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CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM Độc lập – Tự do – Hạnh phúc

EQUIPMENT JSC

No: 1.1/9../SMN-HĐQT

Ho Chi Minh City, April 24th, 2025

# **Internal Regulations on Corporate Governance**

- Pursuant to the Securities Law No. /2019/QH14 dated November 26th, 2019;
- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17th, 2020;
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31<sup>st</sup>, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31<sup>st</sup>, 2020, of the Ministry of Finance guiding certain corporate governance regulations applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31<sup>st</sup>, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;
- Pursuant to the Charter of South Books and Educational Equipment Joint Stock Company;
- Pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders of South Books and Educational Equipment Joint Stock Company dated April 24<sup>th</sup>, 2025,

The Board of Directors of South Books and Educational Equipment Joint Stock Company hereby issues the Internal Regulations on Corporate Governance of South Books and Educational Equipment Joint Stock Company, which include the following contents:

### Article 1. Scope of Regulation and Subjects of Application

- 1. Scope of Regulation: The Internal Regulations on Corporate Governance set forth provisions regarding the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the CEO. They also outline the procedures for convening the General Meeting of Shareholders, the nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Supervisory Board, and the CEO, as well as other activities in accordance with the Company's Charter and applicable legal regulations.
- 2. Subjects of Application: This regulation applies to members of the Board of Directors, the Supervisory Board, the CEO, and related parties.

#### Charter 2. The General Meeting of Shareholders

1. Roles, Rights, and Obligations of the General Meeting of Shareholders

The roles, rights, and obligations of the General Meeting of Shareholders (GMS) shall be implemented in accordance with Article 138 of the Enterprise Law, the Securities Law, and Articles 14 and 15 of the Company's Charter.

- 2. Procedures for Holding the General Meeting of Shareholders and Passing Resolutions by Voting at the Meeting shall include the following key contents:
  - a) Authority to convene the General Meeting of Shareholders

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The Board of Directors shall convene both annual and extraordinary General Meeting of Shareholders. The Annual General Meeting of Shareholders shall be held once per year, within four (04) months from the end of the fiscal year. Unless otherwise stipulated in the Company's Charter, the Board of Directors may extend the time for holding the Annual General Meeting of Shareholders if necessary, but not exceeding six (06) months from the end of the fiscal year.

The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of the Company's Charter.

b) Preparation of the list of shareholders entitled to meeting

The list of shareholders eligible to attend the General Meeting of Shareholders shall be prepared no later than ten (10) days before the date of sending the meeting invitation.

c) Notice of the finalized list of shareholders entitled to attend the General Meeting of Shareholders

The company must publicly disclose information regarding the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 days before the final registration date.

d) Notice of convening the General Meeting of Shareholders

The notice of the General Meeting of Shareholders shall be sent to all shareholders via a method ensuring delivery to their registered contact address. Simultaneously, the notice must be publicly announced on the company's website, as well as on the websites of the State Securities Commission and the Stock Exchange where the company's shares are listed or registered for trading. The meeting convener must send the meeting invitation to all shareholders listed in the shareholder register eligible to attend the meeting at least 21 days before the meeting date (calculated from the date the notice is sent or duly dispatched).

e) The program and content of the General Meeting of Shareholders (the person responsible for preparing the program and content of the General Meeting of Shareholders; regulations on shareholder proposals to be included in the meeting agenda)

The meeting agenda of the General Meeting of Shareholders, along with related documents regarding the issues to be voted on at the meeting, must be sent to shareholders and/or posted on the Company's website. In cases where documents are not sent with the meeting notice, the notice must clearly provide a link to the full meeting materials so that shareholders can access them.

Shareholders or groups of shareholders referred to in Clause 2, Article 12 of the Company's Charter have the right to propose issues to be included in the agenda of the General Shareholders' Meeting. The proposal must be in writing and submitted to the Company at least three (03) business days before the opening of the General Meeting of Shareholders. The proposal must include the shareholder's full name, the number of each type of shares held, and the content of the proposal to be added to the meeting agenda.

The convener of the General Meeting of Shareholders must accept and include the proposal in the preliminary agenda and content of the meeting. The proposal will be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders. The convener of the General Meeting of Shareholders has the right to reject proposals specified in this clause in the following cases:

- The proposal is submitted in violation of the regulations mentioned above;
- At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as required by Clause 2, Article 12 of the Company's Charter;
- The proposed issue is not within the scope of the General Meeting of Shareholders' decision-making authority;
  - Other cases as stipulated by law and this charter.

The program and content of the meeting must be approved by the General Meeting of Shareholders at the opening ceremony. The agenda must clearly specify the time allocated to each issue in the meeting agenda.

f) Proxy authorization for attending the General Meeting of Shareholders

The authorization for a representative to attend the General Meeting of Shareholders must comply with the provisions of Article 144 of the Law on Enterprises and Article 16 of the Company's Charter.

g) Method of registering for attendance at the General Meeting of Shareholders

Before the meeting begins, the Company must carry out the shareholder registration process and continue the registration until all eligible shareholders present have completed the registration, following the sequence below:

- During shareholder registration, the Company shall issue a voting card to each shareholder or authorized representative with voting rights. The voting card must include the registration number, the shareholder's full name, the authorized representative's full name (if applicable), and the number of voting rights assigned to that shareholder;
- In cases where a shareholder authorizes another shareholder of the company to attend and vote on their behalf, the voting rights of the authorizing shareholder will be combined with those of the authorized shareholder. The voting card of the authorized shareholder will display the registration number, full name, and total voting rights of all authorizing and authorized shareholders. The voting ballot will indicate the shareholder code, the full name of the authorized shareholder, and the total number of voting rights, including both the authorized shareholder's own votes and those received through authorization;
- Shareholders, authorized representatives of institutional shareholders, or authorized persons who arrive after the General Meeting of Shareholders has commenced have the right to register immediately and subsequently participate and vote in the meeting after registration. The Chairman is not responsible for pausing the meeting to allow late-arriving shareholders to register, and the validity of resolutions passed before their registration remains unchanged.
  - h) Conditions for proceeding with the meeting

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The conditions for holding the General Meeting of Shareholders shall be implemented in accordance with the provisions of Article 145 of the Enterprise Law and Article 19 of the Company's Charter.

#### i) Form of passing resolutions of the General Meeting of Shareholders

The General Meeting of Shareholders shall discuss and vote on each issue in the meeting agenda using voting cards or voting ballots.

### j) Voting method

The General Meeting of Shareholders shall elect individuals responsible for vote counting or supervising the vote counting process based on the Chairman's proposal. The number of members in the Vote Counting Board shall be determined by the General Meeting of Shareholders, as proposed by the Chairman.

Each share owned or represented corresponds to one voting unit. The voting procedure and order of requiring the opinions at the meeting shall be conducted by collecting votes of approval, disapproval, and abstention.

Voting cards are used for immediate voting during the meeting by raising the voting card. This method applies to the approval of various items, including the The Board of Chairman, the Secretary, the Vote Counting Board, the Meeting Agenda, the Working Regulations, the Candidate Lists, the election of members of the Board of Directors, the election of members of the Supervisory Board, the meeting minutes, and the resolutions at the General Meeting of Shareholders,...

Voting ballots are used for secret voting by placing votes into a ballot box. This method applies to the approval of items such as the Business Operation Report, the audited Financial Statement, the Report on the activities of the Board of Directors, the Report on the activities of the Supervisory Board, the distribution of post-tax profits, the remuneration and rewards for the Board of Directors and the Supervisory Board, and the business production plan targets,...

#### k) Voting counting method

When voting takes place at the General Meeting of Shareholders, the voting cards in favor of the resolution are collected first, followed by the cards against the resolution. Finally, the total number of votes in favor or against is counted to determine the outcome.

#### 1) Conditions for passing a resolution

The conditions for passing a resolution at the General Meeting of Shareholders shall be implemented in accordance with the provisions of Article 148 of the Enterprise Law and Article 21 of the Company's Charter.

#### m) Announcement of vote counting results

The vote counting results shall be announced by the Chairman immediately before the meeting is adjourned.

n) Method for objecting to a resolution of the General Meeting of Shareholders

Being carried out in accordance with the provisions of Article 132 of the Enterprise Law.

o) Preparing minutes of the General Meeting of Shareholders

The minutes of the General Meeting of Shareholders shall be prepared in accordance with the provisions of Article 150 of the Enterprise Law and Article 23 of the Company's Charter.

p) Announcement of the resolution of the General Meeting of Shareholders

The resolution, minutes of the General Meeting of Shareholders, the appendix listing the shareholders registered to attend the meeting with their signatures, the proxy authorization documents for attending the meeting, all documents attached to the meeting minutes (if any), and related materials included in the notice of the meeting must be disclosed in accordance with the legal regulations on information disclosure in the securities market. Additionally, these documents must be stored at the company's headquarters.

- 3. The procedure for the General Meeting of Shareholders to pass a resolution by written consultation includes the following key steps:
  - a) Cases where written consultation is allowed and not allowed

The Board of Directors has the right to consult shareholders in writing to pass resolutions of the General Meeting of Shareholders for all matters within the the General Meeting of Shareholders' decision-making authority when deemed necessary for the company's benefit, including matters specified in Clause 2, Article 147 of the Enterprise Law.

b) Procedure for passing resolutions of the General Meeting of Shareholders through written consultation

The procedure for passing resolutions at the General Meeting of Shareholders by written consultation is carried out in accordance with the provisions of Article 149 of the Enterprise Law and Article 22 of the Company's Charter

4. The procedure for passing resolutions at the General Meeting of Shareholders through an online meeting format includes the following key steps:

Based on actual circumstances, the Board of Directors decides to convene the the General Meeting of Shareholders in the form of an online conference. In the case of an online meeting, the organizing committee of the meeting, established by the Board of Directors, is responsible for implementing the procedures and tasks in accordance with this regulation to facilitate the online organization.

a) Notice of convening the online General Meeting of Shareholders

The organizing board of the meeting is responsible for carrying out the procedures to create a list of shareholders eligible to attend the meeting, sending out the invitation letters, publishing information, sending meeting materials, and handling other tasks as stipulated in the Company's Charter. Additionally, the board must send a document containing instructions for shareholders to confirm their shareholder status to each shareholder.

- b) Method of registering for the online General Meeting of Shareholders
- Shareholders use their access accounts to log into the system and register for the online General Meeting of Shareholders according to the company's regulations and instructions.



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- Shareholders who register to attend the online General Meeting after the meeting has commenced are still allowed to register and have the right to vote after completing their registration. The Chairpman is not permitted to pause the meeting for shareholder registration, and the validity of matters that have already been voted on remains unaffected.
- c) Authorization for a representative to attend the online General Meeting of Shareholders

Shareholders may grant authorization for another person to attend and vote at the online meeting. The authorization shall be carried out in accordance with Article 16 of the Company's Charter and the specific provisions outlined in the notice convening the online General Meeting of Shareholders.

### d) Conditions for Proceeding

The online General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than 50% of the total voting shares.

The online meeting and electronic voting system must meet the following conditions:

- The system's connection at the main venue must be continuous and stable to ensure shareholders' participation is not disrupted. In case of an interruption at the main venue, the Meeting Organizing Board or the Chairman must summarize the events that occurred during the disruption.
- The main venue must ensure proper conditions for sound, lighting, connectivity, power supply, electronic devices, and other necessary equipment according to the requirements and nature of the online meeting.
- Information security must be ensured, and access credentials to the system must be kept confidential. All information received and transmitted through the system must comply with data confidentiality principles and the provisions of the Cybersecurity Law.
- Electronic data related to the online meeting must be stored and retrievable from the system.
  - e) Forms of resolution approval in the online General Meeting of Shareholders

Shareholders or their authorized representatives attending the online General Meeting of Shareholders shall vote on matters within the General Meeting's authority through the online voting system, electronic voting, or other electronic methods as instructed by the company or service providers contracted by the company.

The conditions for approving resolutions in the online General Meeting of Shareholders shall comply with the provisions of Article 21 of the Company's Charter.

# f) Online voting method

Shareholders shall exercise their voting rights through the online voting system, electronic voting, or other electronic methods. Shareholders must use their access account and OTP code to log into the online voting system, following the Company's instructions;

Shareholders or their authorized representatives who join the online General Meeting of Shareholders after it has commenced still have the right to attend and vote. The Chairperman is not responsible for pausing the meeting to allow late attendees to complete their online registration procedures. The validity of voting sessions conducted before their arrival remains unaffected.

#### g) Online voting counting method

If a shareholder or their authorized representative attending the online General Meeting of Shareholders is disconnected before the voting period ends, any votes already cast will be recorded, while uncast votes will not be counted. Upon reconnecting to the online meeting, online voting system, or other electronic platforms, they may continue voting on the remaining matters that have not yet been decided.

# h) Announcement of voting results

The results of the voting will be announced by the Chairman or the Vote Counting Board immediately during the online meeting.

i) Preparing minutes of the General Meeting of Shareholders

The online General Meeting of Shareholders must be documented in meeting minutes, which must comply with the provisions of Article 150 of the Enterprise Law and Article 23 of the Company's Charter.

The meeting minutes and the resolutions of the General Meeting of Shareholders will be read and approved before the conclusion of the online meeting.

j) Announcement of resolutions of the General Meeting of Shareholders

The resolutions of the online General Meeting of Shareholders must be publicly disclosed in accordance with the provisions of the Company's Charter and the regulations of securities law.

- 5. Order, procedure for holding the General Meeting of Shareholders to approve resolutions by combining in-person and online methods, include the following:
  - a) Notice of convening the General Meeting of Shareholders

The Organizing Board is responsible for preparing the list of shareholders eligible to attend the meeting, sending out invitations, publicly announcing information, distributing meeting materials, and performing other tasks as stipulated in the Company's Charter. Additionally, they must send a document with instructions for confirming shareholder eligibility to each shareholder.

b) How to register for the General Meeting of Shareholders

Shareholders can choose to register to attend the General Meeting of Shareholders either at the in-person venue or register to attend the meeting online as per the invitation notice.

Shareholders who register after the meeting has commenced can still attend and have voting rights once their registration is completed. The chairman is not allowed to halt the meeting for shareholders to register, and the validity of any issues already voted on will not be affected.

c) Authorization for shareholders' representatives to attend the General Meeting of Shareholders

Shareholders can authorize another person to attend and vote at the General Meeting of Shareholders, either in person or online. The authorization must be carried out according to the provisions in Article 16 of the Company's Charter and the specific requirements outlined in the invitation notice for the General Meeting of Shareholders if attending the meeting online.

#### d) Conditions for Proceeding

The General Meeting of Shareholders, held in a hybrid format combining inperson and online attendance, can take place when the total number of shareholders represented at the meeting exceeds 50% of the total voting shares.

The system for organizing the online meeting and electronic voting must meet the conditions specified for the General Meeting of Shareholders held online.

#### e) Method of passing resolutions by the General Meeting of Shareholders

Shareholders or their authorized representatives attending the General Meeting of Shareholders in a hybrid format (both in-person and online) will vote on matters within the authority of the General Meeting of Shareholders either directly at the meeting (if attending in person) or through the online voting system, electronic voting, or other electronic methods as guided by the company or service providers contracted by the company (if attending the meeting online).

The conditions for passing resolutions at the General Meeting of Shareholders will be carried out according to the provisions in Article 21 of the Company's Charter.

#### f) Voting method

Shareholders attending the meeting in person will vote and make decisions according to the instructions provided at the meeting. Shareholders attending the meeting online will vote and make decisions according to the guidelines specified for the online General Meeting of Shareholders.

#### g) Voting counting method

The counting of votes for shareholders attending in person will be carried out according to the rules provided at the in-person meeting..

The counting of votes for shareholders attending the meeting online will follow the guidelines specified for the online General Meeting of Shareholders.

#### h) Announcement of Vote Counting Results

The results of the voting will be announced by the Chairman or the Vote Counting Board immediately at the hybrid meeting (in-person and online).

#### i) Preparing minutes of the General Meeting of Shareholders

The minutes of the hybrid General Meeting of Shareholders (in-person and online) must be prepared in accordance with the provisions in Article 150 of the Enterprise Law and Article 23 of the Company's Charter.

The minutes of the meeting and the resolutions of the General Meeting of Shareholders will be read and approved before the meeting is adjourned.

j) Announcement of the Resolutions of the General Meeting of Shareholders



The resolutions of the General Meeting of Shareholders must be announced in accordance with the provisions of the Company's Charter and the regulations of securities law.

#### Article 3. The Board of Directors

1. Role, Rights, and Obligations of the Board of Directors, Responsibilities of members of the Board of Directors (including the right of members of the Board of Directors) to access information).

The role, rights, and obligations of the Board of Directors are carried out according to the provisions in Article 153 of the Enterprise Law and Article 27 of the Company's Charter.

Members of the Board of Directors have the right to request the CEO, Deputy CEO, and other managers within the company to provide information and documents regarding the company's financial situation and business operations, as well as those of the company's units. The managers are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Directors.

- 2. Nomination, Election, Dismissal, and Removal of Members of the Board of Directors include the following key points:
  - a) Term and number of members of the Board of Directors

The number of Board members is five (5).

The term of the Board of Directors is no more than five (5) years and may be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors of a company for no more than two (2) consecutive terms. In the event that all members of the Board of Directors complete their term, they will continue as members of the Board of Directors until new members are elected to replace them and take over their duties.

b) Structure, standards, and conditions of members of the Board of Directors

The structure of the Board of Directors of a public company must ensure that at least one-third of the total number of members of the Board of Directors are non-executive members. The company limits the number of members of the Board of Directors who also hold executive positions within the company to ensure the independence of the Board. The minimum number of independent members of the Board of Directors in a listed company is one (1).

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

c) Nomination and candidacy of members of the Board of Directors

Shareholders or groups of shareholders holding from 10% to less than 20% of the voting shares have the right to nominate a maximum of 01 member; Shareholders or groups of shareholders holding from 20% to less than 30% of the voting shares have the right to nominate a maximum of 02 members; Shareholders or groups of shareholders holding from 30% to less than 40% of the voting shares have the right to nominate a maximum of 03 members; Shareholders or groups of shareholders holding

from 40% to less than 50% of the voting shares have the right to nominate a maximum of 04 members; Shareholders or groups of shareholders holding from 50% to less than 60% of the voting shares have the right to nominate a maximum of 05 members; Shareholders or groups of shareholders holding from 60% to less than 70% of the voting shares have the right to nominate a maximum of 06 members; Shareholders or groups of shareholders holding from 70% to less than 80% of the voting shares have the right to nominate a maximum of 07 members; And shareholders or groups of shareholders holding from 80% to less than 90% of the voting shares have the right to nominate a maximum of 08 members.

In the event that the number of candidates for the Board of Directors through nominations and elections is still insufficient to meet the required number according to Clause 5 of Article 115 of the Enterprise Law, the current Board of Directors may nominate additional candidates or organize nominations according to the mechanisms specified by the company in its charter, internal governance regulations, and the regulations on the operation of the Board of Directors. 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 as required by law.

Members of the Board of Directors are not necessarily required to be shareholders of the company. Therefore, self-nomination for Board membership must meet the standards and conditions set forth in Clauses 1 and 2 of Article 155 of the Enterprise Law and the Company's Charter..

#### d) Method of election of members of the Board of Directors

The vote to elect members of the Board of Directors must be conducted using the cumulative voting method. Each shareholder has a total number of votes corresponding to the number of shares they own, multiplied by the number of members to be elected to the Board of Directors. Shareholders may allocate all or part of their votes to one or several candidates. The candidates elected as members of the Board of Directors are determined by the number of votes, ranked from highest to lowest, starting with the candidate who receives the most votes until the required number of members, as specified in the Company's Charter, is reached. In the event that two (2) or more candidates receive an equal number of votes for the final position on the Board, a re-election will be conducted among the candidates with the tied vote count.

e) Cases of dismissal, removal, and addition of members of the Board of Directors

A member of the Board of Directors loses their status as a member of the Board of Directors if they are dismissed, removed, or replaced by the General Meeting of Shareholders according to the provisions of Article 160 of the Enterprise Law.

The appointment of new members of the Board of Directors must be publicly disclosed in accordance with the regulations on information disclosure in the securities market.

f) Announcement of the election, dismissal, and removal of members of the Board of Directors

The election, dismissal, and removal of members of the Board of Directors will be announced and disclosed by the company in a full and timely manner in accordance with the legal regulations on information disclosure in the securities market.

## g) Method of introducing the candidates of the BOD

If candidates have been identified in advance, information related to the Board of Directors candidates will be included in the General Meeting of Shareholders' meeting documents and disclosed at least ten (10) days before the meeting's opening date on the company's website, allowing shareholders to review the candidates before voting. The candidates of the BOD must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the personal information disclosed and must pledge to perform their duties faithfully if elected to the Board of Directors. The information about the candidates of the BOD that will be disclosed includes at least the following details:

- Full name, date of birth (day, month, year);
- Professional qualifications;
- Work experience;
- Companies where the candidate is currently holding positions as a member of the Board of Directors and other management roles;
  - Interests related to the company and its affiliated parties;
  - Other relevant information (if any);

The company is responsible for disclosing information about the companies where the candidate is currently holding positions as a member of the Board of Directors, other management roles, and any interests related to the company of the Board candidate (if applicable).

h) Election, removal, and dismissal of the Chairman of the Board of Directors

The election, removal, and dismissal of the Chairman of the Board of Directors are carried out in accordance with the provisions of Article 156 of the Enterprise Law and Article 29 of the Company's Charter.

3. Remuneration and other Benefits of Members of the Board of Directors

The remuneration and other benefits of Board of Directors are provided in accordance with the relevant legal regulations and Article 28 of the company's charter..

- 4. Order and Procedures for Organizing Board of Directors Meetings include the following key points:
  - a) Minimum number of meetings per Quarter/Year

The Board of Directors must meet at least once every quarter, corresponding to a minimum of four (4) regular meetings per year. Additionally, the Board may hold extraordinary meetings to address urgent matters or emerging issues.

b) Cases Requiring an extraordinary Meeting of the Board of Directors

The Chairman of the Board of Directors must convene an extraordinary meeting in the following cases:

- Upon a request from the Supervisory Board or an independent member of the Board of Directors:
  - Upon a request from the CEO or at least five (5) other managers;
  - Upon a request from at least two (2) members of the Board of Directors.

The request must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the authority of the Board of Directors.

The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) days from the date of receiving the request as stipulated above. If the Chairman fails to convene the meeting of the Board of Directors as requested, they will be held responsible for any damages incurred by the company. In such a case, the requesting parties have the right to convene the Board meeting in place of the Chairman of the Board of Directors.

#### c) Notice of the meeting of the Board of Directors

The Chairman of the Board of Directors or the person convening the meeting must send the meeting notice at least three (03) working days before the meeting date. The notice must clearly specify the time and venue of the meeting, the agenda, the issues to be discussed, and the decisions to be made. It must also include relevant documents for the meeting and voting ballots for members of the Board of Directors.

The notice of the Board of Directors meeting may be sent via an invitation letter, telephone, fax, electronic means, or any other method stipulated in the Company's Charter, ensuring it reaches the registered contact address of each Board member.

The Chairman of the Board of Directors or the person convening the meeting must also send the notice and accompanying documents to members of the Supervisory Board in the same manner as for members of the Board of Directors.

d) Rights of members of Supervisory Board to attend the meetings of the Board of Directors

Members of the supervisory Board have the right to attend the meetings of Board of Directors and participate in discussions but do not have voting rights.

e) Conditions for holding the meetings of the Board of Directors

A meeting of the Board of Directors is valid when at least three-fourths (3/4) of the total members are present. If the required attendance is not met, a second meeting shall be convened within seven (07) days from the originally scheduled meeting date. The second meeting is valid if more than half of members of the Board of Directors are present.

### f) Voting method

Members of the Board of Directors are considered present and eligible to vote at a meeting in the following cases:

- Attending and voting in person at the meeting;
- Authorizing another person to attend and vote on their behalf, subject to the approval of the majority of members of the Board of Directors.



- Attending and voting via an online meeting, electronic voting, or other digital platforms;
  - Submitting a voting ballot to the meeting via mail, fax, or email;
  - Sending a voting ballot through other approved means (if applicable).

In cases where voting ballots are submitted via mail, the ballot must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than 01 hour before the meeting begins. The voting ballot will only be opened in the presence of all attendees at the meeting.

g) Method of approval of resolutions of the Board of Directors

A resolution or decision of the Board of Directors is passed if it receives approval from the majority of attending members. In the event of a tie, the final decision will be determined by the opinions of the Chairman of the Board of Directors.

h) Authorization for another person to attend the meeting on behalf of a member of the Board of Directors

Members of the Board of Directors are required to attend all meetings of the Board of Directors. However, a member may authorize another individual to attend and vote on their behalf, provided that the majority of members of the Board of Directors approve the delegation.

i) Preparing minutes of the meeting of the Board of Directors

The minutes of the meeting of the Board of Directors must be recorded in accordance with Article 158 of the Enterprise Law.

The minutes of the meeting of the Board of Directors ust be complete, truthful, and accurately reflect the nature and proceedings of the meeting. The Board Secretary is responsible for attending and taking minutes. The minutes must be signed by all attending members of the BOD.

j) In the event that the Chairman or the minute taker refuses to sign the minutes

If the Chairman or the minute taker refuses to sign the minutes, but all other attending members of the BOD sign the document and the minutes contain all required content under Clause 1, Article 158 of the Enterprise Law, the minutes remain legally valid.

k) Notice of resolutions and decisions of the Board of Directors

Resolutions and decisions of the Board of Directors must be communicated to relevant entities and individuals for timely and full implementation. Additionally, disclosures must be made for matters required under the Securities Law, if applicable.

5. Subcommittees of the Board of Directors

At present, the Board of Directors has not established any subcommittees.

During its operations, the Board may establish specialized subcommittees responsible for areas such as development policies, human resources, compensation, internal audit, and risk management. Each subcommittee must have at least three (03) members, including members of the BOD and external participants. The majority of subcommittee members should be non-executive members of the BOD, with one of



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them appointed as the Subcommittee Chair by the Board of Directors. Subcommittee operations must comply with the Board's regulations. A subcommittee resolution is only effective if approved by the majority of members attending and voting at the committee meeting.

Decisions made by the Board of Directors, its subcommittees, or subcommittee members must align with applicable legal regulations, the Company's Charter, and internal corporate governance policies.

- 6. Selection, Appointment, and Dismissal of the Corporate Governance Officer include the following key contents:
  - a) Standards for corporate governance officers

Being a Vietnamese citizen with professional qualifications and experience in business administration or the company's industry, as well as having a thorough understanding of the Enterprise Law, the Securities Law, and relevant legal regulations.

The corporate governance officer must not simultaneously work for an approved auditing organization that is conducting audits of the company's financial statement.

b) Appointment of the corporate governance officer

The Board of Directors of the company must appoint at least one corporate governance officer to support corporate governance activities within the enterprise. The corporate governance officer may concurrently serve as the company secretary in accordance with Clause 5, Article 156 of the Enterprise Law.

c) Cases for dismissal of the Corporate Governance Officer

The corporate governance officer can be dismissed by a decision from the company's Board of Directors.

d) Notice of appointment and dismissal of the corporate governance officer

The appointment and dismissal of the corporate governance officer must be fully and promptly notified and disclosed by the company in accordance with the legal regulations on information disclosure in the securities market. This includes ensuring that the information is made available to relevant parties, such as shareholders, regulatory authorities, and the public, in compliance with the securities market's transparency and disclosure requirements.

e) Rights and Obligations of the corporate governance officer

The rights and obligations of the corporate governance officer are outlined in Clause 3, Article 32 of the Company's Charter.

# Article 4. The Supervisory Board

1. Roles, Rights, and Obligations of the Supervisory Board, and Responsibilities of Members of Supervisory Board

The roles, rights, obligations, and responsibilities of the Supervisory Board and its members are regulated by Articles 168, 170, 171, 173 of the Enterprise Law and Article 39 of the Company's Charter.

- 2. Term, Number, Composition, and Structure of Members of the Supervisory Board include the following main contents:
- a) Term, number, composition, and structure of members of the Supervisory Board

The number of members of the Supervisory Board of the company is three (03) people. The term of a SB member is no more than five (05) years and can be re-elected with an unlimited number of terms.

In the event that members of the Supervisory Board have their terms end at the same time, and the new Supervisory Board has not been elected yet, the members whose terms have ended will continue to perform their rights and obligations until the new members are elected and take up their duties.

b) Standards and conditions for members of the Supervisory Board

Members of the Supervisory Board must meet the standards and conditions as specified in Article 169 of the Enterprise Law and must not fall under the following circumstances:

- Working in the accounting or finance department of the company;
- Being a member or employee of an independent auditing firm that has conducted audits of the Company's financial statements for the last three (03) consecutive years.
  - c) Nomination and Candidacy for Members of the Supervisory Board

Shareholders or groups of shareholders holding from 10% to less than 20% of the voting shares have the right to nominate a maximum of 01 member; Shareholders or groups of shareholders holding from 20% to less than 30% of the voting shares have the right to nominate a maximum of 02 members; Shareholders or groups of shareholders holding from 30% to less than 40% of the voting shares have the right to nominate a maximum of 03 members; Shareholders or groups of shareholders holding from 40% to less than 50% of the voting shares have the right to nominate a maximum of 04 members; Shareholders or groups of shareholders holding from 50% to less than 60% of the voting shares have the right to nominate a maximum of 05 members; Shareholders or groups of shareholders holding from 60% to less than 70% of the voting shares have the right to nominate a maximum of 06 members; Shareholders or groups of shareholders holding from 70% to less than 80% of the voting shares have the right to nominate a maximum of 07 members; And shareholders or groups of shareholders holding from 80% to less than 90% of the voting shares have the right to nominate a maximum of 08 members.

If the number of candidates for the Supervisory Board through nominations and candidacies is insufficient, the current Supervisory Board may nominate additional candidates or organize a nomination process according to the mechanisms specified in the Company's Charter, internal governance regulations, and the Supervisory Board's operational rules. The introduction of additional candidates by the current Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board, in accordance with the law.

d) Method of election of members of the Supervisory Board.

The election of members of the Supervisory Board must be conducted through a cumulative voting method. Each shareholder has a total number of votes corresponding to the total number of shares they own, multiplied by the number of members to be elected to the Supervisory Board. Shareholders have the right to allocate all or part of their votes to one or several candidates. The members elected to the Supervisory Board are determined based on the number of votes received, ranked from highest to lowest, starting with the candidate who received the most votes, until the required number of members is met as specified in the company's charter. In case two (02) or more candidates receive the same number of votes for the last position on the Supervisory Board, a re-election will be held among those candidates who received the same number of votes.

e) Cases of dismissal or removal of members of the Supervisory Board

A member of the Supervisory Board may be dismissed in the following cases:

- No longer meeting the standards and conditions required for a member of the Supervisory Board as specified in Clause 2 of this Article;
  - Submitting a resignation letter that is approved;
  - Other cases as provided by law or the Company's Charter.

A member of the Supervisory Board may be removed in the following cases:

- Failing to complete assigned tasks or responsibilities;
- Not fulfilling their rights and obligations for six (06) consecutive months, except in cases of force majeure;
- Committing serious violations or repeatedly violating the duties of a Supervisory Board member as stipulated by the Enterprise Law and the Company's Charter:
  - As decided by the General Shareholders' Meeting;
  - Other cases as provided by law or the Company's Charter.
- f) Notice of election, dismissal, and removal of members of the Supervisory Board

The election, dismissal, and removal of members of the Supervisory Board will be notified and disclosed by the company in full and in a timely manner in accordance with the legal regulations on information disclosure in the securities market.

g) Salary and other benefits of members of the Supervisory Board

The remuneration and other benefits of members of the Supervisory Board are carried out in accordance with relevant legal regulations and Article 41 of the Company's Charter.

#### **Article 5. The CEO**

1. Role, responsibilities, rights, and obligations of the CEO

The CEO is responsible for managing the daily business operations of the company that do not fall under the authority of the Board of Directors. The CEO is supervised by the Board of Directors and is accountable to the Board and to the law for the execution of the assigned rights and duties.

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The CEO has the following rights and responsibilities:

- Deciding on matters related to the company's daily business operations that do not fall under the authority of the Board of Directors;
  - Implementing resolutions and decisions of the Board of Directors;
- Organizing and executing the company's business plans and investment strategies;
- Proposing organizational structure plans and internal management regulations of the company;
- Appointing, dismissing, and removing management positions within the company, except for those under the authority of the Board of Directors;
- Determining salaries and other benefits for employees, including managers under the CEO's appointment authority;
  - Recruiting employees;
  - Proposing plans for dividend distribution or handling business losses;
- Exercising other rights and fulfill obligations as prescribed by law and the Company's Charter.
  - 2. Appointment, Dismissal, Contract Signing, and Termination for the CEO
  - a) Term, standards, and conditions of the CEO

The CEO's term shall not exceed five (05) years and may be reappointed an unlimited number of times. The appointment may become invalid based on the terms of the employment contract..

The CEO must not be a person prohibited by law from holding this position and must meet the qualifications and conditions stipulated by law and the Company's Charter.

b) Nomination, election, dismissal, and removal of the CEO

The nomination, election, dismissal, and removal of the CEO are decided by the Board of Directors..

c) Appointment and employment contract with the CEO

The Board of Directors may appoint one of its members or hire another individual as the CEO.

The employment contract with the CEO shall be executed in accordance with the Labor Law and relevant legal regulations..

d) Dismissal and termination of the CEO's employment contract

The Board of Directors may dismiss or terminate the CEO's employment contract if the majority of attending voting members of the Board approve. A new CEO shall be appointed as a replacement.

e) Notice of Appointment, Dismissal, Contract Signing, and Termination of the CEO

The company shall fully and promptly announce and disclose information regarding the appointment, dismissal, contract signing, and termination of the CEO in accordance with legal regulations on information disclosure in the securities market.

f) Salary and other benefits of the CEO

The CEO's salary and other benefits shall be determined in accordance with legal regulations, the Company's Charter, the specific provisions of the employment contract, and the company's internal policies.

#### **Article 6. Other Activities**

- 1. Phối hợp hoạt động giữa Hội đồng quản trị, Ban kiểm soát và Tổng Giám đốc, includes the following key contents:
- a) Procedures and order for convening meetings, sending meeting invitations, recording minutes, and announcing meeting results between the Board of Directors, the Supervisory Board, and the CEO

The procedures and order for convening meetings, sending meeting invitations, recording minutes, and announcing meeting results between the Board of Directors, the Supervisory Board, and the CEO shall be carried out in accordance with the procedures and order for convening meetings, sending meeting invitations, recording minutes, and announcing meeting results of the Board of Directors.

b) Notice of resolutions and decisions of the Board of Directors to the Supervisory Board.

Resolutions and decisions issued by the Board of Directors shall be simultaneously sent to the members of the Board of Directors, members of the Supervisory Board, the CEO, and relevant organizations and individuals for awareness and timely implementation.

c) Notifice of resolutions and decisions of the Board of Directors to the CEO

Resolutions and decisions issued by the Board of Directors shall be simultaneously sent to the members of the Board of Directors, members of the Supervisory Board, the CEO, and relevant organizations and individuals for awareness and timely implementation.

d) Cases where the CEO and the Supervisory Board request to convene a meeting of Board of Directors and issues requiring the BOD's opinions

The CEO may request to convene a meeting of the Board of Directors to seek decisions on matters beyond the CEO's authority.

The Supervisory Board may request to convene a meeting of the Board of Directors when it identifies issues affecting the legitimate rights and interests of the company and its shareholders.

Within seven (07) days from the date of receiving the written request as specified above, the Chairman of the Board of Directors must organize an extraordinary meeting of the Board of Directors. If the Chairman fails to convene the meeting as requested, they shall be held responsible for any resulting damages to the company. In such a case, the requesting parties have the right to convene the Board of Directors meeting in place of the Chairman.

e) Report of the CEO to the Board of Directors on the Implementation of Assigned Duties and Authorities

The CEO must submit written reports to the Board of Directors on a quarterly, semi-annual, and annual basis. These reports shall cover the implementation of the Board of Directors' resolutions, the company's business performance, and the operational directions for the upcoming period.

f) Review of the implementation of resolutions and other delegated matters of the Board of Directors by the CEO

The Board of Directors evaluates and reviews the implementation of its resolutions and other delegated matters by the CEO during the meetings of the BOD.

g) Matters the CEO must report, provide information on, and how to notify the Board of Directors and the Supervisory Board

The CEO must report to the Board of Directors on matters related to the implementation of the Board's resolutions and other delegated issues, provide updates on the company's business operations, and report on issues that require the BOD's guidance and direction..

If risks that may affect the company's reputation and operations are identified, the CEO must report to the Supervisory Board. The CEO shall ensure that the Head of the Supervisory Board and its members have the necessary access to information and reports as quickly as possible, in accordance with the Supervisory Board's requests.

h) The coordination of control, management, and supervision activities between the members of the Board of Directors, the members of the Supervisory Board, and the CEO according to the specific tasks of the members mentioned above.

The Board of Directors, the Supervisory Board, and the CEO cooperate in their working relationship according to the following principles:

- Always acting in the best interest of the Company;
- Strictly adhering to the relevant legal regulations, the Company's Charter, and internal regulations;
- Implementing the principles of centralization, democracy, openness, and transparency;
- Cooperating with the highest sense of responsibility, honesty, collaboration, and proactively working together to resolve any obstacles or difficulties.

Responsibilities of the Board of Directors in coordinating with the Supervisory Board:

- Meeting invitations and accompanying documents must be sent to the members of the Supervisory Board at the same time as they are sent to the members of the Board of Directors;
- Resolutions of the Board of Directors must be sent to the Supervisory Board (simultaneously with the CEO) within the time frame stipulated in this Regulation and the Company's Charter.

- When the Supervisory Board proposes the selection of an independent auditor, the Board of Directors must provide feedback in accordance with the provisions of this Regulation and the Company's Charter;
- Other matters that require the opinions of the Supervisory Board must be sent within the stipulated time frame, and the Supervisory Board is responsible for providing feedback in accordance with the provisions of this Regulation and the Company's Charter.

Responsibilities of the Supervisory Board in coordinating with the Board of Directors:

- Regularly informing the Board of Directors about the results of activities, consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
- In the meetings of the Supervisory Board, the Supervisory Board has the right to request that members of the Board of Directors (at the same time requesting the CEO, internal auditors (if any), and independent auditors) attend and answer questions on issues that the members of the Supervisory Board are concerned with.
- Periodic or extraordinary inspections conducted by the Supervisory Board must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the Board of Directors to provide additional grounds for assisting the Board in managing the Company. Depending on the level and results of the inspection, the Supervisory Board must discuss and reach an agreement with the Board of Directors and the CEO before reporting to the General Meeting of Shareholders. In case of disagreement, the Board of Directors may authorize the reservation of opinions in the minutes, and the Head of the Supervisory Board is responsible for reporting to the next General Meeting of Shareholders;
- If the Supervisory Board discovers legal violations or breaches of the Company's Charter by any member of the Board of Directors, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, require the person involved to cease the violation and take corrective measures. At the same time, the Supervisory Board must report to the General Meeting of Shareholders and disclose information in accordance with the current legal regulations;
- For recommendations related to the Company's operations and finances, the Supervisory Board must send relevant documents and materials at least fifteen (15) working days before the expected date for receiving feedback.
- For other matters that require the opinion of the Board of Directors, they must be sent at least seven (07) working days in advance, and the Board of Directors will provide feedback within seven (07) working days.

Coordination of Activities Between the Board of Directors and the CEO:

- Regarding the organization of the annual General Meeting of Shareholders, the Board of Directors must inform the CEO about the coordination and use of resources within a reasonable time frame as specified in the Company's Charter.
- In urgent cases, the Board of Directors has the right to request the CEO or other executives within the company to provide information about the company's

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operations. The Board of Directors must not use any confidential information that has not been authorized for disclosure or share it with others for related transactions.

- Matters within the approval authority of the Board of Directors as specified by law and the Company's Charter, proposed by the CEO, must be responded to by the Board of Directors within the time frame set by the Company's Charter.
- The Board of Directors decides on rewards or disciplinary actions regarding the completion or non-completion of resolutions and other delegated matters of the Board of Directors by the CEO.

Coordination Between the Supervisory Board and the CEO:

- The Supervisory Board has the right to attend and participate in discussions at meetings of the CEO and other meetings within the company. During these meetings, the CEO must consider and record the suggestions, proposals, and recommendations of the Supervisory Board.
- The CEO must create conditions for the Supervisory Board to effectively carry out regular and extraordinary inspection and control activities.
- Upon receiving inspection minutes or reports summarizing the Supervisory Board's inspections, the CEO must review them and formulate a plan to strengthen, correct, and take necessary actions regarding the units and individuals involved, as well as address violations identified during the inspections in accordance with the company's regulations.
- 2. Working Relationship between the Board of Directors, the CEO, Other Executives, and Relevant Departments of the Company:

The Board of Directors and its members do not directly intervene in the daily operations and tasks that fall under the authority of the CEO and other executives, unless deemed necessary.

The Board of Directors creates conditions for the CEO by providing mechanisms, policies, human resources, facilities, equipment, and establishing internal legal frameworks to help the management team complete their assigned tasks.

The Board of Directors may attend monthly progress meetings or other meetings of the CEO.

When necessary, the Board of Directors can utilize functional departments or specialists within the company to assist with its work.

The Board of Directors assigns the Chairman of the Board to direct and regularly monitor the CEO's management activities. The CEO reports in accordance with the regulations set by the Board of Directors.

Regarding the content and issues presented by the Board of Directors for the General Meeting of Shareholders to decide: The Board of Directors has the right to request that its members, the CEO, and the company's specialized departments prepare the necessary materials for the Chairman of the Board to present to the General Meeting of Shareholders on behalf of the Board for consideration and decision. The aforementioned materials must be sent to the Board of Directors at least 15 (fifteen) days before the General Meeting of Shareholders.

Regarding Content and Issues Within the Board of Directors' Authority: The CEO is responsible for preparing a proposal to submit to the Chairman of the Board of Directors for consideration and decision on the issues to be presented to the Board. The proposal must be accompanied by relevant documents and materials and must be sent to the Board of Directors no later than 05 (five) working days before the Board meeting. During the process of reviewing the issues presented by the CEO, the Board of Directors has the right to request the CEO to provide additional relevant documents and clarify any matters before the BOD makes a decision.

All documents presented by the CEO and sent to the Board of Directors must be official, signed, stamped, and clearly state the advisory opinions and proposals to provide the Board with a basis for examination and resolution.

Regarding content and issues within the CEO's Authority: The CEO is authorized to directly decide on matters within their authority as specified in the Company's Charter and this Regulation. After making a decision, the CEO is responsible for reporting it to the Board of Directors.

If the CEO makes a decision or signs any document that violates the law, the Company's Charter, or other internal regulations, and negatively impacts the company's interests, the Chairman of the Board of Directors has the right to request that the CEO cancel the document. If the CEO does not comply, the Chairman of the Board has the authority to issue a suspension order regarding the CEO's decision and notify all members of the Board of Directors and the Supervisory Board.

If the CEO engages in illegal actions that cause harm to the Company, the Chairman of the Board of Directors must initiate the necessary legal procedures to address the violation and demand compensation for the damage.

The Chairman of the Board of Directors and the CEO must communicate regularly, at least once per month.

The CEO has the right to request the Chairman of the Board to convene an extraordinary meeting of the Board of Directors to consider and decide on issues arising in the management process that exceed the CEO's authority.

The CEO is responsible for organizing the implementation of the resolutions and decisions of the Board of Directors.

The CEO has the right to refuse to implement and propose adjustments to decisions that are unlawful or in violation of the Company's Charter. If the Board of Directors does not respond in writing within seven (07) days, the CEO may, depending on the timing and nature of the specific issue, request the Chairman of the Board to convene an extraordinary General Meeting of Shareholders to address the matter or report to the parent company for resolution.

Delegation of Authority Between the Board of Directors and the CEO: For matters within the authority of the Board of Directors, the Board may delegate the decision-making power to the CEO in writing for specific cases:

- In the field of managing the Company's operations:
- + The Board of Directors: decides on the company's strategic direction, medium-term development plans, and annual business plans, supervises and directs the CEO and other managers in handling the company's daily business operations, and

decides on solutions to address significant changes in the company's production, business plans, and/or investment strategies.

- + The CEO: is responsible for organizing the research and development of business plans and other plans within their authority and presenting them to the Board of Directors and the General Meeting of Shareholders for approval. The CEO organizes the implementation of the resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the business and investment plans of the company that have been approved by the Board of Directors and the General Meeting of Shareholders. The CEO decides on matters related to the daily business operations of the Company without needing the approval of the Board of Directors. The CEO also proposes measures to improve the operations and management of the company.
  - In the field of capital mobilization:
- + The Board of Directors: approves borrowing from banks and/or financial institutions or individuals to support the Company's business operations and investments, in accordance with the authority stipulated by law.
- + The CEO: proposes borrowing from banks and/or financial institutions or individuals to support the company's business operations and investments.
  - In the field of investment:
- + The board of Directors: decides on investments or sales of assets valued at up to 35% (thirty-five percent) of the total asset value as stated in the company's most recent audited financial statement, decides on investment plans and projects within the authority and limits set by law and the parent company, and decides on the development and use of the brand, as well as market development, marketing, and technology solutions.
- + The CEO: decides on investments or sales of assets after receiving the direction or authorization from the Chairman of the Board of Directors (for investment and asset sale matters within the authority of the Board), proposes and presents investment plans and projects within the authority and limits set by law, and proposes and presents the development and use of the brand, as well as market development, marketing, and technology solutions.
  - In the field of contract approval:
- + The Board of Directors: decides on business, commercial, construction contracts, and other contracts valued from 10% (ten percent) to under 35% (thirty-five percent) of the total asset value as stated in the company's most recent financial report, or contracts valued at or greater than 50% of the company's charter capital, or contracts valued at more than 5 billion VND.
- + The CEO: decides on business, commercial, bidding, construction, procurement, and other contracts valued at less than 5 billion VND, or contracts with other values after receiving the direction or authorization from the Board of Directors.
  - In the field of organization human resources:
- + The Board of Directors: elects, dismisses, and removes the Chairman of the Board of Directors; appoints, dismisses, signs contracts, and terminates contracts with the CEO, Deputy CEO, and Chief Accountant, decides on the salaries and other

benefits of these managers, appoints representatives to participate in the Members' Council, Board of Directors, or General Meeting of Shareholders in other companies, and decides on the remuneration and other benefits of these individuals, approves the promotion and appointment of management personnel in subsidiaries, decides on the organizational structure, internal management regulations of the Company, establishment of subsidiaries, branches, representative offices, and the investment, purchasing shares in other companies, proposes the remuneration for Board members, and decides on the salary of the Company's CEO.

- + The CEO: proposes the number and types of management personnel that the company needs to recruit for the Board of Directors to appoint or dismiss in order to ensure effective management based on the Board's proposal, suggests the organizational structure plan and internal management regulations of the company, decides on salaries and other benefits for employees within the Company, and carries out employee recruitment based on the staffing plan approved by the Board of Directors.
- 3. Regulations on Annual Evaluation for Reward and Discipline Activities for Members of the Board of Directors, Members of the Supervisory Board, the CEO, and other Business Executives

Based on the results of the work and assigned tasks, the Board of Directors holds an annual meeting to evaluate the members of the Board of Directors, the CEO, and the Executive Board according to four levels: excellent performance, good performance, completed tasks, and failure to complete tasks. These evaluations serve as the basis for considering rewards for the members of the Board of Directors, the CEO, and the members of the Executive Board.

When violations occur or the policies and resolutions of the Board of Directors are not properly implemented, depending on the severity of the violation, the Board of Directors will consider the level of discipline for the members of the Board of Directors, the CEO, and the members of the Executive Board.

The Head of the Supervisory Board organizes the evaluation of the task completion level of each member of the Supervisory Board.

#### **Article 7. Effective Date**

The operational regulations of the Board of Directors of Southern Educational Book and Equipment Joint Stock Company consist of 07 articles and shall take effect from April 24<sup>nd</sup>, 2025./.

#### Recipients:

- Company Website.
- BOD, SB.
- CEO Chief Accountant.
- Archive: Administration Department

ON BEHALF OF THE BOARD OF DIRECTORS

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ANgoyen Thanh Anh

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