

SOCIALIST REPUBLIC OF VIETNAM

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INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

**KHANH HOA SANEST SOFT DRINK
JOINT STOCK COMPANY**



*Issued in accordance with the Resolution of the Annual General Meeting of
Shareholders in 2026
Khanh Hoa Sanest Soft Drink Joint Stock Company*

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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 contents regarding the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the sequence and 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, and the General Director, and other activities in accordance with the Company Charter and other current provisions of the Law.

2.Subjects of application: These Regulations apply to Members of the Board of Directors, the Board of Supervisors, the General Director, and related persons.

Article 2. Explanation of terms and abbreviations

1.Non-executive Members of the Board of Directors: A Members of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executives as stipulated by the Company Charter.

2. Company: Khanh Hoa Sanest Soft Drink Joint Stock Company .

3. BOD: Board of Directors.

4. Candidacy: Self-nomination.

5. BOS: Board of Supervisors.

6. VSDC: Vietnam Securities Depository and Clearing Corporation.

7. Delegate: Shareholder, representative (person authorized by a shareholder).

8.Person in charge of corporate governance: The person with the responsibilities and powers stipulated in Article 281 of Decree 155/2020/ND-CP.



CHAPTER 2. GENERAL MEETING OF SHAREHOLDERS

I. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

Section 1. Roles, rights, and obligations of the General Meeting of Shareholders

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

Section 2. Regulations on the sequence and procedures for convening and voting at the General Meeting of Shareholders

Article 3. Authority to convene the General Meeting of Shareholders

Based on the provisions of Article 14 of the Company Charter

1. Authority to convene the Annual General Meeting of Shareholders: The General Meeting of Shareholders shall meet annually once a year and within 04 months from the end of the fiscal year. The Board of Directors shall decide to extend the Annual General Meeting of Shareholders in necessary cases, but not exceeding 06 months from the end of the fiscal year.

2. Authority to convene the Extraordinary General Meeting of Shareholders:

a) The Board of Directors shall convene the General Meeting of Shareholders within 60 days from the date the number of remaining Members of the Board of Directors or Supervisors is as stipulated in Point b, Clause 3, Article 14 of the Company Charter or upon receiving a request as stipulated in Point c and Point d, Clause 3, Article 14 of the Company Charter.

b) In case the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in Point a, Clause 4, Article 14 of the Company Charter, then within the next 30 days, the Board of Supervisors shall replace the Board of Directors to convene the General Meeting of Shareholders as stipulated in Clause 3, Article 140 of the Law on Enterprises.

c) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as stipulated in Point b, Clause 4, Article 14 of the Company Charter, then the shareholder or group of shareholders as stipulated in Point c, Clause 3, Article 14 of the Company Charter shall have the right to request the Company's representative to convene the General Meeting of Shareholders as stipulated 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 sequence 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 Company. 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 stipulated in Clause 5, Article 140 of the Law on Enterprises.

Article 4. Personnel of the General Meeting of Shareholders

Based on the provisions of Article 146 of the Law on Enterprises No. 59/2020/QH14; Clause 2, Article 20 of the Company Charter

1. Chairperson and Presidium:

a) The Chairman of the Board of Directors shall act as the Chairperson or authorize the Vice Chairman of the Board of Directors/other Members 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 Chairman is absent or temporarily unable to work, the remaining Members of the Board of Directors shall elect one of them to act as the Chairperson of the meeting by majority principle. In case a Chairperson cannot be elected, the Head of the BOS shall preside over the General Meeting of Shareholders to elect a Chairperson from among those present, and the person with the highest number of votes shall act as the Chairperson of the meeting.

b) Except for the case stipulated in Point a of this Clause, the person who signed the invitation to convene the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a Chairperson of the meeting, and the person with the highest number of votes shall act as the Chairperson of the meeting.

c) The Chairperson shall have the right 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 those present.

d) The Chairperson of the General Meeting of Shareholders shall have the following rights:

- To require all attendees to undergo inspection or other legal 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 Chairperson's right to preside, intentionally disrupt order, hinder the normal progress of the meeting, or do not comply with security inspection requirements.

e) The Chairperson shall have the right to postpone the General Meeting of Shareholders that has a sufficient number of registered attendees for a maximum of 03 working days from the intended opening date and may only postpone the meeting or change the meeting venue in the following cases:

- The meeting venue does not have enough convenient seats for all attendees.

- Information facilities at the meeting venue do not ensure that attending 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 legal manner.

f) Some other rights and obligations of the Chairperson as stipulated by current Law.

g) The Presidium shall include 01 Chairperson and other members.

h) Duties of the Presidium:

- To preside over the activities of the Company's General Meeting of Shareholders according to the expected agenda of the Board of Directors that has been approved by the General Meeting of Shareholders.

- To guide delegates and the General Meeting to discuss the contents included in the agenda.

- To present drafts and conclude necessary issues for the General Meeting to vote on.

- To answer issues requested by the General Meeting.

- To resolve issues arising during the General Meeting.

i) Working principles of the Presidium: The Presidium shall work according to the principle of collective leadership, democratic centralism, and majority decision.

2. Secretary of the General Meeting:

a) The Chairperson shall appoint one or more persons to act as the Secretary of the General Meeting.

b) Duties of the Secretary of the General Meeting:

- To record the contents of the General Meeting fully and honestly.

- To receive registration ballots for speaking from shareholders/delegates.

- Prepare the Meeting Minutes and draft the Resolution of the General Meeting of Shareholders.

- Assist the Chairperson in disclosing information related to the General Meeting of Shareholders and notifying shareholders in accordance with the provisions of Law and the Company Charter.

- Other tasks as requested by the Chairperson.

3. Vote Counting Committee:

a) The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee upon the proposal of the Chairperson.

b) Duties of the Vote Counting Committee:

- Disseminate the principles, regulations, and instructions on voting methods.

- Count and record voting ballots, prepare the Vote Counting Minutes, and announce the results; submit the Minutes to the Chairperson for approval of the voting results.

- Promptly notify the Secretary of the voting results.



- Review and report to the General Meeting on any violations of voting regulations or complaints regarding voting results.

4. Shareholder/Delegate Eligibility Verification Committee:

a) The Chairperson shall appoint one or more persons to the Shareholder/Delegate Eligibility Verification Committee to serve the meeting. The Shareholder/Delegate Eligibility Verification Committee shall consist of 01 Head and other members.

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

- Verify the eligibility and status of shareholders and shareholder representatives attending the meeting.

- The Head of the Shareholder/Delegate Eligibility Verification Committee shall report 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 attending who represent over 50% of the total voting shares, the General Meeting of Shareholders of the Company shall be conducted.

- Participate in counting votes on other matters before the establishment of the Vote Counting Committee.

Article 5. Prepare the list of shareholders eligible to attend the meeting and announce the closing of the list of shareholders eligible to attend the General Meeting of Shareholders.

Pursuant to the provisions of Point a, Clause 2, Article 18 of the Company Charter; Regulations on exercising rights of VSDC

1. The Company must disclose information regarding the establishment of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 days before the record date.

2. The Company shall perform the procedures for establishing the list of shareholders and related procedures in accordance with the Regulations on exercising rights of VSDC.

Article 6. Notice of convocation of the General Meeting of Shareholders

Pursuant to the provisions of Article 143 of the Law on Enterprises No. 59/2020/QH14, Article 18 of the Company Charter

1. The person convening the General Meeting of Shareholders must send a meeting invitation to all shareholders on the list of shareholders eligible to attend no later than 21 days before the opening date, unless the Company Charter provides for a longer period. The meeting invitation must include the name, address of the head office, enterprise identification number; name and contact address of the shareholder, time, location of the meeting, and other requirements for attendees.

2. The meeting invitation shall be sent by a method that ensures it reaches the shareholder's contact address and shall be posted on the Company's website.



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

- a) Meeting agenda, documents used in the meeting, and draft Resolutions for each issue in the agenda.
- b) Voting/election ballots.

4. In case the Company has a website, the sending of meeting documents accompanying the meeting invitation as prescribed in Clause 3 of this Article may be replaced by posting them on the Company's website. In this case, the meeting invitation must clearly state the location and method for downloading the documents.

Article 7. Agenda and content of the General Meeting of Shareholders

Pursuant to the provisions of Article 18 of the Company Charter

- 1. The General Meeting of Shareholders shall be convened in the cases prescribed in Article 3 of these Regulations.
- 2. 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 eligible 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. The Company must disclose information regarding the establishment of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 days before the record date. The sequence and procedures shall be performed in accordance with the provisions of Article 5 of these Regulations.
 - b) Prepare the agenda and content of the General Meeting.
 - c) Prepare documents for the General 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 for holding the General Meeting.
 - f) Notify and send the invitation to the General Meeting of Shareholders to all shareholders eligible to attend.
 - g) Other tasks to serve the General Meeting.

3. The 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 disclosed on the website of the Company, the State Securities Commission, and The Stock Exchange where the Company's shares are registered for trading. The person convening the General Meeting of Shareholders must send the meeting invitation to all shareholders on the list of shareholders eligible to attend no later than 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of



Shareholders and documents related to the issues to be voted on at the General Meeting shall be sent to shareholders and/or posted on the Company's website. In case the documents are not sent with the invitation to the General Meeting of Shareholders, the meeting invitation must clearly state the link to all 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 or Members of the Board of Supervisors.
- c) Voting/election ballots.
- d) Draft Resolution for each issue in the agenda.

4. A shareholder or a group of shareholders as prescribed in Clause 2, Article 12 of the Company 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 Company no later than 03 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 shares held by the shareholder, contact address, nationality, number of legal personal identification documents for individual shareholders; name, enterprise identification number or establishment decision number, head office address for institutional shareholders; the quantity and type of shares held by that shareholder and the issue proposed to be included in the agenda.

5. The person convening the General Meeting of Shareholders has the right to refuse the proposal prescribed 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 05% of the total Ordinary Shares or more as prescribed in Clause 2, Article 12 of the Company 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 Company Charter.

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



Article 8. Method of registration and authorization to attend the General Meeting of Shareholders

Pursuant to the provisions of Article 144 of the Law on Enterprises No. 59/2020/QH14; Article 16 and Article 20 of the Company Charter

1. Method of registration to attend the General Meeting of Shareholders before the opening date of the General Meeting of Shareholders:

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

b) Shareholders choose the method of registration to attend the General Meeting of Shareholders according to the method stated in the Notice, including:

- Attending and voting/electing directly at the meeting.

- Authorizing another representative to attend and vote/elect at the meeting and complying with the provisions of Clause 2 of this Article (in case more than one representative is appointed, the specific number of shares and the number of voting/election ballots authorized for each representative must be determined).

- Attending and voting/electing via online conference, electronic voting, or other electronic forms.

- Sending voting/election ballots to the meeting via mail, fax, or email.

- Other forms of registration to attend the General Meeting of Shareholders in accordance with the provisions of Law.

- The Company must make maximum efforts in applying modern information technologies so that shareholders can attend and express their opinions at the General Meeting of Shareholders, including guiding shareholders to vote through online General Meeting of Shareholders, electronic voting, or other electronic forms as prescribed in Article 144 of the Law on Enterprises and the Company Charter.

2. Regulations on authorization to attend the General Meeting:

a) Shareholders and authorized representatives of shareholders shall perform authorization in accordance with the provisions of Article 16 of the Company Charter.

b) The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders 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.



The authorized person attending the General Meeting of Shareholders must submit the power of attorney upon registering for the meeting. In case of sub-authorization, the attendee must present the original power of attorney from the shareholder or the authorized representative of the corporate shareholder (if not previously registered with the Company).

c) The voting/election ballot of an authorized person attending the meeting within the scope of authorization shall be invalid in any of the following cases:

- The authorizing person is deceased, has limited civil act capacity, or has lost civil act capacity.
- The authorizing person has revoked the authorization.
- The authorizing person has revoked the authority of the person performing the authorization.

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

3. Procedures for registering to attend the General Meeting of Shareholders and verifying delegate status on the day of the General Meeting of Shareholders: Before the opening of the meeting, the Company must conduct shareholder registration procedures and must continue registration until all shareholders eligible to attend have registered, following this sequence:

a) Upon conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting/election ballot, on which the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of voting/election ballots 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 casting votes for, against, or 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 the persons responsible for counting 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 corporate 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 right after registration. The Chairperson is not responsible for stopping the Meeting to allow late-arriving shareholders to register, and the validity of the contents already voted/elected previously shall not change.



Article 9. Conditions for conducting the General Meeting of Shareholders

Pursuant to the provisions of Article 19 of the Company Charter

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending represents over 50% of the total shares with voting rights.
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 General Meeting of Shareholders shall be conducted when the number of shareholders attending represents 33% or more of the total shares with voting rights.
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 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the attending shareholders.

Article 10. Forms of passing Resolutions of the General Meeting of Shareholders

Pursuant to the provisions of Article 147 of the Law on Enterprises No. 59/2020/QH14; Article 22 of the Company Charter

The General Meeting of Shareholders shall pass Resolutions under its authority by way of voting at the meeting, collecting written opinions, and other forms as prescribed by current law.

Article 11. Matters passed at the General Meeting of Shareholders

Pursuant to the provisions of Article 167 of the Law on Enterprises No. 59/2020/QH14; Article 15 of the Company Charter

1. Passing the development orientation of the Company.
2. Reviewing and handling violations by Members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders.
3. Approving the list of accredited audit firms; deciding on the accredited audit firm to perform the inspection of the Company's operations; removing an accredited auditor when deemed necessary.
4. The Company's annual business plan.
5. The audited annual financial statements.
6. Report of the Board of Directors on corporate governance and the performance results of the Board of Directors and each Members of the Board of Directors.
7. Report of the Board of Supervisors on the Company's business results and the performance of the Board of Directors and the Board of General Directors.



8. Self-assessment report on the performance of the Board of Supervisors and its members.
9. Dividend rate for each share of each type.
10. Number of Members of the Board of Directors and the Board of Supervisors.
11. Election, dismissal and removal of Members of the Board of Directors and members of the Board of Supervisors.
12. Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors.
13. Amending and supplementing the Company Charter.
14. Types of shares and the number of newly issued shares of each type, and the transfer of shares by founding members within the first 03 years from the date of establishment.
15. Splitting, dividing, consolidating, merging, or converting the Company.
16. Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator.
17. Deciding on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements.
18. Deciding on the repurchase of over 10% of the total sold shares of each type.
19. The Company entering into contracts or transactions with subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value of 35% or more of the total asset value of the Company recorded in the most recent financial statements.
20. Approving transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the government detailing the implementation of a number of articles of the Law on Securities.
21. Approving, supplementing, and amending the Regulations on Corporate Governance, the Regulations on operation of the Board of Directors, and the Regulations on operation of the Board of Supervisors s.
22. Other matters as prescribed by law and the Company Charter.

Article 12. Voting to pass matters at the Meeting

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

1. General principles:
 - a) All matters in the program and content of the Meeting must be discussed and voted on publicly by the General Meeting of Shareholders.
 - b) Voting cards, voting ballots, and election ballots shall be printed, stamped with the Company's 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/voting ballot/election ballot. The voting card/voting ballot/election ballot shall clearly state the delegate's code, full name, number of shares owned, and authorized voting shares of that delegate.

2. Regulations on the validity of voting ballots and election ballots.

a) Voting ballot:

- **Valid voting ballot:** A ballot according to the pre-printed template issued by the Organizing Committee, without erasure, scraping, correction, tearing, or damage; containing no content other than what is prescribed for this ballot and must bear the signature, with the full handwritten name of the attending delegate under the signature, and sent to the Vote Counting Committee before the time of unsealing the ballot box.

On the voting ballot, the voting content is valid when the delegate marks one of the 03 voting squares.

- **Invalid voting ballot:** Content not in accordance with the regulations for a valid voting ballot.

b) Election ballot:

- **Valid election ballot:** An election ballot according to the pre-printed template issued by the Organizing Committee, without erasure, scraping, or correction, containing no content other than what is prescribed for the election ballot; must bear the signature and full name of the attending delegate and be sent to the Vote Counting Committee before the time of unsealing the ballot box.

- **Invalid election ballot:**

- Content not in accordance with the regulations for a valid election ballot.
- The number of candidates that the delegate votes for is greater than the number of candidates required to be elected.
- The ballot has a total number of votes for the candidates of the shareholder or representative that is greater than the total number of votes allowed to be cast.
- Other regulations as prescribed by the Election Regulations of the General Meeting of Shareholders and the Company Charter.

Article 13. Method of voting

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

1. General principles

- The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by raising cards, direct balloting, electronic balloting, or other electronic forms.



- The delegate shall perform the voting to agree, disagree, or abstain on an issue brought to a vote at the Meeting by raising the voting card or filling in the selection options on the voting ballot.

2. Forms of voting

a) Voting by voting card: When voting by raising a voting card, the front of the voting card must be raised facing the Presidium. If a delegate does not raise a voting card during all three voting rounds for in favor, against, or no opinion on an issue, it shall be considered as voting for approval of that issue. If a delegate raises a voting card more than 01 time when voting for in favor, against, or no opinion an issue, it shall be considered an invalid vote. Under the form of voting by raising a voting card, a member of the Delegate Eligibility Verification Committee/Vote Counting Committee shall mark the delegate code and the corresponding number of voting ballots of each shareholder for in favor, against, no opinion, and invalid votes.

b) Voting by voting ballot: When voting by filling out a voting ballot, for each content, the delegate shall choose 01 of the 03 options “In favor”, “Against”, “No opinion” printed on the Voting Ballot by marking “X” or “” in the chosen box. After completing the voting contents of the Meeting, the delegate shall submit the voting ballot to the sealed ballot box at the Meeting according to the instructions of the Vote Counting Committee. The voting ballot must be signed and clearly state the full name of the delegate.

c) Electronic voting is similar to the provisions in Article 31 of this Regulation.

Article 14. Method of casting election ballots

Based on the provisions of the Election Regulation at the General Meeting of Shareholders

1. General principles:

- Comply strictly with the provisions of the Law and the Company Charter.
- Members of the Vote Counting Committee shall not be named in the List of nominees and candidates for the Board of Directors and the Board of Supervisors.

2. Forms of casting election ballots:

a) Election by cumulative voting method:

- Accordingly, each delegate has a total number of voting ballots corresponding to the total number of shares owned or represented multiplied by the number of members to be elected.
- Attending delegates have the right to accumulate their total voting ballots for one or more candidates.
- In case additional candidates arise on the day of the Meeting, the delegate may contact the Vote Counting Committee to request a new election ballot and must submit the old ballot (before dropping it into the ballot box).



- In case of a mistake in selection, the delegate shall contact the Vote Counting Committee to be re-issued a new election ballot and must submit the old ballot.
- How to fill out an election ballot: The method of filling out the election ballot is specifically guided as follows:
 - The delegate shall vote for a number of candidates equal to or less than the number of candidates to be elected.
 - If voting by accumulating all ballots for one or more candidates, the delegate shall mark the “Cumulative voting” box of the corresponding candidates.
 - If voting with an unequal number of ballots for multiple candidates, the delegate shall clearly write the number of ballots in the “Number of ballots” box of the corresponding candidates.

Note: In case a delegate marks the “Cumulative voting” box and also writes the quantity in the “Number of ballots” box, the result shall be taken according to the quantity in the “Number of ballots” box.

- Principles of election:
 - The elected person is determined according to the number of ballots received from highest to lowest, starting from the candidate with the highest number of ballots until the required number of members is reached;
 - In case there are 02 or more candidates receiving the same number of ballots for the final position, a re-election shall be conducted among the candidates with the same number of ballots;
 - If the result of the first election does not reach the required number, the election shall be continued until the required number of members is reached.
- b) Election by voting method: Implemented according to the provisions of point b, clause 2, Article 13 of this Regulation.
- c) Electronic voting is similar to the provisions in Article 31 of this Regulation.

Article 15. Method of vote counting

Based on the provisions of the Working Regulation at the General Meeting of Shareholders

The method of vote counting is conducted by aggregating the voting cards/ballots for approval, disapproval, and no opinion. For sensitive issues and if requested by shareholders, the Company shall appoint an independent organization to perform the collection and counting of votes.

Article 16. Conditions for a resolution to be passed

Based on the provisions of Article 21 of the Company Charter



1. A resolution on the following content shall be passed if approved by shareholders representing over 65% of the total voting ballots of all attending shareholders, except for cases specified in clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

- a) Type of shares and total number of shares of each type.
- b) Change of business lines and fields.
- c) Change of the Company's management organizational structure.
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement.
- e) Reorganization or dissolution of the Company.
- f) Extension of the Company's operation.
- g) Amendment and supplementation of the Charter.

2. Resolutions shall be passed when approved by shareholders owning over 50% of the total voting ballots of all attending shareholders, except for cases specified in clause 1 of this Article, and clauses 3, 4, and 6 of 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 of Members of the Board of Directors/Board of Supervisors may be conducted according to the cumulative voting method as above or according to the voting method (approve, disapprove, no opinion). The voting rate for approval under the voting method shall be implemented according to clause 2 of this Article.

3. A resolution of the General Meeting of Shareholders passed by 100% of the total voting shares is legal and effective even if the order and procedures for convening the meeting and passing that Resolution violate the provisions of the Law on Enterprises and the Company Charter.

Article 17. Notification of vote counting results

Based on the provisions of the Working Regulation at the General Meeting of Shareholders

The Vote Counting Committee shall check, aggregate, and report the vote counting results of each issue to the Chairperson. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting.

Article 18. Method of objecting to decisions of the General Meeting of Shareholders

Based on the provisions of Article 132 and Article 151 of the Law on Enterprises No. 59/2020/QH14



1. Shareholders who have voted against a resolution on the reorganization of the Company or a change in the rights and obligations of shareholders as specified in the Company Charter have the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reasons for requesting the Company to repurchase. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders passes the resolution on the issues specified in this clause.

2. The Company shall repurchase shares at the request of shareholders as specified in clause 1 of this Article at the market price or a price calculated according to the principles specified in the Company 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 Company shall introduce at least 03 valuation organizations for the shareholder to choose from, and that choice shall be the final decision.

3. Within 90 days from the date of receiving the Resolution or the Minutes of the General Meeting of Shareholders or the Vote Counting Minutes of collecting opinions of the General Meeting of Shareholders, shareholders or groups of shareholders as specified in clause 2 of 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 order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for cases specified in clause 2 of Article 152 of the Law on Enterprises.

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

Article 19. Preparation of Minutes of the General Meeting of Shareholders

Based on the provisions of Article 23 of the Company Charter

1. The meeting of the General Meeting of Shareholders must be recorded in Minutes and may be recorded or 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 headquarters, enterprise code.

b) Time and location of the General Meeting of Shareholders.

c) Meeting agenda and content of the meeting.

d) Full name of the Chairperson and 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 voting ballots of attending shareholders, appendix



of the list of registered shareholders, representatives of shareholders attending with the corresponding number of shares and number of voting ballots.

g) Total number of voting ballots for each voting issue, clearly stating the voting method, total number of valid and invalid ballots, approval, disapproval, and no opinion; the corresponding percentage of the total voting ballots of attending shareholders.

h) Aggregation of the number of election ballots for each candidate (if any).

i) Issues that have been passed and the corresponding percentage of voting ballots for approval.

j) Full name and signature of the Chairperson and Secretary. In case the Chairperson or Secretary refuses to sign the Meeting Minutes, this Minutes shall be effective if signed by all other Members of the Board of Directors attending the meeting and contains full content as prescribed in this clause. The Meeting Minutes shall clearly state the refusal of the Chairperson or Secretary to sign the Meeting Minutes.

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 other persons who sign 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.

Article 20. Disclosure of Resolutions and Minutes of the General Meeting of Shareholders

Pursuant to the provisions of Article 23 of the Company Charter

Resolutions, Minutes of the General Meeting of Shareholders, appendices of the list of shareholders registered to attend the meeting, powers of attorney to attend the meeting, all documents attached to the Minutes (if any), and related documents attached to the Notice of Meeting shall be kept at the Company's head office.

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

II. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS PASSING RESOLUTIONS BY COLLECTING SHAREHOLDERS' WRITTEN COMMENTS

Article 21. Cases for collecting shareholders' written comments

Pursuant to the provisions of Article 22 of the Company Charter

The following contents may be passed by collecting shareholders' written comments:

a) Amending and supplementing the contents of the Company Charter.



- b) Approving, supplementing, and amending the Regulations on Corporate Governance, the Regulations on operation of the Board of Directors, and the Regulations on operation of the Board of Supervisors .
- c) Development orientation of the Company.
- d) Types of shares and the total number of shares of each type.
- e) Election, dismissal and removal of Members of the Board of Directors and the Board of Supervisors.
- f) Decisions on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements.
- g) Approval of annual financial statements.
- h) Reorganization or dissolution of the Company.
- i) Changing the business lines and fields.
- j) Changing the management organizational structure of the Company.
- k) Other matters deemed necessary for the benefit of the Company.

Article 22. Cases where written comments are not permitted

The Board of Directors shall not collect shareholders' written comments on other matters, except for cases specified in Clause 1, Article 22 of the Company Charter and Article 21 of these Regulations.

Article 23. Sequence and procedures for the General Meeting of Shareholders to pass resolutions by collecting written comments

Pursuant to the provisions of Article 18, Article 22, and Article 24 of the Company Charter

1. The Company must disclose information regarding the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date.
2. The Board of Directors must prepare the written comment form, the draft Resolution of the General Meeting of Shareholders, explanatory documents for the draft resolution, and send them to all shareholders entitled to vote no later than 10 days before the deadline for returning the written comment form. The requirements and methods for sending the written comment form and attached documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of the Company Charter.
3. Regulations on the written comment form:
 - a) The written comment form must contain the following main contents:
 - Name, address of the head office, and enterprise identification number.
 - Purpose of collecting comments.



- 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 organizational shareholders; or full name, contact address, nationality, and legal document number of the individual representative for organizational shareholders; the number of shares of each type and the number of voting/election ballots of the shareholder.

- Matters requiring comments to pass a decision.

- Voting options including 'agree', 'disagree', and 'no opinion' for each matter requiring comments.

- Election options (if any).

- Deadline for returning the completed written comment form to the Company.

- Full name and signature of the Chairman of the Board of Directors.

b) Shareholders may send the completed written comment form to the Company by mail, fax, or email in accordance with the following regulations:

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

- In case of sending by fax or email, the written comment form sent to the Company must be kept confidential until the time of vote counting.

- Written comment forms sent to the Company after the deadline specified in the content of the form, or those that have been opened in the case of mail or disclosed in the case of fax or email, shall be invalid. Written comment forms that are not returned shall be considered as not participating in the vote.

c) Shareholders submit voting ballots via electronic voting

i. Provision of access accounts:

- Access account information shall be provided by the Company to Delegates together with the Shareholder Voting Form via registered mail .

- In case Delegates request re-issuance of access information, the Company may provide such information through various methods, including in person, by post, email, telephone, or other methods as determined by the Board of Directors. The provision of access information shall be based on the shareholder list prepared by the Vietnam Securities Depository and Clearing Corporation (VSDC) in accordance with the Company's notice regarding the exercise of shareholders' rights to vote in writing.

ii. Implementation of electronic voting:

- Voting principles



- Delegates may only cast their votes on the electronic voting system from the time they receive the Shareholder Voting Form until the deadline for submission as notified by the Company.
- During the voting period as announced by the Company, Delegates may access the electronic voting system and vote 24 hours a day, 7 days a week, except in cases of system maintenance or other circumstances beyond the Company's control.
- Within the announced voting period, Delegates may revise their voting decisions on the electronic voting system. After the voting deadline, Delegates may not change their voting results, and the final results shall be counted and disclosed by the Company .

- Voting procedures

- Delegates shall use the access account provided by the Company to log into the electronic voting system to review relevant information regarding the voting session published on the system and cast their votes for each voting/election item included in the shareholder consultation.

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 shareholders who do not hold management positions in the Company. The Vote Counting Minutes must contain the following main contents:

- Name, address of the head office, and enterprise identification number.
- Purpose and matters requiring comments to pass a resolution.
- Number of shareholders with the total number of voting/election ballots that have participated in the voting/election, distinguishing between the number of valid voting/election ballots and the number of invalid voting/election ballots, and the method of sending the voting/election ballots, accompanied by an appendix of the list of shareholders participating in the voting/election.
- Total number of 'agree', 'disagree', and 'no opinion' votes for each matter, and the total number of election votes for each candidate (if any).
- Matters that have been passed and the corresponding voting rate for approval.
- Full name and signature of the Chairman of the Board of Directors, the vote counters, and the vote counting supervisors.

Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the Vote Counting Minutes; and jointly responsible for damages arising from decisions passed 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 vote counting. Sending the Vote Counting Minutes and the Resolution may be replaced by posting them on the Company's website within 24 hours from the time of completion of vote counting.

b) A resolution passed by collecting shareholders' written comments shall have the same validity as a resolution passed at a General Meeting of Shareholders.

6. Document storage:

Completed written comment forms, Vote Counting Minutes, passed Resolutions, and related documents sent with the written comment forms must all be kept at the Company's head office.

7. Request for cancellation of a Resolution of the General Meeting of Shareholders passed by collecting written comments:

Within 90 days from the date of receiving the Resolution or the Minutes of the General Meeting of Shareholders or the Vote Counting Minutes of the General Meeting of Shareholders, shareholders or groups of shareholders specified 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 making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for cases specified in Clause 3, Article 21 of the Company Charter.

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

III. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS PASSING RESOLUTIONS BY ONLINE CONFERENCE

Article 24. Notice of convening an online General Meeting of Shareholders

Implemented in accordance with the provisions of Article 6 of these Regulations.

Note: Voting/election ballots do not need to be sent with the Notice of Meeting.

Article 25. Method of registering to attend the online General Meeting of Shareholders

The method of registering to attend the online General Meeting of Shareholders before the opening day of the General Meeting of Shareholders is clearly specified in the Notice of Meeting of the General Meeting of Shareholders, including:

1. Conditions for participation:

-Being named in the list of shareholders entitled to attend the General Meeting of Shareholders prepared according to the Company's notice of rights execution.



-Authorized representatives eligible to attend in accordance with the provisions of the law and the Company Charter.

2. Technical requirements:

Delegates must have electronic devices connected to the internet (e.g., computers, tablets, mobile phones, other electronic devices with internet connection...).

3. Method of 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 26 of these Regulations and has performed electronic voting on any matter of the Agenda of the online General Meeting of Shareholders.

Article 26. Providing login information and performing electronic voting

1. Information regarding the access link to the electronic voting system, username, password, and other identification factors (if any) to attend the online General Meeting of Shareholders shall be provided in the Meeting Invitation Notice (or the method of providing login information as prescribed by the Board of Directors). The delegate shall be responsible for keeping the 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 this registered information.

2. When a delegate requests to have their login information re-provided, the Organizing Committee of the Meeting may notify them via the following methods: In person or via email/telephone. The method of providing login information via email or telephone shall only be performed based on the shareholder information from the list of shareholders with voting rights prepared by VSD in accordance with the Company's notice of rights implementation.C

3. The delegate shall use the username, password, or other identification factors (if any) to access the electronic voting system and perform electronic voting according to the content of the online General Meeting of Shareholders' agenda.

Article 27. Authorization for representatives to attend the online General Meeting of Shareholders

1. Shareholders shall perform authorization in accordance with the provisions of Clause 2, Article 8 of these Regulations.

2. Some regulations to note when performing online authorization:

Shareholders need to comply by providing full information to perform online authorization, especially providing the authorized party's information: Telephone number, contact address, and email address. This is the basis for granting the username, password, and other identification factors (if any) to the authorized party.



Validity of online authorization: The authorization shall only have legal effect 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 signatures, full names, and seals (if it is an organization) of both the authorizing party and the authorized party.
- The Company 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 shall send an official written request to cancel the online authorization to the Company before the official opening of the Meeting. Note that the time for recording the effective cancellation of authorization is calculated based on the time the Company receives the official written request to cancel the online authorization.

The cancellation of authorization shall be void if the authorized representative has already cast a vote/election on any matter in the agenda of the online General Meeting of Shareholders.

Article 28. Conditions for conducting the online General Meeting of Shareholders

Perform in accordance with the provisions of Article 9 of these Regulations.

Article 29. Discussion at the online General Meeting of Shareholders

a) Principles:

- Discussion shall only be conducted within the prescribed time and within the scope of issues presented in the General Meeting of Shareholders' agenda.
- Only delegates shall be allowed to participate in the discussion.
- Delegates with opinions shall register the discussion content according to the form specifically prescribed in the Working Regulations of the Meeting.
- The Secretary shall arrange the delegates' discussion content in the order of registration and transfer it to the Chairperson.

b) Answering delegates' opinions:

- Based on the delegate's discussion content, the Chairperson or a member designated by the Chairperson shall answer the delegate's opinions.
- In case of time constraints, questions not answered directly at the Meeting shall be answered by the Company later.

Article 30. Method of passing Resolutions of the online General Meeting of Shareholders

The General Meeting of Shareholders shall pass Resolutions under its authority by electronic voting.



Article 31. Online voting method

a) Voting method:

- The delegate shall select one of the three voting options: in favor, against, or abstain for each issue put to a vote at the Meeting as set up on the electronic voting system.
- Thereafter, the delegate shall confirm the vote for the electronic voting system to record the result.

b) Election method:

- Election by cumulative voting method: Voting for Members of the Board of Directors and the Board of Supervisors must be performed by the cumulative voting method (equal cumulative voting or proportional voting). Accordingly, the delegate shall perform the election by marking the "Cumulative Voting" box or clearly writing the number of votes in the "Number of votes" box for the corresponding candidates on the election ballot set up on the electronic voting system. Thereafter, the delegate shall confirm the election for the electronic voting system to record the result.
- Election by voting method (if any): Perform in accordance with the voting regulations stated in Clause a of this Article.

c) Some other regulations when performing electronic voting:

- In case the delegate does not perform all voting and election issues according to the Meeting agenda, the issues not yet voted or elected shall be considered as the delegate not having cast a vote or election for that issue.
- In case issues arise outside the sent Meeting agenda, the delegate may vote or elect additionally. If the delegate does not perform voting or election for the arising issues, it shall be considered as the delegate not having cast a vote or election for that arising issue.
- The delegate may change the voting or election result (but cannot cancel the voting or election result); including the result of voting or electing additionally for issues arising outside the Meeting agenda. The online system shall only record the vote counting for the final voting or election result at the time of ending the electronic voting of each vote counting round prescribed in the Working Regulations of the Meeting.
- In case the delegate performs proportional voting: An invalid ballot is a ballot where the total number of votes for other candidates is (greater or less) than the total number of votes of the delegate as calculated at the time of election vote counting.
- The electronic voting time is specifically prescribed in the Working Regulations at the Meeting. The delegate may access the electronic voting system and perform voting 24 hours a day and 07 days a week, except in cases of system maintenance or other reasons beyond the Company's control. Upon the end of the voting time, the system shall not record any further electronic voting results from the delegate.

Article 32. Online vote counting method



When the delegate performs voting/election, the number of votes/election votes shall be recorded on the system according to the principle of the number of votes in favor, votes against, and abstentions.

Article 33. Notification of vote counting results

Based on the Vote Counting Minutes recorded as prescribed in Article 32 of these Regulations, the Vote Counting Committee shall check, summarize, and report the vote counting results of each issue according to the Meeting agenda to the Chairperson. The vote counting results shall be announced by the Chairperson immediately before closing the meeting.

Article 34. Preparation of Minutes of the General Meeting of Shareholders

- Perform in accordance with the provisions of Article 19 of these Regulations.
- The venue held as recorded in the Minutes of the online General Meeting of Shareholders is the location where the Meeting Chairperson is present to conduct the Meeting. This location must be on the territory of Vietnam.
- The method of passing the Minutes of the General Meeting of Shareholders is specifically prescribed in the Company's Working Regulations at the General Meeting of Shareholders session.

Article 35. Disclosure of Resolutions and Minutes of the online General Meeting of Shareholders

Perform in accordance with the provisions of Article 20 of these Regulations.

**IV. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS
PASSING RESOLUTIONS BY IN-PERSON MEETING COMBINED WITH
ONLINE**

Article 36. Notice of convening the General Meeting of Shareholders

Perform in accordance with the provisions of Article 6 of these Regulations.

Article 37. Method of registering to attend the General Meeting of Shareholders

Perform in accordance with the provisions of Clause 1, Article 8 and Article 25 of these Regulations.

Article 38. Authorization for representatives to attend the General Meeting of Shareholders

Perform in accordance with the provisions of Clause 2, Article 8 and Article 27 of these Regulations.

Article 39. Conditions for conducting

Perform in accordance with the provisions of Article 9 of these Regulations.

Article 40. Method of passing Resolutions of the General Meeting of Shareholders



Perform in accordance with the provisions of Article 10 and Article 30 of these Regulations.

Article 41. Voting method

Perform in accordance with the provisions of Article 13, Article 14 and Article 31 of these Regulations.

Article 42. Vote counting method

Perform in accordance with the provisions of Article 15 and Article 32 of these Regulations.

Article 43. Notification of vote counting results

Perform in accordance with the provisions of Article 17 and Article 33 of these Regulations.

Article 44. Preparation of Minutes of the General Meeting of Shareholders

Perform in accordance with the provisions of Article 19 and Article 34 of these Regulations.

Article 45. Disclosure of Resolutions and Minutes of the General Meeting of Shareholders

Perform in accordance with the provisions of Article 20 of these Regulations.

CHAPTER 3. BOARD OF DIRECTORS

Section 1. General Provisions

Article 46. Role, rights, and obligations of the Board of Directors

Based on the provisions of Article 278 and 297 of Decree No. 155/2020/ND-CP

The Board of Directors shall fully comply with its responsibilities and obligations in accordance with the Law on Enterprises and the Company Charter; in addition, the Board of Directors has the following responsibilities and obligations:

1. To be accountable to shareholders for the operating activities of the Company.
2. To treat all shareholders equally and respect the interests of persons with related interests to the Company.
3. To ensure the Company's operations comply with the provisions of the Law, the Charter, and the Regulations on Corporate Governance.
4. To develop the Regulations on operation of the Board of Directors to submit to the General Meeting of Shareholders for approval and to disclose them on the Company'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/NĐ-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 Company assets and abuse of related party transaction.
6. To develop the Regulations on Corporate Governance and submit them to the General Meeting of Shareholders for approval in accordance with Article 270 of Decree No. 155/2020/NĐ-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 Person in charge of corporate governance.
8. To organize training and coaching on corporate governance and necessary skills for Members of the Board of Directors, the General Director, and other managers of the Company.
9. To report on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with the provisions of current Law.
10. To disclose information in the Annual Report and the Corporate Governance Report of the Company in accordance with the provisions of the Law on Securities regarding information disclosure.
11. Other rights and obligations as prescribed by the Charter and the Regulations on Corporate Governance.

Article 47. Rights, obligations, and responsibilities of Members of the Board of Directors

Pursuant to the provisions of Article 277 of Decree No. 155/2020/NĐ-CP

1. Members of the Board of Directors have full rights as prescribed by the Law on Securities, relevant Laws, the Company Charter, and the Regulations on Corporate Governance, including the right to be provided with information and documents regarding the financial situation and operating activities of the Company and its units. The process for providing information shall be implemented in accordance with the Appendix to this Regulation. Persons granted access to such information are responsible for maintaining its confidentiality and using it solely for the purposes of their assigned duties.
2. Members of the Board of Directors have obligations as prescribed by the Company Charter and the following obligations:
 - a) To perform their duties honestly and carefully for the best interests of the shareholders and the Company.
 - b) To attend all meetings of the Board of Directors and express opinions on the issues discussed.



- c) To report promptly and fully to the Board of Directors on remuneration received from the Company's subsidiaries, Affiliated company, and other organizations.
- d) To report to the Board of Directors at the nearest meeting on transactions between the Company, the Company's subsidiaries, companies controlled by the public company with over 50% of Charter capital, and Members of the Board of Directors and their affiliated persons; transactions between the Company and companies in which a Members of the Board of Directors is a founding member or a manager of the company within the 03 years prior to the Time of transaction.
- e) To perform information disclosure when trading the Company's shares in accordance with the Law.

Section 2. Regulations on nomination, candidacy, election, dismissal and removal of Members of the Board of Directors

Article 48. Number, term, and composition of Members of the Board of Directors

Pursuant to the provisions of Article 26 of the Company Charter

1. The number of Members of the Board of Directors is 05.
2. The term of a Members of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. In case all Members of the Board of Directors finish their term at the same time, they shall continue to be Members of the Board of Directors until new members are elected to replace and take over the work.
3. The composition of the Board of Directors is as follows:
 - a) The Company shall limit, to the greatest extent possible, the concurrent holding of executive positions by members of the Board of Directors in order to ensure the independence of the Board. The composition of the Board of Directors must ensure a sufficient number of non-executive members as follows:
 - At least 01 non-executive member where the Board of Directors consists of 03 to 05 members;
 - At least 02 non-executive members where the Board of Directors consists of 06 to 08 members;
 - At least 03 non-executive members where the Board of Directors consists of 09 to 11 members.
 - b) A Members of the Board of Directors shall no longer hold the status of a Members of the Board of Directors in case of being dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
 - c) The appointment of Members of the Board of Directors must be disclosed in accordance with the Law on information disclosure in the securities market.



d) Members of the Board of Directors are not necessarily shareholders of the Company.

Article 49. Standards and conditions for Members of the Board of Directors

Pursuant to the provisions of Article 155 of the Law on Enterprises No. 59/2020/QH14 and Article 275 of Decree No. 155/2020/NĐ-CP, khoản 78 Article 1 Nghị định số 245/2025/NĐ-CP.

1. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1 and Clause 2 of Article 155 of the Law on Enterprises.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of the same public company.
3. A Members of the Board of Directors of a public company may concurrently serve as a Members of the Board of Directors or the Members' Council of no more than five (05) other companies.

Article 50. Nomination and candidacy of Members of the Board of Directors

Pursuant to the provisions of Article 274 of Decree No. 155/2020/NĐ-CP; Article 25 of the Company 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 Law on Enterprises and the Company Charter. Shareholders holding Common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% may nominate a maximum of 01 candidate; from 20% to less than 30% may nominate a maximum of 02 candidates; from 30% to less than 40% may nominate a maximum of 03 candidates; from 40% to less than 50% may nominate a maximum of 04 candidates; from 50% or more may nominate a maximum of 05 candidates.

Shareholders or groups of shareholders holding Common shares who exercise the right to aggregate their voting rights to nominate candidates for the Board of Directors must notify the Company and the Convener of the Meeting at least 03 working days before the opening date of the General Meeting of Shareholders as announced in accordance with Point a, Clause 3, Article 12 of the Company Charter.

2. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, the incumbent Board of Directors may introduce additional candidates or organize nomination in accordance with the Regulations on operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect Members of the Board of Directors in accordance with the Law.

Article 51. Method of electing Members of the Board of Directors



Pursuant to the provisions of Clause 3, Article 148 of the Law on Enterprises No. 59/2020/QH14 and Article 21 of the Company Charter

1. Voting to elect Members of the Board of Directors 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 Directors, and shareholders have the right to aggregate all or part of their total votes for one or more candidates. The elected Members of the Board of Directors are determined by the number of votes calculated from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Company Charter is reached. In case 02 or more candidates receive the same number of votes for the last Members of the Board of Directors, a re-election shall be held among the candidates with equal votes or selection shall be made based on the criteria prescribed in the Election Regulations or the Company Charter.
2. 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 conducted by the Cumulative Voting method as above or by the voting method (approve, disapprove, no opinion). The Voting rate for approval by the voting method shall be implemented in accordance with Clause 2, Article 21 of the Company Charter.

Article 52. Cases of removal, dismissal, replacement, and supplementation of Members of the Board of Directors

Pursuant to Article 160 of the Law on Enterprises No. 59/2020/QH14

1. The General Meeting of Shareholders shall dismiss a Members of the Board of Directors in the following cases:
 - a) Failing to meet the standards and conditions prescribed in Article 155 of the Law on Enterprises.
 - b) Submitting a resignation letter which is accepted.
2. The General Meeting of Shareholders shall dismiss a Members of the Board of Directors in the following cases:

Failing to participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure.
3. When deemed necessary, the General Meeting of Shareholders may decide to replace a Members of the Board of Directors; dismiss or remove a Members of the Board of Directors in cases other than those prescribed 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 Company 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 prescribed in Point a of this Clause, the General Meeting of Shareholders shall elect new members to replace Members of the Board of Directors who have been dismissed or removed at the nearest meeting.

Article 53. Notification of election, dismissal and removal of Members of the Board of Directors

After the decision on the election, removal, or dismissal of a Members of the Board of Directors is made, the Company is responsible for disclosing information within the Company and to relevant authorities, on mass media, and on the Company's website in accordance with the procedures and provisions of current Law.

Article 54. Method of introducing candidates for Members of the Board of Directors

Pursuant to Article 25 of the Company Charter

In case the candidates for the Board of Directors have been identified, the Company shall disclose information related to these candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. 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 Company if elected as a Members 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) Qualification.
- c) Work experience.
- d) Other management positions (including positions on the Board of Directors of other companies).
- e) Interests related to the Company and the Company's related parties.
- f) Other information (if any) as prescribed in the Company Charter.

The Company shall be responsible for disclosing information about the companies where the candidate is currently holding the position of Members of the Board of Directors, other management positions, and interests related to the Company of the candidate for the Board of Directors (if any).

Article 55. Election, dismissal, and removal of the Chairman of the Board of Directors

Pursuant to the provisions of Article 29 of the Company Charter

1. The Chairman of the Board of Directors shall be 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 shall have the following rights and obligations:
 - a) To prepare the program and operation plan of the Board of Directors.
 - b) To prepare the program, content, and documents for meetings; to convene and chair meetings of the Board of Directors.
 - c) To organize the approval of resolutions and decisions of the Board of Directors.
 - d) To supervise the 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 Company Charter.
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 removal or dismissal.
5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize in writing the Vice Chairman of the Board of Directors/another member to exercise 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 is deceased, missing, temporarily detained, serving a prison sentence, serving an administrative handling measure at a compulsory detoxification center or compulsory education center, has fled from the place of residence, has limited or lost civil act capacity, has difficulty in perception and behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or doing certain jobs, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors based on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

Section 3. Remuneration, salary, bonuses, and other benefits of Members of the Board of Directors

Article 56. Remuneration, bonuses, and other benefits of Members of the Board of Directors

Pursuant to the provisions of Article 28 of the Company Charter

1. The Company has the right to pay remuneration and bonuses to Members of the Board of Directors based on business results and efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days required to complete the tasks of the Members of the Board of Directors 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 bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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

4. A Members of the Board of Directors holding an executive position or a Members of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside the scope of normal duties of a Members of the Board of Directors may be paid additional remuneration in the form of a lump-sum fee, salary, commission, percentage of profit, or 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 they have incurred while performing 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 Company after the approval of the General Meeting of Shareholders. This insurance shall not include insurance for liabilities of Members of the Board of Directors related to violations of the Law and the Company Charter.

Section 4. Regulations on the sequence and procedures for organizing meetings of the Board of Directors

Article 57. Minimum number of meetings per month/quarter/year

Pursuant to the provisions of Article 157 of the Law on Enterprises No. 59/2020/QH14; Article 30 of the Company Charter

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 choose 01 person among them to convene the meeting of the Board of Directors.

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

Article 58. Cases requiring the convening of extraordinary meetings of the Board of Directors



Pursuant to the provisions of Article 157 of the Law on Enterprises No. 59/2020/QH14; Article 30 of the Company Charter

1. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a) 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 (if any).
2. The request specified in Clause 1 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions under the authority of the Board of Directors.
3. 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 specified in Clause 1 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for damages caused to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

Article 59. Notification of meetings of the Board of Directors and the right of Supervisors to attend meetings of the Board of Directors

Pursuant to the provisions of Article 157 of the Law on Enterprises No. 59/2020/QH14; Article 30 of the Company Charter

1. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors shall send the Meeting Invitation Notice at least 03 days before the meeting date. The Meeting Invitation Notice must specify the time and location of the meeting, the program, and the issues to be discussed and decided. The Meeting Invitation Notice must be accompanied by documents used at the meeting and the voting ballot of the member.

The Meeting Invitation Notice for the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company Charter and must ensure it reaches the contact address of each Members of the Board of Directors registered at the Company.

2. The Chairman of the Board of Directors or the person convening the meeting shall send the Meeting Invitation Notice and accompanying documents to the Supervisors as they do for Members of the Board of Directors.

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

Article 60. Conditions for organizing meetings of the Board of Directors



Pursuant to the provisions of Article 157 of the Law on Enterprises No. 59/2020/QH14; Article 30 of the Company Charter

A meeting of the Board of Directors shall be conducted when 3/4 of the total number of members or more attend. In case the meeting convened according to the provisions of this Clause does not have enough members to attend as prescribed, it shall be convened for the second time within 07 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 attend.

Article 61. Voting method

Pursuant to Article 30 of the Company Charter

1. A Members 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) Authorizing another person to attend and vote in accordance with Clause 3 of this Article.
- c) Attending and voting through an online conference, electronic voting, or other electronic forms.
- d) Sending a voting ballot to the meeting through mail, fax, email, or other means.

2. In case of sending a voting ballot to the meeting through mail: The voting ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The voting ballot shall only be opened in the presence of all attendees.

3. Voting:

a) Except for the provisions at point b, Clause 3 of this Article, each Members of the Board of Directors or an authorized person in accordance with Clause 1 of this Article who is directly present in person at the meeting of the Board of Directors shall have 01 vote.

b) A Members of the Board of Directors shall not vote on contracts, transactions, or proposals in which that member or a person related to that member has an interest and that interest conflicts or may conflict with the interests of the Company. A Members of the Board of Directors shall not be counted in the minimum percentage of members present to organize a meeting of the Board of Directors regarding decisions on which that member does not have the right to vote.

c) Pursuant to the provisions of point d, clause 11, Article 30 of the Company Charter, when an issue arises at a meeting related to the interests or voting rights of a Members of the Board of Directors and that member does not voluntarily waive their voting right, the ruling of the Chairperson shall be the final decision, unless the nature or scope of the relevant interest of the Members of the Board of Directors has not been fully disclosed.



d) A Members of the Board of Directors who benefits from a contract as specified in point a and point b, clause 6, Article 43 of the Company Charter shall be considered to have a significant interest in that contract.

e) A Supervisor has the right to attend meetings of the Board of Directors and the right to discuss, but shall not have the right to vote.

4. A Members of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that they are a person with an interest therein shall be responsible for disclosing this interest at the first meeting of the Board of Directors where the signing of such contract or transaction is discussed. In case a Members of the Board of Directors does not know that they and their related persons have an interest at the time the contract or transaction is signed with the Company, this Members of the Board of Directors must disclose the relevant interests at the first meeting of the Board of Directors held after this member becomes aware that they have an interest or will have an interest in the aforementioned transaction or contract.

5. 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 issues under the authority of the Board of Directors as specified in clause 2, Article 27 of the Company Charter.

6. A Resolution in the form of written opinion collection shall be passed based on the affirmative opinions 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.

7. 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 Members of the Board of Directors participating in the meeting speak.

b) Speak to all other participating members simultaneously. Discussions between members may be conducted directly via telephone or other means of communication or a combination of these methods. A Members 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 Chairperson of the meeting is present.

Decisions passed during 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.



8. The Chairperson 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 at the meeting unless there is an objection to the content of the Minutes within 05 days from the date of sending. The Minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in a foreign language. The Minutes must bear the signatures of the Chairperson and the minute-taker.

Article 62. Method of passing Resolutions of the Board of Directors

Pursuant to Article 30 of the Company Charter

A Resolution or Decision of the Board of Directors shall be passed if approved by the majority of the members attending the meeting; in case of a tie in votes, the final decision shall belong to the side with the opinion of the Chairperson of the Board of Directors.

Article 63. Authorization for others to attend meetings by Members of the Board of Directors

Pursuant to Article 30 of the Company Charter

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

Article 64. Preparation of Minutes of the Board of Directors meeting

Pursuant to the provisions of Article 158 of the Law on Enterprises No. 59/2020/QH14

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 be prepared in a foreign language, including the following main contents:

- a) Name, address, and 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 person authorized to attend the meeting and the method of attendance; full names of members not attending and the reasons.
- e) Issues discussed and voted on at the meeting.
- f) Summary of 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 rate for approval.



i) Full name and signature of the Chairperson and the minute-taker, except for the cases specified in Article 65 of these Regulations.

Minutes prepared in Vietnamese and in a foreign language shall have the same legal validity. In case there is a difference in content between the Minutes in Vietnamese and the Minutes in a foreign language, the content in the Vietnamese Minutes shall apply.

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

The Minutes of the Board of Directors meeting and documents used in the meeting must be kept at the Company's Address.

Article 65. In case the Chairperson and/or Secretary refuses to sign the Minutes of the Board of Directors meeting

Pursuant to the provisions of Article 158 of the Law on Enterprises No. 59/2020/QH14

In case the Chairperson or the minute-taker refuses to sign the Minutes of the meeting, but if it is signed by all other Members of the Board of Directors attending the meeting and contains full content as prescribed in points a, b, c, d, đ, e, g, and h of Article 64 of these Regulations, the Minutes of the meeting shall be valid.

Article 66. Notification of Resolutions and Decisions of the Board of Directors

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

Section 5. Subcommittees under the Board of Directors

Article 67. Subcommittees under the Board of Directors

Pursuant to Article 31 of the Company Charter

1. The Board of Directors may establish subcommittees to be in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of a subcommittee shall be decided by the Board of Directors, with a minimum of 03 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 subcommittee, and one of these members shall be appointed as the Head of the subcommittee according to the decision of the Board of Directors. The operation of the subcommittee must comply with the regulations of the Board of Directors. A Resolution of the subcommittee shall only be valid when approved by the majority of members attending and voting at the subcommittee meeting.

2. The implementation of Decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with the provisions of current Law and the provisions in the Company Charter and the Regulations on Corporate Governance.



Section 6. Selection, appointment, and removal of the Person in charge of corporate governance

Article 68. Standards for the Person in charge of corporate governance

Pursuant to clause 2, Article 32 of the Company Charter

The Person in charge of corporate governance shall not concurrently work for an approved auditing organization that is auditing the Company's Financial Statements.

Article 69. Appointment of the Person in charge of corporate governance

Pursuant to clause 1, Article 32 of the Company Charter

The Board of Directors of the Company must appoint at least 01 Person in charge of corporate governance to support corporate governance at the enterprise. The Person in charge of corporate governance may concurrently serve as the Company Secretary as prescribed in clause 5, Article 156 of the Law on Enterprises.

Article 70. Cases for removal of the Person in charge of corporate governance

1. The Board of Directors may dismiss/remove the Person in charge of corporate governance when necessary, provided it does not contravene current labor laws.
2. The Person in charge of corporate governance may be dismissed according to a Resolution of the General Meeting of Shareholders.

Article 71. Notification of appointment and removal of the Person in charge of corporate governance

After a decision on the appointment or removal of the Person in charge of corporate governance is made, the Company is responsible for disclosing information internally within the Company and to relevant agencies, on mass media, and on the Company's website in accordance with the procedures and provisions of the current Law.

Article 72. Rights and obligations of the Person in charge of corporate governance

Pursuant to clause 3, Article 32 of the Company Charter

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

- a) To advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on matters related to the relationship between the Company and shareholders.
- b) To 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) To provide advice on meeting procedures.
- d) To attend meetings.



- e) To provide advice on procedures for drafting Resolutions of the Board of Directors in accordance with the provisions of the Law.
- f) To provide financial information, copies of Minutes of the Board of Directors meetings, and other information to Members of the Board of Directors and members of the Board of Supervisors.
- g) To supervise and report to the Board of Directors on the Company's information disclosure activities.
- h) To act as the contact point with related parties.
- i) To maintain confidentiality of information in accordance with the provisions of the Law and the Company Charter.
- j) Other rights and obligations as prescribed by the Law and the Company Charter.

CHAPTER 4. BOARD OF SUPERVISORS

Section 1. General Provisions

Article 73. Role, rights, and obligations of the Board of Supervisors, and responsibilities of Supervisors

Pursuant to Article 287, Article 288 of Decree No. 155/2020/ND-CP, and Article 40 of the Company Charter

1. The Supervisor has the rights as prescribed by the Law on Enterprises, relevant laws, the Company Charter, and the Operational Regulations of the Board of Supervisors, including the right to access information and documents related to the Company's operating activities. Members of the Board of Directors, the General Director, and other managers of the Company are responsible for providing information in a timely and complete manner as requested by the Supervisor.
2. The Supervisor is responsible for complying with the provisions of the Law, the Company Charter, the Operational Regulations of the Board of Supervisors, and professional ethics in exercising the assigned rights and obligations.
3. The Board of Supervisors has the rights and obligations as prescribed in Article 170 of the Law on Enterprises, the Company Charter, and the following rights and obligations:
 - a) Propose and recommend the General Meeting of Shareholders to approve the list of audit firms accepted to audit the Company's financial statements; decide on the audit firm accepted to inspect the Company's operations, and dismiss the accepted Auditor when deemed necessary.
 - b) Be responsible to shareholders for its supervisory activities.
 - c) Supervise the Company's financial situation and the compliance with the Law in the activities of Members of the Board of Directors, the General Director, and other managers.



- d) Ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
- e) In case of detecting violations of the Law or the Company Charter by Members of the Board of Directors, the General Director, and other managers of the Company, the Board of Supervisors shall notify the Board of Directors in writing within 48 hours, requesting the violator to terminate the violation and implement measures to remedy the consequences.
- f) Develop the Operational Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval in accordance with Circular No. 116/2020/TT-BTC guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP.
- g) Report to the General Meeting of Shareholders in accordance with Article 290 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 Supervisors is responsible for receiving requests from ordinary shareholders for inspection of books and records as stipulated in Clause 1, Article 45 of the Company's Charter, and for requesting the Board of Directors, the General Director, or other managers to provide information in response to such requests. The procedure for requesting information is specified in the Appendix to this Regulation. Persons granted access to such information are responsible for maintaining its confidentiality and using it solely for the purposes of their assigned duties.

Section 2. Regulations on term, number, composition, and structure of Supervisors

Article 74. Number, term, composition, and structure of Supervisors

Pursuant to the provisions of Article 168 of the Law on Enterprises No. 59/2020/QH14, and Clause 1, Article 38 of the Company Charter

1. The number of Supervisors of the Company 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. A Supervisor is not necessarily a shareholder of the Company.
4. The Head of the BOS is elected by the Board of Supervisors from among the Supervisors; the election, dismissal and removal shall be based on the majority principle. The rights and obligations of the Head of the BOS are stipulated by the Company Charter. More than half of the Supervisors must reside in Vietnam.
5. In case the term of all Supervisors ends at the same time and the new Supervisors have not been elected, the outgoing Supervisors shall continue to perform their rights and obligations until the new Supervisors are elected and take office.

Article 75. Standards and conditions for Supervisors



Pursuant to the provisions of Article 169 of the Law on Enterprises No. 59/2020/QH14, and Clause 2, Article 38 of the Company Charter

1. A Supervisor must meet the following standards and conditions:
 - a) Not fall into the cases prescribed in Clause 2, Article 17 of the Law on Enterprises.
 - b) Have been trained in one of the majors in economics, finance, accounting, auditing, law, business administration, or a major suitable for the Company's business activities.
 - c) Not be a related person of any Members of the Board of Directors, the General Director, or other managers.
 - d) Not be a manager of the Company; not necessarily be a shareholder or employee of the Company.
 - e) Not be a person working in the accounting or finance department of the Company.
 - f) Not be a member or employee of an independent audit firm that has audited the Company's financial statements in the 03 preceding consecutive years.
 - g) Other standards and conditions as prescribed by relevant laws and the Company Charter.
2. In addition to the standards and conditions prescribed in Clause 1 of this Article, Supervisors of public companies and state-owned enterprises as prescribed in Point b, Clause 1, Article 88 of the Law on Enterprises must not be a related person of the Company's managers and the Parent company; representatives of the enterprise's capital, representatives of state capital at the Parent company and at the Company, and must ensure all conditions as prescribed in Clause 2, Article 169 of the Law on Enterprises.
3. The Head of the BOS must hold a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration, or a major related to the Company's business activities.

Article 76. Nomination and candidacy of Supervisors

Pursuant to the provisions of Article 285 of Decree No. 155/2020/ND-CP, and Article 37 of the Company Charter

1. The candidacy and nomination of Supervisors shall be carried out similarly to the provisions of Clause 1, Article 25 of the Company Charter. Shareholders holding voting shares have the right to aggregate their voting rights to nominate Supervisors. A shareholder or group of shareholders holding from 10% to less than 20% of voting shares may nominate 01 candidate; from 20% to less than 30% may nominate a maximum of 02 candidates; from 30% to less than 40% may nominate a maximum of 03 candidates; from 40% to less than 50% may nominate a maximum of 04 candidates; from 50% or more may nominate 05 candidates.

Shareholders or groups of shareholders holding Ordinary Shares who have the right to aggregate voting rights to nominate candidates for the Board of Supervisors must notify



the Company and the Meeting Convener 03 working days before the opening time of the General Meeting of Shareholders as announced.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations similarly to the provisions of Clause 1, Article 50 of these Regulations. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect Supervisors in accordance with the Law.

Article 77. Method of electing Supervisors

Pursuant to the provisions of Clause 3, Article 148 of the Law on Enterprises No. 59/2020/QH14, and Clause 2, Article 21 of the Company Charter

1. The voting to elect Supervisors must be carried out 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 shareholders have the right to aggregate all or part of their total votes for one or more candidates. The elected Supervisors are determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Company Charter is reached. In case there are 02 or more candidates receiving the same number of votes for the last member of the Board of Supervisors, a re-election will be held among the candidates with the same number of votes or selection will be made based on criteria prescribed in the Election Regulations, Operational Regulations of the Board of Supervisors, or the Company Charter.

2. If the number of candidates is less than or equal to the number of Supervisors to be elected, the election of Supervisors may be carried out by the cumulative voting method as above or by the voting method (in favor, against, abstention). The voting rate for approval by the voting method shall be implemented in accordance with Clause 2, Article 21 of the Company Charter.

Article 78. Cases for removal and dismissal of Supervisors

Pursuant to the provisions of Article 174 of the Law on Enterprises No. 59/2020/QH14

The General Meeting of Shareholders shall remove a Supervisor in the following cases:

- a) No longer meeting the standards and conditions to be a Supervisor as prescribed in Article 169 of the Law on Enterprises.
- b) Submitting a resignation letter and having it approved.
- c) Other cases as prescribed by the Company Charter.

2. The General Meeting of Shareholders shall dismiss a Supervisor in the following cases:



- a) Failing to complete assigned tasks and work.
- 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 Supervisor as prescribed by the Law on Enterprises and the Company Charter.
- d) Other cases according to the Resolution of the General Meeting of Shareholders.

Article 79. Notification of election, dismissal and removal of Supervisors

After the decision on the election, removal, or dismissal of a Supervisor is made, the Company is responsible for disclosing information internally within the Company and to relevant authorities, on mass media, and on the Company's website in accordance with the procedures and regulations of the current Law.

Article 80. Salary and other benefits of Supervisors

Pursuant to the provisions of Article 172 of the Law on Enterprises No. 59/2020/QH14, and Article 42 of the Company Charter

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

CHAPTER 5. GENERAL DIRECTOR

Article 81. Roles, responsibilities, rights, and obligations of the General Director

Pursuant to Clauses 2 and 4, Article 35 of the Company Charter

1. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the exercise of assigned rights and obligations.
2. The General Director has the following rights and obligations:
 - a) To decide on issues related to the daily business operations of the Company that do not fall under the authority of the Board of Directors.



- b) To organize the implementation of resolutions and decisions of the Board of Directors.
- c) To organize the implementation of the Company's business plans and investment schemes.
- d) To propose the organizational structure and the Regulations on Corporate Governance of the Company.
- e) To appoint, dismiss, and remove management positions within the Company, except for positions under the authority of the Board of Directors.
- f) To decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director.
- g) To recruit employees.
- h) To propose plans for dividends or handling of business losses.
- i) Other rights and obligations as prescribed by law, the Company Charter, and resolutions and decisions of the Board of Directors.

Article 82. Term, standards, and conditions of the General Director

Pursuant to the provisions of Clause 5, Article 162 of the Law on Enterprises No. 59/2020/QH14; Clause 3, Article 35 of the Company Charter

The term of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms.

The General Director must meet the following standards and conditions:

1. Not falling into the categories specified in Clause 2, Article 17 of the Law on Enterprises.
2. The General Director shall not be a person with family relations to managers of other companies, Supervisors of the Company and the Parent company; or a Representative for State capital or a representative of enterprise capital at the Company and the Parent company.
3. Possessing professional qualifications and experience in the Company's business administration.

Article 83. Candidacy and nomination of the General Director

The General Director's office and Members of the Board of Directors have the right to nominate candidates for the position of General Director in accordance with the standards and conditions specified in Article 82 of these Regulations and submit them to the Board of Directors for consideration when the Company has a need to seek a General Director.

Article 84. Appointment, removal, signing of contracts, and termination of contracts for the General Director



Pursuant to Clauses 1 and 5, Article 35 of the Company Charter

The Board of Directors shall appoint 01 Members of the Board of Directors or hire another person as the General Director.

The Board of Directors may remove the General Director when a majority of the voting Members of the Board of Directors present at the meeting approve, 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 Company Charter.

Article 85. Notification of appointment, removal, signing of contracts, and termination of contracts for the General Director

After a decision on the election, removal, or dismissal of the General Director is made, the Company is responsible for disclosing information internally, to relevant authorities, and on mass media and the Company's website in accordance with the procedures and regulations of current law.

Article 86. Salaries and other benefits of the Company's executives

Pursuant to Clauses 3 and 4, Article 34 of the Company Charter

1. 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.
2. The salary of executives shall be included in the Company's business expenses in accordance with the laws on corporate income tax, recorded as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

CHAPTER 6. OTHER ACTIVITIES

Section 1. Regulations on coordination of activities between the Board of Directors, the Board of Supervisors, and the General Director

Article 87. Procedures and sequence for convening, notifying, 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, recording minutes, and announcing meeting results between the Board of Directors, the Board of Supervisors, and the General Director shall be carried out according to the procedures and sequence for convening Board of Directors meetings as specified in Section 4, Chapter 3 of these Regulations.



Article 88. Notification of resolutions/decisions of the Board of Directors to the Board of Supervisors

Pursuant to the provisions of Clause 1, Article 171 of the Law on Enterprises No. 59/2020/QH14

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 89. Notification of resolutions/decisions of the Board of Directors to the General Director

Resolutions/decisions of the Board of Directors (with content 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 90. Cases where the Board of Supervisors and the General Director request to convene a Board of Directors meeting and issues requiring consultation with the Board of Directors

Pursuant to the provisions of Point h, Clause 3, Article 162 of the Law on Enterprises No. 59/2020/QH14, Article 288 of Decree No. 155/2020/ND-CP, Clause 4, Article 35 and Article 40 of the Company Charter

1. Cases for requesting to convene a Board of Directors meeting:

a) The Board of Supervisors may request to convene a Board of Directors meeting in the following cases:

- When there is a request from a shareholder/group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.

- When it is found that the Supervisor's right to access information and documents related to the Company's operational situation is not fully implemented in accordance with current law and the Company Charter.

- When detecting acts of violation of the law or the Company Charter by Members of the Board of Directors, the General Director, and other Company executives after having notified the Board of Directors in writing in accordance with Clause 5, Article 40 of the Company Charter, but the person committing the violation has not ceased the violation or has not taken measures to remedy the consequences.

b) The General Director may request to convene a Board of Directors meeting in the following cases:

- When it is found that the rights of the General Director as prescribed in Article 35 of the Company Charter are not being exercised.

- When detecting acts of violation of the law or the Company Charter by other Company executives after having notified the Board of Directors in writing, but the



person committing the violation has not ceased the violation or has not taken measures to remedy the consequences.

2. Issues requiring consultation with the Board of Directors:

a) Proposing to the Board of Directors the organizational structure and the Regulations on Corporate Governance of the Company.

b) Proposing measures to improve the Company's operations and management.

c) The General Director must prepare a plan for the Board of Directors to approve issues related to recruitment, termination of employment, salary, social insurance, welfare, rewards, and discipline for employees and Company executives.

d) The General Director must prepare a plan for the Board of Directors to approve issues related to the Company's relationship with the trade union in accordance with the best standards, practices, and management policies, the practices and policies stipulated in the Company Charter, the Company's Regulations, and current legal regulations.

e) Audited financial statements (including the balance sheet, income statement, and projected cash flows statement) for each fiscal year.

f) Proposing plans for dividends or handling of business losses.

g) Seeking the Board of Directors' approval for the detailed business plan for the next fiscal year.

h) Other contents when deemed to be in the interest of the Company.

Article 91. Report of the General Director to the Board of Directors on the implementation of assigned tasks and powers

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

1. Report on the implementation status of resolutions of the Board of Directors and the General Meeting of Shareholders, and the Company's business and investment plans approved by the Board of Directors and the General Meeting of Shareholders.

2. Quarterly and annual reports evaluating the financial situation and production and business activities of the Company.

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

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

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

6. Reporting on other issues as requested by the Board of Directors.



Article 92. Review of the implementation of resolutions and other matters authorized by the Board of Directors to the General Director

Based on the General Director's report on the implementation of assigned tasks and powers as prescribed in Article 81 of these Regulations, the Board of Directors will review the results of the implementation of Resolutions and other matters authorized by the Board of Directors to the General Director.

Article 93. Issues that the General Director must report, provide information on, and methods of notification to the Board of Directors 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 Company Charter

1. Matters that the General Director must report, provide information on, and the method of notification to the Board of Directors:

- a) Contents in accordance with Article 90 of this Regulation.
- b) The General Director has the obligation to notify the Board of Directors of transactions between the Company, the Company's subsidiaries, and other companies in which the Company holds a controlling interest of 50% or more of the charter capital with that same entity or with affiliated persons of that entity in accordance with the provisions of Law.
- c) Other contents requiring consultation or reporting to the Board of Directors must be sent at least 07 working days in advance, and the Board of Directors shall respond within 07 working days.

2. Matters that the General Director must report, provide information on, and the method of notification to the Member of the Board of Supervisors.

- a) Reports of the General Director submitted to the Board of Directors or other documents issued by the Company shall be sent to the Supervisors at the same time and in the same manner as for Members of the Board of Directors.
- b) The General Director and other executives of the Company must provide full, accurate, and timely information and documents regarding the management, administration, and operating activities of the Company upon the request of the Supervisor or the Member of the Board of Supervisors.
- c) The method of notification to the Member of the Board of Supervisors shall be implemented in the same manner as for the Board of Directors.

Article 94. Coordinate control, administration, and supervision activities among Members of the Board of Directors, Supervisors, and the General Director according to the specific duties of the aforementioned members

1. Coordination of activities between the Member of the Board of Supervisors and the Board of Directors:



The Member of the Board of Supervisors plays a role in supervising, coordinating, advising, and providing full, timely, and accurate information. Specifically as follows:

- a) Regularly notify the Board of Directors of operational results, and consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.
- b) During meetings of the Member of the Board of Supervisors, the Member of the Board of Supervisors has the right to request Members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and answer issues that need clarification.
- c) Periodic and extraordinary inspections by the Member of the Board of Supervisors must have written conclusions (no later than 15 days from the date of completion) sent to the Board of Directors to provide further basis for the Board of Directors in the Company's management. Depending on the level and results of the aforementioned inspection, the Member of the Board of Supervisors needs to discuss and reach a consensus with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the opinion shall be reserved and recorded in the Minutes, and the Head of the BOS has the responsibility to report to the nearest General Meeting of Shareholders.
- d) In case the Member of the Board of Supervisors discovers acts of violation of the Law or the Company Charter by Members of the Board of Directors, the Member of the Board of Supervisors shall notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and have solutions to remedy the consequences.
- e) The Supervisor has the obligation to notify the Board of Directors of transactions between the Company, the Company's subsidiaries, and other companies in which the Company holds a controlling interest of 50% or more of the charter capital with that same entity or with affiliated persons of that entity in accordance with the provisions of Law.
- f) For recommendations related to the operational and financial situation of the Company, the Member of the Board of Supervisors must send a written document along with related documents at least 15 days prior to the intended date of receiving a response.
- g) Contents of recommendations to the Board of Directors must be sent at least 07 working days in advance, and the Board of Directors shall respond within 07 working days.

The Board of Directors shall create favorable conditions for the Member of the Board of Supervisors to exercise their rights and obligations.

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



The Member of the Board of Supervisors has the function of inspection and supervision:

- a) During meetings of the Member of the Board of Supervisors, the Member of the Board of Supervisors has the right to request the General Director (simultaneously requesting Members of the Board of Directors, the General Director, and representatives of the approved auditing organization) to attend and answer issues that need clarification regarding matters of concern to the Supervisors.
- b) Periodic and extraordinary inspections by the Member of the Board of Supervisors must have written conclusions (no later than 15 days from the date of completion) sent to the General Director to provide further basis for the General Director in the Company's management. Depending on the level and results of the aforementioned inspection, the Member of the Board of Supervisors needs to discuss and reach a consensus with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the opinion shall be authorized to be reserved and recorded in the Minutes, and the Head of the BOS has the responsibility to report to the nearest General Meeting of Shareholders.
- c) The Supervisor shall have the right to request the General Director to facilitate access to files and documents related to the Company's business operations (excluding information classified as the Company's trade secrets) at the head office or at designated storage locations, for the purpose of performing the duties assigned to members of the Supervisory Board, subject to approval by the Supervisory Board. The procedure for requesting information is specified in the Appendix to this Regulation. Persons granted access to such information are responsible for maintaining its confidentiality and using it solely for the purposes of their assigned duties.
- d) Regarding information and documents on management, administration of operating activities, and Business Situation Reports, Financial Statements, the written request for provision from the Member of the Board of Supervisors must be sent to the Company at least 48 working hours prior to the intended time of receiving a response. The Member of the Board of Supervisors must not use information that has not been permitted for disclosure by the Company or disclose it to others to perform related transactions.
- e) Contents of recommendations regarding measures to amend, supplement, and improve the organizational structure of management, supervision, and administration of the Company's operating activities by the Member of the Board of Supervisors must be sent to the General Director at least 07 working days prior to the intended date of receiving a response.

The General Director shall create favorable conditions for the Member of the Board of Supervisors to exercise their rights and obligations.

3. Coordination of activities between the General Director and the Board of Directors:
The General Director is the person who represents and manages the Company's activities, ensuring the Company operates continuously and effectively.



- a) When there is a recommendation for an organizational structure plan or Internal Regulations on corporate governance, the General Director shall send it to the Board of Directors as soon as possible but no less than 07 days before the date that content needs to be decided.
- b) The General Director must prepare a plan for the Board of Directors to approve issues related to recruitment, termination of employment, salary, social insurance, benefits, rewards, and discipline for employees and managers.
- c) The General Director must prepare a plan for the Board of Directors to approve issues related to the Company's relationship with the trade union according to the best standards, practices, and management policies, the practices and policies stipulated in the Company Charter, the Company's Regulations, and current provisions of Law.
- d) The General Director has the obligation to notify the Board of Directors of transactions between the Company, the Company's subsidiaries, and other companies in which the Company holds a controlling interest of 50% or more of the charter capital with that same entity or with affiliated persons of that entity in accordance with the provisions of Law.
- e) Other contents requiring consultation in accordance with the provisions of Clause 2, Article 97 of this Regulation must be sent to the Board of Directors at least 07 working days prior to the intended date of receiving a response from the Board of Directors.

Section 2. Regulations on annual assessment of reward and discipline activities for Members of the Board of Directors, Supervisors, and Company executives

Article 95. Regulations on the assessment of activities of Members of the Board of Directors, Supervisors, the General Director, and other executives

1. The Board of Directors is responsible for developing performance assessment standards for all subjects including Members of the Board of Directors, the General Director, and other executives.
2. Performance assessment standards must harmonize the interests of the Company's executives with the long-term interests of the Company and shareholders. Financial and non-financial indicators used in the assessment shall be carefully considered and decided by the Board of Directors at each time. In which, non-financial indicators may be mentioned such as: Interests of related parties, operational efficiency, achievements and improvements made...
3. Annually, based on the assigned functions, duties, and established assessment standards/achieved results, the Board of Directors organizes the assessment of the performance of Members of the Board of Directors.
4. The assessment of the performance of Supervisors is organized and implemented according to the method mentioned in the organizational structure and activities of the Member of the Board of Supervisors.



5. The assessment of the performance of the Company's executives is implemented according to internal regulations or may be based on the self-assessment of the performance of these executives.

Article 96. Rewards

1. The Board of Directors or the Remuneration Committee (if any) is responsible for developing reward policies. Rewards are implemented based on the performance assessment results at Article 95 of this Regulation.

2. Forms of rewards: In cash, in stocks (issuing stocks under an employee stock ownership plan in the Company), or other forms developed by the Board of Directors or the Remuneration Committee. Forms of rewards shall be planned by the General Director and submitted to the Board of Directors for approval; in case of exceeding 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 Company executives: The source of reward funds is deducted from the Company's Bonus fund and other legal sources. The reward level is based on the actual annual business results; the General Director shall propose it to the Board of Directors for approval; in case of exceeding authority, it shall be submitted to the General Meeting of Shareholders for approval.

Article 97. Discipline

1. The Board of Directors is responsible for developing forms of discipline based on the nature and severity of the violation. Discipline must have the highest form of removal or dismissal.

2. Members of the Board of Directors, Supervisors, and Company executives who do not complete their duties compared to the requirements of honesty, diligence, and caution shall be personally responsible for the damages they cause.

3. Members of the Board of Directors, Supervisors, and corporate executives who commit acts violating the provisions of the Law or the Company's regulations while performing their duties shall, depending on the severity of the violation, be subject to disciplinary action, administrative penalties, or criminal prosecution in accordance with the provisions of the Law and the Company Charter. In case of causing damage to the interests of the Company, shareholders, or other persons, they shall be liable for compensation in accordance with the provisions of the Law.



CHAPTER 7. AMENDMENTS TO REGULATIONS ON CORPORATE GOVERNANCE

Article 98. Supplementing and amending the regulations on corporate governance

1. The supplementation or amendment of these Regulations must be considered and decided by the General Meeting of Shareholders of the Company.
2. In the event that there are provisions of the Law related to the Company's operations that are not mentioned in these Regulations, or in the event that there are new provisions of the Law that differ from the terms in these Regulations, those provisions of the Law shall automatically apply and govern the Company's operations.

CHAPTER 8. EFFECTIVE DATE

Article 99. Effective date

1. This Regulation consists of 8 Chapters and 99 Articles, and was unanimously approved by the General Meeting of Shareholders of Sanest Khanh Hoa Beverage Joint Stock Company on April 22, 2026. The General Meeting of Shareholders also approved the full effectiveness of this Regulation.
2. These Regulations are the sole and official regulations of the Company.
3. Copies or extracts of the regulations on corporate governance must bear the signature of the Chairman of the Board of Directors.

**KHANH HOA SANEST SOFT DRINK JOINT STOCK COMPANY
ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**



Nguyễn Khoa Bảo