

**LAM DONG PHARMACEUTICAL JOINT STOCK
COMPANY (LADOPHAR)**

Address: 18 Ngo Quyen, Ward 6, Da Lat City, Lam Dong Province



**INTERNAL GOVERNANCE
REGULATIONS
ABOUT CORPORATE GOVERNANCE**

*(Issued under Resolution of the General Meeting of Shareholders No. 01/NQ-DHĐCĐ/2025
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CHAPTER 1 – GENERAL PROVISIONS

Điều 1. Scope of regulation and applicable subjects

1. Scope of regulation: This regulation is formulated according to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance, stipulating the contents on the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the General Director; the order and procedures for holding the General Meeting of Shareholders; nomination, candidacy, election, dismissal and removal of members of the Board of Directors, the Audit Committee, the General Director and other activities as prescribed in the Company Charter and other current provisions of law.
2. Applicable subjects: This regulation applies to members of the Board of Directors, Audit Committee, General Director and related persons mentioned in this regulation.

Điều 2. Explanation of terms and abbreviations

1. A non-executive member of the Board of Directors is a member of the Board of Directors who is not the General Director , Deputy General Director , Chief Accountant and other executives as prescribed in the Company Charter.

Independent member of the Board of Directors (hereinafter referred to as independent member) is a member specified in Clause 2, Article 151 of the Law on Enterprises.

2. Company: Lam Dong Pharmaceutical Joint Stock Company (Ladophar)
3. Board of Directors: is the Board of Directors
4. Candidacy: is self-nomination
5. Audit Committee: is the Audit Committee
6. VSDC: is Vietnam Securities Depository and Clearing Corporation
7. Delegate: is a Shareholder, representative (person authorized by the shareholder)
8. Corporate governance officer: is the person with the responsibilities and powers prescribed in Article 281 of Decree 155/2020/ND-CP.

CHAPTER 2 – GENERAL MEETING OF SHAREHOLDERS

I. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS PASSING 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 prescribed in Article 138 of the Enterprise Law No. 59/2020/QH14, the Securities Law No. 54/2019/QH14 and Articles 13 and 14 of the Company Charter.

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

Điều 3. Authority to convene General Meeting of Shareholders

(Based on the provisions of Article 13 of the Company Charter)

1. *Authority to convene the Annual General Meeting of Shareholders:* The Annual General Meeting of Shareholders shall meet once a year and within four (04) months from the end of the fiscal year. Unless otherwise provided in the Company Charter, the Board of Directors shall decide to extend the Annual General Meeting of Shareholders if necessary, but not more than six months . (06) months from the end of the fiscal year.

2. *Authority to convene extraordinary general meeting of shareholders:*

a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date the number of remaining Board members is as prescribed in Point b, Clause 3, Article 13 of the Company Charter or from the date of receipt of the request prescribed in Point c and Point d, Clause 3, Article 13 of the Company Charter;

The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replace an independent member of the Board of Directors within 06 months from the date of receipt of the notice of the relevant independent member of the Board of Directors;

b. In case the Board of Directors does not convene the General Meeting of Shareholders as prescribed in Point a, Clause 4, Article 13 of the Company Charter, the shareholder or group of shareholders as prescribed in Point c, Clause 3, Article 13 of the Company Charter has the right to request the Company representative to convene the General Meeting of Shareholders as prescribed in the Law on Enterprises.

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

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

Điều 4. Shareholders' Meeting Personnel

(Pursuant to the provisions of Article 14.6 of Enterprise Law No. 59/2020/QH14 ; Clause 2, Article 19 of the Company Charter)

1. Chairman and Presidium :

- a. The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle .
- b. Except for the case specified in Point a of this Clause, the person who signs the convening of the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the meeting chairman and the person with the highest number of votes shall chair the meeting;
- c. The chairperson has the right to take necessary measures to control the meeting in a reasonable, orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of the meeting attendees.
- d. The chairman of the General Meeting of Shareholders has the following rights:
- Require all meeting attendees to submit to screening or other reasonable, lawful security measures;
 - Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security check requirements from the General Meeting of Shareholders.
- e. The Chairman has the right to postpone a General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days from the date of the scheduled opening of the meeting and may only postpone the meeting or change the meeting location in the following cases:
- The meeting location does not have enough comfortable seating for all attendees;
 - The media at the meeting location does not ensure that shareholders attending the meeting can participate, discuss and vote;
 - There are people attending the meeting who obstruct, disrupt order, and risk making the meeting not be conducted fairly and legally.
- f. Some other rights and obligations of the Chairman as prescribed by current law.
- g. The Presidium consists of 02 people, including 01 Chairman and 1 Member.
- h. Duties of the Presidium:
- Manage the activities of the Company's General Meeting of Shareholders according to the Board of Directors' planned agenda approved by the General Meeting of Shareholders;
 - Guide delegates and the Congress to discuss the contents of the program;
 - Draft and conclude necessary issues for the Congress to vote on;

- Respond to questions requested by the Congress;
 - Resolve issues arising during the Congress.
- i. Working principles of the Presidium: The Presidium works according to the principles of collective, democratic centralism, and majority decision.

2. Secretary of the congress :

- a. The chairman appoints one or more people to act as meeting secretaries;
- b. Duties of the Congress Secretary:
- Record fully and honestly the content of the Congress;
 - Receive registration forms for speaking from shareholders/ delegates;
 - Prepare meeting minutes and draft resolutions of the General Meeting of Shareholders;
 - Assist the Chairman in disclosing information related to the General Meeting of Shareholders and notifying Shareholders in accordance with the law and the Company's Charter;
 - Other duties as required by the Chairman.

3. Counting Committee :

- a. The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the meeting chairman;
- b. Duties of the Counting Committee:
- Disseminate principles, rules, and instructions on voting methods.
 - Check and record the voting ballots, prepare the vote counting minutes, announce the results; transfer the minutes to the Chairman for approval of the voting results.
 - Promptly notify the secretary of the voting results.
 - Review and report to the Congress any violations of voting rules or complaints about voting results.

4. of shareholders/ delegates qualification verification :

- a. The Chairman shall appoint one or more members of the Shareholder/Delegate Qualification Examination Committee to serve the meeting. The Congress's Delegate Qualification Examination Committee consists of 3 people, including 1 Head of the Committee and 2 members.
- b. **the Shareholders/ Delegate Inspection Committee :**
- Check the qualifications and status of shareholders and shareholder representatives attending the meeting.
 - The Head of the Delegate Qualifications Examination Committee reports to the General Meeting of Shareholders on the situation of shareholders attending the meeting. If the meeting has a sufficient number of shareholders and authorized representatives with the right

to attend the meeting representing at least 51% of the total number of votes, the General Meeting of Shareholders of the Company will be held.

Điều 5. Participate in counting other contents before establishing the counting committee .

Prepare a list of shareholders entitled to attend the meeting and notify the closing of the list of shareholders entitled to attend the General Meeting of Shareholders

(Based on the provisions of Point a, Clause 2 , Article 17) Company Charter ; Regulations on exercising rights of Vietnam Securities Depository and Clearing Corporation)

1. The company must disclose information about the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date.
2. The Company shall carry out procedures for preparing a list of shareholders and related procedures in accordance with the provisions of the Regulations on exercising rights of the Vietnam Securities Depository and Clearing Corporation .

Điều 6. Notice of convening General Meeting of Shareholders

(Pursuant to Article 14.3 of Enterprise Law No. 59/2020/QH14)

1. The person convening the General Meeting of Shareholders must send a notice of meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date, unless the Company Charter stipulates a longer period. The notice of meeting must include the name, head office address, enterprise code; the name and contact address of the shareholder, the time and place of the meeting, and other requirements for meeting attendees.
2. The meeting notice shall be sent by a method that ensures it reaches the shareholders' contact addresses and posted on the company's website; if the company deems it necessary, it shall be posted in a central or local daily newspaper in accordance with the provisions of the company's Charter.
3. The meeting notice must be accompanied by the following documents:
 - a. Meeting agenda, documents used in the meeting and draft resolutions for each issue in the meeting agenda;
 - b. Voting ballot / election ballot .
4. In case the company has a website, sending meeting documents together with the meeting invitation as prescribed in Clause 3 of this Article can be replaced by posting them on the company's website. In this case, the meeting invitation must clearly state where and how to download the documents.

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

(Based on the provisions of Article 17 of the Company Charter)

1. The General Meeting of Shareholders is convened in accordance with the cases specified 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 participate and vote /elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than *10 days* before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20

days before the last registration date . The order and procedures shall be implemented in accordance with the provisions of Article 6 of this Regulation;

- b. Prepare conference program and content;
 - c. Prepare documents for the congress;
 - d. Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting;
 - e. Determine the time and place of the congress;
 - f. Notify and send notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
 - g. Other work serving the congress.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures that it reaches the shareholders' contact addresses, and shall be published on the Company's website and the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders shall send the notice of the meeting to all shareholders on the List of Shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date on which the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to the shareholders and/or posted on the Company's website. In the event that the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:
- a. Meeting agenda, documents used in the meeting;
 - b. List and details of candidates in case of election of members of the Board of Directors;
 - c. Voting / Election ;
 - d. Draft resolutions for each issue on the agenda.
4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 11 of the Company Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 working days before the opening date of the meeting . The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder and the issue proposed to be included in the meeting agenda.
5. The convener of the General Meeting of Shareholders has the right to reject the proposal specified in Clause 4 of this Article if it falls under one of the following cases:
- a. The petition was sent in violation of the provisions of Clause 4 of this Article;
 - b. At the time of the proposal, the shareholder or group of shareholders does not hold *5% or* more of common shares as prescribed in Clause 2, Article 11 . Company charter ;
 - c. The proposed issue is not within the scope of decision-making authority of the General Meeting of Shareholders;
 - d. Other cases as prescribed by law and the Company Charter .
6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except

for the case specified 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.

Điều 8. How to register and authorize to attend the General Meeting of Shareholders

(Pursuant to the provisions of Article 14.4 of Enterprise Law No. 59/2020/QH14 ; Article 1.5 of the Company Charter; Clauses 1, 2, 5, Article 19 of the Company Charter)

1. How to register to attend the General Meeting of Shareholders before the opening date of the General Meeting of Shareholders:
 - a. The method of registration to attend the General Meeting of Shareholders is clearly stated 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 form of registration to attend the General Meeting of Shareholders in the manner stated in the notice, including:
 - Attend and vote/elect directly at the meeting;
 - Authorize another representative to attend and vote/elect at the meeting and comply with the provisions of Clause 2 of this Article; (In case there is more than one representative appointed, the number of shares and the number of votes/elects authorized for each representative must be specifically determined).
 - Attend and vote/elect via online conference, electronic voting or other electronic form;
 - Send ballots/election papers to the meeting via mail, fax, email;
 - forms of registration to attend the General Meeting of Shareholders in accordance with the provisions of the Law.
 - The Company must make every effort to apply modern information technology so that shareholders can attend and express their opinions at the General Meeting of Shareholders in the best way, including guiding shareholders to vote through online General Meeting of Shareholders, electronic voting or other electronic forms as prescribed in Article 14.4 of the Law on Enterprises and the Company Charter.
2. Regulations on authorization to attend congress
 - a. Shareholders and authorized representatives of shareholders shall exercise authorization in accordance with the provisions of Article 15 of the Company Charter ;
 - b. The authorization for an individual or organization to represent the General Meeting of Shareholders as prescribed in Point aK Clause 2 of this Article must be made in writing. The authorization document must be made 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 the authorization, the scope of authorization, the duration of authorization, and the signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit a power of attorney when registering to attend the meeting. In case of re-authorization, the person attending

the meeting must also present the original power of attorney of the shareholder or the authorized representative of the shareholder being an organization (if not previously registered with the Company).

- c. The voting ballot/election ballot of the authorized person attending the meeting within the scope of authorization remains valid when one of the following cases occurs:
 - The authorized person has died, has limited civil capacity or has lost civil capacity;
 - The principal has revoked the appointment of the proxy;
 - The principal has revoked the authority of the agent.
 - This provision shall not apply in the event that the Company receives notice of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.
3. How to register to attend the General Meeting of Shareholders and Check the qualifications of delegates on the day of the General Meeting of Shareholders

Before opening the meeting, the Company must carry out shareholder registration procedures and must carry out the registration until all shareholders entitled to attend the meeting are present and have registered in the following order:

- a. When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card /ballot/election ballot , on which is stated the registration number, full name of the shareholder, full name of the authorized representative and the number of votes /election ballots of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, and without opinion. The vote counting results shall be announced by the Chairman /Vote Counting Committee immediately before the closing of the meeting. The General Meeting shall elect those responsible for counting votes or supervising the counting of votes at the request of the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the request of the Chairman of the meeting;
- b. Shareholders, authorized representatives of institutional shareholders or authorized persons arriving after the meeting has opened have the right to register immediately and then have the right to participate and vote /elect at the meeting immediately after registration. The chairperson is not responsible for stopping the meeting to allow late shareholders to register and the validity of the contents previously voted /elected remains unchanged.

Điều 9. Conditions for holding a General Meeting of Shareholders

(Based on the provisions of Article 18 of the Company Charter)

1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents at least 51% of the total number of shares with voting rights .
2. In case the first meeting does not meet the conditions for holding it as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within *30 days* from the date of the first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents *33% or more* of the total number of voting shares.

3. In case the second meeting does not meet the conditions for holding it as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the intended second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.

Điều 10. Form of passing resolutions of the General Meeting of Shareholders

(Pursuant to the provisions of Article 14.7 of Enterprise Law No. 59/2020/QH14 ; Article 21 of the Company Charter)

1. The General Meeting of Shareholders shall pass resolutions within its authority by voting at meetings, obtaining written opinions and other forms as prescribed by current laws.

Điều 11. Contents approved at the General Meeting of Shareholders

(Pursuant to the provisions of Article 16.7 of Enterprise Law No. 59/2020/QH14 ; Article 1.4 of the Company Charter)

1. Through the Company's development orientation;
2. Review and handle violations by members of the Board of Directors that cause damage to the Company and its shareholders;
3. Approve the list of approved auditing companies; decide on the approved auditing company to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary ;
4. The Company's annual business plan;
5. Audited annual financial statements;
6. Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors;
7. The performance report of the independent Board member in the Audit Committee ensures full content as prescribed in the Company Charter.
8. Dividend level for each share of each type;
9. Number of Board members,
10. Elect, dismiss, remove members of the Board of Directors;
11. Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;
12. Supplement and amend the Company Charter;
13. Types of shares and number of new shares issued for each type of shares and transfer of shares by founding members within the first 03 years from the date of establishment;
14. Division, separation, consolidation, merger or conversion of the Company;
15. Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
16. Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent Financial Statement;
17. Decision to buy back more than 10% of total sold shares of each type;
18. The Company signs contracts and transactions with the subjects specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35 % of the total value of the Company's assets recorded in the most recent financial report;
19. Approve the 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;

20. Approve , supplement and amend the internal regulations on corporate governance and the Board of Directors' operating regulations;
21. Other issues as prescribed by law and the Company Charter.

Điều 12. Voting on issues at the congress

(Based on the provisions of the Working Regulations; Election Regulations at the General Meeting of Shareholders)

1. General principles

- a. All issues in the agenda and meeting content of the General Meeting must be discussed and voted publicly by the General Meeting of Shareholders.
- b. Voting cards, ballots and election ballots are printed, stamped and sent directly to delegates at the meeting by the Company (attached with the documents for attending the General Meeting of Shareholders). Each delegate is issued a Voting card, ballot and election ballot. The Voting card, ballot and election ballot clearly state the delegate's code, full name, number of shares owned and authorized to vote of that delegate.

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

a. Voting ballot

- **Valid ballot** The ballot is a pre-printed form issued by the Organizing Committee, without erasures, scratches, tears, or damage, etc., without any additional content other than the regulations for this ballot, and must have a signature, with the full name of the delegate handwritten below the signature, and sent to the Ballot Counting Committee before the ballot box is opened.

On the voting ballot, the voting content is valid when the delegate checks one (01) out of three (03) voting squares .

- **Invalid ballot:**

- The content is not in accordance with the provisions of the valid Voting Form.

b. Ballot

- **Valid ballots:** are ballots printed in the form issued by the organizing committee, without erasures, scratches, or any other content other than those specified for the ballot; must be signed, clearly stating the full name of the attending delegate, and sent to the Counting Committee before the ballot box is opened.

- **Invalid ballot:**

- Content not in accordance with the provisions of the valid ballot
- The number of candidates elected by the delegates is greater than the number of candidates needed to be elected;
- The ballot has the total number of votes for the shareholder or representative candidates greater than the total number of votes allowed to be cast;

- Other regulations according to the Regulations on election of shareholders' meeting and the Company's Charter.

Điều 13. How to vote

(Based on the provisions of the Working Regulations at the General Meeting of Shareholders)

1. General principles

- The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by raising cards, direct voting, electronic voting or other electronic forms.
- Delegates vote to approve, disapprove or abstain from voting on an issue put to vote at the Congress by raising the Voting Card or filling in the options on the Voting Card.

2. Forms of voting

- a. Voting by voting card: When voting by raising the Voting Card, the front of the Voting Card must be raised towards the Presidium. In case a delegate does not raise the Voting Card in all three votes of Approval, Disapproval or No Opinion on an issue, it is considered as voting in favor of that issue. In case a delegate raises the Voting Card more than once (01) when voting Approval, Disapproval or No Opinion on an issue, it is considered as an invalid vote. In the form of voting by raising the Voting Card, the Member of the Delegate Qualification Examination Committee/Vote Counting Committee marks the delegate code and the corresponding number of votes of each shareholder Approval, Disapproval, No Opinion and Invalid.
- b. Voting by ballot: When voting by filling out the ballot, for each content, delegates choose one of the three options "Agree", "Disagree", "No opinion" printed in the ballot by marking "X" or " ✓ " in the box they choose. After completing all the content to be voted on at the Congress, delegates send the ballot to the sealed ballot box at the Congress according to the instructions of the Ballot Counting Committee. The ballot must be signed and clearly state the full name of the delegate.
- c. Electronic voting is similar to the provisions of Article 31 of these regulations.

Điều 14. How to vote

(Based on the provisions of the Election Regulations at the General Meeting of Shareholders)

1. General principles

- Comply with the provisions of law and the Company Charter;
- Members of the ballot counting committee must not be on the nomination list and must nominate themselves to the Board of Directors .

2. Forms of voting

a. Election by cumulative voting method

- Accordingly, each delegate has a total number of votes corresponding to the total number of shares owned, represented by ownership multiplied by the number of elected members ;
- Delegates have the right to cast all their votes for one or more candidates;

- In case there are more candidates on the day of the congress, delegates can contact the Ballot Counting Committee to request a new ballot and must return the old ballot (before putting it in the ballot box);
- In case of a wrong selection, the delegate must contact the Ballot Counting Committee to be issued a new ballot and must submit the old ballot;
- How to write ballots: Each delegate is given ballots. Instructions on how to write ballots are as follows:
 - + Delegates elect a maximum number of candidates equal to the number of candidates to be elected;
 - + If the entire number of votes is to be accumulated for one or more candidates, the delegate shall check the “Cumulative Vote” box of the respective candidates;
 - + If the number of votes is not equal for multiple candidates, the delegate shall clearly write the number of votes in the "Number of votes" box of the respective candidates.
 - + Other regulations according to election regulations.

Note: In case the delegate both ticks the "Cumulative voting" box and writes the number in the "Number of votes" box, the result will be based on the number of votes in the "Number of votes" box.

- Principles of election:
 - + The elected person is determined by the number of votes cast from high to low, starting with the candidate with the highest number of votes until the required number of members is reached.
 - + In case two (02) or more candidates receive the same number of votes for the final member, a re-election will be held among the candidates with the same number of votes.
 - + If the first election results are not enough to elect the required number of members, the election will be held until the required number of members are elected.
- b. Election by voting method: Implement according to the provisions at Point b Clause 2 Article 13 of these Regulations.
- c. Electronic voting is similar to the provisions of Article 31 of these regulations.

Điều 15. How to count votes

(Based on the provisions of the Working Regulations at the General Meeting of Shareholders)

The vote counting method is conducted by summarizing the cards/ballots for approval , disapproval , ~~and~~ no opinion.

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

Điều 16. Conditions for resolution to be passed

(Based on the provisions of Article 20 of the Company Charter)

1. Resolutions on the following contents shall be passed if approved by shareholders representing 65 % or more of the total votes of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
 - a. Types of shares and total number of shares of each type;
 - b. Change of industry, profession and business field;
 - c. Change the company's management structure;
 - d. Investment project or sale of assets with value equal to or greater than 35% of the total asset value recorded in the company's most recent financial report;
 - e. Reorganization, dissolution of the company;
2. Resolutions are passed when approved by shareholders owning 51% or more of the total votes of all shareholders attending the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

In case of election of members of the Board of Directors, 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 can be carried out by cumulative voting as prescribed in Clause 3, Article 148 of the Law on Enterprises or by voting (approval, disapproval, no opinion). The percentage of votes passed by the voting method is carried out according to Clause 2, Article 20 of the Company Charter .

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

Điều 17. Announcement of vote counting results

(Based on the provisions of the Working Regulations at the General Meeting of Shareholders)

The Counting Committee will check and summarize and report to the Chairman the results of each issue. The vote counting results will be announced by the Chairman /Counting Committee immediately before the closing of the meeting .

Điều 18. How to object to the decision of the General Meeting of Shareholders

(Pursuant to the provisions of Article 132 & Article 151 of Enterprise Law No. 59/2020/QH14)

1. Shareholders who have voted against the resolution on the reorganization of the company or the change of the rights and obligations of shareholders as stipulated in the company's charter have the right to request the company to buy back their shares. The request must be in writing, stating clearly the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the company to buy back. The request must be sent to the company within 10 days from the date the General Meeting of Shareholders passes the resolution on the matters stipulated in this clause.
2. The Company must repurchase shares at the request of shareholders as prescribed in Clause 1 of this Article at market price or price calculated according to the principles prescribed in the Company Charter within 90 days from the date of receipt of the request. In case of failure to reach an agreement on the price, the parties may request a valuation organization to determine the price. The

Company shall introduce at least 03 valuation organizations for shareholders to choose from and that choice shall be the final decision.

3. Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting to obtain opinions of the General Meeting of Shareholders, shareholders and groups of shareholders specified in Clause 2, Article 115 of this Law have the right to request the Court or Arbitration to review and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:
 - a. The order and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of this Law and the Company Charter, except for the case specified in Clause 2, Article 152 of this Law;
 - b. The content of the resolution violates the law or the company's charter .

Điều 19. Minutes of the General Meeting of Shareholders

(Based on the provisions of Article 2 2 of the Company Charter)

1. Minutes of the General Meeting of Shareholders must be recorded and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese, may be prepared in a foreign language, and have the following main contents:
 - a. Name, head office address, business registration number;
 - b. Time and place of the General Meeting of Shareholders;
 - c. Meeting agenda and content;
 - d. Full name of the chairman and secretary;
 - e. Summarize the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
 - f. Number of shareholders and total number of votes of shareholders attending the meeting, appendix of list of shareholders registered, shareholder representatives attending the meeting with corresponding number of shares and votes;
 - g. Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding ratio to the total number of votes of shareholders attending the meeting;
 - h. Total number of votes for each candidate (if any);
 - i. Issues passed and corresponding percentage of votes passed;
 - j. Full name and signature of the chairman and secretary. In case the chairman and secretary refuse to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairman and secretary to sign the meeting minutes.
2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairman and secretary of the meeting or other person signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in foreign languages, the content in the minutes in Vietnamese shall prevail.

Điều 20. Announcement of Resolutions and Minutes of Shareholders' Meeting

(Based on the provisions of Article 2 2 of the Company Charter)

Resolutions, Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting, authorization letter to attend the meeting, all documents attached to the Minutes (if any) and related documents attached to the meeting invitation must 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 law on information disclosure on the stock market.

II. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS PASSING RESOLUTIONS BY FORM OF COLLECTING WRITTEN OPINIONS

Điều 21. Cases where shareholders' opinions are obtained in writing

(Based on the provisions of Article 2 1 of the Company Charter)

The following contents may be approved by way of written shareholder voting:

- a. Amend and supplement the contents of the Company Charter;
- b. Company development orientation;
- c. Types of shares and total number of shares of each type;
- d. Elect, dismiss, remove members of the Board of Directors;
- e. Decision to invest or sell assets with a value equal to or greater than 35% of the total asset value recorded in the company's most recent financial report;
- f. Through annual financial reports;
- g. Reorganization, dissolution of the company;
- h. Change of industry, profession and business field;
- i. Change the company's management structure;
- j. Approve, supplement and amend the internal regulations on corporate governance and the operating regulations of the Board of Directors;
- k. Other matters as deemed necessary for the benefit of the Company.

Điều 22. Cases where written opinions are not obtained

The Board of Directors is not allowed to collect shareholders' opinions in writing in case of organizing an annual general meeting of shareholders.

Điều 23. Procedures for the General Meeting of Shareholders to pass Resolutions by obtaining written opinions

(Based on the provisions of Point a, Clause 2, Article 18; Article 2, 1, 2, 3 of the Company Charter)

1. The company must disclose information about 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 opinion ballot, draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion ballot. The requirements and method of sending the opinion ballot and accompanying documents are implemented according to the provisions in Clause 3, Article 17 of the Company Charter .

3. Regulations on Opinion Form

a. The opinion form must have the following main contents:

- Name, head office address, business registration number;
- Purpose of consultation;
- Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders or full name, contact address, nationality, legal document number of the individual for the representative of the organizational shareholder; number of shares of each type and number of votes /election ballots of the shareholder;
- Issues requiring consultation to pass decisions;
- Voting options include approval, disapproval and no opinion on each issue being voted on;
- Election plan (if any);
- Deadline for returning completed opinion forms to the Company;
- Full name and signature of the Chairman of the Board of Directors.

b. Shareholders may send completed ballots to the Company by mail, fax or email according to the following provisions:

- In case of sending by mail, the answered opinion form must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The opinion form sent to the Company must be contained in a sealed envelope and no one is allowed to open it before the vote counting;
- In case of sending by fax or email, the opinion form sent to the Company must be kept confidential until the time of vote counting;
- Voting forms sent to the Company after the deadline specified in the voting form or opened in the case of mailing and disclosed in the case of faxing or emailing are invalid. Voting forms that are not returned are considered as non-voting forms.

4. Vote counting and vote counting minutes

The Board of Directors shall count the votes and prepare a vote counting record in the presence of shareholders who do not hold management positions in the Company. The vote counting record must contain the following main contents:

- Name, head office address, business registration number;
- Purpose and issues to be consulted to pass the resolution;
- Number of shareholders with total number of votes/elections participated in voting/election, in which distinguishing between valid votes/elections and invalid votes/elections and method of sending votes/elections, with appendix of list of shareholders participating in voting/election;
- Total number of votes for, against and abstentions on each issue, total number of votes for each candidate (if any);

- The matter passed and the corresponding passing percentage;
- Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.

Members of the Board of Directors, 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 and inaccurate vote counting.

5. Resolution and Minutes of Vote Counting

- a. The minutes of the vote counting and resolutions must be sent to shareholders within 15 days from the date of completion of the vote counting. The sending of the minutes of the vote counting and resolutions can be replaced by posting them on the Company's website within 24 hours from the date of completion of the vote counting.
- b. Resolutions passed by way of written shareholder voting have the same value as resolutions passed at the General Meeting of Shareholders .

6. Save document:

The completed ballots, vote counting minutes, adopted resolutions and related documents attached to the ballots must all be kept at the Company's head office.

7. Request to cancel the Decision of the General Meeting of Shareholders through the form of written opinion collection

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

- a. The order and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 3, Article 20 of the Company Charter.
- b. The content of the resolution violates the law or the company's charter.

III. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS PASSING RESOLUTIONS IN THE FORM OF ONLINE MEETINGS

Điều 24. Notice of convening online General Meeting of Shareholders

Comply with the provisions of Article 6 of this Regulation .

Note: Voting/election ballots do not need to be sent with the meeting invitation .

Điều 25. How to register to attend the online General Meeting of Shareholders

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

- 1. Conditions of participation:

- Names on the list of shareholders (DSCĐ) entitled to attend the General Meeting of Shareholders established according to the notice of exercise of rights of the Company.
- Authorized representatives are eligible to attend according to the provisions of law and the company's charter.

2. Technical requirements:

Delegates need to have an electronic device with internet connection (e.g. computer, tablet, mobile phone, other electronic device with internet connection...).

3. How to record delegates attending the online shareholders' meeting:

A delegate is recorded by the electronic voting system as attending the online shareholders' meeting when that delegate accesses the system using the access information provided as prescribed in Article 26 of this Regulation and has voted electronically on any issue of the online shareholders' meeting agenda.

Điều 26. Provide login information and perform electronic voting

1. Information on the access link to the electronic voting system, login name, access password and other identification factors (if any) to attend the online General Meeting of Shareholders will be provided in the meeting invitation (or the form of login information notification as prescribed by the Board of Directors). Delegates must be responsible for keeping their login name, password and other identification factors provided confidential to ensure that only Delegates have the right to vote on the electronic voting system and are fully responsible for this registered information.
2. When a delegate requests to re-provide login information, the Organizing Committee of the General Meeting may notify via the following methods: directly or via email/phone. The form of providing login information via email or phone is only implemented based on shareholder information from the list of shareholders with voting rights established by the Vietnam Securities Depository Center according to the Company's notice of exercising rights.
3. Delegates use their login name, password or other identification factors (if any) to access the electronic voting system and conduct electronic voting according to the content of the online shareholders' meeting agenda.

Điều 27. Authorization for representative to attend online General Meeting of Shareholders

1. Shareholders shall exercise authorization in accordance with the provisions of Clause 2, Article 8 of this Regulation.
2. Some regulations to note when performing online authorization:

Shareholders must comply with providing full information to perform online authorization, especially providing information of the authorized party: phone number, contact address and email address. This is the basis for providing login name, access password and other identification factors (if any) for the authorized party.

Validity of online authorization: authorization is only legally effective when the following conditions are satisfied:

- When shareholders fill in all information in the online authorization form and complete the online authorization.

- The authorization letter is printed according to the online authorization form with full signature, full name, and seal (if an organization) of 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: Shareholders send an official document requesting 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 from the time the Company receives the official document requesting to cancel the online authorization.

The revocation of authorization will be invalid if the authorized representative has voted/elected on any issue of the online shareholders' meeting agenda.

Điều 28. Conditions of implementation

Comply with the provisions of Article 9 of this Regulation.

Điều 29. Discussion at the Online Shareholders' Meeting

a. Principle:

- Discussions shall only be conducted within the prescribed time and within the scope of the issues presented in the agenda of the Shareholders' Meeting;
- Only Delegates are allowed to participate in the discussion;
- Delegates have the right to register their opinions on discussion content in the form specified in the working regulations of the congress;
- The Secretariat will arrange the Delegates' discussion contents in the order of registration and forward them to the Chair.

b. Answering the Delegates' opinions:

- Based on the discussion content of the Delegates, the Chair or a member designated by the Chair will answer the Delegates' opinions;
- In case of time constraints, questions that are not answered directly at the General Meeting will be answered by the Company later.

Điều 30. Form of passing Resolution of online General Meeting of Shareholders

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

Điều 31. How to vote online

a. Voting method:

- Delegates choose one of three voting options: Approve, Disapprove or No Opinion for each issue put to vote at the Congress that has been installed in the electronic voting system.
- The Delegate then confirms the vote so that the electronic voting system can record the results.

b. Voting method:

- Election by cumulative voting method: Unless otherwise provided by the Company's charter, voting to elect members of the Board of Directors must be conducted by cumulative voting method (even voting or numbered voting). Accordingly, the Delegate conducts the election by checking the

"Cumulative voting" box or clearly recording the number of votes in the "Number of votes" box of the corresponding candidates on the Ballot Paper installed in the electronic voting system. Then, the Delegate confirms the election so that the electronic voting system can record the results.

- Election by voting method (if any): Implement according to the voting regulations stated in Clause a of this Article.
- c. Some other regulations when conducting electronic voting:
 - In case a Delegate does not carry out all voting and election issues according to the Congress agenda, the issues that have not been voted or elected will be considered as the Delegate not voting or electing that issue.
 - In case of issues arising outside the submitted congress agenda, Delegates can vote and elect additional members. If Delegates do not vote or elect on the issues arising, it is considered that Delegates did not vote or elect on those issues arising.
 - Delegates can change the voting and election results (but cannot cancel the voting and election results); including the voting and election results for additional issues arising outside the Congress program. The online system only records the vote count for the final voting and election results at the end of the electronic voting of each vote counting period as stipulated in the working regulations of the congress.
 - In case the Delegate performs the voting by recording the number: Invalid ballots will be specified in detail in the working regulations/election regulations.
 - The time for electronic voting is specifically stipulated in the working regulations at the congress. Delegates can access the electronic voting system and vote 24 hours a day and 07 days a week except in case of system maintenance or other reasons beyond the control of the Company. After the voting time ends, the system will not record any more electronic voting results from Delegates.

Điều 32. How to count votes online

When Delegates vote/elect, the number of votes and ballots are recorded on the system according to the principle of the number of votes in favor, votes against, and votes without opinion.

Điều 33. Announcement of vote counting results

Based on the minutes of the vote counting as stipulated in Article 32 of this Regulation, the Ballot Counting Committee will check, summarize and report to the Chairman the vote counting results of each issue according to the content of the congress agenda. The vote counting results will be announced by the Chairman/Ballot Counting Committee immediately before the closing of the meeting.

Điều 34. Minutes of the General Meeting of Shareholders

- Comply with the provisions of Article 19 of this Regulation.
- The venue recorded in the minutes of the online General Meeting of Shareholders is the location where the Chairman of the General Meeting is present to preside over the General Meeting. This location must be within the territory of Vietnam.
- The form of approval of minutes of the General Meeting of Shareholders is specifically stipulated in the Company's Working Regulations at the General Meeting of Shareholders.

Điều 35. Announcement of Resolutions and Minutes of Shareholders' Meeting

Comply with the provisions of Article 20 of this Regulation.

IV. REGULATIONS FOR SHAREHOLDERS' GENERAL MEETINGS PASSING RESOLUTIONS BY COMBINED PERSONAL AND ONLINE MEETINGS

Điều 36. Notice of convening the General Meeting of Shareholders

Comply with the provisions of Article 6 of this Regulation.

Điều 37. How to register to attend the General Meeting of Shareholders

Comply with the provisions of Clause 1, Article 8 and Article 25 of this Regulation.

Điều 38. Authorization for representative to attend the General Meeting of Shareholders

Comply with the provisions of Clause 2, Article 8 and Article 27 of this Regulation.

Điều 39. Conditions of implementation

Comply with the provisions of Article 9 of this Regulation.

Điều 40. Form of passing resolutions of the General Meeting of Shareholders

Comply with the provisions of Article 10 and Article 30 of this Regulation.

Điều 41. How to vote

Comply with the provisions of Article 13, Article 14 and Article 31 of this Regulation.

Điều 42. How to count votes

Comply with the provisions of Article 15 and Article 32 of this Regulation.

Điều 43. Announcement of vote counting results

Comply with the provisions of Article 17 and Article 33 of this Regulation.

Điều 44. Minutes of the General Meeting of Shareholders

Comply with the provisions of Article 19 and Article 34 of this Regulation.

Điều 45. Announcement of Resolutions and Minutes of Shareholders' Meeting

Comply with the provisions of Article 20 of this Regulation.

CHAPTER 3 – BOARD OF DIRECTORS

Section 1. General provisions

Điều 46. Roles, Rights and Obligations of the Board of Directors

(Pursuant to the provisions of Articles 278 and 297 of Decree No. 155/2020/ND-CP)

The Board of Directors must fully comply with the responsibilities and obligations as prescribed by the Law on Enterprises and the Company Charter. In addition, the Board of Directors has the following responsibilities and obligations:

1. Responsible to shareholders for the company's operations;
2. Treat all shareholders equally and respect the interests of those with interests related to the company ;
3. Ensure that the company's operations comply with the provisions of law, the Company's Charter and internal regulations;

4. Develop the Board of Directors' Operating Regulations for approval by the General Meeting of Shareholders and publish them on the company's website in accordance with the instructions in Circular 116/2020/TT-BTC dated December 31, 2020 guiding a number of provisions on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities ;
5. Monitor and prevent conflicts of interest of Board members, General Director and other managers, including misuse of company assets and abuse of related party transactions;
6. Develop internal regulations on corporate governance and submit them to the General Meeting of Shareholders for approval in accordance with Article 270 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities ;
7. Appointment of Corporate Governance Officer;
8. Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, General Director and other managers of the company;
9. Report on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with current laws.
10. Other rights and obligations as prescribed in the Company Charter and internal corporate governance regulations.

Điều 47. Rights, obligations and responsibilities of members of the Board of Directors

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

1. Members of the Board of Directors have full rights as prescribed by the Law on Securities, relevant laws and the Company Charter, the Company's internal governance regulations , including the right to be provided with information and documents on the financial situation and business activities of the Company and of the units within the Company.
2. Members of the Board of Directors have obligations as prescribed in the Company Charter and the following obligations:
 - a. Perform their duties honestly and carefully in the best interests of shareholders and the company;
 - b. Attend all meetings of the Board of Directors and give opinions on the issues discussed;
 - c. Timely and fully report to the Board of Directors the remuneration received from subsidiaries, affiliates and other organizations;
 - d. Report to the Board of Directors at the most recent meeting on transactions between the company, subsidiaries, companies in which the public company controls 50% or more of the charter capital with members of the Board of Directors and related persons of such members; transactions between the company and companies in which members of the Board of Directors are founding members or business managers within the last 3 years prior to the time of the transaction;
 - e. Disclose information when trading company shares in accordance with the law.

company 's independent Board of Directors must prepare an evaluation report on the Board of Directors' performance.

Section 2 – Regulations on Nomination, Candidacy, Election, Dismissal and Removal of Board Members

Điều 48. Number, term and structure of members of the Board of Directors

(Based on the provisions of Article 25 of the Company Charter)

1. The number of members of the Board of Directors is 05 people.
2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their terms at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.
3. The composition of the Board of Directors is as follows:
 - a. The structure of the Board of Directors of the company must ensure that at least 1/3 of the total number of Board members are non-executive members. The company limits the number of Board members who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.

The number of independent members of the Board of Directors must ensure that there is at least 01 independent member;

The rights, obligations and methods of organization and coordination of activities of independent members of the Board of Directors will be specifically stipulated in the Board of Directors' Operating Regulations.

- a. A member of the Board of Directors shall no longer be eligible to be a member of the Board of Directors in case he/she is dismissed, removed or replaced by the General Meeting of Shareholders in accordance with the provisions of Article 160 of the Law on Enterprises .
- b. The appointment of members of the Board of Directors must be announced in accordance with the law on information disclosure on the stock market.
- c. A member of the Board of Directors need not be a shareholder of the Company.

Điều 49. Standards and conditions for Board of Directors members

(Pursuant to the provisions of Clause 1 , Clause 2, Article 15.5 of Enterprise Law No. 59/2020/QH14 , Article 275 of Decree No. 155/2020/ND-CP)

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

Điều 50. Nominate, run for Board of Directors member

(Pursuant to the provisions of Article 274 of Decree No. 155/2020/ND-CP ; Clauses 1, 2, 3, Article 24 of the Company Charter)

1. Shareholders or groups of shareholders holding 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Enterprise Law and the Company Charter. Shareholders or groups of shareholders holding 10% to less than 20% of the total number of voting shares may nominate one (01) candidate; 20% to less than 30% may nominate up to two (02) candidates; 30% to less than 40% may nominate up to three (03) candidates; 40% to less than 50% may nominate up to four (04) candidates; 50% to less than 65% may nominate up to five (05) candidates; 65% or more may nominate up to seven (07) candidates.
2. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough, the current Board of Directors will introduce additional candidates or organize nominations according to the regulations in the Board of Directors' Operating Regulations . The introduction of additional candidates by the current Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors according to the provisions of law .

Điều 51. How to elect members of the Board of Directors

(Pursuant to Clause 3, Article 14.8 of Enterprise Law No. 59/2020/QH14 , Clause 2, Article 20 of the Company Charter)

1. Voting to elect members of the Board of Directors must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is sufficient. In case there are 02 or more candidates with the same number of votes for the final member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria specified 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 can be carried out by the cumulative voting method prescribed in Clause 3, Article 148 of the Law on Enterprises or by the voting method (approval, disapproval, no opinion). The percentage of votes passed by the voting method is carried out according to Clause 2, Article 20 of the Company Charter.

Điều 52. Cases of dismissal, removal , replacement and addition of members of the Board of Directors

(Pursuant to Article 160 of Enterprise Law No. 59/2020/QH14)

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - a. Not meeting the standards and conditions prescribed in Article 155 of the Law on Enterprises ;
 - b. Have a resignation letter and it is accepted;

- c. Other cases specified in the Company Charter.
2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - a. Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
 - b. Other cases specified in the Company Charter.
3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors, except in the cases specified in Clause 1 and Clause 2 of this Article.
4. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
 - a. The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number specified 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. The number of independent members of the Board of Directors has decreased, not ensuring the ratio as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises ;
 - c. Except for the cases specified in Point a and Point b 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 most recent meeting.

Điều 53. Notice of election, dismissal and removal of members of the Board of Directors

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

Điều 54. How to introduce candidates for Board of Directors

In case the Board of Directors candidates have been identified, the company must publish information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the company's website so that shareholders can learn about these candidates before voting. The Board of Directors candidates must have a written commitment to the honesty and accuracy of the published personal information and must commit to performing their duties honestly, carefully and in the best interests of the company if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be published includes:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Work process;
- d. Other management positions (including positions on the Board of Directors of other companies);
- e. Benefits related to the company and its stakeholders;
- f. Other information (if any) as prescribed in the Company Charter.

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

Điều 55. Election, dismissal, removal of Chairman of the Board of Directors

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

1. The Chairman of the Board of Directors is elected, dismissed, and removed from among the members of the Board of Directors by the Board of Directors.
2. The Chairman of the Board of Directors may not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a. Develop programs and plans of activities of the Board of Directors;
 - b. Prepare agenda, content, and documents for meetings; convene, chair and preside over Board of Directors meetings;
 - c. Organize the adoption of resolutions and decisions of the Board of Directors;
 - d. Monitor the implementation of resolutions and decisions of the Board of Directors;
 - e. Chair of 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 or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal or removal.
5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing 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 dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

Section 3 – Remuneration , salary and other benefits of Board of Directors members

Điều 56. Remuneration, bonuses and other benefits of Board members

(Based on the provisions of Article 27 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. Board members are entitled to remuneration and bonuses. The remuneration is calculated based on the number of working days required to complete the duties of the Board members and the daily remuneration. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown 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 member of the Board of Directors holding an executive position or a member of the Board of Directors serving on a subcommittee of the Board of Directors or performing other duties beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, meals and other reasonable expenses incurred by them in performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.
6. The Board of Directors may purchase liability insurance from the Company upon approval by the General Meeting of Shareholders. This insurance does not cover the Board of Directors' liabilities related to violations of the law and the Company's Charter.

Section 4 – Regulations on the order and procedures for organizing Board of Directors meetings

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

(Pursuant to the provisions of Article 157 of Enterprise Law No. 59/2020/QH14 ; Article 29 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 the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest percentage of votes and equal, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.
2. The Board of Directors meets at least quarterly and may hold extraordinary meetings.

Điều 58. Cases where an extraordinary meeting of the Board of Directors must be convened

(Pursuant to the provisions of Article 157 of Enterprise Law No. 59/2020/QH14; Article 29 of the Company Charter)

1. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:
 - a. At the request of an independent member of the Board of Directors;
 - b. At the request of the General Director or at least 05 other managers;
 - c. At the request of at least 02 members of the Board of Directors;
 - d. Other cases as prescribed by the Company Charter;
2. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the Board of Directors.
3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of

Directors shall be responsible for any damage caused to the Company; the person requesting shall have the right to replace the Chairman of the Board of Directors in convening a meeting of the Board of Directors.

Điều 59. Notice of Board of Directors meeting

(Pursuant to the provisions of Article 157 of Enterprise Law No. 59/2020/QH14; Article 29 of the Company Charter)

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

Notice of Board of Directors' meeting may be sent by invitation, telephone, fax, electronic means or other methods as prescribed in the Company's Charter and guaranteed to reach the contact address of each member of the Board of Directors registered with the Company.

Điều 60. Conditions for holding Board of Directors meetings

(Pursuant to the provisions of Article 157 of Enterprise Law No. 59/2020/QH14; Article 29 of the Company Charter)

A meeting of the Board of Directors shall be held when at least 3/4 of the total number of members attend the meeting. In case the meeting convened in accordance with the provisions of this clause does not have the required number of members, it shall be convened for the second time within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

Điều 61. Voting method

(Pursuant to Article 29 of the Company Charter)

1. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:
 - a. Attend and vote directly at the meeting;
 - b. Authorize another person to attend the meeting and vote as prescribed in this Article;
 - c. Attend and vote via online conference, electronic voting or other electronic form;
 - d. Send voting ballots to the meeting via mail, fax, email;
2. In case of sending the ballot to the meeting by mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The ballot may only be opened in the presence of all attendees.
3. Vote
 - a. Except for the provisions at Point b, Clause 3 of this Article, each member of the Board of Directors or authorized person as prescribed in Clause 1 of this Article present in person as an individual at the meeting of the Board of Directors has one (01) vote;
 - b. A member of the Board of Directors shall not vote on contracts, transactions or proposals in which the member or a person related to the member has an interest and such interest conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted

in the minimum number of members present to be able to hold a meeting of the Board of Directors on decisions on which the member does not have the right to vote;

- c. According to the provisions of Point d, Clause 11, Article 29 of the Company Charter, when an issue arises at a meeting related to the interests or voting rights of a member of the Board of Directors and that member does not voluntarily give up his/her voting rights, the decision of the chairperson is the final decision, except in cases where the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed;
- d. A member of the Board of Directors who benefits from a contract specified in Point a and Point b, Clause 6, Article 42 of the Company Charter is considered to have a significant interest in that contract;
4. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that he or she has an interest in it shall be responsible for disclosing this interest at the first meeting of the Board discussing the signing of this contract or transaction. In case a member of the Board of Directors does not know that he or she or a related person has an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after this member knows that he or she has an interest or will have an interest in the above transaction or contract.
5. The Board of Directors has the right to seek written opinions from the Board of Directors' members to pass the Board of Directors' Resolution when passing matters under the Board of Directors' authority in Clause 2, Article 26 of the Company's Charter.
Resolutions in the form of written opinions are passed on the basis of the approval of the majority of members of the Board of Directors with voting rights. This resolution has the same effect and value as a resolution passed at a meeting .
6. A meeting of the Board of Directors may be held by video conference between members of the Board of Directors when all or some of the members are in different locations provided that each member attending the meeting is able to:
 - a. Hear each other Board member speak at the meeting;
 - b. Address all other members present simultaneously. Discussion among members may be conducted directly by telephone or other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting shall be considered “present” at that meeting. The place of a meeting held under this provision shall be the place where the majority of the members of the Board of Directors are present, or the place where the Chairman of the meeting is present.

Decisions passed in telephone meetings are properly organized and conducted, effective immediately upon the end of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

7. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors' meetings to the members and the minutes are valid evidence of the work conducted during the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors' meetings are prepared in Vietnamese and may be prepared in English. The minutes must be signed by the chairman and the person taking the minutes.

Điều 62. How to pass a resolution of the Board of Directors

(Pursuant to Article 29 of the Company Charter)

Resolutions and decisions of the Board of Directors are passed if approved by the majority of members attending the meeting; in case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

Điều 63. Authorization of other persons to attend meetings of Board of Directors members

(Pursuant to Article 29 of the Company Charter)

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

Điều 64. Take minutes of Board of Directors meeting

(Pursuant to Article 158 of Enterprise Law No. 59/2020/QH14)

Board of Directors meetings must be recorded in minutes and may be recorded, transcribed and stored in other electronic forms. Minutes must be prepared in Vietnamese and may be prepared in a foreign language, including the following main contents:

- a. Name, head office address, business registration number;
- b. Time and place of meeting;
- c. Purpose, agenda and content of the meeting;
- d. Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reason;
- e. Issues discussed and voted on at the meeting;
- f. Summarize the opinions of each member attending the meeting in chronological order;
- g. Voting results, clearly stating the members who approve, disapprove and have no opinion;
- h. The matter passed and the corresponding passing percentage;
- i. Full name and signature of the chairman and the person taking the minutes, except for the case specified in Article 65 of these Regulations.

Minutes of Board of Directors meetings and documents used in the meetings must be kept at the company's head office.

Minutes drawn up in Vietnamese and in a foreign language have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall prevail.

The chairman, the minute taker and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

Minutes of Board of Directors meetings and documents used in the meetings must be kept at the company's head office.

Điều 65. In case the chairman and/or secretary refuses to sign the Board of Directors meeting minutes

(Pursuant to Article 158 of Enterprise Law No. 59/2020/QH14)

In case the chairman or the minutes taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign them and they contain all the contents as prescribed in points a, b, c, d, dd, e, g and h, Article 64 of these Regulations, then these minutes shall be valid.

Điều 66. Notice of resolutions and decisions of the Board of Directors

After issuing the Resolution/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 current procedures and regulations.

Section 5. Subcommittees of the Board of Directors

Điều 67. Subcommittees under the Board of Directors

(Based on Article 30 of the Company Charter)

1. The Board of Directors may establish a subcommittee to be responsible for development policies, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Directors, with a minimum of 02 people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should make up the majority of the subcommittee and one of these members shall be appointed as Head of the subcommittee according to the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee shall only be effective when the majority of members attend and vote for it at the subcommittee meeting.
2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and provisions in the Company Charter and Internal Regulations on corporate governance.

Section 6. Selection, appointment and dismissal of the person in charge of corporate governance

Điều 68. Standards for Corporate Governance Officers

(Pursuant to Clause 2, Article 31 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.

Điều 69. Appointment of Corporate Governance Officer

(Pursuant to Clause 1, Article 31 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 hold the position of Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

Điều 70. Cases of dismissal of the person in charge of corporate governance

1. The Board of Directors may dismiss/remove the Corporate Governance Officer when necessary, but not in violation of current labor laws.
2. The person in charge of corporate governance may be removed by resolution of the General Meeting of Shareholders.

Điều 71. Notice of appointment and dismissal of the person in charge of corporate governance

After the decision to appoint or dismiss the Company's Administrator 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 regulations of current law.

Điều 72. Rights and Obligations of the Company's Administrator

(Pursuant to Clause 3, Article 3.1 of the Company Charter)

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

- a. Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;
- b. Prepare meetings of the Board of Directors, Audit Committee and General Meeting of Shareholders as required by the Board of Directors;
- c. Advice on meeting procedures;
- d. Attend meetings;
- e. Consulting on procedures for preparing resolutions of the Board of Directors in accordance with legal regulations;
- f. Provide financial information, copies of Board of Directors meeting minutes and other information to Board members;
- g. Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h. Act as a point of contact with stakeholders;
- i. Keep information confidential according to the provisions of law and the Company Charter;
- j. Other rights and obligations as prescribed by law and the Company Charter.

CHAPTER 4 - AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Điều 73. Rights and obligations of the Audit Committee

(Pursuant to Article 161 of Enterprise Law No. 59/2020/QH14; Article 38 of the Company Charter)

Rights and obligations of the Audit Committee: as prescribed in Article 38 of the Company Charter.

Điều 74. Nomination and candidacy for Audit Committee members

1. Term of the Audit Committee

The term of office of the Audit Committee corresponds to the term of office of the Board of Directors. Accordingly, the term of office of a member of the Audit Committee is no more than five (05) years.

2. Number, structure and standards of the Audit Committee

a. The Audit Committee shall have at least 02 (two) members. The specific number of members of the Audit Committee shall be decided by the Board of Directors at the first meeting of the Board of Directors' term. In which:

- The Chairman of the Audit Committee must be an independent member of the Board of Directors appointed by the Board of Directors; and
- Members of the Audit Committee must be non-executive Board members.

b. Audit Committee Standards

Audit Committee members must have knowledge of accounting and auditing, have general understanding of the law and operations of the Company and must not fall into the following cases:

- Work in the accounting and finance department of the Company;
- Be a member or employee of an auditing organization approved to audit the company's financial statements for the previous 3 consecutive years.

3. Nomination and candidacy for Audit Committee members

a. After the General Meeting of Shareholders elects the members of the Board of Directors for the new term, at the first meeting of the new term, the members of the Board of Directors will elect the Chairman of the Board of Directors. The Chairman of the Board of Directors will, based on the profiles of the candidates for the Board of Directors, nominate a list of members of the Audit Committee.

b. Other board members may nominate themselves for membership in the Audit Committee if they are deemed to meet the qualifications.

c. The entire Board of Directors shall vote to elect the Chairman of the Audit Committee and the remaining members of the Audit Committee based on the list of candidates prepared in the manner described above.

Điều 75. Audit Committee Activities

The Audit Committee is responsible for activities related to:

- Financial statements;
- Internal audit activities;
- Services provided by independent auditors;

- Internal control, risk management;
- Follow.

1. Financial report

- a. Review quarterly, six-month and annual financial reports before the General Director submits them to the Board of Directors, General Meeting of Shareholders or publicly announces them in accordance with the law; give opinions on the truthfulness, completeness, timeliness and conformity of the financial reports with the Accounting Regime, Accounting Standards and current legal regulations;
- b. Review key accounting and financial reporting issues; impact of legal and professional regulations on the Company's financial statements;
- c. Discuss and review the results of the financial statement audit with the CFO, Chief Accountant and Independent Auditor;
- d. Review the management letter of the Independent Auditor; advise the Board of Directors on material findings, recommendations and related implementation plans;

2. Internal audit activities

The Audit Committee oversees matters relating to the internal audit function, including:

- a. Internal audit plan;
- b. Audit method;
- c. Audit quality and efficiency;
- d. Review internal audit reports, with emphasis on relevant recommendations and implementation plans;

3. Services provided by independent auditors

- a. Propose the selection of an independent auditing company, auditing fees and all related issues for the Board of Directors to submit to the General Meeting of Shareholders for approval;
- b. Consider the nature and scope of the audit and the approach proposed by the Independent Auditor, including coordination with the Internal Auditor (if any);
- c. The Audit Committee and the Independent Auditor shall discuss matters that the Committee or the Independent Auditor deems necessary (Management letter, difficulties and shortcomings discovered from audit results, ...).

4. Internal control, risk management

- a. Monitor internal control system, risk management system;
- b. Review the independent audit report, internal audit assessment of internal control system, risk management, note the audit findings, recommendations and feedback from the Board of Directors;

5. Follow

- a. Monitor the effectiveness of activities, measures to prevent fraud, violations of internal regulations, Company Charter, professional ethics or violations of law;
- b. Discuss with the General Director and/or members of the Executive Board about measures to prevent fraud and violations of professional ethics.

CHAPTER 5 - GENERAL DIRECTOR

Điều 76. Roles, responsibilities, rights and obligations of the General Director

(Pursuant to Clause 2, 4, Article 34 of the Company Charter)

1. The General Director is the person who runs the daily business operations of the Company; is supervised by the Board of Directors; is responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations .
2. The General Director has the following rights and obligations:
 - a. Decide on matters related to the Company's daily business that are not under the authority of the Board of Directors;
 - b. Organize the implementation of resolutions and decisions of the Board of Directors;
 - c. Organize the implementation of the Company's business plan and investment plan;
 - d. Proposing organizational structure plan and internal management regulations of the Company;
 - e. Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors;
 - f. Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;
 - g. Labor recruitment;
 - h. Propose plans to pay dividends or handle business losses;
 - i. Other rights and obligations as prescribed by law, the Company Charter and resolutions and decisions of the Board of Directors.

Điều 77. Term of office, qualifications and conditions of the General Director

(Pursuant to the provisions of Clause 5 , Article 162 of Enterprise Law No. 59/2020/QH14; Clause 3, Article 34 of the Company Charter)

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

The Director or General Director must meet the following standards and conditions:

- a. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises ;
- b. Not be a family member of the business manager, the company and the parent company; the representative of state capital, the representative of enterprise capital at the company and the parent company;
- c. Have professional qualifications and experience in corporate business administration.

Điều 78. Candidate, nominate General Director

The Board of Directors 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 77 of this Regulation and submit them to the Board of Directors for consideration when the Company needs to find a General Director.

Điều 79. . Appoint, dismiss, sign contract, terminate contract with General Director

(Pursuant to Clause 1, Clause 5, Article 34 of the Company Charter)

The Board of Directors appoints 01 member of the Board of Directors or hires another person as General Director.

The Board of Directors may dismiss the General Director when the majority of the Board members with voting rights present at the meeting agree and appoint a new General Director to replace him.

The Board of Directors has the authority to sign /terminate contracts and decide on the terms of the labor contract as stipulated in Point i, Clause 2, Article 26 and Article 34 of the Company Charter.

Điều 80. Notice of appointment, dismissal, contract signing, contract termination for General Director

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

Điều 81. Salary and other benefits of the General Director

(Pursuant to Clause 2, Clause 3, Article 33 of the Company Charter)

1. The General Director is paid a salary and bonus. The General Director's salary and bonus are decided by the Board of Directors.
2. The salary of the executive is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown 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, Audit Committee and General Director

Điều 82. Procedures and order of convening, meeting invitations, recording minutes, and announcing meeting results between the Board of Directors, Audit Committee and General Director

The procedures and order of convening, inviting meetings, recording minutes, and announcing meeting results between the Board of Directors, the Audit Committee, and the Director shall be carried out in accordance with the procedures and order of convening Board meetings specified in Section 4, Chapter 3 of these Regulations.

Điều 83. Notification of Resolution / Decision of the Board of Directors to the General Director

Resolutions /Decisions of the Board of Directors (with contents related to the responsibilities, powers and obligations of the 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.

Điều 84. Cases in which the General Director requests to convene a meeting of the Board of Directors and issues requiring the Board of Directors' opinion

(Based on the provisions of Point h Clause 3 Article 162 Enterprise Law No. 59/2020/QH14, Article 2 88 Decree No. 155/2020/ND-CP, Clause 4 Article 35, Article 39 Company Charter)

1. Cases of request to convene a meeting of the Board of Directors

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

- When it is found that the rights of the General Director as prescribed in Article 34 of the Company Charter are not exercised;
 - When detecting violations of the law or violations of the Company Charter by other business executives after having notified the Board of Directors in writing but the violator has not yet stopped the violation or has a solution to remedy the consequences;
2. Issues requiring the Board of Directors' opinion:
- a. Recommend to the Board of Directors on the organizational structure plan and internal management regulations of the Company;
 - b. Propose measures to improve the Company's operations and management;
 - c. The General Director must plan for the Board of Directors to approve issues related to recruitment, employee termination, salary, social insurance, benefits, rewards and discipline for employees and business executives.
 - d. The General Director must plan for the Board of Directors to approve issues related to the Company's relations with trade unions in accordance with best management standards, practices and policies, practices and policies stipulated in the Company's Charter, the Company's regulations and current legal regulations.

- e. Ask the Board of Directors for their opinion on the Draft Audited financial statements (including balance sheet, income statement and projected cash flow statement) for each fiscal year must be submitted for approval by the Board of Directors;
- f. Propose plans to pay dividends or handle business losses;
- g. Request the Board of Directors to approve the detailed business plan for the next fiscal year;
- h. Other contents when considered in the interests of the Company.

Điều 85. Report of the General Director to the Board of Directors on the performance of assigned duties and powers

(Based on the provisions of Appendix IV of Circular No. 96/2020/TT-BTC, Clause 4, Article 3 4 of the Company Charter)

1. Report on the implementation of the Resolutions of the Board of Directors and the General Meeting of Shareholders, the business plan and investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;
2. Quarterly and annually report on the financial situation and business performance of the Company;
3. Report on improvements in organizational structure, policies, management;
4. Annual report on implementation of obligations towards the environment, community and workers;
5. Report on the implementation of other contents authorized by the Board of Directors and the General Meeting of Shareholders;
6. Report other issues as required by the Board of Directors.

Điều 86. Review the implementation of resolutions and other authorizations of the Board of Directors to the General Director

Based on the General Director's report on the performance of assigned duties and powers as prescribed in Article 76 of this Regulation, 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.

Điều 87. Issues that the General Director must report, provide information and methods of notification to the Board of Directors and Audit Committee

(Pursuant to the provisions of Clause 3, Article 291 of Decree No. 155/2020/ND-CP, Article 35, Clause 3, Article 43, Article 44 of the Company Charter)

1. Issues that the General Director must report, provide information and how to notify the Board of Directors
 - a. Contents according to Article 84 of this regulation;
 - b. The General Director is obliged to notify the Board of Directors of transactions between the Company, its subsidiaries, and other companies in which the Company controls 50% or more of the charter capital with that entity itself or with related persons of that entity in accordance with the provisions of law .

- c. Other contents need to be consulted and reported to the Board of Directors must be sent at least seven (07) working days in advance and the Board of Directors will respond within seven (07) working days.
2. In particular, in case of approval of contracts and transactions according to the provisions of Clause 1, Article 167 of the Law on Enterprises and with a value of less than 20 % The total value of the enterprise's assets recorded in the most recent financial report or a smaller ratio or value as prescribed in the Company Charter, the company representative signing the contract or transaction must notify the members of the Board of Directors and the Audit Committee members of the entities related to the contract or transaction and send along the draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notification, unless the Company Charter stipulates a different time limit; members of the Board of Directors with interests related to the parties in the contract or transaction shall not have the right to vote.
3. Issues that the General Director must report, provide information and how to notify the Audit Committee
 - a. the Audit Committee Members at the same time and in the same manner as to the Board of Directors members.
 - b. The General Director and other business executives must provide complete, accurate and timely information and documents on the management, operation and business activities of the company at the request of the Audit Committee members or the Audit Committee .
 - c. The method of notification to the Audit Committee is the same as that for the Board of Directors.

Điều 88. Coordinate control, operation and supervision activities between members of the Board of Directors, members of the Audit Committee and the General Director according to the specific tasks of the above members.

1. Coordination of activities between the Audit Committee and the Board of Directors :

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

- a. Regularly inform the Board of Directors about the performance results, consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders ;
- b. In meetings of the Audit Committee , the Audit Committee has the right to request members of the Board of Directors, the General Director and representatives of approved auditing organizations to attend and answer questions that need to be clarified ;
- c. Periodic and unscheduled inspections by the Audit Committee must have written conclusions (no later than fifteen (15) days from the end date) sent to the Board of Directors to provide additional basis to assist the Board of Directors in managing the Company. Depending on the level and results of the above inspection, the Audit Committee must discuss and reach an agreement with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the Chairman of the Audit Committee is

authorized to reserve his/her opinion and record it in the minutes and the Chairman of the Audit Committee is responsible for reporting to the nearest General Meeting of Shareholders;

- d. In case the Audit Committee discovers any violations of the law or the Company Charter by members of the Board of Directors, the Audit Committee shall notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to stop the violation and take measures to remedy the consequences ;
- e. Audit Committee members are obliged to notify the Board of Directors of transactions between the Company, its subsidiaries, and other companies in which the Company controls 50% or more of the charter capital with that entity itself or with related persons of that entity in accordance with the provisions of law ;
- f. For recommendations related to the Company's operations and finances, the Audit Committee must send a written document and related documents at least fifteen (15) days before the expected date of receiving feedback;
- g. Recommendations to the Board of Directors must be submitted at least seven (07) working days in advance and the Board of Directors will respond within seven (07) working days.

The Board of Directors shall facilitate the Audit Committee to exercise its rights and obligations.

2. Coordination of activities between the Audit Committee and the General Director :

The Inspection Committee has the function of inspecting and supervising :

- a. In the meetings of the Audit Committee , the Audit Committee has the right to request the General Director (at the same time requesting the members of the Board of Directors, the General Director and representatives of the approved auditing organization) to attend and answer questions that need to be clarified and issues that the Audit Committee members are interested in;
- b. Periodic and unscheduled audits by the Audit Committee must have written conclusions (no later than fifteen (15) days from the end date) sent to the General Director. to have more basis to assist the General Director in the management of the Company. Depending on the level and results of the above inspection, the Audit Committee must discuss and reach an agreement with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the authorized person shall reserve his/her opinion and record it in the minutes and the Audit Committee shall be responsible for reporting to the nearest General Meeting of Shareholders;
- c. Members of the Audit Committee have the right to request the General Director to facilitate access to records and documents related to the Company's business activities at the Head Office or where the records are stored;
- d. For information and documents on management, business operations and business situation reports, financial reports, the Audit Committee 's request for information must be sent to the Company at least forty-eight (48) working hours before the expected time of receiving a response. The Audit Committee must not use information that has not been authorized for disclosure by the Company or disclose it to others to carry out related transactions .

- e. The Audit Committee 's recommendations on measures to amend, supplement, and improve the organizational structure for management, supervision, and operation of the company's business activities must be sent to the General Director at least seven working days before the expected date of receiving feedback.

The General Director shall facilitate the Audit Committee to exercise its rights and perform its obligations.

3. Coordination of activities between the General Director and the Board of Directors : The General Director is the person who represents the Company in managing its activities, ensuring the Company operates continuously and effectively.
 - a. When there is a proposal for the company's organizational structure and internal management regulations, the General Director shall send it to the Board of Directors as soon as possible but no less than seven (07) days before the date on which the content needs to be decided;
 - b. The General Director must plan for the Board of Directors to approve issues related to recruitment, dismissal, salary, social insurance, benefits, rewards and discipline for employees and managers;
 - c. The General Director must plan for the Board of Directors to approve issues related to the Company's relationship with trade unions in accordance with best management standards, practices and policies, practices and policies stipulated in the Company's Charter, the Company's regulations and current legal regulations;
 - d. The General Director is obliged to notify the Board of Directors of transactions between the Company, subsidiaries, and other companies in which the Company controls 50% or more of the charter capital with that entity itself or with related persons of that entity in accordance with the provisions of law;
 - e. Other contents requiring the Board of Directors' opinion must be sent at least seven (07) business days prior to the intended date of receipt of the response .

Section 2 – Regulations on annual assessment of rewards and disciplinary actions for members of the Board of Directors, members of the Audit Committee , General Director and other business executives

Điều 89. Regulations on performance assessment of Board of Directors members, Audit Committee members , Directors and other executives

1. The Board of Directors is responsible for establishing performance evaluation standards for all members of the Board of Directors, the General Director and other executives.
2. The performance evaluation criteria must harmonize the interests of the business operator with the long-term interests of the Company and shareholders. The financial and non-financial indicators used in the evaluation are carefully considered and decided by the Board of Directors at each time. In particular, non-financial indicators can be mentioned as: the interests of related parties, operational efficiency, progress and improvements achieved, etc.
3. Annually, based on assigned functions, tasks and established evaluation criteria/achieved results, the Board of Directors organizes an evaluation of the performance of Board members.

4. the Audit Committee Members is organized and implemented in the manner mentioned in the organizational structure and operation of the Audit Committee .
5. The performance evaluation of other operators is carried out according to internal regulations or may be based on the self-evaluation of the performance of these operators.

Điều 90. Reward

1. The Board of Directors or the Remuneration Subcommittee (if any) is responsible for developing a reward policy . Rewards are implemented based on the results of performance evaluation in Article 95 of this Regulation.
2. Forms of rewards: in cash, in shares (issuing shares under the employee stock option program in the company) or other forms developed by the Board of Directors or the Compensation and Benefits Subcommittee. The General Director must plan the forms of rewards and submit them to the Board of Directors for approval. In case of exceeding the authority, it will be submitted to the General Meeting of Shareholders for approval.
3. The reward regime for members of the Board of Directors and members of the Audit Committee will be decided by the General Meeting of Shareholders.
4. For business executives: the bonus fund is drawn from the Company's Welfare Bonus Fund and other legal sources. The bonus level is based on actual annual business results. The General Director will propose to the Board of Directors for approval. In case of exceeding authority, it will be submitted to the General Meeting of Shareholders for approval.

Điều 91. Discipline

1. The Board of Directors is responsible for establishing disciplinary measures based on the nature and severity of the violation. Discipline must include the highest form of dismissal or removal from office.
2. Members of the Board of Directors, members of the Audit Committee , and business executives who fail to fulfill their duties with honesty, diligence, and prudence as required will be personally liable for the damages they cause.
3. Members of the Board of Directors, members of the Audit Committee , and business executives who violate 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 sanctions, or criminal prosecution in accordance with the law and the Company's Charter. In case of causing damage to the interests of the Company, shareholders or others shall be required to compensate in accordance with the law.

**CHAPTER 7 - AMENDMENT OF INTERNAL REGULATIONS ON CORPORATE
GOVERNANCE**

Điều 92. Supplement and amend the internal regulations on corporate governance

1. Any addition or amendment to this Charter must be considered and decided by the Company's General Meeting of Shareholders.
2. In case there are provisions of law related to the company's operations that are not mentioned in this charter or in case there are new provisions of law that are different from the provisions in this charter, the provisions of that law shall of course be applied and regulate the company's operations.

CHAPTER 8 - EFFECTIVE DATE

Điều 93. Effective Date

1. This regulation includes 08 chapters , 93 Thing approved by the General Meeting of Shareholders of the Joint Stock Company Lam Dong Pharmaceutical (Ladophar) unanimously approved on April 24, 2025 and jointly accepted the full validity of this regulation.
2. This regulation is the sole and official of the company .
3. Copies or extracts of the Internal Regulations on Corporate Governance must be signed by the Chairman of the Board of Directors .

TM. BOARD OF DIRECTORS

CHAIRPERSON

PHẠM TRUNG KIEN