

**INTERNAL CORPORATE GOVERNANCE REGULATIONS  
TRUONG PHU JOINT STOCK COMPANY**



**CHAPTER I  
GENERAL PROVISIONS**

**Article 1. Scope of Regulation and Applicability**

**1.1 Scope of Regulation**

These Regulations prescribe and provide guidance on matters relating to corporate governance, including the following principal contents:

- a) Roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, the General Director, and the Supervisory Board;
- b) Procedures for convening and conducting meetings of the General Meeting of Shareholders and the Board of Directors;
- c) Nomination, self-nomination, election, dismissal, and removal of members of the Board of Directors, members of the Supervisory Board, and the General Director;
- d) Other matters as stipulated in the Company Charter and applicable laws and regulations.

**1.2 Applicability**

These Regulations shall apply to members of the Board of Directors, members of the Supervisory Board, the General Director, and other relevant persons.

**Article 2. Definitions**

For the purposes of these Regulations, the following terms shall have the meanings set forth below:

1. “Corporate Governance” means a system of principles designed to:

- a) Ensure an appropriate governance structure;
- b) Ensure the effective operation of the Board of Directors and the Supervisory Board;
- c) Protect the legitimate rights and interests of shareholders and related parties;
- d) Ensure equitable treatment of shareholders;
- e) Ensure transparency and disclosure in all Company activities.

2. “Major Shareholder” means a shareholder as defined in Clause 18, Article 4 of the 2019 Law on Securities.

3. “Corporate Manager” means the Chairman of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors, Chief Accountant, and other positions designated by the Board of Directors.

4. “Executive Officer” means the General Director, Deputy General Directors, and Chief Accountant.

5. “Non-Executive Director” means a member of the Board of Directors who does not concurrently hold an executive position in accordance with the Company Charter and these Regulations.

6. “Corporate Governance Officer” means a person appointed by the Board of Directors to support corporate governance activities and perform duties and powers prescribed under these Regulations.

7. “Related Person” means an individual or organization as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities.

## **CHAPTER II GENERAL MEETING OF SHAREHOLDERS**

### **Article 3. Roles, Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders (“GMS”) consists of all shareholders with voting rights and is the highest decision-making body of the Company.

The GMS shall convene an Annual General Meeting once each fiscal year and may also convene Extraordinary General Meetings as required.

2. The GMS shall have the following rights and obligations:

- a) Approve the Company's development strategy and orientation;
- b) Decide on classes of shares and the total number of shares of each class authorized for issuance; determine annual dividend rates for each class of shares;
- c) Elect, dismiss, and remove members of the Board of Directors and Supervisors;
- d) Approve investments or disposals of assets having a value equal to or exceeding 35% of the total asset value recorded in the most recent audited financial statements of the Company;
- d) Approve amendments and supplements to the Company Charter;
- f) Approve annual audited financial statements;
- g) Decide on the repurchase of more than 10% of the total issued shares of each class;
- h) Review and address violations committed by members of the Board of Directors or Supervisors that cause damage to the Company and its shareholders;
- i) Decide on the reorganization or dissolution of the Company;
- j) Determine the budget and total remuneration, bonuses, and other benefits payable to the Board of Directors and the Supervisory Board;
- k) Approve the Internal Corporate Governance Regulations and the Operational Regulations of the Board of Directors and the Supervisory Board;
- l) Approve the list of independent auditing firms; appoint or dismiss independent auditors when deemed necessary;
- m) Approve the Company's annual business plan;
- n) Approve reports of the Board of Directors on corporate governance and the performance of the Board of Directors and its individual members;
- o) Approve reports of the Supervisory Board on the Company's business

- o) Approve reports of the Supervisory Board on the Company's business performance and on the performance of the Board of Directors and General Director;
- p) Approve self-assessment reports of the Supervisory Board and Supervisors;
- q) Exercise other rights and obligations prescribed by law and the Company Charter.

#### **Article 4. Procedures for General Meeting of Shareholders to Adopt Resolutions by Voting at the Meeting**

##### **1. Authority to Convene the General Meeting of Shareholders**

1.1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders ("GMS"). The annual GMS must be held within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the time for holding the annual GMS where necessary, but such extension shall not exceed six (06) months from the end of the fiscal year. The Board of Directors shall convene an extraordinary GMS in the following circumstances:

- a. Where the Board of Directors deems it necessary for the interests of the Company;
- b. Where the number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number required by law;
- c. Upon request of a shareholder or a group of shareholders as prescribed in the Company's Charter;
- d. Upon request of the Board of Supervisors;
- e. Other cases as prescribed by law and this Charter.

1.2. The Board of Directors must convene a GMS within thirty (30) days from the occurrence of the event specified in Clause 1.1(b) of this Article or from receipt of a request for convening a meeting under Clauses 1.1(c) and 1.1(d) of this Article. If the Board of Directors fails to convene the GMS as required, the Chairman and members of the Board of Directors shall be liable for compensating any losses incurred by the Company.

1.3. If the Board of Directors fails to convene the GMS in accordance with Clause 1.2 of this Article, the Board of Supervisors shall, within the following thirty (30) days, convene the GMS in substitution for the Board of Directors in accordance with the Law on Enterprises. If the Board of Supervisors fails to convene the GMS as required, it shall be liable for compensating any losses incurred by the Company.

1.4. If the Board of Supervisors fails to convene the GMS in accordance with Clause 1.3 of this Article, a shareholder or group of shareholders as prescribed in the Company's Charter shall have the right to represent the Company in convening the GMS.

##### **2. Preparation of the List of Shareholders Entitled to Attend the Meeting**

2.1. The procedures for determining the record date and preparing the list of

shareholders shall comply with securities laws. The list of shareholders entitled to attend the GMS shall be prepared no more than ten (10) days before the date on which the meeting invitation is sent.

2.2. The list of shareholders entitled to attend the GMS must include:

Full name, contact address, and legal identification number for individual shareholders;

Name, enterprise registration number or legal entity identification number, and head office address for organizational shareholders; and

Number of shares of each class held by each shareholder.

### **3. Notice of the Record Date for Determining Shareholders Entitled to Attend the GMS**

3.1. The Company must announce the record date for determining shareholders entitled to attend the GMS and disclose information regarding the preparation of the list of eligible shareholders at least twenty (20) days prior to the record date.

3.2. Shareholders shall have the right to inspect, review, extract, and copy the names and contact addresses of shareholders listed as entitled to attend the GMS, and to request correction of inaccurate information or supplementation of necessary information relating to themselves. The Company's managers shall promptly provide information and correct or supplement inaccurate information upon shareholders' requests and shall be liable for any losses arising from failure to provide, or delayed or inaccurate provision of, shareholder information as requested.

### **4. Notice of Convocation of the General Meeting of Shareholders**

4.1. The person convening the GMS shall send meeting notices to all shareholders included in the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date on which the notice is validly sent or dispatched). The meeting notice shall be sent to all shareholders by a method ensuring delivery to the shareholders' registered contact addresses and shall simultaneously be published on the Company's website and disclosed to the State Securities Commission and the Stock Exchange where the Company's securities are registered for trading or listed.

4.2. The meeting agenda and documents relating to matters to be voted on at the GMS shall be sent to shareholders and/or posted on the Company's website. Where meeting documents are not enclosed with the meeting notice, the notice must clearly specify the link to access all meeting documents, including:

a. The meeting agenda, documents to be used at the meeting, and draft resolutions for each agenda item;

b. The list and detailed information of candidates in the event of election of members of the Board of Directors or the Board of Supervisors.

### **5. Agenda and Contents of the General Meeting of Shareholders**

5.1. The person convening the GMS shall prepare the meeting agenda and

contents.

5.2. A shareholder or group of shareholders as prescribed in the Company's Charter shall have the right to propose matters for inclusion in the GMS agenda. Such proposal must be made in writing and submitted to the Company no later than three (03) working days before the opening date of the meeting. The proposal must include: Full name, permanent address, nationality, and Citizen Identification Card number or other lawful personal identification document for individual shareholders; Name, enterprise registration number or establishment decision number, and head office address for organizational shareholders; Number and class of shares held; and The proposed matter to be included in the meeting agenda.

5.3. If the person convening the GMS rejects a proposal referred to in Clause 5.2 of this Article, he/she must provide a written response stating the reasons no later than two (02) working days before the opening date of the meeting. A proposal may only be rejected in one of the following circumstances:

- a. The proposal is not submitted in accordance with Clause 5.2 of this Article;
- b. At the time of the proposal, the shareholder or shareholder group does not hold at least five percent (5%) of the ordinary shares as required by the Charter;
- c. The proposed matter does not fall within the authority of the GMS.

5.4. The person convening the GMS must accept and include proposals specified in Clause 5.2 of this Article in the proposed agenda and meeting contents, except in the cases specified in Clause 5.3. Such proposals shall be officially added to the agenda and meeting contents upon approval by the GMS.

## **6. Authorization of Representatives to Attend the General Meeting of Shareholders**

6.1. A shareholder or an authorized representative of an organizational shareholder may attend the meeting in person, authorize in writing one or more individuals or organizations to attend on his/her/its behalf, or participate through any method permitted under the Company's Charter.

6.2. Any authorization of an individual or organization to attend the GMS must be made in writing. The power of attorney shall be prepared in accordance with the Company's regulations and applicable civil laws and must specify: The name of the authorized individual or organization; The number of shares represented; The scope and contents of authorization; The term of authorization; and The signatures of both the principal and the authorized representative. The authorized representative must present the power of attorney upon registration for attendance before entering the meeting venue.

## **7. Registration for Attendance at the General Meeting of Shareholders**

7.1. Shareholders may register for attendance in the manner specified in the meeting notice, including one of the following methods: Direct registration; Registration by mail; Registration by email; or Other methods notified by the

Company prior to the deadline stated in the meeting notice.

7.2. The Board of Directors shall determine the specific registration procedures in a manner most convenient for shareholders and shall notify shareholders thereof when issuing the meeting notice.

### **8. Quorum**

8.1. A GMS shall proceed when shareholders attending the meeting represent more than fifty percent (50%) of the total voting shares.

8.2. If the first meeting does not satisfy the quorum requirement under Clause 8.1 of this Article, notice of the second meeting must be sent within thirty (30) days from the scheduled date of the first meeting. The second meeting shall proceed when attending shareholders represent at least thirty-three percent (33%) of the total voting shares.

8.3. If the second meeting does not satisfy the quorum requirement under Clause 8.2 of this Article, notice of the third meeting must be sent within twenty (20) days from the scheduled date of the second meeting. The third meeting shall proceed regardless of the number of voting shares represented by attending shareholders.

8.4. Upon proposal of the Chairperson, the GMS may amend the agenda attached to the meeting notice.

### **9. Method of Adopting Resolutions of the General Meeting of Shareholders**

The General Meeting of Shareholders shall adopt resolutions falling within its authority through direct voting at the meeting.

### **10. Voting Procedures**

10.1. Upon registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card stating the registration number, shareholder's name, and number of votes held by such shareholder. Voting at the meeting shall be conducted on the basis of: Approval; Disapproval; or Abstention (no opinion).

10.2. The GMS shall discuss and vote separately on each item of the meeting agenda. Voting may be conducted by raising voting cards or depositing ballots into ballot boxes, depending on the matter being voted upon. The detailed voting procedures shall be specified in and approved under the Rules of Procedure of the Meeting.

10.3. Shareholders or authorized representatives arriving after the opening of the meeting may still register and participate in voting immediately upon registration. In such case, the validity of matters voted upon prior to their arrival shall remain unaffected.

10.4. The election of members of the Board of Directors and the Board of Supervisors shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of positions to be elected to the Board of Directors or the Board of

Supervisors. A shareholder may allocate all or part of his/her total votes to one or more candidates.

### **11. Vote Counting and Announcement of Voting Results**

Ballots and voting cards shall be counted in the following order for each matter submitted for voting: votes in favor, votes against, and abstentions (no opinion).

The announcement of vote-counting results shall be carried out in accordance with the Working Regulations of the General Meeting.

### **12. Conditions for Adoption of Resolutions**

**12.1.** Resolutions on the following matters shall be adopted if approved by shareholders representing **65% or more of the total voting rights** of all shareholders attending the meeting:

- a. Classes of shares and the total number of shares of each class;
- b. Changes to business lines, trades and business sectors;
- c. Changes to the Company's management and organizational structure;
- d. Investment projects or the sale of assets having a value equal to or greater than **35% of the total assets** recorded in the Company's most recent financial statements;

e. Reorganization or dissolution of the Company.

**12.2.** Other resolutions shall be adopted if approved by shareholders holding **more than 50% of the total voting rights** of all shareholders attending the meeting, except for the matters specified in Clause 12.1 of this Article.

**12.3.** Resolutions of the General Meeting of Shareholders approved by **100% of the total voting shares** shall be lawful and effective even if the procedures for convening the meeting and adopting such resolutions do not comply with the provisions of the Law on Enterprises and the Company's Charter.

**12.4.** In the election of members of the Board of Directors and members of the Supervisory Board, elected candidates shall be determined based on the number of votes received, ranked from highest to lowest, starting with the candidate receiving the highest number of votes until all positions prescribed in the Company's Charter are filled. Where two (02) or more candidates receive an equal number of votes for the final seat on the Board of Directors or the Supervisory Board, a re-election shall be conducted among those candidates receiving the same number of votes, or the selection shall be made in accordance with the criteria set out in the Election Regulations.

### **13. Procedures for Objecting to Resolutions of the General Meeting of Shareholders**

**13.1.** Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the vote-counting record of a written shareholders' resolution, a shareholder or group of shareholders specified in the Company's Charter shall have the right to request a Court or Arbitration Tribunal to review and invalidate

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

a. The procedures for convening the meeting, collecting shareholders' written opinions, or adopting resolutions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except in cases otherwise provided for in the Company's Charter;

b. The contents of the resolution violate the law or the Company's Charter.

**13.2.** Where a shareholder or group of shareholders requests a Court or Arbitration Tribunal to invalidate a resolution of the General Meeting of Shareholders in accordance with this Article, such resolution shall remain valid and enforceable until the decision of the Court or Arbitration Tribunal invalidating the resolution becomes legally effective, except where interim emergency measures are applied pursuant to a decision of a competent authority.

#### **14. Minutes of the General Meeting of Shareholders**

14.1. The General Meeting of Shareholders shall be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in English. The minutes shall include the following principal contents:

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

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

c) Agenda and contents of the meeting;

d) Full name of the Chairperson and the Secretary;

e) Summary of the proceedings of the meeting and opinions expressed at the General Meeting of Shareholders on each agenda item;

f) Number of shareholders and total voting rights of shareholders attending the meeting; representatives of shareholders attending the meeting together with the corresponding number of shares and voting rights;

g) Total number of votes cast for each matter submitted for voting, specifying the voting method, total number of valid votes, invalid votes, votes in favor, votes against, and abstentions; and the corresponding percentages of the total voting rights of shareholders attending the meeting;

h) Matters approved and the corresponding approval ratios;

i) Full names and signatures of the Chairperson and the Secretary.

In the event that the Chairperson and/or the Secretary refuse to sign the minutes, such minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and containing all contents required under this Clause. The minutes must clearly state the refusal of the Chairperson and/or the Secretary to sign the minutes.

14.2. The minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting.

14.3. The Chairperson, the Secretary of the meeting, or any other person signing the minutes shall be jointly responsible for the truthfulness and accuracy of the contents thereof.

14.4. Minutes prepared in Vietnamese and English shall have equal legal validity. In the event of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.

14.5. The minutes of the General Meeting of Shareholders, resolutions duly adopted, and documents attached to the notice of invitation to the meeting shall be retained at the Company's head office.

#### **15. Disclosure of Resolutions of the General Meeting of Shareholders**

The disclosure of resolutions of the General Meeting of Shareholders shall be carried out in accordance with the provisions of securities laws.

#### **Article 5. Procedures for the General Meeting of Shareholders to Adopt Resolutions by Written Ballot**

1. Except for the Annual General Meeting of Shareholders, all matters falling within the authority of the General Meeting of Shareholders may be approved either by voting at a meeting or by obtaining shareholders' opinions in writing in accordance with this Article.

2. Procedures for the General Meeting of Shareholders to adopt Resolutions by way of written ballot:

2.1. The Board of Directors shall have the right to collect shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders whenever it deems such action necessary for the interests of the Company.

2.2. The Board of Directors shall prepare the written ballot, draft resolution of the General Meeting of Shareholders, explanatory documents relating to the draft resolution, and send them to all shareholders entitled to vote no later than ten (10) days prior to the deadline for returning the completed written ballots. The preparation of the list of shareholders to whom the written ballots are sent shall be carried out in accordance with Clause 2 of Article 4 of this Regulation. The requirements and methods for sending the written ballots and accompanying documents shall comply with Clause 4 of Article 4 of this Regulation.

2.3. A written ballot must contain the following principal contents:

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

b) Purpose of collecting shareholders' opinions;

c) Full name, contact address, nationality, and legal identification document number of an individual shareholder; name, enterprise registration number or legal document number, and head office address of an organizational shareholder; or full name, contact address, nationality, and legal identification document number of the representative of an organizational shareholder; number of shares of each class and the

corresponding number of voting rights of the shareholder;

d) Matters on which opinions are sought for approval of a decision;

e) Voting options, including “For”, “Against”, and “No Opinion” with respect to each matter submitted for opinion;

f) Deadline for returning the completed written ballot to the Company;

g) Full name and signature of the Chairman of the Board of Directors.

2.4. Shareholders may return completed written ballots to the Company by post or by electronic mail in accordance with the following provisions:

a) In the case of postal delivery, the completed written ballot must bear the signature of the individual shareholder or the authorized representative or legal representative of the organizational shareholder. The written ballot sent to the Company must be placed in a sealed envelope, and no person shall be entitled to open it prior to the vote-counting process;

b) In the case of electronic mail delivery, the written ballot returned to the Company must be kept confidential until the vote-counting process takes place;

c) Any written ballot received by the Company after the deadline specified in the ballot, or any ballot that has been opened before the vote-counting process in the case of postal delivery, or disclosed before the vote-counting process in the case of electronic mail delivery, shall be deemed invalid. A written ballot that is not returned to the Company shall be deemed a non-participating vote.

2.5. The Board of Directors shall organize the counting of votes and prepare a vote-counting report under the witness and supervision of the Supervisory Board or a shareholder who does not hold any managerial position in the Company. The vote-counting report must contain the following principal contents:

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

b) Purpose of collecting shareholders’ opinions and matters submitted for approval by resolution;

c) Number of shareholders and total number of voting shares participating in the voting process, including a breakdown of valid and invalid votes and the method by which voting ballots were submitted, together with an appendix containing the list of participating shareholders;

d) Total number of votes cast “For”, “Against”, and “No Opinion” with respect to each matter;

e) Matters approved and the corresponding approval ratio;

f) Full names and signatures of the Chairman of the Board of Directors, the vote-counting supervisor, and the vote counters.

Members of the Board of Directors, the vote-counting supervisor, and the vote counters shall be jointly responsible for the truthfulness and accuracy of the vote-counting report and shall jointly bear liability for any damages arising from resolutions

adopted on the basis of dishonest or inaccurate vote counting.

2.6. The vote-counting report and resolutions shall be disclosed in accordance with the laws and regulations on securities.

2.7. Completed written ballots, vote-counting reports, adopted resolutions, and all documents accompanying the written ballots shall be retained at the Company's head office.

2.8. A resolution adopted by way of collecting shareholders' opinions in writing must be approved by shareholders representing more than fifty percent (50%) of the total voting shares.

2.9. A resolution adopted by way of collecting shareholders' opinions in writing shall have the same validity and effect as a resolution adopted at a meeting of the General Meeting of Shareholders.

### **Article 6. Procedures for the General Meeting of Shareholders to Adopt Resolutions through Online Meetings or Hybrid Meetings**

The procedures for the General Meeting of Shareholders to adopt resolutions through an online meeting or through a hybrid meeting combining in-person and online participation shall be governed by a separate regulation formulated by the Board of Directors and submitted to the General Meeting of Shareholders for approval prior to implementation.

## **CHAPTER III BOARD OF DIRECTORS**

### **Article 7. Role, Rights and Obligations of the Board of Directors; Responsibilities of Members of the Board of Directors**

1. The Board of Directors is the management body of the Company and shall have full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for those rights and obligations falling within the authority of the General Meeting of Shareholders.

2. The Board of Directors shall have the following rights and obligations:

a) To decide on the Company's strategy, medium-term development plans, and annual business plans;

b) To recommend the classes of shares and the total number of shares of each class authorized for offering;

c) To decide on the sale of unsold shares within the number of shares authorized for offering of each class and to decide on other forms of capital mobilization;

d) To determine the offering price of shares and bonds of the Company;

e) To decide on the repurchase of shares in accordance with Clauses 1 and 2 of Article 133 of the Law on Enterprises;

f) To decide on investment projects or the disposal of assets with a value of less than thirty-five percent (35%) of the total assets as stated in the Company's most

recently audited financial statements.

g) To decide on solutions for market development, marketing, and technology;

h) To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions having a value of thirty-five percent (35%) or more of the total asset value as recorded in the Company's most recent audited financial statements, or such other value as may be stipulated under resolutions delegating authority issued by the Board of Directors from time to time, and contracts and transactions falling within the authority of the General Meeting of Shareholders pursuant to Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) To elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, enter into employment contracts with, and terminate employment contracts of the General Director, Deputy General Directors, Chief Accountant, and other key managers as determined by resolutions of the Board of Directors from time to time; and to determine the salaries, remuneration, bonuses, and other benefits of such managers;

j) To supervise and direct the General Director and other managers in the conduct of the Company's daily business operations;

k) To decide on the organizational structure and internal management regulations of the Company within its authority as prescribed by resolutions of the Board of Directors from time to time; to decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital to, or acquisition of shares in, other enterprises;

l) To approve the agenda and contents of documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect shareholders' opinions for the General Meeting of Shareholders to adopt resolutions;

m) To submit annual financial statements to the General Meeting of Shareholders;

n) To recommend dividend rates; to decide on the timing and procedures for dividend payments or the handling of losses incurred during business operations;

o) To recommend the reorganization or dissolution of the Company and to petition for the Company's bankruptcy;

p) To delegate to the General Director the performance of executive functions within the authority of the Board of Directors;

q) To be accountable to shareholders for the Company's operations;

r) To treat all shareholders equally and respect the interests of persons having rights and interests related to the Company;

s) To ensure that the Company's operations comply with applicable laws, the Charter, and internal regulations of the Company;

t) To formulate the Regulation on the Operation of the Board of Directors and submit it to the General Meeting of Shareholders for approval, and to publish such regulation on the Company's website;

u) To supervise and prevent conflicts of interest involving members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers, including the misuse of Company assets and the abuse of related-party transactions;

v) To formulate the Internal Corporate Governance Regulations and submit them to the General Meeting of Shareholders for approval;

w) To appoint the person in charge of corporate governance;

x) To organize training and professional development programs on corporate governance and other necessary skills for members of the Board of Directors, the General Director, and other managers of the Company;

y) To report on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP and any amendments, supplements, or replacements thereof;

z) To exercise other rights and perform other obligations as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws, and this Charter.

#### **Article 8. Nomination, Self-Nomination, Election, Dismissal and Removal of Members of the Board of Directors**

##### **1. Term and Number of Members of the Board of Directors**

a) The Board of Directors shall consist of five (05) members.

b) The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms. Where all members of the Board of Directors simultaneously complete their terms of office, they shall continue to serve as members of the Board of Directors until newly elected members are appointed and assume their duties.

##### **2. Structure, Criteria and Conditions of Members of the Board of Directors**

###### **a) Structure of the Board of Directors**

The total number of non-executive members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors. The structure of the Board of Directors shall comply with applicable laws. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions within the Company in order to ensure the independence of the Board of Directors.

###### **b) Criteria and Conditions of Members of the Board of Directors**

i. Not being a person prohibited under Clause 2, Article 17 of the Law on Enterprises;

ii. Possessing professional qualifications and experience in business administration or in the business sectors and industries of the Company, and not

necessarily being a shareholder of the Company;

iii. Not being a family member of the General Director or any other manager of the Company;

iv. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of the Company;

v. A member of the Board of Directors of the Company may simultaneously serve as a member of the board of directors of no more than five (05) other companies.

### 3. Nomination and Self-Nomination of Members of the Board of Directors

3.1. The Board of Directors shall notify shareholders of the number of members proposed to be elected or additionally elected to the Board of Directors and shall simultaneously announce the qualifications and conditions applicable to such positions so that shareholders may nominate candidates or stand for election.

3.2. Shareholders holding ordinary shares shall have the right to aggregate their voting rights to nominate candidates to the Board of Directors. A shareholder or group of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the voting shares may nominate a maximum of one (01) candidate; from twenty percent (20%) to less than thirty percent (30%), a maximum of two (02) candidates; from thirty percent (30%) to less than forty percent (40%), a maximum of three (03) candidates; from forty percent (40%) to less than fifty percent (50%), a maximum of four (04) candidates; from fifty percent (50%) to less than sixty percent (60%), a maximum of five (05) candidates; from sixty percent (60%) to less than seventy percent (70%), a maximum of six (06) candidates; from seventy percent (70%) to less than eighty percent (80%), a maximum of seven (07) candidates; and from eighty percent (80%) to less than ninety percent (90%) of the total voting shares, a maximum of eight (08) candidates.

3.3. In the event that the number of candidates nominated or self-nominated remains insufficient, the incumbent Board of Directors may introduce additional candidates for consideration and approval by the General Meeting of Shareholders.

### 4. Method of Election of Members of the Board of Directors

The election of members of the Board of Directors shall be conducted using the cumulative voting method, whereby each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of members to be elected to the Board of Directors. Each shareholder may allocate all or part of his/her/its total votes to one or more candidates.

The candidates receiving the highest number of votes shall be elected in descending order, beginning with the candidate obtaining the highest number of votes and continuing until all positions specified in this Charter are filled.

In the event that two (02) or more candidates receive an equal number of votes for the final available position on the Board of Directors, a re-election shall be conducted among those candidates with equal votes, or the selection shall be made in

accordance with the criteria set forth in the election regulations.

## 5. Cases of Dismissal, Removal and Addition of Members of the Board of Directors

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

- a) The member no longer satisfies the qualifications and conditions prescribed in these Regulations and the Company's Charter;
- b) The member submits a resignation letter and such resignation is accepted.

5.2. The General Meeting of Shareholders shall remove a member of the Board of Directors if such member fails to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure.

5.3. Where deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss or remove a member of the Board of Directors in circumstances other than those specified in Clauses 5.1 and 5.2 of this Article.

5.4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following circumstances:

- a) The number of members of the Board of Directors is reduced by more than one-third (1/3) of the number prescribed in the Charter of the Corporation. In such case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date on which the number of members is reduced by more than one-third (1/3);
- b) Except for the case specified in Point a above, the General Meeting of Shareholders shall elect a new member to replace a member of the Board of Directors who has been dismissed or removed at the nearest meeting.

## 6. Announcement of Election, Dismissal and Removal of Members of the Board of Directors

6.1. Where candidates for membership of the Board of Directors have been identified, the Company must disclose information relating to such candidates on the Company's website at least ten (10) days prior to the opening date of the General Meeting of Shareholders so that shareholders may review information about the candidates before voting. Candidates for the Board of Directors must provide a written commitment confirming the truthfulness and accuracy of the personal information disclosed and undertake to perform their duties honestly, diligently and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for membership of the Board of Directors shall include, at a minimum, the following:

- a) Full name and date of birth;
- b) Professional qualifications;
- c) Employment history and work experience;

d) Other managerial positions held (including directorships or board memberships in other companies);

e) Interests related to the Company and its related parties (if any);

f) Full name of the shareholder or group of shareholders nominating the candidate (if any).

6.2. The election, dismissal or removal of a member of the Board of Directors must be disclosed on the Corporation's website, the Stock Exchange and the State Securities Commission within twenty-four (24) hours from the occurrence of the relevant event in accordance with securities laws.

7. Election, Removal and Dismissal of the Chairman of the Board of Directors

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

7.2. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the completion of the election of such Board of Directors.

Such meeting shall be convened and chaired by the member receiving the highest number of votes or the highest percentage of votes. Where more than one member receives the same highest number of votes or voting percentage, the members shall elect, by majority vote, one among them to convene the meeting of the Board of Directors.

7.3. Removal or Dismissal of the Chairman of the Board of Directors

Where the Chairman of the Board of Directors submits a resignation letter, the Board of Directors shall, within ten (10) days from the date of receipt of such resignation letter, convene a meeting to consider and decide upon the resignation, removal or dismissal, and elect a new Chairman of the Board of Directors in accordance with applicable regulations.

#### **Article 9. Remuneration and Other Benefits of Members of the Board of Directors**

1. The Company may pay remuneration and bonuses to members of the Board of Directors based on the Company's business performance and operating results.

2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated on a monthly basis. The Board of Directors shall determine the remuneration payable to each member on the basis of unanimous agreement. The aggregate remuneration and bonuses of the Board of Directors shall be determined by the General Meeting of Shareholders at its annual meeting.

3. Members of the Board of Directors shall be reimbursed for accommodation, meals, travel expenses and other reasonable expenses incurred in the performance of their assigned duties.

4. The remuneration of each member of the Board of Directors shall be recognized as an operating expense of the Corporation in accordance with the laws on

corporate income tax, separately presented in the annual financial statements of the Corporation, and reported to the General Meeting of Shareholders at its annual meeting.

#### Article 10. Procedures for Organizing Meetings of the Board of Directors

##### 1. Meetings of the Board of Directors

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

##### 2. Cases Requiring the Convening of an Extraordinary Meeting of the Board of Directors

2.1. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following circumstances:

- a) Upon the request of the Supervisory Board;
- b) Upon the request of the General Director or at least three (03) other managers;
- c) Upon the request of at least two (02) members of the Board of Directors.

2.2. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of a request specified in Clause 2.1 above. If the Chairman fails to convene the meeting as requested, he/she shall be liable for any damages incurred by the Company. The requesting party shall have the right to convene the meeting of the Board of Directors in place of the Chairman.

##### 3. Notice of Meeting of the Board of Directors

3.1. The Chairman of the Board of Directors or the person convening the meeting must send a notice of meeting no later than three (03) working days prior to the meeting date. The notice of meeting must specify the time and venue of the meeting, agenda, matters to be discussed and resolved. The notice must be accompanied by documents to be used at the meeting and voting ballots for members.

3.2. The notice of a Board of Directors meeting may be delivered by invitation letter, telephone, facsimile, electronic means or other methods that ensure delivery to the contact address registered with the Company by each member of the Board of Directors.

##### 4. Right of Members of the Supervisory Board to Attend Meetings of the Board of Directors

The Chairman of the Board of Directors or the person convening the meeting shall send notices of meeting and accompanying documents to Supervisors in the same manner as those sent to members of the Board of Directors. Supervisors shall have the right to attend meetings of the Board of Directors and participate in discussions but shall not have voting rights.

##### 5. Quorum for Meetings of the Board of Directors

A meeting of the Board of Directors shall be validly convened when attended

by at least three-quarters (3/4) of the total number of members. If a meeting convened in accordance with this Clause fails to meet the required quorum, a second meeting may be convened within seven (07) days from the date scheduled for the first meeting. In such case, the meeting shall be valid if attended by more than one-half (1/2) of the members of the Board of Directors.

#### 6. Methods of Voting

A member of the Board of Directors shall be deemed present and voting at a meeting in any of the following circumstances:

6.1. Attending and voting in person at the meeting;

6.2. Authorizing another person to attend and vote on his/her behalf in accordance with Clause 8 of this Article;

6.3. Attending and voting through an online meeting, electronic voting system or other electronic means;

6.4. Submitting voting ballots to the meeting by post or electronic mail;

6.5. Attending and voting through a combination of one or more of the methods specified above.

#### 7. Adoption of Resolutions of the Board of Directors

Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting. In the event of a tied vote, the final decision shall follow the vote cast by the Chairman of the Board of Directors.

#### 8. Authorization to Attend Meetings by Members of the Board of Directors

Members shall attend all meetings of the Board of Directors in full. A member may authorize another person to attend and vote on his/her behalf if such authorization is approved by a majority of the members of the Board of Directors.

#### 9. Minutes of Meetings of the Board of Directors

Meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded, electronically recorded and stored in other electronic formats. The minutes shall be prepared in Vietnamese and may additionally be prepared in a foreign language, and shall include the following principal contents:

9.1. Name, head office address and enterprise registration number of the Company;

9.2. Time and venue of the meeting;

9.3. Purpose, agenda and contents of the meeting;

9.4. Full names of attending members or their authorized representatives and the method of attendance; full names of absent members and reasons for absence;

9.5. Matters discussed and voted upon at the meeting;

9.6. Summary of opinions expressed by each attending member in chronological order of the meeting proceedings;

9.7. Voting results, specifying members voting in favor, against or abstaining;

9.8. Matters approved and the corresponding approval ratios;

9.9. Full names and signatures of the chairperson and minute-taker, except as provided in Clause 10 of this Article.

10. Where the chairperson and/or the secretary refuses to sign the minutes of the Board of Directors meeting, such minutes shall nevertheless remain valid if signed by all other attending members of the Board of Directors and containing all information specified in Clauses 9.1 through 9.8 of this Article.

11. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail.

12. Announcement of Resolutions and Decisions of the Board of Directors

The disclosure of resolutions and decisions of the Board of Directors shall be carried out in accordance with the Charter of the Corporation, the Law on Enterprises, the Law on Securities and other relevant legal regulations.

13. Collection of Written Opinions from Members of the Board of Directors

The authority, form, sequence and procedures for collecting written opinions from members of the Board of Directors shall be implemented in accordance with applicable laws and shall be further specified in the Regulation on Organization and Operation of the Board of Directors.

## **Article 11. Selection, Appointment and Dismissal of the Person in Charge of Corporate Governance**

1. Qualifications of the Person in Charge of Corporate Governance

1.1. The Person in Charge of Corporate Governance of the Company must possess knowledge of applicable laws and must not concurrently work for the approved auditing firm that is auditing the Company's financial statements.

1.2. The Person in Charge of Corporate Governance may concurrently serve as the Company Secretary.

2. Appointment of the Person in Charge of Corporate Governance

The Board of Directors shall appoint one (01) Person in Charge of Corporate Governance to support corporate governance activities within the enterprise.

3. Cases of Dismissal of the Person in Charge of Corporate Governance

3.1. No longer satisfying the qualifications and conditions for serving as the Person in Charge of Corporate Governance as prescribed in Clause 1 of this Article;

3.2. Failure to perform assigned duties and responsibilities;

3.3. Submission of a resignation letter that is accepted.

4. Announcement of Appointment and Dismissal of the Person in Charge of Corporate Governance

The appointment and dismissal of the Person in Charge of Corporate Governance shall be disclosed in accordance with the Company's Charter, the Law on Enterprises and the Law on Securities.

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## 5. Rights and Obligations of the Person in Charge of Corporate Governance

5.1. Advising the Board of Directors on the organization of meetings of the General Meeting of Shareholders in accordance with applicable regulations and on matters relating to the relationship between the Corporation and its shareholders;

5.2. Preparing meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;

5.3. Advising on meeting procedures;

5.4. Attending meetings;

5.5. Advising on procedures for preparing resolutions of the Board of Directors in compliance with applicable laws;

5.6. Providing financial information, minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Supervisory Board;

5.7. Monitoring and reporting to the Board of Directors on the Corporation's information disclosure activities;

5.8. Acting as the focal point for communication with stakeholders;

5.9. Maintaining confidentiality of information in accordance with applicable laws;

5.10. Performing other rights and obligations as prescribed by law.

## **CHAPTER IV SUPERVISORY BOARD**

### **Article 12. Roles, Rights and Obligations of the Supervisory Board; Responsibilities of Supervisors**

#### 1. Rights and Obligations of the Supervisory Board

1.1. The Supervisory Board shall supervise the Board of Directors and the General Director in the management and administration of the Company.

1.2. To examine the reasonableness, legality, honesty and prudence in the management and operation of business activities; and the systematic, consistent and appropriate implementation of accounting, statistics and financial reporting activities.

1.3. To review the completeness, legality and accuracy of the Company's business performance reports, annual financial statements and reports on the management activities of the Board of Directors, and present review reports at the Annual General Meeting of Shareholders. To review contracts and transactions with related parties falling within the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations regarding contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders.

1.4. To review, inspect and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management and early warning systems.

1.5. To examine accounting books, accounting records and other documents of the Company, and the management and operation of the Company's activities whenever deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or at the request of shareholders or groups of shareholders as prescribed in the Company's Charter.

1.6. Upon request by shareholders or groups of shareholders as prescribed in the Company's Charter, the Supervisory Board shall conduct an inspection within seven (07) working days from receipt of such request. Within fifteen (15) days from completion of the inspection, the Supervisory Board must report on the matters requested for inspection to the Board of Directors and the requesting shareholder(s). Such inspection shall not obstruct the normal operations of the Board of Directors or disrupt the Company's business activities.

1.7. To recommend to the Board of Directors or the General Meeting of Shareholders measures for amendment, supplementation and improvement of the Company's management, supervision and operational structure.

1.8. Upon discovering that a member of the Board of Directors or the General Director has violated the provisions of Article 165 of the Law on Enterprises, the Supervisory Board must immediately notify the Board of Directors in writing, request the violator to cease the violation and take remedial actions.

1.9. To attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors and other meetings of the Company.

1.10. To engage independent consultants of the Company to perform assigned duties.

1.11. The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.

1.12. To propose and recommend that the General Meeting of Shareholders approve the list of approved audit firms eligible to audit the Company's financial statements; to select the approved audit firm to examine the Company's operations; and to dismiss an approved auditor when deemed necessary.

1.13. To be accountable to shareholders for its supervisory activities.

1.14. To supervise the financial condition of the Company and compliance with laws by members of the Board of Directors, the General Director and other managers.

1.15. To ensure effective coordination with the Board of Directors, the General Director and shareholders.

1.16. Where violations of law or the Company's Charter by members of the Board of Directors, the General Director or other executive officers are detected, the

Supervisory Board shall notify the Board of Directors in writing within forty-eight (48) hours, require the violator to cease the violation and implement remedial measures.

1.17. To formulate the Operational Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

1.18. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP and any amendments, supplements or replacements thereof (if any).

1.19. To have access to the Company's records and documents maintained at the head office, branches and other locations; and to visit the workplaces of managers and employees of the Company during working hours.

1.20. To request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide complete, accurate and timely information and documents relating to the management, administration and business activities of the Company.

1.21. Other rights and obligations as prescribed by law, this Charter and resolutions of the General Meeting of Shareholders.

## 2. Responsibilities of Supervisors

2.1. To comply with applicable laws, the Company's Charter, resolutions of the General Meeting of Shareholders and professional ethics in performing assigned rights and obligations.

2.2. To perform assigned rights and obligations honestly, prudently and to the best of their ability in order to maximize the lawful interests of the Company.

2.3. To remain loyal to the interests of the Company and its shareholders; not to abuse their position or authority, or use information, know-how, business opportunities or other assets of the Company for personal gain or for the benefit of other organizations or individuals.

2.4. To perform other obligations prescribed by the Law on Enterprises and the Company's Charter.

2.5. Any Supervisor who violates Clauses 2.1 through 2.4 of this Article and causes damage to the Company or any other person shall be personally or jointly liable for compensation. Any income or benefits obtained from such violations must be returned to the Company.

2.6. Where a Supervisor is found to have violated his or her assigned rights and obligations, such violation must be reported in writing to the Supervisory Board, and the violator must be required to cease the violation and remedy its consequences.

## **Article 13. Term of Office, Number, Composition and Structure of the Supervisory Board**

### 1. Term of Office, Number, Composition and Structure

1.1. The Supervisory Board shall consist of three (03) Supervisors. The term of

office of a Supervisor shall not exceed five (05) years and Supervisors may be re-elected for an unlimited number of terms.

1.2. The Supervisory Board shall comprise one Head of the Supervisory Board and other Supervisors. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members.

#### 2. Qualifications and Conditions of Supervisors

2.1. Not falling within the categories of persons prohibited under Clause 2, Article 17 of the Law on Enterprises;

2.2. Having professional training in economics, finance, accounting, auditing, law, business administration or another discipline relevant to the Company's business activities;

2.3. Not being a family member of any member of the Board of Directors, the General Director or other managers;

2.4. Not being a manager of the Company and not necessarily being a shareholder or employee of the Company;

2.5. Not being a family member of any manager of the Company;

2.6. Not falling within any of the following cases:

a) Working in the accounting or finance department of the Company;

b) Being a member or employee of an approved audit firm that has audited the Company's financial statements during the preceding three (03) consecutive years.

#### 3. Nomination and Self-Nomination of Supervisory Board Candidates

3.1. Shareholders holding ordinary shares shall have the right to aggregate their voting rights to nominate candidates for the Supervisory Board. A shareholder or group of shareholders holding from 10% to less than 20% may nominate one (01) candidate; from 20% to less than 30%, two (02) candidates; from 30% to less than 40%, three (03) candidates; from 40% to less than 50%, four (04) candidates; and from 50% to less than 60%, five (05) candidates.

3.2. If the number of candidates nominated or self-nominated remains insufficient, the incumbent Supervisory Board may introduce additional candidates. Any such nominations by the Supervisory Board must be clearly disclosed before the General Meeting of Shareholders votes to elect Supervisory Board members in accordance with applicable laws.

#### 4. Election of Supervisors

The election of Supervisors shall be conducted using the cumulative voting method, whereby each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of Supervisory Board members to be elected. Shareholders may allocate all or part of their votes to one or more candidates. Candidates receiving the highest number of votes shall be elected in descending order until all positions prescribed by the Charter are filled. If two (02) or more candidates receive the same number of votes for the final position, a re-election

shall be conducted among those candidates or selection shall be made according to criteria specified in the election regulations.

## 5. Cases of Dismissal and Removal of Supervisory Board Members

### 5.1. Dismissal

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

a) The Supervisor no longer satisfies the qualifications and conditions prescribed in Clause 2 of this Article;

b) The Supervisor submits a resignation letter which is accepted.

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

a) Failure to fulfill assigned duties and responsibilities;

b) Failure to exercise rights and perform obligations for six (06) consecutive months, except in cases of force majeure;

c) Repeated or serious violations of the obligations of a Supervisor as prescribed by the Law on Enterprises, the Company's Charter and these Regulations;

d) Other cases as determined by a resolution of the General Meeting of Shareholders.

## 6. Announcement of Election, Appointment, Dismissal and Removal of Supervisory Board Members

The election, appointment, dismissal and removal of members of the Supervisory Board shall be disclosed in accordance with the Charter of the Corporation, the Law on Enterprises and the Law on Securities.

## 7. Remuneration and Other Benefits of Supervisory Board Members

7.1. Supervisors shall be entitled to salaries, remuneration, bonuses and other benefits as determined by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total annual remuneration, bonuses, benefits and operating budget of the Supervisory Board.

7.2. Supervisors shall be reimbursed for accommodation, meals, travel expenses and reasonable costs incurred in engaging independent advisory services. The aggregate amount of such remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise resolved by the General Meeting of Shareholders.

7.3. Salaries and operating expenses of the Supervisory Board shall be recognized as operating expenses of the Company in accordance with the laws on corporate income tax and other relevant legal regulations, and shall be presented as a separate item in the Company's annual financial statements.

## **GENERAL DIRECTOR**

### **Article 14. Role, Responsibilities, Rights and Obligations of the General Director**

1. The General Director shall be responsible for the day-to-day management and operation of the Company's business activities; shall be subject to the supervision of the Board of Directors; and shall be accountable to the Board of Directors and before the law for the performance of his/her assigned rights and obligations.
2. The General Director shall have the following rights and obligations:
  - 2.1. To decide on matters relating to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors.
  - 2.2. To organize the implementation of resolutions and decisions of the Board of Directors.
  - 2.3. To organize the implementation of the Company's business plans and investment plans.
  - 2.4. To propose organizational structure plans and internal management regulations of the Company.
  - 2.5. To appoint, dismiss, and remove managerial personnel of the Company, except for positions falling within the authority of the Board of Directors.
  - 2.6. To determine salaries and other benefits for employees of the Company, including managers appointed by the General Director.
  - 2.7. To recruit employees.
  - 2.8. To propose dividend payment plans or measures for handling business losses.
  - 2.9. To exercise other rights and perform other obligations as prescribed by law, the Charter, and resolutions and decisions of the Board of Directors.

### **Article 15. Appointment, Dismissal, Employment Contract Execution and Termination of the General Director**

#### 1. Term of Office, Criteria and Conditions of the General Director

- 1.1. The term of office of the General Director shall not exceed five (05) years and may be renewed for an unlimited number of terms.
- 1.2. The General Director must satisfy the following criteria and conditions:
  - a) Not falling within the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
  - b) Not being a family member of any manager of the Company or any Supervisor of the Company;
  - c) Possessing professional qualifications and experience in business administration relevant to the Company's operations.

#### 2. Appointment and Execution of Employment Contract with the General Director

The Board of Directors shall appoint a member of the Board of Directors or hire another individual to serve as the General Director.

#### 3. Dismissal and Removal of the General Director

The Board of Directors may dismiss or remove the General Director upon approval by a

majority of voting members of the Board of Directors attending the meeting and shall appoint a new General Director as replacement.

#### 4. Notification of Appointment, Dismissal, Removal, Execution and Termination of Contract with the General Director

The election, appointment, dismissal, or removal of the General Director of the Corporation shall be disclosed on the Company's website, the Stock Exchange, and the State Securities Commission within twenty-four (24) hours from the occurrence of the relevant event in accordance with securities laws.

#### 5. Salary and Other Benefits of the General Director

5.1. The General Director shall be entitled to salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.

5.2. The salary of the General Director shall be recorded as a business expense of the Company in accordance with the laws on corporate income tax and shall be separately disclosed in the Company's annual financial statements.

## **CHAPTER VI OTHER ACTIVITIES**

### **Article 16. Coordination among the Board of Directors, the Board of Supervisors and the General Director**

1. Procedures for Convening Meetings, Issuing Meeting Notices, Recording Minutes and Notifying Meeting Results among the Board of Directors, the Board of Supervisors and the General Director

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

Supervisors shall have the right to attend Board meetings and participate in discussions but shall not have voting rights.

1.2. When deemed necessary, the Chairman of the Board of Directors or the person convening a Board meeting may invite members of the Executive Management Team or other relevant executives to attend Board meetings.

1.3. Procedures for convening meetings, issuing notices, and recording minutes shall be implemented in accordance with this Regulation.

1.4. At regular or extraordinary meetings of the Executive Management Team, the meeting chairperson may, depending on the agenda, invite the Chairman, members of the Board of Directors, the Head of the Board of Supervisors, or Supervisors to attend and provide comments (if any). Minutes of such meetings must be prepared and submitted to the Board of Directors and the Board of Supervisors for reporting purposes.

2. Notification of Resolutions and Decisions of the Board of Directors to the Board of Supervisors

The Board of Directors shall provide minutes of Board meetings or resolutions and decisions of the Board of Directors to the Supervisors within ten (10) days from the conclusion of the relevant meeting.

### 3. Notification of Resolutions and Decisions of the Board of Directors to the General Director

Resolutions and decisions of the Board of Directors shall, immediately upon issuance, be delivered to the General Director at the same time and in the same manner as they are delivered to members of the Board of Directors.

### 4. Circumstances in which the General Director and the Board of Supervisors may Request the Convening of a Board Meeting and Matters Requiring the Board's Opinion

4.1. The Chairman of the Board of Directors must convene a Board meeting without undue delay when any of the following parties submits a written request specifying the purpose of the meeting and matters to be discussed:

- a) The General Director or at least three (03) other executives;
- b) The Board of Supervisors.

4.2. The Board meetings referred to in Clause 4.1 of this Article must be held within seven (07) days following the request. If the Chairman refuses to convene the meeting, he/she shall be liable for any damage incurred by the Company. The requesting parties specified in Clause 4.1 may themselves convene the Board meeting.

### 5. Reports of the General Director to the Board of Directors on the Performance of Assigned Duties and Powers

5.1. The General Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and shall report to such bodies periodically and upon request.

5.2. At Board meetings, the General Director shall report on the following matters:

Decisions made in the course of business operations;

Financial, investment and corporate governance matters as required under the Board's Delegation of Authority Resolution;

Matters materially affecting the Company's performance, shareholders and the market;

Risks that may significantly affect the Company's reputation or business operations; and

Other matters deemed necessary.

5.3. The General Director shall explain any losses or inefficiencies occurring during each period and present corrective action plans to the Board of Directors.

5.4. In addition to periodic reports, the General Director and other executives shall provide direct reports or information as promptly as required by the Board of Directors.

## 6. Review of the Implementation of Board Resolutions and Other Delegated Matters

The General Director shall be responsible for implementing resolutions of the Board of Directors and matters delegated by the Board and shall report on completed and outstanding actions and the results thereof upon request by the Board.

## 7. Coordination in Control, Management and Supervision Activities among Members of the Board of Directors, the Board of Supervisors and the General Director

### 7.1. Coordination between the Board of Directors and the Board of Supervisors

The Board of Directors shall ensure that all meeting materials, minutes, resolutions of the General Meeting of Shareholders and the Board of Directors, reports submitted by the General Director and other executives, and other documents issued by the Company are provided to the Board of Supervisors at the same time and in the same manner as provided to Board members.

In addition to periodic reports, the Board of Supervisors shall have the right to request information and documents relating to the Company's management, administration and business operations.

### 7.2. Coordination between the Board of Supervisors and the General Director

The General Director and other executives shall provide information periodically in accordance with Company regulations.

In addition to periodic reports, upon request of any Supervisor, the General Director and other executives shall provide direct reports or information relating to matters assigned to such Supervisor.

Where any risk is identified that may significantly affect the Company's reputation or business operations, the General Director and other executives shall promptly report such matter to the Board of Supervisors.

The General Director and other executives shall facilitate the Board of Supervisors' access to information and reports in the shortest possible time. Reports submitted by the General Director to the Board of Directors must be provided to Supervisors simultaneously and in the same manner as to Board members.

### 7.3. Coordination between the General Director and the Board of Directors

The Board of Directors shall have the authority to require the General Director and relevant departments to provide information and reports and comply with reporting obligations necessary for the Board to perform its governance and supervisory functions in accordance with the Charter, internal regulations, and applicable laws.

Information and reports submitted to the Board of Directors must be truthful, objective, timely, complete, accurately reflect the Company's operational status, and satisfy governance and legal requirements.

The General Director shall be responsible for establishing and maintaining reporting and information-sharing mechanisms with the Board of Directors, including

as required by the Board.

**Article 17. Performance Evaluation of Members of the Board of Directors, the Board of Supervisors, the General Director and Other Executives**

Annually, based on assigned functions and responsibilities, the Board of Directors shall evaluate the performance of each member of the Board of Directors, the General Director and other executives of the Company.

The Head of the Board of Supervisors shall evaluate the performance of each Supervisor.

Performance evaluation criteria and classification standards shall be determined by the Company from time to time.

**Article 18. Handling Violations of Corporate Governance Regulations**

Members of the Board of Directors, Supervisors, the General Director and other executives who commit violations of law or Company regulations in the course of performing their duties shall, depending on the severity of the violation, be subject to disciplinary measures, administrative sanctions, or criminal liability in accordance with Company regulations and applicable laws.

Where such violations cause damage to the Company or shareholders, the violators shall be liable for compensation in accordance with the law.

**Article 19. Information Disclosure**

1. The Company shall fully, accurately and promptly disclose periodic and extraordinary information in accordance with securities laws to shareholders and the investing public. The Company shall also disclose other information that may affect securities prices or influence decisions of shareholders and investors.

2. Information disclosure shall be conducted in accordance with applicable laws to ensure fair access for shareholders and investors. The language used in disclosures must be clear, understandable and not misleading.

3. The legal representative or the Company's authorized information disclosure officer shall be responsible for:

a) Disclosing Company information to investors in accordance with applicable laws and the Company's Information Disclosure Regulations;

b) Publicly disclosing his/her name and business telephone number to facilitate shareholder communication.

**Article 20. Amendments and Supplements to this Regulation**

1. Any amendment or supplement to this Regulation shall be subject to consideration and approval by the General Meeting of Shareholders.

2. Where relevant legal provisions governing the Company's operations are not addressed in this Regulation, or where new legal provisions differ from those contained herein, such legal provisions shall automatically apply and govern the Company's operations.

**Article 21. Effective Date**

This Internal Regulation on Corporate Governance of Truong Phu Joint Stock Company consists of twenty-one (21) Articles and shall take effect from June 27th 2026.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



A red circular stamp with the text "M.S.D.N: 080028748" at the top, "CÔNG TY CỔ PHẦN TRƯỜNG PHÚ" in the center, and "THÀNH PHỐ HOÀI NAM" at the bottom. A handwritten signature in black ink is written over the stamp, and the name "Luong Hoai Nam" is printed in black text below the stamp.