

SOCIALIST REPUBLIC OF VIETNAM
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INTERNAL REGULATION ON CORPORATE GOVERNANCE TRANSIMEX CORPORATION

(As amended and supplemented by Resolution of the Extraordinary General Meeting of Shareholders No. 02/2026/NQ.ĐHCD-TMS dated July 14th, 2026 of Transimex Corporation)

Ho Chi Minh City, July 14th, 2026



TABLE OF CONTENTS

CHAPTER 1 – GENERAL PROVISIONS	7
Article 1. Scope of Regulation and Applicable Entities	7
Article 2. Interpretation of Terms and Abbreviations	7
CHAPTER 2 – GENERAL MEETING OF SHAREHOLDERS	7
I. PROVISIONS ON THE GENERAL MEETING OF SHAREHOLDERS ADOPTING RESOLUTIONS BY VOTING AT THE GENERAL MEETING OF SHAREHOLDERS	7
Section 1. Roles, Rights and Obligations of the General Meeting of Shareholders	7
Section 2. Procedures for Convening and Voting at the General Meeting of Shareholders	8
Article 3. Authority to Convene the General Meeting of Shareholders	8
Article 4. Personnel of the General Meeting of Shareholders	8
Article 5. Preparation of the List of Shareholders Entitled to Attend the General Meeting of Shareholders and Notice of the Record Date	10
Article 6. Notice of Convocation of the General Meeting of Shareholders	10
Article 7. Agenda and Contents of the General Meeting of Shareholders	11
Article 8. Registration for Attendance and Appointment of Proxies to Attend the General Meeting of Shareholders	12
Article 9. Conditions for Holding the General Meeting of Shareholders	13
Article 10. Methods for Adopting Resolutions of the General Meeting of Shareholders	14
Article 11. Matters Subject to Approval by the General Meeting of Shareholders	14
Article 12. Voting on Matters at the General Meeting of Shareholders	15
Article 13. Voting Procedures	15
Article 14. Election Procedures	16
Article 15. Vote Counting Procedures	16
Article 16. Conditions for Adoption of Resolutions	17
Article 17. Announcement of Vote Counting Results	17
Article 18. Procedures for Objecting to Resolutions of the General Meeting of Shareholders	17
Article 19. Minutes of the General Meeting of Shareholders	18
Article 20. Disclosure and Retention of Resolutions and Minutes of the General Meeting of Shareholders	18
II. PROVISIONS ON THE GENERAL MEETING OF SHAREHOLDERS ADOPTING RESOLUTIONS BY WAY OF WRITTEN OPINION COLLECTION	19
Article 21. Cases where shareholders' written opinions may be collected	19
Article 22. Cases where written opinion collection is not permitted	19
Article 23. Procedures for the General Meeting of Shareholders to adopt resolutions by way of written opinion collection	19
III. PROVISIONS ON THE GENERAL MEETING OF SHAREHOLDERS ADOPTING RESOLUTIONS BY ONLINE MEETING	21

Article 24. Notice of Convocation for an Online General Meeting of Shareholders -----	21
Article 25. Registration for Attendance at an Online General Meeting of Shareholders -----	21
Article 26. Provision of Login Credentials and Electronic Voting -----	21
Article 27. Authorization of Representatives to Attend an Online General Meeting of Shareholders -----	22
Article 28. Quorum -----	22
Article 29. Discussions at the Online General Meeting of Shareholders -----	22
Article 30. Method of Adopting Resolutions at an Online General Meeting of Shareholders -----	23
Article 31. Electronic Voting Procedures -----	23
Article 32. Announcement of Vote Counting Results -----	23
Article 33. Thông báo kết quả kiểm phiếu -----	24
Article 34. Minutes of the General Meeting of Shareholders -----	24
Article 35. Disclosure of the Resolution and Minutes of the General Meeting of Shareholders -----	24
IV. PROVISIONS ON THE GENERAL MEETING OF SHAREHOLDERS ADOPTING RESOLUTIONS THROUGH A HYBRID MEETING (IN-PERSON AND ONLINE) -----	24
Article 36. Notice of Convocation of the General Meeting of Shareholders -----	24
Article 37. Registration for Attendance at the General Meeting of Shareholders -----	24
Article 38. Authorization of Representatives to Attend the General Meeting of Shareholders -----	24
Article 39. Conditions for Holding the Meeting -----	24
Article 40. Methods for Adopting Resolutions of the General Meeting of Shareholders -----	24
Article 41. Voting Procedures -----	24
Article 42. Vote Counting Procedures -----	24
Article 43. Announcement of Vote Counting Results -----	24
Article 44. Preparation of the Minutes of the General Meeting of Shareholders -----	25
Article 45. Disclosure of the Resolution and Minutes of the General Meeting of Shareholders -----	25
CHAPTER 3 – BOARD OF GENERAL DIRECTORS -----	25
Section 1. General Provisions -----	25
Article 46. Roles, Rights and Obligations of the Board of Directors -----	25
Article 47. Rights, Obligations and Responsibilities of Members of the Board of Directors -----	25
Section 2 – Nomination, Self-Nomination, Election, Dismissal and Removal of Members of the Board of Directors -----	26
Article 48. Number, Term of Office and Composition of the Board of Directors -----	26
Article 49. Qualifications and Eligibility of Members of the Board of Directors -----	27
Article 50. Nomination and Self-Nomination of Candidates for the Board of Directors -----	27
Article 51. Election of Members of the Board of Directors -----	27
Article 52. Cases of Dismissal, Removal, Replacement and Additional Election of Members of the Board of Directors -----	27

Article 53. Announcement of the Election, Dismissal and Removal of Members of the Board of Directors -----	28
Article 54. Procedures for Introducing Candidates for the Board of Directors -----	28
Article 55. Election, Dismissal and Removal of the Chairman of the Board of Directors -----	29
Section 3 – Remuneration, Bonuses and Other Benefits of Members of the Board of Directors	29
Article 56. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors -----	29
Section 4 – Procedures for Organizing Meetings of the Board of Directors -----	30
Article 57. Minimum Number of Meetings by Month/Quarter/Year -----	30
Article 58. Circumstances Requiring an Extraordinary Meeting of the Board of Directors-----	30
Article 59. Notice of Meetings of the Board of Directors and the Right of Members of the Supervisory Board to Attend Meetings of the Board of Directors -----	30
Article 60. Quorum for Board of General Directors Meetings -----	31
Article 61. Voting Procedures -----	31
Article 62. Adoption of Resolutions of the Board of Directors-----	34
Article 63. Authorization to Attend Board Meetings -----	34
Article 64. Minutes of Meetings of the Board of Directors -----	34
Article 65. Cases Where the Chairperson and/or the Minute-Taker Refuses to Sign the Minutes of the Board Meeting -----	34
Where the chairperson of the meeting or the recorder refuses to sign the minutes, the minutes shall nevertheless be valid if they are signed by all other members of the Board of Directors attending the meeting who approve the minutes, and provided that the minutes contain all the information required under Points (a), (b), (c), (d), (dd), (e), (g), and (h) of Article 64 of these Regulations.-----	34
Article 66. Notification of Resolutions and Decisions of the Board of Directors -----	34
Section 5 - Committees under the Board of Directors -----	35
Article 67. Committees under the Board of Directors -----	35
Section 6 - Selection, Appointment and Removal of the Person in Charge of Corporate Governance-----	35
Article 68. Office of the Board of Directors-----	35
Article 69. Qualifications of the Person in Charge of Corporate Governance -----	35
Article 70. Appointment of the Person in Charge of Corporate Governance-----	36
Article 71. Cases of Removal or Dismissal of the Person in Charge of Corporate Governance-----	36
Article 72. Notification of the Appointment or Removal of the Person in Charge of Corporate Governance-----	36
Article 73. Rights and Obligations of the Person in Charge of Corporate Governance-----	36
CHAPTER 4 – SUPERVISORY BOARD-----	36
Section 1. General Provisions -----	36
Article 74. Role, Rights and Obligations of the Supervisory Board; Responsibilities of Members of the Supervisory Board -----	36

Section 2. Regulations on the Nomination, Self-nomination, Election, Dismissal and Removal of Members of the Board of Directors	37
Article 75. Number, Term of Office and Composition of the Board of Supervisors	37
Article 76. Qualifications and Eligibility Criteria for Members of the Board of Supervisors	38
Article 77. Nomination and Self-nomination of Candidates for the Board of Supervisors	38
Article 78. Method of Electing Members of the Board of Supervisors	38
Article 79. Cases of Dismissal and Removal of Members of the Board of Supervisors	39
Article 80. Announcement of the Election, Dismissal and Removal of Members of the Board of Supervisors	39
Article 81. Remuneration and Other Benefits of Members of the Board of Supervisors	39
CHAPTER 5 – GENERAL DIRECTOR	40
Article 82. Role, Responsibilities, Rights and Obligations of General Director	40
Article 83. Term of Office, Qualifications and Eligibility Criteria of General Director	40
Article 84. Nomination and Self-nomination of Candidates for the Position of General Director	40
Article 86. Announcement of the Appointment, Dismissal, Execution and Termination of the Employment Contract of General Director	41
Article 87. Salary and Other Benefits of General Director	41
CHAPTER 6 – OTHER MATTERS	41
Section 1 – Coordination among the Board of Directors, the Board of Supervisors and General Director	41
Article 88. Procedures for Convening Meetings, Issuing Notices of Meeting, Preparing Minutes and Notifying Meeting Results among the Board of Directors, the Board of Supervisors and General Director	41
Article 89. Notification of Resolutions/Decisions of the Board of Directors to the Board of Supervisors	41
Article 90. Notification of Resolutions/Decisions of the Board of Directors to General Director	41
Article 91. Circumstances in which the Board of Supervisors and General Director May Request the Convening of a Meeting of the Board of Directors and Matters Requiring the Opinion of the Board of Directors	41
Article 92. Reports of General Director to the Board of Directors on the Performance of Assigned Duties and Powers	42
Article 93. Review of the Implementation of the Board of Directors’ Resolutions and Other Matters Delegated to General Director	43
Article 94. Matters to be Reported by General Director, Provision of Information, and Notification Procedures to the Board of Directors and the Board of Supervisors	43
Article 95. Coordination among Members of the Board of Directors, Supervisors, and General Director in Control, Management and Supervisory Activities	43
Section 2 – Annual Evaluation, Reward and Disciplinary Regulations Applicable to Members of the Board of Directors, Members of the Board of Supervisors, General Director and Other Executives	45

Article 96. Regulations on the Performance Evaluation of Members of the Board of Directors, Supervisors, General Director and Other Executives ----- 45

Article 97. Rewards ----- 46

Article 98. Disciplinary Measures ----- 46

CHAPTER 7 - AMENDMENTS TO THE CORPORATE GOVERNANCE REGULATIONS 46

Article 99. Amendment and Supplementation of the Corporate Governance Regulations ----- 46

CHAPTER 8 - EFFECTIVE DATE ----- 47

Article 100. Effective Date ----- 47

APPENDIX I----- 48

INTERNAL AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS ----- 48

Article 1. Roles, Responsibilities and Authority of the Committees under the Board of Directors and of Each Committee Member----- 48

Article 2. Nomination, Candidacy, Election, Removal and Dismissal of Members of the Internal Audit Committee ----- 50

Article 3. Operation of the Internal Audit Committee----- 51

CHAPTER 1 – GENERAL PROVISIONS

Article 1. Scope of Regulation and Applicable Entities

1. **Scope of Regulation:** This Internal Regulation is formulated in accordance with Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance and sets out the provisions governing the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors and the General Director; the order and procedures for convening and conducting meetings of the General Meeting of Shareholders; the nomination, self-nomination, election, dismissal and removal of members of the Board of Directors, the Supervisory Board and the General Director; and other matters as prescribed in the Company's Charter and applicable laws.
2. **Applicable Entities:** This Internal Regulation applies to members of the Board of Directors, members of the Supervisory Board, the General Director and other relevant persons referred to herein.

Article 2. Interpretation of Terms and Abbreviations

1. **Non-executive member of the Board of Directors** means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant or any other executive officer as prescribed in the Company's Charter.
2. **Independent member of the Board of Directors** (hereinafter referred to as an "Independent General Director") means a member of the Board of Directors satisfying the criteria set out in Clause 2, Article 155 of the Law on Enterprises.
3. **Company:** Transimex Corporation.
4. **The Board of Directors or BOD:** the Board of Directors of the Company.
5. **Self-nomination:** a candidate's nomination of himself or herself for election.
6. **Supervisory Board or SB:** the Supervisory Board of the Company.
7. **VSDC:** the Vietnam Securities Depository and Clearing Corporation.
8. **Participant:** a Shareholder or his/her/its representative (including an authorized representative).
9. **Person in charge of Corporate Governance:** the person whose responsibilities and authority are prescribed in Article 281 of Decree No. 155/2020/ND-CP.
10. **Subsidiary:** a company that falls into any of the following cases:
 - Transimex Corporation is its parent company;
 - Transimex Corporation holds more than 50% of its charter capital or more than 50% of its total ordinary shares;
 - Transimex Corporation has the right, directly or indirectly, to appoint the majority or all of the members of its Board of Directors, or its Director or General Director (Chief Executive Officer);
 - Transimex Corporation has the right to decide on amendments to or supplements of its Charter.

CHAPTER 2 – GENERAL MEETING OF SHAREHOLDERS

I. PROVISIONS ON THE GENERAL MEETING OF SHAREHOLDERS ADOPTING RESOLUTIONS BY VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

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

The roles, rights and obligations of the General Meeting of Shareholders shall be governed by Article 138 of the Law on Enterprises No. 59/2020/QH14, the Law on Securities No. 54/2019/QH14, and

Articles 14 and 15 of the Company's Charter.

Section 2. Procedures for Convening and Voting at the General Meeting of Shareholders

Article 3. Authority to Convene the General Meeting of Shareholders

1. Authority to convene the Annual General Meeting of Shareholders: The Annual General Meeting of Shareholders shall be held once each year within four (04) months from the end of the financial year. Unless otherwise provided in the Company's Charter, the Board of Directors may decide to extend the time for convening the Annual General Meeting of Shareholders where necessary, provided that such extension shall not exceed six (06) months from the end of the financial year.

2. Authority to convene an Extraordinary General Meeting of Shareholders

a. The Board of Directors shall convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date on which the number of remaining members of the Board of Directors or Supervisors falls to the level specified in Point b, Clause 3, Article 14 of the Company's Charter, or from the date of receipt of a request as prescribed in Points c and d, Clause 3, Article 14 of the Company's Charter.

The Board of Directors shall notify the General Meeting of Shareholders at its nearest meeting if an Independent General Director no longer satisfies the applicable qualifications and conditions, or shall convene a meeting of the General Meeting of Shareholders to elect an additional or replacement Independent General Director within six (06) months from the date of receipt of the relevant Independent General Director's notification.

b. If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4, Article 14 of the Company's Charter, the Supervisory Board shall, within the following thirty (30) days, convene the General Meeting of Shareholders in place of the Board of Directors in accordance with Clause 3, Article 140 of the Law on Enterprises.

c. If the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4, Article 14 of the Company's Charter, the shareholder or group of shareholders specified in Point c, Clause 3, Article 14 of the Company's Charter shall have the right to request that the Company's representative convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

In such case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the procedures for convening and conducting the meeting and the adoption of resolutions by the General Meeting of Shareholders. All expenses incurred in convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include the costs incurred by shareholders in attending the meeting, including accommodation and travel expenses.

d. The procedures for convening the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

Article 4. Personnel of the General Meeting of Shareholders

1. Chairperson and Presidium

a. The Chairman of the Board of Directors shall act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors or may authorize another member of the Board of Directors to act as the Chairperson. If the Chairman is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one of themselves to chair the meeting by majority vote. If no Chairperson can be elected, the Head of the Supervisory Board shall preside over the election of the Chairperson by the General Meeting of Shareholders from among the attendees, and the person receiving the highest number of votes shall act as the Chairperson.

- b. Except for the case specified in Point a of this Clause, the person convening the General Meeting of Shareholders shall preside over the election of the Chairperson by the General Meeting of Shareholders, and the person receiving the highest number of votes shall act as the Chairperson.
- c. The Chairperson shall have the authority to take all necessary measures to conduct the meeting in a reasonable, orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.
- d. The Chairperson of the General Meeting of Shareholders shall have the following rights:
 - To require all attendees to undergo security checks or other lawful and reasonable security measures;
 - To request the competent authorities to maintain order at the meeting; and to remove from the meeting any person who fails to comply with the Chairperson's authority, intentionally disrupts the meeting, obstructs its orderly conduct, or refuses to comply with security requirements.
- e. The Chairperson may adjourn a meeting for which a sufficient quorum has been established for a period not exceeding three (03) working days from the scheduled opening date and may only adjourn the meeting or change its venue in the following circumstances:
 - The meeting venue does not have sufficient seating capacity for all attendees;
 - The communication facilities at the meeting venue do not adequately enable shareholders to participate in discussions and voting;
 - Any attendee obstructs or disrupts the meeting, thereby creating a risk that the meeting cannot be conducted fairly and lawfully.
- f. The Chairperson shall have such other rights and obligations as prescribed by applicable law.
- g. The Presidium shall consist of two (02) members, including one (01) Chairperson and one (01) member.
- h. The duties of the Presidium include:
 - Conducting the General Meeting of Shareholders in accordance with the agenda proposed by the Board of Directors and approved by the General Meeting of Shareholders;
 - Guiding shareholders and participants in discussing the agenda items;
 - Presenting draft resolutions and conclusions for consideration and voting by the General Meeting of Shareholders;
 - Responding to questions raised by the General Meeting of Shareholders;
 - Resolving matters arising during the course of the meeting.
 - The Presidium shall operate on the principles of collective leadership, democratic centralism and majority decision-making.

2. Secretary of the Meeting

- a. The Chairperson shall appoint one or more persons to act as Secretary(ies) of the meeting.
- b. The duties of the Secretary include:
 - Recording fully and accurately the proceedings of the General Meeting of Shareholders;
 - Receiving shareholders' or participants' requests to speak;
 - Preparing the Minutes of the Meeting and drafting the Resolution of the General Meeting of Shareholders;
 - Assisting the Chairperson in disclosing information relating to the General Meeting of

Shareholders and notifying shareholders in accordance with applicable law and the Company's Charter;

- Performing other duties assigned by the Chairperson.

3. Vote Counting Committee

- a. The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee as proposed by the Chairperson.
- b. The duties of the Vote Counting Committee include:
 - Explaining the voting principles, procedures and voting instructions;
 - Counting and recording voting ballots, preparing the vote-counting minutes, announcing the voting results, and submitting the minutes to the Chairperson for confirmation;
 - Promptly notifying the Secretary of the voting results;
 - Reviewing and reporting to the General Meeting of Shareholders any violations of the voting procedures or complaints regarding the voting results.

4. Shareholder/Participant Eligibility Verification Committee

- a. The Chairperson shall appoint one or more persons to serve on the Shareholder/Participant Eligibility Verification Committee for the meeting. The Committee shall comprise at least three (03) members, including one (01) Head of the Committee, two (02) members, and such supporting personnel as may be necessary.
- b. The duties of the Shareholder/Participant Eligibility Verification Committee include:
 - Verifying the eligibility and attendance of shareholders and their authorized representatives;
 - The Head of the Committee shall report to the General Meeting of Shareholders on the attendance status of shareholders. Where shareholders and authorized representatives attending the meeting represent more than fifty percent (50%) of the total voting shares, the General Meeting of Shareholders shall be duly convened and conducted;
 - Participating in vote counting for preliminary matters before the Vote Counting Committee is established.

Article 5. Preparation of the List of Shareholders Entitled to Attend the General Meeting of Shareholders and Notice of the Record Date

1. The Company shall disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date.
2. The Company shall prepare the list of shareholders and carry out the relevant procedures in accordance with the Regulation on the Exercise of Shareholders' Rights issued by the Vietnam Securities Depository and Clearing Corporation.

Article 6. Notice of Convocation of the General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders shall send the notice of meeting to all shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the meeting, unless the Company's Charter prescribes a longer notice period. The notice shall specify the Company's name, head office address, enterprise identification number, the shareholder's name and correspondence address, the time and venue of the meeting, and other requirements applicable to attendees.
2. The notice of meeting shall be delivered by a method that ensures it reaches the shareholder's correspondence address and shall also be published on the Company's website. Where deemed necessary, the Company may additionally publish the notice in a central or local daily newspaper

in accordance with the Company's Charter.

3. The notice of meeting shall be accompanied by the following documents:
 - a. The meeting agenda, documents to be used at the meeting, and draft resolutions for each agenda item;
 - b. Voting ballot(s) and/or election ballot(s).
4. Where the Company maintains a website, the meeting documents referred to in Clause 3 of this Article may be made available by posting them on the Company's website instead of being enclosed with the notice of meeting. In such case, the notice shall clearly specify where and how shareholders may access and download the meeting documents.

Article 7. Agenda and Contents of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be convened in the circumstances specified in Article 3 of this Internal Regulation.
2. The convener of the General Meeting of Shareholders shall perform the following duties:
 - a. Prepare the list of shareholders entitled to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting shall be prepared no more than ten (10) days before the notice of meeting is sent. The Company shall disclose information regarding the preparation of such list at least twenty (20) days before the record date. The order and procedures shall comply with Article 6 of this Internal Regulation.
 - b. Prepare the meeting agenda and contents.
 - c. Prepare the meeting documents.
 - d. Prepare draft resolutions corresponding to the proposed agenda items.
 - e. Determine the time and venue of the meeting.
 - f. Notify and send the notice of meeting to all shareholders entitled to attend.
 - g. Perform other tasks necessary for organizing the meeting.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to their registered correspondence addresses and shall simultaneously be disclosed on the Company's website, the website of the State Securities Commission of Vietnam, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener shall send the notice to all shareholders on the list of shareholders entitled to attend no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The meeting agenda and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or published on the Company's website. Where the meeting documents are not enclosed with the notice, the notice shall specify the website address or electronic link through which shareholders may access all meeting documents, including:
 - a. The meeting agenda and documents to be used at the meeting;
 - b. The list and detailed information of candidates in the election of members of the Board of Directors or the Supervisory Board;
 - c. Voting ballots and/or election ballots;
 - d. Draft resolutions for each agenda item.
4. A shareholder or group of shareholders meeting the conditions prescribed in Clause 2, Article 12 of the Company's Charter may propose additional matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the

Company no later than three (03) working days before the opening date of the meeting. The proposal shall specify the shareholder's name, the number of shares of each class held, correspondence address, nationality, Citizen Identity Card number, Identity Card number, passport number or other lawful personal identification (for individual shareholders); or the name, enterprise registration number or establishment decision number, and registered office address (for organizational shareholders); together with the number and class of shares held and the proposed agenda item.

5. The convener may reject a proposal referred to in Clause 4 of this Article in any of the following circumstances:
 - a. The proposal is not submitted in accordance with Clause 4 of this Article;
 - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares as required under Clause 2, Article 12 of the Company's Charter;
 - c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
 - d. Other cases as prescribed by law or the Company's Charter.
6. The convener shall accept and include the proposal referred to in Clause 4 of this Article in the proposed agenda and contents of the meeting unless it falls within the cases specified in Clause 5 of this Article. The proposal shall be officially included in the meeting agenda and contents upon approval by the General Meeting of Shareholders.

Article 8. Registration for Attendance and Appointment of Proxies to Attend the General Meeting of Shareholders

1. Registration for attendance prior to the opening of the meeting

- a. The method of registration for attendance shall be clearly specified in the notice of meeting, including contacting the Company directly or submitting the Registration Form for Attendance (enclosed with the notice of meeting) to the Company.
- b. Shareholders may choose one of the following methods of participation as specified in the notice of meeting:
 - Attend the meeting in person and vote/elect directly;
 - Appoint a proxy to attend and vote/elect on their behalf in accordance with Clause 2 of this Article. Where more than one proxy is appointed, the shareholder must specify the number of shares and voting rights delegated to each proxy;
 - Attend and vote/elect through an online meeting, electronic voting or other electronic means;
 - Submit voting ballots/election ballots to the meeting by post, facsimile, email or other permitted means;
 - Other methods of registration consistent with applicable law.
 - The Company shall make its best efforts to apply modern information technology so as to facilitate shareholders' attendance and participation in the General Meeting of Shareholders, including providing guidance on online attendance, electronic voting or other electronic methods in accordance with Article 144 of the Law on Enterprises and the Company's Charter.

2. Appointment of proxies:

- a. Shareholders and authorized representatives of shareholders shall appoint proxies in accordance with Article 16 of the Company's Charter.
- b. The appointment of an individual or organization as proxy under Point a of this Clause shall be

made in writing. The proxy authorization shall comply with the civil laws of Vietnam and shall specify the name of the appointing shareholder, the name of the appointed individual or organization, the number of shares represented, the scope and contents of the authorization, the authorization period, and the signatures of both the principal and the proxy.

- c. A proxy attending the General Meeting of Shareholders shall submit the written proxy authorization upon registration. In the case of sub-authorization, the attendee must additionally present the original authorization granted by the shareholder or the organizational shareholder's authorized representative (unless it has previously been registered with the Company).
- d. The voting ballot or election ballot of a proxy shall remain valid within the scope of the authorization notwithstanding any of the following events, except where otherwise provided below:
 - The appointing shareholder has died, has limited legal capacity, or has lost legal capacity;
 - The appointing shareholder has revoked the proxy appointment;
 - The appointing shareholder has revoked the authority granted to the proxy.
 - This provision shall not apply if the Company receives notice of any of the above events before the opening of the meeting or before the reconvened meeting is held.

3. Registration and verification of eligibility on the meeting date

Before the opening of the meeting, the Company shall conduct shareholder registration and continue such registration until all shareholders entitled to attend have completed registration, in accordance with the following procedures:

- a. Upon registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card, voting ballot and/or election ballot indicating the registration number, the name of the shareholder, the name of the authorized representative (if any), and the corresponding voting rights. The General Meeting of Shareholders shall discuss and vote separately on each agenda item. Voting shall be conducted by way of approval, disapproval or abstention. The vote-counting results shall be announced by the Chairperson or the Vote Counting Committee immediately before the closing of the meeting. The General Meeting of Shareholders shall elect the persons responsible for vote counting or supervising the vote counting upon the proposal of the Chairperson. The number of members of the Vote Counting Committee shall be determined by the General Meeting of Shareholders based on the Chairperson's proposal.
- b. Shareholders, authorized representatives of organizational shareholders or proxies arriving after the meeting has commenced shall be entitled to register immediately and, upon completion of registration, may participate in and vote/elect at the meeting. The Chairperson shall not be required to suspend the meeting to accommodate late registration, and the validity of resolutions or voting conducted prior to such registration shall remain unaffected.

Article 9. Conditions for Holding the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than fifty percent (50%) of the total voting shares.
2. If the first meeting fails to satisfy the quorum prescribed in Clause 1 of this Article, the notice convening the second meeting must be sent within thirty (30) days from the date scheduled for the first meeting. The second General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent at least thirty-three percent (33%) of the total voting shares.
3. If the second meeting fails to satisfy the quorum prescribed in Clause 2 of this Article, the notice convening the third meeting must be sent within twenty (20) days from the date scheduled for the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the percentage of voting shares represented by the attending shareholders.

Article 10. Methods for Adopting Resolutions of the General Meeting of Shareholders

The General Meeting of Shareholders shall adopt resolutions within its authority by voting at the meeting, collecting shareholders' written opinions, or by other methods as prescribed by applicable laws.

Article 11. Matters Subject to Approval by the General Meeting of Shareholders

1. The Company's development strategy;
2. Consideration and handling of violations committed by members of the Board of Directors or the Board of Supervisors causing damage to the Company and its shareholders;
3. Approval of the list of accepted auditing firms; appointment or dismissal of the accepted auditing firm to audit the Company's operations where necessary;
4. The Company's annual business plan;
5. The audited annual financial statements;
6. The report of the Board of Directors on its corporate governance and the performance of the Board of Directors as a whole and of each Independent Member of the Board of Directors.;
7. The report of the Board of Supervisors on the Company's business performance and the performance of the Board of Directors and General Director;
8. The self-assessment report on the performance of the Board of Supervisors and each Supervisor;
9. Dividend amount for each class of shares;
10. The number of members of the Board of Directors and the Board of Supervisors;
11. Election, dismissal, and removal of members of the Board of Directors and the Board of Supervisors;
12. Approval of the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
13. Approval of the list of accepted auditing firms; appointment of an accepted auditing firm to examine the Company's operations where deemed necessary;
14. Amendments and supplements to the Company's Charter;
15. Classes of shares and the number of newly issued shares of each class, and the transfer of shares by founding shareholders within the first three (03) years from the Company's establishment;
16. Division, demerger, consolidation, merger or conversion of the Company;
17. Reorganization and dissolution (liquidation) of the Company, and appointment of liquidators;
18. Investment in or disposal of assets with a value of thirty-five percent (35%) or more of the total assets recorded in the Company's most recent financial statements;
19. Repurchase of more than ten percent (10%) of the total issued shares of each class;
20. Approval of contracts or transactions between the Company and the persons specified in Clause 1, Article 167 of the Enterprise Law where the transaction value is equal to or exceeds thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements;
21. Approval of the transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Securities Law;
22. Approval, amendment or supplementation of the Internal Corporate Governance Regulations, the Board of Directors' Operating Regulations and the Board of Supervisors' Operating Regulations;
23. Other matters as prescribed by law and the Company's Charter.

Article 12. Voting on Matters at the General Meeting of Shareholders

1. General Principles:

- a. All matters included in the agenda and contents of the General Meeting shall be openly discussed and voted upon by the General Meeting of Shareholders.
- b. Voting Cards, Voting Ballots and Election Ballots shall be printed, affixed with the Company's seal, and distributed directly to attendees together with the meeting materials. Each attendee shall receive one Voting Card, one Voting Ballot and one Election Ballot. Such documents shall clearly indicate the attendee's code, full name, number of shares owned and number of voting rights represented by proxy (if any).

2. Validity of Voting Ballots and Election Ballots:

a. Voting Ballots:

- Valid Voting Ballot: A ballot issued by the Organizing Committee in the prescribed form, without erasures, alterations, tears or damage, containing no additional information other than the prescribed contents, duly signed with the attendee's handwritten full name, and submitted to the Vote Counting Committee before the ballot box is unsealed. For each voting item, the attendee must mark only one (01) of the three (03) voting options.
- Invalid Voting Ballot: Any ballot that does not satisfy the requirements applicable to a valid Voting Ballot.

b. Election Ballots

- Valid Election Ballot: An election ballot issued by the Organizing Committee in the prescribed form, without erasures, alterations or additional contents beyond those prescribed, duly signed with the attendee's full name, and submitted to the Vote Counting Committee before the ballot box is unsealed.
- Invalid Election Ballot: An election ballot that does not satisfy the requirements applicable to a valid Election Ballot; or a ballot on which the total votes cast by a shareholder or representative exceed the total number of votes available; or any other cases prescribed in the Election Regulations.

Article 13. Voting Procedures

1. General Principles:

- The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. Voting may be conducted by raising Voting Cards, casting paper ballots, electronic voting, or other electronic means.
- Attendees shall vote "For", "Against" or "Abstain" on each matter submitted to the General Meeting by raising their Voting Cards or marking the selected option on the Voting Ballot.

2. Voting Methods

- a. Voting by Voting Card: When voting by raising a Voting Card, the front side of the Voting Card must be raised and directed toward the Presidium. If an attendee does not raise the Voting Card during all three voting rounds (For, Against, or Abstain) for a particular matter, such attendee shall be deemed to have voted For that matter. If an attendee raises the Voting Card more than once during the voting on a particular matter (whether For, Against, or Abstain), such vote shall be deemed invalid. Under the Voting Card method, members of the Shareholder Eligibility Verification Committee and/or the Vote Counting Committee shall record the attendee code and the corresponding voting shares of each shareholder voting For, Against, Abstaining, or casting an Invalid Vote.
- b. Voting by Voting Ballot: When voting by Voting Ballot, for each matter submitted for approval,

attendees shall select one (01) of the three (03) pre-printed options—"For", "Against", or "Abstain"—by marking an "X" or "✓" in the corresponding box. Upon completion of all voting matters, attendees shall deposit their Voting Ballots into the sealed ballot box at the meeting in accordance with the instructions of the Vote Counting Committee. Each Voting Ballot must be signed and bear the attendee's full name.

- c. Electronic Voting: Electronic voting shall be conducted in accordance with the provisions of Article 31 of these Regulations.

Article 14. Election Procedures

1. General Principles: The election shall be conducted in accordance with applicable laws and the Company's Charter. Members of the Vote Counting Committee must not be included in the list of nominees or self-nominated candidates for the Board of Directors or the Board of Supervisors.

2. Election Methods:

a. Election by Cumulative Voting

- Each attendee shall have a total number of votes equal to the number of shares owned or represented multiplied by the number of members to be elected.
- Each attendee may allocate all or part of his/her total votes to one or more candidates.
- If additional candidates are nominated during the General Meeting, attendees may request the Vote Counting Committee to issue a replacement Election Ballot and must return the previously issued ballot before casting their vote.
- If an attendee makes an error when completing the Election Ballot, he/she may request a replacement ballot from the Vote Counting Committee and must return the original ballot.
- Instructions for completing the Election Ballot:
 - + If allocating all votes equally to one or more candidates, the attendee shall mark the "Cumulative Voting" box corresponding to such candidate(s);
 - + If allocating different numbers of votes to different candidates, the attendee shall specify the number of votes in the "Number of Votes" box corresponding to each candidate;
 - + Other requirements shall comply with the Election Regulations.

Note: Where an attendee both marks the "Cumulative Voting" box and enters a number in the "Number of Votes" box for the same candidate, the number specified in the "Number of Votes" box shall prevail.

▪ Election Results

- + Elected candidates shall be determined in descending order based on the number of votes received, beginning with the candidate receiving the highest number of votes until all positions to be filled have been filled.
- + Where two (02) or more candidates receive an equal number of votes for the final available position, a re-election shall be conducted among those tied candidates.
- + If the first round of voting does not result in the election of the required number of members, additional voting rounds shall be conducted until all positions have been filled.

- b. Election by Voting Ballot: Election by Voting Ballot shall be conducted in accordance with Point b, Clause 2, Article 13 of these Regulations.

- c. Electronic Voting: Electronic voting shall be conducted in accordance with the provisions of Article 31 of these Regulations.

Article 15. Vote Counting Procedures

Votes shall be counted by aggregating the Voting Cards or Voting Ballots indicating For, Against, and Abstain.

For sensitive matters, and where requested by shareholders, the Company shall appoint an independent organization to collect and count the votes.

Article 16. Conditions for Adoption of Resolutions

1. A resolution on any of the following matters shall be adopted if it is approved by shareholders representing at least sixty-five percent (65%) of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Enterprise Law:
 - a. Classes of shares and the total number of shares of each class;
 - b. Changes to the Company's business lines and business sectors;
 - c. Changes to the Company's management structure;
 - d. Investment projects or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements;
 - e. e. Reorganization or dissolution of the Company.
2. Resolutions on all other matters shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting shares of all shareholders attending and voting at the meeting, except for the matters specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Enterprise Law.
3. Resolutions of the General Meeting of Shareholders approved by one hundred percent (100%) of the total voting shares shall be lawful and effective even where the procedures for convening the meeting or adopting such resolutions do not fully comply with the Enterprise Law or the Company's Charter.

Article 17. Announcement of Vote Counting Results

The Vote Counting Committee shall examine, consolidate and report the vote counting results for each matter to the Chairperson of the Meeting. The vote counting results shall be announced by the Chairperson of the Meeting or the Vote Counting Committee immediately before the closing of the meeting.

Article 18. Procedures for Objecting to Resolutions of the General Meeting of Shareholders

1. A shareholder who voted against a resolution concerning the reorganization of the Company or changes to the rights and obligations of shareholders as provided in the Company's Charter shall have the right to request the Company to repurchase his/her shares. Such request must be made in writing, specifying the shareholder's name, address, the number of shares of each class, the proposed selling price and the reasons for requesting the Company to repurchase the shares. The request must be submitted to the Company within ten (10) days from the date on which the General Meeting of Shareholders adopts the relevant resolution.
2. The Company shall repurchase the shares as requested under Clause 1 of this Article at the market price or at a price determined in accordance with the principles set out in the Company's Charter within ninety (90) days from the date of receipt of the request. If the parties fail to reach an agreement on the repurchase price, either party may request an independent valuation organization to determine the value of the shares. The Company shall propose at least three (03) valuation organizations for the shareholder to choose from, and such selection shall be final.
3. Within ninety (90) days from the date of receipt of the resolution, the minutes of the General Meeting of Shareholders, or the vote-counting record in respect of the collection of shareholders' written opinions, the shareholder(s) or group of shareholders specified in Clause 2, Article 115 of

the Enterprise Law may request a competent Court or Arbitration Tribunal to review and invalidate all or part of the resolution of the General Meeting of Shareholders in either of the following circumstances:

- a. The procedures for convening the meeting or adopting the resolution seriously violate the provisions of the Enterprise Law and the Company's Charter, except for the case specified in Clause 2, Article 152 of the Enterprise Law;
- b. The contents of the resolution violate the law or the Company's Charter.

Article 19. Minutes of the General Meeting of Shareholders

1. Every General Meeting of Shareholders must have minutes prepared and may also be audio-recorded or recorded and stored in other electronic formats. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language. They shall contain at least the following particulars:
 - a. The Company's name, head office address and enterprise registration number;
 - b. The time and venue of the General Meeting of Shareholders;
 - c. The meeting agenda and contents;
 - d. The full names of the Chairperson and the Secretary of the Meeting;
 - e. A summary of the meeting proceedings and opinions expressed on each agenda item;
 - f. The number of shareholders attending the meeting, the total voting shares represented, together with the attached register of attending shareholders and proxies and their corresponding voting shares;
 - g. The total number of votes cast for each voting matter, specifying the voting method, the total number of valid votes, invalid votes, votes For, Against, and Abstentions, together with the corresponding percentages based on the total voting shares represented at the meeting;
 - h. The total number of votes received by each candidate (where applicable);
 - i. The matters approved and the corresponding approval ratios;
 - j. The full names and signatures of the Chairperson and the Secretary of the Meeting. Where the Chairperson or the Secretary refuses to sign the minutes, the minutes shall nevertheless remain valid if signed by all other members of the Board of Directors attending the meeting and containing all information required under this Clause. The minutes must clearly state that the Chairperson and/or the Secretary refused to sign.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the close of the meeting. The Chairperson, the Secretary of the Meeting and any other person signing the minutes shall be jointly responsible for the truthfulness and accuracy of the contents thereof.
3. The Vietnamese version and any foreign-language version of the minutes shall have equal legal validity. In the event of any inconsistency between the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail.

Article 20. Disclosure and Retention of Resolutions and Minutes of the General Meeting of Shareholders

The resolutions and minutes of the General Meeting of Shareholders, the appendix containing the register of attending shareholders, powers of attorney for attendance, all documents attached to the minutes (if any), and all documents enclosed with the notice convening the meeting shall be kept at the Company's head office.

The resolutions and minutes of the General Meeting of Shareholders, together with the documents attached thereto, shall be disclosed in accordance with the laws governing information disclosure on

the securities market.

II. PROVISIONS ON THE GENERAL MEETING OF SHAREHOLDERS ADOPTING RESOLUTIONS BY WAY OF WRITTEN OPINION COLLECTION

Article 21. Cases where shareholders' written opinions may be collected

The following matters may be approved by way of collecting shareholders' written opinions:

- a. Amendments and supplements to the Company's Charter;
- b. The Company's development orientation;
- c. Classes of shares and the total number of shares of each class;
- d. Election, dismissal and removal of members of the Board of Directors and the Supervisory Board;
- e. Decisions on investments or the sale of assets having a value equal to or greater than 35% of the total asset value recorded in the Company's most recently audited financial statements;
- f. Approval of the annual financial statements;
- g. Reorganization or dissolution of the Company;
- h. Changes to the Company's business lines and business sectors;
- i. Changes to the Company's management organizational structure;
- j. Approval, amendment and supplementation of the Internal Regulations on Corporate Governance, the Board of Directors' Operating Regulations, and the Supervisory Board's Operating Regulations;
- k. Other matters deemed necessary for the interests of the Company.

Article 22. Cases where written opinion collection is not permitted

The Board of Directors shall not collect shareholders' written opinions in lieu of convening the Annual General Meeting of Shareholders.

Article 23. Procedures for the General Meeting of Shareholders to adopt resolutions by way of written opinion collection

1. The Company shall disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date.
2. The Board of Directors shall prepare the opinion solicitation form, the draft resolution of the General Meeting of Shareholders, explanatory documents relating to the draft resolution, and send them to all shareholders entitled to vote no later than ten (10) days before the deadline for returning the completed opinion solicitation forms. The requirements and method for sending the opinion solicitation forms and accompanying documents shall comply with Clause 3, Article 18 of the Company's Charter.
3. Requirements for the Opinion Solicitation Form:
 - a. The Opinion Solicitation Form shall contain the following principal contents:
 - Name, head office address and enterprise registration number of the Company;
 - Purpose of the opinion collection;
 - Full name, contact address, nationality and legal identification details of an individual shareholder; or the name, enterprise registration number (or other legal entity identification), head office address of an organizational shareholder; or the full name, contact address, nationality and legal identification details of the representative of an organizational shareholder; together with the number of shares of each class and the corresponding voting rights/votes for election held by the shareholder;

- Matters submitted for shareholders' approval;
 - Voting options for each matter, including Approve, Disapprove, and Abstain;
 - Voting options for election (if any);
 - Deadline for returning the completed Opinion Solicitation Form to the Company;
 - Full name and signature of the Chairman of the Board of Directors.
- b. Shareholders may return their completed Opinion Solicitation Forms to the Company by post, facsimile or email in accordance with the following provisions:
- Where the Opinion Solicitation Form is returned by post, it must bear the signature of the individual shareholder or the authorized representative or legal representative of the organizational shareholder. The completed Opinion Solicitation Form must be enclosed in a sealed envelope, and no person is permitted to open the envelope before the vote counting commences;
 - Where the Opinion Solicitation Form is returned by facsimile or email, the voting information contained therein must be kept confidential until the vote counting takes place;
 - Opinion Solicitation Forms received after the deadline specified therein, or those opened prior to vote counting in the case of postal submission, or disclosed prior to vote counting in the case of facsimile or email submission, shall be deemed invalid. Opinion Solicitation Forms that are not returned to the Company shall be deemed as non-participating votes.
4. Vote counting and preparation of the Vote Counting Record: The Board of Directors shall conduct the vote counting and prepare the Vote Counting Record under the supervision of the Supervisory Board or a shareholder who does not hold a managerial position in the Company. The Vote Counting Record shall contain the following principal contents:
- Name, head office address and enterprise registration number of the Company;
 - Purpose of the written opinion collection and the matters submitted for approval;
 - Number of shareholders and the total number of voting rights/votes for election participating in the voting process, specifying the number of valid and invalid votes, the method of submission of voting forms, together with the appendix listing the participating shareholders;
 - Total number of votes For, Against, and Abstentions for each matter submitted for approval, and the total number of votes cast for each candidate (if any);
 - Matters approved and the corresponding approval ratios;
 - Full names and signatures of the Chairman of the Board of Directors, the vote counters and the vote counting supervisors.

The members of the Board of Directors, the vote counters and the vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the Vote Counting Record and shall be jointly liable for any damages arising from resolutions adopted on the basis of dishonest or inaccurate vote counting.

5. Resolution and Vote Counting Record:
- a. The Vote Counting Record and the Resolution shall be sent to all shareholders within fifteen (15) days from the completion of the vote counting. Such delivery may be substituted by posting the Vote Counting Record and the Resolution on the Company's website within twenty-four (24) hours from the completion of the vote counting.
- b. A Resolution adopted by way of shareholders' written opinion collection shall have the same legal validity as a Resolution adopted at a meeting of the General Meeting of Shareholders.

6. Record retention: Completed Opinion Solicitation Forms, the Vote Counting Record, the adopted Resolution and all documents accompanying the Opinion Solicitation Forms shall be retained at the Company's head office.
7. Request for cancellation of a Resolution adopted by way of written opinion collection: Within ninety (90) days from the date of receipt of the Resolution, the Minutes of the General Meeting of Shareholders, or the Vote Counting Record relating to the written opinion collection of the General Meeting of Shareholders, a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises may request the Court or an Arbitral Tribunal to review and cancel the Resolution or part thereof in any of the following cases:
 - a. The procedures for convening the General Meeting of Shareholders or adopting the Resolution materially violate the Law on Enterprises and the Company's Charter, except for the case specified in Clause 3, Article 21 of the Company's Charter;
 - b. The contents of the Resolution violate the law or the Company's Charter.

III. PROVISIONS ON THE GENERAL MEETING OF SHAREHOLDERS ADOPTING RESOLUTIONS BY ONLINE MEETING

Article 24. Notice of Convocation for an Online General Meeting of Shareholders

The notice of convocation for an Online General Meeting of Shareholders shall be made in accordance with Article 6 of these Regulations.

Note: Voting ballots/election ballots are not required to be enclosed with the notice of meeting

Article 25. Registration for Attendance at an Online General Meeting of Shareholders

The procedures for registering to attend an Online General Meeting of Shareholders prior to the opening of the meeting shall be clearly specified in the Notice of Meeting, including the following:

1. Eligibility for participation
 - The participant must be included in the list of shareholders entitled to attend the General Meeting of Shareholders, which is prepared based on the Company's record date announcement.
 - Authorized representatives must satisfy the eligibility requirements prescribed by applicable laws and the Company's Charter.
2. Technical requirements: Participants must have an electronic device with internet access (e.g., a computer, tablet, mobile phone, or any other internet-enabled electronic device).
3. Recognition of attendance at the Online General Meeting of Shareholders: A participant shall be deemed by the electronic voting system to have attended the Online General Meeting of Shareholders when such participant logs into the system using the access credentials provided in accordance with Article 26 of these Regulations and casts an electronic vote on any matter included in the agenda of the Online General Meeting of Shareholders.

Article 26. Provision of Login Credentials and Electronic Voting

1. The access link to the electronic voting system, username, password and other authentication credentials (if any) for participation in the Online General Meeting of Shareholders shall be provided together with the Notice of Meeting (or by such other method of notification as prescribed by the Board of Directors). Each participant shall be responsible for maintaining the confidentiality of the assigned username, password and other authentication credentials to ensure that only such participant is entitled to cast votes through the electronic voting system, and shall bear full responsibility for the use of such credentials.
2. Where a participant requests reissuance of login credentials, the Organizing Committee of the General Meeting may provide such credentials in person or via email or telephone. Reissuance by

email or telephone shall only be made based on the shareholder information contained in the list of shareholders entitled to vote prepared by the Vietnam Securities Depository in accordance with the Company's record date announcement.

3. Participants shall use their username, password and other authentication credentials (if any) to access the electronic voting system and cast electronic votes on the matters included in the agenda of the Online General Meeting of Shareholders.

Article 27. Authorization of Representatives to Attend an Online General Meeting of Shareholders

1. Shareholders shall authorize representatives in accordance with Clause 2, Article 8 of these Regulations.
2. The following matters should be noted when granting authorization online: Shareholders shall provide complete information required for the online authorization process, particularly the authorized representative's telephone number, correspondence address and email address. Such information shall serve as the basis for issuing the username, password and other authentication credentials (if any) to the authorized representative.

Validity of online authorization: An online authorization shall be legally valid only if all of the following conditions are satisfied:

- The shareholder has completed all required information in the online authorization form and successfully completed the online authorization procedure;
- The Power of Attorney printed from the online authorization form bears the full signatures, printed full names and, where the principal is an organization, the official seal (if any) of both the principal and the authorized representative;
- The Company receives the original signed Power of Attorney before the official commencement of the General Meeting.

Revocation of online authorization: A shareholder who has granted an online authorization may revoke such authorization by submitting an official written notice of revocation to the Company before the official commencement of the General Meeting. The revocation shall become effective at the time the Company receives such written notice.

The revocation shall have no effect if the authorized representative has already cast an electronic vote or election vote on any matter included in the agenda of the Online General Meeting of Shareholders.

Article 28. Quorum

The quorum requirements shall be governed by Article 9 of these Regulations.

Article 29. Discussions at the Online General Meeting of Shareholders

1. General principles:
 - Discussions shall only be conducted within the time allocated and shall be limited to the matters included in the agenda of the General Meeting of Shareholders.
 - Only Participants shall be entitled to participate in discussions.
 - Participants wishing to express their opinions shall register the matters for discussion in accordance with the procedures specified in the Rules of Procedure of the General Meeting.
 - The Secretariat shall arrange the discussion topics submitted by Participants in the order of registration and submit them to the Chairperson.
2. Responses to Participants' opinions:
 - Based on the matters raised by the Participants, the Chairperson or a person designated by the

Chairperson shall respond to the Participants' questions or comments.

- Where time constraints prevent all questions from being answered during the General Meeting, the Company shall provide responses after the Meeting.

Article 30. Method of Adopting Resolutions at an Online General Meeting of Shareholders

The General Meeting of Shareholders shall adopt resolutions within its authority by way of electronic voting.

Article 31. Electronic Voting Procedures

1. Voting on resolutions

- For each matter submitted for approval at the General Meeting, Participants shall select one of the following voting options available on the electronic voting system: For, Against, or Abstain.
- Participants shall then confirm their vote, upon which the electronic voting system shall record the voting result.

2. Election procedures

- Cumulative voting: Unless otherwise provided in the Company's Charter, the election of members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting (either by allocating all votes equally or by specifying the number of votes for each candidate). Participants shall cast their votes by selecting the "Allocate All Votes" option or entering the number of votes to be allocated to each candidate in the "Number of Votes" field on the electronic ballot. Participants shall then confirm their votes, and the electronic voting system shall record the election results.
- Election by ordinary voting (if applicable): This shall be conducted in accordance with the voting procedures set out in Clause 1 of this Article.

3. Other provisions relating to electronic voting

- If a Participant fails to vote or elect with respect to all matters included in the agenda, any unanswered matters shall be deemed as the Participant having abstained from voting on such matters.
- In the event that additional matters arise which were not included in the agenda previously circulated, Participants may cast supplementary votes or election votes. Failure to vote on such additional matters shall be deemed as abstention in respect thereof.
- Participants may modify their voting or election choices (but may not withdraw a vote once submitted), including votes on supplementary matters added during the Meeting. The electronic voting system shall record only the final voting or election result submitted before the closing of the relevant voting session as prescribed in the Rules of Procedure of the General Meeting.
- Where Participants allocate a specified number of votes to candidates, invalid ballots shall be determined in accordance with the Election Regulations.
- The period for electronic voting shall be specified in detail in the Rules of Procedure of the General Meeting. Participants may access the electronic voting system and cast their votes twenty-four (24) hours a day, seven (7) days a week, except during scheduled system maintenance or other circumstances beyond the Company's reasonable control. Upon expiry of the voting period, the electronic voting system shall no longer accept any votes from Participants.

Article 32. Announcement of Vote Counting Results

When Participants cast votes or election votes electronically, all votes shall be automatically recorded

by the electronic voting system according to the categories of For, Against, and Abstain.

Article 33. Thông báo kết quả kiểm phiếu

Based on the Vote Counting Record prepared in accordance with Article 32 of these Regulations, the Vote Counting Committee shall examine, consolidate and report the voting results for each matter on the agenda to the Chairperson. The vote counting results shall be announced by the Chairperson or the Vote Counting Committee immediately before the close of the Meeting.

Article 34. Minutes of the General Meeting of Shareholders

The preparation of the Minutes of the General Meeting of Shareholders shall comply with Article 19 of these Regulations.

For an Online General Meeting of Shareholders, the meeting venue stated in the Minutes shall be the location where the Chairperson is physically present to preside over the Meeting. Such location must be within the territory of Vietnam.

The procedures for approving the Minutes of the General Meeting of Shareholders shall be specified in the Company's Rules of Procedure applicable to the relevant General Meeting.

Article 35. Disclosure of the Resolution and Minutes of the General Meeting of Shareholders

Shall be carried out in accordance with Article 20 of these Regulations.

IV. PROVISIONS ON THE GENERAL MEETING OF SHAREHOLDERS ADOPTING RESOLUTIONS THROUGH A HYBRID MEETING (IN-PERSON AND ONLINE)

Article 36. Notice of Convocation of the General Meeting of Shareholders

The notice of convocation of the General Meeting of Shareholders shall be implemented in accordance with Article 6 of these Regulations.

Article 37. Registration for Attendance at the General Meeting of Shareholders

Registration for attendance at the General Meeting of Shareholders shall be implemented in accordance with Clause 1 of Article 8 and Article 25 of these Regulations.

Article 38. Authorization of Representatives to Attend the General Meeting of Shareholders

The authorization of representatives to attend the General Meeting of Shareholders shall be implemented in accordance with Clause 2 of Article 8 and Article 27 of these Regulations.

Article 39. Conditions for Holding the Meeting

The conditions for holding the meeting shall be implemented in accordance with Article 9 of these Regulations.

Article 40. Methods for Adopting Resolutions of the General Meeting of Shareholders

The methods for adopting resolutions of the General Meeting of Shareholders shall be implemented in accordance with Articles 10 and 30 of these Regulations.

Article 41. Voting Procedures

Voting procedures shall be implemented in accordance with Articles 13, 14 and 31 of these Regulations.

Article 42. Vote Counting Procedures

Vote counting procedures shall be implemented in accordance with Articles 15 and 32 of these Regulations.

Article 43. Announcement of Vote Counting Results

The announcement of vote counting results shall be implemented in accordance with Articles 17 and 33 of these Regulations.

Article 44. Preparation of the Minutes of the General Meeting of Shareholders

The preparation of the Minutes of the General Meeting of Shareholders shall be implemented in accordance with Articles 19 and 34 of these Regulations.

Article 45. Disclosure of the Resolution and Minutes of the General Meeting of Shareholders

The disclosure of the Resolution and the Minutes of the General Meeting of Shareholders shall be implemented in accordance with Article 20 of these Regulations.

CHAPTER 3 – BOARD OF GENERAL DIRECTORS

Section 1. General Provisions

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

The Board of Directors shall fully perform its responsibilities and obligations in accordance with the Law on Enterprises and the Company's Charter. In addition, the Board of Directors shall have the following responsibilities and obligations:

1. Be accountable to the shareholders for the operations of the Company.
2. Treat all shareholders equally and respect the legitimate interests of stakeholders of the Company.
3. Ensure that the Company's operations comply with applicable laws, the Company's Charter, and the Company's internal regulations.
4. Formulate the Regulation on the Operation of the Board of Directors for submission to the General Meeting of Shareholders for approval and disclose such Regulation on the Company's website in accordance with Circular No. 116/2020/TT-BTC dated 31 December 2020 guiding a number of provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
5. Supervise and prevent conflicts of interest involving members of the Board of Directors, members of the Supervisory Board, General Director, and other managers, including the misuse of the Company's assets and the abuse of related-party transactions.
6. Formulate the Internal Corporate Governance Regulations and submit them to the General Meeting of Shareholders for approval in accordance with Article 270 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
7. Appoint the person in charge of corporate governance.
8. Organize training programs on corporate governance and other necessary skills for members of the Board of Directors, General Director, and other managers of the Company.
9. Report on the activities of the Board of Directors to the General Meeting of Shareholders in accordance with applicable laws.
10. Exercise other rights and perform other obligations as prescribed in the Company's Charter and the Internal Corporate Governance Regulations.
11. Implement the payment of dividends to shareholders in accordance with applicable laws after such dividend payment has been approved by the Annual General Meeting of Shareholders.

Article 47. Rights, Obligations and Responsibilities of Members of the Board of Directors

1. Members of the Board of Directors shall enjoy all rights prescribed by the Law on Securities, other applicable laws, the Company's Charter, and the Internal Corporate Governance Regulations, including the right to be provided with information and documents relating to the financial condition and business operations of the Company and its affiliated entities.
2. Members of the Board of Directors shall perform the obligations prescribed in the Company's Charter and the following obligations:
 - a. Perform their duties honestly and prudently in the best interests of the shareholders and the Company.
 - b. Attend all meetings of the Board of Directors and express opinions on matters submitted for discussion.
 - c. Promptly and fully report to the Board of Directors any remuneration received from subsidiaries, affiliated companies, and other organizations.
 - d. Report to the Board of Directors at its nearest meeting any transactions between the Company, its subsidiaries, or companies in which the public company holds more than 50% of the charter capital, and such Board member or his/her related persons; and any transactions between the Company and another company in which such Board member has been a founding shareholder or an enterprise manager during the three (03) years immediately preceding the date of the transaction.
 - e. Make information disclosures when conducting transactions in the Company's shares in accordance with applicable laws.
 - f. Each Independent Member of the Board of Directors shall prepare an assessment report on the performance and activities of the Board of Directors.

Section 2 – Nomination, Self-Nomination, Election, Dismissal and Removal of Members of the Board of Directors

Article 48. Number, Term of Office and Composition of the Board of Directors

1. The Board of Directors shall consist of seven (07) members.
2. The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms. An individual may serve as an Independent Member of the Board of Directors of a company for no more than two (02) consecutive terms. Where the terms of office of all members of the Board of Directors expire simultaneously, such members shall continue to serve until their successors are elected and assume their duties.
3. The composition of the Board of Directors shall be as follows:
 - a. The Board of Directors of the Company shall include at least two (02) non-executive member. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions within the Company in order to ensure the independence of the Board of Directors.

The Board of Directors shall have at least two (02) Independent Member.

The rights, obligations, organization and coordination mechanisms applicable to Independent Members of the Board of Directors shall be specifically provided for in the Regulation on the Operation of the Board of Directors.

- b. A member of the Board of Directors shall cease to hold office where he/she is dismissed, removed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
 - c. The appointment of members of the Board of Directors shall be disclosed in accordance with the laws on information disclosure in the securities market.

- d. A member of the Board of Directors is not required to be a shareholder of the Company.

Article 49. Qualifications and Eligibility of Members of the Board of Directors

1. A member of the Board of Directors must satisfy the qualifications and conditions prescribed in Clauses 1 and 2 of Article 155 of the Law on Enterprises and the Company's Charter.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of a public company.
3. A member of the Board of Directors of a public company may concurrently serve as a member of the Board of Directors or Members' Council of no more than five (05) other companies.

Article 50. Nomination and Self-Nomination of Candidates for the Board of Directors

1. A shareholder or group of shareholders holding at least ten percent (10%) of the total ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. A shareholder or group of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares may nominate one (01) candidate; from twenty percent (20%) to less than thirty percent (30%), up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%), up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%), up to four (04) candidates; from fifty percent (50%) to less than sixty-five percent (65%), up to five (05) candidates; and from sixty-five percent (65%) or more, up to seven (07) candidates.
2. Where the number of candidates nominated or self-nominated remains insufficient, the incumbent Board of General Directors may nominate additional candidates or organize the nomination process in accordance with the Regulation on the Operation of the Board of Directors. Any additional candidates nominated by the incumbent Board of General Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with applicable laws.

Article 51. Election of Members of the Board of Directors

1. The election of members of the Board of Directors shall be conducted using the cumulative voting method, whereby each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of Board members to be elected. A shareholder may allocate all or part of his/her total votes to one or more candidates. Candidates receiving the highest number of votes shall be elected in descending order until the number of members specified in the Company's Charter has been filled. Where two (02) or more candidates receive an equal number of votes for the last available seat on the Board of Directors, a re-election shall be conducted among such candidates, or the successful candidate shall be determined in accordance with the criteria set out in the Election Regulations or the Company's Charter.
2. Where the number of candidates is less than or equal to the number of Board members to be elected, the election may be conducted either by the cumulative voting method as prescribed above or by voting on each candidate using the options "For", "Against", or "Abstain". The approval threshold under the voting method shall be determined in accordance with Clause 2, Article 21 of the Company's Charter.

Article 52. Cases of Dismissal, Removal, Replacement and Additional Election of Members of the Board of Directors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in any of the following circumstances:
 - a. The member no longer satisfies the qualifications and conditions prescribed in Article 155 of the Law on Enterprises;
 - b. The member submits a resignation letter which is accepted;

- c. Other cases as prescribed in the Company's Charter.
- 2. The General Meeting of Shareholders shall remove a member of the Board of Directors in any of the following circumstances:
 - a. The member fails to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
 - b. Other cases as prescribed in the Company's Charter.
- 3. Where deemed necessary, the General Meeting of Shareholders may decide to replace a member of the Board of Directors or dismiss/remove a member in circumstances other than those specified in Clauses 1 and 2 of this Article.
- 4. The Board of Directors shall convene a General Meeting of Shareholders to elect additional members of the Board of Directors in any of the following circumstances:
 - a. The number of members of the Board of Directors is reduced by more than one-third (1/3) of the number prescribed in the Company's Charter. In such case, the Board of Directors shall convene a General Meeting of Shareholders within sixty (60) days from the date on which the number of Board members falls below the required level;
 - b. The number of Independent Members of the Board of Directors falls below the minimum ratio prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;
 - c. Except for the cases specified 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 the nearest General Meeting of Shareholders.

Article 53. Announcement of the Election, Dismissal and Removal of Members of the Board of Directors

Following any decision on the election, dismissal or removal of a member of the Board of Directors, the Company shall disclose such information internally, notify the relevant authorities, publish the information through the mass media and on the Company's website in accordance with the procedures and requirements prescribed by applicable laws.

Article 54. Procedures for Introducing Candidates for the Board of Directors

Where candidates for the Board of Directors have been identified, the Company shall disclose information relating to such candidates on the Company's website at least ten (10) days prior to the opening date of the General Meeting of Shareholders so that shareholders may review the candidates before voting. Each candidate for the Board of Directors must provide a written undertaking confirming the truthfulness and accuracy of the personal information disclosed and undertaking to perform 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 to be disclosed in respect of each candidate shall include:

- a. Full name and date of birth;
- b. Professional qualifications;
- c. Employment history;
- d. Other managerial positions currently held (including positions as a member of the Board of Directors of other companies);
- e. Interests related to the Company and its related persons;
- f. Other information (if any) as prescribed in the Company's Charter.

The Company shall also disclose information on the companies in which the candidate currently serves as a member of the Board of Directors or holds other managerial positions, and any interests

of the candidate related to the Company (if any).

Article 55. Election, Dismissal and Removal of the 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 its members.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors shall have the following rights and obligations:
 - a. Formulate the agenda and operational plans of the Board of Directors;
 - b. Prepare the agenda, meeting contents and meeting materials; convene, preside over and chair meetings of the Board of Directors;
 - c. Organize the adoption of resolutions and decisions of the Board of Directors;
 - d. Supervise the implementation of resolutions and decisions of the Board of Directors;
 - e. Chair meetings of the General Meeting of Shareholders;
 - f. Exercise other rights and perform other obligations as prescribed by the Law on Enterprises and the Company's Charter.
4. Where the Chairman of the Board of Directors resigns or is dismissed or removed, the Board of Directors shall elect a replacement within ten (10) days from the date of receipt of the resignation letter or the date of such dismissal or removal.
5. Where the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize another member of the Board of Directors in writing to exercise the rights and perform the obligations of the Chairman. Where no such authorization is granted, or where the Chairman dies, is declared missing, is placed in temporary detention, is serving a prison sentence, is subject to compulsory administrative measures at a compulsory drug rehabilitation establishment or compulsory educational institution, absconds from his/her place of residence, has limited legal capacity or has lost civil act capacity, has difficulties in cognition or behavioral control, or is prohibited by a court from holding office, practicing a profession or performing certain work, the remaining members of the Board of Directors shall elect one of themselves as Chairman of the Board of Directors on the basis of a majority vote of the remaining members until a new decision is made by the Board of Directors.

Section 3 – Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

Article 56. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

1. The Company may pay remuneration and bonuses to members of the Board of Directors based on the Company's business performance and operating results.
2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days reasonably required to perform the duties of each member and the daily remuneration rate. The Board of Directors shall determine the remuneration of each member on the basis of consensus. The aggregate remuneration and bonuses payable to the Board of Directors shall be decided by the General Meeting of Shareholders at its Annual General Meeting.
3. The remuneration of each member of the Board of Directors shall be treated as an operating expense of the Company in accordance with the laws on corporate income tax, separately presented in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the Annual General Meeting.
4. A member of the Board of Directors who concurrently holds an executive position, serves on

committees of the Board of Directors, or performs duties beyond the ordinary scope of a Board member's responsibilities may be paid additional remuneration in the form of a lump-sum payment for each assignment, salary, commission, a percentage of profits, or in any other form as decided by the Board of Directors.

5. Members of the Board of Directors shall be reimbursed for all travel, accommodation, meal and other reasonable expenses actually incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.
6. Members of the Board of Directors may be covered by General Directors' and officers' liability insurance at the Company's expense, subject to the approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company's Charter by members of the Board of Directors.

Section 4 – Procedures for Organizing Meetings of the Board of Directors

Article 57. Minimum Number of Meetings by Month/Quarter/Year

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the completion of the election of the Board of Directors. Such meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting percentage. Where two or more members receive the same highest number or percentage of votes, those members shall elect one among themselves by majority vote to convene the meeting of the Board of Directors.
2. The Board of Directors shall meet at least once every quarter and may convene extraordinary meetings when necessary.

Article 58. Circumstances Requiring an Extraordinary Meeting of the Board of Directors

1. The Chairman of the Board of Directors shall convene an extraordinary meeting of the Board of Directors in any of the following circumstances:
 - a. At the request of the Supervisory Board or an Independent Member of the Board of Directors;
 - b. At the request of General Director or at least five (05) other managers;
 - c. At the request of at least two (02) members of the Board of Directors;
 - d. Other circumstances (if any).
2. The request referred to in Clause 1 of this Article shall be made in writing and shall specify the purpose of the meeting, the matters to be discussed, and the issues falling within the authority of the Board of Directors for consideration and decision.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of a request specified in Clause 1 of this Article. If the Chairman fails to convene such meeting, he/she shall be liable for any damage suffered by the Company as a result thereof, and the requesting person(s) shall have the right to convene the meeting in place of the Chairman.

Article 59. Notice of Meetings of the Board of Directors and the Right of Members of the Supervisory Board to Attend Meetings of the Board of Directors

1. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of meeting at least three (03) working days before the meeting date. The notice shall specify the time and venue of the meeting, the meeting agenda, the matters to be discussed and resolved, and shall be accompanied by the meeting materials and voting ballots of the Board members.

The notice of meeting may be delivered by invitation letter, telephone, facsimile, electronic means or any other method prescribed in the Company's Charter, provided that it is sent to the

contact address registered with the Company by each member of the Board of Directors.

2. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of meeting and the accompanying documents to the members of the Supervisory Board in the same manner as those sent to members of the Board of Directors.

Members of the Supervisory Board shall have the right to attend meetings of the Board of Directors and participate in discussions, but shall not have voting rights.

Article 60. Quorum for Board of General Directors Meetings

A meeting of the Board of Directors shall be validly convened when attended by at least three-fourths (3/4) of the total number of Board members. If the meeting convened in accordance with this provision does not satisfy the required quorum, a second meeting shall be convened within seven (07) days from the date originally scheduled for the first meeting. In such case, the meeting shall be valid if attended by more than one-half of the total number of Board members.

Article 61. Voting Procedures

1. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in any of the following circumstances:
 - a. Attending and voting in person at the meeting;
 - b. Authorizing another person to attend and vote on his/her behalf in accordance with Clause 11 of this Article;
 - c. Attending and voting through an online meeting, electronic voting system, or other electronic means;
 - d. Sending his/her voting ballot to the meeting by post, fax or email;
 - e. Sending his/her voting ballot by other means permitted under applicable laws.
2. Where a voting ballot is sent to the meeting by post, it must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. Such voting ballot shall only be opened in the presence of all attendees at the meeting.
3. Voting
 - a. Except as provided in Point b of this Clause 3, each member of the Board of Directors, or his/her authorized representative as prescribed in Clause 1 of this Article, who is personally present at the meeting shall have one (01) vote.
 - b. A member of the Board of Directors shall not vote on any contract, transaction or proposal in which such member or his/her related person has an interest that conflicts, or may conflict, with the interests of the Company. Such member shall not be counted toward the minimum quorum required for the Board meeting with respect to any resolution on which he/she is not entitled to vote.
 - c. Pursuant to Point d, Clause 11, Article 30 of the Company's Charter, where an issue arises during a meeting relating to the interests or voting rights of a Board member and such member does not voluntarily abstain from voting, the ruling of the Chairperson of the meeting shall be final, unless the nature or scope of such member's interest has not been fully disclosed.
 - d. A member of the Board of Directors benefiting from a contract as referred to in Points a and b, Clause 6, Article 43 of the Charter shall be deemed to have a material interest in such contract.
 - e. Members of the Supervisory Board shall have the right to attend meetings of the Board of Directors and participate in discussions but shall not have voting rights.
4. A member of the Board of Directors who directly or indirectly benefits from a contract or

transaction entered into or proposed to be entered into with the Company, and who is aware of his/her interest therein, shall disclose such interest at the first Board meeting convened to consider the execution of such contract or transaction. Where the Board member is unaware that he/she or his/her related person has such an interest at the time the contract or transaction is entered into, such member shall disclose the relevant interest at the first Board meeting held after becoming aware that he/she has, or will have, an interest in such contract or transaction.

5. The Board of Directors may obtain written opinions from its members for the purpose of adopting resolutions of the Board in respect of matters falling within the authority of the Board as prescribed in Clause 2, Article 27 of the Company's Charter.

The authority and procedures for obtaining written opinions of Board members for the adoption of resolutions or decisions of the Board of Directors shall be implemented in accordance with Clause 8 of this Article.

6. Meetings of the Board of Directors may be conducted by means of teleconference or other online meeting facilities where all or some members are located in different places, provided that each participating member is able to:

- a. Hear every other participating Board member speaking during the meeting;
- b. Speak simultaneously with all other participating members. Discussions among members may be conducted directly by telephone, through other communication facilities, or by a combination of such methods. A Board member participating in such a meeting shall be deemed to be present at the meeting. The venue of a meeting conducted in this manner shall be the location where the largest number of Board members are present, or where the Chairperson of the meeting is present.

Resolutions adopted at a meeting held by teleconference or other online means, duly convened and conducted, shall take effect immediately upon the conclusion of the meeting, provided that they are subsequently confirmed by the signatures of all Board members attending such meeting in the meeting minutes.

7. The Chairman of the Board of Directors shall send the minutes of the Board meeting to all Board members. Such minutes shall constitute conclusive evidence of the business transacted at the meeting unless an objection to the contents of the minutes is raised within ten (10) days from the date of dispatch. The minutes of the Board meeting shall be prepared in Vietnamese and may also be prepared in English. The minutes must be signed by the Chairperson of the meeting and the minute-taker.

8. The authority and procedures for obtaining written opinions of members of the Board of Directors for the adoption of resolutions and decisions of the Board shall be implemented as follows:

- a) The Chairman of the Board of Directors shall decide whether to obtain written opinions from Board members for the purpose of adopting resolutions or decisions on matters within the authority of the Board.
- b) The Chairman of the Board of Directors shall be responsible for organizing the preparation of documents, reports, explanatory memoranda relating to the matters submitted for the Board's consideration, draft Board resolutions or decisions, and voting forms for circulation to all members of the Board of Directors.
- c) The written voting form shall include, at a minimum, the following particulars:
 - (i) The Company's name, enterprise registration number, and head office address.
 - (ii) Full name, contact address, nationality, and legal identification details of the Board member.
 - (iii) The purpose of obtaining written opinions.

- (iv) The matters submitted for approval by way of a Board resolution or decision.
 - (v) Voting options, including For, Against, and Abstain for each matter submitted for approval.
 - (vi) The deadline for returning the completed voting form to the Company.
 - (vii) The full name and signature of the Chairman of the Board of Directors.
- d) A member of the Board of Directors may return the completed voting form to the Company by post or email in accordance with the following provisions:
- (i) Where the voting form is sent by post, it must bear the signature of the relevant Board member. The completed voting form must be enclosed in a sealed envelope, which shall not be opened by any person prior to the vote counting.
 - (ii) Where the voting form is sent by email, it must be transmitted to the email address specified in the voting form and shall remain confidential until the vote-counting process.
 - (iii) Voting forms received by the Company after the prescribed deadline, or opened before the vote count in the case of postal delivery, or disclosed before the vote count in the case of email transmission, shall be deemed invalid. Any voting form not returned to the Company shall be deemed a non-participating vote.
- e) A voting form containing all required information, duly signed by the Board member and returned to the Company within the prescribed time limit shall be deemed valid. The Chairman of the Board of Directors shall organize the vote-counting process, prepare the vote-counting minutes, and notify Board members of the voting results and the resolutions or decisions adopted within seven (07) working days from the expiry of the deadline for submitting written opinions. The vote-counting minutes shall have the same legal validity as the minutes of a Board meeting and shall include, at a minimum, the following particulars:
- (i) The Company's name, enterprise registration number, and head office address.
 - (ii) The purpose of obtaining written opinions and the matters submitted for approval by the Board.
 - (iii) The full name and legal identification details of Board members who returned valid voting forms; and the full name and legal identification details of Board members whose voting forms were either not received by the Company or were received but deemed invalid.
 - (iv) The matters submitted for voting and approval; a summary of the opinions expressed by Board members on each matter (if any).
 - (v) The total number of valid voting forms, invalid voting forms, and voting forms not received; together with the total number of valid votes **For**, **Against**, and **Abstain** in respect of each matter.
 - (vi) The resolutions or decisions adopted and the corresponding voting results.
 - (vii) The full names and signatures of the vote counter and the Chairman of the Board of Directors. The vote counter and the Chairman of the Board of Directors shall be jointly responsible for the completeness, accuracy, and truthfulness of the contents of the vote-counting minutes.
- f) The completed voting forms, the vote-counting minutes, the resolutions or decisions adopted, and all documents accompanying the voting forms shall be retained at the Company's head office.
- g) A Board resolution or decision adopted by way of written opinions shall be approved upon receiving affirmative votes from a majority of the Board members entitled to vote. Such resolution or decision shall have the same validity and effect as a resolution adopted at a duly convened Board meeting.

Article 62. Adoption of 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. In the event of an equality of votes, the final decision shall follow the vote cast by the Chairman of the Board of Directors.

Article 63. Authorization to Attend Board Meetings

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

Article 64. Minutes of Meetings of the Board of Directors

1. Meetings of the Board of Directors shall be recorded in minutes and may also be audio-recorded, electronically recorded, or stored in other electronic formats. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language. They shall contain at least the following principal contents:
 - a. The Company's name, head office address, and enterprise registration number;
 - b. The time and venue of the meeting;
 - c. The purpose, agenda, and contents of the meeting;
 - d. The full names of each attending Board member or his/her authorized representative, the method of attendance, and the full names of absent members together with the reasons for their absence;
 - e. Matters discussed and voted upon at the meeting;
 - f. A summary of the opinions expressed by each attending member in chronological order of the meeting proceedings;
 - g. The voting results, specifying the members voting For, Against, and Abstaining;
 - h. The resolutions adopted and the corresponding approval ratios;
 - i. The full names and signatures of the Chairperson of the meeting and the minute-taker, except as provided in Article 65 of this Regulation.
2. The minutes of the Board of Directors meeting and all documents used at the meeting shall be kept and maintained at the Company's head office.
3. The minutes shall be prepared in both Vietnamese and a foreign language, and both versions shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail.
4. The chairperson of the meeting, the recorder of the minutes, and the persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors meeting.
5. The minutes of the Board of Directors meeting and all documents used at the meeting shall be kept and maintained at the Company's head office.

Article 65. Cases Where the Chairperson and/or the Minute-Taker Refuses to Sign the Minutes of the Board Meeting

Where the chairperson of the meeting or the recorder refuses to sign the minutes, the minutes shall nevertheless be valid if they are signed by all other members of the Board of Directors attending the meeting who approve the minutes, and provided that the minutes contain all the information required under Points (a), (b), (c), (d), (dd), (e), (g), and (h) of Article 64 of these Regulations.

Article 66. Notification of Resolutions and Decisions of the Board of Directors

Following the issuance of a Resolution or Decision of the Board of Directors, the Company shall disclose such information internally and to the relevant authorities, through mass media and on the Company's website in accordance with the applicable laws and regulations.

Section 5 - Committees under the Board of Directors

Article 67. Committees under the Board of Directors

1. The Board of Directors may establish committees responsible for development strategy, human resources, remuneration, internal audit, and risk management. Each committee shall comprise at least two (02) members, as determined by the Board of Directors, including members of the Board of Directors and external members. Independent General Directors and/or non-executive General Directors should constitute the majority of the committee members, and one of them shall be appointed by the Board of Directors to serve as the Chairperson of the committee. The operation of each committee shall comply with the regulations issued by the Board of Directors. A committee resolution shall be valid only if approved by a majority of the members attending and voting at the committee meeting.
2. The implementation of resolutions or decisions of the Board of Directors or any committee under the Board of Directors shall comply with applicable laws, the Company's Charter, and the Internal Corporate Governance Regulation.
3. Where an Internal Audit Committee is established: the establishment and operation of the Internal Audit Committee under the Board of Directors (if any) shall be governed in detail by Appendix I attached to this Regulation.
4. Where other committees are established: the establishment and operation of other committees under the Board of Directors (if any) shall be governed in detail by Appendices II, III, etc., attached to this Regulation.

Section 6 - Selection, Appointment and Removal of the Person in Charge of Corporate Governance

Article 68. Office of the Board of Directors

1. The Office of the Board of Directors shall be established by resolution of the Board of Directors.
2. The Chief of the Office of the Board of Directors shall be appointed and dismissed by the Board of Directors.
3. The organizational structure and staffing of the Office of the Board of Directors shall be specified in the Operating Regulations of the Office of the Board of Directors.
4. The Office of the Board of Directors shall have the following rights and obligations:
 - a. To assist the Board of Directors in implementing and applying the principles of corporate governance;
 - b. To assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors, and in recording the minutes of such meetings;
 - c. To assist members of the Board of Directors in performing their assigned rights and duties;
 - d. To assist the Company in fostering shareholder relations, protecting the lawful rights and interests of shareholders, and ensuring compliance with obligations relating to information disclosure, transparency, and administrative procedures;
 - e. To exercise such other rights and perform such other duties as provided for in the Company's Charter, the Internal Corporate Governance Regulations, and other internal regulations of the Company.

Article 69. Qualifications of the Person in Charge of Corporate Governance

The Person in Charge of Corporate Governance must not concurrently work for the approved auditing firm that is conducting the audit of the Company's financial statements.

Article 70. Appointment of the Person in Charge of Corporate Governance

The Board of Directors shall appoint at least one (01) Person in Charge of Corporate Governance to assist the Company in its corporate governance activities. The Person in Charge of Corporate Governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

Article 71. Cases of Removal or Dismissal of the Person in Charge of Corporate Governance

1. The Board of Directors may remove or dismiss the Person in Charge of Corporate Governance whenever deemed necessary, provided that such removal or dismissal complies with applicable labour laws.
2. The Person in Charge of Corporate Governance may also be removed pursuant to a resolution of the General Meeting of Shareholders.

Article 72. Notification of the Appointment or Removal of the Person in Charge of Corporate Governance

Following the appointment or removal of the Person in Charge of Corporate Governance, the Company shall disclose such information internally and to the relevant authorities, through mass media and on the Company's website in accordance with the applicable laws and regulations.

Article 73. Rights and Obligations of the Person in Charge of Corporate Governance

The Person in Charge of Corporate Governance shall have the following rights and obligations:

- a. Advise the Board of Directors on the organization of General Meeting of Shareholders ("GMS") meetings in accordance with applicable regulations and on matters relating to the relationship between the Company and its shareholders;
- b. Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
- c. Advise on meeting procedures;
- d. Attend meetings;
- e. Advise on the procedures for preparing resolutions of the Board of Directors in compliance with applicable laws;
- f. Provide financial information, copies of the minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and members of the Supervisory Board;
- g. Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h. Act as the focal point for communication with stakeholders;
- i. Maintain confidentiality of information in accordance with applicable laws and the Company's Charter;
- j. Exercise such other rights and perform such other obligations as prescribed by law and the Company's Charter.

CHAPTER 4 – SUPERVISORY BOARD

Section 1. General Provisions

Article 74. Role, Rights and Obligations of the Supervisory Board; Responsibilities of Members of the Supervisory Board

1. Members of the Supervisory Board shall have all rights prescribed by the Law on Enterprises, other applicable laws, the Company's Charter and the Charter of Organization and Operation of the Supervisory Board, including the right to access information and documents relating to the Company's operations. Members of the Board of Directors, General Director and other executives shall provide complete and timely information as requested by members of the Supervisory Board.
2. Members of the Supervisory Board shall comply with applicable laws, the Company's Charter, the Charter of Organization and Operation of the Supervisory Board, and professional ethics in exercising the rights and performing the duties assigned to them.
3. The Supervisory Board shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises, the Company's Charter, and the following additional rights and obligations:
 - a. To propose and recommend that the General Meeting of Shareholders approve the list of qualified audit firms to audit the Company's financial statements; decide on the appointment of an approved audit firm to inspect the Company's operations; and dismiss an approved auditor where deemed necessary.
 - b. To be accountable to the shareholders for its supervisory activities.
 - c. To supervise the Company's financial condition and the compliance with laws by members of the Board of Directors, General Director and other managers in the performance of their duties.
 - d. To ensure effective coordination with the Board of Directors, General Director and the shareholders.
 - e. Where any violation of law or the Company's Charter by a member of the Board of Directors, General Director or another executive is discovered, to notify the Board of Directors in writing within forty-eight (48) hours, request the violator to immediately cease the violation, and require appropriate remedial measures.
 - f. To formulate the Charter of Organization and Operation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval. The Minister of Finance shall issue a model Charter of Organization and Operation of the Supervisory Board for public companies to use as a reference in developing their own charter.
 - g. To submit reports to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP.

Section 2. Regulations on the Nomination, Self-nomination, Election, Dismissal and Removal of Members of the Board of Directors

Article 75. Number, Term of Office and Composition of the Board of Supervisors

1. The Board of Supervisors of the Company shall comprise three (03) members.
2. The term of office of a Supervisor shall not exceed five (05) years and Supervisors may be re-elected for an unlimited number of terms.
3. A member of the Board of Supervisors is not required to be a shareholder of the Company.
4. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members based on the majority voting principle. The election, dismissal and removal of the Head of the Board of Supervisors shall also be conducted on the basis of a majority vote. The rights and obligations of the Head of the Board of Supervisors shall be prescribed in the Company's Charter. More than one-half of the Supervisors must permanently reside in Vietnam. The Head of the Board of Supervisors must hold at least a bachelor's degree in one of the following disciplines: economics, finance, accounting, auditing, law, business administration, or another discipline relevant to the Company's business activities, unless the Company's Charter

prescribes higher qualification standards.

5. Where the term of office of all Supervisors expires simultaneously and the Supervisors for the succeeding term have not yet been elected, the incumbent Supervisors shall continue to exercise their rights and perform their duties until the new Supervisors are elected and assume office.

Article 76. Qualifications and Eligibility Criteria for Members of the Board of Supervisors

1. A Supervisor must satisfy the following qualifications and conditions:
 - a. Not fall within the persons prohibited under Clause 2, Article 17 of the Law on Enterprises;
 - b. Have received professional training in economics, finance, accounting, auditing, law, business administration, or another discipline relevant to the Company's business operations;
 - c. Not be a family member of any member of the Board of Directors, General Director, or any other manager of the Company;
 - d. Not be a manager of the Company; and is not required to be a shareholder or employee of the Company;
 - e. Not work in the accounting or finance department of the Company;
 - f. Not be a member or employee of the independent auditing firm that has audited the Company's financial statements during the preceding three (03) consecutive years;
 - g. Satisfy other qualifications and conditions as prescribed by applicable laws and the Company's Charter.
2. In addition to the qualifications and conditions specified in Clause 1 of this Article, a Supervisor of the Company must also satisfy all conditions prescribed in Clause 2, Article 169 of the Law on Enterprises.
3. The Head of the Board of Supervisors must possess at least a bachelor's degree in economics, finance, accounting, auditing, law, business administration, or another discipline relevant to the Company's business activities.

Article 77. Nomination and Self-nomination of Candidates for the Board of Supervisors

1. The nomination and self-nomination of candidates for election to the Board of Supervisors shall be carried out in accordance with the provisions of Clause 1, Article 25 of the Company's Charter. Shareholders or groups of shareholders holding from ten percent (10%) to less than thirty percent (30%) of the total voting shares shall be entitled to nominate one (01) candidate for the Board of Supervisors; those holding from thirty percent (30%) to less than forty percent (40%) may nominate up to two (02) candidates; those holding from forty percent (40%) to less than fifty percent (50%) may nominate up to three (03) candidates; those holding from fifty percent (50%) to less than sixty percent (60%) may nominate up to four (04) candidates; and those holding sixty percent (60%) or more may nominate up to five (05) candidates.
2. Where the number of candidates nominated or self-nominated for the Board of Supervisors remains insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize further nominations in accordance with Clause 3, Article 50 of these Regulations. Any additional candidates nominated by the incumbent Board of Supervisors must be publicly disclosed prior to the General Meeting of Shareholders voting on the election of members of the Board of Supervisors, in accordance with applicable laws.

Article 78. Method of Electing Members of the Board of Supervisors

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

highest number of votes shall be elected in descending order until the required number of Supervisors prescribed in the Company's Charter has been elected. Where two (02) or more candidates receive an equal number of votes for the final available position, a re-election shall be conducted among those tied candidates or the selection shall be made in accordance with the criteria specified in the Election Regulations, the Regulations on the Operation of the Board of Supervisors, or the Company's Charter.

2. Where the number of candidates is less than or equal to the number of positions to be filled, the election may be conducted either by the cumulative voting method described above or by ordinary voting (approval, disapproval, or abstention). The approval threshold for ordinary voting shall be determined in accordance with Clause 2, Article 21 of the Company's Charter.

Article 79. Cases of Dismissal and Removal of Members of the Board of Supervisors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Supervisors in the following cases:
 - a. The Supervisor no longer satisfies the qualifications and eligibility criteria prescribed in Article 169 of the Law on Enterprises;
 - b. The Supervisor submits a resignation letter which is accepted;
 - c. Other cases as prescribed by the Company's Charter.
2. The General Meeting of Shareholders shall remove a member of the Board of Supervisors in the following cases:
 - a. Failure to perform the assigned duties and responsibilities;
 - b. Failure to exercise his/her rights and perform his/her obligations for six (06) consecutive months, except in cases of force majeure;
 - c. Repeatedly or seriously violating the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company's Charter;
 - d. Other cases as resolved by the General Meeting of Shareholders.

Article 80. Announcement of the Election, Dismissal and Removal of Members of the Board of Supervisors

Following any decision on the election, dismissal or removal of a Supervisor, the Company shall disclose such information internally, to the relevant competent authorities, through the mass media, and on the Company's website in accordance with the procedures and requirements prescribed by applicable laws.

Article 81. Remuneration and Other Benefits of Members of the Board of Supervisors

1. Members of the Board of Supervisors shall be entitled to salaries, remuneration, bonuses and other benefits as determined by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the aggregate annual salaries, remuneration, bonuses, other benefits and operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses incurred for accommodation, travel and the engagement of independent consulting services. The aggregate amount of such remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise resolved by the General Meeting of Shareholders.
3. The salaries and operating expenses of the Board of Supervisors shall be recognized as the Company's operating expenses in accordance with the laws on corporate income tax and other applicable laws, and shall be presented as a separate item in the Company's annual financial statements.

CHAPTER 5 – GENERAL DIRECTOR

Article 82. Role, Responsibilities, Rights and Obligations of General Director

1. General Director shall be responsible for the day-to-day management of the Company's business operations, shall be subject to the supervision of the Board of Directors, and shall be accountable to the Board of Directors and to law for the performance of his/her assigned rights and obligations.
2. General Director shall have the following rights and obligations:
 - a. To decide matters relating to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors;
 - b. To organize the implementation of resolutions and decisions of the Board of Directors;
 - c. To organize the implementation of the Company's business plans and investment plans;
 - d. To propose the Company's organizational structure and internal management regulations;
 - e. To appoint, dismiss and remove managerial personnel of the Company, except for positions falling within the authority of the Board of Directors;
 - f. To determine salaries and other benefits for employees of the Company, including managers appointed by General Director;
 - g. To recruit employees;
 - h. To propose dividend distribution plans or measures for handling business losses;
 - i. To exercise other rights and perform other obligations as prescribed by law, the Company's Charter, and resolutions or decisions of the Board of Directors.

Article 83. Term of Office, Qualifications and Eligibility Criteria of General Director

The term of office of General Director shall not exceed five (05) years and he/she may be re-appointed for an unlimited number of terms.

General Director must satisfy the following qualifications and conditions:

- a. Not fall within the categories of persons specified in Clause 2, Article 17 of the Law on Enterprises;
- b. Not be a family member of any manager or Supervisor of the Company or its parent company, or of any representative managing the State-owned capital or the enterprise's capital contribution in the Company or its parent company;
- c. Possess professional qualifications and experience in business administration appropriate to the Company's operations.

Article 84. Nomination and Self-nomination of Candidates for the Position of General Director

The Management Board and members of the Board of Directors shall have the right to nominate candidates for the position of General Director who satisfy the qualifications and eligibility criteria specified in Article 82 of these Regulations and submit such nominations to the Board of Directors for consideration whenever the Company has a need to appoint a General Director.

Article 85. Appointment, Dismissal, Employment Contract and Termination of Employment Contract of General Director

The Board of Directors shall appoint either one of its members or another individual to serve as General Director.

The Board of Directors may dismiss General Director where such dismissal is approved by a majority of the voting members of the Board of Directors attending the meeting and shall appoint a replacement General Director.

The Board of Directors shall have the authority to execute and terminate the employment contract with General Director and to determine the terms and conditions thereof in accordance with Point (i), Clause 2, Article 27 and Article 35 of the Company's Charter.

Article 86. Announcement of the Appointment, Dismissal, Execution and Termination of the Employment Contract of General Director

Following any decision on the appointment, dismissal or removal of General Director, the Company shall disclose such information internally, to the relevant competent authorities, through the mass media, and on the Company's website in accordance with the procedures and requirements prescribed by applicable laws.

Article 87. Salary and Other Benefits of General Director

1. General Director shall be entitled to salary and bonuses. The salary and bonuses of General Director shall be determined by the Board of Directors.
2. The salary of the executive officer shall be recognized as the Company's operating expense in accordance with the laws on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and shall be reported to the General Meeting of Shareholders at its annual meeting.

CHAPTER 6 – OTHER MATTERS

Section 1 – Coordination among the Board of Directors, the Board of Supervisors and General Director

Article 88. Procedures for Convening Meetings, Issuing Notices of Meeting, Preparing Minutes and Notifying Meeting Results among the Board of Directors, the Board of Supervisors and General Director

The procedures for convening meetings, issuing notices of meeting, preparing meeting minutes and notifying meeting results among the Board of Directors, the Board of Supervisors and General Director shall be conducted in accordance with the procedures governing meetings of the Board of Directors as prescribed in Section 4, Chapter III of these Regulations.

Article 89. Notification of Resolutions/Decisions of the Board of Directors to the Board of Supervisors

Resolutions/Decisions and minutes of meetings of the Board of Directors, after being issued, shall be delivered to all Supervisors simultaneously and in the same manner as they are delivered to members of the Board of Directors.

Article 90. Notification of Resolutions/Decisions of the Board of Directors to General Director

Any Resolution or Decision of the Board of Directors relating to the responsibilities, powers and obligations of General Director shall, upon issuance, be delivered to General Director simultaneously and in the same manner as it is delivered to members of the Board of Directors.

Article 91. Circumstances in which the Board of Supervisors and General Director May Request the Convening of a Meeting of the Board of Directors and Matters Requiring the Opinion of the Board of Directors

1. Circumstances for requesting the convening of a meeting of the Board of Directors:
 - a. The Board of Supervisors may request the convening of a meeting of the Board of Directors in

the following circumstances:

- Upon the request of a shareholder or group of shareholders in accordance with Clause 2, Article 115 of the Law on Enterprises;
 - Where the Supervisors consider that their statutory right of access to information and documents relating to the Company's operations has not been fully ensured in accordance with applicable laws and the Company's Charter;
 - Where violations of law or of the Company's Charter by members of the Board of Directors, General Director or other executives are discovered and, after the Board of Supervisors has given written notice to the Board of Directors in accordance with Clause 1, Article 38 of the Company's Charter, the violators fail to cease the violation or implement appropriate remedial measures.
- b. General Director may request the convening of a meeting of the Board of Directors in the following circumstances:
- Where General Director considers that his/her rights under Article 35 of the Company's Charter are not being properly exercised;
 - Where violations of law or of the Company's Charter by other executives are discovered and, after written notice has been given to the Board of Directors, the violators fail to cease such violations or implement appropriate remedial measures.
2. Matters requiring the opinion of the Board of Directors:
- a. Proposing to the Board of Directors the Company's organizational structure and internal management regulations;
 - b. Recommending measures to improve the Company's operations and management;
 - c. General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to recruitment, termination of employment, salaries, social insurance, employee welfare, rewards and disciplinary measures applicable to employees and executives;
 - d. General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the Company's relationship with trade unions in accordance with best governance standards, established practices, the Company's Charter, internal regulations and applicable laws;
 - e. Seeking the Board of Directors' approval of the audited financial statements (including the balance sheet, income statement and projected cash flow statement) for each financial year;
 - f. Proposing dividend distribution plans or measures for handling business losses;
 - g. Seeking the Board of Directors' approval of the detailed business plan for the following financial year;
 - h. Any other matters where deemed necessary in the best interests of the Company.

Article 92. Reports of General Director to the Board of Directors on the Performance of Assigned Duties and Powers

- 1. The implementation of resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the Company's business plans and investment plans approved by the Board of Directors and the General Meeting of Shareholders;
- 2. Quarterly and annual reports evaluating the Company's financial position and business performance;
- 3. Reports on improvements to the Company's organizational structure, policies and management practices;

4. Annual reports on the implementation of the Company's obligations relating to environmental protection, community responsibilities and employees;
5. Reports on the implementation of other matters delegated by the Board of Directors and the General Meeting of Shareholders;
6. Reports on any other matters as requested by the Board of Directors.

Article 93. Review of the Implementation of the Board of Directors' Resolutions and Other Matters Delegated to General Director

Based on the report submitted by General Director on the performance of the assigned duties and powers in accordance with Article 81 of these Regulations, the Board of Directors shall review the implementation of the Board of Directors's resolutions and other matters delegated by the Board of Directors to General Director.

Article 94. Matters to be Reported by General Director, Provision of Information, and Notification Procedures to the Board of Directors and the Board of Supervisors

1. Matters to be reported by General Director, provision of information, and notification procedures to the Board of Directors:
 - a. The matters specified in Article 90 of these Regulations;
 - b. General Director shall notify the Board of Directors of transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital or voting rights, and the relevant parties to such entities, in accordance with applicable laws;
 - c. Other matters requiring the Board of Directors's opinion or approval, or matters to be reported to the Board of Directors, shall be submitted at least seven (07) working days in advance, and the Board of Directors shall provide its response within seven (07) working days.
2. In the case of approval of contracts or transactions as prescribed in Clause 1, Article 167 of the Law on Enterprises, with a value of less than thirty-five percent (35%) of the total assets of the enterprise as recorded in the latest financial statements, or another lower threshold or value as prescribed in the Company's Charter, the Company representative signing such contract or transaction shall notify the members of the Board of Directors and the Supervisors of the related parties involved in such contract or transaction and provide the draft contract or the principal contents of the transaction. The Board of Directors shall decide on the approval of such contract or transaction within fifteen (15) days from the date of receipt of the notification, unless the Company's Charter provides for another time limit. Any Board of General Directors member having related interests in the parties to the contract or transaction shall have no voting right.
3. Matters to be reported by General Director, provision of information, and notification procedures to the Board of Supervisors:
 - a. Reports submitted by General Director to the Board of Directors and other documents issued by the Company shall be sent to the Supervisors at the same time and by the same method as those sent to the members of the Board of Directors;
 - b. General Director and other executive managers shall provide complete, accurate and timely information and documents relating to the management, administration and business operations of the Company upon the request of any Supervisor or the Board of Supervisors;
 - c. Notifications to the Board of Supervisors shall be made in the same manner as notifications to the Board of Directors.

Article 95. Coordination among Members of the Board of Directors, Supervisors, and General Director in Control, Management and Supervisory Activities

1. Coordination between the Board of Supervisors and the Board of Directors: The Board of Supervisors shall perform its role of supervision, coordination, advisory support, and timely, accurate and adequate information sharing as follows:
 - a. Regularly notify the Board of Directors of the results of its activities and consult with the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;
 - b. At meetings of the Board of Supervisors, the Board of Supervisors may request members of the Board of Directors, General Director, and representatives of the approved auditing organization to attend and provide explanations on matters requiring clarification;
 - c. Periodic or extraordinary inspections conducted by the Board of Supervisors shall be concluded in writing (no later than fifteen (15) days from the completion of the inspection) and submitted to the Board of Directors to assist the Board of Directors in the management of the Company. Depending on the nature and results of such inspections, the Board of Supervisors shall discuss and seek consensus with the Board of Directors and General Director before reporting to the General Meeting of Shareholders. Where no consensus is reached, dissenting opinions may be reserved and recorded in the minutes, and the Head of the Board of Supervisors shall report such matter to the nearest General Meeting of Shareholders;
 - d. Where the Board of Supervisors discovers any violation of law or the Company's Charter by any member of the Board of Directors, the Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours, requesting the violating person to cease the violation and implement remedial measures;
 - e. Supervisors shall notify the Board of Directors of transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital or voting rights, and the relevant parties to such entities, in accordance with applicable laws;
 - f. Recommendations relating to the Company's operational and financial status shall be submitted together with supporting documents at least fifteen (15) days prior to the expected date of response;
 - g. Other recommendations submitted to the Board of Directors shall be delivered at least seven (07) working days prior to the expected date of response, and the Board of Directors shall provide its response within seven (07) working days.

The Board of Directors shall create favorable conditions for the Board of Supervisors to perform its rights and duties.

2. Coordination between the Board of Supervisors and General Director: The Board of Supervisors shall perform the functions of inspection and supervision.
 - a. At meetings of the Board of Supervisors, the Board of Supervisors may require General Director (and, where necessary, members of the Board of Directors, General Director and representatives of the approved auditing organization) to attend the meeting and provide explanations on matters that require clarification and are of concern to the Supervisors;
 - b. Periodic and extraordinary inspections conducted by the Board of Supervisors shall be concluded in writing (no later than fifteen (15) days from the completion of the inspection) and submitted to General Director to provide an additional basis for General Director in managing the Company. Depending on the nature and results of such inspections, the Board of Supervisors shall discuss and seek consensus with General Director before reporting to the General Meeting of Shareholders. Where no consensus is reached, dissenting opinions may be reserved and recorded in the minutes, and the Head of the Board of Supervisors shall report the matter to the nearest General Meeting of Shareholders;

- c. Supervisors shall have the right to request that General Director facilitate access to records and documents relating to the Company's business operations at the Company's head office or any location where such records are maintained;
- d. With respect to information and documents relating to the management and operation of the Company's business activities, business performance reports and financial statements, any request for information from the Board of Supervisors shall be submitted to the Company at least forty-eight (48) working hours before the expected response time. The Board of Supervisors shall not use unpublished information of the Company or disclose such information to any third party for the purpose of carrying out related transactions;
- e. Recommendations of the Board of Supervisors regarding measures to amend, supplement or improve the Company's management, supervision and operational structure shall be submitted to General Director at least seven (07) working days before the expected response time.

General Director shall create favorable conditions for the Board of Supervisors to perform its rights and duties.

- 3. Coordination between General Director and the Board of Directors: General Director shall be responsible for managing the Company's day-to-day operations on behalf of the Company and ensuring that the Company operates continuously and efficiently.
 - a. Where recommendations are made regarding the Company's organizational structure or internal management regulations, General Director shall submit such recommendations to the Board of Directors as early as practicable, but no later than seven (07) days before the date on which the relevant matter is required to be decided;
 - b. General Director shall prepare plans for the Board of Directors's approval regarding matters relating to recruitment, termination of employment, salaries, social insurance, employee benefits, rewards and disciplinary measures applicable to employees and managerial personnel;
 - c. General Director shall prepare plans for the Board of Directors's approval regarding the Company's relations with trade unions in accordance with best practices, governance standards, the Company's Charter, internal regulations and applicable laws;
 - d. General Director shall notify the Board of Directors of transactions between the Company, its subsidiaries, or other companies in which the Company holds more than fifty percent (50%) of the charter capital or voting rights, and such entities themselves or their related persons, in accordance with applicable laws;
 - e. Other matters requiring the Board of Directors's opinion in accordance with Clause 2, Article 97 of these Regulations shall be submitted to the Board of Directors at least five (05) working days before the expected response time.

Section 2 – Annual Evaluation, Reward and Disciplinary Regulations Applicable to Members of the Board of Directors, Members of the Board of Supervisors, General Director and Other Executives

Article 96. Regulations on the Performance Evaluation of Members of the Board of Directors, Supervisors, General Director and Other Executives

- 1. The Board of Directors shall be responsible for establishing performance evaluation criteria applicable to all members of the Board of Directors, General Director and other executives.
- 2. The performance evaluation criteria shall ensure an appropriate balance between the interests of the executives and the long-term interests of the Company and its shareholders. Financial and non-financial performance indicators used in the evaluation shall be carefully considered and determined by the Board of Directors from time to time. Non-financial indicators may include, among others, the interests of stakeholders, operational efficiency, achievements, improvements

and innovations.

3. On an annual basis, based on the assigned functions and duties, the established performance evaluation criteria and the results achieved, the Board of Directors shall organize and conduct the performance evaluation of members of the Board of Directors.
4. The performance evaluation of Supervisors shall be conducted in accordance with the organizational structure and operating regulations of the Board of Supervisors.
5. The performance evaluation of other executives shall be conducted in accordance with the Company's internal regulations or may be based on the self-assessment reports prepared by such executives.

Article 97. Rewards

1. The Board of Directors or the Remuneration Committee (if any) shall be responsible for formulating the Company's reward policy. Rewards shall be granted based on the performance evaluation results referred to in Article 95 of these Regulations.
2. Forms of reward may include cash bonuses, shares (issued under the Company's employee stock ownership or employee stock option plan (ESOP)), or other forms determined by the Board of Directors or the Remuneration Committee. Reward plans shall be prepared by General Director and submitted to the Board of Directors for approval. Where the proposed rewards exceed the authority of the Board of Directors, they shall be submitted to the General Meeting of Shareholders for approval.
3. The reward regime applicable to members of the Board of Directors and Supervisors shall be decided by the General Meeting of Shareholders.
4. With respect to executives, reward funds shall be sourced from the Company's Reward and Welfare Fund and other lawful sources. The reward level shall be determined based on the Company's actual annual business performance. General Director shall submit the proposed reward plan to the Board of Directors for approval; where it exceeds the Board's authority, it shall be submitted to the General Meeting of Shareholders for approval.

Article 98. Disciplinary Measures

1. The Board of Directors shall be responsible for establishing disciplinary measures corresponding to the nature and severity of each violation. The most severe disciplinary measures may include removal from office or dismissal.
2. Members of the Board of Directors, Supervisors and executives who fail to perform their duties with honesty, diligence and prudence as required shall bear personal liability for any damage caused by their failure.
3. Members of the Board of Directors, Supervisors and executives who, in the course of performing their duties, violate applicable laws or the Company's regulations shall, depending on the nature and seriousness of the violation, be subject to disciplinary measures, administrative penalties or criminal prosecution in accordance with applicable laws and the Company's Charter. Where such violations cause damage to the interests of the Company, its shareholders or other persons, the violator shall compensate for such damage in accordance with law.

CHAPTER 7 - AMENDMENTS TO THE CORPORATE GOVERNANCE REGULATIONS

Article 99. Amendment and Supplementation of the Corporate Governance Regulations

1. Any amendment to or supplementation of these Regulations shall be considered and approved by the General Meeting of Shareholders.
2. In the event that any provisions of law relating to the Company's operations are not provided for

in these Regulations, or where newly enacted legal provisions differ from the provisions of these Regulations, such legal provisions shall automatically apply and govern the Company's operations.

CHAPTER 8 - EFFECTIVE DATE

Article 100. Effective Date

1. These Regulations consist of 08 Chapters, 100 Articles, and the Appendices, and were unanimously approved, together with the amendments and supplements thereto, by the General Meeting of Shareholders of Transimex Corporation on July 14th, 2026, which also approved the effectiveness of these Regulations in their entirety.
2. These Regulations constitute the sole official Corporate Governance Regulations of the Company.
3. Any copies or extracts of these Corporate Governance Regulations must bear the signature of the Chairman of the Board of Directors. *m*

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



Bui Tuan Ngoc

APPENDIX I

INTERNAL AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 1. Roles, Responsibilities and Authority of the Committees under the Board of Directors and of Each Committee Member

1. Role of the Internal Audit Committee

Through its assurance, evaluation and advisory activities, the Internal Audit Committee provides independent and objective assurance and recommendations on the following matters:

- The Company's internal control system has been appropriately established and effectively operated to prevent, detect and address the Company's risks.
- The Company's governance and risk management processes are effective and efficient.
- The achievement of the Company's operational objectives, strategic objectives, business plans and assigned tasks.

2. Responsibilities of the Internal Audit Committee

- Maintain the confidentiality of documents and information in accordance with applicable laws and the Company's Internal Audit Regulations.
- Be accountable to the Board of Directors for the results of internal audit activities and for the assessments, conclusions, recommendations and proposals set out in internal audit reports.
- Monitor, supervise and follow up on the implementation of post-audit recommendations by the Company's departments.
- Organize continuing training programs to enhance and maintain the professional competence of internal audit personnel.

3. Authority of the Internal Audit Committee

- Be provided with the necessary resources and with full and timely access to all information, documents and records required for internal audit activities, including but not limited to budget preparation, budget allocation and assignment, accounting records, budget settlement reports, financial statements, management reports, corporate strategies and other reports relating to the Company's organization and operations.
- Access and examine all operational processes and assets during the performance of internal audit engagements; interview all officers and employees of the Company regarding matters relevant to the audit scope.
- Receive documents, written materials and minutes of meetings of the Board of Directors and other relevant functional departments relating to internal audit activities.
- Attend internal meetings as prescribed by law, the Company's Charter or the Company's internal regulations.
- Monitor, evaluate and follow up on corrective, remedial and improvement measures implemented by the Company's management and relevant departments in response to internal audit findings and recommendations.
- Be protected against any acts of obstruction or non-cooperation by the audited department or entity.
- Receive training to enhance the professional competence of internal audit personnel.
- Independently perform duties in accordance with the approved internal audit plan.
- Exercise other rights and powers as prescribed by law and the Company's Internal Audit Regulations.

4. Responsibilities and Authority of Internal Auditors

a. Responsibilities

- Implement the approved internal audit plan.
- Obtain sufficient, reliable, relevant and useful information to achieve the audit objectives.
- Form audit conclusions and findings independently and objectively based on appropriate analyses and evaluations.
- Retain relevant information to support audit conclusions and findings.
- Be responsible for the assigned audit engagements and audit results.
- Maintain confidentiality of information in accordance with applicable laws.
- Continuously improve professional competence and uphold professional ethics.
- Perform other responsibilities as prescribed by law and the Internal Audit Regulations of the Company.

b. Authority

- During the course of an audit, independently provide comments, assessments, conclusions and recommendations regarding the audited matters.
- Request audited departments or units to provide complete, accurate and timely documents and information relevant to the audit scope.
- Reserve dissenting opinions in writing regarding audit findings within the scope of assigned responsibilities.
- Exercise other rights and powers as prescribed by law and the Company's Internal Audit Regulations.

5. Responsibilities and Authority of the Head of Internal Audit

a. Responsibilities

- To manage and direct the Internal Audit function in performing its duties in accordance with applicable regulations.
- To ensure that personnel of the Internal Audit function receive regular training and possess the qualifications and professional competence required to perform their duties.
- To implement measures to ensure the independence, objectivity and integrity of the Internal Audit function.
- To report to the persons specified in Clause 4, Article 12 of Decree No. 05/2019/ND-CP upon identifying weaknesses or deficiencies in the internal control system.
- To provide opinions upon requests for consultation from the Heads of Internal Audit of affiliated state-owned enterprises or public non-business units.
- To be responsible for the audit results produced by the Internal Audit function.
- To maintain the confidentiality of information in accordance with applicable laws.
- To perform other responsibilities as prescribed by law and by the Company's Internal Audit Charter.

b. Authority

- To propose that the persons specified in Clause 4, Article 12 of Decree No. 05/2019/ND-CP promulgate internal audit regulations, internal audit procedures and internal audit methodologies.

- To request the secondment of personnel from other departments of the Company; to propose the engagement of experts, consultants or audit service providers to participate in internal audit engagements where necessary, provided that the independence of the Internal Audit function is maintained.
- To attend meetings in accordance with the Company's internal regulations and applicable laws.
- To exercise the powers specified in Points (a), (b) and (c), Clause 2, Article 23 of Decree No. 05/2019/ND-CP.
- To exercise other powers as prescribed by law and by the Company's Internal Audit Charter.

Article 2. Nomination, Candidacy, Election, Removal and Dismissal of Members of the Internal Audit Committee

1. Term of Office, Composition, Qualifications and Structure of the Internal Audit Committee

- a. The term of office of a member of the Internal Audit Committee shall coincide with his or her term of office as a member of the Board of Directors. The Company's Internal Audit Committee shall consist of two (02) members, established by the Board of Directors, either directly or through the Audit Committee or another Board of General Directors/department authorized by the Board of Directors (if any).
- b. Qualifications of Members and the Chairperson of the Internal Audit Committee:
 - Hold a university degree or higher in a discipline relevant to auditing, possess adequate knowledge, and continuously update their knowledge in the areas assigned for internal audit.
 - Have at least five (05) years of working experience in their field of academic specialization, or at least three (03) years of working experience with the Company, or at least three (03) years of experience in auditing, accounting or inspection.
 - Possess general knowledge and understanding of applicable laws and the Company's operations; be capable of collecting, analyzing, evaluating and synthesizing information; and possess knowledge and skills in internal auditing.
 - Have not been subject to disciplinary action at the level of warning or above for violations relating to economic, financial or accounting management, and not be serving any disciplinary sanction.
 - The Chairperson of the Internal Audit Committee must be a member of the Board of Directors.
- c. The composition of the Internal Audit Committee shall satisfy the following requirements:
 - At least one (01) member shall be responsible for carrying out internal audit activities.
 - At least one (01) member shall serve as the Head of Internal Audit of the Company.
 - Where necessary, the Company may engage an independent audit firm that is legally qualified to provide internal audit services, or establish an assisting team.

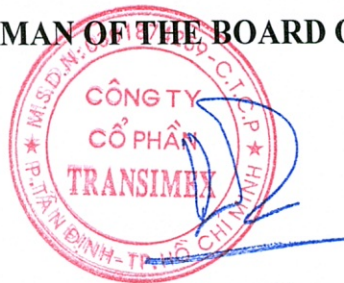
2. Election, Nomination, Removal and Dismissal of Members of the Internal Audit Committee

- Members of the Board of Directors shall have the right to nominate candidates who satisfy the qualifications and conditions specified in Point (b), Clause 1, Article 2 of this Appendix, and submit such nominations to the Board of Directors for consideration whenever there is a need to appoint members. The Board of Directors shall elect members of the Internal Audit Committee in accordance with the procedures governing meetings of the Board of Directors under these Regulations.
- The Board of Directors may remove or dismiss a member of the Internal Audit Committee if such member no longer satisfies the qualifications prescribed in Point (b), Clause 1, Article 2 of this Appendix.

Article 3. Operation of the Internal Audit Committee

The Internal Audit Committee shall operate in accordance with the Internal Audit Charter and the Internal Audit Procedures promulgated by the Board of Directors of the Company. *m*

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



Bui Tuan Ngoc