

**VIET THAI ELECTRIC
CABLE CORPORATION**

**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

Dong Nai,, June, 2026



PROPOSAL

(Ref: Approval of the Internal Corporate Governance Regulations and the Operating Regulations of the Board of Directors;

**Respectfully THE ANNUAL GENERAL MEETING OF
submitted to: SHAREHOLDERS 2026
VIET THAI ELECTRIC CABLE CORPORATION**

- Pursuant to the Law on Enterprises 2020 passed by the National Assembly on June 17, 2020;
- Pursuant to the Charter of Viet Thai Electric Cable Corporation;
- Pursuant to the Resolution of the Board of Directors no. .../2026/NQ-HDQT dated .../.../2026..

In order to ensure that the provisions of the Charter, the Internal Corporate Governance Regulations, and the Operating Regulations of the Board of Directors of Viet Thai Electric Cable Corporation are suitable for the Company's governance and administration needs, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval by vote:

- 1. The full text of the Internal Corporate Governance Regulations.**
- 2. The full text of the Operating Regulations of the Board of Directors**

Attachments: The Internal Corporate Governance Regulations and the Operating Regulations of the Board of Directors;

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Kind regards,

**ON BEHALF OF BOARD OF
DIRECTORS
CHAIRMAN**

Recipients:

- As above;
- BoD (for information);
- For filing: Office records, Human Resource and Administration.

TRAN VAN HUNG





SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness



**INTERNAL REGULATIONS ON CORPORATE
GOVERNANCE**

VIET THAI ELECTRIC CABLE CORPORATION

(Issued pursuant to Resolution of the General Meeting of Shareholders No. .../2026/NQ-
ĐHĐCĐ dated 27/06/2026)

Dong Nai City

On this day of, 2026

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

VIET THAI ELECTRIC CABLE CORPORATION

Pursuant to:

- *The Law on Securities No. 54/2019/QH14 dated 26 November 2019 and the related supplementing, amending or adjusting documents;*
- *The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and the related supplementing, amending or adjusting documents;*
- *Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*
- *Decree No. 245/2025/NĐ-CP dated 11 September 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*
- *Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies set out in Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*
- *The Charter of Viet Thai Electric Cable Corporation;*
- *Resolution of the General Meeting of Shareholders No. ... dated 27 June 2026;*
- *The Board of Directors hereby promulgates these Internal Regulations on Corporate Governance of Viet Thai Electric Cable Corporation.*

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Chapter I

GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. These Internal Regulations on Corporate Governance of Viet Thai Electric Cable Corporation (the “Company”) are formulated in accordance with the Law on Enterprises; the Law on Securities and the related supplementing, amending or adjusting documents; Chapter VIII of Decree No. 155/2020/NĐ-CP dated 31/12/2020 of the Government on the governance of public companies, as amended and supplemented by Decree No. 245/2025/NĐ-CP; Circular No. 116/2020/TT-BTC issued by the Minister of Finance guiding Decree No. 155/2020/NĐ-CP on the governance of public companies; the Company’s Charter; and by applying international best practices on corporate governance suited to the conditions of Vietnam, with a view to ensuring the sustainable development of the Company.
2. Scope of regulation: These Internal Regulations on Corporate Governance set out the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the Audit Committee and the General Director; the order and procedures for meetings of the General Meeting of Shareholders; the nomination, self-nomination, election, dismissal and removal of members of the Board of Directors, members of the Audit Committee and the General Director; and other activities as provided in the Company’s Charter and other applicable provisions of law.
3. Subjects of application: These Regulations apply to members of the Board of Directors, members of the Audit Committee, the General Director, other managers and related persons of the Company.

Article 2. Interpretation of terms

In these Regulations, the terms are construed in accordance with the Law on Enterprises, the Law on Securities, Decree No. 155/2020/NĐ-CP, Decree No. 245/2025/NĐ-CP, Circular No. 116/2020/TT-BTC and the Company’s Charter. Certain key terms include:

1. Company: means Viet Thai Electric Cable Corporation (abbreviated name: VITHAICO), securities code VTH.
2. Charter: means the Charter of the Company that has been approved by the General Meeting of Shareholders and is in effect from time to time.
3. Corporate governance: means the system of principles that ensures the Company is directed, operated and controlled effectively for the benefit of shareholders and related persons.
4. Enterprise managers, related persons and major shareholders: are construed in accordance with the Law on Enterprises and the Law on Securities.

5. Self-nomination: means nominating oneself;
6. Delegate: means a shareholder or a representative (a person authorised by a shareholder);
7. Person in charge of corporate governance: means the person with the responsibilities and powers provided in Article 281 of Decree No. 155/2020/ND-CP.

Chapter II

GENERAL MEETING OF SHAREHOLDERS

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

1. The General Meeting of Shareholders comprises all shareholders entitled to vote and is the highest decision-making body of the Company. The General Meeting of Shareholders has the rights and obligations provided in Article 138 of the Law on Enterprises and the Company's Charter.
2. The General Meeting of Shareholders shall hold an annual meeting once a year within 04 months from the end of the financial year. The Board of Directors may decide to extend the annual meeting of the General Meeting of Shareholders where necessary, but by no more than 06 months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings.
3. The General Meeting of Shareholders shall adopt resolutions within its authority by voting at a meeting, by collecting written opinions, or by other forms provided by law and the Company's Charter.

Article 4. Personnel of the General Meeting of Shareholders

1. Chairperson and the Chairing Panel:
 - a. The Chairperson of the Board of Directors shall act as chair, or shall authorise another member of the Board of Directors to act as chair, of a meeting of the General Meeting of Shareholders convened by the Board of Directors. Where the Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting on a majority basis. Where no chair can be elected, the person who signed the notice convening the General Meeting of Shareholders shall conduct the General Meeting of Shareholders in electing the chair of the meeting from among those present, and the person receiving the highest number of votes shall act as chair of the meeting;

- b. The chair shall have the right to take necessary measures to conduct the meeting in a reasonable and orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of those present.
- c. The chair of a meeting of the General Meeting of Shareholders shall have the following rights:
- To require all attendees to submit to lawful and reasonable inspection or other security measures;
 - To request the competent authority to maintain order at the meeting; and to expel from the meeting of the General Meeting of Shareholders any attendee who does not comply with the chair's authority to conduct the meeting, who deliberately causes disorder, who obstructs the normal progress of the meeting, or who fails to comply with security inspection requirements.
- d. The chair shall have the right to adjourn a meeting of the General Meeting of Shareholders at which a sufficient number of registered attendees is present, for a maximum of no more than 03 working days from the intended opening date of the meeting, and may only adjourn the meeting or change its venue in the following cases:
- The meeting venue does not have enough convenient seating for all attendees;
 - The communication facilities at the meeting venue do not enable attending shareholders to participate in, discuss and vote on matters;
 - There are attendees who obstruct or cause disorder, posing a risk that the meeting cannot be conducted in a fair and lawful manner.
- e. Certain other rights and obligations of the chair as provided by applicable law.
- f. The Chairing Panel comprises 01 Chair and the Members.
- g. Duties of the Chairing Panel:
- To conduct the activities of the Company's General Meeting of Shareholders in accordance with the agenda proposed by the Board of Directors and approved by the General Meeting of Shareholders;
 - To guide the delegates and the Meeting in discussing the matters on the agenda;
 - To present drafts of, and conclusions on, the matters requiring a vote by the Meeting;
 - To answer matters raised by the Meeting;

- To resolve matters arising in the course of the Meeting.
 - h. Working principles of the Chairing Panel: The Chairing Panel works on the principles of collective leadership and democratic centralism, and decides by majority.
2. Secretary of the Meeting:
- a. The chair shall appoint one or more persons as secretary of the meeting;
 - b. Duties of the Secretary of the Meeting:
 - To record fully and faithfully the contents of the Meeting;
 - To receive the registration slips to speak from shareholders/delegates;
 - To prepare the meeting minutes and draft the resolution of the General Meeting of Shareholders;
 - To assist the chair in disclosing information relating to the meeting of the General Meeting of Shareholders and in notifying shareholders in accordance with the law and the Company's Charter;
 - Other duties as requested by the chair.
3. Vote-Counting Board:
- a. The General Meeting of Shareholders shall elect one or more persons to the Vote-Counting Board at the proposal of the chair of the meeting;
 - b. Duties of the Vote-Counting Board:
 - To disseminate the principles and rules of voting and to guide the manner of voting.
 - To count and record the votes, prepare the vote-counting minutes and announce the results; and to forward the minutes to the chair for approval of the voting results.
 - To promptly notify the voting results to the secretary.
 - To consider and report to the Meeting any cases of violation of the voting rules or any complaints regarding the voting results.
4. Shareholder/Delegate Credentials Verification Board:
- a. The chair shall appoint one or more persons to the Shareholder/Delegate Credentials Verification Board serving the meeting. The Meeting's Delegate Credentials Verification Board comprises 01 Head and the members.
 - b. Duties of the Shareholder/Delegate Credentials Verification Board:
 - To verify the credentials and status of shareholders and shareholder representatives attending the meeting.

- The Head of the Delegate Credentials Verification Board shall report to the General Meeting of Shareholders on the status of shareholders attending the meeting. If the meeting has a sufficient number of shareholders and authorised representatives entitled to attend, representing more than 50% of the total voting shares, the meeting of the Company's General Meeting of Shareholders shall be conducted;
- To participate in counting votes on other matters before the Vote-Counting Board is established.

Article 5. Order and procedures for convening and holding a meeting of the General Meeting of Shareholders to adopt resolutions by voting at the meeting

1. Authority to convene: The Board of Directors shall convene annual and extraordinary meetings of the General Meeting of Shareholders. Where the Board of Directors fails to convene a meeting as prescribed, the convening shall be carried out in accordance with Article 140 of the Law on Enterprises.
 - 1.1. Authority to convene the annual General Meeting of Shareholders: The General Meeting of Shareholders shall hold an annual meeting once a year and within four (04) months from the end of the financial year. The Board of Directors may decide to extend the annual meeting of the General Meeting of Shareholders where necessary, but by no more than six (06) months from the end of the financial year.
 - 1.2. Authority to convene an extraordinary General Meeting of Shareholders:
 - a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors reaches the level provided in point c, clause 3, Article 14 of the Company's Charter, or from the date of receipt of the request provided in point d, clause 3, Article 14 of the Company's Charter; the Board of Directors must, at the nearest meeting of the General Meeting of Shareholders, give notice of any case in which an independent member of the Board of Directors no longer satisfies the required standards and conditions, or must convene a meeting of the General Meeting of Shareholders to additionally elect or replace the independent member of the Board of Directors within 06 months from the date of receipt of the notice from the independent member of the Board of Directors concerned.
 - b. Where the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as provided in point a, clause 4, Article 14 of the Company's Charter, then within the following thirty (30) days the shareholder provided in point b, clause 4, Article 14 of the Company's Charter, or the shareholder or group of shareholders provided in point c, clause 3, Article 14 of the Company's Charter, shall have the right to request a representative of the Company to

convene a meeting of the General Meeting of Shareholders in accordance with the Law on Enterprises; in this case, the shareholder or group of shareholders convening the meeting may request the business registration authority to supervise the order and procedures for convening, conducting and adopting decisions of the General Meeting of Shareholders. All costs for convening and conducting the meeting of the General Meeting of Shareholders shall be reimbursed by the Company. Such costs do not include expenses incurred by shareholders in attending the meeting, including accommodation and travel expenses.

- c. The procedures for organising a meeting of the General Meeting of Shareholders shall comply with clause 5, Article 140 of the Law on Enterprises.
2. Preparation of the list of shareholders entitled to attend the meeting: The list of shareholders entitled to attend is prepared on the basis of the Company's shareholder register. The record date for finalising the list of shareholders shall not be earlier than 10 days before the date of sending the meeting invitation, unless the Company's Charter provides a longer period.
3. Notice of finalisation of the list of shareholders: The Company shall give notice of the last registration date for finalising the list of shareholders entitled to attend the meeting in accordance with the law on securities and on securities registration and depository.
4. Notice convening the General Meeting of Shareholders: The convener must send the meeting invitation to all shareholders on the list of shareholders entitled to attend at least 21 days before the opening date, unless the Company's Charter provides a longer period. The meeting invitation shall be posted on the Company's website at the same time as it is sent to shareholders, together with the form for appointing an authorised representative to attend, the meeting agenda, the voting ballot, the documents to be used at the meeting, and the draft resolution for each matter on the agenda.
5. Agenda and contents of the General Meeting of Shareholders: The Board of Directors shall prepare the agenda and contents of the meeting. A shareholder or group of shareholders holding 05% or more of the total ordinary shares, or a smaller percentage as provided in the Company's Charter, shall have the right to propose matters to be included in the meeting agenda. The proposal must be in writing and sent to the Company at least 03 working days before the opening date, unless the Company's Charter provides another period.
6. Authorisation to attend the meeting: Shareholders and authorised representatives of shareholders shall carry out the authorisation in accordance with Article 16 of the Company's Charter:

- a. The authorisation of an individual or organisation to represent a shareholder in attending a meeting of the General Meeting of Shareholders under point a, clause 6 of this Article must be made in writing. The power of attorney shall be made in accordance with the civil law and must clearly state the name of the authorising shareholder, the name of the authorised individual or organisation, the number of shares authorised, the contents of the authorisation, the scope of the authorisation, the term of the authorisation, and the signatures of the authorising party and the authorised party. A person authorised to attend a meeting of the General Meeting of Shareholders must submit the power of attorney when registering to attend. In the case of sub-authorisation, the attendee must additionally present the original power of attorney of the shareholder or of the authorised representative of the shareholder being an organisation (if not previously registered with the Company).
 - b. A voting ballot/election ballot of a person authorised to attend the meeting, within the scope of the authorisation, shall remain valid where any of the following occurs:
 - The authorising person has died, has had his/her civil act capacity restricted, or has lost civil act capacity;
 - The authorising person has revoked the appointment of authorisation;
 - The authorising person has revoked the authority of the person carrying out the authorisation.
 - This provision does not apply where the Company receives notice of any of the above events before the opening time of the meeting of the General Meeting of Shareholders or before the meeting is reconvened.
7. Manner of registering to attend the General Meeting of Shareholders: Shareholders and authorised representatives shall register with the Organising Board before the opening. The Company shall make arrangements for shareholders' attendance credentials to be verified.
- a. The manner of registering to attend the meeting of the General Meeting of Shareholders shall be clearly specified in the Notice of the meeting, including contacting the Company or sending the Meeting Registration Form (attached to the Notice of the meeting sent to shareholders) to the Company.
 - b. Shareholders shall choose a form of registering to attend the meeting of the General Meeting of Shareholders in the manner stated in the notice, including:
 - Attending and voting/electing directly at the meeting;
 - Authorising another representative to attend and vote/elect at the meeting, in compliance with clause 2 of this Article; (where more than one

representative is appointed, the number of shares and the number of election/voting votes authorised to each representative must be specifically determined).

- Attending and voting/electing via online conference, electronic voting or another electronic form;
 - Sending the voting ballot/election ballot to the meeting by post, fax or email;
 - Other forms of registering to attend the meeting of the General Meeting of Shareholders consistent with the provisions of law.
8. Conditions for holding the meeting: A meeting of the General Meeting of Shareholders shall be conducted when the attending shareholders represent more than 50% of the total voting shares; the specific ratio is provided in the Company's Charter. Where the conditions are not met at the first convening, the second and third convening of the meeting shall be carried out in accordance with Article 145 of the Law on Enterprises.
9. Form of adopting resolutions of the General Meeting of Shareholders: The General Meeting of Shareholders shall adopt resolutions by voting at the meeting. The election of members of the Board of Directors shall be conducted by the cumulative voting method, unless the Company's Charter provides otherwise.

Article 6. Voting on matters at the Meeting

1. General principles

- a. All matters on the agenda and contents of the Meeting must be discussed and voted on openly by the General Meeting of Shareholders.
- b. Voting cards, voting ballots and election ballots shall be printed and stamped by the Company and delivered directly to delegates at the meeting (together with the set of documents for attending the General Meeting of Shareholders). Each delegate shall be issued a voting card, a voting ballot and an election ballot. The voting card, voting ballot and election ballot shall clearly state the delegate's code, full name, and the number of shares owned and authorised that the delegate is entitled to vote.

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

a. Voting ballot

- **Valid voting ballot:** A ballot in the pre-printed form issued by the Organising Board, free of erasure, alteration, scraping, tearing or crumpling, with no content added other than that prescribed for the ballot, bearing a signature beneath which the attending delegate's full name is

handwritten in full, and sent to the Vote-Counting Board before the time of vote counting. On the voting ballot, the voting content is valid when the delegate marks one (01) of the three (03) voting boxes.

- **Invalid voting ballot:** A ballot whose content does not comply with the provisions for a valid voting ballot.
- b. Election ballot
- **Valid election ballot:** A ballot in the pre-printed form issued by the Organising Board, free of erasure or alteration, with no content added other than that prescribed for the election ballot; bearing the signature and full name of the attending delegate, and sent to the Vote-Counting Board before the time the ballot box is unsealed.
 - **Invalid election ballot:**
 - + Content that does not comply with the provisions for a valid election ballot;
 - + The number of candidates the delegate votes for exceeds the number of candidates to be elected;
 - + A ballot on which the total number of votes cast for the candidates by the shareholder or representative exceeds the total number of votes permitted;
 - + Other provisions under the Election Regulations of the General Meeting of Shareholders and the Company's Charter.

Article 7. Manner of casting voting ballots

1. General principles

- a. The General Meeting of Shareholders shall discuss and vote on each matter in the contents of the agenda. Voting shall be conducted by raising cards, by direct ballot, by electronic voting or by another electronic form.
- b. A delegate shall cast a vote to Approve, Disapprove or Abstain on a matter put to the vote at the Meeting by raising the voting card high or by completing the options on the voting ballot.

2. Forms of casting voting ballots

- a. Voting by voting card: When voting by raising the voting card, the front of the voting card must be raised high towards the Chairing Panel. Under the form of voting by raising the voting card, a member of the Credentials Verification Board/Vote-Counting Board shall record the delegate code and the corresponding number of voting shares of each shareholder voting Approve, Disapprove, Abstain and Invalid.

- b. Voting by voting ballot: When voting by completing the voting ballot, for each item the delegate shall choose one of the three options “Approve”, “Disapprove”, “Abstain” pre-printed on the voting ballot by marking “X” or “√” in the chosen box. After completing all items requiring a vote at the Meeting, the delegate shall deposit the voting ballot as instructed by the Vote-Counting Board. The voting ballot must bear the signature and full name of the delegate.

Note: The details of the forms of the voting card, voting ballot and election ballot and of the manner of voting on each matter are provided in the working rules of the meeting, which are approved by the General Meeting of Shareholders before the meeting of the General Meeting of Shareholders commences.

Article 8. Manner of casting election ballots

1. General principles

- To comply strictly with the provisions of law and the Company’s Charter;
- A member of the Vote-Counting Board must not be named in the list of nominees or self-nominees for the Board of Directors.

2. Forms of casting election ballots

a. Election by the cumulative voting method

- Accordingly, each delegate has a total number of votes equal to the total number of shares owned or represented multiplied by the number of members to be elected;
- An attending delegate has the right to cast all of his/her total votes for one or several candidates;
- Where additional candidates arise on the day of the meeting, a delegate may contact the Vote-Counting Board to be issued a new election ballot and must return the old ballot (before depositing it into the ballot box);
- In the event of a mistaken choice, the delegate shall contact the Vote-Counting Board to be issued a new election ballot and must return the old ballot;
- How to complete the election ballot: Each delegate is issued election ballots. Completion of the ballot is specifically guided as follows:
 - + A delegate votes for a maximum number of candidates equal to the number of candidates to be elected;
 - + If casting the entire number of votes cumulatively for one or several candidates, the delegate marks the “Cumulative voting” box of the respective candidates;

- + If casting unequal numbers of votes for several candidates, the delegate clearly records the number of votes in the “Number of votes” box of the respective candidates.

Note: Where a delegate both marks the “Cumulative voting” box and records a quantity in the “Number of votes” box, the result shall be taken according to the quantity in the “Number of votes” box.

- Principle of being elected:
 - + The elected persons are determined by the number of votes received, from highest to lowest, beginning with the candidate having the highest number of votes until the required number of members has been filled.
 - + Where two (02) or more candidates receive the same number of votes for the final member, a re-election shall be held among the candidates with the equal number of votes.
 - + If the first round of election does not fill the required number, elections shall continue to be held until the required number of members has been filled.
- b. Election by the voting method: Carried out in accordance with point b, clause 2, Article 7 of these Regulations.

Article 9. Manner of vote counting:

Shareholders vote by voting ballot or by electronic voting. The Meeting shall elect the Vote-Counting Board at the proposal of the chair. The Vote-Counting Board shall check and consolidate the ballots/cards voting approve, disapprove and abstain, and prepare the vote-counting minutes.

Article 10. Conditions for a resolution to be adopted:

1. A resolution on the following matters shall be adopted if approved by shareholders representing 65% or more of the total votes of all shareholders attending and voting at the meeting, except in the cases provided in clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
 - a. The classes of shares and the total number of shares of each class;
 - b. Changing the business lines, trades and fields of operation;
 - c. Changing the management organisational structure of the Company;
 - d. An investment project or sale of assets with a value equal to or greater than 35% of the total value of assets recorded in the Company’s most recent financial statements;
 - e. Reorganisation or dissolution of the Company;

2. Other resolutions shall be adopted when approved by shareholders holding more than 50% of the total votes of all shareholders attending and voting at the meeting, except in the cases provided in clause 1 of this Article and clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

Note: In the case of electing members of the Board of Directors, if the number of candidates is less than or equal to the number of members to be elected, the election may be carried out by the cumulative voting method as above or by the voting method (approve, disapprove, abstain). The approval ratio under the voting method shall be applied in accordance with clause 2, Article 21 of the Company's Charter.

3. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are lawful and effective even where the order and procedures for convening the meeting and adopting such resolution breach the provisions of the Law on Enterprises and the Company's Charter.

Article 11. Announcement of vote-counting results:

The Vote-Counting Board shall check, consolidate and report to the chair the vote-counting results for each matter. The vote-counting results shall be announced by the chair/Vote-Counting Board immediately before the close of the meeting.

Article 12. Manner of objecting to a resolution of the General Meeting of Shareholders:

1. A shareholder who voted against a resolution on the reorganisation of the Company or on changes to the rights and obligations of shareholders provided in the Company's Charter shall have the right to require the Company to repurchase his/her shares. The request must be in writing, clearly stating the shareholder's name and address, the number of shares of each class, the intended sale price, and the reasons for requiring the Company to repurchase. The request must be sent to the Company within 10 days from the date on which the General Meeting of Shareholders adopts the resolution on the matters provided in this clause.
2. The Company must repurchase the shares at the request of a shareholder under clause 1 of this Article at the market price or at a price determined according to the principles provided in the Company's Charter, within 90 days from the date of receipt of the request. Where no agreement on price can be reached, the parties may request a valuation organisation to carry out the valuation. The Company shall introduce at least 03 valuation organisations for the shareholder to choose from, and that choice shall be the final decision.
3. Within 90 days from the date of receipt of the resolution, the minutes of the meeting of the General Meeting of Shareholders, or the minutes of the results of vote counting on opinions collected from the General Meeting of Shareholders, a shareholder or group of shareholders provided in clause 2, Article 115 of the Law

on Enterprises shall have the right to request a Court or Arbitrator to consider and annul a resolution or part of the content of a resolution of the General Meeting of Shareholders in the following cases:

- a. The order and procedures for convening the meeting and for the decision-making of the General Meeting of Shareholders seriously breach the provisions of the Law on Enterprises and the Company's Charter, except in the case provided in clause 2, Article 152 of the Law on Enterprises;
- b. The content of the resolution breaches the law or the Company's Charter.

Article 13. Preparation of minutes of meetings of the General Meeting of Shareholders

Meetings of the General Meeting of Shareholders must be minuted in accordance with Article 150 of the Law on Enterprises. The minutes and the resolution must be sent to all shareholders or published on the Company's website within 24 hours from the time of conclusion; the resolution shall be disclosed in accordance with the law on securities.

Article 14. Disclosure of resolutions of the General Meeting of Shareholders

The resolution, the minutes of the meeting of the General Meeting of Shareholders, the appendix listing the shareholders registered to attend the meeting, the powers of attorney to attend the meeting, all documents attached to the minutes (if any) and the related documents enclosed with the meeting invitation must be kept at the Company's head office.

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

Article 15. Cases in which written opinions of shareholders may and may not be collected

1. Cases in which written opinions of shareholders may be collected: As provided in Article 22 of the Company's Charter.
2. Cases in which written opinions of shareholders may not be collected: The Board of Directors may not collect written opinions of shareholders in cases other than those provided in clause 1 of this Article.

Article 16. Order and procedures for collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders

1. The Board of Directors shall have the right to collect written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders where it considers it necessary in the interests of the Company, except for matters that must be adopted at a meeting under clause 2, Article 147 of the Law on Enterprises and the Company's Charter (amendment and supplementation of the Charter; orientation

for the Company's development; classes of shares and the total number of shares of each class; election, dismissal and removal of members of the Board of Directors; investment in or sale of assets with a value of 35% or more of the total value of assets; approval of the annual financial statements; reorganisation or dissolution of the Company).

2. The procedure for collecting written opinions shall be carried out in accordance with Article 149 of the Law on Enterprises: The Board of Directors shall prepare the opinion-collection ballot, the draft resolution and the explanatory documents; send them to all shareholders at least 10 days before the deadline for returning the ballot, unless the Company's Charter provides another period; and consolidate, count the ballots, prepare the minutes and announce the results. The resolution shall be adopted if approved by shareholders representing more than 50% of the total votes of all shareholders entitled to vote, unless the Company's Charter provides a different ratio.

Article 17. Application of modern information technology in attending and expressing opinions at the General Meeting of Shareholders

1. The Company may apply modern information technology to facilitate shareholders in attending, expressing opinions and voting at the General Meeting of Shareholders.
2. Depending on needs and specific circumstances, the Board of Directors shall have the right to organise the application of modern information technology (such as online conferencing, electronic voting or other electronic forms, etc.) so that shareholders may attend, express opinions and vote at each session of the General Meeting of Shareholders. Such application of modern information technology must be notified to shareholders before the session by posting the notice and application guidance on the Company's website.

Article 18. Order and procedures for meetings of the General Meeting of Shareholders adopting resolutions by online conference

1. The Company may hold meetings of the General Meeting of Shareholders in an online form or in a form combining in-person and online attendance. A shareholder is deemed to attend and vote at the meeting when attending and voting via online conference, electronic voting or another electronic form, or by sending the voting ballot to the meeting in accordance with Article 144 of the Law on Enterprises.
2. The notice of convening, the manner of registering to attend, authorisation to attend, the conditions for holding the meeting, the form of adopting resolutions, the manner of casting and counting votes, the announcement of vote-counting results, the preparation of minutes and the disclosure of resolutions for the online form and the combined in-person and online form shall be carried out similarly to the provisions

of Article 4 of these Regulations, while at the same time ensuring the technical infrastructure to authenticate shareholders' credentials, fully record the voting results and protect information security.

3. Technical requirements: A delegate must have an internet-connected electronic device (e.g. a computer, tablet, mobile phone or other internet-connected electronic device, etc.).
4. Manner of recording delegates attending the online General Meeting of Shareholders: A delegate shall be recorded by the electronic voting system as attending the online General Meeting of Shareholders when that delegate accesses the system using the access credentials provided under clause 5 of this Article and has cast an electronic vote on any matter in the contents of the agenda of the online meeting of the General Meeting of Shareholders.
5. Provision of login information and the casting of electronic votes
 - a. The access link to the electronic voting system, the username, the access password and other identifying elements (if any) for attending the online General Meeting of Shareholders shall be provided in the meeting invitation (or by the form of notifying login information prescribed by the Board of Directors). A delegate shall be responsible for keeping confidential the username, password and other identifying elements provided, so as to ensure that only that delegate may cast votes on the electronic voting system, and shall bear full responsibility for such registered information.
 - b. Where a delegate requests the re-provision of login information, the Meeting Organising Board may notify it directly or by email/telephone. The provision of login information by email or telephone shall only be carried out on the basis of shareholder information from the list of shareholders entitled to vote prepared by the Vietnam Securities Depository in accordance with the Company's notice of exercise of rights.
 - c. A delegate shall use the username, access password or other identifying elements (if any) to access the electronic voting system and cast electronic votes in accordance with the contents of the agenda of the online meeting of the General Meeting of Shareholders.
6. Authorising a representative to attend the online General Meeting of Shareholders
 - a. Shareholders shall carry out the authorisation in accordance with clause 6, Article 5 of these Regulations.
 - b. Certain provisions to note when carrying out online authorisation:

Shareholders must fully provide the information required to carry out online authorisation, in particular the information of the authorised party: telephone number, contact

address and email address. This is the basis for issuing the username, access password and other identifying elements (if any) to the authorised party.

Validity of online authorisation: the authorisation shall only have legal effect when the following conditions are satisfied:

- The shareholder has fully completed the information in the online authorisation form and has completed the online authorisation.
- A power of attorney printed from the online authorisation form bears the full signatures, full names and seals (if an organisation) of both the authorising party and the authorised party.
- The Company receives the original power of attorney sent to it before the official opening of the meeting.

Revocation of authorisation by a shareholder who has authorised online: the shareholder shall send an official written request to revoke the online authorisation to the Company before the official opening of the meeting. Note that the time at which the revocation of authorisation takes effect is determined by the time the Company receives the official written request to revoke the online authorisation.

A revocation of authorisation shall be void if the authorised representative has already cast a vote/election ballot on any matter in the contents of the agenda of the online meeting of the General Meeting of Shareholders.

7. Discussion at the online General Meeting of Shareholders

a. Principles:

- Discussion may only take place within the prescribed time and within the scope of the matters presented in the contents of the agenda of the General Meeting of Shareholders;
- Only delegates may take part in the discussion;
- A delegate wishing to comment shall register the content of the discussion in the form specifically prescribed in the working rules of the meeting;
- The Secretariat shall arrange the delegates' discussion contents in the order of registration and forward them to the chair.

b. Answering the delegates' opinions:

- On the basis of the delegates' discussion contents, the chair, or a member designated by the chair, shall answer the delegates' opinions;
- Where, due to limited meeting time, any questions are not answered directly at the Meeting, the Company shall answer them afterwards.

8. Form of adopting resolutions of the online General Meeting of Shareholders: The General Meeting of Shareholders shall adopt resolutions within its authority by electronic voting.
9. Manner of online voting:
 - a. Manner of casting voting ballots:
 - A delegate selects one of the three options Approve, Disapprove or Abstain for each matter put to the vote at the Meeting as set up in the electronic voting system.
 - The delegate then confirms the vote so that the electronic voting system records the result.
 - b. Manner of casting election ballots:
 - Election by the cumulative voting method: Unless the Company's Charter provides otherwise, voting to elect members of the Board of Directors must be carried out by the cumulative voting method (cumulative even voting or numbered voting). Accordingly, a delegate carries out the election by marking the "Cumulative voting" box or recording the number of votes in the "Number of votes" box of the respective candidates on the election ballot set up in the electronic voting system. The delegate then confirms the election so that the electronic voting system records the result.
 - Election by the voting method (if any): Carried out in accordance with the voting-ballot provisions stated in point a, clause 9 of this Article.
 - c. Certain other provisions when casting electronic votes:
 - Where a delegate does not complete all matters for voting and election in accordance with the contents of the meeting agenda, the matters not yet voted on or elected shall be deemed matters on which the delegate did not cast a vote or election ballot.
 - Where matters arise outside the meeting agenda that has been sent, a delegate may cast supplementary votes/election ballots. If a delegate does not vote or elect on the arising matters, the delegate shall be deemed not to have cast a vote or election ballot on that arising matter.
 - A delegate may change the voting/election result (but may not cancel the voting/election result), including the supplementary voting/election result on matters arising outside the meeting agenda. The online system shall record for vote counting only the final voting/election result at the time of closing electronic voting for each vote-counting round prescribed in the working rules of the meeting.

- Where a delegate carries out numbered-vote election: An invalid election ballot shall be specified in detail in the working rules/election rules.
 - The electronic voting period shall be specifically prescribed in the working rules at the meeting. A delegate may access the electronic voting system and cast votes 24 hours a day and 07 days a week, except in cases of system maintenance or other reasons beyond the Company's control. Upon expiry of the voting period, the system shall not record any further electronic voting results from delegates.
10. Manner of online vote counting: When a delegate casts a vote, the votes are all recorded on the system on the principle of the number of votes in favour, votes against and votes abstaining.
11. Announcement of vote-counting results: Based on the vote-counting minutes recorded as provided in clause 10 of this Article, the Vote-Counting Board shall check, consolidate and report to the chair the vote-counting results for each matter according to the contents of the meeting agenda. The vote-counting results shall be announced by the chair immediately before the close of the meeting.
12. Preparation of minutes of the meeting of the General Meeting of Shareholders:
- Carried out in accordance with Article 13 of these Regulations.
 - The venue recorded in the minutes of the online General Meeting of Shareholders is the venue at which the chair of the Meeting is present to conduct the Meeting. This venue must be within the territory of Vietnam.
 - The form of approving the minutes of the meeting of the General Meeting of Shareholders shall be specifically prescribed in the Company's working rules at the session of the General Meeting of Shareholders.
13. Disclosure of resolutions of the General Meeting of Shareholders: Carried out in accordance with Article 14 of these Regulations.

Article 19. Order and procedures for meetings of the General Meeting of Shareholders adopting resolutions by combined in-person and online conference

1. Notice convening the meeting of the General Meeting of Shareholders: Carried out in accordance with clause 4, Article 5 of these Regulations.
2. Manner of registering to attend the General Meeting of Shareholders: Carried out in accordance with clause 7, Article 5 and clauses 4 and 5, Article 18 of these Regulations.
3. Authorisation of a representative to attend the meeting of the General Meeting of Shareholders: Carried out in accordance with clause 6, Article 5 and clause 6, Article 18 of these Regulations.

4. Conditions for holding the meeting: Carried out in accordance with clause 8, Article 5 of these Regulations.
5. Form of adopting resolutions of the General Meeting of Shareholders: Carried out in accordance with Article 10 of these Regulations.
6. Manner of casting votes: Carried out in accordance with Articles 7 and 8 of these Regulations.
7. Manner of vote counting: Carried out in accordance with Article 9 of these Regulations.
8. Announcement of vote-counting results: Carried out in accordance with Article 11 of these Regulations.
9. Preparation of minutes of the meeting of the General Meeting of Shareholders: Carried out in accordance with Article 13 of these Regulations.
10. Disclosure of resolutions of the General Meeting of Shareholders: Carried out in accordance with Article 14 of these Regulations.

Chapter III

BOARD OF DIRECTORS

Article 20. Role, rights and obligations of the Board of Directors

1. The Board of Directors is the body that manages the Company and has full authority to act in the name of the Company in deciding on and exercising the rights and obligations of the Company, except for the rights and obligations within the authority of the General Meeting of Shareholders. The specific rights and obligations of the Board of Directors are provided in Article 153 of the Law on Enterprises, the Company's Charter and the Operating Regulations of the Board of Directors.
2. The Board of Directors must fully comply with the responsibilities and obligations provided in the Law on Enterprises and the Company's Charter; in addition, the Board of Directors has the following responsibilities and obligations:

To be responsible to shareholders for the Company's operations;

- To treat all shareholders equally and to respect the interests of persons with interests related to the Company;
- To ensure that the Company's operations comply with the provisions of law, the Charter and the Company's internal regulations;
- To formulate the Operating Regulations of the Board of Directors, submit them to the General Meeting of Shareholders for approval and publish them on the

Company's website in accordance with the guidance in Circular No. 116/2020/TT-BTC dated 31/12/2020 guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

- To supervise and prevent conflicts of interest of members of the Board of Directors, enterprise executives and enterprise managers, including the misuse of the Company's assets and the abuse of transactions with related parties;
- To formulate the internal regulations on corporate governance and submit them to the General Meeting of Shareholders for approval in accordance with Article 270 of Decree No. 155/2020/NĐ-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- To appoint the person in charge of corporate governance;
- To organise training and coaching on corporate governance and the necessary skills for members of the Board of Directors, the Director and other managers of the Company;
- To report on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with the current provisions of law.
- To report on the Company's corporate governance situation at the annual meeting of the General Meeting of Shareholders and to disclose information in the Company's Annual Report in accordance with the law on securities regarding information disclosure.
- To approve, and to delegate the approval of, matters within its authority.
- Other rights and obligations as provided in the Company's Charter and the internal corporate governance regulations.

Article 21. Rights, obligations and responsibilities of the Board of Directors

1. Members of the Board of Directors have full rights as provided in the Law on Securities, the related laws, the Company's Charter and the internal corporate governance regulations, including the right to be provided with information and documents on the financial situation and business operations of the Company and of the units within the Company.
2. Members of the Board of Directors have the obligations provided in the Company's Charter and the following obligations:
 - a. To perform their duties honestly and prudently in the best interests of the shareholders and the Company;

- b. To attend all meetings of the Board of Directors in full and to give their opinions on the matters put forward for discussion;
 - c. To report promptly and fully to the Board of Directors any remuneration received from subsidiaries, associates and other organisations;
 - d. To report to the Board of Directors at the nearest meeting on transactions between the company, its subsidiaries, and companies in which the public company holds more than 50% of charter capital, on the one hand, and a member of the Board of Directors and the related persons of that member, on the other; and transactions between the Company and a company in which a member of the Board of Directors is a founding member or has been an enterprise manager within the last 03 years before the time of the transaction;
 - e. To carry out information disclosure when conducting transactions in the Company's shares in accordance with the law.
3. Disclosure of related interests: Members of the Board of Directors, the General Director and other managers of the Company must declare to the Company their related interests in accordance with Article 159 of the Law on Enterprises and the law on securities; the Company shall disclose information on related persons and related interests as prescribed. Members of the Board of Directors, the General Director and other managers must not use the information, know-how or business opportunities of the Company, and must not abuse their position or title or use the Company's assets for personal gain or to serve the interests of other organisations or individuals.

Article 22. Number and term of office of members of the Board of Directors

1. The Board of Directors comprises 05 (five) members.
2. The term of office of a member of the Board of Directors shall not exceed 05 (five) years; a member of the Board of Directors may be re-elected for an unlimited number of terms; an independent member shall not serve more than 02 consecutive terms.
3. The structure of the Company's Board of Directors must ensure the minimum number of independent members and non-executive members of the Board of Directors as provided in clause 4, Article 276 of Decree No. 155/2020/NĐ-CP, as amended by clause 79, Article 1 of Decree No. 245/2025/NĐ-CP.
4. Where all members of the Board of Directors end their term of office at the same time, those members shall continue to act as members of the Board of Directors until new members are elected to replace them and take over the work.

Article 23. Nomination, self-nomination, election, dismissal and removal of members of the Board of Directors

1. Nomination and self-nomination: A shareholder or group of shareholders holding 10% or more of the total ordinary shares, as provided in the Company's Charter, shall have the right to nominate candidates for the Board of Directors, specifically:

A shareholder or group of shareholders holding from 10% to 20% of the total voting shares may nominate one (01) candidate; from over 20% to 30%, up to two (02) candidates; from over 30% to 50%, up to three (03) candidates; from over 50% to 65%, up to four (04) candidates; from over 65%, up to five (05) candidates.

Where the number of candidates is insufficient, the incumbent Board of Directors shall introduce additional candidates and announce them clearly before the vote.
2. Manner of election: The election of members of the Board of Directors shall be carried out by the cumulative voting method at the meeting of the General Meeting of Shareholders, unless the Company's Charter provides otherwise.
3. Cases of dismissal, removal and addition of members of the Board of Directors: The dismissal, removal, replacement and additional election of members of the Board of Directors shall be carried out in accordance with Article 160 of the Law on Enterprises and the Operating Regulations of the Board of Directors. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members when the number of members falls by more than one-third compared with the Company's Charter, or when the number of independent members does not satisfy the prescribed ratio.
4. Notice of the election, dismissal and removal of members of the Board of Directors: The Company shall disclose information on the candidates at least 10 days before the opening date and shall announce the results of the election, dismissal and removal in accordance with the provisions on information disclosure.
5. Manner of introducing candidates for membership of the Board of Directors: Where candidates for the Board of Directors have been determined, the Company must disclose information relating to the candidates at least 10 days before the opening date of the meeting of the General Meeting of Shareholders on the Company's website so that shareholders may learn about these candidates before voting. A candidate for the Board of Directors must give a written commitment as to the honesty and accuracy of the personal information disclosed and must commit to performing his/her duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. The information relating to a candidate for the Board of Directors to be disclosed includes:
 - a. Full name, date of birth;

- b. Professional qualifications;
- c. Work history;
- d. Other management positions (including positions on the Board of Directors of other companies);
- e. Interests related to the Company and the related parties of the Company;
- f. Other information (if any) as provided in the Company's Charter.

The Company shall be responsible for disclosing information on the companies in which a candidate currently holds the position of member of the Board of Directors or other management positions, and the interests related to the company of the candidate for the Board of Directors (if any).

6. Election and dismissal of the Chairperson of the Board of Directors: The Chairperson of the Board of Directors is elected, dismissed and removed by the Board of Directors from among its members; the Chairperson of the Board of Directors may not concurrently act as General Director.

Article 24. Remuneration and other benefits of members of the Board of Directors

The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors according to its business results and performance.

1. Members of the Board of Directors are entitled to remuneration for their work and bonuses. Remuneration for work is calculated according to the number of working days necessary to complete a member's duties and the rate of remuneration per day. The Board of Directors shall estimate the level of remuneration for each member on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.
2. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at its annual meeting.
3. A member of the Board of Directors who holds an executive position, or who works on the committees of the Board of Directors, or who performs other work beyond the scope of the ordinary duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum payment per occasion, a salary, a commission, a percentage of profit, or in another form as decided by the Board of Directors.
4. A member of the Board of Directors shall have the right to be reimbursed for all travel, accommodation and other reasonable expenses that he/she has had to pay in

the performance of his/her responsibilities as a member of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or the committees of the Board of Directors.

5. A member of the Board of Directors may have liability insurance purchased by the Company after the approval of the General Meeting of Shareholders. This insurance does not include insurance for the liabilities of a member of the Board of Directors relating to breaches of the law and the Company's Charter.

Article 25. Order and procedures for organising meetings of the Board of Directors

1. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings in the cases provided in Article 157 of the Law on Enterprises and the Operating Regulations of the Board of Directors.
2. The meeting invitation shall be sent no later than 03 working days before the meeting date, unless the Company's Charter provides otherwise, together with the agenda, documents and voting ballot. Members of the Audit Committee shall be sent the meeting invitation and have the right to attend and discuss at the meeting.
3. Conditions for holding a meeting of the Board of Directors: A meeting shall be conducted when attended by three-quarters (3/4) or more of the total number of members; in the case of a second convening, the meeting shall be conducted when attended by more than half of the members.
4. Manner of voting:
 - a. A member of the Board of Directors is deemed to attend and vote at a meeting in the following cases:
 - Attending and voting directly at the meeting;
 - Authorising another person to attend and vote in accordance with clause 6 of this Article;
 - Attending and voting via online conference, electronic voting or another electronic form;
 - Sending the voting ballot to the meeting by post, fax or email;
 - Sending the voting ballot by another means as provided in the Company's Charter.
 - b. Where the voting ballot is sent to the meeting by post, the voting ballot must be enclosed in a sealed envelope and must be delivered to the Chairperson of the Board of Directors no later than 01 hour before the opening. The voting ballot shall only be opened in the presence of all those attending the meeting.
 - c. Voting

- Except as provided in point b, clause 3 of this Article, each member of the Board of Directors, or the person authorised in accordance with clause 1 of this Article who is directly present in person at the meeting of the Board of Directors, has one (01) voting ballot;
 - A member of the Board of Directors may not vote on contracts, transactions or proposals in which that member, or a person related to that member, has an interest and that interest conflicts, or may conflict, with the interests of the Company. Such member of the Board of Directors shall not be counted towards the minimum ratio of members present required for a meeting of the Board of Directors to be held in respect of decisions on which that member has no right to vote.
- d. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been entered into, or is intended to be entered into, with the Company, and who knows that he/she has an interest therein, has the responsibility to disclose this interest at the first meeting of the Board at which the entering into of such contract or transaction is discussed. Where a member of the Board of Directors did not know that he/she and related persons had an interest at the time the contract or transaction was entered into with the Company, that member must disclose the related interests at the first meeting of the Board of Directors held after that member becomes aware that he/she has, or will have, an interest in the above transaction or contract.
- e. The Board of Directors shall have the right to collect the opinions of members of the Board of Directors in writing to adopt a resolution of the Board of Directors when approving matters within the authority of the Board of Directors under clause 2, Article 27 of the Company's Charter.
- The opinion-collection ballot and the accompanying documents shall be sent to each member of the Board of Directors at the address registered in advance at least 10 days before the date of collecting the ballots.
 - Form of sending documents: by email or by post.
- f. A resolution by the form of collecting written opinions shall be adopted on the basis of the approving opinions of a majority of the members of the Board of Directors entitled to vote. Such resolution has the same effect and validity as a resolution adopted at a meeting.
- g. The Chairperson of the Board of Directors shall be responsible for sending the minutes of the meeting of the Board of Directors to the members, and those minutes shall be authentic evidence of the work carried out at the meeting unless an objection to the content of the minutes is made within ten (10) days from the date of sending. The minutes of meetings of the Board of Directors shall be

made in Vietnamese and may be made in English. The minutes must bear the signatures of the chair and the minute-taker.

5. Manner of adopting resolutions of the Board of Directors: A resolution or decision of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting, unless the Company's Charter provides a higher ratio; in the case of an equal number of votes, the decision shall be made in favour of the side supported by the opinion of the Chairperson of the Board of Directors. The form of voting, authorisation to attend the meeting, preparation of minutes, and the handling of cases where the chair/secretary refuses to sign the minutes shall be carried out in accordance with the Operating Regulations of the Board of Directors.
6. Authorisation by a member of the Board of Directors of another person to attend the meeting: A member of the Board of Directors must attend all meetings of the Board of Directors in full. A member may authorise another person to attend and vote at the meeting if accepted by a majority of the members of the Board of Directors.
7. Preparation of minutes of meetings of the Board of Directors: Meetings of the Board of Directors must be minuted and may be audio-recorded, recorded and stored in another electronic form. The minutes must be made in Vietnamese, or bilingually in English and Vietnamese, and include the following principal contents:
 - a. The name, address of the head office and enterprise code;
 - b. The time and venue of the meeting;
 - c. The purpose, agenda and contents of the meeting;
 - d. The full name of each member attending or the person authorised to attend and the manner of attendance; the full names of members not attending and the reasons;
 - e. The matters discussed and voted on at the meeting;
 - f. A summary of the opinions expressed by each member attending, in the order of the proceedings of the meeting;
 - g. The voting results, clearly stating the members in favour, against and abstaining;
 - h. The matters adopted and the corresponding approval ratios;
 - i. The full names and signatures of the chair and the minute-taker, except in the case provided in clause 8, Article 25 of these Regulations.

Minutes made in Vietnamese and in a foreign language have equal legal validity. Where there is any difference in content between the Vietnamese-language minutes and the foreign-language minutes, the content of the Vietnamese-language minutes shall apply.

The chair, the minute-taker and the persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the meeting of the Board of Directors.

The minutes of the meeting of the Board of Directors and the documents used at the meeting must be kept at the Company's head office.

8. Where the chair and/or the secretary refuses to sign the minutes of the meeting of the Board of Directors, those minutes shall be valid if signed by all other members of the Board of Directors who attended the meeting and if they contain the full contents provided in clause 7 of this Article.
9. Notice of resolutions and decisions of the Board of Directors: Resolutions and decisions of the Board of Directors shall be notified to the members and the relevant units for implementation, and shall be disclosed as prescribed if they fall within the cases requiring disclosure.

Article 26. The Audit Committee under the Board of Directors

1. Rights and obligations: The Audit Committee is a specialised body under the Board of Directors that performs the supervisory function under Article 161 of the Law on Enterprises, with the duties of supervising the truthfulness of the financial statements, reviewing the internal control and risk management system, reviewing transactions with related persons, supervising the internal audit unit, recommending the selection of the independent audit organisation, and other rights and obligations under the Operating Regulations of the Audit Committee.
2. Term of office, number, standards and structure: The Audit Committee has 02 or more members. The Chairperson of the Audit Committee must be an independent member of the Board of Directors; the other members must be non-executive members of the Board of Directors. Members of the Audit Committee must have knowledge of accounting and auditing, a general understanding of the law and of the Company's operations, and must not fall within the cases of restriction as prescribed.
3. Self-nomination, nomination and appointment: The appointment of the Chairperson and members of the Audit Committee shall be approved by the Board of Directors at a meeting of the Board of Directors, on the basis of members of the Board of Directors who satisfy the standards.
4. Activities of the Audit Committee: The Audit Committee shall meet at least 02 times a year and report directly in writing to the Board of Directors; its detailed organisation and operation shall be carried out in accordance with the Operating Regulations of the Audit Committee issued by the Board of Directors.

Article 27. Other sub-committees under the Board of Directors

In addition to the Audit Committee, the Board of Directors may establish supporting sub-committees on development policy, personnel, remuneration and bonuses, and risk management. The role, responsibilities, authority, term of office, number, standards, structure, manner of election and dismissal, and operation of the sub-committees shall be decided by the Board of Directors, ensuring that independent/non-executive members constitute a majority and that one of them acts as Head of the sub-committee.

Article 28. Selection, appointment and dismissal of the person in charge of corporate governance

1. The Board of Directors shall appoint at least 01 person in charge of corporate governance to support corporate governance work. The person in charge of corporate governance may concurrently act as Company Secretary in accordance with clause 5, Article 156 of the Law on Enterprises.
2. Standards of the person in charge of corporate governance: The person in charge of corporate governance must have an understanding of the law; must not concurrently work for the independent audit organisation that is auditing the Company's financial statements; and must satisfy other standards provided in Decree No. 155/2020/NĐ-CP and the Company's Charter.
3. Appointment of the person in charge of corporate governance: The Company's Board of Directors must appoint at least 01 person in charge of corporate governance to support corporate governance work at the enterprise.
4. Cases of dismissal of the person in charge of corporate governance:
 - a. The Board of Directors may remove/dismiss the person in charge of corporate governance when necessary, but not contrary to the current provisions of the labour law;
 - b. The person in charge of corporate governance may be removed by a Resolution of the General Meeting of Shareholders.
5. Notice of the appointment and dismissal of the person in charge of corporate governance: After a decision on the appointment or dismissal of the person in charge of corporate governance has been issued, the Company shall be responsible for disclosing the information within the Company and disclosing the information in accordance with the current provisions applicable to public companies.
6. Rights and obligations: To advise the Board of Directors on organising meetings of the General Meeting of Shareholders and the Board of Directors; to prepare meetings; to advise on the procedures of meetings; to attend and minute meetings; to supervise and report to the Board of Directors on the Company's information disclosure activities; to act as the point of contact with persons with related interests;

to keep information confidential as prescribed; and other rights and obligations as provided by law and the Company's Charter.

Chapter IV

THE GENERAL DIRECTOR AND THE EXECUTIVE APPARATUS

Article 29. Role, responsibilities, rights and obligations of the General Director

1. The General Director is the person who runs the day-to-day business of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the exercise of the rights and obligations assigned. The rights and obligations of the General Director are provided in clause 3, Article 162 of the Law on Enterprises and the Company's Charter.
2. The General Director has the obligation to report and to provide full and timely information to the Board of Directors and the Audit Committee, and to implement the resolutions and decisions of the Board of Directors and the General Meeting of Shareholders.

Article 30. Appointment, dismissal, signing of contract and termination of contract with the General Director

1. The term of office of the General Director shall not exceed 05 years and the General Director may be reappointed for an unlimited number of terms. The standards and conditions shall be carried out in accordance with Articles 162 and 101 of the Law on Enterprises and the Company's Charter; the General Director must not fall within the persons prohibited under clause 2, Article 17 of the Law on Enterprises.
2. Self-nomination and nomination of the General Director: The Board of General Directors and the members of the Board of Directors shall have the right to nominate candidates for General Director who meet the standards and conditions provided in the Law on Enterprises and the Company's Charter, and to submit them to the Board of Directors for consideration when the Company has a need to seek a General Director.
3. The Board of Directors shall appoint one member of the Board of Directors, or hire another person, as General Director; shall decide the salary, remuneration, bonuses and other benefits; and shall sign the labour contract and terminate the contract in accordance with the law.
4. The appointment, dismissal, signing of contract and termination of contract with the General Director shall be notified and disclosed in accordance with the law on securities.

5. Notice of the appointment, dismissal, signing of contract and termination of contract with the General Director: After a decision on the appointment or dismissal of the General Director has been issued, the Company shall be responsible for disclosing the information within the Company and disclosing the information in accordance with the current provisions applicable to public companies.
6. Salary and other benefits of the General Director:
 - a. The General Director is paid a salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.
 - b. The salary of the executive is included in the Company's business expenses in accordance with the law on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at its annual meeting.

Chapter V

COORDINATION OF ACTIVITIES, EVALUATION, COMMENDATION AND DISCIPLINE

Article 31. Coordination of activities among the Board of Directors, the Audit Committee and the General Director

1. The Board of Directors, the Audit Committee and the General Director shall coordinate their activities on the principles of equality, independence, mutual support and the best interests of the Company. The procedures for convening, sending meeting invitations, minuting and notifying meeting results shall be carried out in accordance with the Company's Charter and the related regulations.
2. The Board of Directors shall notify its resolutions and decisions to the Audit Committee and the General Director for coordination and implementation.
3. The General Director and the Audit Committee shall have the right to request the Board of Directors to convene a meeting on matters within the authority of the Board of Directors; the General Director shall report to the Board of Directors on the performance of the duties and powers assigned, and shall review the implementation of resolutions and other delegated matters.
4. Upon receiving the reports and recommendations of the Audit Committee, the Board of Directors shall be responsible for studying them and directing the relevant units to formulate plans and carry out timely corrective measures.
5. Reports of the General Director to the Board of Directors on the performance of the duties and powers assigned:

- Reports on the implementation of resolutions of the Board of Directors and the General Meeting of Shareholders, and on the business plan and investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;
 - Periodic quarterly and annual reports evaluating the financial situation and the production and business operations of the Company;
 - Reports on improvements to the organisational structure, policies and management;
 - Annual reports on the implementation of obligations towards the environment, the community and employees;
 - Reports on the implementation of other matters delegated by the Board of Directors and the General Meeting of Shareholders;
 - Reporting on other matters as required by the Board of Directors.
6. Review of the implementation of resolutions and other delegated matters of the Board of Directors with respect to the General Director: On the basis of the General Director's report on the performance of the duties and powers assigned under clause 5 of this Article, the Board of Directors shall review the results of the implementation of the resolutions and other delegated matters of the Board of Directors with the General Director.
7. Matters on which the General Director must report and provide information, and the manner of notifying the Board of Directors:
- a. The contents under clause 5 of this Article;
 - b. The General Director has the obligation to notify the Board of Directors of transactions between the Company, its subsidiaries, and other companies in which the Company holds control of 50% or more of charter capital, on the one hand, and that same entity or the related persons of that entity, on the other, in accordance with the law.
 - c. Other matters requiring the opinion of, or a report to, the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors shall respond within seven (07) working days.

In particular, in the case of the approval of contracts and transactions provided in clause 1, Article 167 of the Law on Enterprises that have a value of less than 35% of the total value of assets of the enterprise recorded in the most recent financial statements, or another smaller ratio or value as provided in the Company's Charter, the representative of the Company signing the contract or transaction must notify the members of the Board of Directors of the related parties to that contract or transaction and enclose the draft contract or the principal

contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notice, unless the Company's Charter provides another period; a member of the Board of Directors who has an interest related to the parties to the contract or transaction has no right to vote.

8. Coordination of control, executive management and supervision activities between the members of the Board of Directors and the General Director according to the specific duties of the above-mentioned members:
 - a. The General Director is the person who manages the operations of the Company on its behalf, ensuring that the Company operates continuously and effectively.
 - b. The Board of Directors shall not interfere in the executive management work of the Company's General Director. The Board of Directors shall have the right to attend the monthly briefing meetings of the Company's executive apparatus and the meetings to review investment projects, cooperation proposals, etc. chaired by the Company's General Director before they are submitted to the Board of Directors for consideration and approval. Periodically, annually or quarterly depending on work requirements, the Board of Directors shall have a plan to work with the dependent units and the divisions/units of the Company to inspect and supervise the implementation of the production and business plan and the implementation of the resolutions and decisions of the Board of Directors, and to give timely direction and handle related recommendations within the authority of the Board of Directors.

Article 32. Annual evaluation, commendation and discipline

1. Each year, the Company shall conduct an evaluation of the activities of members of the Board of Directors, members of the Audit Committee, the General Director and other enterprise executives on the basis of the level of completion of duties and the level of compliance with the law, the Company's Charter and the internal regulations.
2. Commendation shall be granted to individuals who have made meritorious contributions to the Company; disciplinary action and compensation for damage shall be applied to individuals who breach the law, the Company's Charter, or resolutions of the General Meeting of Shareholders or the Board of Directors and thereby cause damage to the Company, in accordance with the law and the Company's Charter.
3. The authority and procedures for commendation and discipline shall be decided by the General Meeting of Shareholders or the Board of Directors according to the delegation provided in the Company's Charter.

Article 33. Other matters

Matters not yet provided for in these Regulations shall be carried out in accordance with the Company's Charter, the Operating Regulations of the Board of Directors, the Operating Regulations of the Audit Committee, the Information Disclosure Regulations and the related provisions of law.

Chapter VI**IMPLEMENTATION PROVISIONS****Article 34. Amendment and supplementation of the Regulations**

The amendment and supplementation of these Internal Regulations on Corporate Governance shall be decided and promulgated by the Board of Directors after being approved by the General Meeting of Shareholders, ensuring conformity with the provisions of law and the Company's Charter from time to time. Where there is any difference between these Regulations and the provisions of law and the Company's Charter, the provisions of law and the Company's Charter shall apply.

Article 35. Effect

These Internal Regulations on Corporate Governance of Viet Thai Electric Cable Corporation comprise 06 chapters and 35 articles and take effect from 27 June 2026. The Board of Directors, the Audit Committee, the General Director, other managers and the related organisations and individuals are responsible for implementing these Regulations.

ON BEHALF OF THE BOARD OF DIRECTORS

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness



**REGULATIONS ON THE OPERATION OF THE BOARD OF
DIRECTORS
VIET THAI ELECTRIC CABLE CORPORATION**

(Issued pursuant to Resolution of the General Meeting of Shareholders No. .../2026/NQ-
ĐHĐCĐ dated 27/06/2026)

**Dong Nai City
.../.../2026**

**REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS
VIET THAI ELECTRIC CABLE CORPORATION**

Pursuant to:

- *The Law on Securities No. 54/2019/QH14 dated 26 November 2019 and any documents amending, supplementing or otherwise adjusting it;*
- *The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and any documents amending, supplementing or otherwise adjusting it;*
- *Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*
- *Decree No. 245/2025/NĐ-CP dated 11 September 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*
- *Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*
- *The Charter of Viet Thai Electric Cable Corporation;*
- *Resolution of the General Meeting of Shareholders No. ... dated 27 June 2026;*
- *The Board of Directors hereby promulgates these Regulations on the operation of the Board of Directors of Viet Thai Electric Cable Corporation.*

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Chapter I

GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: These Regulations on the operation of the Board of Directors set out the organisational and personnel structure, operating principles, powers and obligations of the Board of Directors and of the members of the Board of Directors, in order to operate in accordance with the Law on Enterprises, the Law on Securities, the Company's Charter and other relevant provisions of law.
2. Subjects of application: These Regulations apply to the Board of Directors and the members of the Board of Directors of the Company.

Article 2. Operating principles of the Board of Directors

1. The Board of Directors works on the principle of collective decision-making. Each member of the Board of Directors is personally responsible for his or her own assigned work and is jointly responsible before the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors concerning the development of the Company.
2. The Board of Directors assigns to the General Director the responsibility for organising and directing the implementation of the resolutions and decisions of the Board of Directors.
3. The Board of Directors operates in compliance with the provisions of law, the Company's Charter and the resolutions of the General Meeting of Shareholders; ensures equal treatment of all shareholders; and respects the interests of persons related to the Company.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

1. A member of the Board of Directors has all the rights provided for by the Law on Enterprises, the Law on Securities, relevant laws and the Company's Charter, including the right to be provided with information and documents on the financial situation and business operations of the Company and of the units within the Company.
2. A member of the Board of Directors has the obligations provided for in the Company's Charter and the following obligations:

- a. To perform his or her duties honestly and prudently in the best interests of the shareholders and of the Company;
 - b. To attend all meetings of the Board of Directors and to give opinions on the matters brought up for discussion;
 - c. To report promptly and fully to the Board of Directors any remuneration received from subsidiaries, affiliated companies and other organisations;
 - d. To report to the Board of Directors, at its nearest meeting, transactions between the Company, its subsidiaries or other companies over which the Company holds more than 50% of the charter capital, on the one hand, and a member of the Board of Directors and the related persons of that member, on the other; and transactions between the Company and any company in which a member of the Board of Directors is a founding member or has been an enterprise manager within the three (03) years preceding the time of the transaction;
 - e. To make information disclosure when carrying out transactions in the Company's shares in accordance with the law.
3. An independent member of the Board of Directors must prepare a report assessing the activities of the Board of Directors.

Article 4. Right of members of the Board of Directors to be provided with information

1. A member of the Board of Directors has the right to request the General Director, the Deputy General Directors and other managers of the Company to provide information and documents on the financial situation and business operations of the Company and of the units within the Company.
2. The manager so requested must provide the information and documents promptly, fully and accurately as requested by the member of the Board of Directors. The order and procedures for requesting and providing information shall comply with the Company's Charter.

Article 5. Term of office and number of members of the Board of Directors

1. The Board of Directors has 05 (five) members, of which at least 01 (one) is a non-executive member in accordance with Clause 2, Article 276 of Decree No. 155/2020/NĐ-CP, as amended by Clause 79, Article 1 of Decree No. 245/2025/NĐ-CP, and at least 01 (one) is an independent member of the Board of Directors, so as to ensure the structure and number of independent members and non-executive members as provided for in Point a, Clause 4, Article 276 of Decree No. 155/2020/NĐ-CP (as amended by Clause 79, Article 1 of Decree No. 245/2025/NĐ-CP). The specific number of members of the Board of Directors and of independent members shall comply with the Company's Charter.

2. The term of office of a member of the Board of Directors shall not exceed 05 years, and a member may be re-elected for an unlimited number of terms. An individual may be elected as an independent member of the Board of Directors of the Company for no more than 02 consecutive terms.
3. Where all members of the Board of Directors complete their term of office at the same time, those members shall continue to act as members of the Board of Directors until new members are elected to replace them and take over the work, unless the Company's Charter provides otherwise.
4. The Company's Charter shall specify the number, rights, obligations, and the manner of organisation and coordination of the activities of the independent members of the Board of Directors.

Article 6. Criteria and conditions for members of the Board of Directors

1. A member of the Board of Directors must satisfy the following criteria and conditions:
 - a. Not falling under the cases provided for in Clause 2, Article 17 of the Law on Enterprises;
 - b. Having professional qualifications and experience in business administration or in the Company's business lines or sectors, and not necessarily being a shareholder of the Company, unless the Company's Charter provides otherwise;
 - c. A member of the Company's Board of Directors may concurrently be a member of the Board of Directors of another company. A member of the Company's Board of Directors may not concurrently be a member of the Board of Directors or Members' Council of more than 05 other companies;
 - d. Not being a person who has a family relationship with a manager or with a person competent to appoint managers, in the cases provided for by law;
 - e. Other criteria and conditions as provided for in the Company's Charter.
2. An independent member of the Board of Directors as provided for in Point b, Clause 1, Article 137 of the Law on Enterprises must satisfy the following criteria and conditions:
 - a. Not being a person currently working for the Company, its parent company or its subsidiaries; and not being a person who has worked for the Company, its parent company or its subsidiaries during at least the three (03) immediately preceding years;
 - b. Not being a person receiving salary or remuneration from the Company, except for the allowances to which a member of the Board of Directors is entitled under the regulations;

- c. Not being a person whose spouse, biological or adoptive father, biological or adoptive mother, biological or adopted child, or full sibling is a major shareholder of the Company, or a manager of the Company or of a subsidiary of the Company;
 - d. Not being a person who, directly or indirectly, owns at least 01% of the total voting shares of the Company;
 - e. Not being a person who has been a member of the Board of Directors of the Company during at least the five (05) immediately preceding years, except where appointed for 02 consecutive terms;
 - f. Other criteria and conditions as provided for in the Company's Charter.
3. An independent member of the Board of Directors must notify the Board of Directors when he or she no longer satisfies the criteria and conditions provided for in Clause 2 of this Article, and shall automatically cease to be an independent member of the Board of Directors from the date on which he or she no longer satisfies those criteria and conditions. The Board of Directors must report such case at the nearest meeting of the General Meeting of Shareholders, or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within 06 months from the date of receipt of the notice from the relevant independent member of the Board of Directors.

Article 7. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed or removed by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors of the Company may not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a. To establish the programmes and plans of operation of the Board of Directors;
 - b. To prepare the programme, contents and documents for meetings; to convene, preside over and chair meetings of the Board of Directors;
 - c. To organise the adoption of resolutions and decisions of the Board of Directors;
 - d. To supervise the process of organising the implementation of the resolutions and decisions of the Board of Directors;
 - e. To chair meetings of the General Meeting of Shareholders;
 - f. Other rights and obligations as provided for by the Law on Enterprises and the Company's Charter.

4. Where the Chairman of the Board of Directors submits a letter of resignation or is removed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the letter of resignation or of the removal. Where the Chairman of the Board of Directors is absent or unable to perform his or her duties, he or she must authorise in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors in accordance with the principles provided for in the Company's Charter. Where there is no authorised person, or where the Chairman of the Board of Directors dies, goes missing, is held in custody, is serving a prison sentence, is subject to an administrative handling measure at a compulsory detoxification or compulsory education establishment, has fled from his or her place of residence, has limited or lost civil act capacity, has difficulty in cognition or in controlling his or her behaviour, or is prohibited by a court from holding the position, practising the profession or performing certain work, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors on the principle of approval by a majority of the remaining members, until a new decision is made by the Board of Directors.
5. When it deems necessary, the Board of Directors shall decide to appoint a Company Secretary. The Company Secretary has the following rights and obligations:
 - a. To assist in organising the convening of meetings of the General Meeting of Shareholders and of the Board of Directors, and to take the minutes of meetings;
 - b. To assist members of the Board of Directors in exercising their assigned rights and performing their assigned obligations;
 - c. To assist the Board of Directors in applying and implementing corporate governance principles;
 - d. To assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders, and in complying with the obligations to provide and disclose information and with administrative procedures;
 - e. Other rights and obligations as provided for in the Company's Charter.

Article 8. Dismissal, removal, replacement and addition of members of the Board of Directors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - a. The member fails to satisfy the criteria and conditions provided for in Article 155 of the Law on Enterprises;
 - b. The member submits a letter of resignation that is accepted;
 - c. Other cases provided for in the Company's Charter.

2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
 - a. The member does not participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
 - b. Other cases provided for in the Company's Charter.
3. When it deems necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors, or to dismiss or remove a member of the Board of Directors in cases other than those provided for in Clauses 1 and 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
 - a. The number of members of the Board of Directors is reduced by more than one third compared with the number provided for in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date on which the number of members is so reduced by more than one third;
 - b. The number of independent members of the Board of Directors decreases such that the ratio provided for in Point b, Clause 1, Article 137 of the Law on Enterprises is no longer ensured;
 - c. Except for the cases provided for in Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at its nearest meeting.

Article 9. Manner of election, dismissal and removal of members of the Board of Directors

1. A shareholder or group of shareholders holding 10% or more of the total ordinary shares, as provided for in the Company's Charter, has the right to nominate persons to the Board of Directors.

A shareholder or group of shareholders holding from 10% to 20% of the total voting shares may nominate one (01) candidate; from over 20% to 30%, up to two (02) candidates; from over 30% to 50%, up to three (03) candidates; from over 50% to 65%, up to four (04) candidates; from over 65%, up to five (05) candidates.

Unless the Company's Charter provides otherwise, the nomination of persons to the Board of Directors shall be carried out as follows:

- a. Ordinary shareholders forming a group to nominate persons to the Board of Directors must notify the meeting of the group to the shareholders attending before the opening of the General Meeting of Shareholders;

- b. Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this Clause is entitled to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors. Where the number of candidates nominated by the shareholder or group of shareholders is lower than the number they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.
2. Where the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organise the nomination in accordance with the Company's Charter, the Internal Regulations on Corporate Governance and these Regulations on the operation of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.
3. The voting to elect members of the Board of Directors must be carried out by the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and each shareholder may cast all or part of his or her total votes for one or more candidates. The persons elected as members of the Board of Directors shall be determined by the number of votes, from the highest to the lowest, starting from the candidate with the highest number of votes until the number of members provided for in the Company's Charter is reached. Where 02 or more candidates obtain the same number of votes for the last seat on the Board of Directors, a re-election shall be held among the candidates with equal votes, or a selection shall be made according to the criteria provided for in the election regulations or the Company's Charter.
4. The election, dismissal and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders by way of voting.

Article 10. Notification of the election, dismissal and removal of members of the Board of Directors

1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website, so that shareholders may learn about these candidates before voting. A candidate for the Board of Directors must give a written commitment as to the truthfulness and accuracy of the personal information disclosed, and must commit to performing his or her duties honestly, prudently and in the best interests of the Company if elected

as a member of the Board of Directors. The information relating to a candidate for the Board of Directors to be disclosed includes:

- a. Full name and date of birth;
 - b. Professional qualifications;
 - c. Work experience;
 - d. Other managerial titles (including membership of the Board of Directors of other companies);
 - e. Interests related to the Company and to related parties of the Company;
 - f. Other information (if any) as provided for in the Company's Charter;
 - g. The Company is responsible for disclosing information on the companies in which the candidate currently holds the position of member of the Board of Directors, other managerial titles, and the interests of the candidate for the Board of Directors related to the Company (if any).
2. The notification of the results of the election, dismissal and removal of members of the Board of Directors shall be carried out in accordance with the regulations guiding information disclosure.

Chapter III

THE BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is the body managing the Company, and has full authority to act in the name of the Company to decide on and exercise the rights and obligations of the Company, except for the rights and obligations within the competence of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are provided for by law, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
 - a. To decide on the medium-term development strategy and plans and the annual business plans of the Company;
 - b. To recommend the classes of shares and the total number of shares of each class authorised to be offered;
 - c. To decide on the sale of unsold shares within the number of shares of each class authorised to be offered; and to decide on the raising of additional capital in other forms;

- d. To decide on the selling price of shares and bonds of the Company;
- e. To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- f. To decide on investment plans and investment projects within its competence and the limits provided for by law;
- g. To decide on solutions for market development, marketing and technology;
- h. To approve contracts of purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company, unless the Company's Charter provides for a different ratio or value, and except for contracts and transactions within the deciding competence of the General Meeting of Shareholders under 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; to appoint, dismiss, sign contracts with and terminate contracts with the General Director and other key managers as provided for in the Company's Charter; to decide on the salary, remuneration, bonuses and other benefits of such managers; and to appoint authorised representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and to decide on the remuneration and other benefits of such persons;
- j. To establish an Audit Committee under the Board of Directors; to appoint and dismiss the Chairman and members of the Audit Committee; to issue the Regulations on the operation of the Audit Committee; and to supervise and direct the General Director and other managers in running the day-to-day business of the Company;
- k. To decide on the organisational structure and internal management regulations of the Company; and to decide on the establishment of subsidiaries, branches and representative offices, and on capital contribution to and the purchase of shares of other enterprises;
- l. To approve the programme, contents and documents for meetings of the General Meeting of Shareholders; and to convene meetings of the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to adopt resolutions;
- m. To submit the audited annual financial statements to the General Meeting of Shareholders;

- n. To recommend the dividend rate to be paid; and to decide on the time limit and procedures for paying dividends or for dealing with losses incurred in the course of business;
 - o. To recommend the reorganisation or dissolution of the Company; and to request the bankruptcy of the Company;
 - p. To decide on the issuance of the Regulations on the operation of the Board of Directors and the Internal Regulations on Corporate Governance after they have been adopted by the General Meeting of Shareholders; and to decide on the issuance of the Regulations on the operation of the Audit Committee under the Board of Directors and the Company's Regulations on Information Disclosure;
 - q. Other rights and obligations as provided for by the Law on Enterprises, the Law on Securities, other provisions of law and the Company's Charter.
3. The Board of Directors adopts resolutions and decisions by voting at meetings, by collecting written opinions, or in another form provided for in the Company's Charter. Each member of the Board of Directors has one vote.
 4. Where a resolution or decision adopted by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders or the Company's Charter and causes damage to the Company, the members who voted in favour of adopting that resolution or decision shall be jointly and personally liable for it and shall compensate the Company for the damage; the members who voted against its adoption shall be exempt from liability. In such case, the shareholders of the Company have the right to request the court to suspend the implementation of, or to annul, the said resolution or decision.

Article 12. Duties and powers of the Board of Directors in approving and signing transaction contracts

1. The Board of Directors shall approve contracts and transactions with a value of less than 35%, or transactions leading to a total transaction value arising within 12 months from the date of the first transaction of less than 35% of the total asset value recorded in the most recent financial statements, or another smaller ratio or value provided for in the Company's Charter, between the Company and one of the following subjects:
 - Members of the Board of Directors, members of the Audit Committee, the General Director, other managers, and the related persons of these subjects;
 - Shareholders and authorised representatives of shareholders holding more than 10% of the total ordinary shares of the Company, and their related persons;
 - Enterprises related to the subjects provided for in Clause 2, Article 164 of the Law on Enterprises.

2. The representative of the Company signing the contract or transaction must notify the members of the Board of Directors and the members of the Audit Committee of the related persons in respect of that contract or transaction, and must attach the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notice, unless the Company's Charter provides for a different time limit; a member of the Board of Directors having an interest related to the parties to the contract or transaction has no right to vote.

Article 13. Responsibility of the Board of Directors for convening extraordinary General Meetings of Shareholders

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a. The Board of Directors deems it necessary in the interests of the Company;
 - b. The number of remaining members of the Board of Directors is less than the minimum number of members provided for by law;
 - c. At the request of a shareholder or group of shareholders provided for in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting and bearing the signatures of the shareholders concerned, or the written request may be made in several copies and collected so as to bear sufficient signatures of the shareholders concerned;
 - d. At the request of an independent member of the Board of Directors;
 - e. Other cases provided for by law and the Company's Charter.
2. Unless the Company's Charter provides otherwise, the Board of Directors must convene a General Meeting of Shareholders within 30 days from the date on which the number of remaining members of the Board of Directors or of independent members of the Board of Directors is less than the minimum number of members provided for in the Company's Charter, or from the date of receipt of a request provided for in Points c and d, Clause 1 of this Article.
3. The person convening the General Meeting of Shareholders must carry out the following tasks:
 - a. To prepare the list of shareholders entitled to attend the meeting;
 - b. To provide information and resolve complaints relating to the list of shareholders;
 - c. To prepare the programme and contents of the meeting;
 - d. To prepare documents for the meeting;

- e. To draft the resolution of the General Meeting of Shareholders according to the expected contents of the meeting; and to prepare the list and detailed information of candidates in the case of the election of members of the Board of Directors;
- f. To determine the time and venue of the meeting;
- g. To send notices convening the meeting to each shareholder entitled to attend in accordance with the Law on Enterprises;
- h. Other tasks serving the meeting.

Article 14. Sub-committees assisting the Board of Directors

1. The Board of Directors shall establish an Audit Committee in accordance with Point b, Clause 1, Article 137 of the Law on Enterprises. The organisation and operation of the Audit Committee shall comply with the Regulations on the operation of the Audit Committee issued by the Board of Directors.
2. In addition to the Audit Committee, the Board of Directors may establish other sub-committees under it to take charge of development policy, personnel, remuneration and bonuses, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors and shall be at least 03 persons, comprising members of the Board of Directors and external members. Independent members and non-executive members of the Board of Directors should constitute a majority of the sub-committee, and one of these members shall be appointed as Head of the sub-committee by decision of the Board of Directors. The operation of a sub-committee must comply with the regulations of the Board of Directors. A resolution of a sub-committee is effective only when a majority of its members attend and vote in favour of it at a meeting of the sub-committee.
3. The implementation of decisions of the Board of Directors or of a sub-committee under the Board of Directors must comply with the current provisions of law and the provisions of the Company's Charter and the Internal Regulations on Corporate Governance.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of conclusion of the election of that Board of Directors. This meeting shall be convened and chaired by the member who obtained the highest number of votes or the highest voting ratio.

Where there is more than one member with the highest and equal number of votes or voting ratio, those members shall elect, by the principle of majority, one person among them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once each quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a. There is a request from an independent member of the Board of Directors;
 - b. There is a request from the General Director or from at least 05 other managers;
 - c. There is a request from at least 02 members of the Board of Directors;
 - d. Other cases provided for in the Company's Charter.
4. A request provided for in Clause 3 of this Article must be made in writing, clearly stating the purpose, the matters to be discussed and the decisions falling within the competence of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of a request provided for in Clause 3 of this Article. Where the Chairman of the Board of Directors does not convene a meeting as requested, the Chairman shall be liable for any damage caused to the Company; and the person making the request has the right to convene the meeting of the Board of Directors in place of the Chairman of the Board of Directors.
6. The Chairman of the Board of Directors, or the person convening the meeting, must send the notice convening the meeting at the latest 03 working days before the date of the meeting, unless the Company's Charter provides otherwise. The notice convening the meeting must specify the time and venue of the meeting, the programme, and the matters to be discussed and decided. The notice must be accompanied by the documents to be used at the meeting and the voting card of the member. The notice convening a meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means or another method provided for in the Company's Charter, and must ensure that it reaches the contact address of each member of the Board of Directors registered with the Company.
7. The Chairman of the Board of Directors, or the person convening the meeting, shall send the notice convening the meeting and the accompanying documents to the members of the Audit Committee in the same manner as to the members of the Board of Directors. A member of the Audit Committee has the right to attend meetings of the Board of Directors, and has the right to discuss but not to vote, except where he or she is a member of the Board of Directors.

8. A meeting of the Board of Directors shall be conducted when it is attended by three-quarters (3/4) or more of the total number of members. Where a meeting convened in accordance with this Clause does not have a sufficient number of members attending as prescribed, it shall be convened for a second time within 07 days from the intended date of the first meeting, unless the Company's Charter provides for a shorter time limit. In this case, the meeting shall be conducted if more than one half of the members of the Board of Directors attend.
9. A member of the Board of Directors is deemed to have attended and voted at a meeting in the following cases:
 - a. Attending and voting directly at the meeting;
 - b. Authorising another person to attend and vote at the meeting in accordance with Clause 11 of this Article;
 - c. Attending and voting through an online conference, electronic voting or another electronic form;
 - d. Sending the voting card to the meeting by post, fax or email;
 - e. Sending the voting card by another means provided for in the Company's Charter.
10. Where the voting card is sent to the meeting by post, the voting card must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at the latest 01 hour before the opening. The voting cards shall be opened only in the presence of all those attending the meeting.
11. A member must attend all meetings of the Board of Directors. A member may authorise another person to attend and vote at a meeting if approved by a majority of the members of the Board of Directors.
12. Unless the Company's Charter provides for a different and higher ratio, a resolution or decision of the Board of Directors is adopted if approved by a majority of the members attending the meeting; in the case of a tie, the final decision shall belong to the side supported by the Chairman of the Board of Directors.

Article 16. Minutes of meetings of the Board of Directors

1. The meetings of the Board of Directors must be recorded in minutes and may be audio-recorded or recorded and stored in another electronic form. The minutes must be made in Vietnamese and may additionally be made in a foreign language, and shall include the following main contents:
 - a. The name, address of the head office, and enterprise code;
 - b. The time and venue of the meeting;
 - c. The purpose, programme and contents of the meeting;

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- d. The full name of each member attending the meeting or of the person authorised to attend, and the manner of attendance; and the full names of the members not attending and the reasons therefor;
 - e. The matters discussed and voted on at the meeting;
 - f. A summary of the opinions expressed by each member attending the meeting, in the order of the proceedings of the meeting;
 - g. The voting results, clearly indicating the members who voted in favour, against, and with no opinion;
 - h. The matters approved and the corresponding voting ratios for their approval;
 - i. The full names and signatures of the chairperson and the minute-taker, except in the case provided for in Clause 2 of this Article.
2. Where the chairperson or the minute-taker refuses to sign the minutes of the meeting but the minutes are signed by all other members of the Board of Directors attending the meeting and contain all the contents provided for in Points a, b, c, d, e, f, g and h, Clause 1 of this Article, the minutes shall be effective.
 3. The chairperson, the minute-taker and the persons signing the minutes shall be liable for the truthfulness and accuracy of the contents of the minutes of the meeting of the Board of Directors.
 4. The minutes of meetings of the Board of Directors and the documents used at the meeting must be kept at the head office of the Company.
 5. The minutes made in Vietnamese and in a foreign language have equal legal validity. Where there is a difference in content between the Vietnamese minutes and the foreign-language minutes, the content of the Vietnamese minutes shall prevail.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Submission of annual reports

2. At the end of the financial year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:
 - a. The report on the business results of the Company;
 - b. The financial statements;
 - c. The report assessing the management and administration of the Company;

- d. The report on the activities of the independent members of the Board of Directors within the Audit Committee, in accordance with the Regulations on the operation of the Audit Committee.
3. The reports provided for in Points a, b and c, Clause 1 of this Article must be sent to the Audit Committee for appraisal at the latest 30 days before the opening date of the annual meeting of the General Meeting of Shareholders, unless the Company's Charter provides otherwise.
4. The reports provided for in Clauses 1 and 2 of this Article and the audit report must be kept at the head office of the Company at the latest 10 days before the opening date of the annual meeting of the General Meeting of Shareholders, unless the Company's Charter provides for a longer time limit. A shareholder who has held shares of the Company continuously for at least 01 year has the right, by himself or herself or together with a lawyer, an accountant or an auditor holding a practising certificate, to examine directly the reports provided for in this Article.

Article 18. Remuneration, bonuses and other benefits of members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors according to its business results and performance.
2. A member of the Board of Directors is entitled to remuneration for work and to bonuses. The remuneration for work is calculated on the basis of the number of working days necessary to complete the duties of the member of the Board of Directors and the rate of remuneration per day. The Board of Directors shall estimate the remuneration for each member on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.
3. The remuneration of each member of the Board of Directors shall be accounted for in the business expenses of the Company in accordance with the law on corporate income tax, shall be presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at its annual meeting.
4. A member of the Board of Directors who holds an executive position, or who works in the sub-committees of the Board of Directors, or who performs other work outside the scope of the ordinary duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee per occasion, salary, commission, a percentage of profits or another form, as decided by the Board of Directors.
5. A member of the Board of Directors has the right to be reimbursed for all travel, meal, accommodation and other reasonable expenses that he or she has incurred in

performing his or her responsibilities as a member of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or the sub-committees of the Board of Directors.

6. A member of the Board of Directors may have liability insurance purchased for him or her by the Company after the approval of the General Meeting of Shareholders. Such insurance shall not cover the liability of the member of the Board of Directors relating to violations of the law and of the Company's Charter.

Article 19. Disclosure of related interests

Unless the Company's Charter provides for stricter regulations, the disclosure of interests and related persons of the Company shall be carried out in accordance with the following provisions:

1. A member of the Board of Directors of the Company must declare to the Company his or her related interests, including:
 - a. The name, enterprise code, address of the head office, and business lines and sectors of the enterprise in which he or she owns contributed capital or shares; and the ratio and time of ownership of such contributed capital or shares;
 - b. The name, enterprise code, address of the head office, and business lines and sectors of the enterprise in which his or her related persons jointly own, or separately own, contributed capital or shares exceeding 10% of the charter capital.
2. The declaration provided for in Clause 1 of this Article must be made within 07 working days from the date on which the related interest arises; any amendment or supplement must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.
3. A member of the Board of Directors who, in his or her own name or in the name of another person, carries out work in any form within the scope of the Company's business must explain the nature and content of that work to the Board of Directors and may carry it out only when approved by a majority of the remaining members of the Board of Directors; if he or she carries it out without declaration or without the approval of the Board of Directors, all income obtained from that activity shall belong to the Company.

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 20. Relationship among members of the Board of Directors

1. The relationship among the members of the Board of Directors is one of coordination; the members of the Board of Directors are responsible for informing one another of matters relating to the handling of their assigned work.
2. In the course of handling work, a member of the Board of Directors assigned principal responsibility must take the initiative to coordinate in handling matters relating to the field for which another member of the Board of Directors is responsible. Where there remain differing opinions among the members of the Board of Directors, the member with principal responsibility shall report to the Chairman of the Board of Directors for consideration and decision within his or her competence, or for the organisation of a meeting or the collection of opinions of the members of the Board of Directors in accordance with the law, the Company's Charter and these Regulations.
3. Where there is a reassignment of work among the members of the Board of Directors, the members of the Board of Directors must hand over the work, files and relevant documents. Such handover must be made in writing and reported to the Chairman of the Board of Directors.

Article 21. Relationship with the Executive Board

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

Article 22. Relationship with the Audit Committee

1. The relationship between the Board of Directors and the Audit Committee is one of coordination. The Audit Committee is a specialised body under the Board of Directors, reporting directly to the Board of Directors and not being interfered with in the performance of its duties, so as to ensure that the Company complies with all provisions of law.
2. Upon receiving the reports and recommendations of the Audit Committee, the Board of Directors is responsible for studying them and directing the relevant divisions to develop plans and carry out timely corrective measures.

Chapter VII

IMPLEMENTATION PROVISIONS

Article 23. Amendment and supplementation of the Regulations

The amendment and supplementation of these Regulations shall be decided by the Board of Directors after approval by the General Meeting of Shareholders, ensuring conformity with the provisions of law and the Company's Charter from time to time. Where there is a difference between these Regulations and the provisions of law and the Company's Charter, the provisions of law and the Company's Charter shall prevail.

Article 24. Effect

These Regulations on the operation of the Board of Directors of Viet Thai Electric Cable Corporation comprise 07 chapters and 24 articles and take effect from 27 June 2026. The Board of Directors, the members of the Board of Directors, the General Director, the Audit Committee and the relevant organisations and individuals are responsible for implementing these Regulations.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

