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INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 01, 2022 and Law No. 76/2025/QH15 dated June 17, 2025;

- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024

- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

- Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/NĐ-CP dated December 31, 2020;

- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 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 December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

- Pursuant to Resolution No. 02/NQ-ĐHĐCĐ dated June 19, 2026 of the 2026 Annual General Meeting of Shareholders

- Pursuant to the Charter of Binh Duong Mineral and Construction Joint Stock Company.

The Board of Directors hereby issues the Internal Regulations on Corporate Governance of Binh Duong Mineral and Construction Joint Stock Company, including the following contents:

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope and subjects of application

1. Scope: The Internal Regulations on Corporate Governance stipulate the roles, rights, and obligations of the General Meeting of Shareholders (GMS), the Board of Directors, and the General Director; procedures for GMS meetings; nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Audit Committee, the General Director, and other activities in accordance with the Company Charter and other applicable laws.

2. Subjects of application: These Regulations apply to members of the Board of Directors, the Audit Committee, the General Director, and affiliated persons.

Article 2. Definitions

1. Abbreviations:

- a. “*Company*” means Binh Duong Mineral and Construction Joint Stock Company;
- b. “*GMS*”: General Meeting of Shareholders;
- c. “*BOD*”: Board of Directors;
- d. “*AC*”: Audit Committee.

2. The following terms shall be understood as follows:

- a. “*Corporate governance*” is a system of principles, including:

- Ensuring a reasonable governance structure;
- Ensuring the operational efficiency of the BOD and its sub-committees;
- Ensuring the rights of shareholders and affiliated persons;
- Ensuring fair treatment among shareholders;
- Ensuring transparency in all activities of the Company.

- b. “*Public company*” is a joint stock company as defined in Clause 1, Article 32 of the Law on Securities;

- c. “*Major shareholder*” is a shareholder as defined in Clause 18, Article 4 of the Law on Securities;

- d. “*Enterprise manager*” is a person who manages the company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding management positions as prescribed in the Company Charter;

- e. “*Business executive*” is the General Director, Deputy General Directors, Chief Accountant, and other executives as decided by the BOD based on the proposal of the General Director;

- f. “*Non-executive member of the BOD*” (hereinafter referred to as non-executive member) is a member of the BOD who is not the General Director, Deputy General Director, Chief Accountant, or other executives as prescribed by the Company Charter;

- g. “*Independent member of the BOD*” (hereinafter referred to as independent member) is a member as defined in Clause 2, Article 154 of the Law on Enterprises;

- h. “*Corporate governance officer*” is a person with responsibilities and powers as prescribed in Article 281 of Decree No. 155/2020/NĐ-CP;

- i. “*Affiliated persons*” are individuals and organizations as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

3. In these Regulations, references to one or more provisions or legal documents shall include any amendments, supplements, or replacements thereof.

4. In case specialized laws have provisions on corporate governance different from those in this Decree, the provisions of the specialized laws shall apply.

CHAPTER II. PROCEDURES FOR CONVENING AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

Article 3. Rights and obligations of the GMS

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the joint stock company.

2. The GMS has the following rights and obligations:

- a. Approve the Company's development orientation;
- b. Decide on amendments and supplements to the Company Charter;
- c. Change business lines and sectors;
- d. Decide on the types of shares and the total number of shares of each type authorized to be offered;
- e. Decide on the annual dividend rate for each type of share;
- f. Decide on the repurchase of more than 10% of the total sold shares of each type;
- g. Decide on the number of members of the Board of Directors; elect, dismiss, and remove members of the Board of Directors;
- h. Consider and handle violations by members of the Board of Directors that cause damage to the Company and its shareholders;
- i. Decide on investment or sale of assets valued at 50% or more of the total asset value recorded in the Company's most recent financial statements;
- j. Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and its sub-committees;
- k. Approve contracts and transactions with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements with the following subjects: Shareholders, authorized representatives of shareholders that are organizations owning more than 10% of the total common shares of the Company and their affiliated persons; members of the Board of Directors, the General Director, and their affiliated persons; enterprises that members of the Board of Directors, the General Director, and other managers of the Company must declare in accordance with the Law on Enterprises;
- l. Approve annual financial statements;
- m. Approve the Company's annual business plan;
- n. Approve the report of the Board of Directors on corporate governance and the performance of the Board of Directors and each member of the Board of Directors; independent members of the Board of Directors in the Audit Committee are responsible for reporting at the annual General Meeting of Shareholders in accordance with Clause 2, Article 41 of this Charter;

- o. Decide on the division, separation, consolidation, merger, or conversion of the Company;
- p. Decide on the organizational structure of the Company; decide on the reorganization or dissolution of the Company;
- q. Approve the Internal Regulations on Corporate Governance; Regulations on the Organization and Operation of the Board of Directors;
- r. Approve the list of approved auditing firms; decide on the approved auditing firm to inspect the Company's operations, and dismiss approved auditors when deemed necessary;
- s. Other rights and obligations as prescribed by law.

Article 4. Authority to convene the GMS

1. The GMS shall meet annually once a year. The GMS must meet annually within 04 months from the end of the fiscal year. The BOD shall decide to extend the annual GMS meeting in case of necessity, but not exceeding 06 months from the end of the fiscal year.

2. Shareholders or groups of shareholders owning 05% or more of the total common shares or another smaller percentage as prescribed in the Company Charter have the right to request the convening of a GMS meeting in the following cases:

- a. The BOD seriously violates the rights of shareholders, the obligations of managers, or makes decisions exceeding its assigned authority;
- b. Other cases as prescribed in the Company Charter.

3. The request to convene a GMS meeting as prescribed in Clause 2 of this Article must be in writing and include the following contents: full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise identification number or legal identification number of the organization, and head office address for organizational shareholders; the number of shares and time of share registration of each shareholder, the total number of shares of the group of shareholders, and the ownership percentage in the total shares of the company, the basis and reasons for requesting the convening of the GMS meeting. Attached to the request must be documents and evidence of the BOD's violations, the extent of the violations, or the decision exceeding authority. Shareholders or groups of shareholders shall be fully responsible before the law for the accuracy and honesty of the documents and evidence provided to the competent authority when requesting the convening of the GMS meeting.

Article 5. Preparation of the list of shareholders entitled to attend the meeting

1. The list of shareholders entitled to attend the GMS meeting shall be prepared based on the company's share register and securities owner register. The list of shareholders entitled to attend the GMS meeting shall be prepared no more than 10 (ten)



days before the date of sending the invitation to the GMS meeting if the Company Charter does not specify a shorter period.

2. The list of shareholders entitled to attend the GMS meeting must include the full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise identification number or legal identification number of the organization, and head office address for organizational shareholders; the number of shares of each type, and the number and date of shareholder registration of each shareholder.

3. Shareholders have the right to check, search, extract, and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the GMS meeting; request the correction of incorrect information or the addition of necessary information about themselves in the list of shareholders entitled to attend the GMS meeting. The company's managers must timely provide information in the share register, and correct or supplement incorrect information at the request of shareholders; they shall be responsible for compensating for damages arising from the failure to provide or the untimely or inaccurate provision of information in the share register as requested. The sequence and procedures for requesting information in the share register shall be carried out in accordance with the Company Charter.

Article 6. Notice of closing the list of shareholders entitled to attend the GMS meeting

The notice of closing the list of shareholders entitled to attend the GMS meeting shall be carried out in accordance with the Company Charter and the provisions of securities law applicable to listed companies.

Article 7. Notice of convening the GMS meeting

1. The person convening the GMS meeting must send the meeting invitation to all shareholders on the list of shareholders entitled to attend at least 21 (twenty-one) days before the opening date if the Company Charter does not specify a longer period. The meeting invitation must include the name, head office address, enterprise identification number; the shareholder's name and contact address, the time and location of the meeting, and other requirements for attendees.

2. The meeting invitation shall be sent by a method ensuring it reaches the shareholder's contact address, and simultaneously announced on the Company's website, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading.

3. The GMS meeting agenda and documents related to matters to be voted on at the meeting shall be sent to shareholders or/and posted on the Company's website. In case documents are not sent with the GMS meeting notice, the meeting invitation must clearly state the link to all meeting documents so that shareholders can access them, including:

- a. Meeting agenda and documents used in the meeting;
- b. List and detailed information of candidates in case of electing members of the Board of Directors;
- c. Voting ballots;
- d. Form for appointing an authorized representative to attend the meeting;
- e. Draft Resolution for each matter in the meeting agenda.

Article 8. GMS agenda and content

1. The person convening the GMS meeting must prepare the meeting agenda, content, and documents used in the meeting.

2. Shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises have the right to propose matters to be included in the GMS meeting agenda. The proposal must be in writing and sent to the company at least 03 (three) working days before the opening date, unless the Company Charter specifies a different period. The proposal must clearly state the shareholder's name, the number of shares of each type held by the shareholder, and the matter proposed to be included in the meeting agenda.

3. In case the person convening the GMS meeting refuses the proposal as prescribed in Clause 2 of this Article, they must respond in writing at least 02 (two) working days before the opening date of the GMS meeting and clearly state the reasons. The person convening the GMS meeting may only refuse the proposal if it falls into one of the following cases:

- a. The proposal was not sent in accordance with Clause 2 of this Article;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 05% of common shares as prescribed in Clause 3, Article 13 of the Company Charter;
- c. The proposed matter is not within the decision-making authority of the GMS;
- d. Other cases as prescribed by Law and the Company Charter.

4. The person convening the GMS meeting must accept and include the proposal as prescribed in Clause 2 of this Article in the tentative agenda and content of the meeting, except in the cases prescribed in Clause 3 of this Article; the proposal shall be officially added to the meeting agenda and content if approved by the GMS.

Article 9. Authorization for representatives to attend the GMS meeting

1. Authorization for individuals or organizations to represent shareholders at the GMS meeting must be in writing. The power of attorney shall be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the duration of authorization, and the

signatures of the authorizing party and the authorized party. The authorized individual or organization attending the GMS meeting must present the power of attorney when registering to attend before entering the meeting room.

2. Other cases as prescribed by the Law on Enterprises and the Company Charter.

Article 10. Method of registering to attend the GMS meeting

Before the meeting opens, the Company must carry out shareholder registration procedures and must continue registration until all shareholders entitled to attend have registered.

Article 11. Conditions for conducting the meeting

1. The GMS meeting shall be conducted when the number of shareholders attending represents more than 50% of the total voting shares.

2. In case the first meeting does not meet the conditions for conducting as prescribed in Clause 1 of this Article, the second meeting notice must be sent within 30 (thirty) days from the intended date of the first meeting. The second GMS meeting shall be conducted when the number of shareholders attending represents 33% or more of the total voting shares.

3. In case the second meeting does not meet the conditions for conducting as prescribed in Clause 2 of this Article, the third meeting notice must be sent within 20 (twenty) days from the intended date of the second meeting, unless the Company Charter provides otherwise. The third GMS meeting shall be conducted regardless of the total number of voting shares of the attending shareholders.

4. Only the GMS has the right to decide on changing the meeting agenda sent with the meeting notice in accordance with Article 142 of the Law on Enterprises.

Article 12. Forms of passing GMS resolutions

1. The GMS passes resolutions within its authority by voting at the meeting or by collecting written opinions.

2. Unless the Company Charter provides otherwise, GMS resolutions on the following matters must be passed by voting at the GMS meeting:

- a. Amendments and supplements to the Company Charter;
- b. Company development orientation;
- c. Types of shares and total number of shares of each type;
- d. Election, dismissal, and removal of members of the Board of Directors;
- e. Decision on investment or sale of assets valued at 50% or more of the total asset value recorded in the Company's most recent financial statements;
- f. Approval of annual financial statements;
- g. Reorganization or dissolution of the company.

Article 13. Method of voting at the GMS

1. The method of voting, vote counting, and announcement of vote counting results shall be specifically prescribed in the Working Regulations of the GMS, which are decided by the Board of Directors and approved by the GMS.

2. The GMS discusses and votes on each matter in the agenda. Voting shall be conducted by voting in favor, against, or abstaining. The vote counting results shall be announced by the chairperson immediately before the closing of the meeting, unless the Company Charter provides otherwise.

3. Shareholders or authorized representatives arriving after the meeting has opened have the right to register immediately and subsequently have the right to participate and vote at the meeting right after registration. The chairperson is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of matters already voted on previously shall not change.

Article 14. Method of vote counting

1. GMS decisions on the following matters shall be passed when approved by shareholders owning more than 50% of the total voting shares of all shareholders attending in person or through authorized representatives present at the GMS meeting:

- a. Approval of annual financial statements;
- b. Short-term and long-term development plans of the Company;
- c. Dismissal, removal, and replacement of members of the BOD and reporting on the BOD's appointment of the General Director;
- d. Other matters within the decision-making authority of the GMS.

2. The election of members of the BOD must be carried out in accordance with Clause 3, Article 148 of the Law on Enterprises.

3. GMS decisions related to amending and supplementing the Charter, types of shares and number of shares offered, reorganization or dissolution of the enterprise, transactions for the purchase or sale of Company assets or branches valued at 50% or more of the total asset value of the Company calculated according to the most recent audited financial statements shall be passed when approved by 65% or more of the total voting shares of shareholders present in person or through authorized representatives present at the GMS meeting.

Article 15. Conditions for passing a Resolution

1. A resolution on the content prescribed in points c, d, i, p of Article 3 of these Regulations shall be passed if approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except in the cases prescribed in Clauses 3, 4, and 6 of this Article.

2. Resolutions shall be passed when approved by shareholders owning more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except in the cases prescribed in Clauses 1, 3, 4, and 6 of this Article; the specific percentage shall be prescribed by the Company Charter.

3. Unless the Election Regulations provide otherwise and are approved by the GMS, voting to elect members of the Board of Directors must be carried out as follows:

a. According to the cumulative voting method, whereby each shareholder has a total number of voting shares corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders have the right to accumulate all or part of their total votes for one or more candidates. The elected members of the Board of Directors shall be determined by the number of votes calculated from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Company Charter is reached. In case 02 (two) or more candidates receive the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or selected according to the criteria prescribed in the election regulations;

b. In case of electing only 01 (one) member of the Board of Directors and there is only 01 (one) candidate, that candidate shall be considered elected if they receive more than 50% of the total votes of shareholders with voting rights present in person or through authorized representatives present at the GMS meeting;

c. Independent members of the Board of Directors shall be elected separately.

4. In case of passing a resolution by collecting written opinions, the GMS resolution shall be passed if approved by shareholders owning more than 50% of the total voting shares of all shareholders with voting rights; the specific percentage shall be prescribed by the Company Charter.

5. GMS resolutions must be notified to shareholders entitled to attend the GMS meeting within 15 days from the date of passing; in case the company has a website, sending the resolution can be replaced by posting it on the company's website.

6. A GMS resolution on content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if approved by shareholders of the same type of preferred shares attending the meeting owning 75% or more of the total preferred shares of that type, or approved by shareholders of the same type of preferred shares owning 75% or more of the total preferred shares of that type in case of passing the resolution by collecting written opinions.

7. GMS resolutions passed by 100% of the total voting shares are legal and effective even if the sequence and procedures for passing such resolution were not carried out in accordance with regulations.

Article 16. Announcement of vote counting results



After counting the votes, the Vote Counting Committee will announce the results directly at the GMS meeting. The announcement of vote counting results must specifically state the number of votes in favor, the number of votes against, and the number of abstentions for each matter.

Article 17. Method of objecting to GMS resolutions

1. Within 90 (ninety) days from the date of receiving the resolution or the minutes of the GMS meeting or the minutes of the vote counting results of collecting GMS opinions, shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises have the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the GMS resolution in the following cases:

a. The sequence and procedures for convening the meeting and making decisions of the GMS seriously violate the provisions of this Law and the Company Charter, except in the cases prescribed in Clause 2, Article 152 of the Law on Enterprises;

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

2. Shareholders voting against a resolution on reorganizing the Company or changing the rights and obligations of shareholders prescribed in the Company Charter have the right to request the company to repurchase their shares. The request must be in writing, clearly stating the shareholder's name and address, the number of shares of each type, the intended selling price, and the reason for requesting the company to repurchase. The request must be sent to the company within 10 (ten) days from the date the GMS passes the resolution on the matters prescribed in this Clause.

3. The Company must repurchase shares at the request of shareholders as prescribed in Clause 1 of this Article at the market price or the price calculated according to the principles prescribed in the Company Charter within 90 (ninety) days from the date of receiving the request. In case the parties cannot agree on the price, they may request a professional valuation organization to determine the price. The Company shall introduce at least 03 professional valuation organizations for shareholders to choose from, and that choice shall be the final decision.

Article 18. Minutes of the GMS meeting

1. The GMS meeting must be recorded in minutes and may be recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese, may be prepared in a foreign language, and must include the following main contents:

a. Name, head office address, enterprise identification number;

b. Time and location of the GMS meeting;

c. Meeting agenda and content;

d. Full name of the chairperson and secretary;

e. Summary of the meeting proceedings and opinions expressed at the GMS meeting on each matter in the agenda;

f. Number of shareholders and total voting shares of shareholders attending, appendix of the list of registered shareholders and authorized representatives attending with the corresponding number of shares and votes;

g. Total voting shares for each matter, clearly stating the voting method, total number of valid and invalid votes, votes in favor, against, and abstentions; the corresponding percentage of the total voting shares of shareholders attending;

h. Matters passed and the corresponding percentage of votes in favor;

i. Signatures of the chairperson and secretary. In case the chairperson or secretary refuses to sign the minutes, these minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and contain full content as prescribed in this Clause. The minutes shall clearly state the refusal of the chairperson or secretary to sign;

j. Minutes prepared in Vietnamese and a foreign language have equal legal validity. In case of any discrepancy in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall apply.

2. The GMS meeting minutes must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting shall be jointly responsible for the honesty and accuracy of the content of the minutes.

3. The GMS meeting minutes must be announced on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the end of the meeting.

4. The GMS meeting minutes shall be considered authentic evidence of the work conducted at the GMS meeting unless an objection to the content of the minutes is raised in accordance with the prescribed procedures within ten (10) days from the date of sending the minutes.

5. The GMS meeting minutes, the appendix of the list of registered shareholders with signatures, the power of attorney to attend the meeting, and related documents must be kept at the Company's head office.

Article 19. Announcement of GMS Resolutions

GMS resolutions must be disclosed in accordance with the Company Charter and the provisions of the Law on Enterprises and the Law on Securities.

Article 20. Passing GMS resolutions by collecting written opinions

1. The BOD must prepare opinion collection ballots, draft GMS resolutions, and explanatory documents for the draft resolutions. The BOD must ensure that documents are sent and disclosed to shareholders within a reasonable time for consideration and voting, and must send them at least ten (10) days before the deadline for receiving opinion collection ballots. The requirements and methods for sending opinion collection ballots and attached documents shall be carried out in accordance with Clause 3, Article 19 of the Company Charter.

2. The following matters may be passed by collecting written opinions:
 - a. Amendments and supplements to the Company Charter;
 - b. Company development orientation;
 - c. Types of shares and total number of shares of each type authorized to be offered;
 - d. Dismissal and removal of members of the Board of Directors;
 - e. Decision on investment or sale of assets valued at 50% or more of the total asset value recorded in the Company's most recent financial statements;
 - f. Other matters related to the company's operations that the Board of Directors deems necessary to collect opinions from the General Meeting of Shareholders.
3. Opinion collection ballots must include the following main contents:
 - a. Name, head office address, enterprise identification number;
 - b. Purpose of collecting opinions;
 - c. Full name, permanent address, nationality, Citizen Identity Card number, ID card, Passport, or other legal personal identification of individual shareholders; name, enterprise identification number or establishment decision number, head office address of organizational shareholders, or full name, permanent address, nationality, Citizen Identity Card number, ID card, Passport, or other legal personal identification of the authorized representative of organizational shareholders; number of shares of each type and number of voting shares of the shareholder;
 - d. Matter needing opinion collection to pass a decision;
 - e. Voting options including in favor, against, and abstaining for each matter;
 - f. Deadline for sending the completed opinion collection ballot back to the Company;
 - g. Full name and signature of the Chairman of the BOD and the legal representative of the Company.
4. The completed opinion collection ballot must be signed by the individual shareholder, or the legal representative of the organizational shareholder, or the individual or legal representative of the authorized organization.
5. Opinion collection ballots may be sent to the Company in the following forms:
 - a. By mail: The opinion collection ballot sent to the Company must be in a sealed envelope, and no one has the right to open it before vote counting;
 - b. By fax or email: The opinion collection ballot sent to the Company via fax or email must be kept confidential until the time of vote counting;
 - c. Opinion collection ballots received by the Company after the deadline specified in the ballot or opened in case of mail, or disclosed before the time of vote counting in case



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of fax or email, are invalid. Opinion collection ballots not sent back are considered as abstentions.

6. The BOD shall count the votes and prepare vote counting minutes under the witness of the Audit Committee or shareholders who are not business executives. The vote counting minutes must include the following main contents:

- a. Name, head office address, enterprise identification number;
- b. Purpose and matters needing opinion collection to pass a resolution;
- c. Number of shareholders with the total number of voting shares that participated in voting, distinguishing between valid and invalid voting shares and the method of sending the voting ballot, accompanied by an appendix of the list of shareholders participating in voting;
- d. Total number of votes in favor, against, and abstentions for each matter;
- e. Matters passed and the corresponding percentage of votes in favor;
- f. Full name and signature of the Chairman of the BOD, the legal representative of the Company, the vote counter, and the vote counting supervisor.

Members of the BOD, vote counters, and vote counting supervisors shall be jointly responsible for the honesty and accuracy of the vote counting minutes; jointly responsible for damages arising from decisions passed due to dishonest or inaccurate vote counting.

7. The vote counting minutes must be sent to shareholders within fifteen (15) days from the date of finishing vote counting. In case the Company has a website, sending the vote counting minutes can be replaced by posting them on the Company's website within twenty-four (24) hours from the time of finishing vote counting.

8. The completed opinion collection ballots, vote counting minutes, passed resolutions, and related documents sent with the opinion collection ballots must be kept at the Company's head office.

9. A resolution passed by collecting written opinions must be approved by shareholders representing at least 50% of the total voting shares and shall have the same validity as a resolution passed at a GMS meeting.

Article 21. Passing GMS resolutions by online conference

1. The annual GMS may be held online via the internet. Shareholders may register to attend the meeting and exercise their voting rights on matters at the meeting via the internet conveniently and effectively.

2. Shareholders attending and voting online are also considered as attending the meeting in person. Therefore, when shareholders log in to the Company's online meeting/voting system, they are considered as attending in person, and the voting results are as valid as those of shareholders voting in person at the meeting.

3. Shareholders attend the meeting by using the login code provided by the Meeting Organizing Committee to log in to the system when the meeting is conducted.

4. The shareholder's login code is prescribed by the Organizing Committee in accordance with the requirements of the online service provider at the time of holding the meeting.

5. After the shareholder (or authorized person) logs in to the online meeting system, the shareholder may exercise their rights in accordance with the Charter and the Law on Enterprises.

6. In case of any change in personal information, shareholders shall contact the Depository Member where they opened their accounts to update such information before the record date for the list of shareholders attending the GMS.

7. The Company shall issue the Regulations on Online GMS suitable for each meeting (if any).

CHAPTER III. MEMBERS OF THE BOARD OF DIRECTORS

Article 22. Rights and obligations of the Board of Directors

1. To decide on the strategy, medium-term development plans, and annual business plans of the Company.

2. To propose the types of shares and the total number of shares of each type authorized to be offered.

3. To decide on the sale of unsold shares within the authorized number of shares of each type; to decide on raising additional capital in other forms; to propose the issuance of convertible bonds and bonds with warrants.

4. To decide on the selling price of the Company's shares and bonds.

5. To decide on the share buyback in accordance with the provisions of Clause 1 and Clause 2, Article 133 of the Law on Enterprises.

6. To decide on investment plans and investment projects within its competence and limits as prescribed by law.

7. To decide on solutions for market development, marketing, and technology; to establish branches or representative offices of the Company; to establish subsidiaries of the Company.

8. Within the scope of the Board of Directors' authority under the Law on Enterprises and the Company Charter, the Board of Directors shall decide on the execution, amendment, and cancellation of the Company's contracts; decide on the approval of purchase, sale, borrowing, lending, and other contracts and transactions valued at 50% or less of the total asset value recorded in the most recent financial statements of the Company, and other contracts and transactions within the scope of the GMS's authority, except for cases requiring approval/passage by the GMS as follows:

Contracts and transactions specified in Point i, Clause 2, Article 3 of This Charter;

a. Contracts and transactions specified in Point k, Clause 2, Article 3 of This Charter;

b. Contracts and transactions for borrowing, lending, or selling assets valued at more than 10% of the total asset value of the enterprise recorded in the most recent financial statements between the Company and shareholders owning 51% or more of the total voting shares or their affiliated persons.

9. 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 prescribed by the Company Charter; to decide on the salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Board of Members or GMS of other companies, and to decide on the remuneration and other benefits of such persons.

10. To supervise and direct the General Director and other managers in the daily business operations of the Company.

11. To decide on the organizational structure, internal management regulations of the Company, the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares of other enterprises.

12. To approve the program, content, and documents for the GMS meeting, to convene the GMS meeting, or to seek opinions for the GMS to pass resolutions.

13. To submit annual financial statements to the GMS.

14. To propose the dividend payout ratio; to decide on the time limit and procedures for dividend payment or handling of losses incurred during business operations.

15. To implement dividend payments to shareholders in accordance with the law after being passed by the annual GMS;

16. To organize training and workshops on corporate governance and necessary skills for Members of the Board of Directors, the General Director, the Person in charge of corporate governance, and other managers of the Company.

17. To propose the reorganization or dissolution of the Company; to request the bankruptcy of the Company.

18. To decide on the issuance of the Regulations on the organization and operation of the Board of Directors and the Internal Regulations on Corporate Governance after being passed by the GMS; to decide on the issuance of the Regulations on the operation of the Audit Committee under the Board of Directors and the Regulations on information disclosure of the Company.

19. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, and the Company Charter.

Article 23. Organizational structure, standards, and conditions for Members of the Board of Directors

1. Organizational structure:

a. The Board of Directors consists of 06 members, including 02 independent Members of the Board of Directors;

b. The term of a Member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent Member of the Board of Directors of a company for no more than 02 consecutive terms;

c. In case all Members of the Board of Directors end their terms at the same time, they shall continue to be Members of the Board of Directors until new members are elected to replace them and take over the work, unless otherwise provided by the Company Charter;

d. The Company Charter specifies the number, rights, obligations, and methods of organization and coordination of activities of independent Members of the Board of Directors.

2. Members of the Board of Directors must meet the following standards and conditions:

a. Having full civil act capacity, and not being among the subjects prohibited from managing an enterprise as prescribed in Clause 2, Article 17 of the Law on Enterprises;

b. Having professional qualifications and experience in business management of the Company and not necessarily being a shareholder of the Company, unless otherwise provided by the Company Charter;

c. A Member of the Board of Directors may simultaneously serve as a member of the Board of Directors or the Board of Members at a maximum of 05 (five) other companies;

d. Other standards and conditions as prescribed by law.

3. Except where securities laws provide otherwise, an independent Member of the Board of Directors as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following standards and conditions:

a. Not being a person currently working for the Company, its parent company, or its subsidiaries; not being a person who has worked for the Company, its parent company, or its subsidiaries for at least the 03 consecutive years immediately preceding;

b. Not being a person currently receiving salary or remuneration from the Company, except for allowances that Members of the Board of Directors are entitled to as prescribed;

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c. Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological older sibling, biological younger sibling is a major shareholder of the Company; a manager of the Company or its subsidiaries;

d. Not being a person directly or indirectly owning at least 01% of the total voting shares of the Company;

e. Not being a person who has served as a Member of the Board of Directors or the Supervisory Board of the Company for at least the 05 consecutive years immediately preceding, except in the case of being appointed for 02 consecutive terms.

4. An independent Member of the Board of Directors must notify the Board of Directors that they no longer meet the standards and conditions prescribed in Clause 2 of this Article and shall automatically cease to be an independent Member of the Board of Directors from the date they no longer meet such standards and conditions. The Board of Directors must notify the case where an independent Member of the Board of Directors no longer meets the standards and conditions at the nearest GMS meeting or convene a GMS meeting to elect an additional or replacement independent Member of the Board of Directors within 06 (six) months from the date of receiving the notification from the relevant independent Member of the Board of Directors.

Article 24. Methods for shareholders and groups of shareholders to nominate candidates for the position of Member of the Board of Directors

1. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to less than 80% may nominate a maximum of seven (07) candidates; and from 80% to less than 90% may nominate a maximum of eight (08) candidates.

2. Other cases as prescribed by law and the Company Charter.

Article 25. Method of electing Members of the Board of Directors

The election of Members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to accumulate all or part of their total votes for one or more candidates. The elected Members of the Board of Directors shall be determined by the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members prescribed by the Company Charter is reached. In case 02 (two) or more candidates receive the same number of votes for the last member of the Board of Directors, a re-

election shall be conducted among the candidates with the same number of votes or selected according to the criteria of the election regulations or the Company Charter.

Article 26. Cases of dismissal and removal of Members of the Board of Directors

Members of the Board of Directors shall lose their status as Members of the Board of Directors in the following cases:

1. No longer qualified to be a Member of the Board of Directors as prescribed by the Law on Enterprises or prohibited by law from being a Member of the Board of Directors.

2. Submitting a resignation letter which is accepted.

3. Suffering from mental disorders and other Members of the Board of Directors have professional evidence proving that such person no longer has civil act capacity.

4. Failing to attend meetings of the Board of Directors for 06 (six) consecutive months without the approval of the Board of Directors.

5. According to the decision of the GMS.

6. Intentionally providing false personal information when submitting as a candidate for the Board of Directors.

7. Other cases as prescribed by law and the Company Charter.

Article 27. Notification of the election, dismissal, and removal of Members of the Board of Directors

Notification of the election, dismissal, and removal of Members of the Board of Directors shall be in accordance with the Company Charter.

Article 28. Method of introducing candidates for Members of the Board of Directors

In case candidates have been identified in advance, information related to candidates for the Board of Directors shall be included in the GMS meeting documents and announced at least ten (10) days before the opening date of the GMS meeting on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment regarding the honesty, accuracy, and reasonableness of the published personal information and must commit to performing their duties honestly if elected as a Member of the Board of Directors. Information related to candidates for the Board of Directors to be published includes at least the following contents:

1. Full name, date, month, and year of birth.

2. Educational level.

3. Professional qualifications.



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4. Work history.
5. Companies where the candidate currently holds the position of Member of the Board of Directors and other management titles.
6. Evaluation report on the candidate's contribution to the Company, in case such candidate is currently a Member of the Board of Directors of the Company.
7. Interests related to the Company (if any).
8. Full name of the shareholder or group of shareholders nominating such candidate (if any).
9. Other information (if any).

Article 29. Election, removal, and dismissal of the Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed, and removed by the Board of Directors from among the Members of the Board of Directors.
2. The Chairman of the Board of Directors shall not concurrently serve as the General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a. To implement resolutions of the GMS and the Board of Directors, and business and investment plans of the Company passed by the GMS and the Board of Directors;
 - b. To decide on issues that do not require approval by the GMS or the Board of Directors. To decide on the signing, execution, amendment, and supplementation of contracts and agreements to which the Company is a party, except for cases requiring approval by the GMS or the Board of Directors;
 - c. To appoint or dismiss the person authorized by the Company to act as the Company's lawyer;
 - d. To establish the program and activity plan of the Board of Directors; to prepare the program, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors; to organize the passage of resolutions and decisions of the Board of Directors; to supervise the organization and implementation of resolutions and decisions of the Board of Directors;
 - e. To chair the GMS meeting;
 - f. To ensure that the Board of Directors sends the annual financial statements, Company activity reports, audit reports, and inspection reports of the Board of Directors to shareholders at the GMS meeting;
 - g. To perform other tasks outside the scope of authority of the GMS and the Board of Directors;



h. Other rights and obligations as prescribed by law, this Charter, the Internal Regulations on Corporate Governance, other internal regulations of the Company, and resolutions of the GMS and the Board of Directors.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within 10 (ten) days from the date of receiving the resignation letter or the dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors according to the principles prescribed in the Company Charter. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education institution, flees from their place of residence, has limited or lost civil act capacity, has difficulty in cognition or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or doing certain jobs, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors according to the principle that the majority of the remaining members agree until a new decision is made by the Board of Directors.

Article 30. Remuneration 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 based on business results and efficiency.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days necessary to complete the tasks of a Member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the GMS at the annual meeting.

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

4. A Member of the Board of Directors holding an executive position or a Member of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks that, according to the Board of Directors, are outside the scope of normal duties of a Member of the Board of Directors, may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, food, accommodation, and other reasonable expenses that they have had to pay when



performing their responsibilities as a Member of the Board of Directors, including expenses incurred in attending GMS meetings, Board of Directors meetings, or meetings of sub-committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance by the Company after approval by the GMS. This insurance does not include insurance for the responsibilities of Members of the Board of Directors related to violations of the law and the Company Charter.

7. Members of the Board of Directors have the obligation to report promptly and fully to the Board of Directors the remuneration received from subsidiaries, affiliated companies, and other organizations.

CHAPTER IV. MEETINGS OF THE BOARD OF DIRECTORS

Article 31. Cases for convening meetings of the Board of Directors

1. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a. Upon the request of an independent Member of the Board of Directors;
- b. Upon the request of the General Director or at least 05 (five) other managers;
- c. Upon the request of at least 02 (two) Members of the Board of Directors;
- d. Other cases as prescribed by the Company Charter.

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

Article 32. Notification of Board of Directors meetings

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

2. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 (seven) working days from the date of receiving the request as prescribed in Article 31 of This Charter. In case of failure to convene a meeting of the Board of Directors upon request, the Chairman of the Board of Directors shall be responsible for damages incurred to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

3. The meeting notice of the Board of Directors must be sent to Members of the Board of Directors at least three (03) working days before the meeting date. A Member of the Board of Directors may refuse the meeting notice in writing; this refusal may be changed or canceled in writing by that Member of the Board of Directors. The meeting notice of the Board of Directors must be made in writing in Vietnamese and must fully notify the time, location, program, content of issues to be discussed, accompanied by necessary documents regarding issues to be discussed and voted on at the meeting, and the member's voting ballot.

4. The meeting notice shall be sent by mail, fax, email, or other means, but must ensure it reaches the contact address of each Member of the Board of Directors registered with the Company.

Article 33. Conditions for holding Board of Directors meetings

1. Meetings of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of Members of the Board of Directors are present in person or through a representative (authorized person) if approved by the majority of Members of the Board of Directors.

2. In case the number of members present is insufficient as prescribed, the meeting must be convened for the second time within seven (07) days from the intended date of the first meeting. The second convened meeting shall be conducted if more than half (1/2) of the Members of the Board of Directors are present.

Article 34. Voting method

1. A Member of the Board of Directors is considered to be present and voting at the meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend and vote if approved by the majority of Members of the Board of Directors;
- c. Attending and voting through an online conference, electronic voting, or other electronic forms;
- d. Sending a voting ballot to the meeting via mail, fax, or email;
- e. Sending a voting ballot by other means as prescribed in the Company Charter.

2. Members of the Board of Directors shall not vote on contracts, transactions, or proposals in which they or their affiliated persons have interests that conflict or may conflict with the interests of the Company. Members of the Board of Directors shall not be counted in the minimum quorum of members present to hold a meeting of the Board of Directors regarding decisions on which they do not have the right to vote.

Article 35. Method of passing resolutions of the Board of Directors

1. The Board of Directors passes decisions and issues resolutions based on the approval of the majority of Members of the Board of Directors present at the meeting. In case the number of votes for and against is equal, the vote of the Chairman of the Board of Directors shall be the casting vote.

2. A resolution in the form of written opinion collection is passed based on the approval of the majority of Members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution passed at a meeting.

Article 36. Minutes of Board of Directors meetings

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1. Minutes of Board of Directors meetings must be recorded fully and honestly. The Board of Directors may request a Member of the Board of Directors or another person to act as secretary to record the meeting minutes.

2. In case the chair or the minute-taker refuses to sign the meeting minutes, but if all other Members of the Board of Directors attending and agreeing to pass the meeting minutes sign and the minutes contain full content as prescribed, then such minutes shall be valid. The meeting minutes shall clearly state the refusal of the chair or the minute-taker to sign. The person signing the meeting minutes shall be jointly responsible for the accuracy and honesty of the content of the Board of Directors meeting minutes. The chair and the minute-taker shall be personally responsible for damages incurred to the enterprise due to refusing to sign the meeting minutes as prescribed by the Law on Enterprises, the Company Charter, and relevant laws.

3. The chair, the minute-taker, and those signing the minutes must be responsible for the honesty and accuracy of the content of the Board of Directors meeting minutes.

4. Minutes of Board of Directors meetings and documents used in the meeting must be kept at the Company's headquarters.

5. Minutes made in Vietnamese and in a foreign language have equal legal validity. In case there is a difference in content between the minutes in Vietnamese and in a foreign language, the content in the Vietnamese minutes shall apply.

Article 37. Notification of Board of Directors resolutions

Resolutions of the Board of Directors must be notified to relevant parties as prescribed by the Company Charter.

Article 38. Board of Directors meetings via telephone or other forms.

1. A meeting of the Board of Directors may be organized in the form of a discussion among Members of the Board of Directors when all or some members are in different locations, provided that each member participating in the meeting can:

a. Hear each other Member of the Board of Directors participating in the meeting speak;

b. If desired, speak to all other participating members simultaneously.

- The exchange between members can be carried out directly via telephone or by other means of communication (including the use of this means at the time of passing the Charter or later) or a combination of all these methods. According to this provision, a Member of the Board of Directors participating in such a meeting is considered "present" at that meeting. The location of the meeting organized according to this provision is the location where the largest group of Members of the Board of Directors gathers or, if there is no such group, the location where the meeting chair is present;

- Decisions passed in a meeting via telephone organized and conducted properly shall be effective immediately upon the conclusion of the meeting but must be confirmed

by signatures in the minutes of all Members of the Board of Directors participating in this meeting.

2. Written resolution: A written resolution must be signed by all of the following Members of the Board of Directors:

a. Members with voting rights on the resolution at the Board of Directors meeting, to conduct the Board of Directors meeting;

b. The number of members present is not lower than the minimum number of members as prescribed.

This type of resolution has the same effect and validity as a resolution passed by Members of the Board of Directors at a meeting convened and organized in the usual manner. A resolution may be passed using multiple copies of the same document if each copy has at least one signature of a member.

CHAPTER V. SUB-COMMITTEES UNDER THE BOARD OF DIRECTORS

Article 39. Sub-committees under the Board of Directors

1. Except for the case of the Audit Committee specifically prescribed in Article 42, Chapter VI below, the Board of Directors may establish a number of additional sub-committees under the Board of Directors in charge of issues as follows:

a. Development Strategy Sub-committee;

b. Risk Management Sub-committee;

c. Personnel and Remuneration Sub-committee.

2. The number of members of a sub-committee shall be decided by the Board of Directors. In the case of the Audit Committee, the number of members is prescribed in Article 42, Chapter VI of This Charter.

a. The Board of Directors specifies in detail the responsibilities of each sub-committee, the responsibilities of members of the sub-committee, or the responsibilities of independent members appointed to be in charge of these sub-committees.

b. The operations of a sub-committee must comply with the regulations of the Board of Directors. A resolution of a sub-committee is only valid when the majority of members attending and voting to pass it at the sub-committee meeting are Members of the Board of Directors.

Article 40. Operating principles of sub-committees

The implementation of decisions of the Board of Directors, or of a sub-committee under the Board of Directors, or of a person with the status of a member of a Board of Directors sub-committee must comply with current legal provisions, the provisions of the Company Charter, and the Regulations on the operation of the sub-committee.

CHAPTER VI. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 41. Standards for members of the Audit Committee

1. The Audit Committee has 02 (two) or more members. The Chairman of the Audit Committee must be an independent Member of the Board of Directors. Other members of the Audit Committee must be non-executive Members of the Board of Directors.

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

- a. Working in the accounting or finance department of the Company;
- b. Being a member or employee of an auditing organization approved to audit the Company's financial statements in the 03 years immediately preceding.

3. The Chairman of the Audit Committee must have a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, or business administration, except in special cases.

Article 42. Candidacy and nomination for the Audit Committee

1. The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not managers of the Company.

2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be passed by the Board of Directors at a Board of Directors meeting.

Article 43. Rights and obligations of the Audit Committee

The Audit Committee has rights and obligations as prescribed by law, the Company Charter, and the following rights and obligations:

1. To have the right to access documents related to the Company's operational situation, to exchange with other Members of the Board of Directors, the General Director, the Chief Accountant, and other managers to collect information serving the activities of the Audit Committee.

2. To have the right to request representatives of the approved auditing organization to attend and answer issues related to the audited financial statements at meetings of the Audit Committee; to monitor and evaluate the independence and objectivity of the auditing company and the effectiveness of the audit process, especially in cases where the company uses non-audit services from the auditor.

3. To use legal, accounting, or other external consulting services when necessary; to propose an independent auditing company, remuneration levels, and related terms in the contract with the auditing company for the Board of Directors to pass before submitting to the annual GMS for approval.

4. To review the internal control and risk management system; to develop and

submit to the Board of Directors policies for risk detection and management; to propose to the Board of Directors solutions to handle risks arising in the Company's operations.

5. To prepare written reports to the Board of Directors when discovering that Members of the Board of Directors, the General Director, and other managers do not fully perform their responsibilities as prescribed by the Law on Enterprises and the Company Charter.

6. To develop the Regulations on the operation of the Audit Committee and submit them to the Board of Directors for approval.

7. To supervise the honesty of the Company's financial statements and official announcements related to the Company's financial results.

8. To review transactions with affiliated persons falling under the approval authority of the Board of Directors or the GMS and make recommendations on transactions requiring approval by the Board of Directors or the GMS.

9. To supervise the Company's internal audit department.

10. To supervise to ensure that the Company complies with legal provisions, requirements of regulatory agencies, and other internal regulations of the Company.

Article 44. Regulations on the operation of the Audit Committee

The Audit Committee is responsible for drafting the Regulations on the operation of the Audit Committee, including detailed provisions on meeting activities, reporting duties and responsibilities, and other issues to submit to the Board of Directors for approval according to the template guided by the Minister of Finance on the Regulations on the operation of the Audit Committee.

CHAPTER VII. COMPANY MANAGERS

Article 45. Standards for Company managers

1. The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company has a General Director, Deputy General Directors, a Chief Accountant, and other management titles appointed by the Board of Directors. The appointment, dismissal, and removal of the above titles must be passed by a resolution of the Board of Directors.

2. Company managers must have a sense of diligence to support the Company in achieving the set goals in operations and organization.

Article 46. General Director

1. The Board of Directors appoints one (01) Member of the Board of Directors or another person as the General Director; signs a contract specifying remuneration, salary, and other benefits. The remuneration, salary, and other benefits of the General

Director must be reported at the annual GMS, presented as a separate item in the annual financial statements, and stated in the Company's annual report.

2. The term of the General Director shall not exceed five (05) years and may be re-appointed. The appointment may expire based on the provisions of the labor contract. The General Director shall not be a person prohibited by law from holding this position and must meet the standards and conditions as prescribed by law and the Company Charter.

3. The General Director has the following rights and obligations:

a. To decide on issues related to the daily business operations of the Company that do not fall under the authority of the Board of Directors or the Chairman of the Board of Directors;

b. To decide on contents, sign contracts, and agreements within the scope of authorization of the Chairman of the Board of Directors and the Company's Corporate Governance Regulations;

c. To organize the implementation of resolutions and decisions of the Board of Directors and directions of the Chairman of the Board of Directors;

d. By October 31 of each year at the latest, to reach an agreement with the Chairman of the Board of Directors and submit to the Board of Directors for approval the detailed business plan for the next fiscal year based on meeting the requirements of the appropriate budget as well as the five (05)-year financial plan;

e. To prepare long-term, annual, and quarterly estimates of the Company (hereinafter referred to as estimates) serving the long-term, annual, and quarterly management of the Company according to the business plan. The annual estimate (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include information prescribed in the Company's regulations;

f. To organize the implementation of the Company's business plan and investment plan;

g. To propose plans for organizational structure and internal management regulations of the Company;

h. To propose the number and Company managers that the Company needs to recruit for the Board of Directors to appoint or dismiss according to internal regulations and to propose remuneration, salary, and other benefits for such managers for the Board of Directors to decide;

i. To appoint, dismiss, and remove management titles in the Company, except for titles under the authority of the Board of Directors or under the decision-making authority of the Chairman of the Board of Directors;



j. To decide on the number of employees, the appointment, dismissal, salary, allowances, benefits, and other terms related to their labor contracts within the scope of the personnel plan and budget plan approved by the Board of Directors;

k. To recruit employees;

l. To propose plans for dividend payment or handling of business losses;

m. To propose measures to improve the Company's operations and management;

n. To perform other tasks, at each time, as authorized by the Chairman of the Board of Directors;

o. Other rights and obligations as prescribed by law, this Charter, the Internal Regulations on Corporate Governance, other internal regulations of the Company, and resolutions of the GMS and the Board of Directors.

4. The General Director is responsible to the Board of Directors and the GMS for the performance of assigned tasks and powers and must report to these bodies when requested.

5. The Board of Directors may dismiss the General Director when the majority of Members of the Board of Directors with voting rights present at the meeting agree and appoint a new General Director as a replacement.

Article 47. Appointment of other Company managers

Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other managers with numbers and standards suitable to the structure and management regulations of the Company as prescribed by the Board of Directors.

Article 48. Execution of employment contracts with corporate executives

The Company shall enter into employment contracts with corporate executives in accordance with the provisions of labor laws and the Company's Charter.

Article 49. Cases for dismissal of corporate executives

Corporate executives shall be dismissed in cases as prescribed by the Company's Charter and the signed employment contracts.

Article 50. Notification of appointment and dismissal of corporate executives

Notification of the appointment and dismissal of corporate executives shall be made in accordance with the Company's Charter and securities laws.

CHAPTER VIII. COORDINATION BETWEEN THE BOARD OF DIRECTORS, THE AUDIT COMMITTEE, AND THE GENERAL DIRECTOR

Article 51. Coordination between the Board of Directors and the Audit Committee



1. Responsibilities of the Board of Directors in coordination with the Audit Committee

a. Meeting notices and accompanying documents shall be sent to members of the Audit Committee at the same time as they are sent to members of the Board of Directors;

b. Resolutions of the Board of Directors shall be sent to the Audit Committee (simultaneously with the time they are sent to the General Director) within the time limit prescribed in these Regulations and the Company's Charter;

c. When the Audit Committee proposes the selection of an independent auditor, the Board of Directors shall respond to the opinion in accordance with these Regulations and the Company's Charter;

d. Other matters requiring the opinion of the Audit Committee shall be sent within the prescribed time limit, and the Audit Committee shall be responsible for responding in accordance with these Regulations and the Company's Charter.

2. Responsibilities of the Audit Committee in coordination with the Board of Directors

a. Regularly notify the Board of Directors of operational results, and consult the Board of Directors before submitting reports, conclusions, and recommendations to the GMS;

b. During meetings of the Audit Committee, the Audit Committee has the right to request members of the Board of Directors (simultaneously requesting the General Director, members of the internal audit (if any), and independent auditors) to attend and respond to issues of concern to members of the Audit Committee;

c. Periodic and extraordinary inspections by the Audit Committee must have written conclusions (no later than 15 working days from the date of completion) sent to the Board of Directors to provide additional grounds to assist the Board of Directors in the Company's management. Depending on the level and results of the above inspection, the Audit Committee needs to discuss and reach a consensus with the Board of Directors and the General Director before reporting to the GMS. In case of disagreement, the right to reserve opinions recorded in the minutes is granted, and the Chairperson of the Audit Committee is responsible for reporting to the nearest GMS;

d. In case the Audit Committee discovers acts of violation of the law or the Company's Charter by members of the Board of Directors, the Audit Committee shall notify the Board of Directors in writing within 48 hours, requesting the person committing the violation to cease the violation and take remedial measures, and at the same time, the Audit Committee is responsible for reporting to the GMS and reporting and disclosing information in accordance with current laws;

e. Regarding recommendations related to the Company's operations and financial situation, the Audit Committee must send documents and related materials at least 15 working days before the intended date of receiving a response;

f. Other matters requiring the opinion of the Board of Directors must be sent at least 7 working days in advance, and the Board of Directors will respond within 7 working days.

Article 52. Coordination between the Board of Directors and the General Director

1. Regarding the organization of the Annual General Meeting of Shareholders, the Board of Directors must notify the General Director about coordination and resource utilization within a reasonable time limit as prescribed in the Company's Charter.

2. In urgent cases, the Board of Directors has the right to request the General Director and other executive officers in the Company to provide information about the Company's operations. The Board of Directors must not use information that has not been permitted for disclosure or disclose it to others to perform related transactions.

3. Matters under the authority of the Board of Directors for approval according to the provisions of law and the Company's Charter that are proposed by the General Director must be responded to by the Board of Directors within the time limit prescribed by the Company's Charter.

4. The Board of Directors shall decide on rewards or discipline regarding the completion or non-completion of the implementation of resolutions and other authorized matters of the Board of Directors towards the General Director.

Article 53. Coordination between the Audit Committee and the General Director

The Audit Committee has the function of inspection and supervision.

1. During meetings of the Audit Committee, the Audit Committee has the right to request the General Director (simultaneously requesting members of the Board of Directors, members of the internal audit (if any), and independent auditors) to attend and respond to issues of concern to members of the Audit Committee.

2. Periodic and extraordinary inspections by the Audit Committee must have written conclusions (no later than 15 working days from the date of completion) sent to the General Director to provide additional grounds to assist the General Director in the Company's management. Depending on the level and results of the above inspection, the Audit Committee needs to discuss and reach a consensus with the General Director before reporting to the GMS. In case of disagreement, the right to reserve opinions recorded in the minutes is granted, and the Chairperson of the Audit Committee is responsible for reporting to the nearest GMS.

3. In case the Audit Committee discovers acts of violation of the law or the Company's Charter by the General Director, the Audit Committee shall notify the General Director in writing within 48 hours, requesting the person committing the violation to cease the violation and take remedial measures, and at the same time, the Audit Committee is responsible for reporting to the GMS and disclosing information in accordance with current laws.



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4. Members of the Audit Committee have the right to request the General Director to facilitate access to records and documents related to the Company's business operations at the Head Office or the place where records are stored.

5. Regarding information and documents on management, business operations, business situation reports, and financial statements, written requests from the Audit Committee must be sent to the Company at least 48 hours in advance. The Audit Committee must not use information that has not been permitted for disclosure or disclose it to others to perform related transactions.

6. Other matters requiring the opinion of the General Director: must be sent at least 07 (seven) working days in advance, and the General Director will respond within 07 (seven) working days.

Article 54. Coordination between the General Director and the Board of Directors

1. The General Director is the person representing the operation of the Company's activities, ensuring the Company operates continuously and effectively.

2. The General Director is responsible to the GMS and the Board of Directors for the performance of assigned duties and powers and must report to these bodies when requested.

3. When there are proposals for measures to improve the Company's operations and management, the General Director shall send them to the Board of Directors as soon as possible but no less than 07 days before the date such content needs to be decided.

4. The General Director must prepare a plan for the Board of Directors to approve matters related to recruitment, termination of employment, salary, social insurance, welfare, rewards, and discipline for employees and management officers.

5. Other matters requiring the opinion of the Board of Directors must be sent at least 07 (seven) working days in advance, and the Board of Directors will respond within 07 (seven) working days.

Article 55. Access to information

1. Regarding access to the Company's information and documents, the Audit Committee has the obligation to state the reason in the written request for provision and keep absolute confidentiality of information collected during the process of supervising the Company's operations. Disclosure of this information is only permitted when requested by a competent authority but must be notified to the Board of Directors before provision or in other cases as prescribed by law.

2. This information and documents include:

a. Meeting notices and related documents, voting ballots of members of the Board of Directors;

b. Minutes and Resolutions of the Board of Directors;

- c. Reports of the General Director;
- d. Information and documents on management and financial statements;
- e. Reports evaluating the management work of the Board of Directors;
- f. Other related documents.

CHAPTER IX. CORPORATE GOVERNANCE OFFICER

Article 56. Standards for the Corporate Governance Officer

The Corporate Governance Officer must meet the following standards:

1. Have knowledge of the law.
2. Must not simultaneously work for an independent audit firm currently auditing the Company's financial statements.
3. Other standards as prescribed by law, the Company's Charter, and decisions of the Board of Directors.

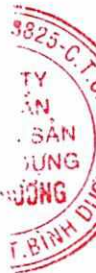
Article 57. Rights and obligations of the Corporate Governance Officer

1. Advise the Board of Directors on organizing GMS meetings in accordance with regulations and related work between the Company and shareholders.
2. Prepare meetings of the Board of Directors and the GMS at the request of the Board of Directors (including requests from the Audit Committee).
3. Advise on meeting procedures.
4. Attend meetings.
5. Advise on procedures for drafting resolutions of the Board of Directors in accordance with the provisions of law.
6. Provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and the Internal Audit Committee.
7. Supervise and report to the Board of Directors on the Company's information disclosure activities.
8. Keep information confidential in accordance with the provisions of law and the Company's Charter.
9. Other rights and obligations as prescribed by law and the Company's Charter.

Article 58. Appointment of the Corporate Governance Officer

The Board of Directors shall appoint at least one (01) person as the Corporate Governance Officer to support the effective conduct of corporate governance activities. The term of the Corporate Governance Officer shall be decided by the Board of Directors, with a maximum of five (05) years, and may be reappointed.

Article 59. Cases for dismissal of the Corporate Governance Officer



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The Board of Directors may dismiss the Corporate Governance Officer when necessary but not contrary to current labor laws. The Board of Directors may appoint an Assistant to the Corporate Governance Officer from time to time.

Article 60. Notification of appointment and dismissal of the Corporate Governance Officer

Notification of the appointment and dismissal of the Corporate Governance Officer shall be made in accordance with the Company's Charter and securities laws.

CHAPTER X. PREVENTION OF CONFLICTS OF INTEREST

Article 61. Duty of care

Members of the Board of Directors, members of committees under the Board of Directors, the General Director, and other executives have the responsibility to perform their duties, including duties in the capacity of members of committees of the Board of Directors, honestly and carefully for the benefit of the Company.

Article 62. Duty of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, members of committees under the Board of Directors, the General Director, and other executives must disclose related interests in accordance with Article 159 of the Law on Enterprises and other legal provisions.

2. Members of the Board of Directors, members of committees under the Board of Directors, the General Director, and other executives are not permitted to use business opportunities that may bring benefits to the Company for personal purposes; at the same time, they must not use information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.

3. Members of the Board of Directors, members of committees under the Board of Directors, the General Director, and other executives have the obligation to notify the Board of Directors of all interests that may conflict with the interests of the Company that they may enjoy through economic entities, transactions, or other individuals.

4. Except where the GMS decides otherwise, the Company shall not grant loans or guarantees to members of the Board of Directors, members of committees under the Board of Directors, the General Director, other executives, and individuals and organizations related to the aforementioned members or legal entities in which these persons have financial interests, except in cases where the public company and the organization related to this member are companies in the same group or companies operating in a group of companies, including parent-subsidiary companies, economic groups, and specialized laws that provide otherwise.

5. Contracts or transactions between the Company and one or more members of the Board of Directors, members of committees under the Board of Directors, the General Director, other executives, and individuals and organizations related to them or the company, partner, association, or organization in which members of the Board of Directors, members of committees under the Board of Directors, the General Director,

other executives, or their related persons are members, or have related financial interests shall not be invalidated in the following cases:

a. For contracts with a value less than or equal to thirty-five percent (35%) of the total asset value recorded in the most recent financial statement, important contents of the contract or transaction as well as relationships and interests of members of the Board of Directors, members of committees under the Board of Directors, the General Director, and other executives have been reported to the Board of Directors. At the same time, the Board of Directors has permitted the implementation of such contract or transaction honestly by a majority vote of members of the Board of Directors who have no related interests;

b. For contracts with a value greater than thirty-five percent (35%) of the total asset value recorded in the most recent financial statement, important contents of this contract or transaction as well as relationships and interests of members of the Board of Directors, members of committees under the Board of Directors, the General Director, and other executives have been disclosed to shareholders who have no related interests and have the right to vote on that matter, and those shareholders have approved this contract or transaction;

c. Such contract or transaction is deemed fair and reasonable in all respects related to the Company's shareholders by an independent consulting organization at the time the transaction or contract is approved by the Board of Directors or the GMS.

Members of the Board of Directors, members of committees under the Board of Directors, the General Director, other executives, and organizations and individuals related to the aforementioned members must not use information that has not been permitted for disclosure by the Company or disclose it to others to perform related transactions.

Article 63. Responsibility for damages and compensation

1. Members of the Board of Directors, members of committees under the Board of Directors, the General Director, and other executives who violate the duty and responsibility of honesty and care, and fail to fulfill their obligations with diligence and professional competence must be responsible for damages caused by their violations.

2. The Company shall compensate persons who have been, are, or may become a related party in complaints, lawsuits, and prosecutions (including civil and administrative cases and not including lawsuits where the Company is the plaintiff) if that person has been or is a member of the Board of Directors, a member of committees under the Board of Directors, the General Director, another executive, an employee, or an authorized representative of the Company, or that person has been or is acting at the request of the Company in the capacity of a member of the Board of Directors, a corporate executive, an employee, or an authorized representative of the Company, provided that such person has acted honestly, carefully, and diligently for the benefit or not in conflict with the interests of the Company, on the basis of compliance with the law, and there is no evidence confirming that such person has violated their responsibilities.



3. When performing functions, duties, or executing tasks under the Company's authorization, members of the Board of Directors, members of committees under the Board of Directors, other executives, employees, or authorized representatives of the Company shall be compensated by the Company when becoming a related party in complaints, lawsuits, and prosecutions (except for lawsuits where the Company is the plaintiff) in the following cases:

a. Have acted honestly, carefully, and diligently for the benefit and not in conflict with the interests of the Company;

b. Complied with the law and there is no evidence confirming that they failed to perform their responsibilities.

4. Compensation costs include incurred expenses (including legal fees), judgment costs, fines, and amounts payable that are incurred in reality or considered reasonable when resolving these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned compensation responsibilities.

CHAPTER XI. AMENDMENT OF INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

Article 64. Amendment of Internal Regulations on Corporate Governance

1. The amendment, supplementation, or replacement of these Regulations shall be submitted to the GMS for approval and issued by the Board of Directors.

2. In case provisions of the law related to the Company's operations are not mentioned in these Regulations or in case there are new provisions of the law different from the terms in these Regulations, those provisions of the law shall naturally be applied and regulate the Company's operations.

CHAPTER XII. EFFECTIVE DATE

Article 65. Effective date

1. These Regulations consist of 12 Chapters and 65 Articles, approved by the GMS on June 19, 2026.

2. These Regulations are the unique and official Regulations of the Company.

3. Copies or extracts of the Corporate Governance Regulations must be signed by the Chairperson of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors to be valid./.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

(Signed)

Phan Tan Dat