

Thai Nguyen, 20 April, 2025

**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE
TNG INVESTMENT AND TRADING JOINT STOCK COMPANY**

Pursuant to the Law on Securities dated November 26, 2019;

Pursuant to the Law on Enterprises dated June 17, 2020;

Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of TNG Investment and Trading Joint Stock Company;

Pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders No. 162/2025/NQ-ĐHĐCĐ April 20, 2025.

The Board of Directors promulgates the Internal Regulation on corporate governance of TNG Investment and Trading Joint Stock Company.

The internal regulations on corporate governance of TNG Investment and Trading Joint Stock Company include the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1.1. Scope of regulation: The internal regulation on corporate governance stipulates the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors and the General Director; the order and procedures for meetings of the General Meeting of Shareholders; nomination, candidacy, election, dismissal and dismissal of members of the Board of Directors, General Director and other activities as prescribed in the company's Charter and other current provisions of law.

1.2. Subjects of application: This Regulation applies to members of the Board of Directors, the General Director and related persons.

Article 2. Glossary

Unless the context provides otherwise, the terms defined in the Articles of Association shall have the same meanings as those provided in this Regulation.

Chapter II

GENERAL MEETING OF SHAREHOLDERS

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

3.1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company.

3.2. Rights and obligations of the General Meeting of Shareholders: According to the Company's Charter and current laws.

Article 4. Order and procedures for the General Meeting of Shareholders to approve resolutions in the form of voting at the General Meeting of Shareholders

4.1. Competence to convene the General Meeting of Shareholders

4.1.1. Convening the Annual General Meeting of Shareholders:

The Board of Directors shall convene the Annual General Meeting of Shareholders and select a suitable venue in the territory of Vietnam, decide to meet in one of the forms: face-to-face conference, online conference or face-to-face conference combined with online.

4.1.2. Convening an extraordinary General Meeting of Shareholders:

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

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

(ii) The number of remaining members of the Board of Directors is less than the minimum number of members as prescribed by law;

(iii) At the request of shareholders or groups of shareholders owning 05% or more of the total ordinary shares in the cases specified in the Company's Charter and current laws; the request for convening the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, having sufficient signatures of relevant shareholders or a written request to be made in many copies and gathering all signatures of relevant shareholders;

(iv) Other cases as prescribed by law and the company's charter.

b) In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders within the time limit prescribed in the Company's Charter, within the next 30 days, the shareholder or group of shareholders owning 05% or more of the total ordinary shares may request the Company's representative to convene a meeting of the General Meeting of Shareholders in accordance with the Law on Enterprises and the Company's Charter.

4.2. Notification of convening the meeting and making a list of shareholders entitled to attend the meeting

4.2.1. Before the meeting of the General Meeting of Shareholders, the convener of the General Meeting of Shareholders must hold a meeting to decide on matters related to the meeting of the General Meeting of Shareholders such as the assignment of preparatory and

organizational tasks to the departments, the Company's professional department. Accordingly, the Organizing Committee of the General Meeting of Shareholders ("**the Organizing Committee**") will be established to prepare and implement the work for the General Meeting of Shareholders. In addition, the convener of the General Meeting of Shareholders must determine the closing date of the list of shareholders attending ("**the last date of registration**"), the date of the expected meeting and the place and form of the expected meeting as a basis for making the list of shareholders entitled to attend the meeting.

4.2.2. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 days before the date of sending the invitation to the General Meeting of Shareholders.

4.2.3. The compilation of the list of shareholders entitled to attend the meeting shall be carried out as follows:

a) The convener of the General Meeting of Shareholders shall prepare and send a dossier of notice of exercise of rights to the Vietnam Securities Depository and Clearing Corporation ("VSDC") to request VSDC to make and send to the Company a list of shareholders owning the Company's shares on the last registration date.

b) The dossier of request for VSDC to make a list of shareholders entitled to attend the meeting shall comply with VSDC's regulations and/or guidelines issued and take effect at the time of requesting the making of a list of shareholders entitled to attend the meeting.

4.3. Notice of finalization of the list of shareholders entitled to attend the General Meeting of Shareholders

The convener of the General Meeting of Shareholders must disclose information on the compilation of the list of shareholders entitled to attend the meeting at least 20 days before the expected final registration date.

4.4. Notice of invitation to the General Meeting of Shareholders

4.4.1. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders on the list of shareholders entitled to attend the meeting at least [21 days] before the opening date of the meeting (counting from the date on which the notice is duly sent or transmitted).

4.4.2. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders on the list of shareholders entitled to attend the meeting by a valid method (which can be sent by post/courier, email, telephone message or by other means of communication to ensure that the contact address of the shareholders is reached), and at the same time publish on the website of the Company and the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading.

4.4.3. The notice of invitation to the meeting shall include the following principal contents:

a) Name, address of the head office, enterprise code of the company;

b) Name and contact address of the shareholder (shown directly on the notice of invitation to the meeting or on the package containing the notice of invitation to the meeting sent to the shareholder).

c) Time and place of the meeting;

d) Requirements for meeting participants to ensure the successful conduct of the meeting;

e) The link to all meeting documents (in case the meeting documents are not enclosed with the notice of invitation to the meeting).

4.4.4. The agenda of the General Meeting of Shareholders, documents related to issues to be voted on at the general meeting shall be sent to shareholders or/and posted on the Company's website, including:

a) The meeting program and documents used in the meeting;

b) List and detailed information of candidates in case of election of members of the Board of Directors;

c) Ballot cards/ballot papers and ballot papers (if there is an election by secret ballot);

d) Draft resolutions of the General Meeting of Shareholders for each issue in the meeting agenda.

4.5. Program and contents of the meeting of the General Meeting of Shareholders

4.5.1. Preparation of programs and contents of the General Meeting of Shareholders

a) The convener of the General Meeting of Shareholders must prepare the agenda and contents of the meeting.

b) The agenda of the meeting must clearly define the expected time for each procedure of the meeting and each issue in the content of the meeting.

c) The contents of the meeting ("Agenda") must be matters under the competence of the General Meeting of Shareholders, enclosed with explanatory documents, explanations, proposals and reports related to the Agenda or detailed information of the candidates in case the General Meeting of Shareholders elects members of the Board of Directors.

d) The agenda of the General Meeting of Shareholders must be sent to all shareholders entitled to attend the meeting in the manner specified in Article 4.4.4 of this Regulation.

4.5.2. Shareholders' proposals to be included in the meeting agenda

a) Shareholders or groups of shareholders owning [5%] or more of the total number of ordinary shares have the right to propose the issue to be included in the agenda of the General Meeting of Shareholders. The petition must be in writing and sent to the company no later than [03] working days before the opening date. The petition must clearly state the name of the shareholder, the number of each type of share of the shareholder, and the issue of the proposal to be included in the meeting agenda.

b) In case the convener of the General Meeting of Shareholders rejects the proposal specified in Article 4.5.2(a) of this Regulation, at least [02] working days before the opening date of the meeting, the General Meeting of Shareholders must reply in writing

clearly stating the reason. The convener of the General Meeting of Shareholders may only reject the proposal if it falls into one of the following cases:

- (i) The petition is sent in contravention of Article 4.5.2(a) of this Regulation;
- (ii) At the time of petition, the shareholder or group of shareholders does not hold enough [5%] of ordinary shares or more as prescribed in the company's charter;
- (iii) The issue of the proposal does not fall under the decision-making authority of the General Meeting of Shareholders;
- (iv) Other cases as prescribed in the company's charter.

c) The convener of the General Meeting of Shareholders must accept and include the proposal specified in this Article 4.5.2 in the tentative agenda and contents of the meeting, except for the case specified in Article 4.5.2(b) of this Regulation; and at the same time post the contents of the proposal and meeting documents related to this proposal on the Company's website for the Company's shareholders monitor and consider. The proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

4.6. The authorization of representatives to attend the General Meeting of Shareholders

4.6.1. Shareholders and authorized representatives of shareholders being organizations that may directly attend the meeting or authorize one or several other individuals or organizations to attend the meeting ("**Authorized Person to attend the meeting**") or attend the meeting through one of other valid forms, depending on and the form of the meeting of the General Meeting of Shareholders shall be decided by the convener of the General Meeting of Shareholders under this Regulation.

4.6.2. The person authorized to attend the meeting is not required to be a Shareholder. In addition, Shareholders and authorized representatives of shareholders are organizations that can authorize members of the Board of Directors of TNG Investment and Trading Joint Stock Company to represent themselves to attend the General Meeting of Shareholders.

4.6.3. The authorization of the Authorized Person to attend the General Meeting of Shareholders under the provisions of Article 4.6.1 of this Regulation must be made in writing in one of the following forms:

- a) A paper copy;
- b) Electronic data: email, phone message, zalo message, authorization through the Company's website system;
- c) Other valid forms prescribed by the Board of Directors.

In case the authorization document is created, confirmed, sent to the Company via email, phone message, zalo message or confirmed by QR code sent to email/phone number/zalo, this email and phone number (zalo is generated from the phone number) must be the email and contact phone number of the Shareholder registered with the Securities Depository and Clearing Corporation Vietnam. Shareholders are responsible for registering, managing and

using the Shareholders' email and contact phone number at the Vietnam Securities Depository and Clearing Corporation and assume that the creation, confirmation, sending authorization to the Company, confirming QR codes through emails, this phone number, zalo is the owner (made by the Shareholders themselves or with the valid consent and authorization of the Shareholders).

4.6.4. The power of attorney is not required to follow the form of the Company, but must ensure that it is made in accordance with the provisions of the civil law, must clearly state the name of the authorized individual or organization and the number of authorized shares, and must present the power of attorney when carrying out the procedures for registering for the meeting or can be sent to the Organizing Committee of the General Meeting before the opening of the congress.

4.6.5. In case an organization or individual is authorized by the Shareholder/Authorized Representative of the Shareholder to attend the meeting but is allowed to re-authorize and wishes to re-authorize another person to attend the meeting ("**Participant**"), in addition to the written authorization, the meeting attendee must present/send to the Company the initial authorization document of the Shareholder/Authorized representative of the shareholder being an organization (if not previously registered with the Company) at the latest when registering to attend the meeting before the opening time of the General Meeting.

4.6.6. Shareholders/authorized representatives of shareholders who are organizations that terminate the authorization, cancel the authorization or change the authorized person attending the meeting must notify the Company in writing before the opening date of the general meeting.

4.6.7. The ballot papers of persons authorized to attend meetings within the scope of authorization shall remain valid when one of the following cases occurs:

- a) The authorizer has died, has limited civil act capacity or has lost civil act capacity;
- b) The authorizer has canceled the appointment of authorization;
- c) The authorizer has canceled the authority of the person performing the authorization.

This clause does not apply in case the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

4.6.8. Based on this Regulation, the Company's Charter, relevant provisions of law and the actual form of meeting and voting at the selected General Meeting of Shareholders, the Board of Directors has the right to promulgate the Regulation on organization of the General Meeting of Shareholders, detailed regulations/guidance on the form of authorization, the method of creating and sending the authorization as well as the detailed requirements related to the authorization to attend the meeting and vote at the General Meeting of Shareholders.

4.7. How to register to attend the General Meeting of Shareholders

4.7.1. Shareholders or persons authorized to attend the meeting may register to attend the General Meeting of Shareholders before the opening date in various forms, provided that such registration is made within the time limit specified in the Notice of invitation to the General Meeting of Shareholders and/or according to the Detailed Notice/Guidance of the Board of Directors.

4.7.2. In case of pre-registration, the shareholders and the Authorized Person attending the meeting must still bring and present their identity papers, authorization documents (if they have not been sent to the Company in a valid form) and relevant papers necessary to the Organizing Committee of the General Meeting for inspection. compare and register at the place where the congress is held.

4.7.3. In case shareholders do not register to attend the meeting before the opening day, they can still register to attend the meeting in person.

4.7.4. Before the opening of the meeting, the Organizing Committee of the General Meeting must carry out the procedures for registering shareholders to attend the meeting. The Board of Directors or the Organizing Committee of the General Meeting shall assign one or several persons to conduct a private inspection of the Shareholders (the **"Shareholder Qualification Examination Committee"**). Shareholders or persons authorized to attend the meeting of the General Meeting of Shareholders shall carry out registration procedures at the registration desk before attending the meeting and sign for confirmation in the prepared list of shareholders to attend.

4.7.5. The Shareholder Qualification Examination Board shall check the shareholder status when the Shareholder or the Authorized Person attends the meeting to carry out the procedures for registration for attendance. Based on the list of shareholders entitled to attend the general meeting, the Shareholder Qualification Examination Committee will compare the personal papers of the Shareholders or the Authorized Person to attend the meeting, check the invitation letter and authorization document (if any). In case the Shareholder or the Authorized Person attending the meeting fails to meet the requirements on shareholder status, the Shareholder Qualification Examination Board has the right to refuse to attend the general meeting of the Shareholder or the Authorized Person to attend such meeting.

4.7.6. Shareholders or persons authorized to attend meetings after the meeting has been opened may still register to attend and have the right to vote immediately after registration. In this case, the validity of the previously voted contents shall not change.

4.7.7. When registering to attend the General Meeting of Shareholders, based on the meeting documents that have been sent together with the invitation letter and/or posted on the Company's website, the Shareholders are responsible for declaring in detail and truthfully the relevant interests of the Shareholders to the contents of the General Meeting of Shareholders meeting agenda for the Board to count the votes consider and remove the voting votes of this Shareholder (in case this Shareholder still participates in voting) when counting votes. In case a shareholder fails to declare or makes an inaccurate and truthful

declaration about the relevant interests of that shareholder and the contents of the meeting agenda and causes damage to other shareholders and/or the Company, such shareholder must take full responsibility before the law and compensate for all damages caused by the Company and/or the shareholders other people have to bear (if any).

4.8. Conditions for conducting the General Meeting of Shareholders

4.8.1. The meeting of the General Meeting of Shareholders shall be conducted when the number of Shareholders and Authorized Persons attending the meeting represents more than [50%] of the total number of votes.

4.8.2. At the end of [60 minutes] from the time of fixing the opening of the congress but still not meeting the conditions for conducting the meeting as prescribed in Article 4.8.1 of this Regulation, the meeting convener must cancel the meeting according to the expected schedule notified. The notice of invitation to the second meeting shall be sent within [30] days from the scheduled date of the first meeting. The second General Meeting of Shareholders is conducted when the number of shareholders attending the meeting represents [33%] of the total number of votes or more.

4.8.3. At the end of [60 minutes] from the time of fixing the opening of the General Meeting but still not meeting the conditions for conducting the second meeting as prescribed in Article 4.8.2 of this Regulation, the meeting convener must cancel the meeting according to the notified schedule. The notice of invitation to the third meeting must be sent within [20] days from the scheduled date of the second meeting. The Third General Meeting of Shareholders is conducted regardless of the total number of votes of shareholders attending the meeting.

4.8.4. In case of convening the second and third meetings, the convener of the General Meeting of Shareholders does not need to re-make the list of shareholders entitled to attend the meeting and may use the list provided by the Vietnam Securities Depository and Clearing Corporation in the convening of the first meeting.

4.8.5. The agenda and contents of the second and third meetings shall remain the same as those prepared for the first meeting.

4.9. Forms of approval of resolutions of the General Meeting of Shareholders

4.9.1. The General Meeting of Shareholders discusses and votes on each issue in the program. The vote shall be conducted by voting in favor, disapproval and no opinion. The results of the vote counting shall be announced by the chairman or members of the Vote Counting Committee immediately before the closing of the meeting.

4.9.2. The voting for the election of members of the Board of Directors must be carried out by the method of accumulating votes. In case of wishing to vote for the election of members of the Board of Directors by a method other than the method of accumulating votes, the voting by such method must be approved by the number of shareholders owning more than [50%] of the total number of votes of all shareholders attending and voting at the meeting before electing members of the Board of Directors.

4.10. How to vote

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This document is published simultaneously in Vietnamese and English. In case there is a difference or a different interpretation between the Vietnamese and English versions, the Vietnamese text will be applied.

4.10.1. Based on the form of the General Meeting of Shareholders selected by the Board of Directors and the contents and issues to be voted on, the Board of Directors shall select and prescribe the voting method ("**voting method**") at the General Meeting by one or a combination of the following methods:

- a) Voting/direct voting: By secret ballot or by raising their hands to vote at face-to-face conferences;
- b) Voting/electronic voting: Voting/voting on the electronic voting/voting system applied at the Congress;
- c) Remote voting/voting: Sending the ballot to the meeting by mail, fax or email;
- d) Voting/Voting by other valid methods according to the statutes/regulations/guidelines issued by the Board of Directors.

4.10.2. In case the General Meeting elects members of the Board of Directors, if the person presiding over the voting does not organize the voting according to the ordinary method of accumulating votes prescribed by law but applies a method other than the method of accumulating votes, the application of this other method must be voted on by the General Meeting of Shareholders before the election and may only be applied when shareholders own more than [50%] of the total number of votes of all shareholders attending the meeting and voting at the meeting in favor.

4.10.3. The form of election card and/or ballot or ballot (if elected as a member of the Board of Directors) shall be published on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading together with the notice of invitation to the meeting. The contents of the ballot cards and/or ballot papers and ballot papers depend on the agenda, meeting contents, voting methods/methods selected to be applied at the Congress in accordance with the provisions of this Regulation.

4.10.4. When registering shareholders, depending on the agenda of the meeting and the form/method of voting on issues at the General Meeting, the Organizing Committee of the General Meeting shall issue 01 Voting Card and/or 01 Voting Slip and 01 Voting Ballot (in case the General Meeting of Shareholders elects members of the Council) administration). Voting cards, ballot papers, and ballot papers show the main information of shareholders/persons authorized to attend the meeting, including: Names of shareholders/persons authorized to attend the meeting, ownership registration number, number of shares (ownership and representative) to serve the ballot type. The contents of the Ballot Cards, Ballot Papers, and Election Cards depend on the content of the Congress program and the form/method of voting corresponding to each issue to be voted on.

4.10.5. In order to avoid cases of conflict of interest, Shareholders with related interests or persons who are related in statutory cases will not participate in voting on issues and contents for which such Shareholders do not have the right to vote. For the contents of other matters, that shareholder still has the right to vote normally.

4.10.6. The Board of Directors shall promulgate and detail the voting method in the Regulations on Organization of the General Meeting of Shareholders, the Regulations and/or the voting/election guidelines in accordance with the form of meeting and voting at the selected General Meeting, this Regulation and the Company's Charter.

4.11. How to count votes

4.11.1. The General Meeting of Shareholders shall elect one or several persons to the Counting Committee at the request of the Chairman of the meeting. The number of members and structure of the Vote Counting Committee shall be prescribed by the Board of Directors in the Regulation on organization of the General Meeting of Shareholders, of which at least 01 member is an independent member of the Board of Directors, 01 member is a shareholder who does not hold a management position of the Company. The Chairman shall base on the provisions of the Regulation to introduce members and propose the General Meeting of Shareholders for approval.

4.11.2. The Vote Counting Board has the following rights and obligations:

- a) Instruct shareholders/representatives of shareholders attending the meeting on how to vote and vote at the General Meeting.
- b) Counting of votes and election ballots.
- c) Make and announce the record of vote counting before the Congress.
- d) Hand over the vote counting record and all voting papers and election papers (if any) to the Congress Organizing Committee.
- e) Take responsibility for the truthfulness and accuracy of vote counting results.

4.11.3. The Vote Counting Committee shall examine the ballots/ballots, supervise the direct voting by holding up the ballot card/raise your hand to vote (if any) and summarize the following contents:

- a) The number of shareholders (or the number of shareholders directly attending the General Meeting and authorized representatives attending the General Meeting) who have participated in voting and the total number of voting votes;
- b) The number of valid and invalid ballot papers;
- c) The total number of votes "in favor", "disapproval" or "no opinion" on each issue;
- d) Results of election of members of the Board of Directors.

4.11.4. The convener of the General Meeting of Shareholders has the right to use electronic and automatic software with the application of barcodes, QR codes and/or other identification technologies to carry out the vote counting in order to ensure the accuracy and shorten the time of vote counting. The convener of the General Meeting of Shareholders shall be responsible for the use of these devices, tools and software.

4.11.5. All members of the Vote Counting Committee shall be jointly responsible for the results of the vote counting.

4.12. Conditions for the adoption of resolutions

4.12.1. Contents and issues in the agenda of the General Meeting of Shareholders shall be approved if they meet the approval rate as prescribed in the Company's Charter and relevant laws.

4.12.2. In addition, the General Meeting shall approve the draft Resolution of the General Meeting of Shareholders and the Minutes of the General Meeting of Shareholders before the end of the General Meeting of Shareholders. The approval of the draft Resolution and Minutes of the meeting will be approved by direct and public voting at the General Meeting in accordance with the Regulation on organization of the General Meeting of Shareholders and the administration of the Chairman. These contents are approved when the number of shareholders owning more than [50%] of the total votes of all shareholders attending the meeting approves.

4.13. Notification of vote counting results

4.13.1. After conducting the vote counting for all matters to be voted on, the Vote Counting Committee shall make a Record of vote counting and notify the results of the vote counting before the closing of the meeting (except for the content of approving the full text of the draft Resolution and the Minutes of the General Meeting of Shareholders, which will be publicized by the Presiding Committee/Vote Counting Committee verbally at the Congress and recorded in the Record of Vote Counting to publicize the full text of the Minutes after the closing of the meeting).

4.13.2. A record of vote counting shall include the following contents:

- a) Time and place of vote counting;
- b) Composition of the Vote Counting Committee;
- c) The total number of shareholders (or the number of shareholders directly attending and authorized representatives attending the General Meeting) participating in the voting and the total number of their votes;
- d) The total number of votes for each issue in the meeting agenda, the number of valid votes, invalid, in favor, against and without opinions; the corresponding ratio to the total number of votes of shareholders attending and voting at the meeting;
- e) Issues that have been approved and the corresponding percentage of votes passed.

4.13.3. The head of the vote counting committee must sign the vote counting record and take responsibility for the truthfulness and accuracy of the contents of the record.

4.13.4. The vote counting record must be published on the Company's website within [24 hours] from the time of customs clearance of the Resolution of the General Meeting of Shareholders.

4.14. How to oppose a resolution of the General Meeting of Shareholders

4.14.1. During the General Meeting of Shareholders, shareholders may express their disapproval and use their corresponding number of votes to carry out the veto or may not participate in the voting.

4.14.2. Shareholders who have voted not to approve the resolution on the reorganization of the company or change the rights and obligations of shareholders specified 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 price to be sold, and the reason for requesting the company to repurchase. The request must be sent to the company within [10 days] from the date the General Meeting of Shareholders approves the resolution on the matters specified in this Clause.

4.14.3. Within [90 days] from the date of receipt of the resolution or minutes of the meeting of the General Meeting of Shareholders, shareholders or groups of shareholders owning [5%] or more of the total number of ordinary shares may request the Court or Arbitration to consider or annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

a) The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the company's charter, except for cases where the Resolution of the General Meeting of Shareholders passed by 100% of the total number of shares with voting rights is lawful and effective even if the order and procedures for convening meetings and passing such resolutions violate the provisions of this Law and the company's charter.

b) The content of the resolution on violation of law or the company's charter.

4.14.4. In case a shareholder or group of shareholders requests the Court or the Arbitrator to annul the resolution of the General Meeting of Shareholders as prescribed in Article 4.14.3 of this Regulation, such resolution shall remain in force until the Court's decision to annul such resolution. The arbitration takes effect, unless the provisional emergency measure is applied under the decision of the competent authority.

4.15. Making minutes of the General Meeting of Shareholders:

4.15.1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded in audio or recorded and stored in other electronic forms. The minutes have the following principal contents:

a) Name and address of the head office, enterprise identification number;

b) Time and place of the General Meeting of Shareholders;

c) Meeting agenda and meeting contents;

d) Full name of the chairman and secretary;

dd) Summarize the progress of the meeting and comments at the meeting of the General Meeting of Shareholders on each issue in the meeting agenda;

e) The number of shareholders and the total number of votes of the shareholders attending the meeting, the appendix to the list of registered shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;

g) The total number of votes for each voting issue, clearly stating the voting method, the total number of valid votes, invalid, in favor, against and without opinions; the corresponding ratio to the total number of votes of shareholders attending and voting at the meeting;

h) The approved issues and the corresponding percentage of approved votes;

i) Full name and signature of the chairman and secretary. In case the chairperson or secretary refuses to sign the minutes of the meeting, this minutes shall take effect if they are signed by all other members of the Board of Directors attending the meeting and have all the contents as prescribed in this Clause. The minutes of the meeting clearly state that the chairman and secretary refused to sign the minutes of the meeting.

4.15.2. Minutes of the General Meeting of Shareholders must be made in Vietnamese and English. Minutes made in Vietnamese and English have the same legal effect. In case there is a difference in the contents of the minutes in Vietnamese and in English, the contents of the minutes in Vietnamese shall apply.

4.15.3. The minutes of the meeting of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons who sign the minutes of the meeting must be jointly and severally responsible for the truthfulness and accuracy of the contents of the minutes.

4.15.4. The minutes of the General Meeting of Shareholders must be posted on the Company's website within [24 hours] from the time of approval.

4.16. Announcement of the Resolution of the General Meeting of Shareholders

4.16.1. The Resolution of the General Meeting of Shareholders takes effect from the date of adoption or from the effective date stated in such resolution.

4.16.2. Resolutions, Minutes of the General Meeting of Shareholders and documents attached to the Resolution and Minutes of the meeting (if any) must be posted on the Company's website and must be disclosed in accordance with law within [24 hours] from the time of issuance.

4.16.3. The Resolution of the General Meeting of Shareholders, the Minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting, the written authorization to attend the meeting, all documents attached to the Resolution, the Minutes (if any) and other relevant documents related to the meeting of the General Meeting of Shareholders must be kept at the head office of the Company.

Article 5. Order and procedures for approving the resolution of the General Meeting of Shareholders in the form of collecting shareholders' opinions in writing

5.1. Cases in which shareholders' opinions may and may not be consulted in writing

Matters within the authority of the General Meeting of Shareholders may be approved by obtaining written opinions, except for matters specified in Clause 2, Article 147 of the Law on Enterprises. Resolutions approved by obtaining written opinions of shareholders have the same validity as resolutions approved at the General Meeting of Shareholders.

5.2. Order and procedures for collecting shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders:

5.2.1. Competence to collect shareholders' opinions in writing:

The Board of Directors has the right to collect shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders when it deems it necessary for the benefit of the Company.

5.2.2. Notice of collection of shareholders' opinions in writing:

a) When deeming that it is necessary to collect shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders, the Board of Directors shall conduct a meeting to agree on issues that need to be consulted, assign preparatory tasks and organize the consultation.

b) At the meeting, the Board of Directors must determine the purpose and issues to be consulted, and at the same time finalize the last date of registration as a basis for making the list of shareholders to be consulted in writing. These contents must be expressed by the Resolution of the Board of Directors.

c) The Board of Directors must disclose information on the closing of the list of shareholders to be consulted in writing at least [20 days] before the last registration date.

d) The written notice of the collection of shareholders' opinions must be published on the website of the Company, the State Securities Commission and the Stock Exchange of the locality where the Company is listed and registered for trading.

5.2.3. Making a list of shareholders to be consulted in writing

a) The list of shareholders to be consulted is the list of shareholders owning ordinary shares of the Company on the last registration date.

b) When deeming that it is necessary to collect shareholders' opinions in writing, based on the Resolution of the Board of Directors, the Company shall send a notification dossier to VSDC to request the preparation of a list of shareholders of the Company based on VSDC's data.

c) The dossier of request for VSDC to make a list of shareholders to be consulted shall be made in accordance with VSDC's regulations and/or guidelines issued and take effect at the time of requesting the list of shareholders to be consulted.

d) The list of shareholders to be consulted shall be made no later than [10] days before the date of sending the written shareholder opinion poll.

5.2.4. Opinion collection form and time limit for sending opinion collection form

a) The Board of Directors must prepare the opinion poll, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders with voting rights at least [10 days] before the deadline for returning the opinion poll.

b) The opinion poll must contain the following principal contents:

- (i) Name, address of the head office, enterprise code;
- (ii) Purpose of collecting opinions;
- (iii) Full name, contact address, nationality, number of legal documents of the individual for individual shareholders; name, enterprise identification number or number of legal documents of the organization, address of the head office for shareholders being organizations or full name, contact address, nationality and number of legal papers of individuals for representatives of shareholders being organizations; the number of shares of each type and the number of voting votes of shareholders;
- (iv) Issues that need to be consulted for approval;
- (v) The voting plan includes approval, disapproval and no opinion on each issue for which opinions are collected;
- (vi) The deadline for sending to the Company the feedback form has been answered. Accordingly, Shareholders must send the reply to the Company within the time limit specified in the opinion poll.
- (vii) Full name and signature of the Chairman of the Board of Directors.

5.2.5. Method of sending a poll

- a) The Board of Directors shall send the opinion form to all shareholders on the list of shareholders to be consulted by a valid method (which can be sent by post/courier, email, telephone message or by other means of communication to ensure that the contact address of the shareholders is reached).
- b) Documents explaining the draft Resolution and the contents to be consulted may be enclosed with the opinion poll or posted on the Company's website for shareholders to consider before replying to the poll.
- c) Shareholders may send the reply form to the Company by post/courier, fax or e-mail according to the following regulations:
 - (i) In case of sending a letter or opinion poll that has been answered, it must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The opinion form sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
 - b) In case of sending fax or e-mail, the opinion collection form sent to the Company must be kept confidential until the time of vote counting;
 - c) Opinion collection forms sent to the Company after the time limit specified in the contents of the opinion collection form or which have been opened in case of sending letters and disclosed in case of sending fax or e-mail are invalid.
 - d) Opinion poll slips that are not sent shall be considered as votes not to vote.

5.2.6. Counting votes and making records of vote counting

- a) The Board of Directors counts votes and makes a record of vote counting in the presence of shareholders who do not hold management positions of the Company.

b) The counting of votes shall be carried out for each issue of opinion collection and synthesis according to the voting results of "approve", "disapprove" and "no opinions" and/or the results of election of members of the Board of Directors (depending on the issue of collecting shareholders' opinions and the voting method prescribed by the Board of Directors).

c) The vote counting record must contain the following principal contents:

(i) Name, address of the head office, enterprise code;

(ii) Purpose and issues to be consulted for adoption of the resolution;

(iii) The number of shareholders with the total number of voting votes that have participated in voting, distinguishing the number of valid and invalid votes and the method of sending the voting papers, enclosed with an appendix to the list of shareholders participating in voting;

(iv) Total number of votes in favor, disapproval and no opinion on each issue;

(v) The matter that has been adopted and the corresponding rate of approval votes;

(vi) Full names and signatures of the Chairman of the Board of Directors, the vote counting person and the vote counting supervisor.

d) Members of the Board of Directors, vote counting persons and vote counting supervisors shall be jointly and severally responsible for the truthfulness and accuracy of the vote counting minutes; jointly and severally responsible for damages arising from the decisions passed due to untruthful and inaccurate vote counting.

5.2.7. Notification of vote counting results and announcement of the Resolution of the General Meeting of Shareholders

a) Based on the vote counting and results, the Chairman of the Board of Directors shall issue a Resolution of the General Meeting of Shareholders. The Resolution shall be passed in the form of written shareholder consultation if it is approved by the number of shareholders owning more than [50%] of the total number of votes of all shareholders with the right to vote in favor.

b) The minutes of vote counting and the Resolution of the General Meeting of Shareholders must be posted on the Company's website and must be disclosed as prescribed by law within [24 hours] from the end of the vote counting.

c) The reply ballot, the vote counting record, the approved Resolution and relevant documents enclosed with the ballot must be kept at the Company's head office.

5.2.8. Based on this Regulation, the Company's Charter, relevant provisions of law and the actual requirements of collecting shareholders' opinions in writing, the Board of Directors has the right to promulgate detailed Regulations, regulations/guidelines on the order and procedures for collecting shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders.

Article 6. Order and procedures for the General Meeting of Shareholders to approve resolutions in the form of online conferences

6.1. In addition to the form of holding face-to-face meetings, annual and extraordinary meetings of the General Meeting of Shareholders may be held in the form of online conferences when one of the following cases:

6.1.1. The occurrence of force majeure events, including but not limited to: natural disasters, wars, epidemics, terrorism, restrictive or prohibited decisions of the State;

6.1.2. Other objective events that the Board of Directors deems inconvenient and/or inappropriate to organize the General Meeting of Shareholders in the form of a face-to-face conference.

6.1.3. The Board of Directors shall decide to apply modern information technology so that shareholders can attend and express their opinions at the General Meeting of Shareholders through online meetings.

6.2. In case of deciding to organize a meeting of the General Meeting of Shareholders in the form of an online conference, the Board of Directors shall have the right and responsibility to promulgate Regulations, regulations/guidance detailing the order and procedures for meeting the General Meeting of Shareholders in the form of a valid online conference. in accordance with the provisions of this Regulation, the Company's Charter, relevant laws and practical requirements of organizing the General Meeting in the form of an online conference.

Article 7. Order and procedures for the General Meeting of Shareholders to approve resolutions in the form of face-to-face and online conferences

7.1. In addition to organizing the General Meeting of Shareholders in the form of face-to-face conference or online conference according to the order and procedures specified in this Regulation, depending on the actual situation, the Board of Directors may organize a meeting of the General Meeting of Shareholders in the form of a face-to-face conference or online.

6.2. In case of deciding to organize a meeting of the General Meeting of Shareholders in the form of a face-to-face conference combined with online, the Board of Directors shall have the right and responsibility to promulgate valid Regulations, regulations/guidelines detailing the order and procedures for a meeting of the General Meeting of Shareholders in the form of a valid face-to-face meeting in combination with online. in accordance with the provisions of this Regulation, the Company's Charter, relevant provisions of law and the actual requirements of the organization of the General Meeting in the form of face-to-face conferences combined with online.

Chapter III

BOARD

Article 8. Roles, rights and obligations of the Board of Directors, responsibilities of members of the Board of Directors

8.1. The Board of Directors is the company's management agency, which has the full right to decide on behalf of the company and exercise its rights and obligations, except for the rights and obligations under the competence of the General Meeting of Shareholders.

8.2. Rights and obligations of the Board of Directors: According to the Company's Charter and current laws.

8.3. Duties and responsibilities of members of the Board of Directors: According to the Company's Charter, current laws and assignments, resolutions/decisions of the Board of Directors.

8.3. Members of the Board of Directors are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in an honest and prudent manner for the benefit of the Company.

8.4. Members of the Board of Directors may request the General Director, Deputy General Director, Branch Directors and other managers in the Company to provide information and documents on the financial situation and business activities of the Company and its units, provided that the provision of such information must serve the purpose of performing the tasks of the members of the Board of Directors and the provision of such information must be notified in writing to the Chairman of the Board of Directors. The request must be made in writing, clearly stating the reason for the request and the purpose of using the information, accompanied by a commitment to use the information and documents provided for the right purpose and confidentiality. The requested person must provide timely, complete and accurate information and documents at the request of members of the Board of Directors.

8.5. In case a member of the Board of Directors misuses or discloses/discloses information, such member shall bear full personal responsibility for his/her violation and the damages incurred by the Company.

Article 9. Nomination, candidacy, election, dismissal and dismissal of members of the Board of Directors

9.1. Term of office, number and structure of members of the Board of Directors

9.1.1. The number of members of the Board of Directors shall be at least [05] persons and at most [11] persons, the specific number shall be specified according to the resolution of the General Meeting of Shareholders.

9.1.2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. Board members are staggered to ensure that the Board cannot be replaced in its entirety and at the same time for any reason. Within 01 year or between two General Meetings (whichever is longer), the Board of Directors can only replace up to 2 members, except for the case of election of additional members of the Board of Directors due to the resignation of members of the Board of Directors. In case all members of the Board of Directors end their term at the same time, such members shall continue to be

members of the Board of Directors until a new member is elected to replace them and take over their duties.

Method of calculating the term of office of members of the Board of Directors: The term of office begins from the time the resolution of the General Meeting of Shareholders on the election of members of the Board of Directors is passed and ends at the closing of the Annual General Meeting of Shareholders of the last year of the term of office. regardless of whether the end of this term is 365 days per year or not.

9.1.3. A member of the Board of Directors is no longer a member of the Board of Directors in case of dismissal, dismissal or replacement by the General Meeting of Shareholders in accordance with law.

9.2. Structure, criteria and conditions of members of the Board of Directors

9.2.1. The structure of members of the Board of Directors is as follows:

- a) The structure of the Board of Directors of the Company must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members.
- b) The total number of independent members of the Board of Directors must comply with the following provisions:
 - (i) There is at least 01 independent member in case the company has the number of members of the Board of Directors from 03 to 05 members;
 - (ii) There are at least 02 independent members in case the company has the number of members of the Board of Directors from 06 to 08 members;
 - (iii) There are at least 03 independent members in case the company has the number of members of the Board of Directors from 09 to 11 members.

9.2.2. Conditions and criteria of members of the Board of Directors

- a) Members of the Board of Directors must meet the following criteria and conditions:
 - (i) Being an individual with full civil act capacity.
 - (ii) Not being subject to the right to establish and manage enterprises in Vietnam as prescribed in the Law on Enterprises.
 - (iii) Having professional qualifications and experience in business administration or in the Company's business fields, lines and lines.
 - (iv) Only be concurrently a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.
 - (iv) Being an individual shareholder owning at least 0.1% of the Company's ordinary shares for a continuous period from the time of making the list of shareholders entitled to attend the Annual General Meeting of Shareholders of the preceding year to the time of nomination or candidacy for members of the Board of Directors and must continuously maintain ownership of ordinary shares equal to or greater than this minimum rate during the term from being nominated or nominated until the end of their term. These criteria and conditions do not apply to independent members of the Board of Directors.

b) Unless otherwise provided for by the law on securities or the company's charter, in addition to the criteria and conditions specified in Article 9.2.2(a) above, an independent member of the Board of Directors must also meet the following criteria and conditions:

(i) Not being a person who is working for the Company, its parent company or its subsidiaries; not being a person who has worked for the Company, its parent company or its subsidiaries for at least 3 consecutive years;

(ii) Not being a person who is receiving salary or remuneration from the Company, except for allowances to which members of the Board of Directors are entitled as prescribed;

(iii) Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling who is a major shareholder of the Company; being a manager of the Company or a subsidiary of the Company;

(iv) Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Company;

(v) Not being a person who has been a member of the Board of Directors or the Control Board of the Company for at least 5 consecutive years, except for the case of being appointed for 02 consecutive terms.

(vi) Must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration

9.2.3. An independent member of the Board of Directors must notify the Board of Directors of the fact that he no longer fully meets the above-mentioned criteria and conditions and is no longer an independent member of the Board of Directors from the date on which he fails to fully meet the criteria and conditions. The Board of Directors must notify the independent members of the Board of Directors that they no longer fully meet the criteria and conditions at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receipt of the notice of the independent members of the Board of Directors concerned.

9.3. Nomination and candidacy of members of the Board of Directors

9.3.1. Shareholders being individuals owning 10% or more of the total ordinary shares may nominate themselves as candidates for the Board of Directors in accordance with the Law on Enterprises and the company's charter. Shareholders who have nominated themselves do not simultaneously exercise the right to nominate or group others to nominate others as candidates for the Board of Directors and vice versa, shareholders who have exercised the right to nominate and group others as candidates do not simultaneously nominate themselves as candidates for the Board of Directors.

9.3.2. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares may nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the company's charter.

9.3.3. The candidacy, nomination and introduction of persons to the Board of Directors shall be carried out as follows:

- a) In case a shareholder exercises the right to run for or nominate a candidate for the Board of Directors, such shareholder must use the entire number of ordinary shares under his/her ownership to run for candidacy or nominate a single candidate, and is not allowed to subdivide the percentage of shares owned for candidacy. nominations for multiple candidates.
- b) Ordinary shareholders who form a group to nominate a person to the Board of Directors must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders.
- c) Shareholders or groups of shareholders exercising the right to run for election or nomination must maintain at least their ownership shares in the proportion specified in Articles 9.3.1 and 9.3.2 above during the period from the date of candidacy or nomination of candidates to the time when the General Meeting of Shareholders votes to elect members of the Board of Directors.
- d) Shareholders or groups of shareholders specified in Articles 9.3.1 and 9.3.2 above are entitled to nominate or nominate one person as a candidate for the Board of Directors. Based on the number of candidates (meeting all conditions and criteria) through the nomination and candidacy of shareholders or groups of shareholders, the incumbent Board of Directors is entitled to introduce additional candidates with the total number of candidates equal to or greater than the number of members of the Board of Directors to be elected. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.
- e) The procedures, dossiers and time limit for candidacy and nomination shall be prescribed by the Board of Directors and notified to ordinary shareholders for compliance with law and the company's charter.

9.3.4. In case candidates for the Board of Directors have been identified, the Company must publish information related to the candidates at least 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. Information related to the candidates for the Board of Directors announced includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other managerial titles (including the title of the Board of Directors of other companies);
- dd) Interests related to the Company and its related parties;
- e) Other information (if any) as prescribed in the company's charter;

g) The company is responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the company of the candidate for the Board of Directors (if any).

9.3.5. Candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of the disclosed personal information and must commit to perform their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors.

9.4. How to introduce candidates for members of the Board of Directors

Based on the number of candidates (meeting all conditions and criteria) through the nomination and candidacy of shareholders or groups of shareholders, the incumbent Board of Directors is entitled to introduce additional candidates with the total number of candidates equal to or greater than the number of members of the Board of Directors to be elected. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

9.5. Method of electing members of the Board of Directors

9.5.1. The election of members of the Board of Directors shall fall under the competence of the General Meeting of Shareholders.

9.5.2. The voting for the election of members of the Board of Directors must be carried out by the method of cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned by multiplying the number of elected members of the Board of Directors and shareholders have the right to accumulate all or part of their total votes for one or several candidates member. The elected members of the Board of Directors shall be determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the company's Charter is reached. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria specified in the election regulation or the company's charter.

9.5.3. In case of wishing to vote for the election of members of the Board of Directors by a method other than the method of accumulating votes, the voting by such method must be approved by the General Meeting of Shareholders with the number of shareholders owning more than [50%] of the total number of votes of all shareholders attending and voting at the meeting in favor of

9.5.4. The Board of Directors has the right and responsibility to promulgate Regulations, regulations/detailed instructions on how to vote/vote for members of the Board of Directors in accordance with the provisions of this Regulation, the Company's Charter, relevant

provisions of law and the method of election of members of the Board of Directors approved by the General Meeting of Shareholders (if any).

9.6. Cases of dismissal, dismissal and addition of members of the Board of Directors

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

- a) Failing to meet the criteria and conditions for being a member of the Board of Directors;
- b) There is a letter of resignation and approval: The dismissal in this case takes effect only when there is a resolution of the General Meeting of Shareholders.
- c) Failing to continuously maintain ownership of at least 0.1% of the Company's ordinary shares until the end of its term.
- d) Other cases specified in the company's charter.

9.6.2. The General Meeting of Shareholders dismisses a member of the Board of Directors in the following cases:

- a) Failing to participate in the activities of the Board of Directors for 06 consecutive months, except for force majeure cases;
- b) Other cases specified in the company's charter.

9.6.3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or dismiss members of the Board of Directors in addition to the cases specified in Articles 9.6.1 and 9.6.2 above.

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

- a) The number of members of the Board of Directors is reduced by more than one-third of the number specified in the company's charter and the Resolution of the General Meeting of Shareholders. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date on which the number of members is reduced by more than one-third.
- b) The number of independent members of the Board of Directors decreases, failing to ensure the ratio and number specified in Article 9.2.1 of this Regulation.
- c) Except for the cases specified in Articles 9.6.4(a) and 9.6.4(b) above, the General Meeting of Shareholders shall elect new members to replace the members of the Board of Directors who have been dismissed or dismissed from office at the last meeting.

9.7. Notification of election, dismissal and dismissal of members of the Board of Directors

The election, dismissal and dismissal of members of the Board of Directors must be disclosed in accordance with the law on securities and securities market.

9.8. Election, dismissal and dismissal of the Chairman of the Board of Directors

9.8.1. The Chairman of the Board of Directors shall be elected by the Board of Directors from among the members of the Board of Directors on the principle of majority. Within 03

(three) months from the date of election by the Board of Directors, the Chairman of the Board of Directors must own at least 18% of the Company's ordinary shares and continuously maintain the number of ordinary shares equal to or greater than this minimum ratio until the end of his/her term.

9.8.2. The Chairman of the Board of Directors must not concurrently serve as the General Director.

9.8.3. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within [07 working days] from the end of the election of such Board of Directors. In case the Chairman of the Board of Directors resigns or is dismissed or dismissed, the Board of Directors must elect a replacement within [10 days] from the date of receipt of the letter of resignation or from the date the Board of Directors approves the resolution/decision on dismissal or dismissal of the Chairman of the Board of Directors.

9.8.4. The dismissal and dismissal of the Chairman of the Board of Directors shall be carried out in accordance with the resolutions/decisions of the Board of Directors in accordance with the provisions of this Regulation, the Company's Charter and the provisions of law.

Article 10. Remuneration and other benefits of members of the Board of Directors

10.1. The company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.

10.2. Members of the Board of Directors shall be entitled to remuneration and bonuses. The remuneration for work is calculated according to the number of working days necessary to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on a unanimous basis. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

10.3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed in a separate section in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

10.4. Members of the Board of Directors who hold executive positions or members of the Board of Directors who work in sub-committees of the Board of Directors or perform other tasks outside the scope of ordinary duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum remuneration from time to time. salaries, commissions, profit percentages or in other forms as decided by the Board of Directors.

10.5. Members of the Board of Directors shall be entitled to payment of all expenses for travel, meals, accommodation and other reasonable expenses incurred by them in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders; The Board of Directors or subcommittees of the Board of Directors.

10.6. Members of the Board of Directors may be insured by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the responsibilities of members of the Board of Directors in relation to violations of laws and the company's charter.

Article 11. Order and procedures for organizing meetings of the Board of Directors

11.1. Minimum number of meetings per quarter

The Board of Directors must meet at least once a quarter and may hold an extraordinary meeting to approve resolutions and decisions at the meeting or may adopt resolutions or decisions in the form of written consultation or in the form of collecting opinions through electronic means.

11.2. Cases in which a meeting of the Board of Directors must be convened

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

- a) At the request of an independent member of the Board of Directors.
- b) At the request of the General Director or at least 05 other managers.
- c) At the request of at least 02 members of the Board of Directors.
- d) At the request of a majority of members of the Audit Committee.

11.2.2. The proposals specified in Article 11.2.1 above must be made in writing, clearly stating the purposes and issues to be discussed and decisions falling under the competence of the Board of Directors.

11.2.3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within [07 working days] from the date of receipt of the request specified in Article 11.2.1 above. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for the damages caused to the Company, and the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

11.3. Notice of invitation to the Board of Directors meeting

11.3.1. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least [03] working days before the date of the meeting.

11.3.2. In case due to the urgency of the issue to be discussed, the notice of invitation to the meeting may be sent later than this time limit provided that 3/4 or more of the total number of members attend the meeting. In case the meeting is convened according to the time limit for sending the notice of invitation to this abbreviated meeting, if the number of members attending the meeting is insufficient, the procedures for convening the second meeting specified in Article 11.4.2 of this Regulation shall apply.

11.3.3. The notice of invitation to the meeting must specify the time and place of the meeting, the form of the meeting (face-to-face conference, online conference or face-to-

face conference combined with online). programs, issues to be discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the members' votes.

11.3.4. The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods prescribed by the company's charter and ensure that the contact address of each member of the Board of Directors registered at the company is reached.

11.4. Conditions for organizing meetings of the Board of Directors

11.4.1. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend the meeting.

11.4.2. In case the meeting convened under the provisions of this Regulation does not have enough members to attend the meeting as prescribed, it shall be convened for the second time within [07 days] from the date of the planned first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend the meeting.

11.4.3. Members of the Board of Directors shall be deemed to attend and vote at the meeting in the following cases, depending on the form of meeting stated in the notice of invitation to the meeting:

- a) Attend and vote directly at the meeting.
- b) Authorize other persons to attend the meeting and vote.
- c) Attend and vote through online conferences, electronic voting or other electronic forms.
- d) Send the ballot papers to the meeting by mail, fax or e-mail;
- dd) Sending the ballot papers by other means.

11.5. How to vote

11.5.1. The Managing Board shall adopt resolutions and decisions by voting at the meeting or collecting opinions in writing or voting through electronic means, in accordance with the form of meeting/opinion collection decided and notified by the meeting convener/meeting organizer in accordance with the provisions of this Regulation; The Company's Charter and the provisions of law.

11.5.2. Each member of the Board of Directors or an authorized person (if any) attends the meeting of the Board of Directors as an individual with [01] voting votes.

11.5.3. Members of the Board of Directors may send their replies to the meeting by mail, fax, e-mail or other means (if any). In case of sending the ballot to the meeting by mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Ballots are only opened in the presence of all attendees. In case of sending fax or e-mail, it must be sent before the end of the vote count.

11.5.4. In the event that a meeting of the Board of Directors is held in the form of a face-to-face, online or face-to-face meeting combined with an online meeting, the members of

the Board of Directors may vote by saying "yes", "disapprove" or "no opinion: or vote by raising their hands on each issue to be voted on".

11.5.5. A member of the Board of Directors may not vote on contracts, transactions or proposals in which such member or a person related to such member has interests and such interests conflict or may conflict with the interests of the Company in accordance with the provisions of law and the Company's Charter. A member of the Board of Directors shall not count towards the minimum number of delegates required to be present to be able to hold a Board meeting on decisions for which the member does not have voting rights;

11.5.6. When issues arise at a meeting of the Board of Directors concerning the level of interests of a member of the Board of Directors or concerning the voting rights of a member of the Board of Directors which are not resolved by the voluntary waiver of the voting rights of such member of the Board of Directors, such arising issues shall be forwarded to the chairman of the meeting and the chairman's judgment in relation to all other members of the Board shall be final and final, unless the nature or scope of the interests of the member of the Board concerned has not been duly disclosed;

11.6. Conditions for approval of resolutions and decisions of the Board of Directors

11.6.1. Unless the company's charter provides for a higher ratio, the resolution or decision of the Board of Directors shall be adopted if it is approved by the majority of the members attending the meeting; in case the number of votes is equal, the final decision shall belong to the party with the opinion of the Chairman of the Board of Directors.

11.6.2. Resolutions and decisions in the form of written or electronic voting shall be adopted on the basis of the approval of the majority of members of the Board of Directors with the right to vote, in case the number of votes is equal, the final decision shall belong to the party with the opinion of the Chairman of the Board of Directors. This Resolution is effective and valid as adopted at the meeting.

11.7. Authorization of other persons to attend meetings of members of the Board of Directors

11.7.1. Members may authorize others to attend meetings and vote if approved by a majority of the members of the Board of Directors.

11.7.2. The authorization must be made in writing and notified to the Board of Directors for approval before the opening of the meeting.

11.7.3. The person authorized to attend the meeting must present the authorization document and other legal papers of the individual when participating in the meeting of the Board of Directors.

11.8. Making minutes of meetings of the Board of Directors;

11.8.1. Meetings of the Board of Directors must be recorded in minutes and may be recorded, recorded and stored in other electronic forms.

11.8.2. The minutes of the meeting shall include the following principal contents:

a) Name and address of the head office, enterprise identification number;

- b) Time and place of the meeting;
- c) Purpose, program and contents of the meeting;
- d) Full name of each member attending the meeting or authorized person to attend the meeting and method of attending the meeting; full names of members who did not attend the meeting and reasons for not attending the meeting;
- dd) Issues to be discussed and voted on at the meeting;
- e) Summarize the opinions of each member attending the meeting in the order of the meeting;
- g) Voting results, clearly stating the members who approve, disagree and have no opinions;
- h) The approved issue and the corresponding approval rate;
- i) Full name, signature of the presiding judge and the person taking the minutes. In case the chairperson or the person recording the minutes refuses to sign the minutes of the meeting, if they are signed by all other members of the Board of Directors attending the meeting and have all the contents as prescribed above, this minutes shall take effect.

11.8.3. The chairperson, the record taker and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the meeting of the Managing Board.

11.8.4. The minutes must be made in Vietnamese and English. Minutes made in Vietnamese and in English have the same legal effect. In case there is a difference in the contents of the minutes in Vietnamese and in English, the contents of the minutes in Vietnamese shall apply.

11.8.5. The minutes of the meeting of the Board of Directors and the documents used in the meeting must be kept at the company's head office.

11.9. Notification of resolutions and decisions of the Board of Directors

Resolutions and decisions of the Board of Directors on a number of contents stipulating that information disclosure is mandatory and the Company is responsible for disclosing information according to regulations.

Chapter IV

AUDIT COMMITTEE

Article 12. Rights and obligations of the Audit Committee

12.1. The Audit Committee is a professional body under the Board of Directors.

12.2. Rights and obligations of the Audit Committee: According to the Company's Charter and current laws.

Article 13. Candidacy and nomination of members of the Audit Committee

13.1. Term of office, number and structure of the Audit Committee

13.1.1. The Audit Committee shall have 02 or more members. The number of members and specific terms of office of the Audit Committee shall be decided by the Board of Directors in accordance with the Regulation on Operation of the Audit Committee.

13.1.2. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive Board members.

13.1.3. Members of the Audit Committee may be assigned to be in charge of one or several specific fields and shall be responsible for the assigned work. The Chairman of the Audit Committee assigns work to members of the Committee based on the capacity, professional experience of each member and the operation plan of the Audit Committee.

13.2. Standards of the Audit Committee

13.2.1. Members of the Audit Committee must have knowledge of accounting and auditing, have a general understanding of the law and the Company's operation and not fall into the following cases:

- a) Working in the accounting and finance department of the Company;
- b) Being a member or employee of an auditing organization approved to audit the company's financial statements in the preceding 03 consecutive years.

13.2.2. The Chairman of the Audit Committee must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law and business administration.

13.2. Candidacy and nomination of members of the Audit Committee

According to the Operating Regulations of the Audit Committee and the regulations/guidelines/notices issued by the Board of Directors.

Article 14. Activities of the Audit Committee

The Audit Committee is responsible for activities related to:

- 14.1. Supervision of financial statements.
- 14.2. Internal audit activities.
- 14.3. Services provided by independent auditors.
- 14.4. Internal control and risk management.
- 14.5. To comply with professional ethics and law.

Details are specified in the Regulation on operation of the Audit Committee promulgated by the Board of Directors.

Chapter V

OTHER SUBCOMMITTEES OF THE BOARD

Article 15. Other Subcommittees of the Board of Directors

15.1. In addition to the Audit Committee, the Board of Directors may establish the Subcommittee on Personnel - Remuneration - Remuneration, the Subcommittee on Development Policy, the Subcommittee on Sustainable Development and the Subcommittee on Shareholder Relations to support the activities of the Board of Directors.

15.2. The activities of the sub-committee must comply with the regulations of the Board of Directors.

Article 16. Nominate, nominate, elect, dismiss and dismiss members of other subcommittees of the Board of Directors

16.1. Term of office, number, criteria and structure of other subcommittees of the Board of Directors

16.1.1. The number of members of each subcommittee is at least [03 people], including members of the Board of Directors and external members. The number of members and specific terms of office of the subcommittees will be decided by the Board of Directors in accordance with the Regulation on Operation of the subcommittees.

16.1.2. Structure and standards of other subcommittees of the Board of Directors: According to the decision of the Board of Directors and/or the Regulation on operation of the subcommittees.

16.2. Methods of election, candidacy, dismissal and dismissal of members of other subcommittees of the Board of Directors

According to the Operating Regulations of the subcommittees and the regulations/guidelines/notices issued by the Board of Directors.

Article 17. Activities of other subcommittees of the Board of Directors.

17.1. Other subcommittees of the Board of Directors have duties and responsibilities according to the assignment, resolutions/decisions of the Board of Directors and/or the Regulation on operation of the subcommittees.

17.2. Members of each sub-committee may be assigned to take charge of one or several specific fields and shall be responsible for their assigned tasks. The Chairman of the subcommittee assigns work to the members of the subcommittee based on the capacity and professional experience of each member and the operation plan of the subcommittees.

Chapter VI

PERSON IN CHARGE OF CORPORATE GOVERNANCE

Article 18. Selection, appointment and dismissal of persons in charge of corporate governance

18.1. Criteria of the Person in Charge of Corporate Governance

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

18.1.2. The person in charge of corporate administration must meet the following criteria:

a) Having an understanding of law;

b) Other criteria as prescribed by law, this Charter and decisions of the Board of Directors.

18.2. The appointment of the Person in charge of corporate governance

18.2.1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support the corporate governance at the enterprise. The number of Persons in charge of corporate governance is decided by the Board of Directors.

18.2.2. The person in charge of corporate administration may concurrently serve as the company secretary.

18.2.3. The person in charge of corporate administration may be a full-time or part-time employee.

18.2.4. The Board of Directors shall issue a decision on the appointment of the Person in charge of corporate governance. The term of office of the person in charge of corporate governance is 05 (years) or another term as decided by the Board of Directors from time to time.

18.3. Cases of dismissal of the person in charge of corporate governance

18.3.1. The Board of Directors has the right to dismiss the Person in charge of the Company's administration at any time in the following cases:

- a) Failing to meet the criteria under the Company's Charter and this Regulation.
- b) There is an application for resignation/resignation and it is approved;
- c) Terminate the contract with the Company.
- d) Other cases as decided by the Board of Directors.

18.3.2. The dismissal of the Chairman of the Board of Directors shall be carried out in accordance with the resolutions/decisions of the Board of Directors in accordance with the provisions of this Regulation, the Company's Charter and the provisions of law.

18.4. Notice of appointment and dismissal of the person in charge of corporate administration;

The Company discloses information on the appointment and dismissal of the Person in charge of corporate governance in accordance with law.

18.5. Rights and obligations of the person in charge of corporate governance: According to the Company's Charter and current laws.

CHAPTER VII

GENERAL DIRECTOR

Article 19. Roles, responsibilities, rights and obligations of the General Director

19.1. The General Director is the person who runs the daily business of the Company; is under the supervision of the Board of Directors; is responsible to the Board of Directors and the law for the performance of assigned rights and obligations.

19.2. The General Director must administer the Company's daily business in accordance with the provisions of law, the Company's Charter, labor contracts/lease contracts with the Company (if any) and resolutions and decisions of the Board of Directors. In case the administration is contrary to the provisions of this Article and causes damage to the

company, the General Director must take responsibility before law and must pay compensation for damage to the company.

19.3. Rights and obligations of the General Director: According to the Company's Charter, current laws and decisions of the Board of Directors.

19.4. The General Director has the right to refuse to implement and reserve his/her opinions on the decisions of the Board of Directors if he considers that such decisions are unlawful or harmful to the interests of Shareholders. In this case, the General Director must immediately make an explanation report to the Board of Directors and the Audit Committee in writing.

19.5. Before performing tasks requiring the approval of the Board of Directors, the General Director must send a report to the Board of Directors at least [07] days before the date on which the Board of Directors adopts the Resolution or decision or a shorter time limit if agreed by all members of the Board of Directors.

Article 20. Appointment, dismissal, signing and termination of contracts for the General Director

20.1. Term of office, criteria and conditions of the General Director

20.1.1. The term of office of the General Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms.

20.1.2. The general director must satisfy the following specific criteria and conditions:

- a) Not being subject to the right to establish and manage enterprises in Vietnam under the provisions of the Law on Enterprises.
- b) Having professional qualifications and experience in business administration of the Company.
- c) Not concurrently serving as the Chairman of the Board of Directors of the Company.
- d) Other criteria and conditions as prescribed by law or the Company's Charter.

20.2. Nomination of the General Director

Members of the Board of Directors, the Subcommittee on Human Resources - Remuneration - Remuneration and Remuneration or managers of the Company shall nominate in writing the appointment of the General Director, clearly stating their evaluation opinions on the conditions and criteria of the nominee enclosed with the nominee's dossier.

20.3. Appointing and signing labor contracts/lease contracts with the General Director;

20.3.1. Appointment of the General Director:

- a) The Board of Directors shall appoint the General Director in accordance with the Company's Charter and this Regulation.
- b) The appointment shall be expressed in a written resolution or decision of the Board of Directors.

20.3.2. Signing a labor contract/lease contract with the General Director:

- a) According to the Resolution or decision of the Board of Directors, the Chairman of the Board of Directors or the legal representative of the Company shall sign a labor contract/lease contract with the General Director on behalf of the Company.
- b) Remuneration, salary, benefits and other terms decided by the Board of Directors, which are reflected in the labor contract/lease contract for the General Director and/or resolutions/decisions of the Board of Directors.

20.4. Dismissal of the General Director

- a) The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors have the right to vote at the meeting to approve and appoint a new General Director to replace him.
- b) The Board of Directors dismisses the General Director in the following cases:
 - (i) There is a letter of resignation/resignation.
 - (ii) The employment contract/hiring of the General Director is terminated.
 - (iii) Reaching the retirement age and the two parties do not agree to continue performing the labor contract/hiring the General Director.
 - (iv) Failing to meet the prescribed criteria and conditions.
 - (vi) Failing to complete tasks, violating laws or the Company's charter, causing damage to the Company.
 - (vii) Violating the law to the extent of being examined for criminal liability or forced to terminate the labor contract/hire the General Director.
 - (viii) Other cases specified in the Company's Charter.
 - (ix) Other necessary cases as decided by the Board of Directors, if voted for by a majority of the members of the Board of Directors.

20.5. Termination of the labor contract/lease contract with the General Director

The Company terminates the labor contract/lease contract with the General Director after the Board of Directors issues a resolution and decision to dismiss the General Director. The termination of the contract with the General Director shall comply with the provisions of law, the Company's Charter, this Regulation and other regulations of the Company.

20.6. Notification of appointment, dismissal, contract signing and termination of contracts for the General Director

The notice of appointment, dismissal, signing of the contract and termination of the contract with the General Director will be carried out in accordance with the provisions of the law on information disclosure.

Article 21. Salary and other benefits of the General Director

21.1. The salaries, remunerations, bonuses, allowances and other benefits of the General Director shall be decided by the Board of Directors.

21.2. The salaries and remunerations of the General Director shall be included in the company's business expenses in accordance with the law on enterprise income tax, expressed in separate sections in the company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Chapter VIII

ENFORCEMENT EFFECT

Article 22. Validity and organization of implementation

22.1. Internal regulations on corporate governance of TNG Investment and Trading Joint Stock Company shall take effect from April 20, 2025.

22.2. The contents not specified or mentioned in this Regulation shall be governed by the provisions of the Company's Charter, the Regulation on Operation of the Board of Directors and/or the provisions of applicable law.

22.3. In case there are provisions of relevant law which have not been mentioned in the Company's Charter, the Regulation on the operation of the Board of Directors and this Regulation or in case there are new provisions of law different from the provisions of this Regulation, the provisions of the law will be applied to regulate the Company's governance activities.

22.4. The Board of Directors is entitled to approve and promulgate the Regulations on organization of the General Meeting of Shareholders, the Regulation on voting, election/election of additional members of the Board of Directors, the Regulation on the operation of the Audit Committee and other subcommittees of the Board of Directors, decisions, notices/guidelines of the Board of Directors to detail the contents of this Regulation or guide the implementation of contents that are not regulated or mentioned in this Regulation are governed by the Internal Regulation on corporate governance.

ON BEHALF OF BOARD OF DIRECTOR

CHAIRMAN



Nguyen Van Thoi