

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

CHARTER

PHONG PHU CORPORATION



Ho Chi Minh City, May 21, 2026



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INTRODUCTION

This Charter was approved pursuant to the Resolution of the General Meeting of Shareholders No./NQ-ĐHĐCĐ dated May 21, 2026.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

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

- a) *The Corporation* means Phong Phu Corporation.
- b) *Charter capital* means the total par value of shares sold or registered for purchase upon the establishment of the Corporation and in accordance with Article 6 of this Charter;
- c) *The Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *The Law on Securities* means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- e) *The establishment date* means the date on which the Corporation is granted the initial Certificate of Enterprise Registration (*Certificate of Business Registration and equivalent documents*);
- f) *Business executive* means the General Director, Deputy General Director, Chief Accountant, and other executives appointed by the Board of Directors;
- g) *Manager* means a manager of the Corporation, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management titles appointed by the General Meeting of Shareholders or the Board of Directors;
- h) *Related person* means an individual or organization as defined in Clause 46, Article 4 of the Law on Securities;
- i) *Shareholder* means an individual or organization owning at least one share of the joint-stock company;
- j) *Founding shareholder* means a shareholder who owns at least one ordinary share and whose name is signed in the list of founding shareholders of the joint-stock company;
- k) *Major shareholder* means a shareholder who owns 5% or more of the voting shares of an issuing organization;
- l) *Member of the Board of Supervisors* means a Supervisor.
- m) *Operating duration* means the duration of the Corporation's operation as specified in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders of the Corporation;
- n) *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.

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

II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING DURATION, AND LEGAL REPRESENTATIVE OF THE CORPORATION

Article 2. Name, form, headquarters, branches, representative offices, business locations, and operating duration of the Corporation

1. Name of the Corporation:

- Name of the Corporation in Vietnamese: **TỔNG CÔNG TY CỔ PHẦN PHONG PHÚ.**
- Name of the Corporation in English: **PHONG PHU CORPORATION.**
- Abbreviated name of the Corporation: **PHONG PHU CORP**

2. The Corporation is a joint-stock company with legal personality in accordance with the current laws of Vietnam.

3. Registered headquarters of the Corporation:

- Headquarters address: 48 Tang Nhon Phu, Tang Nhon Phu Ward, Ho Chi Minh City.
- Telephone: (84 -8) 3514 7340 Fax: (84- 8) 3728 1893
- E-mail: info@phongphucorp.com
- Website: www.phongphucorp.com

4. The Corporation may establish branches and representative offices in business locations to carry out the Corporation's operational objectives in accordance with the decision of the Board of Directors and within the scope permitted by law.

5. Unless terminated before the deadline specified in Clause 2, Article 55 or extended in accordance with Article 56 of this Charter, the operating duration of the Corporation shall be indefinite from the date of establishment.

Article 3. Legal representative of the Corporation

The Corporation has 01 legal representative who is the General Director.

The legal representative of the Corporation is an individual representing the Corporation to exercise rights and perform obligations arising from the Corporation's transactions, representing the Corporation as a plaintiff, defendant, or person with related interests and obligations before Arbitration or Courts. The responsibilities of the legal representative shall be performed in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current law.

The legal representative of the Corporation must reside in Vietnam; and must authorize another person in writing to exercise the rights and perform the obligations of the legal representative at the Corporation when exiting Vietnam.

In case the authorization expires and the legal representative of the Corporation has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and perform the obligations of the legal representative of the Corporation within the authorized scope until the legal representative of the Corporation returns to work, or until the Board of Directors decides to appoint another person as a replacement.

In case of absence from Vietnam for more than 30 days without authorizing another person to exercise the rights and perform the duties of the legal representative of the Corporation, the Board of Directors shall appoint another person as a replacement.

III. OBJECTIVES, BUSINESS SCOPE, AND OPERATIONS OF THE CORPORATION

Article 4. Operational objectives of the Corporation

1. The main business lines of the Corporation are:

Industry/business line code	Industry/business line name	
	The enterprise must comply with the provisions of law regarding land, construction, fire prevention and fighting, environmental protection, other relevant legal regulations related to the enterprise's operations, and business conditions for conditional business lines. For conditional business lines, the enterprise commits to meeting the requirements for sub-licenses, certificates, or facilities as prescribed by specialized laws.	
1410	Manufacture of wearing apparel (except for fur apparel) Details: Production of garment products	
4652	Wholesale of electronic and telecommunications equipment and components Details: Trading in electronic materials	
4632	Wholesale of food Details: Trading in food	
4329	Installation of other construction systems Details: Installation of crane systems, lifting elevators, and elevators	
8559	Other education not elsewhere classified Details: Training services	
4659	Wholesale of other machinery, equipment, and spare parts Details: + Trading in machinery and spare parts for the textile and garment industry. Trading in office equipment, electrical materials, machinery, equipment for industrial use, testing and measurement systems for experimental	

	and environmental purposes + Details: Wholesale of electrical machinery, equipment, and materials (generators, electric motors, wires, and equipment used in electrical circuits).
0141	Raising of buffaloes, cattle, and production of buffalo and cattle breeds (not operating at the headquarters)
0146	Raising of poultry (not operating at the headquarters)
0810	Mining of stone, sand, gravel, and clay
1311 (Main)	Manufacture of yarn
4679	Wholesale of other specialized products not elsewhere classified Details: Wholesale of cotton, fiber, chemicals (excluding highly toxic chemicals), dyes, labor protection equipment (no chemical storage) (The enterprise shall only operate from the time it meets all conditions as prescribed by law and must ensure compliance with such conditions throughout its operation)
4641	Wholesale of textiles, garments, and footwear Details: Wholesale of textiles and fashion goods
4649	Wholesale of other household goods Details: + Trading in cosmetics, handicrafts, stationery, plastic goods, optical instruments. + Wholesale of towels, yarn, sewing thread, embroidery thread, clothing, packaging, and raw materials for the textile and garment industry
2030	Manufacture of man-made fibers Details: Manufacture of sewing thread and embroidery thread
1312	Manufacture of woven fabrics
1392	Manufacture of made-up textile articles (except apparel) (excluding bleaching, dyeing, sizing, printing; processing of used goods)
4620	Wholesale of agricultural and forestry raw materials (except wood, bamboo, rattan) and live animals Details: Trading in agricultural and forestry products, trading in forest products
4651	Wholesale of computers, peripheral equipment, and software Details: software and computer equipment
6810	Real estate business, land use rights owned, used, or leased Details: Real estate business; Leasing, operating, and managing non-residential houses and land
7110	Architectural activities and related technical consultancy Details: Consultancy and design for investment and infrastructure services

7911	Travel agency
5510	Hotels and similar accommodation services Details: Hotels; tourist resorts (not operating Karaoke, discotheques, massage, bowling, billiards, hotels, Internet service provider agencies)
5520	Other short-term accommodation services
3512	Electricity production from renewable energy sources
3513	Transmission and distribution of electricity
4663	Wholesale of motorcycles, motorbikes, spare parts, and accessories for motorcycles and motorbikes
4673	Wholesale of other construction materials and installation equipment Details: Wholesale of construction materials
4642	Wholesale of beds, wardrobes, tables, chairs, and similar furniture for households, offices, and shops; carpets, mattresses, and lighting equipment
7211	Scientific research and technological development in the field of natural sciences
7212	Scientific research and technological development in the field of engineering and technology
0145	Raising of pigs and production of pig breeds (not operating at the headquarters)
0210	Silviculture, forest care, and forest tree nursery (not operating at the headquarters)
0230	Gathering of forest products, excluding wood
1629	Manufacture of other products of wood; manufacture of products of bamboo, rattan, straw, and plaiting materials Details: Processing of forest products
4321	Electrical installation Details: Construction, consultancy, design, and installation of civil electrical, industrial electrical, and refrigeration systems
5610	Restaurants and mobile food service activities Details: Food services (not operating food and entertainment games at the headquarters); Restaurants, eateries, food stalls (excluding food stalls belonging to fast-food chains)
7491	Patent brokerage and marketing activities
7499	Other professional, scientific, and technical activities not elsewhere classified Detail: Technology transfer consulting
4101	Construction of residential buildings

4102	Construction of non-residential buildings
6821	Intermediary services for real estate activities
6829	Other real estate activities on a fee or contract basis
8511	Nursery education
8512	Kindergarten education
1391	Manufacture of other knitted, crocheted, and non-woven fabrics Detail: Manufacture of towels, fabrics, yarns, and garments
1702	Manufacture of corrugated paper, paperboard, and containers of paper and paperboard Details: Manufacture of packaging (excluding waste recycling, pulp production at the headquarters)
2592	Mechanical processing; metal treatment and coating Details: Mechanical processing
3530	Production and distribution of steam, hot water, air conditioning, and ice production Details: Production and distribution of steam, hot water, air conditioning
3700	Sewerage and wastewater treatment Details: Wastewater treatment
7410	Specialized design activities Details: Interior decoration activities
7310	Advertising
4771	Retail sale of garments, footwear, leather and imitation leather goods Details: Retail sale of garments
0113	Growing of root and tuber crops with high starch content (not operating at the headquarters)
0114	Growing of sugar cane (not operating at the headquarters)
0115	Growing of tobacco (not operating at the headquarters)
0116	Growing of fiber crops (not operating at the headquarters)
0117	Growing of oil-bearing crops (not operating at the headquarters)
0118	Growing of vegetables, beans, and flowers (not operating at the headquarters)
0122	Growing of oil-bearing fruit trees (not operating at the headquarters)

0124	Growing of pepper (not operating at the headquarters)
0125	Growing of rubber trees (not operating at the headquarters)
0126	Growing of coffee (not operating at the headquarters)
0127	Growing of tea (not operating at the headquarters)
4653	Wholesale of agricultural machinery, equipment, and spare parts
8521	Primary education
8620	Activities of general, specialized, and dental clinics Details: Medical examination and treatment in general internal medicine (without inpatients)
4933	Freight transport by road Details: other road freight transport (excluding gas liquefaction for transport)
5621	Provision of catering services under irregular contracts with customers
5630	Beverage serving services Details: Pubs, beer clubs, bars; Cafes, beverage shops; Other beverage serving services
5229	Other support service activities related to transport. Details: Freight forwarding, delivery; multimodal transport services (excluding air transport); logistics services (excluding air transport); Maritime service brokerage agency. shipping agency services; Customs brokerage agency activities; ship supply services; maritime brokerage services and other maritime services (excluding gas liquefaction for transport and activities related to air transport), freight forwarding agency.
5224	Cargo handling. Details: Cargo handling services, including container handling; Cargo handling for road, seaport, and river port transport;
8292	Packaging services. Details: Warehouse facility for packaging purposes (excluding goods prohibited by law); Packaging services (excluding packaging of plant protection products).
5210	Warehousing and storage of goods. Details: Warehousing and storage of goods in bonded warehouses and other warehouses.

2. The operational objectives of the Corporation are to continuously develop production, commercial, and service activities in its business sectors and other industries in accordance with the law; to exploit the Corporation's resources to the maximum, maximize profits, ensure benefits

for shareholders, improve working conditions, increase income and living standards for employees, fully fulfill obligations to the State, and develop the Corporation to be increasingly strong and sustainable.

Article 5. Business scope and operations of the Corporation

The Corporation is permitted to conduct business activities in the industries specified in this Charter that have been registered, notified of changes to the business registration authority, and announced on the National Business Registration Portal.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The charter capital of the Corporation is 746.708.910.000 VND (in words: Seven hundred forty-six billion seven hundred eight million nine hundred ten thousand VND).

The total charter capital of the Corporation is divided into 74.670.891 shares with a par value of 10.000 VND/share.

2. The Corporation may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. Shares of the Corporation on the date of approval of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of share are specified in Article 12 and Article 13 of this Charter.

4. The Corporation may issue other types of preference shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.

5. Founding shareholders: Since the joint-stock corporation was converted from a 100% State-owned enterprise, there is no need to have founding shareholders.

6. Ordinary shares must be prioritized for offering to existing shareholders in proportion to their ownership of ordinary shares in the Corporation, except where the General Meeting of Shareholders decides otherwise. The number of shares that shareholders do not register to purchase shall be decided by the Board of Directors of the Corporation. The Board of Directors may distribute such shares to shareholders and other persons under conditions no less favorable than those offered to existing shareholders, except where the General Meeting of Shareholders approves otherwise or the law on securities provides otherwise.

7. The Corporation may purchase shares issued by the Corporation itself in the manners specified in this Charter and current law.

8. The Corporation may issue other types of securities in accordance with the law.

Article 7. Share certificate

1. Shareholders of the Corporation shall be issued share certificates corresponding to the number and type of shares owned.

2. A share is a type of security confirming the legal rights and interests of the owner in a portion of the share capital of the issuing organization. The share must contain full information as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 30 days from the date of submitting a complete application for transfer of share ownership in accordance with the Corporation's regulations, or within two months from the date of full payment for the shares in accordance with the Corporation's share issuance plan (or other period as specified in the issuance terms), the share owner shall be issued a share certificate. The share owner shall not pay the Corporation for the costs of printing the share certificate.

4. In the event that a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be reissued a share certificate by the Corporation upon the request of such shareholder. The shareholder's request shall include the following contents:

- a) Information regarding the share certificate that has been lost, damaged, or destroyed in any other form;
- b) A commitment to be responsible for any disputes arising from the reissuance of the new share certificate.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Corporation shall be issued with the signature of the legal representative and the seal of the Corporation.

Article 9. Transfer of shares

1. All shares shall be freely transferable unless otherwise provided by this Charter and the law; shares registered for trading on a Stock Exchange shall be transferred in accordance with the provisions of the law on securities and the securities market.

2. Shares that have not been fully paid for shall not be transferred or entitled to related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other benefits as prescribed by law.

Article 10. Forfeiture of shares

1. In the event that a shareholder fails to pay the amount due for the purchase of shares in full and on time, the Board of Directors shall notify and have the right to require such shareholder to pay the remaining amount and be responsible for the financial obligations of the Corporation arising from such failure to pay in full, in proportion to the total par value of the shares registered for purchase.

2. The aforementioned payment notice shall clearly state the new payment deadline (at least 07 days from the date of sending the notice), the place of payment, and the notice shall clearly state that in case of failure to pay as required, the unpaid shares shall be forfeited.

3. The Board of Directors has the right to forfeit shares that have not been paid for in full and on time in the event that the requirements in the aforementioned notice are not met.

4. Forfeited shares shall be considered as shares authorized for offering as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution of such shares under conditions and in a manner that the Board of Directors deems appropriate.

5. A shareholder holding forfeited shares shall relinquish their status as a shareholder with respect to those shares, but shall remain responsible for the financial obligations of the Corporation arising at the time of forfeiture, in proportion to the total par value of the shares registered for purchase, as decided by the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors has full authority to decide on the enforcement of payment of the total value of the shares at the time of forfeiture.

6. A forfeiture notice shall be sent to the holder of the forfeited shares before the time of forfeiture. The forfeiture shall remain effective even in the event of errors or negligence in sending the notice.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 11. Organizational structure, governance, and control

The organizational, governance, and control structure of the Corporation includes:

1. The General Meeting of Shareholders.
2. The Board of Directors, the Board of Supervisors.
3. The General Director.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the following rights:
 - a) To attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms as prescribed by the Corporation's Charter and the law. Each ordinary share carries one vote;
 - b) To receive dividends at a rate decided by the General Meeting of Shareholders;
 - c) To have priority in purchasing new shares in proportion to the ownership ratio of ordinary shares of each shareholder in the Corporation;
 - d) To freely transfer their shares to others, except in cases stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of the law;
 - e) To review, search, and extract information regarding the name and contact address in the list of shareholders with voting rights; to request the correction of inaccurate information about themselves;
 - f) To review, search, extract, or copy the Corporation's Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;
 - g) Upon the dissolution or bankruptcy of the Corporation, to receive a portion of the remaining assets in proportion to their share ownership in the Corporation;
 - h) To request the Corporation to repurchase shares in cases stipulated in Article 132 of the Law on Enterprises;
 - i) To be treated equally. Each share of the same class shall grant the shareholder equal rights, obligations, and benefits. In the event that the Corporation has different classes of preference

- shares, the rights and obligations attached to such preference shares shall be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- j) To have full access to periodic and extraordinary information disclosed by the Corporation in accordance with the law;
 - k) To have their legitimate rights and interests protected; to request the suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
 - l) Other rights as prescribed by law and this Charter.
2. A shareholder or a group of shareholders owning 5% or more of the total ordinary shares has the following rights:
- a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b) To review, search, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, and transactions that must be approved by the Board of Directors, and other documents, except for documents related to the trade secrets or business secrets of the Corporation;
 - c) To request the Board of Supervisors to inspect specific issues related to the management and operation of the Corporation when deemed necessary. The request shall be in writing and include the following contents: full name, contact address, nationality, and legal identification number of the individual for individual shareholders; name, enterprise identification number or legal identification number of the organization, and headquarters address for institutional shareholders; the number of shares and the time of share registration of each shareholder, the total number of shares of the group of shareholders, and the ownership ratio in the total shares of the Corporation; the issue to be inspected, and the purpose of the inspection;
 - d) To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal shall be in writing and sent to the Corporation no later than 03 working days before the opening date. The proposal shall clearly state the name of the shareholder, the quantity of each class of shares held by the shareholder, and the issue proposed to be included in the meeting agenda;
 - e) Other rights as prescribed by law and this Charter.
3. A shareholder or a group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors and the Board of Supervisors. The nomination of candidates for the Board of Directors and the Board of Supervisors shall be carried out as follows:
- a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Board of Supervisors shall notify the shareholders attending the meeting of the group formation before the opening of the General Meeting of Shareholders;
 - b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders stipulated in this clause shall have the right to nominate one

or more persons as decided by the General Meeting of Shareholders to be candidates for the Board of Directors and the Board of Supervisors. In the event that the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders in accordance with Article 25 and Article 37 of this Charter.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To pay for the shares committed to be purchased in full and on time.
2. Not to withdraw capital contributed by ordinary shares from the Corporation in any form, except in cases where shares are repurchased by the Corporation or another person. In the event that a shareholder withdraws part or all of their contributed share capital contrary to the provisions of this clause, such shareholder and the related person in the Corporation shall be jointly and severally liable for the debts and other property obligations of the Corporation to the extent of the value of the withdrawn shares and any damages incurred.
3. To comply with the Corporation's Charter and the Internal Management Regulations of the Corporation.
4. To abide by the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential the information provided by the Corporation in accordance with the Corporation's Charter and the law; to use the provided information only for the purpose of exercising and protecting their legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send the information provided by the Corporation to other organizations or individuals.
6. To attend the General Meeting of Shareholders and exercise the right to vote/elect through the following forms:
 - a) Attending and voting/electing directly at the meeting;
 - b) Authorizing other individuals or organizations to attend and vote/elect at the meeting;
 - c) Attending and voting/electing through online conferences, electronic voting, or other electronic forms;
 - d) Sending voting/election ballots to the meeting via mail, fax, or email;
7. To be personally responsible when acting on behalf of the Corporation in any form to commit one of the following acts:
 - a) Violating the law;
 - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals.
 - c) Pay off debts that are not yet due before financial risks to the Corporation.

8. Complete other obligations as prescribed by current law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Corporation. The General Meeting of Shareholders shall hold an annual meeting once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue for the General Meeting of Shareholders is determined as the location where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Charter of the Corporation, and approve the audited annual financial statements. In the event that the audit report of the Corporation's annual financial statements contains material qualifications, adverse opinions, or disclaimers, the Corporation shall invite a representative of the approved auditing organization that performed the audit of the Corporation's financial statements to attend the annual General Meeting of Shareholders, and the aforementioned representative of the auditing organization shall be responsible for attending the annual General Meeting of Shareholders of the Corporation.

3. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the interests of the Corporation;
- b) The number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number required by law; the number of members of the Board of Directors or Controllers has decreased by more than 1/3 compared to the number prescribed in this Charter;
- c) At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must have sufficient signatures of the relevant shareholders, or the written request may be prepared in multiple copies and collected with sufficient signatures of the relevant shareholders;
- d) At the request of the Board of Supervisors;
- e) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

- a) The Board of Directors shall convene a General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors or Board of Supervisors is as prescribed in Point b, Clause 3 of this Article, or upon receiving a request as prescribed in Point c and Point d, Clause 3 of this Article;

- b) In the event that the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next 30 days, the Board of Supervisors shall replace the Board of Directors in convening the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;
- c) In the event that the Board of Supervisors fails to convene a General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders as prescribed in Point c, Clause 3 of this Article shall have the right to request the representative of the Corporation to convene the General Meeting of Shareholders as prescribed by the Law on Enterprises;

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

- d) Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

Article 15. Rights and obligations of the General Meeting of Shareholders

- 1. The General Meeting of Shareholders has the following rights and obligations:
 - a) Approve the development orientation of the Corporation;
 - b) Decide on the types of shares and the total number of shares of each type authorized to be offered; decide on the annual dividend rate for each type of share;
 - c) Elect, release, and dismiss members of the Board of Directors and members of the Board of Supervisors;
 - d) Decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Corporation;
 - e) Decide on amendments and supplements to the Charter of the Corporation;
 - f) Approve the annual financial statements;
 - g) Decide on the buyback of more than 10% of the total sold shares of each type;
 - h) Consider and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Corporation and its shareholders;
 - i) Decide on the reorganization or dissolution of the Corporation;
 - j) Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
 - k) Approve, supplement, and adjust the Internal Management Regulations; Regulations on the operation of the Board of Directors and the Board of Supervisors;

- l) Approve the list of approved auditing firms; decide on the approved auditing firm to perform the inspection of the Corporation's operations, and dismiss the approved auditor when deemed necessary;
 - m) Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
- a) The annual business plan of the Corporation;
 - b) The audited annual financial statements;
 - c) The report of the Board of Directors on the governance and performance results of the Board of Directors and each member of the Board of Directors;
 - d) The report of the Board of Supervisors on the business results of the Corporation, the performance results of the Board of Directors, and the General Director;
 - e) The self-assessment report on the performance results of the Board of Supervisors and its members;
 - f) Dividend rate for each share of each type;
 - g) Number of members of the Board of Directors and the Board of Supervisors;
 - h) Elect, release, and dismiss members of the Board of Directors and members of the Board of Supervisors;
 - i) Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
 - j) Approve the list of approved auditing firms; decide on the approved auditing firm to perform the inspection of the Corporation's operations when deemed necessary;
 - k) Supplement and amend the Charter of the Corporation;
 - l) Types of shares and the number of new shares to be issued for each type of share and the transfer of shares by founding shareholders within the first 03 years from the date of establishment;
 - m) Split, separate, consolidate, merge, or convert the Corporation;
 - n) Reorganize and dissolve (liquidate) the Corporation and appoint a liquidator;
 - o) Decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Corporation;
 - p) Decide on the buyback of more than 10% of the total sold shares of each type;
 - q) The Corporation enters into contracts or transactions with subjects prescribed in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Corporation recorded in the most recent financial statements;
 - r) Approve transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

- s) Approve, supplement, and adjust the Internal Regulations on Corporate Governance, Regulations on the operation of the Board of Directors, and Regulations on the operation of the Board of Supervisors;
 - t) Other matters as prescribed by law and this Charter.
3. All resolutions and matters included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.

Article 16. Authorization to attend the General Meeting of Shareholders

1. A shareholder or an authorized representative of a corporate shareholder may attend the meeting in person or authorize one or more other individuals or organizations to attend the meeting or attend through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

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

The authorized person attending the General Meeting of Shareholders must submit the power of attorney when registering to attend the meeting.

3. The voting ballot/election ballot of the authorized person attending the meeting within the scope of authorization shall remain valid when one of the following cases occurs:

- a) The authorizing person has died, has limited civil act capacity, or has lost civil act capacity;
- b) The authorizing person has revoked the authorization designation;
- c) The authorizing person has revoked the authority of the person performing the authorization.

This provision shall not apply in the event that the Corporation receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Change of rights

1. The change or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of shareholders owning preference shares shall only be passed if approved by shareholders of the same class of preference shares attending the meeting who own 75% or more of the total preference shares of that class, or if approved by shareholders of the same class of preference shares owning 75% or more of the total preference shares of that class in the case of passing a resolution by way of written opinion collection.

2. The organization of a meeting of shareholders holding a class of preference shares to approve the aforementioned change of rights shall only be valid if there are at least 02 shareholders (or

their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. In case there are not enough delegates as stated above, the meeting shall be re-organized within the next 30 days, and those holding shares of that class (regardless of the number of people and number of shares) present in person or through authorized representatives shall be considered as having sufficient required number of delegates. At the aforementioned meetings of shareholders holding preference shares, those holding shares of that class present in person or through representatives may request a secret ballot. Each share of the same class shall have equal voting rights at the aforementioned meetings.

3. The procedure for conducting such separate meetings shall be carried out similarly to the provisions in Articles 19, 20, and 21 of this Charter.

4. Unless the terms of share issuance provide otherwise, the special rights attached to classes of shares with preferential rights regarding some or all matters related to the distribution of profits or assets of the Corporation shall not be changed when the Corporation issues additional shares of the same class.

Article 18. Convocation of meetings, meeting agenda, and notice of invitation to the General Meeting of Shareholders

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

2. The person convening the General Meeting of Shareholders shall perform the following tasks:

- a) Prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Corporation shall disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;
- b) Prepare the agenda and content of the meeting;
- c) Prepare documents for the meeting;
- d) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;
- e) Determine the time and location of the meeting;
- f) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;
- g) Other tasks serving the meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholder's contact address, and simultaneously published on the website of the Corporation and the State Securities Commission, and the Stock Exchange where the Corporation's shares are registered for trading. The person convening the General Meeting of Shareholders shall send the notice of invitation to all shareholders on the List of

shareholders entitled to attend at least 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Corporation's website. In case documents are not sent with the notice of the General Meeting of Shareholders, the notice of invitation must clearly state the link to the full meeting documents so that shareholders can access them, including:

- a) Meeting agenda, documents used in the meeting;
- b) List and detailed information of candidates in case of electing members of the Board of Directors, members of the Board of Supervisors;
- c) Voting/election ballot;
- d) Draft resolution for each issue in the meeting agenda.

4. A shareholder or group of shareholders as stipulated in Clause 2, Article 12 of this Charter shall have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Corporation at least 05 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the quantity of each type of share held by the shareholder, contact address, nationality, number of Citizen Identity Card, People's Identity Card, Passport, or other legal personal identification for individual shareholders; name, enterprise code or decision on establishment number, address of headquarters for institutional shareholders; the quantity and type of shares held by that shareholder, and the issue proposed to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders shall have the right to refuse the proposal stipulated in Clause 4 of this Article if it falls into one of the following cases:

- a) The proposal is sent not in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as stipulated in Clause 2, Article 12 of this Charter;
- c) The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The person convening the General Meeting of Shareholders shall accept and include the proposal stipulated in Clause 4 of this Article into the expected agenda and content of the meeting, except for the cases stipulated in Clause 5 of this Article; the proposal shall be officially added to the meeting agenda and content if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending represents over 50% of the total voting shares.
2. In case the first meeting does not meet the conditions for conduct as stipulated in Clause 1 of this Article, the notice of invitation for the second meeting shall be sent within 30 days from the

intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending represents 33% or more of the total voting shares.

3. In case the second meeting does not meet the conditions for conduct as stipulated in Clause 2 of this Article, the notice of invitation for the third meeting shall be sent within 30 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the shareholders attending.

Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. Before opening the meeting, the Corporation shall conduct shareholder registration procedures and shall perform registration until all shareholders entitled to attend are present and registered in the following order:

a) When conducting shareholder registration, the Corporation shall issue to each shareholder or authorized representative with voting rights a voting card/voting ballot/election ballot, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares/ballots of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda content. Voting shall be conducted by voting in favor, against, and abstaining. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting. The Meeting shall elect those responsible for counting votes or supervising the vote counting as proposed by the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairperson;

b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has opened shall have the right to register immediately and thereafter have the right to participate and vote/elect at the meeting immediately after registration. The Chairperson shall not be responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of contents already voted/elected before that shall not change.

2. The election of the Chairperson, secretary, and Vote Counting Committee shall be stipulated as follows:

a) The Chairperson of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one among them to act as the meeting chairperson by majority principle. In case a chairperson cannot be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a meeting chairperson from among those present, and the person with the highest number of votes shall act as the meeting chairperson;

b) Except for the case stipulated in point a of this clause, the person signing the convocation of the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a meeting chairperson, and the person with the highest number of votes shall act as the meeting chairperson;

- c) The Chairperson shall appoint one or more persons to act as meeting secretary;
 - d) The General Meeting of Shareholders shall elect one or more persons to the vote counting committee as proposed by the meeting chairperson.
3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically define the time for each issue in the meeting agenda content.
4. The meeting chairperson shall have the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of those present.
- a) Arranging seating at the venue of the General Meeting of Shareholders;
 - b) Ensuring safety for all persons present at the meeting venues;
 - c) Facilitating the attendance (or continued attendance) of shareholders at the meeting. The convener of the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. Applied measures may include issuing admission tickets or using other alternative forms.
5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by casting votes for, against, or abstaining. The vote counting results shall be announced by the chairperson immediately before the closing of the meeting.
6. Shareholders or authorized representatives attending the meeting after it has commenced shall still be registered and have the right to vote immediately after registration; in this case, the validity of the contents already voted upon shall remain unchanged.
7. The convener or the chairperson of the General Meeting of Shareholders shall have the following rights:
- a) To require all attendees to undergo inspection or other lawful and reasonable security measures;
 - b) To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders those who do not comply with the chairperson's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security inspection requirements.
8. The chairperson has the right to adjourn a General Meeting of Shareholders that has reached the required quorum for no more than 03 working days from the intended opening date and may only adjourn the meeting or change the meeting venue in the following cases:
- a) The meeting venue does not have sufficient convenient seating for all attendees;
 - b) Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;
 - c) There are attendees who obstruct or disrupt order, posing a risk that the meeting cannot be conducted in a fair and lawful manner.
9. In case the chairperson adjourns or pauses the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another

person from among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective and enforceable.

10. In case the Corporation applies modern technology to organize the General Meeting of Shareholders via online meeting, the Corporation is responsible for ensuring that shareholders can attend and vote via electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for the passage of resolutions of the General Meeting of Shareholders

1. A resolution on the following contents shall be passed if it is approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except for cases prescribed in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

- a) Types of shares and total number of shares of each type;
- b) Changes in business lines and sectors;
- c) Changes in the organizational structure of the Corporation;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Corporation, unless the Charter of the Corporation stipulates a different ratio or value;
- e) Reorganization or dissolution of the Corporation;
- f) Extension of the Corporation's operation duration;

2. Resolutions shall be passed when approved by shareholders owning over 50% of the total voting shares of all attending shareholders, except for cases prescribed in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

Note: In the case of electing members of the Board of Directors and the Board of Supervisors, if the number of candidates is less than or equal to the number of members of the Board of Directors/Board of Supervisors to be elected, the election may be conducted using the cumulative voting method as above or by voting (for, against, abstaining). The voting ratio for passage by voting method shall be implemented in accordance with Clause 2, Article 21 of the Charter of the Corporation.

3. Resolutions shall be passed when approved by shareholders owning over 50% of the total voting shares of all shareholders attending and voting at the meeting, except for cases prescribed in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

Article 22. Authority and procedures for collecting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following regulations:

1. The Board of Directors has the right to collect shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders on the following issues:

- a) Amending and supplementing the contents of the Charter of the Corporation;
- b) Approving, supplementing, and adjusting the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Board of Supervisors;
- c) Development orientation of the Corporation;
- d) Types of shares and total number of shares of each type;
- e) Electing, dismissing, and removing members of the Board of Directors and the Board of Supervisors;
- f) Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of the Corporation;
- g) Approving annual financial statements;
- h) Reorganization or dissolution of the Corporation.
- i) Changes in business lines and sectors;
- j) Changes in the organizational structure of the Corporation;
- k) Other issues when the Board of Directors deems it necessary for the benefit of the Corporation.

2. The Board of Directors must prepare the opinion collection form, the draft resolution of the General Meeting of Shareholders, explanatory documents for the draft resolution, and send them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion collection form. Requirements and methods for sending the opinion collection form and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.

3. The opinion collection form must contain the following main contents:

- a) Name, address of the head office, enterprise identification number;
- b) Purpose of opinion collection;
- c) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise identification number or legal document number of the organization, address of the head office for organizational shareholders, or full name, contact address, nationality, legal document number of the individual for the representative of the organizational shareholder; quantity of shares of each type and number of voting shares of the shareholder;
- d) Issues requiring opinion collection to pass a decision;
- e) Voting options including for, against, and abstaining for each issue being consulted;
- f) Deadline for returning the completed opinion collection form to the Corporation;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the completed opinion collection form to the Corporation by mail, fax, or email in accordance with the following regulations:

a) In case of sending by mail, the completed opinion collection form must bear the signature of the individual shareholder, or the authorized representative or legal representative of the organizational shareholder. The opinion collection form sent to the Corporation must be enclosed in a sealed envelope and no one shall have the right to open it before the vote counting;

b) In case of sending by fax or email, the opinion collection form sent to the Corporation must be kept confidential until the time of vote counting;

c) Opinion collection forms sent to the Corporation after the deadline specified in the form or opened in the case of mail and disclosed in the case of fax or email shall be invalid. Opinion collection forms not returned shall be considered as not participating in the vote.

5. The Board of Directors shall count the votes and prepare a vote counting report under the witness of the Board of Supervisors or shareholders who do not hold management positions in the Corporation. The vote counting report must contain the following main contents:

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

b) Purpose and issues requiring opinion collection to pass a resolution;

c) Number of shareholders with the total number of voting/election shares that have participated in voting/election, distinguishing between the number of valid voting/election shares and the number of invalid voting/election shares, and the method of sending the voting/election form, accompanied by an appendix of the list of shareholders participating in the voting/election;

d) Total number of votes for, against, and abstaining for each issue, total number of election votes for each candidate (if any);

e) Issues passed and the corresponding voting ratio for passage;

f) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

Members of the Board of Directors, the vote counter, and the vote counting supervisor shall be jointly liable for the honesty and accuracy of the vote counting report; and jointly liable for damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The vote counting report and the resolution must be sent to shareholders within 15 days from the date of completion of vote counting. The sending of the vote counting report and the resolution may be replaced by posting them on the Corporation's website within 24 hours from the time of completion of vote counting.

7. The answered ballots, vote counting minutes, passed resolutions, and related documents attached to the ballots shall be kept at the head office of the Corporation.

8. A resolution is passed by way of collecting shareholders' opinions in writing if it is approved by a number of shareholders owning more than 50% of the total voting shares of all voting shareholders, and it shall have the same validity as a resolution passed at a General Meeting of Shareholders.

Article 23. Resolutions and Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and must contain the following key contents:

- a) Name, address of the head office, and enterprise identification number;
- b) Time and location of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full names of the chairperson and the secretary;
- e) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue on the agenda;
- f) Number of shareholders and total voting shares of shareholders attending the meeting, with an appendix containing the list of registered shareholders and representatives of shareholders attending the meeting, along with the corresponding number of shares and votes;
- g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid and invalid votes, votes for, votes against, and abstentions; and the corresponding percentage of the total voting shares of the shareholders attending the meeting;
- h) Summary of election votes for each candidate (if any);
- i) Issues that have been passed and the corresponding percentage of votes for approval;
- j) Full names and signatures of the chairperson and the secretary. In case the chairperson or the secretary refuses to sign the meeting minutes, such minutes shall be valid if they are signed by all other members of the Board of Directors who attended the meeting and contain all the contents as prescribed in this Clause. The meeting minutes shall clearly state the refusal of the chairperson or the secretary to sign.

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

3. Minutes prepared in Vietnamese and in a foreign language shall have the same legal validity. In case of any discrepancy in content between the Vietnamese and foreign language versions, the content in the Vietnamese version shall prevail.

4. Resolutions, minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, written authorizations to attend the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice shall be kept at the head office of the Corporation.

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

Article 24. Request for cancellation of a resolution of the General Meeting of Shareholders

Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results for the collection of opinions of the General Meeting of Shareholders, the shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises has the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders violate the provisions of the Law on Enterprises and the Charter of the Corporation, except for the case specified in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

VII. Board of Directors

Article 25. Candidacy and nomination of members of the Board of Directors

1. In case the candidates for the Board of Directors have been identified, the Corporation must disclose information related to these candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Corporation's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interest of the Corporation if elected as a member of the Board of Directors. The information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other management titles (including titles on the Board of Directors of other companies);
- e) Interests related to the Corporation and related parties of the Corporation;
- f) Other information as prescribed by law (if any);

The Corporation shall be responsible for disclosing information about the corporations where the candidate is currently holding the position of member of the Board of Directors, other management titles, and interests related to the Corporation of the candidate for the Board of Directors (if any).

2. A shareholder or group of shareholders holding 10% of the total ordinary shares or more has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Charter of the Corporation. A shareholder or group of shareholders holding from ten percent (10%) to twenty percent (20%) may nominate one (01) member; from over twenty percent (20%) to forty percent (40%) may nominate two (02) members; from over forty percent (40%) to sixty percent (60%) may nominate three (03) members; from over sixty percent (60%) to eighty

percent (80%) may nominate four (04) members; and if more than eighty percent (80%) may nominate five (05) members.

3. In case the number of candidates for the Board of Directors through nomination and candidacy as prescribed in Clause 5, Article 115 of the Law on Enterprises is still insufficient, the incumbent Board of Directors shall nominate additional candidates in accordance with the Charter of the Corporation, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The nomination 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 the law.

4. In case the number of candidates nominated by the incumbent Board of Directors under Clause 3 of this Article is still insufficient, the Board of Directors shall organize for other shareholders to nominate candidates in accordance with the Charter of the Corporation, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The organization of additional nominations 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 the law.

5. Members of the Board of Directors must meet the standards and conditions as prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and this Charter.

Article 26. Composition and term of members of the Board of Directors

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

2. The term of a member of the Board of Directors shall not exceed 05 years and they may be re-elected for an unlimited number of terms. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

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

The structure of the Board of Directors of the Corporation must ensure that at least one member of the Board of Directors is a non-executive member. The Corporation shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Corporation to ensure the independence of the Board of Directors.

A member of the Board of Directors of the Corporation may only concurrently be a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.

4. A member of the Board of Directors shall no longer hold the status of a member of the Board of Directors in case they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

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

6. A member of the Board of Directors is not necessarily a shareholder of the Corporation.

Article 27. Powers and duties of the Board of Directors

1. The Board of Directors is the management body of the Corporation, having full authority on behalf of the Corporation to decide and exercise the rights and obligations of the Corporation, except for rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are prescribed by law, the Charter of the Corporation, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:

- a) Deciding on the strategy, medium-term development plan, and annual business plan of the Corporation;
- b) Proposing the types of shares and the total number of shares authorized to be offered for each type;
- c) Deciding on the sale of unsold shares within the scope of the number of shares authorized to be offered for each type; deciding on raising additional capital in other forms;
- d) Deciding on the selling price of shares and bonds of the Corporation;
- e) Deciding on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- f) Deciding on investment plans and investment projects within its authority and limits as prescribed by law;
- g) Deciding on solutions for market development, marketing, and technology;
- h) Approve purchase, sale, loan, lending contracts, and other contracts or transactions with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Corporation, except for contracts or transactions under the decision-making authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
- i) Elect, dismiss, or remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts with, or terminate contracts with the General Director and other key managers as prescribed by the Corporation Charter; decide on the salaries, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, and decide on the remuneration and other benefits of such persons;
- j) Supervise and direct the General Director and other managers in the daily business operations of the Corporation;
- k) Decide on the organizational structure and internal management regulations of the Corporation; decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;
- l) Approve the program and content of documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;

- m) Submit the audited annual financial statements to the General Meeting of Shareholders;
- n) Propose the dividend payout level; decide on the timeline and procedures for dividend payments or the handling of losses incurred during business operations;
- o) Propose the reorganization or dissolution of the Corporation; request bankruptcy for the Corporation;
- p) Decide on the issuance of the Board of Directors' Operating Regulations and the Internal Regulations on Corporate Governance after they are approved by the General Meeting of Shareholders; and the Regulations on Information Disclosure of the Corporation;
- q) Request the General Director, Deputy General Directors, and other managers in the Corporation to provide information and documents regarding the financial status and business operations of the Corporation and its units. The requested managers must provide the information and documents in a timely, complete, and accurate manner as requested by members of the Board of Directors. The sequence and procedures for requesting and providing information are specifically stipulated in the Board of Directors' Operating Regulations.
- r) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, and the Corporation Charter.

3. The Board of Directors shall report the results of its activities to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 28. Remuneration, bonuses, and other benefits of members of the Board of Directors

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

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of a Board member and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonus for the Board of Directors shall be approved by the General Meeting of Shareholders at the annual meeting.

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

4. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in sub-committees of the Board, or performing tasks outside the scope of the normal duties of a Board member, may be paid additional remuneration in the form of a lump-sum fee, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, and other reasonable expenses they have incurred while performing their responsibilities as Board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Corporation after approval by the General Meeting of Shareholders. This insurance does not include coverage for liabilities of Board members related to violations of the law and the Corporation Charter.

Article 29. Chairman of the Board of Directors

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

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

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

- a) Develop the program and activity plan of the Board of Directors;
- b) Prepare the program, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
- c) Organize the passing of resolutions and decisions of the Board of Directors;
- d) Supervise the implementation process of resolutions and decisions of the Board of Directors;
- e) Chair meetings of the General Meeting of Shareholders;
- f) Other rights and obligations as prescribed by the Law on Enterprises.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors shall elect a replacement within 10 days from the date of receiving the resignation letter or the dismissal or removal decision.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person, or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education institution, flees from their place of residence, has their civil act capacity restricted or lost, has difficulty in cognition or behavior control, or is prohibited by the Court from holding certain positions or practicing certain professions, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. 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 date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of

votes or the highest percentage of votes. In case there is more than one member with the same highest number or percentage of votes, the members shall elect by majority principle to choose 01 person among them to convene the Board of Directors meeting.

2. The Board of Directors shall meet at least once per quarter and may hold extraordinary meetings.

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

- a) Upon the request of the Board of Supervisors;
- b) Upon the request of the General Director or at least 05 other managers;
- c) Upon the request of at least 02 members of the Board of Directors;
- d) Other cases when deemed necessary.

4. The request stipulated in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.

5. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors within 07 working days from the date of receiving the request stipulated in Clause 3 of this Article. In case the Chairman fails to convene the Board of Directors meeting as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred by the Corporation; the requester has the right to replace the Chairman of the Board of Directors to convene the Board of Directors meeting.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting shall send a meeting notice at least 05 working days before the meeting date. The meeting notice must specify the time and location of the meeting, the program, and the issues to be discussed and decided. The meeting notice must be accompanied by documents to be used at the meeting and the voting ballots of the members.

The notice of the Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Corporation Charter and must ensure it reaches the contact address of each Board member registered at the Corporation.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the meeting notice and accompanying documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.

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

8. A meeting of the Board of Directors shall be conducted when 3/4 of the total number of members (equivalent to 03 members) or more are present. In case the meeting convened according to this clause does not have enough members present as prescribed, it shall be convened for the second time within 05 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

9. A member of the Board of Directors is considered to be present and voting at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorize another person to attend and vote at the meeting in accordance with Clause 11 of this Article;
- c) Attend and vote via online conference, electronic voting, or other electronic means;
- d) Send voting ballots to the meeting via mail, fax, or email;
- e) Send voting ballots by other means as prescribed by law (if any).

10. In case of sending a voting ballot to the meeting via mail, the ballot must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors at least 01 hour before the opening of the meeting. The voting ballot shall only be opened in the presence of all attendees.

11. Members shall attend all meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by a majority of the members of the Board of Directors.

12. Resolutions and decisions of the Board of Directors shall be passed if approved by a majority (more than 1/2) of the members present; in the event of a tie, the final decision shall belong to the side with the opinion of the Chairperson of the Board of Directors. Note that a member of the Board of Directors shall not vote on transactions that provide benefits to that member or their related persons in accordance with the Law on Enterprises and Article 43 of the Corporation's Charter.

Article 31. Sub-committees of the Board of Directors

1. When deemed necessary, the Board of Directors may establish sub-committees to be in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors and shall consist of at least 02 people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors shall constitute the majority of the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by decision of the Board of Directors. The operations of the sub-committee shall comply with the regulations of the Board of Directors. A resolution of the sub-committee shall only be effective when approved by a majority of members attending and voting at the sub-committee meeting.

2. The implementation of decisions of the Board of Directors or of sub-committees under the Board of Directors shall be consistent with current legal regulations, the Corporation's Charter, and the Internal Regulations on Corporate Governance.

Article 32. Person in charge of corporate governance

1. The Board of Directors of the Corporation shall appoint at least 01 person in charge of corporate governance to support corporate governance activities at the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance shall not simultaneously work for an approved auditing organization that is auditing the financial statements of the Corporation.

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

- a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related matters between the Corporation and shareholders;
- b) Prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
- c) Advise on meeting procedures;
- d) Attend meetings;
- e) Advise on procedures for drafting resolutions of the Board of Directors in accordance with the law;
- f) Provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Board of Supervisors;
- g) Supervise and report to the Board of Directors on the Corporation's information disclosure activities;
- h) Act as the contact point for related parties;
- i) Maintain confidentiality of information in accordance with the law and the Corporation's Charter;
- j) Other rights and obligations as prescribed by law and this Charter.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organizational structure of management

The management system of the Corporation shall ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Corporation. The Corporation shall have a General Director, Deputy General Directors, Chief Accountant, Executive Directors, and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions shall be passed by resolution or decision of the Board of Directors.

Article 34. Enterprise executives

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Corporation may employ other enterprise executives with numbers and standards suitable to the structure and management regulations of the Corporation as prescribed by the Board of Directors. Enterprise executives shall be responsible for assisting the Corporation in achieving the goals set out in its operations and organization.
2. The General Director shall be paid a salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors.
3. The salary of enterprise executives shall be included in the business expenses of the Corporation in accordance with the law on corporate income tax, shall be presented as a separate item in the annual financial statements of the Corporation, and shall be reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, dismissal, rights, and obligations of the General Director

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to be the General Director.
2. The General Director is the person who manages the daily business operations of the Corporation; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and before the law for the exercise of assigned rights and obligations.
3. The term of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms. The General Director shall meet the standards and conditions prescribed by law and this Charter.
4. The General Director has the following rights and obligations:
 - a) Decide on matters related to the daily business operations of the Corporation that do not fall under the authority of the Board of Directors;
 - b) Organize the implementation of resolutions and decisions of the Board of Directors;
 - c) Organize the implementation of the business plan and investment plan of the Corporation;
 - d) Propose the organizational structure and internal management regulations of the Corporation;
 - e) Appoint, dismiss, and remove management positions within the Corporation, except for positions under the authority of the Board of Directors;
 - f) Decide on salaries and other benefits for employees in the Corporation, including managers under the appointment authority of the General Director;
 - g) Recruit employees;
 - h) Propose plans for dividend payment or handling of business losses;
 - i) Other rights and obligations as prescribed by law, the Corporation's Charter, and resolutions and decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director when a majority of the voting members of the Board of Directors present at the meeting agree and appoint a new General Director as a replacement.

Article 36. Company Secretary

When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary with a term of office as decided by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, provided that it does not contravene current labor laws. The Company Secretary has the following rights and obligations:

- a) Assist in organizing the convening of the General Meeting of Shareholders and Board of Directors meetings; record meeting minutes;
- b) Assist members of the Board of Directors in exercising their assigned rights and obligations;
- c) Assist the Board of Directors in applying and implementing corporate governance principles;

- d) Assist the Corporation in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with obligations to provide information, disclose information, and administrative procedures
- e) Other rights and obligations as prescribed in the Corporation's Charter and Internal Regulations of the Corporation.

IX. BOARD OF SUPERVISORS

Article 37. Candidacy and nomination of members of the Board of Supervisors (Supervisors)

1. The candidacy and nomination of members of the Board of Supervisors shall be carried out similarly to the provisions of Clause 1, Article 25 of this Charter. A shareholder or group of shareholders holding from ten percent (10%) to twenty percent (20%) shall be entitled to nominate one (01) member; from over twenty percent (20%) to forty percent (40%) shall be entitled to nominate two (02) members; from over forty percent (40%) to sixty percent (60%) shall be entitled to nominate three (03) members; from over sixty percent (60%) to eighty percent (80%) shall be entitled to nominate four (04) members; and if greater than eighty percent (80%), they shall be entitled to nominate five (05) members.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy as prescribed in Clause 5, Article 115 of the Law on Enterprises is not sufficient, the incumbent Board of Supervisors may nominate additional candidates in accordance with the Corporation's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

3. In the event that the number of candidates nominated by the incumbent Board of Supervisors pursuant to Clause 2 of this Article is still insufficient, the incumbent Board of Supervisors shall organize for other shareholders to nominate candidates in accordance with the Corporation's Charter, the Internal Regulations on Corporate Governance, and the Operational Regulations of the Board of Supervisors. The organization of additional candidate nominations by the incumbent Board of Supervisors for other shareholders shall be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors as prescribed by law.

Article 38. Composition of the Board of Supervisors

1. The number of members of the Board of Supervisors of the Corporation shall be 03. The term of office of a member of the Board of Supervisors shall not exceed 05 years and may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors shall meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and the following standards:

- a) Must not work in the accounting or finance department of the Corporation;
- b) Must not be a member or employee of an independent audit firm that has audited the financial statements of the Corporation in the 03 preceding consecutive years.

3. A member of the Board of Supervisors shall be dismissed in the following cases:

- a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Clause 2 of this Article;
- b) Submitting a resignation letter which is accepted;
- c) Other cases as prescribed by law and this Charter.

4. A member of the Board of Supervisors shall be removed from office in the following cases:

- a) Failing to complete assigned tasks and duties;
- b) Failing to perform their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeatedly or seriously violating the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Corporation's Charter;
- d) Other cases as per the resolution of the General Meeting of Shareholders.

Article 39. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal from office shall be based on the majority principle. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the business operations of the enterprise.

2. Rights and obligations of the Head of the Board of Supervisors:

- a) Convening meetings of the Board of Supervisors;
- b) Requesting the Board of Directors, the General Director, and other managers to provide relevant information for reporting to the Board of Supervisors;
- c) Preparing and signing the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

Article 40. Rights and obligations of the Board of Supervisors

In addition to the rights and obligations prescribed in Article 170 of the Law on Enterprises, the Board of Supervisors shall have the following rights and obligations:

- 1. Proposing and recommending the General Meeting of Shareholders to approve the list of audit firms accepted to audit the financial statements of the Corporation; deciding on the audit firm accepted to inspect the operations of the Corporation, and removing the accepted auditor when deemed necessary.
- 2. Being responsible to shareholders for its supervisory activities.
- 3. Supervising the financial situation of the Corporation and the compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.
- 4. Ensuring coordination with the Board of Directors, the General Director, and shareholders.

5. In case of discovering acts of violation of the law or the Corporation's Charter by members of the Board of Directors, the General Director, or other managers of the enterprise, the Board of Supervisors shall notify the Board of Directors in writing within 48 hours, requesting the violator to terminate the violation and take measures to remedy the consequences.
6. Developing the Operational Regulations of the Board of Supervisors and submitting them to the General Meeting of Shareholders for approval.
7. Reporting at the General Meeting of Shareholders as prescribed in Article 290 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
8. Having the right to access records and documents of the Corporation kept at the headquarters, branches, and other locations; having the right to enter the workplaces of managers and employees of the Corporation during working hours.
9. Having the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Corporation.
10. Other rights and obligations as prescribed by law and this Charter.

Article 41. Meetings of the Board of Supervisors

1. The Board of Supervisors shall meet at least 02 times per year, with at least 2/3 of the members of the Board of Supervisors in attendance. Minutes of the Board of Supervisors meetings shall be prepared in detail and clearly. The minute-taker and the members of the Board of Supervisors attending the meeting shall sign the meeting minutes. The minutes of the Board of Supervisors meetings shall be kept to determine the responsibility of each member of the Board of Supervisors.
2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the accepted audit firm to attend and answer issues that need clarification.

Article 42. Salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors

Salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented in accordance with the following regulations:

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of this remuneration and these expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salary and operating expenses of the Board of Supervisors shall be included in the business expenses of the Corporation in accordance with the law on corporate income tax and other relevant legal regulations, and shall be recorded as a separate item in the annual financial statements of the Corporation.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER MANAGERS

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers shall be responsible for performing their duties, including duties in their capacity as members of sub-committees of the Board of Directors, honestly and prudently in the best interests of the Corporation.

Article 43. Duty of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers shall disclose their related interests in accordance with the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons shall only use information obtained through their positions to serve the interests of the Corporation.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers shall have the obligation to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Corporation, its subsidiaries, or other companies controlled by the Corporation with over 50% of charter capital and themselves or their related persons as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Corporation shall disclose information about these resolutions in accordance with the securities law on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that bring benefits to themselves or their related persons in accordance with the Law on Enterprises and this Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons shall not use or disclose to others internal information to conduct related transactions.

6. Transactions between the Corporation and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and individuals or organizations related to these persons shall not be void in the following cases:

a) For transactions with a value of less than 35% of the total asset value recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director, or other manager have been reported to the Board of Directors and approved by the Board of Directors with a majority vote of the members of the Board of Directors who have no related interests;

b) For transactions with a value of 35% or more, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction of 35% or more of the total asset value recorded in the most recent financial statements, the important contents of this transaction as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director, or other manager have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

c) Contracts or transactions for borrowing or selling assets with a value greater than 10% of the total asset value recorded in the most recent financial statements between the Corporation and a shareholder owning 51% or more of the total voting shares or their related persons have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

Article 44. Liability for damages and compensation

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers who violate their obligations, responsibilities of honesty and prudence, or fail to fulfill their duties shall be held liable for damages caused by their violations.

2. The Corporation shall indemnify persons who are, have been, or may become a related party in claims, lawsuits, or prosecutions (including civil, administrative, and other proceedings, excluding lawsuits initiated by the Corporation itself) if such person is or was a member of the Board of Directors, a member of the Board of Supervisors, the General Director, another manager, an employee, or a representative authorized by the Corporation, and was acting in the performance of their duties under the authorization of the Corporation, acting honestly and prudently in the best interests of the Corporation in compliance with the law, and there is no evidence confirming that such person has breached their responsibilities.

3. Compensation costs include judgment costs, fines, and actual expenses incurred (including legal fees) when resolving these cases within the framework permitted by law. The Corporation may purchase insurance for these persons to avoid the aforementioned compensation liabilities.

XI. RIGHT TO INSPECT BOOKS AND RECORDS OF THE CORPORATION

Article 45. Right to inspect books and records

1. Ordinary shareholders have the right to inspect books and records, specifically as follows:

a) Ordinary shareholders have the right to examine, look up, and extract information regarding the names and contact addresses in the list of shareholders with voting rights; request the correction of inaccurate information; examine, look up, extract, or copy the Charter of the Corporation, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 05% or more of the total ordinary shares have the right to examine, look up, and extract the minute books and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, and transactions that must be approved by the Board of Directors, and other documents, excluding documents related to trade secrets and business secrets of the Corporation.

2. In case an authorized representative of a shareholder or group of shareholders requests to inspect books and records, they must attach a power of attorney from the shareholder or group of shareholders they represent or a notarized copy of such power of attorney.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have the right to inspect the register of shareholders of the Corporation, the list of shareholders, and other books and records of the Corporation for purposes related to their positions, provided that such information must be kept confidential.

4. The Corporation shall keep this Charter and its amendments and supplements, the Certificate of Enterprise Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as prescribed by law at the headquarters or another location, provided that shareholders and the Business Registration Authority are notified of the storage location of these documents.

5. The Charter of the Corporation shall be published on the Corporation's website.

XII. EMPLOYEES AND TRADE UNION

Article 46. Employees and trade union

1. The General Director shall prepare plans for the Board of Directors to approve matters related to recruitment, termination of employment, salaries, social insurance, welfare, rewards, and discipline for employees and corporate managers.

2. The General Director shall prepare plans for the Board of Directors to approve matters related to the Corporation's relationship with trade union organizations in accordance with best management standards, practices, and policies, the practices and policies stipulated in this Charter, the regulations of the Corporation, and current legal provisions.

XIII. PROFIT DISTRIBUTION

Article 47. Profit distribution

1. The General Meeting of Shareholders decides on the dividend payment rate and the form of annual dividend payment from the retained earnings of the Corporation.

2. The Corporation shall not pay interest on dividend payments or payments related to a class of shares.

3. The Board of Directors may recommend that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors is the body responsible for executing this decision.

4. In case dividends or other payments related to a class of shares are paid in cash, the Corporation shall pay in VND. The payment may be made directly or through banks based on bank account details provided by the shareholder. In case the Corporation has transferred funds according to the correct bank details provided by the shareholder but the shareholder does not receive the money, the Corporation shall not be held liable for the amount transferred to such shareholder. Dividend

payments for shares registered for trading/listing at the Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision to determine a specific date for closing the list of shareholders. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, or receive notices or other documents.

6. Other matters related to profit distribution shall be implemented in accordance with the provisions of the law.

XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 48. Bank accounts

1. The Corporation shall open accounts at Vietnamese banks or branches of foreign banks permitted to operate in Vietnam.

2. With the prior approval of the competent authority, in necessary cases, the Corporation may open bank accounts abroad in accordance with the provisions of the law.

3. The Corporation shall conduct all payments and accounting transactions through VND or foreign currency accounts at the banks where the Corporation has opened accounts.

Article 49. Fiscal year

The fiscal year of the Corporation begins on January 01 of each year and ends on December 31. The first fiscal year begins from the date of issuance of the Certificate of Enterprise Registration and ends on December 31 of the year in which such Certificate of Enterprise Registration is issued.

Article 50. Accounting system

1. The accounting system used by the Corporation is the enterprise accounting system or a specific accounting system issued or approved by the competent authority.

2. The Corporation shall maintain accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and related laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the transactions of the Corporation.

3. The Corporation shall use VND as the accounting currency. In case the Corporation has economic operations occurring primarily in a foreign currency, it may choose that foreign currency as its accounting currency, take responsibility for such choice before the law, and notify the direct tax management authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 51. Annual, semi-annual, and quarterly financial statements

1. The Corporation shall prepare annual financial statements, and such annual financial statements must be audited in accordance with the law. The Corporation shall disclose the audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

2. Annual financial statements must include full reports, appendices, and notes as required by the law on enterprise accounting. Annual financial statements must reflect the operations of the Corporation in a truthful and objective manner.

3. The Corporation shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

Article 52. Annual report

The Corporation shall prepare and disclose an Annual Report in accordance with the provisions of the law on securities and the securities market.

XVI. AUDIT OF THE CORPORATION

Article 53. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to decide on the selection of one of these entities to audit the Corporation's financial statements for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors.

2. The audit report shall be attached to the Corporation's annual financial statements.

3. The independent auditor performing the audit of the Corporation's financial statements is entitled to attend meetings of the General Meeting of Shareholders, receive notices and other information related to the General Meeting of Shareholders, and express opinions at the meeting on matters related to the audit of the Corporation's financial statements.

XVII. CORPORATE SEAL

Article 54. Corporate seal

1. The seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form, and content of the seal of the Corporation, its branches, and representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seal in accordance with the provisions of current law.

XVIII. DISSOLUTION OF THE CORPORATION

Article 55. Dissolution of the Corporation

1. The Corporation may be dissolved in the following cases:

a) The operating duration specified in the Corporation's Charter expires without a decision on extension;

b) Pursuant to a resolution or decision of the General Meeting of Shareholders;

c) The Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration;

d) Other cases as prescribed by law.

2. The dissolution of the Corporation before the expiration of its duration (including any extended duration) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) in accordance with regulations.

Article 56. Extension of operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least [07 months] before the end of the operating duration so that shareholders may vote on the extension of the Corporation's operation as proposed by the Board of Directors.

2. The operating duration shall be extended when shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders approve.

Article 57. Liquidation

1. At least [06 months] before the end of the Corporation's operating duration or after a decision to dissolve the Corporation is made, the Board of Directors shall establish a Liquidation Committee consisting of 03 members, of whom 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Corporation's employees or independent experts. All costs related to the liquidation shall be prioritized by the Corporation for payment before other debts of the Corporation.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority regarding the date of establishment and the date of commencement of operations. From that moment, the Liquidation Committee shall represent the Corporation in all matters related to the liquidation of the Corporation before the Court and administrative agencies.

3. Proceeds from the liquidation shall be paid in the following order:

- a) Liquidation costs;
- b) Debts for wages, severance pay, social insurance, and other benefits of employees under the collective labor agreement and signed labor contracts;
- c) Tax debts;
- d) Other debts of the Corporation;
- e) The remainder after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preference shares shall be prioritized for payment.

XIX. INTERNAL DISPUTE RESOLUTION

Article 58. Internal dispute resolution

1. In case of any dispute or complaint arising in relation to the Corporation's operations, or the rights and obligations of shareholders as prescribed by the Law on Enterprises, the Corporation's Charter, other legal regulations, or agreements between:

- a) A shareholder and the Corporation;

b) A shareholder and the Board of Directors, Board of Supervisors, General Director, or other managers;

The involved parties shall attempt to resolve such disputes through negotiation and conciliation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and require each party to present information related to the dispute within 30 working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Board of Supervisors to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In case a conciliation decision is not reached within [06 weeks] from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, a party may refer the dispute to Arbitration or a Court.

3. The parties shall bear their own costs related to the negotiation and conciliation procedures. The payment of Court costs shall be made in accordance with the Court's judgment.

XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 59. Corporation's Charter

1. Any amendment or supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case legal regulations related to the Corporation's operations are not mentioned in this Charter, or in case new legal regulations differ from the provisions of this Charter, such regulations shall apply to govern the Corporation's operations.

XXI. EFFECTIVE DATE

Article 60. Effective date

1. This Charter consists of 21 sections and 60 articles, unanimously approved by the General Meeting of Shareholders of Phong Phu Corporation in its updated, amended, and supplemented version on May 21, 2026, in Ho Chi Minh City, and they collectively accept the full validity of this Charter.

2. The Charter is made in 02 copies, having equal validity, and must be kept at the Corporation's headquarters.

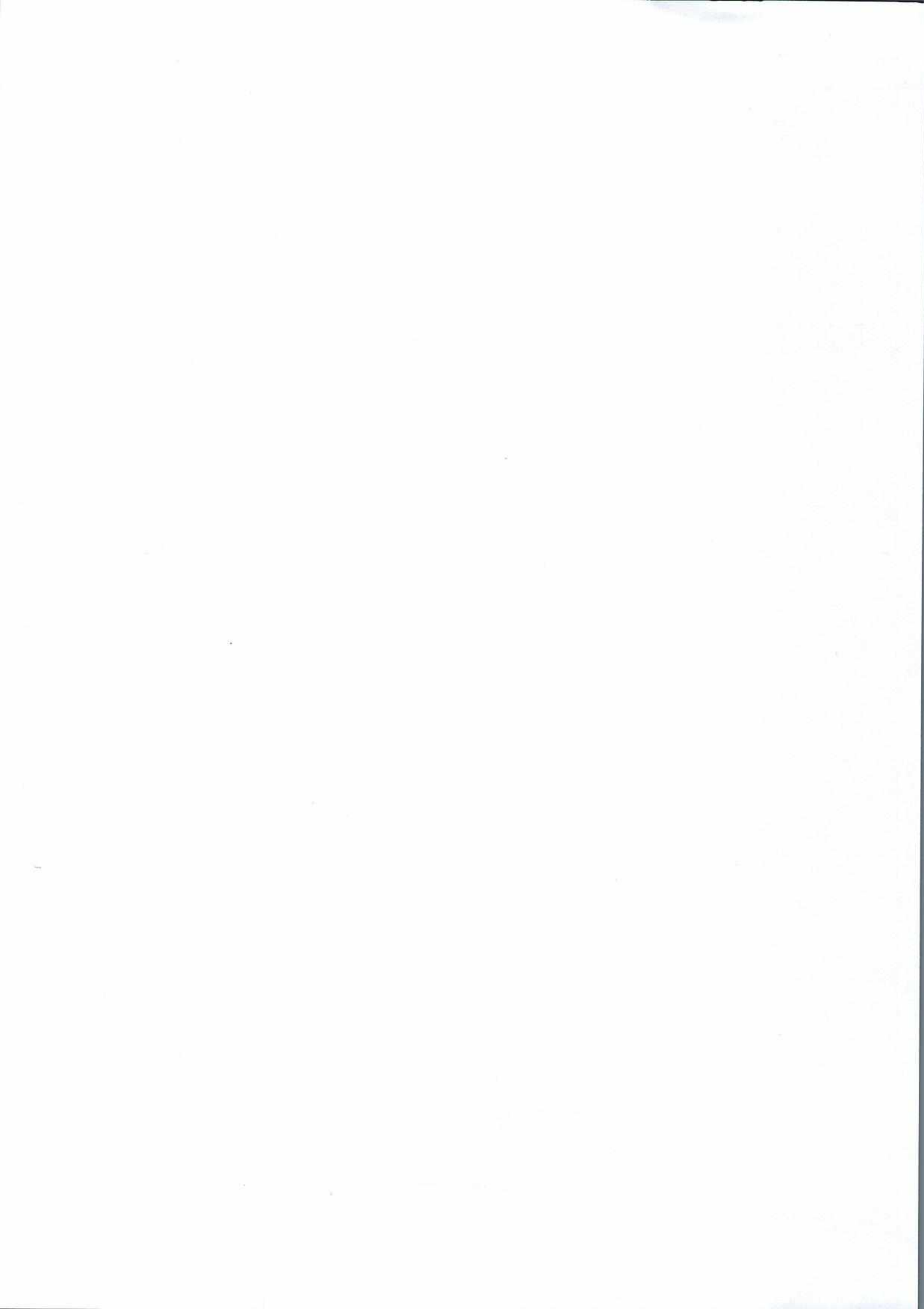
3. This Charter is the sole and official Charter of the Corporation, replacing the Charter dated August 29, 2022, of Phong Phu Corporation.

4. Copies or extracts of the Corporation's Charter are valid when signed by the Chairman of the Board of Directors, the legal representative, or an authorized person in accordance with the regulations of Phong Phu Corporation.

Full name and signature of the legal representative



[Handwritten signature]



SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

**INTERNAL REGULATIONS ON CORPORATE
GOVERNANCE
PHONG PHU CORPORATION**



*(Issued pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders of
Phong Phu Corporation)*

Ho Chi Minh City, May 21, 2026

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CHAPTER 1 – GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: These Regulations are developed in accordance with Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance, stipulating the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; procedures for convening the General Meeting of Shareholders; nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Board of Supervisors, the General Director, and other activities as prescribed in the Corporation Charter and other current legal regulations.
2. Subjects of application: These Regulations apply to members of the Board of Directors, the Board of Supervisors, the General Director, and relevant persons mentioned in these regulations.

Article 2. Explanation of terms and abbreviations

1. *Charter capital* is the total par value of shares sold or registered for purchase upon the establishment of the Corporation and as prescribed in Article 6 of the Corporation Charter;
2. *Law on Enterprises* is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
3. *Securities Law* is the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
4. *Establishment date* is the date the Corporation is first issued the Enterprise Registration Certificate (Business Registration Certificate and equivalent valid documents);
5. *Corporate Executive* is the General Director, Deputy General Director, Chief Accountant, and other executives appointed by the Board of Directors;
6. *Corporate Manager* is a manager of the Corporation, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management titles appointed by the General Meeting of Shareholders or the Board of Directors;
7. *Related person* is an individual or organization as prescribed in Clause 46, Article 4 of the Securities Law;
8. *Shareholder* is an individual or organization owning at least one share of the Corporation;
9. *Major shareholder* is a shareholder owning 5% or more of the voting shares of an issuing organization;
10. *Member of the Board of Supervisors* is a Supervisor.
11. *Stock Exchange* is the Vietnam Stock Exchange and its subsidiaries.
12. *Non-executive member of the BOD* is a member of the BOD who is not the General Director, Deputy General Director, Chief Accountant, or other executives as prescribed by the Corporation Charter.
13. *Shareholder/Delegate Eligibility Verification Committee* is the department in charge of determining the conditions for holding the General Meeting of Shareholders in accordance with the law and the Corporation Charter.
14. *Corporation* is Phong Phu Corporation
15. *BOD* is the Board of Directors
16. *Candidacy* is self-nomination

17. *Board of Supervisors* is the Board of Supervisors
18. *VSD* is the Vietnam Securities Depository and Clearing Corporation
19. *Delegate* is a Shareholder or a representative (a person authorized by a shareholder)
20. *Corporate Governance Officer* is a person with the responsibilities and powers prescribed in Article 281 of Decree 155/2020/ND-CP.

CHAPTER 2 – GENERAL MEETING OF SHAREHOLDERS

I. PROVISIONS FOR THE GENERAL MEETING OF SHAREHOLDERS PASSING RESOLUTIONS BY VOTING AT THE GENERAL MEETING OF SHAREHOLDERS (IN-PERSON, ONLINE, OR COMBINED IN-PERSON AND ONLINE)

SECTION 1 - GENERAL PROVISIONS

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

The roles, rights, and obligations of the General Meeting of Shareholders are prescribed in Article 138 of the Law on Enterprises, the Securities Law No. 54/2019/QH14, and Articles 14 and 15 of the Corporation Charter.

Article 4. Authority to convene the General Meeting of Shareholders

(Pursuant to Articles 115 and 140 of the Law on Enterprises and Article 14 of the Corporation Charter)

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:
 - a. The Board of Directors deems it necessary for the benefit of the Corporation;
 - b. The number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number of members prescribed by law;
 - c. At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises;
 - d. At the request of the Board of Supervisors;
 - e. Other cases as prescribed by law and the Corporation Charter.
2. The BOD must convene the General Meeting of Shareholders within 60 days from the date the number of remaining BOD members or Supervisors is as prescribed in Point b, Clause 3, Article 14 of the Corporation Charter or upon receiving the request prescribed in Point c and Point d, Clause 3, Article 14 of the Corporation Charter;
3. In case the BOD fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4, Article 14 of the Corporation Charter, then within the next 30 days, the Board of Supervisors must replace the BOD to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;
4. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4, Article 14 of the Corporation Charter, then the shareholder or group of shareholders prescribed in Point c, Clause 3, Article 14 of the Corporation Charter has the right to request the representative of the Corporation to convene the General Meeting of Shareholders as prescribed by the Law on Enterprises.

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

5. Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

Article 5. Personnel of the General Meeting of Shareholders

(Pursuant to Article 146 of the Law on Enterprises and Clause 2, Article 20 of the Corporation Charter)

1. Chairman and Meeting Presidium:

- a. The Chairman of the Board of Directors shall act as the Chairman or authorize another member of the Board of Directors to act as the Chairman of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting by majority principle. In case no Chairman can be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a Chairman from among the attendees, and the person with the highest number of election voting shall chair the meeting;
- b. Except for the case specified in point a of this clause, the person signing the notice of convocation of the General Meeting of Shareholders shall preside over the election of the Chairman of the meeting, and the person with the highest number of election voting shall serve as the Chairman of the meeting;
- c. The Chairman has the authority to take necessary measures to conduct the meeting in a reasonable and orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees.
- d. The Chairman of the General Meeting of Shareholders has the following powers:
 - To require all attendees to undergo inspection or other lawful and reasonable security measures;
 - To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders those who do not comply with the Chairman's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security inspection requirements.
- e. The Chairman has the right to postpone the General Meeting of Shareholders that has reached the required number of attendees for a maximum of 03 working days from the originally intended opening date and may only postpone the meeting or change the meeting venue in the following cases:
 - The meeting venue does not have sufficient convenient seating for all attendees;
 - Communication equipment at the meeting venue does not ensure that shareholders can participate, discuss, and vote;

- There are attendees who obstruct or disrupt order, posing a risk that the meeting will not be conducted in a fair and lawful manner.
- f. Other rights and obligations of the Chairman as prescribed by current law.
- g. The Chairman Committee consists of 03 people, including 01 Chairman and other members.
- h. Duties of the Chairman Committee:
 - To manage the activities of the General Meeting of Shareholders of the Corporation according to the agenda proposed by the BOD and approved by the General Meeting of Shareholders;
 - To guide delegates and the Meeting in discussing the items on the agenda;
 - To present drafts and conclude necessary issues for the Meeting to vote on;
 - To respond to issues requested by the Meeting;
 - To resolve issues arising during the course of the Meeting.
- i. Working principles of the Chairman Committee: The Chairman Committee works on the principle of collective leadership, democratic centralism, and majority decision-making.

2. Meeting Secretary:

- a. The Chairman appoints one or more persons to act as the meeting secretary;
- b. Duties of the Meeting Secretary:
 - To record the content of the Meeting fully and truthfully;
 - To receive registration forms for comments from shareholders/delegates;
 - To prepare the Meeting Minutes and draft the Resolution of the General Meeting of Shareholders;
 - To assist the Chairman in disclosing information related to the General Meeting of Shareholders and notifying Shareholders in accordance with the law and the Corporation Charter;
 - Other duties as requested by the Chairman.

3. Vote Counting Committee:

- a. The General Meeting of Shareholders elects one or more persons to the vote counting committee upon the proposal of the meeting Chairman;
 - b. Duties of the Vote Counting Committee:
 - To disseminate the principles, rules, and instructions on voting procedures.
 - To count and record voting ballots, prepare the vote counting minutes, and announce the results; to transfer the minutes to the Chairman for approval of the voting results.
 - To promptly notify the secretary of the voting results.
 - To review and report to the Meeting any violations of voting rules or complaints regarding voting results.
1. Shareholder/Delegate Eligibility Verification Committee:
- a. The person convening the General Meeting of Shareholders in accordance with Article 140 of the Law on Enterprises shall appoint one or more persons to the Shareholder/Delegate Eligibility Verification Committee to serve the meeting. The Committee for the Meeting consists of at least 02 people, including 01 Head of the Committee and at least 01 member.

- b. Duties of the Shareholder/Delegate Eligibility Verification Committee:
- To verify the eligibility and status of shareholders and shareholder representatives attending the meeting.
 - The Head of the Shareholder/Delegate Eligibility Verification Committee reports to the General Meeting of Shareholders on the status of shareholders attending the meeting. If the meeting has a sufficient number of shareholders and authorized representatives with the right to attend representing over 50% of the total voting shares, the General Meeting of Shareholders of the Corporation shall be held.
 - To participate in counting votes for other matters before the establishment of the Vote Counting Committee.

4. Shareholder/Delegate Eligibility Verification Committee:

- a. The Chairman appoints one or more persons to the Shareholder/Delegate Eligibility Verification Committee to serve the meeting. The Committee for the Meeting consists of 03 or more people, including 01 Head of the Committee and other members.
- b. Duties of the Shareholder/Delegate Eligibility Verification Committee:
- To verify the eligibility and status of shareholders and shareholder representatives attending the meeting.
 - The Head of the Shareholder/Delegate Eligibility Verification Committee reports to the General Meeting of Shareholders on the status of shareholders attending the meeting. If the meeting has a sufficient number of shareholders and authorized representatives with the right to attend representing over 50% of the total voting shares, the General Meeting of Shareholders of the Corporation shall be held.
 - To participate in counting votes for other matters before the establishment of the Vote Counting Committee.

Article 6. To prepare the list of shareholders entitled to attend the meeting and announce the closing of the list of shareholders entitled to attend the General Meeting of Shareholders

(Pursuant to the provisions of point a, Clause 2, Article 18 of the Corporation Charter; Regulations on the exercise of rights of the VSD)

1. The Corporation must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date.
2. The Corporation shall carry out the procedures for preparing the shareholder list and related procedures in accordance with the Regulations on the exercise of rights of the Vietnam Securities Depository and Clearing Corporation.

Article 7. Notice of convocation of the General Meeting of Shareholders

(Pursuant to Article 143 of the Law on Enterprises)

1. The person convening the General Meeting of Shareholders must send a notice of invitation to all shareholders on the list of shareholders entitled to attend at least 21 days before the opening date. The invitation notice must contain the name, address of the head office, enterprise code; name and contact address of the shareholder, time, location of the meeting, and other requirements for attendees.

2. The invitation notice shall be sent by a method that ensures it reaches the shareholder's contact address and shall be posted on the Corporation's website; if the Corporation deems it necessary, it shall be published in a central or local daily newspaper in accordance with the Corporation Charter.
3. The invitation notice must be accompanied by the following documents:
 - a. Meeting agenda, documents used in the meeting, and draft resolutions for each issue in the meeting agenda;
 - b. Voting ballot/ election ballot paper. Note that in the case of inviting shareholders to the General Meeting via online format, the Voting/ballot paper does not need to be sent with the invitation notice.
4. In case the Corporation has a website, the sending of meeting documents accompanying the invitation notice as prescribed in Clause 3 of this Article may be replaced by posting them on the Corporation's website. In this case, the invitation notice must clearly state the location and method of downloading the documents.

Article 8. Agenda and content of the General Meeting of Shareholders

(Pursuant to Article 142 of the Law on Enterprises and Article 18 of the Corporation Charter)

1. The person convening the General Meeting of Shareholders must prepare the agenda and content of the meeting in accordance with Article 18 of the Corporation Charter.
2. A shareholder or group of shareholders as prescribed in Clause 2, Article 12 of the Corporation Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Corporation at least 05 working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of each type of share held, contact address, nationality, Citizen Identity Card number, ID card, Passport, or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for institutional shareholders; the number and type of shares held by that shareholder, and the issue proposed to be included in the agenda.
3. In case the person convening the General Meeting of Shareholders refuses the proposal prescribed in Clause 2 of this Article, they must respond in writing and clearly state the reasons at the latest 02 working days before the opening date of the General Meeting of Shareholders. The person convening the General Meeting of Shareholders may only refuse the proposal if it falls into one of the following cases:
 - a. The proposal was not sent in accordance with Clause 2 of this Article;
 - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as prescribed in Clause 2, Article 12 of the Corporation Charter;
 - c. The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;
 - d. Other cases as prescribed by law and the Corporation Charter.
4. The person convening the General Meeting of Shareholders must accept and include the proposal prescribed in Clause 2 of this Article in the draft agenda and content of the meeting, except for the cases prescribed in Clause 3 of this Article; the proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 9. Procedures for registration and authorization to attend the General Meeting of Shareholders

(Pursuant to Article 144 of the Law on Enterprises; Article 16, Clause 1, 2, 5 Article 20 of the Corporation Charter)

1. Methods for registering to attend the General Meeting of Shareholders before the opening date of the GMS meeting:
 - a. The method for registering to attend the GMS meeting is clearly stipulated in the Notice of the GMS meeting, including contacting the Corporation or sending the Registration Form for attending the GMS (attached to the GMS meeting notice sent to shareholders) to the Corporation.
 - b. Shareholders shall choose the method of registering to attend the GMS meeting as stated in the notice, including:
 - Attending and voting/electing directly at the meeting;
 - Authorizing another representative to attend and vote/elect at the meeting in compliance with the provisions of Clause 2 of this Article (in case more than one representative is appointed, the specific number of shares and votes/elections authorized for each representative must be specified).
 - Attending and voting/electing via online conference, electronic voting, or other electronic means;
 - Sending voting ballots/election ballots to the meeting via mail, fax, or email;
 - Other methods of registering to attend the GMS meeting that are in accordance with the provisions of the Law.
 - The Corporation shall make maximum efforts to apply modern information technology so that shareholders can attend and express their opinions at the GMS meeting in the best possible manner, including guiding shareholders to vote via online GMS meetings, electronic voting, or other electronic means as prescribed in Article 144 of the Law on Enterprises and the Corporation Charter.
2. Regulations on authorization to attend the GMS:
 - a. Shareholders and authorized representatives of shareholders shall perform authorization in accordance with the provisions of Article 16 of the Corporation Charter;
 - b. The authorization for an individual or organization to represent a shareholder at the GMS as prescribed in Point a, Clause 2 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party.
 - c. The voting ballot/election ballot of the authorized person attending the meeting within the scope of authorization shall remain valid even when one of the following cases occurs:
 - The authorizing person has died, has limited civil act capacity, or has lost civil act capacity;
 - The authorizing person has revoked the authorization designation;
 - The authorizing person has revoked the authority of the person performing the authorization.

This provision shall not apply in case the Corporation receives notice of one of the above events before the opening time of the GMS meeting or before the meeting is reconvened.

Article 10. Conditions for conducting the General Meeting of Shareholders

(Pursuant to the provisions of Article 19 of the Corporation Charter)

1. The GMS meeting shall be conducted when the number of shareholders attending represents more than 50% of the total voting shares.
2. In case the first meeting does not meet the conditions for conduct as prescribed in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second GMS meeting shall be conducted when the number of shareholders attending represents 33% or more of the total voting shares.
3. In case the second meeting does not meet the conditions for conduct as prescribed in Clause 2 of this Article, the notice for the third meeting must be sent within 30 days from the intended date of the second meeting. The third GMS meeting shall be conducted regardless of the total number of voting shares of the attending shareholders.

Article 11. Methods for passing GMS resolutions

(Pursuant to the provisions of Article 147 of the Law on Enterprises; Article 22 of the Corporation Charter)

1. The GMS passes resolutions under its authority by voting at the meeting:
 - a. In-person meeting
 - b. Online conference
 - c. In-person meeting combined with online conference
2. The GMS passes resolutions under its authority by collecting written opinions (as prescribed in Part II – This Chapter).

Article 12. Matters to be passed at the General Meeting of Shareholders

(Pursuant to the provisions of Article 167 of the Law on Enterprises; Article 15 of the Corporation Charter)

1. Approving the development orientation of the Corporation;
2. Reviewing and handling violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Corporation and the Corporation's shareholders;
3. Approving the list of approved auditing firms; deciding on the approved auditing firm to inspect the Corporation's operations; dismissing approved auditors when deemed necessary;
4. The Corporation's annual business plan;
5. The annual audited financial statements;
6. The report of the Board of Directors on corporate governance and the performance results of the Board of Directors and each member of the Board of Directors;
7. The report of the Board of Supervisors on the Corporation's business results and the performance results of the Board of Directors and the General Director;
8. The self-assessment report on the performance results of the Board of Supervisors and its members;
9. The dividend rate for each share of each class;

10. The number of members of the Board of Directors and the Board of Supervisors;
11. Electing, dismissing, and removing members of the Board of Directors and members of the Board of Supervisors;
12. Approving the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
13. Amending and supplementing the Corporation Charter;
14. The class of shares and the number of new shares to be issued for each class, and the transfer of shares by founding shareholders within the first 03 years from the date of establishment;
15. Splitting, separating, consolidating, merging, or converting the Corporation;
16. Reorganizing and dissolving (liquidating) the Corporation and appointing a liquidator;
17. Deciding on the investment or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Corporation;
18. Deciding on the buyback of more than 10% of the total sold shares of each class;
19. The Corporation entering into contracts or transactions with subjects prescribed in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Corporation recorded in the most recent financial statements;
20. Approving transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
21. Approving, supplementing, and amending the Internal Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Board of Supervisors;
22. Other matters as prescribed by law and the Corporation Charter.

Article 13. Conditions for passing resolutions

(Pursuant to the provisions of Article 21 of the Corporation Charter)

1. A resolution on the following content shall be passed if it is approved by shareholders representing 65% or more of the total voting shares of all attending shareholders, except for cases prescribed in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:
 - a. The class of shares and the total number of shares of each class;
 - b. Changing the business lines and fields;
 - c. Changing the management organizational structure of the Corporation;
 - d. Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Corporation;
 - e. Reorganizing or dissolving the Corporation;
 - f. Extending the operation of the Corporation;
2. Resolutions shall be passed when approved by shareholders owning more than 50% of the total voting shares of all attending shareholders, except for cases prescribed in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

In case of electing members of the BOD and the Board of Supervisors, if the number of candidates is less than or equal to the number of members of the BOD/Board of Supervisors to be elected, the election of members of the BOD/Board of Supervisors may be carried out by cumulative voting

as prescribed in Clause 3, Article 148 of the Law on Enterprises or by voting (approve, disapprove, no opinion). The voting ratio for passing by the voting method shall be implemented in accordance with Clause 2, Article 21 of the Corporation Charter.

3. GMS resolutions passed by 100% of the total voting shares are legal and valid even if the order and procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Corporation Charter.

Article 14. Notification of vote counting results

The Vote Counting Committee shall check, summarize, and report the vote counting results for each matter to the Chairman. The vote counting results shall be announced by the Chairman/Vote Counting Committee immediately before the closing of the meeting.

Article 15. Methods for objecting to GMS decisions

(Pursuant to the provisions of Article 132 and Article 151 of the Law on Enterprises)

1. Shareholders who have voted against a resolution on the reorganization of the Corporation or a change in the rights and obligations of shareholders as stipulated in the Corporation Charter have the right to request the Corporation to buy back their shares. The request must be in writing and clearly state the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the Corporation to buy back the shares. The request must be sent to the Corporation within 10 days from the date the General Meeting of Shareholders passes the resolution on the matters stipulated in this clause.
2. The Corporation must buy back shares at the request of shareholders as stipulated in Clause 1 of this Article at the market price or a price calculated according to the principles stipulated in the Corporation Charter within 90 days from the date of receiving the request. In case an agreement on the price cannot be reached, the parties may request a valuation organization to determine the price. The Corporation shall introduce at least 03 valuation organizations for the shareholder to choose from, and that choice shall be final.
3. Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results of the General Meeting of Shareholders, shareholders or groups of shareholders as stipulated in Clause 2, Article 115 of this Law have the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:
 - a. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of this Law and the Corporation Charter, except for the case stipulated in Clause 2, Article 152 of this Law;
 - b. The content of the resolution violates the law or the Corporation Charter.

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

(Pursuant to the provisions of Article 23 of the Corporation Charter)

1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may be prepared in a foreign language, and must contain the following main contents:
 - a. Name, address of the head office, and enterprise identification number;
 - b. Time and location of the General Meeting of Shareholders;
 - c. Agenda and content of the meeting;

- d. Full name of the Chairman and the Secretary;
 - e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue in the meeting agenda;
 - f. Number of shareholders and total number of voting shares of shareholders attending the meeting, an appendix of the list of registered shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and number of election voting;
 - g. Total number of election voting for each voting issue, clearly stating the voting method, total number of valid, invalid, affirmative, negative, and abstention votes; and the corresponding percentage of the total number of voting shares of shareholders attending the meeting;
 - h. Summary of the number of election voting for each candidate (if any);
 - i. Issues that have been passed and the corresponding percentage of affirmative votes;
 - j. Full name and signature of the Chairman and the Secretary. In case the Chairman or Secretary refuses to sign the meeting minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and contain full content as stipulated in this clause. The meeting minutes shall clearly state the refusal of the Chairman or Secretary to sign the minutes.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairman and the Secretary of the meeting or other persons signing the minutes shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.
 3. Minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In case of any discrepancy in content between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail.

Article 17. Announcement of the Resolution and Minutes of the General Meeting of Shareholders

(Pursuant to the provisions of Article 23 of the Corporation Charter)

1. The Resolution, Minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, the written authorization to attend the meeting, all documents attached to the Minutes (if any), and related documents accompanying the meeting invitation notice must be kept at the head office of the Corporation.
2. The Resolution, Minutes of the General Meeting of Shareholders, and documents attached to the minutes and resolution must be disclosed in accordance with the law on information disclosure in the securities market.

SECTION 2 - SPECIFIC PROVISIONS FOR EACH VOTING METHOD AT THE MEETING

Section 2.1 - Specific provisions for voting at in-person meetings

Article 18. Procedures for registering to attend the General Meeting of Shareholders in person

Before opening the meeting, the Corporation must conduct shareholder registration procedures and must continue registration until all shareholders eligible to attend the meeting who are present have registered, following this order:

- a. When conducting shareholder registration, the Corporation shall issue to each shareholder or authorized representative with voting rights a voting card/ballot/election ballot, on which the registration number, full name of the shareholder, full name of the authorized representative,

and the number of voting shares/election ballot of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by affirmative, negative, and abstention votes. The vote counting results shall be announced by the Chairman/Vote Counting Committee immediately before the closing of the meeting. The Meeting shall elect persons responsible for counting or supervising the counting of votes as proposed by the Chairman. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairman;

- b. Shareholders or authorized representatives of institutional shareholders or authorized persons arriving after the meeting has opened have the right to register immediately and subsequently have the right to participate and vote/elect at the meeting immediately after registration. The Chairman is not responsible for pausing the meeting to allow late-arriving shareholders to register, and the validity of matters already voted/elected upon shall remain unchanged.

Article 19. Voting to pass issues at the in-person General Meeting of Shareholders

(Pursuant to the provisions of the Working Regulations; Election Regulations at the General Meeting of Shareholders)

4. General principles:

- a. All issues in the meeting agenda and content of the General Meeting must be discussed and voted on publicly by the General Meeting of Shareholders.
- b. Voting cards, Ballots, and Election ballots shall be printed by the Corporation, stamped with the company seal, and sent directly to delegates at the meeting (enclosed with the set of documents for attending the General Meeting of Shareholders). Each delegate shall be issued a Voting card, Ballot, and Election ballot. The Voting card, Ballot, and Election ballot shall clearly state the delegate code, full name, number of shares owned, and authorized voting shares of that delegate.

5. Regulations on the validity of ballots and election ballots

a. Election Ballot

- **Valid election ballot:** is a election ballot according to the pre-printed template issued by the Organizing Committee, without erasures, scraping, or tearing; no content other than what is prescribed for this election ballot may be written; and it must be signed, with the full handwritten name of the attending delegate below the signature, and sent to the Vote Counting Committee before the time of unsealing the ballot box. On the ballot, the voting content is valid when the delegate marks their choice in one (01) of the three (03) voting squares.
- **Invalid ballot:** Content does not comply with the regulations for a valid ballot.

b. Election ballot

- **Valid election ballot:** is an election ballot according to the pre-printed template issued by the Organizing Committee, without erasures or scraping; no content other than what is prescribed for the election ballot may be written; it must be signed, with the full name of the attending delegate written clearly, and sent to the Vote Counting Committee before the time of unsealing the ballot box.
- **Invalid election ballot:**
 - Content does not comply with the regulations for a valid election ballot

- The number of candidates the delegate votes for is greater than the number of candidates required to be elected;
- The ballot has a total number of election voting for the shareholder's or representative's candidates greater than the total number of election voting permitted to be cast;
- Other regulations as stipulated by the Election Regulations of the General Meeting of Shareholders and the Corporation Charter.

Article 20. Method of voting at the in-person General Meeting of Shareholders

(Pursuant to the provisions of the Working Regulations at the General Meeting of Shareholders)

1. General principles:

- The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by raising cards, direct balloting, electronic balloting, or other electronic forms.
- Delegates perform voting to indicate Affirmative, Negative, or Abstention on an issue put to a vote at the Meeting by raising their Voting card or filling in the selection options on the Ballot.

2. Voting methods

- a. Voting by voting card: When voting by raising the Voting card, the front of the Voting card must be raised facing the Chairman. In case a delegate does not raise their Voting card during all three calls for Affirmative, Negative, or Abstention votes on an issue, it shall be considered an affirmative vote for that issue. In case a delegate raises their Voting card more than one (01) time when voting Affirmative, Negative, or Abstention on an issue, it shall be considered an invalid vote. In the form of voting by raising the Voting card, a member of the Shareholder Eligibility Verification Committee/delegate or the Vote Counting Committee shall mark the delegate code and the corresponding number of voting shares of each shareholder for Affirmative, Negative, Abstention, and Invalid votes.
- b. Voting by ballot: When voting by filling out a Voting Ballot, for each item, the delegate shall select one of the three options “Approve”, “Disapprove”, or “Abstain” pre-printed on the Voting Ballot by marking an “X” or “✓” in the chosen box. After completing all items requiring a vote at the Meeting, the delegate shall submit the Voting Ballot into the sealed ballot box at the Meeting in accordance with the instructions of the Vote Counting Committee. The Voting Ballot must be signed and clearly state the full name of the delegate.

Article 21. Procedures for voting at an in-person General Meeting of Shareholders

(Pursuant to the provisions of the Election Regulations at the General Meeting of Shareholders)

1. General principles

- Comply strictly with the provisions of the law and the Corporation Charter;
- Members of the Vote Counting Committee must not be named in the list of nominees or self-nominees for the Board of Directors and the Board of Supervisors.

2. Forms of election ballot

- a. Voting by cumulative voting method

- Accordingly, each delegate has a total number of election voting shares corresponding to the total number of shares owned or represented multiplied by the number of members to be elected;
- Participating delegates have the right to aggregate their total voting shares for one or more candidates;
- In the event that additional candidates arise on the day of the meeting, delegates may contact the Vote Counting Committee to request a new election ballot and must return the old ballot (before depositing it into the ballot box);
- In the event of a selection error, the delegate shall contact the Vote Counting Committee to be issued a new election ballot and must return the old ballot;
- How to fill out the election ballot: Each delegate is issued election ballot. The method for filling out the election ballot is guided specifically as follows:
 - Delegates shall vote for a number of candidates equal to or less than the number of candidates required to be elected;
 - If voting by aggregating the entire number of election voting for one or more candidates, the delegate shall mark the “Cumulative Voting” box for the corresponding candidates;
 - If voting with an unequal number of election voting for multiple candidates, the delegate shall clearly write the number of election voting in the “Number of election voting” box for the corresponding candidates.
- ✚ **Note:** In the event that a delegate both marks the “Cumulative Voting” box and writes the quantity in the “Number of election voting” box, the result shall be taken based on the quantity in the “Number of election voting” box.
- Election principles:
 - The elected person is determined by the number of election voting received, calculated from highest to lowest, starting from the candidate with the highest number of election voting until the required number of members is reached.
 - In the event that two (02) or more candidates receive the same number of election voting for the final member position, a re-vote shall be conducted among the candidates with the same number of election voting.
 - If the first round of voting does not yield the required number of members, voting shall continue until the required number of members is reached.
- b. Election by voting method: Shall be conducted in accordance with the provisions of Point b, Clause 2, Article 20 of this Regulation.

Article 22. Procedures for vote counting at an in-person General Meeting of Shareholders

(Pursuant to the provisions of the Working Regulations at the General Meeting of Shareholders)

The vote counting method is conducted by aggregating the cards/ballots for approval, disapproval, and abstention.

For sensitive issues and if requested by shareholders, the Corporation must appoint an independent organization to perform the collection and counting of votes.

Section 2.2 - Specific provisions for voting at online meetings

Article 23. Procedures for registering to attend the online General Meeting of Shareholders

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

1. Participation conditions:
 - Being named in the list of shareholders entitled to attend the General Meeting of Shareholders prepared in accordance with the Corporation's notice of rights execution.
 - Authorized representatives eligible to attend in accordance with the provisions of the law and the Corporation Charter.
2. Technical requirements: Delegates must have an electronic device with an internet connection (e.g., computer, tablet, mobile phone, or other electronic device with internet access...).
3. Method for recording delegates attending the online General Meeting of Shareholders: A delegate is recorded by the electronic voting system as attending the online General Meeting of Shareholders when that delegate accesses the system using the access information provided in accordance with Article 24 of these Regulations and has performed electronic voting on any issue in the Agenda of the online General Meeting of Shareholders.

Article 24. Providing login information and performing electronic voting

1. Information regarding the link to access the electronic voting system, username, password, and other identification factors (if any) to attend the online General Meeting of Shareholders will be provided in the meeting invitation notice (or the form of login information notification prescribed by the Board of Directors). Delegates are responsible for keeping their username, password, and other provided identification factors confidential to ensure that only the delegate has the right to vote on the electronic voting system and shall be fully responsible for the information registered.
2. When a delegate requests to be re-provided with login information, the Meeting Organizing Committee may notify them via the following methods: in-person or via email/phone. The method of providing login information via email or phone shall only be implemented based on shareholder information from the list of shareholders entitled to vote prepared by the Vietnam Securities Depository in accordance with the Corporation's notice of rights execution.
3. The delegate uses the username, password, or other identification factors (if any) to access the electronic voting system and performs electronic voting according to the content of the Agenda of the online General Meeting of Shareholders.

Article 25. Authorization for a representative to attend the online General Meeting of Shareholders

1. Shareholders shall perform authorization in accordance with the provisions of Clause 2, Article 9 of these Regulations.
2. Some regulations to note when performing online authorization:
 - Shareholders must ensure they provide full information to perform online authorization, especially providing information of the authorized party: phone number, contact address, and email address. This is the basis for issuing the username, password, and other identification factors (if any) to the authorized party.

- Validity of online authorization: authorization is only legally valid when the following conditions are met:
 - When the shareholder fills in all information according to the online authorization form and completes the online authorization process.
 - The Power of Attorney is printed according to the online authorization form with full signature, full name, and seal (if an organization) of both the authorizing party and the authorized party.
 - The Corporation receives the original Power of Attorney sent before the official opening of the meeting.
- Cancellation of authorization for shareholders who have authorized online: the shareholder sends an official written request to cancel the online authorization to the Corporation before the official opening of the meeting. Note that the time for recording the cancellation of authorization is calculated based on the time the Corporation receives the official written request to cancel the online authorization.
- Cancellation of authorization will be void if the authorized representative has already cast a vote/ballot on any issue in the Agenda of the online General Meeting of Shareholders.

Article 26. Discussion at the online General Meeting of Shareholders

1. Principles:

- Discussion shall only be conducted within the prescribed time and within the scope of the issues presented in the Agenda of the General Meeting of Shareholders;
- Only delegates may participate in the discussion;
- Delegates with opinions shall register for discussion content in the form specifically prescribed in the meeting's working regulations;
- The Secretariat shall arrange the delegates' discussion content in the order of registration and submit them to the Chairman.

2. Answering delegates' questions:

- Based on the delegates' discussion content, the Chairman or a member designated by the Chairman shall answer the delegates' questions;
- In cases where, due to time constraints, questions are not answered directly at the Meeting, the Corporation will provide answers later.

Article 27. Methods for passing Resolutions of the online General Meeting of Shareholders

The General Meeting of Shareholders passes Resolutions within its authority by electronic voting.

Article 28. Online voting procedures

1. Voting procedures:

- The delegate selects one of the three voting options: Approve, Disapprove, or Abstain for each issue put to a vote at the Meeting as configured in the electronic voting system.
- Thereafter, the delegate proceeds to confirm the vote so that the electronic voting system records the result.

2. Election ballot procedures:

- Voting by cumulative voting method: If the Corporation Charter does not provide otherwise, the voting for members of the Board of Directors and the Board of Supervisors must be conducted by the cumulative voting method (equal cumulative voting or specified number voting). Accordingly, the delegate performs the election by marking the “Cumulative Voting” box or clearly writing the number of election voting in the “Number of election voting” box for the corresponding candidates on the Election Ballot configured in the electronic voting system. Thereafter, the delegate proceeds to confirm the election so that the electronic voting system records the result.
 - Voting by ballot method (if any): Implemented in accordance with the voting provisions stated in Clause a of this Article.
3. Some other regulations when performing electronic voting:
- In the event that a Delegate does not complete all voting and election items according to the agenda of the Meeting, the items not yet voted or elected upon shall be considered as if the Delegate did not cast a vote or participate in the election for those items.
 - In the event that issues arise outside the agenda of the meeting that has been sent, the Delegate may vote or elect additionally. If the Delegate does not vote or elect on the arising issues, it shall be considered as if the Delegate did not cast a vote or participate in the election for those arising issues.
 - The Delegate may change the results of their vote or election (but cannot cancel the results of the vote or election); this includes the results of voting or electing on issues arising outside the agenda of the Meeting. The online system shall only record the vote counting for the final voting or election results at the time the electronic voting concludes for each vote-counting phase as specified in the working regulations of the meeting.
 - In the event that the Delegate performs cumulative voting: An invalid election ballot is a ballot where the total number of election voting for candidates differs from (is greater than or less than) the total number of election voting of the represented Delegate calculated at the time of election vote counting.
 - The time for electronic voting is specified in the working regulations of the meeting. The Delegate may access the electronic voting system and cast their vote 24 hours a day, 7 days a week, except in cases of system maintenance or other reasons beyond the control of the Corporation. Upon the conclusion of the voting period, the system shall not record any further electronic voting results from the Delegate.

Article 29. Method of online vote counting

When a Delegate performs voting/election, the number of election voting and election ballots shall be recorded on the system based on the principles of affirmative votes, negative votes, and abstentions.

Article 30. Preparation of the minutes of the online General Meeting of Shareholders

- Comply with the provisions of Article 16 of these Regulations.
- The venue of the meeting recorded in the minutes of the online General Meeting of Shareholders shall be the location where the Chairman of the Meeting is present to conduct the Meeting. This location must be within the territory of Vietnam.

- The form of approving the minutes of the General Meeting of Shareholders is specified in the working regulations of the Corporation at the General Meeting of Shareholders session.

Section 2.3 - Specific provisions for voting at in-person meetings combined with online meetings

Article 31. Method of registering to attend the General Meeting of Shareholders in-person combined with online

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

Article 32. Authorization for a representative to attend the General Meeting of Shareholders in-person combined with online

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

Article 33. Method of passing resolutions at the General Meeting of Shareholders in-person combined with online

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

Article 34. Method of voting at the General Meeting of Shareholders in-person combined with online

Comply with the provisions of Article 20, Article 21 and Article 28 of these Regulations.

Article 35. Method of vote counting at the General Meeting of Shareholders in-person combined with online

Comply with the provisions of Article 22 and Article 29 of these Regulations.

Article 36. Preparation of meeting minutes at the General Meeting of Shareholders in-person combined with online

Comply with the provisions of Article 16 and Article 30 of these Regulations.

II. PROVISIONS FOR THE GENERAL MEETING OF SHAREHOLDERS PASSING RESOLUTIONS BY WRITTEN BALLOT

Article 37. Cases where shareholders are consulted by written ballot

(Pursuant to the provisions of Article 22 of the Corporation Charter)

The following contents may be approved by consulting shareholders via written ballot:

- Amending and supplementing the contents of the Corporation Charter;
- Approving, supplementing, or adjusting the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Board of Supervisors;
- Development orientation of the Corporation;
- Types of shares and the total number of shares of each type;
- Electing, dismissing, or removing members of the Board of Directors and the Board of Supervisors;
- Investment projects or the sale of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statement of the Corporation;
- Approving annual financial statements
- Reorganization or dissolution of the Corporation.

- i. Changing the lines of business and business sectors;
- j. Changing the organizational and management structure of the Corporation;
- k. Other issues as deemed necessary by the Board of Directors for the interests of the Corporation.

Article 38. Cases where written consultation is not permitted

The BOD may consult shareholders by written ballot in all cases when deemed necessary, except for the organization of the Annual General Meeting of Shareholders.

Article 39. Sequence and procedures for the General Meeting of Shareholders to pass resolutions by written ballot

(Pursuant to the provisions of Point a, Clause 2, Article 18; Article 22, 24 of the Corporation Charter)

1. The Corporation shall disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date.
2. The Board of Directors shall prepare the written ballot, the draft resolution of the General Meeting of Shareholders, and the explanatory documents for the draft resolution and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the written ballot. The requirements and methods for sending the written ballot and accompanying documents shall be carried out in accordance with the provisions of Clause 3, Article 18 of the Corporation Charter.
3. Provisions on the Written Ballot
 - a. The written ballot must contain the following main contents:
 - Name, address of the head office, and enterprise identification number;
 - Purpose of the consultation;
 - Full name, contact address, nationality, and legal document number of the individual for individual shareholders; name, enterprise identification number or legal document number of the organization, and head office address for institutional shareholders; or full name, contact address, nationality, and legal document number of the individual for the representative of an institutional shareholder; the number of shares of each type and the number of voting/election ballot of the shareholder;
 - Issues requiring consultation to pass a decision;
 - Voting options including affirmative, negative, and abstention for each issue under consultation;
 - Election options (if any);
 - Deadline for returning the completed written ballot to the Corporation;
 - Full name and signature of the Chairman of the Board of Directors.
 - b. Shareholders may send the completed written ballot to the Corporation by mail, fax, or email in accordance with the following provisions:
 - In the case of sending by mail, the completed written ballot must bear the signature of the individual shareholder, or the authorized representative or legal representative of the institutional shareholder. The written ballot sent to the Corporation must be enclosed in a sealed envelope, and no one shall have the right to open it before the vote counting;

- In the case of sending by fax or email, the written ballot sent to the Corporation must be kept confidential until the time of vote counting;
- Written ballots sent to the Corporation after the deadline specified in the content of the written ballot, or those that have been opened in the case of mail or disclosed in the case of fax or email, shall be invalid. Written ballots that are not returned shall be considered as abstentions.

4. Vote counting and preparation of the Vote Counting Minutes:

The Board of Directors shall count the votes and prepare the vote counting minutes under the witness of the Board of Supervisors or a shareholder who does not hold a management position in the Corporation. The vote counting minutes must contain the following main contents:

- Name, address of the head office, and enterprise identification number;
- Purpose and issues requiring consultation to pass a resolution;
- Number of shareholders with the total number of voting/election votes that participated in the voting/election, distinguishing between the number of valid voting/election votes and the number of invalid voting/election votes, and the method of sending the voting/election ballot, accompanied by an appendix of the list of shareholders participating in the voting/election;
- Total number of affirmative, negative, and abstention votes for each issue, and the total number of election votes for each candidate (if any);
- Issues that have been approved and the corresponding approval voting ratio;
- Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.
- Members of the Board of Directors, the vote counter, and the vote counting supervisor shall be jointly liable for the truthfulness and accuracy of the vote counting minutes; and jointly liable for damages arising from decisions approved due to dishonest or inaccurate vote counting.

5. Resolution and Vote Counting Minutes:

- a. The vote counting minutes and the resolution must be sent to shareholders within 15 days from the date of completion of the vote counting. The sending of the vote counting minutes and the resolution may be replaced by posting them on the Corporation's website within 24 hours from the time of completion of the vote counting.
 - b. A resolution approved by way of written shareholder consultation shall have the same validity as a resolution approved at a General Meeting of Shareholders.
6. Storage of documents: The completed written ballots, vote counting minutes, approved resolutions, and related documents sent with the written ballots must all be kept at the head office of the Corporation.
7. Request to cancel a Resolution of the General Meeting of Shareholders passed by written ballot: Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results for the General Meeting of Shareholders, shareholders or groups of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises have the right to request a Court or Arbitration to consider and cancel the resolution

or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

- a. The sequence and procedures for convening the meeting and passing decisions of the General Meeting of Shareholders violate the provisions of the Law on Enterprises and the Corporation Charter, except for the case stipulated in Clause 3, Article 21 of the Corporation Charter.
- b. The content of the resolution violates the law or the Corporation Charter.

CHAPTER 3 – BOARD OF DIRECTORS

SECTION 1. GENERAL PROVISIONS

Article 40. Role, Rights, and obligations of the BOD

(Pursuant to the provisions of Article 278, 297 of Decree No. 155/2020/ND-CP, Article 1 of Decree No. 245/2025/ND-CP)

The BOD must fully comply with the responsibilities and obligations as prescribed by the Law on Enterprises and the Corporation Charter; in addition, the BOD has the following responsibilities and obligations:

1. To be accountable to shareholders for the operations of the Corporation;
2. To treat all shareholders equally and respect the interests of persons with interests related to the Corporation;
3. To ensure that the operations of the Corporation comply with the provisions of the law, the Charter, and the internal regulations of the Corporation;
4. To develop the Operating Regulations of the Board of Directors to submit to the General Meeting of Shareholders for approval and publish on the Corporation's website in accordance with the guidance in Circular 116/2020/TT-BTC dated December 31, 2020, guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;
5. To supervise and prevent conflicts of interest of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers, including the misuse of the Corporation's assets and abuse of transactions with related parties;
6. To develop the Internal Regulations on Corporate Governance of the Corporation and submit them to the General Meeting of Shareholders for approval in accordance with the provisions of Article 270 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;
7. To appoint a Corporate Governance Officer;
8. To organize training and coaching on corporate governance and necessary skills for members of the BOD, the General Director, the Corporate Governance Officer, and other managers of the Corporation;
9. To report on the activities of the BOD at the General Meeting of Shareholders in accordance with the provisions of current law.
10. To report on the corporate governance situation at the annual General Meeting of Shareholders and disclose information in the Annual Report of the Corporation in accordance with the provisions of securities law on information disclosure.

11. Other rights and obligations as prescribed by the Corporation Charter and the Internal Regulations on Corporate Governance of the Corporation.

Article 41. Rights, obligations, and responsibilities of BOD members

(Pursuant to the provisions of Article 277 of Decree No. 155/2020/ND-CP)

1. Members of the Board of Directors have full rights as prescribed by the Law on Securities, relevant laws, the Corporation Charter, and the Internal Regulations on Corporate Governance of the Corporation, including the right to be provided with information and documents regarding the financial situation and business operations of the Corporation and of units within the Corporation.
2. Members of the Board of Directors have obligations as prescribed by the Corporation Charter and the following obligations:
 - a. To perform their duties honestly and prudently for the best interests of the shareholders and the Corporation;
 - b. To attend all meetings of the Board of Directors and provide opinions on issues brought up for discussion;
 - c. To report promptly and fully to the Board of Directors on remuneration received from subsidiaries, affiliated companies, and other organizations;
 - d. To report to the Board of Directors at the nearest meeting on transactions between the Corporation, subsidiaries, companies controlled by the public company with 50% or more of charter capital, and members of the Board of Directors and their related persons; transactions between the Corporation and a company in which a member of the Board of Directors is a founding member or a corporate manager within the 03 most recent years prior to the transaction time;
 - e. To perform information disclosure when conducting transactions involving the Corporation's shares in accordance with the law.

SECTION 2 – PROVISIONS ON NOMINATION, CANDIDACY, ELECTION, DISMISSAL, AND REMOVAL OF BOD MEMBERS

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

(Pursuant to the provisions of Article 26 of the Corporation Charter)

1. The number of members of the Board of Directors is 05.
2. The term of a member of the Board of Directors is no more than 05 years and they may be re-elected for an unlimited number of terms.
3. The structure of BOD members is as follows:
 - a. The structure of the Board of Directors of the Corporation must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Corporation shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Corporation to ensure the independence of the Board of Directors.
 - b. A member of the Board of Directors shall lose their status as a member of the Board of Directors in the event of being dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with the provisions of Article 160 of the Law on Enterprises.
 - c. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of law on information disclosure in the securities market.

d. Members of the Board of Directors are not required to be shareholders of the Corporation.

Article 43. Standards and conditions for BOD members

(Pursuant to the provisions of Clause 1, Clause 2, Article 155 of the Law on Enterprises, Article 275 of Decree No. 155/2020/ND-CP)

1. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1, Clause 2, Article 155 of the Law on Enterprises and the Corporation Charter.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of the same public company.
3. A member of the Board of Directors of a public company may only concurrently serve as a member of the Board of Directors at a maximum of 05 other public companies.

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

(Pursuant to the provisions of Article 274 of Decree No. 155/2020/ND-CP; Clause 1, 2, 3, Article 25 of the Corporation Charter)

1. Shareholders or groups of shareholders holding 10% or more of the total common shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the Corporation Charter. Shareholders or groups of shareholders holding from ten percent (10%) to twenty percent (20%) are entitled to nominate one (01) member; from over twenty percent (20%) to forty percent (40%) are entitled to nominate two (02) members; from over forty percent (40%) to sixty percent (60%) are entitled to nominate three (03) members; from over sixty percent (60%) to eighty percent (80%) are entitled to nominate four (04) members; and if greater than eighty percent (80%), they are entitled to nominate five (05) members.
2. In case the number of candidates for the Board of Directors through nomination and candidacy as stipulated in Clause 5, Article 115 of the Law on Enterprises is still insufficient, the incumbent Board of Directors shall nominate additional candidates in accordance with the Corporation Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The nomination 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 the law.
3. In case the number of candidates nominated by the incumbent Board of Directors under Clause 2 of this Article is still insufficient, the Board of Directors shall organize for other shareholders to nominate candidates in accordance with the Corporation Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The organization for other shareholders to nominate 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 the law.

Article 45. Method of electing BOD members

(Pursuant to the provisions of Clause 3, Article 148 of the Law on Enterprises, Clause 2, Article 21 of the Corporation Charter)

1. Voting to elect members of the Board of Directors must be conducted by the cumulative voting method, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders have the right to accumulate all or part of their total votes for one or more candidates. The person elected as a member of the Board of Directors is determined by the

number of election voting calculated from highest to lowest, starting from the candidate with the highest number of election voting until the number of members stipulated in the Corporation Charter is reached. In case there are 02 or more candidates with the same number of election voting for the final member of the Board of Directors, a re-election will be conducted among the candidates with the same number of election voting or a selection will be made based on criteria stipulated in the election regulations or the Corporation Charter.

2. If the number of candidates is less than or equal to the number of BOD members to be elected, the election of BOD members may be conducted via cumulative voting as stipulated in Clause 3, Article 148 of the Law on Enterprises or via a voting method (in favor, against, abstain). The voting ratio for approval via the voting method shall be implemented in accordance with Clause 2, Article 21 of the Corporation Charter.

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

(Pursuant to Article 160 of the Law on Enterprises)

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - a. Failing to meet the standards and conditions as prescribed in Article 155 of the Law on Enterprises;
 - b. Submitting a resignation letter which is then accepted;
 - c. Other cases as prescribed in the Corporation Charter.
2. The General Meeting of Shareholders shall remove 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 in cases of force majeure;
 - b. Other cases as prescribed in the Corporation Charter.
3. When deemed necessary, the General Meeting of Shareholders may decide to replace a member of the Board of Directors; or dismiss or remove a member of the Board of Directors in cases other than those specified in Clause 1 and Clause 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
 - a. The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number prescribed in the Corporation Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
 - b. Except for the case specified in point a of this clause, the General Meeting of Shareholders shall elect a new member to replace the dismissed or removed member of the Board of Directors at the nearest meeting.

Article 47. Notice of election, dismissal, and removal of members of the Board of Directors

After a decision is made to elect, dismiss, or remove a member of the BOD, the Corporation is responsible for disclosing the information internally within the Corporation, to relevant authorities, via mass media, and on the Corporation's website in accordance with the sequence and regulations of current Law.

Article 48. Method of introducing candidates for members of the Board of Directors

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

- a. Full name, date, month, and year of birth;
- b. Professional qualifications;
- c. Work history;
- d. Other management positions (including BOD positions at other companies);
- e. Interests related to the Corporation and related parties of the Corporation;
- f. Other information (if any) as prescribed in the Corporation Charter.

The Corporation is responsible for disclosing information about the corporations where the candidate currently holds the position of member of the Board of Directors, other management positions, and interests related to the Corporation of the candidate for the Board of Directors (if any).

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

(Pursuant to the provisions of Article 29 of the Corporation Charter)

1. The Chairman of the Board of Directors is elected, dismissed, or removed by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a. To prepare the program and activity plan of the Board of Directors;
 - b. To prepare the program, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
 - c. To organize the passing of resolutions and decisions of the Board of Directors;
 - d. To supervise the organization and implementation of resolutions and decisions of the Board of Directors;
 - e. To chair the General Meeting of Shareholders;
 - f. Other rights and obligations as prescribed by the Law on Enterprises and the Corporation Charter.
4. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within [10 days] from the date of receiving the resignation or the dismissal or removal.
5. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors. In the event that there is no authorized person or the Chairman

of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory education institution, escapes from their place of residence, has their civil act capacity restricted or lost, has difficulty in perception or controlling their behavior, or is prohibited by the Court from holding certain positions or practicing certain professions, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

SECTION 3 – REMUNERATION, SALARY, BONUSES, AND OTHER BENEFITS OF MEMBERS OF THE BOARD OF DIRECTORS

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

(Pursuant to the provisions of Article 28 of the Corporation Charter)

1. The Corporation has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are approved by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors is included in the business expenses of the Corporation in accordance with the law on corporate income tax, is presented as a separate item in the annual financial statements of the Corporation, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions, or members of the Board of Directors working on sub-committees of the Board of Directors, or performing other tasks outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee per occasion, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses that they have incurred while performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Corporation after obtaining the approval of the General Meeting of Shareholders. This insurance does not include coverage for the liabilities of members of the Board of Directors related to violations of the law and the Corporation Charter.

SECTION 4 – PROVISIONS ON THE SEQUENCE AND PROCEDURES FOR ORGANIZING MEETINGS OF THE BOARD OF DIRECTORS

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

(Pursuant to the provisions of Article 157 of the Law on Enterprises; Article 30 of the Corporation Charter)

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of election voting or the highest voting ratio. In the event that there is more than one member with the same highest number of election voting or voting ratio, the members shall elect one person among them by majority vote to convene the meeting of the Board of Directors.
2. The Board of Directors meets at least once per quarter and may hold extraordinary meetings.

Article 52. Cases where extraordinary meetings of the Board of Directors must be convened

(Pursuant to the provisions of Article 157 of the Law on Enterprises; Article 30 of the Corporation Charter)

1. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:
 - a. Upon the request of the Board of Supervisors;
 - b. Upon the request of the General Director or at least 05 other managers;
 - c. Upon the request of at least 02 members of the Board of Directors;
 - d. Other cases as prescribed by the Corporation Charter.
 - e. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.
2. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request as stipulated in Clause 3 of this Article. In case the Chairman of the Board of Directors fails to convene the meeting as requested, the Chairman of the Board of Directors shall be held liable for any damages caused to the Corporation; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

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

(Pursuant to Article 157 of the Law on Enterprises; Article 30 of the Corporation Charter)

1. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a meeting notice no later than 05 working days before the meeting date. The meeting notice must specify the time and location of the meeting, the agenda, and the matters to be discussed and decided. The meeting notice must be accompanied by the documents to be used at the meeting and the members' voting ballots.
2. The notice of the Board of Directors meeting may be sent via invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Corporation Charter, ensuring it reaches the contact address of each Board of Directors member registered with the Corporation.
3. The Chairman of the Board of Directors or the convener shall send the meeting notice and accompanying documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.
4. Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

Article 54. Conditions for holding a Board of Directors meeting

(Pursuant to Article 157 of the Law on Enterprises; Article 30 of the Corporation Charter)

A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members are in attendance. In case the meeting convened according to this clause does not have sufficient members in attendance as prescribed, it shall be reconvened for the second time within 05 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are in attendance.

Article 55. Voting methods

(Pursuant to Article 30 of the Corporation Charter)

1. A member of the Board of Directors is considered to be present and voting at the meeting in the following cases:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another person to attend and vote in accordance with this Article;
 - c. Attending and voting via online conference, electronic voting, or other electronic forms;
 - d. Sending a voting ballot to the meeting via mail, fax, or email;
 - e. Sending a voting ballot by other means as prescribed by law (if any).
2. In case of sending a voting ballot to the meeting via mail, the voting ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 01 hour before the opening of the meeting. The voting ballot shall only be opened in the presence of all attendees.
3. Voting:
 - a. Except as provided in Point b, Clause 3 of this Article, each member of the Board of Directors or the person authorized in accordance with Clause 1 of this Article who is physically present in their personal capacity at the Board of Directors meeting shall have one (01) vote;
 - b. A member of the Board of Directors shall not vote on any transaction that brings benefits to that member or their related persons in accordance with the Law on Enterprises and Article 43 of the Corporation Charter;
 - c. Supervisors have the right to attend meetings of the Board of Directors, have the right to discuss but not to vote.
4. The Board of Directors has the right to collect opinions from members of the Board of Directors in writing to pass a Resolution of the Board of Directors when approving matters under the authority of the Board of Directors as stipulated in Clause 2, Article 27 of the Corporation Charter.

A resolution passed by way of written opinion collection is approved based on the affirmative opinion of the majority of the members of the Board of Directors who have the right to vote. This resolution has the same effect and validity as a resolution passed at a meeting.
5. A meeting of the Board of Directors may be organized in the form of an online conference between members of the Board of Directors when all or some members are at different locations, provided that each participating member can:
 - a. Hear each other member of the Board of Directors participating in the meeting speak;
 - b. Speak to all other participating members simultaneously. Discussion between members can be conducted directly via telephone or other means of communication or a combination of these

methods. A member of the Board of Directors participating in such a meeting is considered "present" at that meeting. The location of the meeting organized under this provision is the location where the majority of the Board of Directors members are present, or the location where the Chairman of the meeting is present.

Decisions passed in a meeting via telephone that is organized and conducted in a lawful manner shall be effective immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

6. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and such minutes shall be authentic evidence of the work conducted during the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English. The minutes must be signed by the Chairman and the secretary.

Article 56. Methods for passing resolutions of the Board of Directors

(Pursuant to Article 30 of the Corporation Charter)

Resolutions and decisions of the Board of Directors are passed if approved by the majority of members in attendance; in case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

Article 57. Authorization for others to attend meetings by members of the Board of Directors

(Pursuant to Article 30 of the Corporation Charter)

Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by the majority of the Board of Directors members.

Article 58. Preparation of minutes of Board of Directors meetings

(Pursuant to Article 158 of the Law on Enterprises)

Meetings of the Board of Directors must be recorded in minutes and may be recorded by audio, or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following main contents:

- a. Name, address of the head office, enterprise identification number;
- b. Time and location of the meeting;
- c. Purpose, agenda, and content of the meeting;
- d. Full name of each member attending the meeting or the authorized person attending the meeting and the method of attendance; full names of members not attending and the reasons;
- e. Matters discussed and voted on at the meeting;
- f. Summary of the opinions of each member attending the meeting in the order of the meeting's proceedings;
- g. Voting results, clearly stating the members who voted in favor, against, and those who abstained;
- h. Matters that have been passed and the corresponding voting ratio;
- i. Full name and signature of the Chairman and the secretary, except in cases stipulated in Article 59 of these Regulations.

The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the head office of the Corporation.

Minutes prepared in Vietnamese and in a foreign language have equal legal validity. In case of any discrepancy in content between the Vietnamese and foreign language versions, the content in the Vietnamese version shall prevail.

The Chairman, the secretary, and those who sign the minutes must be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the head office of the Corporation.

Article 59. In case the Chairman and/or secretary refuse to sign the Board of Directors meeting minutes

(Pursuant to Article 158 of the Law on Enterprises)

In case the Chairman or the secretary refuses to sign the meeting minutes, but the minutes are signed by all other members of the Board of Directors attending the meeting and contain full content as prescribed in Points a, b, c, d, dd, e, g, and h of Article 58 of these Regulations, then these minutes shall be effective.

Article 60. Notification of resolutions and decisions of the Board of Directors

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

SECTION 5 - SUB-COMMITTEES UNDER THE BOARD OF DIRECTORS

Article 61. Sub-committees under the Board of Directors

(Pursuant to Article 31 of the Corporation Charter)

1. When deemed necessary, the Board of Directors may establish sub-committees to be in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors, with a minimum of 02 people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the majority in the sub-committee, and one of these members shall be appointed as the Head of the Sub-committee by decision of the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board of Directors. A resolution of the sub-committee is only effective when approved by the majority of members attending and voting at the sub-committee meeting.
2. The implementation of decisions by the Board of Directors or committees under the Board of Directors must comply with current legal regulations and the provisions of the Corporation Charter and the Internal Regulations on Corporate Governance of the Corporation.

SECTION 6 - SELECTION, APPOINTMENT, AND DISMISSAL OF THE CORPORATE GOVERNANCE OFFICER

Article 62. Standards for the Corporate Governance Officer

(Pursuant to Clause 2, Article 32 of the Corporation Charter)

The Corporate Governance Officer shall not simultaneously work for an approved auditing organization that is currently auditing the financial statements of the Corporation.

Article 63. Appointment of the Corporate Governance Officer

(Pursuant to Clause 1, Article 32 of the Corporation Charter)

The Board of Directors of the Corporation must appoint at least 01 Corporate Governance Officer to support the corporate governance of the Corporation. The Corporate Governance Officer may concurrently serve as the Secretary of the Corporation in accordance with Clause 5, Article 156 of the Law on Enterprises.

Article 64. Cases for dismissal of the Corporate Governance Officer

1. The Board of Directors may remove/dismiss the Corporate Governance Officer when necessary, provided it does not contravene current labor laws.
2. The Corporate Governance Officer may be removed pursuant to a resolution of the General Meeting of Shareholders.

Article 65. Notice of appointment and dismissal of the Corporate Governance Officer

Following the decision to appoint or dismiss the Corporate Governance Officer, the Corporation is responsible for disclosing the information internally within the Corporation, to relevant authorities, and via mass media and the Corporation's website in accordance with the procedures and regulations of current law.

Article 66. Rights and Obligations of the Corporate Governance Officer

(Pursuant to Clause 3, Article 32 of the Corporation Charter)

The Corporate Governance Officer has the following rights and obligations:

- a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related matters between the Corporation and shareholders;
- b. Preparing for meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;
- c. Advising on meeting procedures;
- d. Attending meetings;
- e. Advising on procedures for drafting resolutions of the Board of Directors in compliance with legal regulations;
- f. Providing financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Board of Supervisors;
- g. Supervising and reporting to the Board of Directors on the Corporation's information disclosure activities;
- h. Serving as the contact point for stakeholders;
- i. Maintaining confidentiality in accordance with the provisions of law and the Corporation Charter;
- j. Other rights and obligations as prescribed by law.

CHAPTER 4 – BOARD OF SUPERVISORS

SECTION 1. GENERAL PROVISIONS

Article 67. Roles, rights, and obligations of the Board of Supervisors, and responsibilities of members of the Board of Supervisors

(Pursuant to Article 287 and Article 288 of Decree No. 155/2020/ND-CP)

1. Members of the Board of Supervisors have the rights prescribed by the Law on Enterprises, relevant laws, the Corporation Charter, and the Regulations on Operation of the Board of Supervisors, including the right to access information and documents related to the Corporation's operations. Members of the Board of Directors, the General Director, and other corporate executives are responsible for providing information in a timely and complete manner as requested by members of the Board of Supervisors.
2. Members of the Board of Supervisors are responsible for complying with the provisions of law, the Corporation Charter, the Regulations on Operation of the Board of Supervisors, and professional ethics in exercising their assigned rights and obligations.
3. The Board of Supervisors has the rights and obligations prescribed in Article 170 of the Law on Enterprises, the Corporation Charter, and the following rights and obligations:
 - a. Proposing and recommending the General Meeting of Shareholders to approve the list of approved auditing organizations to audit the Corporation's financial statements; deciding on the approved auditing organization to inspect the Corporation's operations; and removing the approved auditor when deemed necessary.
 - b. Being accountable to shareholders for their supervisory activities.
 - c. Supervising the financial status of the Corporation and the compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.
 - d. Ensuring coordination with the Board of Directors, the General Director, and shareholders.
 - e. In the event that a violation of the law or the Corporation Charter by a member of the Board of Directors, the General Director, or other corporate executives is discovered, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and implement measures to remedy the consequences.
 - f. Developing the Regulations on Operation of the Board of Supervisors and submitting them to the General Meeting of Shareholders for approval. The Minister of Finance provides guidance on the model Regulations on Operation of the Board of Supervisors for public companies to reference when developing their own Regulations on Operation of the Board of Supervisors.
 - g. Reporting to the General Meeting of Shareholders as prescribed in Article 290 of Decree 155/2020/ND-CP.

SECTION 2. PROVISIONS ON TERM, QUANTITY, COMPOSITION, AND STRUCTURE OF THE BOARD OF SUPERVISORS

Article 68. Quantity, term, composition, and structure of members of the Board of Supervisors

(Pursuant to the provisions of Article 168 of the Law on Enterprises and Clause 1, Article 38 of the Corporation Charter)

1. The number of members of the Board of Supervisors of the Corporation is 03.

2. The term of a Supervisor shall not exceed 05 years and they may be re-elected for an unlimited number of terms.
3. Members of the Board of Supervisors are not required to be shareholders of the Corporation.
4. The Head of the Board of Supervisors is elected by the Board of Supervisors from among the Supervisors; the election, dismissal, and removal are conducted by majority vote. The rights and obligations of the Head of the Board of Supervisors are prescribed by the Corporation Charter. More than half of the Supervisors must be residents in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or a major related to the Corporation's business activities, unless the Corporation Charter provides for other higher standards.
5. In the event that the terms of all Supervisors expire at the same time and new Supervisors have not yet been elected, the outgoing Supervisors shall continue to exercise their rights and perform their obligations until new Supervisors are elected and assume their duties.

Article 69. Standards and conditions for members of the Board of Supervisors

(Pursuant to the provisions of Article 169 of the Law on Enterprises and Clause 2, Article 38 of the Corporation Charter)

1. A Supervisor must meet the following standards and conditions:
 - a. Not falling into the categories prescribed in Clause 2, Article 17 of the Law on Enterprises;
 - b. Having been trained in economics, finance, accounting, auditing, law, business administration, or a major suitable for the Corporation's business activities;
 - c. Not being a family member of any member of the Board of Directors, the Director or General Director, or other managers;
 - d. Not being a manager of the Corporation; not necessarily being a shareholder or employee of the Corporation;
 - e. Not working in the accounting or finance department of the Corporation;
 - f. Not being a member or employee of an independent auditing firm that has audited the Corporation's financial statements in the 03 consecutive years prior.
2. In addition to the standards and conditions prescribed in Clause 1 of this Article, the Corporation's Supervisor must ensure compliance with all conditions prescribed in Clause 2, Article 169 of the Law on Enterprises.
3. The Head of the Board of Supervisors must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or a major related to the Corporation's business activities.

Article 70. Nomination and candidacy of members of the Board of Supervisors

(Pursuant to the provisions of Article 285 of Decree No. 155/2020/ND-CP and Article 37 of the Corporation Charter)

1. The nomination and candidacy of members of the Board of Supervisors shall be conducted similarly to the provisions of Clause 1, Article 25 of the Corporation Charter. A shareholder or group of shareholders holding from ten percent (10%) to twenty percent (20%) may nominate one (01) member; from over twenty percent (20%) to forty percent (40%) may nominate two (02) members; from over forty percent (40%) to sixty percent (60%) may nominate three (03) members;

- from over sixty percent (60%) to eighty percent (80%) may nominate four (04) members; and if greater than eighty percent (80%), they may nominate five (05) members.
2. In the event that the number of candidates for the Board of Supervisors through nomination and candidacy as prescribed in Clause 5, Article 115 of the Law on Enterprises is insufficient, the incumbent Board of Supervisors may nominate additional candidates in accordance with the Corporation Charter, the Internal Regulations on Corporate Governance of the Corporation, and the Regulations on Operation of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.
 3. In the event that the number of candidates nominated by the incumbent Board of Supervisors pursuant to Clause 2 of this Article is still insufficient, the incumbent Board of Supervisors shall organize for other shareholders to nominate candidates in accordance with the Corporation Charter, the Internal Regulations on Corporate Governance, and the Operational Regulations of the Board of Supervisors. The organization of additional nominations by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 71. Method of electing members of the Board of Supervisors

(Pursuant to Clause 3, Article 148 of the Law on Enterprises, Clause 2, Article 21 of the Corporation Charter)

1. Voting to elect members of the Board of Supervisors must be conducted by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Supervisors, and the shareholder has the right to distribute all or part of their total votes to one or more candidates. The elected members of the Board of Supervisors shall be determined by the number of election voting counted from highest to lowest, starting from the candidate with the highest number of election voting until the number of members specified in the Corporation Charter is reached. In the event that two or more candidates receive the same number of election voting for the final position on the Board of Supervisors, a re-vote shall be conducted among the candidates with the same number of election voting or selection shall be made based on criteria specified in the election regulations, the Operational Regulations of the Board of Supervisors, or the Corporation Charter.
2. If the number of candidates is less than or equal to the number of members of the Board of Supervisors to be elected, the election of members of the Board of Supervisors may be conducted by cumulative voting as stipulated in Clause 3, Article 148 of the Law on Enterprises or by voting (in favor, against, abstain). The voting ratio for approval via the voting method shall be implemented in accordance with Clause 2, Article 21 of the Corporation Charter.

Article 72. Cases for dismissal and removal of members of the Board of Supervisors

(Pursuant to Article 174 of the Law on Enterprises)

1. The General Meeting of Shareholders shall dismiss a member of the Board of Supervisors in the following cases:
 - a. No longer meeting the standards and conditions to be a member of the Board of Supervisors as stipulated in Article 169 of the Law on Enterprises;
 - b. Submitting a resignation letter that is accepted;
 - c. Other cases as stipulated by the Corporation Charter.

2. The General Meeting of Shareholders shall remove a member of the Board of Supervisors in the following cases:
 - a. Failing to complete assigned tasks and duties;
 - b. Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
 - c. Repeatedly violating or seriously violating the obligations of a member of the Board of Supervisors as stipulated by the Law on Enterprises and the Corporation Charter;
 - d. Other cases as per the resolution of the General Meeting of Shareholders.

Article 73. Notice of election, dismissal, and removal of members of the Board of Supervisors

After a decision on the election, dismissal, or removal of a Supervisor is made, the Corporation is responsible for disclosing information internally within the Corporation and to relevant authorities, through mass media, and on the Corporation's website in accordance with the sequence and provisions of current law.

Article 74. Salary and other benefits of members of the Board of Supervisors

(Pursuant to Article 172 of the Law on Enterprises)

1. Members of the Board of Supervisors are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders approves the total salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors;
2. Members of the Board of Supervisors shall be reimbursed for reasonable food, accommodation, travel, and independent consulting service expenses. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;
3. The salary and operating expenses of the Board of Supervisors shall be included in the business expenses of the Corporation in accordance with the law on corporate income tax and other relevant legal regulations, and must be recorded as a separate item in the annual financial statements of the Corporation.

CHAPTER 5 - GENERAL DIRECTOR

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

(Pursuant to Clauses 2 and 4, Article 35 of the Corporation Charter)

1. The General Director is the person who manages the daily business operations of the Corporation; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.
2. The General Director has the following rights and obligations:
 - a. Deciding on matters related to the daily business operations of the Corporation that do not fall under the authority of the Board of Directors;
 - b. Organizing the implementation of resolutions and decisions of the Board of Directors;
 - c. Organizing the implementation of the business plan and investment plan of the Corporation;
 - d. Proposing the organizational structure and internal management regulations of the Corporation;

- e. Appointing, dismissing, and removing management positions within the Corporation, except for positions under the authority of the Board of Directors;
- f. Deciding on salaries and other benefits for employees in the Corporation, including managers under the appointment authority of the General Director;
- g. Recruiting employees;
- h. Proposing plans for dividend payments or handling business losses;
- i. Other rights and obligations as stipulated by law, the Corporation Charter, and resolutions and decisions of the Board of Directors.

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

(Pursuant to Clause 5, Article 162 of the Law on Enterprises; Clause 3, Article 35 of the Corporation Charter)

The term of the General Director shall not exceed 05 years and they may be re-appointed for an unlimited number of terms. The Director or General Director must meet the following standards and conditions:

- a. Not falling into the categories specified in Clause 2, Article 17 of the Law on Enterprises;
- b. Not being a person with family relations with managers of the enterprise, Supervisors of the Corporation and the parent company; representatives of state capital, or representatives of enterprise capital at the Corporation and the parent company;
- c. Possessing professional qualifications and experience in the business management of the Corporation.

Article 77. Candidacy and nomination of the General Director

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

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

(Pursuant to Clause 1, Clause 5, Article 35 of the Corporation Charter)

The Board of Directors shall appoint one member of the Board of Directors or hire another person as General Director.

The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors with voting rights attending the meeting vote in favor, and appoint a new General Director as a replacement.

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

Article 79. Notice of appointment, dismissal, signing of contracts, and termination of contracts for the General Director

After a decision on the election, dismissal, or removal of the General Director is made, the Corporation is responsible for disclosing information internally within the Corporation and to

relevant authorities, through mass media, and on the Corporation's website in accordance with the sequence and provisions of current law.

Article 80. Salary and other benefits of the General Director

(Pursuant to Clauses 2 and 3, Article 34 of the Corporation Charter)

1. The General Director is paid a salary and bonus. The salary and bonus of the General Director are decided by the Board of Directors.
2. The salary of the executive shall be included in the business expenses of the Corporation in accordance with the law on corporate income tax, shall be presented as a separate item in the annual financial statements of the Corporation, and must be reported to the General Meeting of Shareholders at the annual meeting.

CHAPTER 6 – OTHER ACTIVITIES

SECTION 1 – PROVISIONS ON COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, AND THE GENERAL DIRECTOR

Article 81. Procedures and sequence for convening, notifying meetings, recording minutes, and announcing meeting results between the Board of Directors, the Board of Supervisors, and the General Director

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

Article 82. Notification of Resolutions/Decisions of the Board of Directors to the Board of Supervisors

(Pursuant to Clause 1, Article 171 of the Law on Enterprises)

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

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

Resolutions/Decisions of the Board of Directors (with contents related to the responsibilities, powers, and obligations of the General Director) after being issued must be sent to the General Director at the same time and in the same manner as for members of the Board of Directors.

Article 84. Cases where the Board of Supervisors and the General Director request to convene a Board of Directors meeting and matters requiring the opinion of the Board of Directors

(Pursuant to the provisions of Point h, Clause 3, Article 162 of the Law on Enterprises, Article 288 of Decree No. 155/2020/ND-CP, Clause 4, Article 35, and Article 40 of the Corporation Charter)

1. Cases for requesting the convening of BOD meetings
 - a. The Board of Supervisors may request the convening of a BOD meeting in the following cases:

- Upon the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises.
 - When it is determined that the Supervisor's right to access information and documents related to the operations of the Corporation is not being fully exercised in accordance with current laws and the Corporation Charter;
 - Upon discovery of acts violating the law or the Corporation Charter by members of the BOD, the General Director, or other corporate executives, after having provided written notice to the BOD in accordance with Clause 5, Article 40 of the Corporation Charter, but the violating party has not ceased the violation or implemented remedial measures;
- b. The General Director may request the convening of a BOD meeting in the following cases:
- When it is determined that the rights of the General Director as stipulated in Article 35 of the Corporation Charter are not being exercised;
 - Upon discovery of acts violating the law or the Corporation Charter by other corporate executives, after having provided written notice to the BOD, but the violating party has not ceased the violation or implemented remedial measures;
2. Matters requiring consultation with the BOD:
- a. Recommendations to the BOD regarding the organizational structure and internal management regulations of the Corporation;
 - b. Proposals for measures to improve the operations and management of the Corporation;
 - c. The General Director must prepare a plan for the BOD to approve matters related to recruitment, termination of employment, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and corporate executives.
 - d. The General Director must prepare a plan for the BOD to approve matters related to the Corporation's relations with labor unions in accordance with the best management standards, practices, and policies, as well as the practices and policies stipulated in the Corporation Charter, the Corporation's regulations, and current legal provisions.
 - e. Seeking the BOD's opinion on the Audited Financial Statements (including the balance sheet, income statement, and cash flow statement) for each fiscal year, which must be submitted for BOD approval;
 - f. Recommendations on dividend payment plans or handling of business losses;
 - g. Seeking the BOD's approval for the detailed business plan for the following fiscal year;
 - h. Other matters deemed to be in the interest of the Corporation.

Article 85. Report of the General Director to the BOD on the performance of assigned duties and powers

(Pursuant to the provisions of Appendix IV of Circular No. 96/2020/TT-BTC, Clause 4, Article 35 of the Corporation Charter)

1. Report on the implementation status of Resolutions of the BOD and the General Meeting of Shareholders, and the business and investment plans of the Corporation approved by the BOD and the General Meeting of Shareholders;
2. Quarterly and annual reports evaluating the financial situation and business production performance of the Corporation;

3. Report on improvements to organizational structure, policies, and management;
4. Annual report on the implementation of obligations toward the environment, the community, and employees;
5. Report on the implementation status of other matters authorized by the BOD and the General Meeting of Shareholders;
6. Reporting on other matters as requested by the BOD.

Article 86. Review of the implementation of resolutions and other matters authorized by the BOD to the General Director

Based on the General Director's report on the performance of assigned duties and powers as stipulated in Article 75 of these Regulations, the BOD shall conduct a review of the results of the implementation of resolutions and other matters authorized by the BOD to the General Director.

Article 87. Matters that the General Director must report, provide information on, and the method of notification to the BOD and the Board of Supervisors

(Pursuant to the provisions of Clause 3, Article 291 of Decree No. 155/2020/ND-CP, Article 35, Clause 3, Article 43, and Article 45 of the Corporation Charter)

1. Matters that the General Director must report, provide information on, and the method of notification to the BOD.
2. Matters in accordance with Article 84 of these Regulations;
3. The General Director has the obligation to notify the BOD of transactions between the Corporation, its subsidiaries, or other companies controlled by the Corporation with 50% or more of the charter capital, with that same entity or with related persons of that entity as prescribed by law.
4. Other matters requiring consultation or reporting to the BOD must be submitted at least seven (07) working days in advance, and the BOD shall respond within seven (07) working days.

Specifically, in the case of approving contracts or transactions as stipulated in Clause 1, Article 167 of the Law on Enterprises with a value of less than 35% of the total value of the enterprise's assets as recorded in the most recent financial statement, or another lower ratio or value as stipulated in the Corporation Charter, the representative of the Corporation signing the contract or transaction must notify the members of the BOD and the Supervisors regarding the related parties to that contract or transaction and attach the draft contract or the main contents of the transaction. The BOD shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notice, unless the Corporation Charter stipulates a different time limit; members of the BOD with related interests in the parties to the contract or transaction shall not have the right to vote.

5. Matters that the General Director must report, provide information on, and the method of notification to the Board of Supervisors
 - a. Reports from the General Director submitted to the BOD or other documents issued by the Corporation shall be sent to the Supervisors at the same time and in the same manner as for members of the BOD.
 - b. The General Director and other corporate executives must provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Corporation upon the request of the Supervisors or the Board of Supervisors.

- c. The method of notification to the Board of Supervisors shall be the same as that for the BOD.

Article 88. Coordination of control, management, and supervision activities between members of the BOD, Supervisors, and the General Director according to the specific duties of the aforementioned members

- 1. Coordination of activities between the Board of Supervisors and the BOD:

The Board of Supervisors has the role of supervision, coordination, consultation, and providing full, timely, and accurate information. Specifically as follows:

- a. Regularly notifying the BOD of operational results and consulting the BOD before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
- b. During meetings of the Board of Supervisors, the Board of Supervisors has the right to request members of the BOD, the General Director, and representatives of the approved auditing organization to attend and respond to matters requiring clarification;
- c. Periodic and ad-hoc inspections by the Board of Supervisors must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the BOD to provide additional basis for the BOD in the management of the Corporation. Depending on the severity and results of the aforementioned inspection, the Board of Supervisors must discuss and reach a consensus with the BOD and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, they are authorized to reserve their opinion in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders;
- d. In the event that the Board of Supervisors discovers acts violating the law or the Corporation Charter by members of the BOD, the Board of Supervisors shall notify the BOD in writing within forty-eight (48) hours, requesting the violating party to cease the violation and implement remedial measures;
- e. Supervisors have the obligation to notify the BOD of transactions between the Corporation, its subsidiaries, or other companies controlled by the Corporation with 50% or more of the charter capital, with that same entity or with related persons of that entity as prescribed by law;
- f. Regarding recommendations related to the operational and financial situation of the Corporation, the Board of Supervisors must send a written document along with relevant documents at least fifteen (15) days before the intended date of receiving a response;
- g. Matters recommended to the BOD must be submitted at least seven (07) working days in advance, and the BOD shall respond within seven (07) working days.
- h. The BOD shall create favorable conditions for the Board of Supervisors to exercise its rights and obligations.

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

The Board of Supervisors has the function of inspection and supervision.

- a. During meetings of the Board of Supervisors, the Board of Supervisors has the right to request the General Director (simultaneously requesting members of the BOD, the General Director, and representatives of the approved auditing organization) to attend and respond to matters requiring clarification on issues of interest to the Supervisors;
- b. Periodic and ad-hoc inspections by the Board of Supervisors must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the General Director to provide additional basis for the General Director in the management of the Corporation. Depending on

- the severity and results of the aforementioned inspection, the Board of Supervisors must discuss and reach a consensus with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, they are authorized to reserve their opinion in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders;
- c. Supervisors have the right to request the General Director to facilitate access to records and documents related to the business operations of the Corporation at the Headquarters or the place where records are stored.
 - d. Regarding information and documents on management, business operations, business performance reports, and financial statements, the Board of Supervisors's written requests for provision must be sent to the Corporation at least forty-eight (48) working hours prior to the intended time of receiving a response. The Board of Supervisors shall not use the Corporation's undisclosed information or disclose it to others to conduct related transactions.
 - e. Recommendations by the Board of Supervisors regarding measures to amend, supplement, or improve the organizational structure, supervision, and management of the Corporation's business operations must be sent to the General Director at least seven (07) working days prior to the intended date of receiving a response.
 - f. The General Director shall create favorable conditions for the Board of Supervisors to exercise its rights and perform its obligations.
3. Coordination between the General Director and the Board of Directors: The General Director is the person who represents and manages the operations of the Corporation, ensuring that the Corporation operates continuously and effectively.
- a. When proposing plans for the organizational structure or internal management regulations of the Corporation, the General Director shall submit them to the Board of Directors as soon as possible, but no later than seven (07) days before the date such content needs to be decided;
 - b. The General Director must prepare plans for the Board of Directors to approve matters related to recruitment, termination of employment, salaries, social insurance, benefits, rewards, and discipline for employees and management staff;
 - c. The General Director must prepare plans for the Board of Directors to approve matters related to the Corporation's relations with trade union organizations in accordance with the best standards, practices, and management policies, as well as the practices and policies stipulated in the Corporation Charter, the Corporation's regulations, and current legal provisions;
 - d. The General Director has the obligation to notify the Board of Directors of transactions between the Corporation, its subsidiaries, or other companies controlled by the Corporation with 50% or more of the charter capital, with the entities themselves or with related persons of those entities in accordance with the law;
 - e. For other matters requiring consultation as stipulated in Clause 2, Article 84 of these Regulations, the Board of Directors must be notified at least seven (07) working days prior to the intended date of receiving a response.

SECTION 2 – REGULATIONS ON ANNUAL EVALUATION OF REWARD AND DISCIPLINE ACTIVITIES FOR MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS

OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER CORPORATE EXECUTIVES

Article 89. Regulations on the evaluation of the performance of members of the Board of Directors, Supervisors, the General Director, and other corporate executives

1. The Board of Directors is responsible for developing performance evaluation criteria for all members of the Board of Directors, the General Director, and other corporate executives.
2. Performance evaluation criteria must harmonize the interests of corporate executives with the long-term interests of the Corporation and its shareholders. Financial and non-financial indicators used in the evaluation shall be carefully considered and decided by the Board of Directors from time to time. In particular, non-financial indicators may include: interests of stakeholders, operational efficiency, progress and improvements achieved, etc.
3. Annually, based on assigned functions and duties and established evaluation criteria/achieved results, the Board of Directors shall organize the performance evaluation of members of the Board of Directors.
4. The performance evaluation of Supervisors shall be organized and implemented according to the methods mentioned in the organizational structure and operation of the Board of Supervisors.
5. The performance evaluation of other corporate executives shall be carried out in accordance with internal regulations or may be based on the self-evaluation reports of these executives.

Article 90. Rewards

1. The Board of Directors or the Remuneration Committee (if any) is responsible for developing reward policies. Rewards shall be granted based on the performance evaluation results as stipulated in Article 89 of these Regulations.
2. Forms of rewards: in cash, in shares (issuing shares under an employee stock ownership plan within the Corporation), or other forms developed by the Board of Directors or the Remuneration Committee. The General Director must prepare plans for these reward forms and submit them to the Board of Directors for approval; in cases exceeding their authority, they shall be submitted to the General Meeting of Shareholders for approval.
3. The reward scheme for members of the Board of Directors and Supervisors shall be decided by the General Meeting of Shareholders.
4. For corporate executives: the source of reward funds shall be deducted from the Corporation's Reward and Welfare Fund and other legal sources. The reward level shall be based on actual annual business results; the General Director shall propose it to the Board of Directors for approval, and in cases exceeding their authority, it shall be submitted to the General Meeting of Shareholders for approval.

Article 91. Discipline

1. The Board of Directors is responsible for developing disciplinary forms based on the nature and severity of the violation. The highest form of discipline must be removal or dismissal.
2. Members of the Board of Directors, Supervisors, and corporate executives who fail to complete their assigned tasks with honesty, diligence, and prudence shall be held personally liable for the damages they cause.
3. When performing their duties, if members of the Board of Directors, Supervisors, or corporate executives commit acts that violate legal provisions or the Corporation's regulations, they shall be

subject to disciplinary action, administrative penalties, or criminal prosecution depending on the severity of the violation, in accordance with the law and the Corporation Charter. In case of causing damage to the interests of the Corporation, shareholders, or other persons, they shall be liable for compensation in accordance with the law.

CHAPTER 7 - AMENDMENTS TO REGULATIONS ON CORPORATE GOVERNANCE

Article 92. Supplementing and amending the Regulations on Corporate Governance

1. Any supplement or amendment to these Regulations must be considered and decided by the General Meeting of Shareholders of the Corporation.
2. In the event that legal provisions related to the Corporation's operations are not mentioned in these Regulations, or in the event that new legal provisions differ from the clauses in these Regulations, those legal provisions shall automatically apply and govern the Corporation's operations.

CHAPTER 8 - EFFECTIVE DATE

Article 93. Effective date

1. These Regulations consist of 08 Chapters and 93 Articles, approved by the General Meeting of Shareholders of Phong Phu Corporation in the updated, adjusted, and supplemented version on May 21, 2026, and the full text of these regulations is hereby accepted as effective.
2. These Regulations are the sole and official regulations of the Corporation, replacing the Internal Regulations on Corporate Governance dated July 22, 2021, of Phong Phu Corporation.
3. Copies or extracts of the Internal Regulations on Corporate Governance of the Corporation must bear the signature of the Chairman of the Board of Directors.

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



Tran Quang Nghi

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

**OPERATION REGULATIONS OF THE BOARD OF
DIRECTORS
PHONG PHU CORPORATION**



*(Issued pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders
of Phong Phu Corporation)*

Ho Chi Minh City, May 21, 2026



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

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

Pursuant to the Charter on organization and operation of Phong Phu Corporation;

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Operation Regulations of the Board of Directors stipulate the organizational structure, personnel, operating principles, powers, and obligations of the Board of Directors and its members in order to operate in accordance with the Law on Enterprises, the Charter of the Corporation, and other relevant legal provisions.

2. Subjects of application: These Regulations apply to the Board of Directors, members of the Board of Directors, and related parties mentioned in these Regulations.

Article 2. Operating principles of the Board of Directors

1. The Board of Directors works on a collective basis. Members of the Board of Directors are personally responsible for their assigned tasks and are jointly responsible before the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors regarding the development of the Corporation.

2. The Board of Directors delegates the responsibility to the General Director to organize and execute the resolutions and decisions of the Board of Directors.

Article 3. Definitions and terminology

1. In these Regulations, the following terms shall be understood as follows:

- a) *Charter capital* is the total par value of shares sold or registered for purchase upon the establishment of the joint-stock company and in accordance with Article 6 of the Charter of Phong Phu Corporation;
- b) *Law on Enterprises* is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- c) *Law on Securities* is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- d) *Enterprise manager* is a manager of the Corporation, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management titles appointed by the General Meeting of Shareholders or the Board of Directors;
- e) *Related person* is an individual or organization as defined in Clause 46, Article 4 of the Law on Securities;
- f) *Shareholder* is an individual or organization owning at least one share of the joint-stock company;
- g) *A member of the Board of Supervisors* is a Supervisor

- h) *Non-executive member of the Board of Directors* is a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executives as stipulated by the Charter of the Corporation.
2. In these Regulations, references to one or more regulations or other documents include any amendments, supplements, or replacement documents.
3. The headings (Sections, Articles of these Regulations) are used for convenience in understanding the content and do not affect the content of these Regulations.

CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS

Article 4. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have full rights and responsibilities in accordance with the Law on Enterprises, the Law on Securities, relevant laws, and the Charter of the Corporation, including the right to be provided with information and documents regarding the financial status and business operations of the Corporation and its units.
2. Members of the Board of Directors shall have obligations in accordance with the Law on Enterprises, the Charter of the Corporation, and the following obligations:
- a) Perform their duties honestly and prudently for the best interests of the shareholders and the Corporation;
- b) Attend all meetings of the Board of Directors and provide opinions on the issues discussed;
- c) Report promptly and fully to the Board of Directors the remuneration received from subsidiaries, associate companies, and other organizations;
- d) Report to the Board of Directors at the nearest meeting on transactions between the Corporation, its subsidiaries, or other companies in which the Corporation holds a controlling interest of 50% or more of the charter capital with the member of the Board of Directors and their related persons; and transactions between the Corporation and companies in which the member of the Board of Directors is a founding member or an enterprise manager within the 03 years prior to the transaction date;
- dd) Disclose information when trading shares of the Corporation in accordance with the law.

Article 5. Right of members of the Board of Directors to be provided with information

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other managers within the Corporation to provide information and documents regarding the financial status and business operations of the Corporation and its units.
2. The requested enterprise manager must provide information and documents promptly, fully, and accurately as requested by the member of the Board of Directors. The order and procedures for requesting and providing information are stipulated as follows:
- The member of the Board of Directors must submit the request content to the Board of Directors of the Corporation.
 - If deemed necessary, the Board of Directors shall convene a meeting to obtain opinions within 07 working days from the date of receiving the request from the member of the Board of Directors regarding the content requested for information.

- If the above content is approved by the Board of Directors, the manager requested to provide information shall provide the requested information within 07 days.

Article 6. Number, term, and structure of members of the Board of Directors

1. The number of members of the Board of Directors is 05.
2. The term of office of a member of the Board of Directors shall not exceed 05 years and they may be re-elected for an unlimited number of terms.
3. In the event that all members of the Board of Directors end their term simultaneously, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.
4. Structure of members of the Board of Directors:

The structure of the Board of Directors of the Corporation must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Corporation shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Corporation to ensure the independence of the Board of Directors.

Article 7. Standards and conditions for members of the Board of Directors

1. Members of the Board of Directors must meet the following standards and conditions:
 - a) Not fall into the categories specified in Clause 2, Article 17 of the Law on Enterprises;
 - b) Possess professional qualifications and experience in business administration or in the business lines, sectors, or trades of the Corporation and are not required to be shareholders of the Corporation;
 - c) A member of the Board of Directors of the Corporation may concurrently serve as a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.
 - d) For state-owned enterprises as stipulated in Point b, Clause 1, Article 88 of the Law on Enterprises and subsidiaries of state-owned enterprises as stipulated in Clause 1, Article 88 of the Law on Enterprises, members of the Board of Directors shall not be persons with family relationships with the General Director and other managers of the Corporation; or with managers or persons authorized to appoint managers of the parent company.

Article 8. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, released, or dismissed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors of the Corporation shall not concurrently serve as the General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a) Prepare the operation program and plan of the Board of Directors;
 - b) Prepare the program, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
 - c) Organize the approval of resolutions and decisions of the Board of Directors;
 - d) Supervise the implementation process of the resolutions and decisions of the Board of Directors;

dd) Chair the General Meeting of Shareholders;

e) Other rights and obligations as stipulated by the Law on Enterprises and the Charter of the Corporation.

4. In the event that the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the dismissal.

5. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and perform the obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the Charter of the Corporation. In the event that there is no authorized person, or the Chairman of the Board of Directors is deceased, missing, in temporary detention, serving a prison sentence, serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory education institution, has fled their place of residence, has limited or lost civil act capacity, has difficulty in cognition or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one among themselves to hold the position of Chairman of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

6. When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Corporate Secretary with a term of office as decided by the Board of Directors. The Board of Directors may dismiss the Corporate Secretary when necessary, provided that it does not contravene current labor laws. The Corporate Secretary shall have the following rights and obligations:

a) Assist in organizing the convening of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;

b) Assist members of the Board of Directors in exercising their assigned rights and obligations;

c) Assist the Board of Directors in applying and implementing the principles of corporate governance of the Corporation;

d) Assist the Corporation in building shareholder relations and protecting the legitimate rights and interests of shareholders; ensure compliance with obligations regarding information provision, information disclosure, and administrative procedures;

dd) Other rights and obligations as stipulated in the Charter of the Corporation and the Internal Regulations on Corporate Governance of the Corporation.

Article 9. Release, dismissal, replacement, and supplementation of members of the Board of Directors

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

a) They do not meet the standards and conditions as stipulated in Article 155 of the Law on Enterprises;

b) They have submitted a resignation letter and it has been accepted;

c) Other cases as stipulated in the Charter of the Corporation.

2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - a) They have not participated in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
 - b) Other cases as stipulated in the Charter of the Corporation.
3. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors; or release or dismiss a member of the Board of Directors in cases other than those stipulated in Clause 1 and Clause 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
 - a) The number of members of the Board of Directors has decreased by more than one-third compared to the number stipulated in the Charter of the Corporation. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members decreased by more than one-third;
 - b) Except for the case stipulated in point a of this clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been released or dismissed at the nearest meeting.

Article 10. Procedures for election, release, and dismissal of members of the Board of Directors

1. A shareholder or group of shareholders holding 10% or more of the total common shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Charter of the Corporation. The nomination of persons to the Board of Directors shall be carried out as follows:
 - a) Common shareholders forming a group to nominate persons to the Board of Directors must notify the shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders. A shareholder or group of shareholders holding from ten percent (10%) to twenty percent (20%) shall be entitled to nominate one (01) member; from over twenty percent (20%) to forty percent (40%) shall be entitled to nominate two (02) members; from over forty percent (40%) to sixty percent (60%) shall be entitled to nominate three (03) members; from over sixty percent (60%) to eighty percent (80%) shall be entitled to nominate four (04) members; and if greater than eighty percent (80%) shall be entitled to nominate five (05) members.
 - b) Based on the number of members of the Board of Directors, the shareholder or group of shareholders stipulated in this clause shall be entitled to nominate one or several persons as decided by the General Meeting of Shareholders to be candidates for the Board of Directors.
3. In the event that the number of candidates for the Board of Directors through nomination and self-nomination as stipulated in Clause 5, Article 115 of the Law on Enterprises is still insufficient, the incumbent Board of Directors shall nominate additional candidates in accordance with the Charter of the Corporation, the Internal Regulations on Corporate Governance of the Corporation, and the Operation Regulations of the Board of Directors. The nomination 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 the law.

4. In the event that the number of candidates nominated by the incumbent Board of Directors as per Clause 3 of this Article is still insufficient, the Board of Directors shall organize for other shareholders to nominate in accordance with the Charter of the Corporation, the Internal Regulations on Corporate Governance of the Corporation, and the Operation Regulations of the Board of Directors. The organization of additional nominations 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 the law.

5. Voting to elect members of the Board of Directors must be carried out using the cumulative voting method, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to aggregate all or part of their total votes for one or several candidates. The person elected as a member of the Board of Directors shall be determined by the number of votes counted from highest to lowest, starting from the candidate with the highest number of votes until the number of members stipulated in the Charter of the Corporation is reached. In the event that two (02) or more candidates receive the same number of votes for the final member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or a selection shall be made based on the criteria of the election regulations or the Charter of the Corporation.

6. If the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors may be carried out using the cumulative voting method as stipulated in Clause 3, Article 148 of the Law on Enterprises or by the voting method (approve, disapprove, abstain). The approval voting ratio for the voting method shall be implemented in accordance with Clause 2, Article 21 of the Charter of the Corporation.

7. The release and dismissal of members of the Board of Directors by the General Meeting of Shareholders shall be carried out by the voting method (approve, disapprove, abstain). The approval voting ratio for the voting method shall be implemented in accordance with Clause 2, Article 21 of the Charter of the Corporation.

Article 11. Notification of election, release, and dismissal of members of the Board of Directors

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

- a) Full name, date, month, and year of birth;
- b) Professional qualifications;

- c) Work history;
 - d) Other management positions (including positions on the Board of Directors of other companies);
 - đ) Interests related to the Corporation and related parties of the Corporation;
 - e) Other information (if any) as stipulated in the Charter of the Corporation;
 - g) The Corporation shall be responsible for disclosing information about companies where the candidate is currently holding the position of member of the Board of Directors, other management positions, and interests related to the Corporation of the candidate for the Board of Directors (if any).
2. Notification of the results of the election, release, and dismissal of members of the Board of Directors shall be carried out in accordance with the regulations guiding information disclosure.

CHAPTER III. BOARD OF DIRECTORS

Article 12. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Corporation, having full authority on behalf of the Corporation to decide and exercise the rights and obligations of the Corporation, except for rights and obligations falling under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are stipulated by law, the Charter of the Corporation, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
 - a) Decide on the strategy, medium-term development plan, and annual business plan of the Corporation;
 - b) Recommend the types of shares and the total number of shares authorized to be offered for each type;
 - c) Decide on the sale of unsold shares within the scope of the number of shares authorized to be offered for each type; decide on raising additional capital in other forms;
 - d) Decide on the selling price of shares and bonds of the Corporation;
 - dd) Decide on share repurchases in accordance with the provisions of Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
 - e) Decide on investment plans and investment projects within its authority and limits as prescribed by law;
 - g) Decide on solutions for market development, marketing, and technology;
 - h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the most recent financial statement of the Corporation, unless the Charter of the Corporation provides for a different ratio or value, or unless such contracts and transactions fall under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;

- i) Elect, release, or dismiss the Chairman of the Board of Directors; appoint, release, sign contracts with, and terminate contracts with the General Director and other key managers as stipulated by the Charter of the Corporation; decide on the salary, remuneration, bonus, and other benefits for such managers; appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and decide on the remuneration and other benefits of such persons;
 - k) Supervise and direct the General Director and other managers in the daily business operations of the Corporation;
 - l) Decide on the organizational structure and internal management regulations of the Corporation; decide on the establishment of subsidiaries, branches, and representative offices, and the contribution of capital or purchase of shares in other enterprises;
 - m) Approve the program and content of documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
 - n) Submit the audited annual financial statements to the General Meeting of Shareholders;
 - o) Propose the dividend payout rate; decide on the time limit and procedures for dividend payment or handling of losses incurred during business operations;
 - p) Propose the reorganization or dissolution of the Corporation; request the bankruptcy of the Corporation;
 - q) Decide on the issuance of the Regulations on the Operation of the Board of Directors and the Internal Regulations on Corporate Governance after they have been approved by the General Meeting of Shareholders; and the Regulations on Information Disclosure of the Corporation;
 - r) Request the General Director, Deputy General Directors, and other managers within the Corporation to provide information and documents regarding the financial status and business operations of the Corporation and its units.
 - s) The requested managers must provide information and documents in a timely, complete, and accurate manner as requested by members of the Board of Directors. The order and procedures for requesting and providing information shall be specifically stipulated in the Regulations on the Operation of the Board of Directors.
 - t) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, the Charter of the Corporation, and the Internal Regulations on Corporate Governance.
3. The Board of Directors shall report to the General Meeting of Shareholders on the performance of the Board of Directors in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
4. The Board of Directors shall pass resolutions and decisions by voting at meetings, collecting written opinions, or by other forms as stipulated by the Charter of the Corporation. Each member of the Board of Directors has one vote.
5. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders, or the Charter of the Corporation, causing damage to the Corporation, the members who voted in favor of such

resolution or decision shall be jointly and personally liable for such resolution or decision and must compensate the Corporation for the damage; members who voted against the aforementioned resolution or decision shall be exempt from liability. In this case, shareholders of the Corporation have the right to request the Court to suspend the implementation of or cancel the aforementioned resolution or decision.

Article 13. Tasks and powers of the Board of Directors in approving and signing contracts and transactions

1. The Board of Directors shall approve contracts and transactions with a value of less than 35%, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction of less than 35% of the total asset value recorded in the most recent financial statement, or another lower ratio or value as stipulated in the Charter of the Corporation, between the Corporation and one of the following subjects:

- Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and related persons of these subjects;
- Shareholders and authorized representatives of shareholders owning more than 10% of the total common shares of the Corporation and their related persons;
- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The Board of Directors shall approve contracts and transactions for borrowing, lending, or selling assets with a value less than or equal to 10% of the total asset value of the enterprise recorded in the most recent financial statement between the Corporation and a shareholder owning 51% or more of the total voting shares or a related person of such shareholder.

3. The representative of the Corporation signing a contract or transaction must notify members of the Board of Directors and members of the Board of Supervisors of the related parties involved in such contract or transaction and attach the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notice, unless the Charter of the Corporation stipulates a different time limit; members of the Board of Directors who have interests related to the parties in the contract or transaction shall not have the right to vote.

Article 14. Responsibilities of the Board of Directors in convening extraordinary General Meetings of Shareholders

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

- a) The Board of Directors deems it necessary for the interests of the Corporation;
- b) The number of members of the Board of Directors or members of the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must be sufficiently signed by the related shareholders, or the request document may be prepared in multiple copies and collected with sufficient signatures of the related shareholders;
- d) At the request of the Board of Supervisors;

dd. Other cases as prescribed by law and the Charter of the Corporation.

2. Convening an extraordinary General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members of the Board of Directors or members of the Board of Supervisors is less than the minimum number of members as prescribed in the Charter of the Corporation or upon receiving a request as stipulated in Point c and Point d, Clause 1 of this Article;

3. The person convening the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the notice of the General Meeting of Shareholders, unless the Charter of the Corporation stipulates a shorter time limit. The Corporation must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;

b) Prepare the program and content of the meeting;

c) Prepare documents for the meeting;

d) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;

dd) Determine the time and venue for the meeting;

e) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;

g) Other tasks to serve the meeting.

Article 15. Sub-committees assisting the Board of Directors.

1. When deemed necessary, the Board of Directors may establish sub-committees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors and must have at least 02 members, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the majority in the sub-committee, and one of these members shall be appointed as the Head of the Sub-committee by decision of the Board of Directors. The operation of the sub-committee must comply with the regulations of the Board of Directors. A resolution of the sub-committee shall only be effective when a majority of its members attend and vote in favor at the sub-committee meeting.

2. The implementation of decisions of the Board of Directors or of sub-committees under the Board of Directors must be in accordance with current legal provisions and the provisions of the Charter of the Corporation and the Internal Regulations on Corporate Governance.

CHAPTER IV. MEETINGS OF THE BOARD OF DIRECTORS

Article 16. Meetings of the Board of Directors

1. 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 date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the same highest number of votes or percentage of votes, the members shall elect by majority principle to select 01 person among them to convene the meeting of the Board of Directors.

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

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

- a) At the request of the Board of Supervisors;
- b) At the request of the General Director or at least 05 other managers;
- c) At the request of at least 02 members of the Board of Directors;
- d) Other cases as prescribed by the Charter of the Corporation.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.

5. The Chair of the Board of Directors shall convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. In the event that the Chair of the Board of Directors fails to convene the meeting as requested, the Chair shall be held responsible for any damages occurring to the Corporation; the requester has the right to replace the Chair of the Board of Directors to convene the meeting of the Board of Directors.

6. The Chair of the Board of Directors or the person convening the meeting of the Board of Directors shall send a meeting invitation notice at least 05 working days before the meeting date, unless the Charter of the Corporation provides otherwise. The meeting invitation notice must specify the time and location of the meeting, the agenda, and the issues to be discussed and decided. The meeting invitation notice must be accompanied by documents used at the meeting and the members' voting ballots.

The meeting invitation notice for the Board of Directors may be sent via invitation letter, telephone, fax, electronic means, or other methods prescribed by the Charter of the Corporation, ensuring it reaches the contact address of each member of the Board of Directors registered with the Corporation.

7. The Chair of the Board of Directors or the convener shall send the meeting invitation notice and accompanying documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.

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

8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total members are present. If the meeting convened in accordance with this Clause does not have

sufficient members present, it shall be reconvened within 05 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

9. A member of the Board of Directors shall be considered to have attended and voted at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorize another person to attend the meeting and vote in accordance with the provisions of Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending a voting ballot to the meeting via mail, fax, or email;
- dd) Sending a voting ballot by other means as prescribed in the Charter of the Corporation.

10. In the case of sending a voting ballot to the meeting via mail, the voting ballot must be enclosed in a sealed envelope and delivered to the Chair of the Board of Directors at least 01 hour before the opening of the meeting. The voting ballot shall only be opened in the presence of all attendees.

11. Voting

- a. Except for the provisions at Point b, Clause 11, Article 16 of these Regulations, each member of the Board of Directors or a person authorized in accordance with Clause 9 of this Article who is personally present at the meeting of the Board of Directors shall have one (01) vote;
- b. A member of the Board of Directors shall not vote on transactions that bring benefits to that member or their related persons in accordance with the Law on Enterprises and Article 43 of the Charter of the Corporation;
- c. A Supervisor has the right to attend meetings of the Board of Directors, has the right to discuss but not to vote.

12. The Board of Directors has the right to seek the opinions of its members in writing to pass a Resolution of the Board of Directors when approving issues under the authority of the Board of Directors as stipulated in Clause 2, Article 27 of the Charter of the Corporation.

A Resolution in the form of written consultation shall be passed based on the approval of the majority of the members of the Board of Directors with voting rights. This Resolution shall have the same effect and validity as a resolution passed at a meeting.

13. A meeting of the Board of Directors may be organized in the form of an online conference between members of the Board of Directors when all or some members are at different locations, provided that each participating member can:

- a. Hear each other member of the Board of Directors participating in the meeting speak;
- b. Speak to all other attendees simultaneously. Discussion between members may be conducted directly via telephone or other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting shall be considered 'present' at that meeting. The location of the meeting organized under this provision shall be the location where the majority of the members of the Board of Directors are present, or the location where the Chair of the meeting is present.

Decisions passed in a meeting via telephone that is organized and conducted in a legitimate manner shall be effective immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors who attended this meeting.

14. The Chair of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and such minutes shall be authentic evidence of the work conducted during the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English. The minutes must be signed by the chair and the minute-taker.

Article 17. Minutes of the Board of Directors meeting

1. Meetings of the Board of Directors must be recorded in minutes and may be recorded via audio, video, or stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following main contents:

- a) Name, address of the head office, and enterprise identification number;
- b) Time and location of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full names of each member attending the meeting or the person authorized to attend and the method of attendance; full names of members not attending and the reasons;
- dd) Issues discussed and voted upon at the meeting;
- e) Summary of the opinions of each member attending the meeting in the order of the meeting's proceedings;
- g) Voting results, clearly stating the members who voted in favor, against, and those who abstained;
- h) Issues passed and the corresponding voting ratio;
- i) Full names and signatures of the chair and the minute-taker, except for the case specified in Clause 2 of this Article.

2. In the event that the chair or the minute-taker refuses to sign the meeting minutes, but if all other members of the Board of Directors who attended the meeting sign and the minutes contain full content as prescribed in Points a, b, c, d, dd, e, g, and h of Clause 1 of this Article, then these minutes shall be effective.

3. The chair, the minute-taker, and those who sign the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

4. The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the head office of the Corporation.

5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall apply.

CHAPTER V. REPORTING AND DISCLOSURE OF INTERESTS

Article 18. Submission of annual reports

1. At the end of the fiscal year, the Board of Directors shall submit the following reports to the General Meeting of Shareholders:

- a) Report on the business results of the Corporation;
- b) Financial statements;
- c) Report on the assessment of the management and administration of the Corporation;
- d) Appraisal report of the Board of Supervisors.

2. The reports specified in Points a, b, and c of Clause 1 of this Article must be sent to the Board of Supervisors for appraisal at least 30 days before the opening date of the Annual General Meeting of Shareholders.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors, and the audit report must be kept at the head office of the Corporation at least 21 days before the opening date of the Annual General Meeting of Shareholders. Shareholders who have owned shares of the Corporation for at least 01 consecutive year have the right to personally or together with a lawyer, accountant, or auditor with a practicing certificate directly review the reports specified in this Article.

Article 19. Remuneration, bonuses, and other benefits of members of the Board of Directors

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

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days required to complete the tasks of the member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration level for each member based on the principle of consensus. The total remuneration and bonus level of the Board of Directors shall be approved by the General Meeting of Shareholders at the annual meeting.

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

4. A member of the Board of Directors holding an executive position or a member of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum fee per task, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses that they have incurred 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 sub-committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Corporation upon the approval of the General Meeting of Shareholders. This insurance shall not include coverage for liabilities of members of the Board of Directors related to violations of the law and the Charter of the Corporation.

Article 20. Disclosure of related interests

In case the Charter of the Corporation does not provide for stricter regulations, the disclosure of interests and related persons of the Corporation shall be carried out in accordance with the following provisions:

1. Members of the Board of Directors of the Corporation must declare to the Corporation their related interests, including:

a) Name, enterprise identification number, head office address, and business lines of the enterprise in which they own capital contributions or shares; the ratio and time of ownership of such capital contributions or shares;

b) Name, enterprise identification number, head office address, and business lines of the enterprise in which their related persons jointly or separately own capital contributions or shares exceeding 10% of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date the related interest arises; any amendments or supplements must be notified to the Corporation within 07 working days from the date of the corresponding amendment or supplement.

3. Members of the Board of Directors who, in their own name or on behalf of others, perform work in any form within the scope of the Corporation's business must explain the nature and content of such work to the Board of Directors and may only perform it when approved by the majority of the remaining members of the Board of Directors; if they perform such work without declaration or without the approval of the Board of Directors, all income derived from such activities shall belong to the Corporation.

CHAPTER VI. RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 21. Relationship between members of the Board of Directors

1. The relationship between members of the Board of Directors is one of coordination; members of the Board of Directors are responsible for informing each other about relevant issues during the process of handling assigned tasks.

2. During the process of handling tasks, the member of the Board of Directors assigned primary responsibility must proactively coordinate the handling if there are issues related to the field under the charge of another member of the Board of Directors. In case there are differing opinions among members of the Board of Directors, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and decision according to their authority, or organize a meeting or solicit opinions from members of the Board of Directors in accordance with the law, the Charter of the Corporation, and these Regulations.

3. In case of re-assignment among members of the Board of Directors, the members of the Board of Directors must hand over work, files, and related documents. This handover must be recorded in writing and reported to the Chairman of the Board of Directors regarding such handover.

Article 22. Relationship with the executive board

In their governance role, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of these resolutions.

Article 23. Relationship with the Board of Supervisors

1. The relationship between the Board of Directors and the Board of Supervisors is one of coordination. The working relationship between the Board of Directors and the Board of Supervisors shall follow the principles of equality and independence, while closely coordinating and supporting each other in the process of performing their duties.

2. Upon receiving inspection minutes or general reports from the Board of Supervisors, the Board of Directors is responsible for studying and directing relevant departments to develop plans and implement timely rectifications.

CHAPTER VII. IMPLEMENTATION PROVISIONS

Article 24. Effectiveness

The Operation Regulations of the Board of Directors of Phong Phu Corporation consist of 7 chapters and 24 articles, which were passed by the General Meeting of Shareholders of Phong Phu Corporation in the updated, amended, and supplemented version on May 21, 2026, and the full text of these regulations was simultaneously approved. These Regulations are the sole and official regulations of the Corporation, replacing the Operation Regulations of the Board of Directors dated July 22, 2021, of Phong Phu Corporation.

ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN

(Signed, full name, and stamped)



The stamp is a red circular seal with the text "TỔNG CÔNG TY CỔ PHẦN PHONG PHÚ" in the center and "M.S.D.N. C.T. P. THÀNH PHỐ HỒ CHÍ MINH" around the perimeter.

Tran Quang Nghi