrets.

c) The method of notification to the Supervisory Board shall be the same as that for the Board of Directors.

**Article 88. Coordination of control, management, and supervision activities among members of the Board of Directors, the Auditors, and the General Director according to the specific tasks of the aforementioned members**

1. Coordination of activities between the Supervisory Board and the Board of Directors:

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

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

b) During Supervisory Board meetings, the Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing organizations to attend and answer questions that need clarification;

c) The Supervisory Board's periodic and unscheduled inspections must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the Board of Directors to provide additional basis for the Board of Directors in managing the Company. Depending on the level and results of the inspection, the Supervisory Board must discuss and reach a consensus with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the Supervisory Board may reserve its opinion and record it in the minutes, and the Head of the Supervisory Board is responsible for reporting to the next General Meeting of Shareholders;

d) In case the Supervisory Board discovers violations of the law or violations of the Company's Charter by members of the Board of Directors, the Supervisory Board shall notify the Board of Directors in writing within forty-eight (48) hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences;

e) The Supervisory Board is obligated to inform the Board of Directors of transactions between the Company, its subsidiaries, and other companies in which the Company holds control of more than fifty percent (50%) of the charter capital with the same entity or with related parties of that entity as prescribed by law;

f) For recommendations related to the Company's operational and financial situation, the Supervisory Board must send the written document along with relevant documents at least fifteen (15) days before the expected date of receiving the response;

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

h) The Board of Directors shall create favorable conditions for the Supervisory Board to exercise its rights and obligations.

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

The Supervisory Board has the function of inspection and supervision.

a) In meetings of the Supervisory Board, the Supervisory Board has the right to request the General Director (at the same time requesting members of the Board of Directors, the General Director and representatives of the approved auditing organization) to attend and answer questions that need clarification and issues of concern to the Supervisors;

b) The Supervisory Board's periodic and unscheduled inspections must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the General Director to provide additional basis for assisting the General Director in the management of the

Company. Depending on the level and results of the inspection, the Supervisory Board must discuss and reach a consensus with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the Supervisory Board may authorize the General Director to reserve his opinion and record it in the minutes, and the Head of the Supervisory Board is responsible for reporting to the nearest General Meeting of Shareholders;

c) The Supervisory Board member has the right to request the General Director to facilitate access to records and documents related to the Company's business operations (excluding information classified as trade secrets) at the Head Office or where the records are stored, for the purpose of performing assigned duties of the Supervisory Board member, if approved by the Supervisory Board. The procedure for requesting information is stipulated in the Supervisory Board's operating regulations. The person receiving the information is responsible for maintaining the confidentiality of the information provided and using it only for the assigned work.

d) For information and documents on business management and operation, business performance reports, and financial reports, the Supervisory Board's request for information must be sent to the Company at least forty-eight (48) working hours before the expected time of receiving a response. The Supervisory Board is not allowed to use information that has not been authorized for publication of the Company or disclose it to others to carry out related transactions;

e) The Supervisory Board's recommendations on measures to amend, supplement, and improve the organizational structure for managing, supervising, and operating the Company's business must be sent to the General Director at least seven (07) working days before the expected date of receiving a response;

f) The General Director shall facilitate the Supervisory Board in exercising its rights and obligations.

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

a) When there is a proposal for the organizational structure and internal management regulations of the Company, the General Director shall send it to the Board of Directors as soon as possible but not less than seven (07) days before the date on which that content needs to be decided;

b) The General Director shall report annually to the Board of Directors on matters related to employees and business managers;

c) The General Director shall report annually to the Board of Directors on matters related to the Company's relationship with trade unions in accordance with best management standards, practices and policies, practices and policies stipulated in the Company Charter, Company regulations and current legal regulations;

d) The General Director is obligated to inform the Board of Directors of transactions between the Company, its subsidiaries, and other companies in which the Company holds control of more than fifty percent (50%) of the charter capital with the same entity or with related parties of that entity as prescribed by law;

e) Other matters requiring consultation as prescribed in Clause 2, Article 84 of this Regulation must be submitted to the Board of Directors at least seven (07) working days before the expected date of receiving a response from the Board of Directors.

**ITEM 2: REGULATIONS ON ANNUAL EVALUATION OF REWARDS AND DISCIPLINARY ACTIONS FOR MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, GENERAL DIRECTOR, AND OTHER ENTERPRISE EXECUTIVES**

**Article 89. Regulations on evaluating the performance of Board Members, Supervisors, General Director and other executives**

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

2. Performance evaluation criteria must harmonize the interests of business executives with the long-term interests of the Company and shareholders. The financial and non-financial indicators used in the evaluation are carefully considered and decided upon by the Board of Directors at each given time. Non-financial indicators may include: the interests of stakeholders, operational efficiency, progress and improvements achieved, etc...

3. Annually, based on assigned functions and duties, established evaluation standards/achieved results, the Board of Directors conducts a performance evaluation of its members.

4. The evaluation of the Supervisors' performance is conducted according to the methods outlined in the organizational structure and operation of the Supervisory Board.

5. The evaluation of other executives' performance is carried out according to internal regulations or may be based on self-assessments by these executives.

**Article 90. Awards and Commendations**

1. The Board of Directors or the Compensation and Benefits Subcommittee (if any) is responsible for developing the reward policy. Rewards are based on performance evaluations as stipulated in Article 89 of these Regulations.

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

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

4. For business executives: the bonus funds are drawn from the Company's reward and welfare fund and other legitimate sources. The bonus amount is based on the actual annual business results; the General Director will propose it to the Board of Directors for approval. In cases exceeding the General Director's authority, it will be submitted to the General Meeting of Shareholders for approval.

**Article 91. Discipline**

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

2. Members of the Board of Directors, Supervisory Board members, and business executives who fail to perform their duties as required with honesty, diligence, and care will be held personally responsible for any damages caused.

3. Members of the Board of Directors, Supervisors, and business executives who, while performing their duties, violate legal regulations or company regulations will be subject to disciplinary action, administrative penalties, or criminal prosecution depending on the severity of the violation, in accordance with the law and the Company's Articles of Association. In cases where damage is caused to the interests of the Company, shareholders, or other parties, compensation will be required in accordance with the law.

## **CHAPTER VII: AMENDMENTS TO THE REGULATIONS ON CORPORATE GOVERNANCE**

### **Article 92. Supplementing and amending the Regulations on Corporate Governance**

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

2. In the event that there are legal provisions related to the Company's operations not addressed in these Regulations, or in the event that new legal provisions differ from the provisions in these Regulations, those legal provisions shall automatically apply and govern the Company's operations.

## **CHAPTER VIII: EFFECTIVE DATE**

### **Article 93. Effective Date**

1. This Regulation, comprising 8 Chapters and 93 Articles, was unanimously approved by the Extraordinary General Meeting of Shareholders of Navetco Central Veterinary Pharmaceutical Joint Stock Company on June 18, 2026, and its full text was also accepted as effective.

2. This Regulation is the sole and official regulation of the Company.

3. Copies or extracts of the Company's Governance Regulation must be signed by the Chairman of the Board of Directors.

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



**TRẦN TUẤN KHANH**