

DRAFT

TRANSLATION

**INTERNAL REGULATIONS ON CORPORATE
GOVERNANCE OF VINATRANS**

Ho Chi Minh City, date ... month ... year ...

TABLE OF CONTENTS

| | Page |
|---|-----------|
| INTERNAL REGULATIONS ON CORPORATE GOVERNANCE | 1 |
| CHAPTER I GENERAL PROVISIONS | 1 |
| Article 1. Scope of regulation | 1 |
| Article 2. Applicable subjects | 1 |
| Article 3. Explanation of terms | 1 |
| Article 4. Principles of Corporate Governance | 2 |
| CHAPTER II GENERAL MEETING OF SHAREHOLDERS..... | 3 |
| Section 1 Role, rights and obligations of the General Meeting of Shareholders..... | 3 |
| Article 5. Role of the General Meeting of Shareholders | 3 |
| Article 6. Rights and obligations of the General Meeting of Shareholders..... | 3 |
| Section 2 The procedure and process for the General Meeting of Shareholders to pass resolutions by voting at the meeting | 3 |
| Article 7. Authority to convene General Meeting of Shareholders..... | 3 |
| Article 8. Notice of the record date for determining the shareholders entitled to attend the General Meeting of Shareholders | 4 |
| Article 9. Notice of convening the General Meeting of Shareholders | 4 |
| Article 10. Agenda and content of the General Meeting of Shareholders..... | 4 |
| Article 11. Methods of registering to attend and authorize to attend the General Meeting of Shareholders | 5 |
| Article 12. Conditions for holding a General Meeting of Shareholders..... | 7 |
| Article 13. Voting on issues at the General Meeting of Shareholders | 7 |
| Article 14. Voting method | 8 |
| Article 15. Voting procedure | 9 |
| Article 16. Vote counting method..... | 10 |
| Article 17. Announcement of ballot counting results | 10 |
| Article 18. Methods for opposing resolutions of the General Meeting of Shareholders..... | 11 |
| Article 19. Recording and preparing the minutes of the General Meeting of Shareholders..... | 11 |
| Article 20. Approval and Announcement of Resolutions of the General Meeting of Shareholders | 12 |
| Section 3 Order and procedures for the General Meeting of Shareholders to pass resolutions by collecting written opinions..... | 13 |
| Article 21. Cases where written opinions may or may not be collected | 13 |
| Article 22. Process and procedures for obtaining written opinions from shareholders | 13 |
| Section 4 Order and procedures for the General Meeting of Shareholders to pass resolutions through an online meeting | 15 |
| Article 23. Notification of convening an online General Meeting of Shareholders (Online Conference)..... | 15 |
| Article 24. verification of shareholder eligibility | 16 |

| | |
|---|-----------|
| Article 25. Registration Procedure for Attending the Online General Meeting of Shareholders..... | 16 |
| Article 26. Authorization for a Representative to Attend the Online General Meeting of Shareholders | 16 |
| Article 27. Conditions for Conducting the General Meeting of Shareholders | 17 |
| Article 28. Forms of Passing Resolutions at the Online General Meeting of Shareholders..... | 17 |
| Article 29. Online Voting Method | 17 |
| Article 30. Online Ballot Counting and Result Announcement Method | 17 |
| Article 31. Preparation of the General Meeting of Shareholders Minutes | 17 |
| Article 32. Announcement of the General Meeting of Shareholders' Resolution | 18 |
| Section 5 Order and procedures for the General Meeting of Shareholders to pass resolutions through a hybrid meeting (a combination of in-person and online)..... | 18 |
| Article 33. Notification of meeting; Authorization of representative to attend meeting; Conditions for conducting meeting; Shareholder Verification and Form of passing resolution..... | 18 |
| Article 34. Method of Registration for Participation..... | 18 |
| Article 35. Voting method | 18 |
| Article 36. Methods of counting votes and announcement of vote counting results | 18 |
| Article 37. Preparation of the General Meeting of Shareholders Minutes | 18 |
| Article 38. Disclosure of Resolution of General Meeting of Shareholders..... | 19 |
| CHAPTER III BOARD OF DIRECTORS | 19 |
| Article 39. Roles, rights and obligations of the Board of Directors; Rights and Responsibilities of Members of the Board of Directors | 19 |
| Article 40. Term and number of members of the Board of Directors | 21 |
| Article 41. Structure, standards and conditions of members of the Board of Directors..... | 21 |
| Article 42. Methods for Shareholders and Shareholder Groups to Nominate and Self-Nominate Candidates for the Board of Directors | 22 |
| Article 43. Methods of electing members of the Board of Directors | 23 |
| Article 44. Cases of Dismissal, and Supplementation of Board of Directors Members | 23 |
| Article 45. Notice on the Election, Dismissal of Board of Directors Members ... | 24 |
| Article 46. Method of introducing candidates for Board of Directors members..... | 24 |
| Article 47. Election, dismissal of the Chairperson of the Board of Directors | 25 |
| Article 48. Remuneration, bonuses and other benefits of members of the Board of Directors | 25 |
| Article 49. Meeting of the Board of Directors | 26 |
| Article 50. Voting method | 27 |
| Article 51. Method of passing resolutions of the Board of Directors | 28 |
| Article 52. Methods of objecting to and requesting the cancellation of resolutions of the Board of Directors..... | 28 |
| Article 53. Authorization for another person to attend a meeting on behalf of a member of the Board of Directors | 28 |

| | |
|--|-----------|
| Article 54. Minutes of the Board of Directors' Meeting | 28 |
| Article 55. Notification of Board of Directors' resolutions | 29 |
| Article 56. Internal Audit Committee | 29 |
| Article 57. Principles of operating of the Internal Audit Committee | 30 |
| Article 58. Person in charge of corporate governance | 30 |
| CHAPTER IV BOARD OF SUPERVISORS..... | 31 |
| Article 59. Roles, rights and obligations of the Board of Supervisors; responsibilities of members of the Board of Supervisors..... | 31 |
| Article 60. Number of members and organization of activities of the Board of Supervisors..... | 31 |
| Article 61. Standards for members of the Board of Supervisors | 32 |
| Article 62. Method for Shareholders or Groups of Shareholders to Nominate or Self-Nominate Candidates for the Board of Supervisors..... | 32 |
| Article 63. Methods of electing members of the Board of Supervisors | 33 |
| Article 64. Cases of dismissal of members of the Board of Supervisors..... | 33 |
| Article 65. Notice of election, dismissal of members of the Board of Supervisors... | 33 |
| Article 66. Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors..... | 33 |
| CHAPTER V GENERAL DIRECTOR AND OTHER EXECUTIVES..... | 34 |
| Article 67. Organizational management structure..... | 34 |
| Article 68. Business Executives..... | 34 |
| Article 69. Standards for Business Executives..... | 34 |
| Article 70. Appointment and dismissal of Business Executives | 35 |
| Article 71. Signing labor contracts with Business Executives | 35 |
| Article 72. Cases of dismissal of Business Executives | 35 |
| Article 73. Notification of appointment and dismissal of Business Executives ... | 35 |
| CHAPTER VI COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS AND THE GENERAL DIRECTOR..... | 35 |
| Article 74. Procedures and order of convening, notification of meeting, recording of minutes, notification of meeting results between the Board of Directors, Board of Supervisors and General Director..... | 35 |
| Article 75. Notification of Board of Directors' resolutions to the Board of Supervisors and General Director..... | 36 |
| Article 76. Cases Where the General Director and the Board of Supervisors Request to Convene a Meeting of the Board of Directors and Matters Requiring Consultation with the Board of Directors | 36 |
| Article 77. The General Director's report to the Board of Directors on the implementation of assigned duties and authorities..... | 36 |
| Article 78. Review of the implementation of resolutions and other issues authorized by the Board of Directors to the General Director | 37 |
| Article 79. Issues that the General Director must report, provide information and methods of notification to the Board of Directors and the Board of Supervisors.. | 37 |
| Article 80. Coordination of activities between the Board of Directors and the | |

| | |
|--|-----------|
| Board of Supervisors..... | 38 |
| Article 81. Coordination of activities between the Board of Directors and the General Director..... | 39 |
| Article 82. Coordination of activities between the Board of Supervisors and the General Director..... | 40 |
| CHAPTER VII REGULATIONS ON PERFORMANCE EVALUATION, REWARDS, AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, CONTROLLERS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES OF THE COMPANY..... | 41 |
| Article 83. Performance Evaluation for Members of the Board of Directors, Members of the Board of Controllers, the General Director, and Other Executives of the Company..... | 41 |
| Article 84. Criteria for Performance Evaluation | 42 |
| Article 85. Evaluation classification..... | 42 |
| Article 86. Rewards | 42 |
| Article 87. Discipline..... | 42 |
| CHAPTER VIII REPORTING AND INFORMATION DISCLOSURE | 43 |
| Article 88. Obligation to disclose information..... | 43 |
| Article 89. Reports and disclosures about the company’s organizational management structure and operations..... | 43 |
| Article 90. Reporting and disclosure of information on corporate governance ... | 43 |
| Article 91. Disclosure of information on income of members of the Board of Directors and General Director..... | 43 |
| Article 92. Responsibility for reporting and information disclosure of members of the Board of Directors, members of the Board of Supervisors, and General Director | 44 |
| CHAPTER IX AMENDMENTS OF THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE | 44 |
| Article 93. Amendment of the Internal Regulations on Corporate Governance .. | 44 |
| CHAPTER X EFFECTIVE DATE | 44 |
| Article 94. Effective date | 44 |

**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE
OF VINATRANS**

(Issued under the Resolution of the General Shareholders' Meeting No. .../NQ-VIN dated
.../.../...)

**CHAPTER I
GENERAL PROVISIONS**

Article 1. Scope of regulation

1. Scope of regulation: The internal regulations on corporate governance stipulate the contents on the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the General Director; the order and procedures for the General Meeting of Shareholders; nomination, candidacy, election, dismissal of members of the Board of Directors, the Board of Supervisors, the General Director and other activities in compliance with the Company's Charter and other current legal provisions.

2. Issues not covered in these regulations or those in conflict with the provisions of the law, the Company's Charter shall be governed by the applicable laws, the Company's Charter, the Enterprise Law, the Securities Law, and related guidelines.

Article 2. Applicable subjects

This regulation applies to members of the Board of Directors, Board of Supervisors, General Director and affiliated persons.

Article 3. Explanation of terms

1. In this Regulation, the following terms are understood as follows:

a. "Corporate governance": is a system of principles and rules that ensure that the Company is oriented, operated and controlled effectively for the benefit of shareholders and other stakeholders related to the Company; ensures fair treatment among shareholders; and ensures transparency in all of the Company's activities;

b. "Charter": is the Company's Charter including any amendments and supplements from time to time after being duly approved;

c. “General Meeting of Shareholders (GMS)”: includes all shareholders with voting rights, is the highest decision-making body of the Company;

d. “Board of Directors (BOD)”: is the Company's management body with full authority on behalf of the Company to decide and exercise the Company's rights and obligations that are not under the authority of the General Meeting of Shareholders and is responsible for managing the Company for the legitimate interests of shareholders;

e. “Public company”: is a joint stock company as prescribed in Clause 1, Article 32 and Clause 4, Article 135 of the Securities Law (Law No. 54/2019/QH14 of the Socialist Republic of Vietnam);

f. “Major shareholder”: It refers to shareholders as defined in Clause 18, Article 4 of the Securities Law;

g. “Business/company manager”: Chairperson of the Board of Directors, member of the Board of Directors, General Director.

h. “Affiliated person”: is an individual or organization specified in Clause 23, Article 4 of the Law on Enterprises (Law No. 59/2020/QH14 of the Socialist Republic of Vietnam) and Clause 46, Article 4 of the Law on Securities.

i. “Non-executive Board Member”: is a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant and other executives as prescribed in the Company Charter;

j. “Independent member of the Board of Directors”: is a member specified in Clause 2, Article 155 of the Law on Enterprises;

k. “Business/Company Executive”: are the General Director, Deputy General Director, Chief Accountant and other executives in the Company decided by the Company's Board of Directors based on the proposal of the General Director;

l. "Person in charge of corporate governance": is the person with the responsibilities and powers prescribed in Article 281 of Decree 155/2020/ND-CP (Decree No. 155/2020/ND-CP issued by the Government on December 31, 2020 detailing the implementation of a number of articles of the Securities Law).

m. Family members include: wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, brother, sister, sibling, brother-in-law, sister-in-law, sister-in-law, brother-in-law of wife, brother-in-law of husband, sister-in-law of wife, sister-in-law of husband.

2. In this regulation, references to one or more provisions or legal documents shall include any amendments, supplements, or substitute texts to those documents.

Article 4. Principles of Corporate Governance

1. The development and promulgation of this Charter aim to ensure that the Company is effectively oriented and controlled for the benefit of shareholders and other stakeholders, based on the principles of corporate governance

2. Corporate governance principles include:

a. Comply with current legal regulations;

- b. Respect business ethics and be responsible to society;
- c. Ensure an effective governance structure;
- d. Ensure shareholder rights;
- e. Fair treatment of shareholders;
- f. Ensuring the role of stakeholders related to the Company;
- g. Transparency in Company operations;
- h. The activities of the Board of Directors and General Director of the Company are effective.

CHAPTER II GENERAL MEETING OF SHAREHOLDERS

Section 1

Role, rights and obligations of the General Meeting of Shareholders

Article 5. Role of the General Meeting of Shareholders

The General Meeting of Shareholders, consisting of all shareholders with voting rights, is the highest authority of the Company. The Annual General Meeting shall be held once a year to decide on important issues of the Company and must be convened within four (04) months from the end of the fiscal year. If necessary, the Board of Directors may decide to extend the time for convening the General Meeting of Shareholders, but not beyond six (06) months from the end of the fiscal year. In addition to the Annual General Meeting, the General Meeting of Shareholders may be convened in an extraordinary session. The location of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

Article 6. Rights and obligations of the General Meeting of Shareholders

The rights and obligations of the General Meeting of Shareholders are specified in detail in Article 15 of the Company Charter.

Section 2

The procedure and process for the General Meeting of Shareholders to pass resolutions by voting at the meeting

Article 7. Authority to convene General Meeting of Shareholders

The authority to convene the General Meeting of Shareholders is specified in detail in Article 14 of the Company Charter.

Article 8. Notice of the record date for determining the shareholders entitled to attend the General Meeting of Shareholders

1. The company must disclose information about the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the expected last registration date.

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

Article 9. Notice of convening the General Meeting of Shareholders

Notice of the General Meeting of Shareholders shall be sent to all shareholders by means of guarantee, and shall be published on the electronic media (Website) of the Company and the State Securities Commission, the Stock Exchange (in case the Company lists its shares on the Stock Exchange). The person convening the General Meeting of Shareholders shall send a notice of meeting to all shareholders on the List of Shareholders entitled to attend the meeting at least twenty-one (21) days before the date of the General Meeting of Shareholders, (calculated from the date the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case the documents are not sent with the notice of the General Meeting of Shareholders, the notice of meeting shall clearly state the address of the website for shareholders to access, including:

- Meeting agenda, documents used in the meeting;
- List and detailed information of candidates in case of election of members of the Board of Directors, Members of the Board of Supervisors;
- Voting ballot;
- Draft resolutions for each issue on the agenda.

Article 10. Agenda and content of the General Meeting of Shareholders

1. The Board of Directors convenes the General Meeting of Shareholders or the General Meeting of Shareholders is convened in compliance with the cases specified in Article 14 of the Company's Charter. The person convening the General Meeting of Shareholders is responsible for preparing the agenda and content of the Meeting.

2. Shareholders or groups of shareholders mentioned in Clause 2, Article 12 of the Company's Charter have the right to petition for issues to be included in the agenda of the General Meeting of Shareholders. The petition must be made in writing and sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The petition must clearly state the shareholder's name, the number of each type of shares held by the shareholder, and the issues requested to be included in the meeting agenda.

3. The convener of the General Meeting of Shareholders has the right to reject the petition specified in Clause 2 of this Article if it falls into one of the following cases:

- a. Petitions submitted late, incomplete, or incorrect in content;

- b. At the time of submitting the petition, the shareholder or group of shareholders does not hold at least 5% of common shares as stipulated in Clause 2, Article 12 of the Company's Charter;
- c. The petitioned issue is not within the decision-making authority of the General Meeting of Shareholders;
- d. Other cases as prescribed by law.

4. The convener of the General Meeting of Shareholders must accept and include the petition specified in Clause 2 of this Article in the proposed agenda and meeting content, except for the case specified in Clause 3 of this Article. The petition shall be officially added to the agenda and meeting content if approved by the General Meeting of Shareholders.

Article 11. Methods of registering to attend and authorize to attend the General Meeting of Shareholders

1. The registration procedure for attending the General Meeting of Shareholders shall be carried out before the opening date of the meeting:

Shareholders may register to attend the General Meeting of Shareholders in the manner specified in the notice/invitation, either by contacting the Company directly or by submitting the Registration Form (attached to the notice sent to shareholders) to the Company before the deadline stated in the notice/invitation.

2. Shareholders may choose their method of attendance as specified in the notice/invitation, including:

- a. Attend and vote/elect directly at the meeting or online

- b. Authorizing a representative to attend and vote/elect at the meeting in accordance with Clause 2 of this Article (if multiple representatives are appointed, the number of shares and corresponding votes/elections for each representative must be clearly specified) or authorizing another person to attend the meeting online;

- c. Send voting cards/ballots and voting ballots to the meeting or the meeting via mail, fax, email, or other forms of participation conducted by the Company in compliance with applicable laws.

The Company will make every effort to adopt modern information technology to enable shareholders to attend and express their opinions at the General Meeting of Shareholders in accordance with Article 144 of the Law on Enterprises, Article 273 of Decree 155/2020/ND-CP, and the Company's Charter.

3. If a shareholder is unable to attend the General Meeting of Shareholders in person, they may authorize a representative to attend on their behalf, ensuring the following requirements:

- a. For institutional shareholders, the appointment, termination, or change of an Authorized Representative must be notified to the Company in writing as soon as possible. The notification must include the following details:

- Name, head office address, nationality, establishment decision number or business registration number of the shareholder;

- Number of shares; type of shares;
- Full name, permanent address, nationality, identity card number or other legally recognized personal identification of the Authorized Representative;
- Number of shares represented under authorization;
- Time limit for execution according to authorization;
- Full name and signature of the authorized representative and legal representative of the shareholder.

b. Shareholders entitled to attend the General Meeting of Shareholders under the law may attend directly or authorize another person to attend on their behalf. The authorized person is not required to be a shareholder of the Company.

c. The authorization of an individual or organization to represent a shareholder at the General Meeting of Shareholders, as specified in Clause 1 of this Article, must be made in writing. The authorization document must comply with civil law regulations and clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the scope and duration of the authorization, and the signatures of both the authorizing and authorized parties.

The authorized representative attending the General Meeting of Shareholders must submit the authorization document upon registration for the meeting. In the case of sub-authorization, the meeting attendee must also present the original authorization document from the shareholder or the initial authorized representative (if not previously registered with the Company).

4. Registration for attendance at the General Meeting of Shareholders and verification of participant eligibility on the meeting date:

a. Before the meeting begins, the Company must conduct shareholder registration procedures and continue registering shareholders entitled to attend until all eligible shareholder present have completed registration.

b. During the shareholder registration process, the Company shall issue each voting shareholder or authorized representative a voting card/ballot and an election ballot (if electing members of the Board of Directors or the Board of Supervisors).

The following information shall be included on the voting card/ballot and voting ballot:

- Shareholder's name, shareholder code, address, total number of shares owned, total number of voting shares;
- Type of General Meeting of Shareholders (Annual or Extraordinary);
- Date and venue of the General Meeting of Shareholders;

For the voting ballot, additional columns shall be included for selecting "Approve," "Disapprove," or "Abstain."

For the voting ballots for electing members of the Board of Directors and the Board of Supervisors, the names of each candidate will be listed along with a blank space next to each name for shareholders to fill in the number of votes they cast for each candidate.

c. Shareholders or authorized representatives arriving after the meeting has commenced may register upon arrival and thereafter participate in voting and elections. The Chairperson is not responsible for pausing the meeting to accommodate late registrants, and the validity of resolutions or elections conducted prior to their arrival remains unchanged.

Article 12. Conditions for holding a General Meeting of Shareholders

1. The General Meeting of Shareholders shall be held when the attending shareholders represent more than 50% of the total voting rights.

2. In case the first meeting does not meet the conditions for proceeding as stipulated in Clause 1 of this Article, within thirty (30) minutes from the scheduled opening time, the convener shall cancel the meeting and must send a notice of the second meeting within thirty (30) days from the intended date of the first meeting. The General Meeting of Shareholders shall be held when the attending shareholders represent at least 33% of the total voting rights.

3. In case the second meeting does not meet the conditions for proceeding as stipulated in Clause 2 of this Article, within thirty (30) minutes from the scheduled opening time, the convener must send a notice of the third meeting within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be held regardless of the total voting rights of the attending shareholders.

Article 13. Voting on issues at the General Meeting of Shareholders

1. General principles

All issues in the agenda and contents of the General Meeting of Shareholders must be discussed and voted on publicly by the General Meeting of Shareholders.

2. Regulations on the validity of voting cards/ballots and voting ballots

a. Voting cards/ballots

- Valid voting cards/ballots:

+ Must be in the pre-printed format issued by the Organizing Committee, bearing the Company's stamp, without erasures, alterations, tearing, or damage, and must not contain any additional content beyond what is prescribed for the ballot;

+ On the voting ballot, a voting content is valid when the delegate marks one (01) of the three (03) voting options.

- Invalid Voting Cards/Ballots:

+ Contain additional content written on the voting card/ballot;

+ Are not in the pre-printed format issued by the Organizing Committee, do not bear the Company's official red stamp, or have been erased, altered, or contain additional content beyond what is prescribed for the voting ballot, in which case all voting contents on the ballot are deemed invalid;

+ On the voting ballot, the delegate does not mark one (01) of the three (03) voting options or selects more than one (01) voting option. A voting content is invalid if it does not comply with the regulations for valid voting content.

b. Voting ballots

- Valid Voting ballots:

+ Must be in the pre-printed format issued by the Organizing Committee, without erasures, alterations, or additional content beyond what is prescribed for the ballot;

+ The voting ballot, issued by the Organizing Committee at the General Meeting of Shareholders, must list the candidates in alphabetical order according to Vietnamese, indicate the value or number of shares, and bear the Company's stamp. Shareholders must check the number of shares recorded on the ballot and immediately notify the Organizing Committee if there is any discrepancy at the time of receiving the ballot;

+ The total number of votes allocated to candidates by the shareholder or representative must be less than or equal to the total number of votes they are entitled to cast.

- Invalid Voting Ballots:

+ Contain additional content written on the voting ballot;

+ Are filled out using a pencil;

+ Have candidate names crossed out;

+ Are not in the pre-printed format issued by the Organizing Committee, do not bear the Company's stamp, or have been erased, altered, or contain additional content beyond what is prescribed for the voting ballot;

+ The number of candidates selected exceeds the number of positions to be elected;

+ The total number of votes allocated to candidates by the shareholder or representative exceeds the total number of votes they are entitled to cast;

+ Contain names of individuals who are not on the list of nominees and candidates approved by the General Meeting of Shareholders before the election;

+ Are submitted after the Counting Committee has unsealed the ballot box;

+ Any other cases as stipulated in the General Meeting of Shareholders' election regulations and the Company's Charter.

Article 14. Voting method

1. General principles

a. The General Meeting of Shareholders discusses and votes on each issue on the agenda. Voting is conducted by direct ballot or other methods as announced by the Organizing Committee, in compliance with legal regulations.

b. Delegates cast their votes to approve, disapprove, or abstain from a resolution by raising a voting card or marking their choice on a voting ballot.

2. Voting Methods

a. Voting by Voting Card: When voting by raising the Voting Card, the front of the Voting Card must be raised towards the Presidium. In case a delegate does not raise the Voting Card in all three (03) votes for Approval, Disapproval or Abstention on an issue, it will be considered as an approval vote for the issues. In case a delegate raises the Voting Card more than once (01) when voting for Approval, Disapproval or Abstention on an issue, it shall be considered as an invalid vote. Under this voting method, the Delegate Eligibility Verification Committee/Vote Counting Committee records the delegate's code and the number of votes for Approval, Disapproval, Abstention, or Invalid votes for each shareholder.

b. Voting by voting Ballot: When voting by marking a voting ballot, for each item, the delegate selects one of the three options: "Approve," "Disapprove," or "Abstain," which are pre-printed on the voting ballot, by marking "X" or "✓" in the chosen box. After completing all voting items on the agenda, the delegate submits the voting ballot into a sealed ballot box at the General Meeting, as instructed by the Vote Counting Committee. The voting ballot must be signed and include the delegate's full name to be considered valid.

Article 15. Voting procedure

1. General principles

a. The election shall be conducted in compliance with legal regulations and the Company's Charter;

b. Members of the Ballot Counting Committee shall not be listed as nominees or self-nominees for the Board of Directors and the Board of Supervisors.

2. Voting Methods

a. Cumulative Voting Method.

- Each delegate shall have a total number of votes equivalent to the total number of shares owned or represented, multiplied by the number of members to be elected;
- Delegates have the right to allocate all their votes to one or multiple candidates;
- In case additional candidates arise on the day of the General Meeting, delegates may request a new ballot from the Ballot Counting Committee and must return the old one (before casting their vote);
- If a delegate makes an incorrect selection, they may request a new ballot from the Ballot Counting Committee and must return the old one;
- Voting instructions: The voting ballot shall be completed as follows:
 - + A delegate may vote for a maximum number of candidates equal to the number of positions available;
 - + If allocating all votes to one or multiple candidates, the delegate shall mark the "Cumulative Voting" box for the respective candidates;
 - + If distributing votes unevenly among multiple candidates, the delegate shall specify the exact number of votes in the "Number of Votes" box for each respective candidate;

+ If a delegate marks both the "Cumulative Voting" box and writes a number in the "Number of Votes" box, the result shall be based on the number recorded in the "Number of Votes" box.

- Election Principles:

+ Candidates shall be elected based on the highest number of votes in descending order until the required number of members is reached;

+ If two (02) or more candidates receive the same number of votes for the final position, a re-election shall be conducted among these candidates;

+ If the first election round does not elect a sufficient number of members, additional rounds shall be held until the required number of members is elected.

b. Voting by Resolution: If two (02) or more candidates receive the same number of votes for the final position on the Board of Directors or the Board of Supervisors, voting by resolution shall be conducted as stipulated in Point b, Clause 2, Article 14 of this Regulation.

Article 16. Vote counting method

The ballot counting procedure is conducted by collecting voting ballots and approval voting cards/slips for the resolution, followed by collecting disapproval voting cards/slips. Finally, the ballots are counted to compile the number of approval votes, disapproval votes, and abstentions.

Article 17. Announcement of ballot counting results

1. The Ballot Counting Committee shall review, summarize, and report the ballot counting results for each issue to the Chairperson. The results shall be announced by the Ballot Counting Committee immediately before the meeting adjourns.

2. The Ballot Counting Committee is responsible for compiling the ballot counting results in the Ballot Counting Minutes. All members of the Ballot Counting Committee must sign the Ballot Counting Minutes.

3. The Ballot Counting Minutes shall include the following details:

- a. The company's name, registered head office address, business registration certificate number and date of issuance, and place of business registration;
- b. The venue of the General Meeting of Shareholders;
- c. The time of the General Meeting of Shareholders;
- d. The total number of voting ballots for each voting issue, the total number of ballots issued, and the total number of ballots collected;
- e. The total number of voting ballots for each agenda item and the minimum required shareholder participation percentage;
- f. The meeting agenda and content;
- g. The voting results (including the total number of approval votes, disapproval votes, and abstentions, along with the corresponding percentage of the total voting ballots of attending shareholders);

- h. The nature of the General Meeting of Shareholders (annual or extraordinary);
- i. The time when shareholder registration for the meeting commenced;
- j. The total number of invalid voting ballots for each agenda item;
- k. The voting method;
- l. The names of the members of the Ballot Counting Committee;
- m. The date of preparation of the Ballot Counting Minutes;
- n. The time when ballot counting commenced, in cases where the resolution was approved by the General Meeting of Shareholders and the voting results were announced during the meeting.

Article 18. Methods for opposing resolutions of the General Meeting of Shareholders

1. Within ninety (90) days from the date of receipt of the resolution, minutes of the General Meeting of Shareholders, or the minutes of the ballot counting results for collecting opinions from the General Meeting of Shareholders, shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of the Company's Charter have the right to request a court or arbitration tribunal to review and annul the resolution or part of its content in the following cases:

- a. The procedures for convening the meeting and passing resolutions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except as stipulated in Clause 3, Article 21 of the Company's Charter;

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

2. In the event that a shareholder or group of shareholders requests the court or arbitration tribunal to annul a resolution of the General Meeting of Shareholders, such resolution shall remain in effect until a legally effective decision annulling the resolution is issued by the court or arbitration tribunal, except in cases where a competent authority decides to apply interim emergency measures.

Article 19. Recording and preparing the minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must have its minutes recorded and may also be recorded via audio or stored in other electronic formats. The minutes must be prepared in Vietnamese and must include the following key contents:

- a. The company's name, registered head office address, and enterprise code;
- b. The time and venue of the meeting;
- c. The meeting agenda and content;
- d. The full name and signature of the Chairperson and Secretary;

In case the Chairperson or Secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and contain all required information as stipulated in this clause. The minutes must clearly

state the refusal of the Chairperson or Secretary to sign;

e. A summary of the meeting proceedings and discussions on each agenda item at the General Meeting of Shareholders;

f. The number of shareholders and the total number of voting shares of shareholders attending the meeting, including an appendix listing registered shareholders and shareholder representatives attending the meeting with corresponding shares and voting rights;

g. The total number of votes for each voting issue, clearly indicating the voting method, the number of valid and invalid votes, the number of approval, disapproval, and abstention votes, along with their respective percentages of the total voting rights of attending shareholders;

h. The approved issues and their corresponding voting percentages.

2. The minutes of the General Meeting of Shareholders must be prepared and approved before the meeting concludes. The secretary of the General Meeting of Shareholders must read the draft minutes at the meeting for attending shareholders to review the content before submitting it to the Chairperson for signing.

3. The Chairperson and the meeting secretary, or any other person signing the meeting minutes, shall be jointly responsible for the accuracy and truthfulness of the minutes' content.

4. The minutes of the General Meeting of Shareholders, along with the appendix of registered shareholders, voting ballots, ballot counting minutes, the full text of the approved resolutions, attached documents sent with the invitation letter, and other relevant materials, must be kept at the company's head office.

5. The minutes of the General Meeting of Shareholders shall be considered conclusive evidence of the issues conducted at the meeting unless an objection to the content of the minutes is duly raised in accordance with the prescribed procedures within ten (10) days from the date of dispatch.

6. The minutes of the General Meeting of Shareholders must be published on the company's website within twenty-four (24) hours from the conclusion of the meeting.

Article 20. Approval and Announcement of Resolutions of the General Meeting of Shareholders

1. Resolutions on the following issues shall be approved if they receive affirmative votes from shareholders representing at least 65% of the total voting shares of all attending shareholders, except as provided in Clauses 3 and 5 of this Article:

a. Types of shares and the total number of shares of each type;

b. Changes in business lines, sectors, and industries;

c. Changes in the Company's management structure;

d. Investment projects or asset sales valued at 35% or more of the total asset value recorded in the latest financial statements of the Company;

e. Reorganization or dissolution of the Company;

2. Resolutions shall be approved if they receive affirmative votes from shareholders representing more than 50% of the total voting shares of all attending shareholders, except as provided in Clauses 1, 3, and 5 of this Article.

3. Voting for members of the Board of Directors and the Board of Supervisors shall be conducted using the cumulative voting method. Each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors. Shareholders may allocate all or part of their total votes to one or more candidates. Elected members of the Board of Directors or the Board of Supervisors shall be determined based on the highest number of votes in descending order until the required number of members is reached, as stipulated in the Company's Charter. In case two (02) or more candidates receive an equal number of votes for the last available position on the Board of Directors or the Board of Supervisors, a re-vote shall be conducted among the candidates with equal votes or a selection shall be made based on the criteria set forth in the election regulations or the Company's Charter.

4. Resolutions of the General Meeting of Shareholders shall be deemed lawful and effective if passed with 100% of the total voting shares, even if the procedures for convening the meeting and passing the resolution were not strictly followed.

5. A resolution of the General Meeting of Shareholders on issues that adversely change the rights and obligations of preferred shareholders shall only be passed if it is approved by at least 75% of the total preferred shares of the same class held by the attending preferred shareholders.

6. The Company must disclose information within twenty-four (24) hours from the approval of the resolution of the General Meeting of Shareholders (including the resolution and meeting minutes).

7. The Company shall disclose information in accordance with applicable laws on information disclosure.

Section 3

Order and procedures for the General Meeting of Shareholders to pass resolutions by collecting written opinions

Article 21. Cases where written opinions may or may not be collected

The Board of Directors has the authority to collect written opinions from shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.

Article 22. Process and procedures for obtaining written opinions from shareholders

1. The Board of Directors must prepare the opinion ballots, the draft resolution of the General Meeting of Shareholders, and the explanatory documents for the draft resolution. The Board of Directors must ensure that the documents are sent and disclosed to shareholders within a reasonable period for review and voting and must send them at least ten (10) days before the deadline for receiving the opinion ballots. The requirements

and method of sending the opinion ballots and accompanying documents shall be carried out in accordance with Clause 3, Article 22 of this Charter.

2. The opinion ballot must include the following key contents:

a. Name, head office address, business registration number;

b. Purpose of obtaining written opinions;

c. Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, business registration number or legal document number of the organization, head office address for organizational shareholders or full name, contact address, nationality, legal document number of the individual for the representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder.

d. The issues for which written opinions are sought to approve decisions;

e. Voting options include approval, disapproval and abstention on each issue being voted on;

f. Deadline for submitting the completed written opinion form to the Company;

g. Full name and signature of the Chairperson of the Board of Directors.

3. Shareholders may submit their completed opinion ballots by mail, fax, or email in accordance with the following provisions:

a. In case of mail submission, the completed opinion ballot must be signed by the shareholder if an individual, or by the authorized representative or legal representative if the shareholder is an organization. The opinion ballot sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the vote counting process.

b. In case of submission by fax or email: The opinion ballot sent to the Company via fax or email must be kept confidential until the vote counting process.

c. Opinion ballots received by the Company after the deadline specified in the opinion ballot, those opened in case of mail submission, or those disclosed before the vote counting process in case of fax or email submission shall be deemed invalid. Opinion ballots that are not submitted shall be considered as non-voting ballots.

4. The Board of Directors shall count the votes and prepare a vote-counting record under the supervision of the Board of Supervisors or shareholders who do not hold managerial positions in the Company. The vote-counting record must contain the following key contents:

a. Name, head office address, business registration number;

b. Purpose and issues for which written opinions are sought to approve decisions;

c. Number of shareholders and total voting rights participating in the voting, distinguishing valid and invalid votes, and voting method, with an appendix listing the participating shareholders;

d. Total number of votes for approval, disapproval, and abstention on each issue;

e. Issues that have been approved and the corresponding voting ratios;

- f. Full names and signatures of the Chairperson of the Board of Directors, the vote counter, and the vote-counting supervisor.

Members of the Board of Directors, the vote counter, and the vote-counting supervisor shall be jointly liable for the accuracy and truthfulness of the vote-counting record and for any damages resulting from dishonesty or inaccuracies in the vote-counting process.

5. The vote-counting record and the resolution must be published on the Company's website within twenty-four (24) hours from the completion of the vote counting.

6. The completed opinion ballots, the vote counting minutes, the full text of the approved resolution, and the related documents attached to the opinion ballots must all be kept at the Company's head office.

7. A decision passed by collecting written opinions from shareholders must be approved by shareholders representing more than 50% of the total voting shares and shall have the same validity as a decision passed at the General Meeting of Shareholders.

In cases where written opinions are sought for a resolution of the General Meeting of Shareholders that adversely changes the rights and obligations of preferred shareholders, such a resolution shall only be passed if it is approved by shareholders of the same class holding at least 75% of the total preferred shares of that class.

Section 4

Order and procedures for the General Meeting of Shareholders to pass resolutions through an online meeting

Article 23. Notification of convening an online General Meeting of Shareholders (Online Conference)

1. Based on the actual situation, the Board of Directors decides to convene the General Meeting of Shareholders in the form of an Online Conference or a combination of an In-person and Online Conference in accordance with the Company's Charter. In case the meeting includes an online format, the General Meeting Organizing Committee, established by the Board of Directors, is responsible for implementing the procedures and tasks as stipulated in these Regulations to facilitate the online organization.

2. The General Meeting Organizing Committee is responsible for:

a. Carrying out procedures for preparing the list of shareholders entitled to attend, sending meeting invitations and related documents, disclosing information, and performing other tasks in compliance with legal regulations and the Company's Charter;

b. Sending documents containing instructions for shareholder status verification to each shareholder.

c. b. Preparing electronic means and facilities to ensure the smooth organization of the Online General Meeting and electronic voting.

d. c. Performing other tasks as assigned by the Board of Directors.

3. Shareholders registering to attend the General Meeting in compliance with these Regulations serve as the basis for determining the attendance ratio required to proceed with the General Meeting in the form of an Online Conference or a combination of an In-person and Online Conference.

4. The form of shareholder registration for Online Conference attendance and electronic voting holds the same legal validity as in-person attendance and direct voting at the conference.

5. The Board of Directors is responsible for issuing necessary guidelines to facilitate the organization of the Online General Meeting and electronic voting.

Article 24. verification of shareholder eligibility

1. The Company shall send an invitation to attend the Online Conference along with a document containing instructions for shareholder status verification to each shareholder. Shareholders must follow the provided instructions to register their information and verify their shareholder status before attending the Online Conference. The General Meeting Organizing Committee must notify shareholders of the registration guidelines, electronic voting regulations, and other necessary information before the Online Conference takes place.

2. After successfully verifying shareholder eligibility, the Company shall issue an Access Account to shareholders for registering their attendance at the Online Conference and participating in electronic voting on the System, following the instructions specified in Clause 1 of this Article.

3. The following cases shall be considered as shareholders not attending the Online Conference:

a. Shareholders who fail to provide the required information and do not send a response to the Company for shareholder status verification.

b. Shareholders who do not register for the Online Conference as stipulated in these Regulations.

Article 25. Registration Procedure for Attending the Online General Meeting of Shareholders

Based on the means and operational methods of the online meeting platform, the Company's Board of Directors shall notify, provide guidance, and issue appropriate regulations for the General Meeting of Shareholders to ensure shareholders' rights and interests.

Article 26. Authorization for a Representative to Attend the Online General Meeting of Shareholders

Based on the means and operational methods of the online meeting platform, the Company's Board of Directors shall notify, provide guidelines, and issue appropriate

regulations for the General Meeting of Shareholders to ensure shareholders' rights and interests.

Article 27. Conditions for Conducting the General Meeting of Shareholders

1. The number of shareholders registering to attend the Online General Meeting of Shareholders (GMS) must represent at least fifty percent (50%) of the total voting shares of the Company. If the required shareholder registration ratio is not met, the Board of Directors shall be responsible for notifying shareholders and organizing a re-registration process to proceed with the Online GMS in accordance with regulations.

2. Requirements for the Online Meeting and Electronic Voting System:

a. The network connection at the main venue must be continuous and stable to ensure uninterrupted participation by shareholders. In the event of disruptions at the main venue, the General Meeting Organizing Committee or the Meeting Chairperson must summarize the interrupted proceedings.

b. The main venue must meet all necessary conditions regarding sound, lighting, network connection, power supply, electronic devices, and other required equipment suitable for the nature of the Online GMS.

c. Information security must be ensured, and access credentials to the system must be kept confidential. All information received and transmitted via the system must comply with data confidentiality principles and relevant legal regulations.

d. Electronic data related to the Online GMS must be stored and retrievable from the system.

Article 28. Forms of Passing Resolutions at the Online General Meeting of Shareholders

Forms of Passing Resolutions at the Online Conference as Specified in Article 20 of These Regulations.

Article 29. Online Voting Method

Based on the means and operational methods of the online meeting platform, the Company's Board of Directors shall notify, provide guidance, and issue appropriate regulations for the General Meeting of Shareholders to ensure the rights and interests of shareholders.

Article 30. Online Ballot Counting and Result Announcement Method

1. The Ballot Counting Committee shall review, aggregate, and report the voting results of each issue to the Chairperson.

2. The voting results shall be announced by the Chairperson immediately before the closing of the Online Conference.

Article 31. Preparation of the General Meeting of Shareholders Minutes

1. The content of the Online General Meeting of Shareholders shall be recorded by the Secretariat and documented in the Meeting Minutes in accordance with legal regulations and the Company's Charter.

2. The Meeting Minutes and Resolutions of the General Meeting of Shareholders shall be read and approved before the closing of the Online Conference.

Article 32. Announcement of the General Meeting of Shareholders' Resolution

1. A copy of the meeting minutes must be published on the Company's website within twenty-four (24) hours.
2. The Company must disclose information regarding the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises, securities laws, and stock market regulations.

Section 5

Order and procedures for the General Meeting of Shareholders to pass resolutions through a hybrid meeting (a combination of in-person and online)

Article 33. Notification of meeting; Authorization of representative to attend meeting; Conditions for conducting meeting; Shareholder Verification and Form of passing resolution

Comply with the provisions of Articles 23, 24, 26, 27 and 28 of this Regulation.

Article 34. Method of Registration for Participation

1. Shareholders attending the General Meeting of Shareholders (GMS) in person shall register in accordance with the provisions of Article 11 of this Regulation.
2. Shareholders attending the GMS online shall register in accordance with the provisions of Article 25 of this Regulation.

Article 35. Voting method

1. Shareholders attending the General Meeting in person shall vote in compliance with the provisions of Article 15 of these Regulations.
2. Shareholders attending the General Meeting online shall vote in compliance with the provisions of Article 29 of these Regulations.

Article 36. Methods of counting votes and announcement of vote counting results

1. The Ballot Counting Committee, as approved by the General Meeting of Shareholders, is responsible for reviewing and consolidating the results of both in-person voting and electronic voting (in compliance with Articles 16 and 30 of this Regulation) to compile the final voting results.
2. The voting results shall be announced by the Chairperson or the Ballot Counting Committee immediately during the hybrid (in-person and online) meeting.

Article 37. Preparation of the General Meeting of Shareholders Minutes

1. The hybrid General Meeting of Shareholders (in-person and online) must be recorded in minutes and either audio-recorded or stored in another electronic format. The minutes must be prepared in Vietnamese and include the contents required by the Law on Enterprises and the Company's Charter.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes.

3. The minutes of the General Meeting of Shareholders, the appendix listing registered shareholders, the approved resolutions, and related documents attached to the meeting notice must be kept at the Company's head office.

Article 38. Disclosure of Resolution of General Meeting of Shareholders

1. The meeting minutes must be published on the Company's website within twenty-four (24) hours.

2. The Company must disclose information about the General Meeting of Shareholders to the public in accordance with the disclosure regulations under securities laws and stock market regulations.

CHAPTER III BOARD OF DIRECTORS

Article 39. Roles, rights and obligations of the Board of Directors; Rights and Responsibilities of Members of the Board of Directors

1. The Board of Directors (BOD) is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are specified in Article 27 of the Company's Charter. The Board of Directors is responsible for developing the Company's strategy, setting directions, overseeing management, and making decisions on issues that do not fall under the authority of the General Meeting of Shareholders.

a. Authority and responsibility for strategic supervision and control of management activities; selection and supervision of members of the Board of Directors, General Director and other executives:

- Ensure the Company's operations comply with laws, the Charter, and internal regulations of the Company;

- The Board of Directors supervises the development and implementation of strategies and business plans in each period and controls the operations of the Management Board, specifically: Developing strategic directions, deciding on medium-term development strategies and plans and the Company's annual business, financial and investment plans;

- Decide on the organizational structure, the establishment of subsidiaries, branches, representative offices, and capital contributions or share acquisitions in other enterprises;

- Propose restructuring, dissolution, or request for bankruptcy of the Company;

- The Board of Directors issues the Company's Regulations to ensure the implementation of its rights and obligations as prescribed in Article 27 of the Company's Charter;

- Appoint and dismiss the General Director, the Company's capital representative at other enterprises and decide on the salary and remuneration of the General Director and the Company's capital representative at other enterprises;

- Monitor and prevent conflicts of interest involving Board members, members of the Board of Supervisors, the General Director, and other managers, including the misuse of company assets and the abuse of related party transactions;

- Supervise the performance of the Board of management and other executives;

- Resolve complaints, denunciations, and reflections related to officials under the appointment authority of the Board of Directors; The Board of Directors shall preside over the resolution of denunciations in the following cases: Denunciations related to members of the Board of Directors (except for denunciations related to all members of the Board of Directors which shall be presided over by the Board of Supervisors); Denunciations related to all members of the Board of Supervisors;

- Establish an Internal Audit Committee under the Board of Directors; decide on the appointment and dismissal of personnel and issue regulations on the operation of the Internal Audit Committee;

- Appoint and dismiss the person in charge of corporate governance;

- Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, General Director and other managers of the Company.

b. Responsibility for Ensuring Shareholder Rights:

- Responsible to shareholders for the Company's operations.

- Treat all shareholders equally and respect the interests of stakeholders related to the Company.

- The Board of Directors is responsible for organizing the General Meeting of Shareholders, as specifically stipulated in this Regulation;

- The Board of Directors is responsible for formulating a dividend policy to ensure shareholders' interests;

- The Board of Directors shall take the lead in preventing and resolving conflicts between shareholders and the Company. It is responsible for establishing a compliance system with monitoring mechanisms and internal controls to manage conflicts, as well as appropriately assigning responsibilities to ensure effective implementation.

c. Control, disclose information and ensure transparency:

- The Board of Directors shall approve the audited financial statements before submitting them to the General Meeting of Shareholders;

- The Board of Directors is responsible for preparing a report on corporate governance and the Company's performance and submitting it to the Annual General Meeting of Shareholders.

3. Rights and Responsibilities of Members of the Board of Directors

a. Authority and responsibility for strategic supervision and control of management activities; selection and supervision of members of the Board of Directors, General Director and other executives:

- Establish an Internal Audit Committee under the Board of Directors; decide on the appointment and dismissal of personnel and issue regulations on the operation of the Internal Audit Committee;

- Appoint and dismiss the person in charge of corporate governance;

- Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, General Director and other managers of the Company.

b. Members of the Board of Directors have obligations as prescribed in the Company Charter and the following obligations:

- Perform their duties honestly and carefully in the best interests of shareholders and the Company;

- Attend all meetings of the Board of Directors and give opinions on the issues discussed;

- Timely and fully report to the Board of Directors the remuneration received from subsidiaries, affiliates and other organizations;

- Report to the Board of Directors at the most recent meeting on transactions between the Company, subsidiaries, companies in which the Company controls 50% or more of the charter capital with members of the Board of Directors and affiliated persons of such members; transactions between the Company and companies in which members of the Board of Directors are founding members or business managers within the three (03) most recent years prior to the time of the transaction;

- Disclose information when trading the Company's shares in compliance with the law.

Article 40. Term and number of members of the Board of Directors

The number of members of the Board of Directors is five (05) people. The term of each member of the Board of Directors is five (05) years; members of the Board of Directors may be re-elected for an unlimited number of terms.

Non-executive members of the Board of Directors shall account for at least one-third (1/3) of the total number of Board members;

Article 41. Structure, standards and conditions of members of the Board of Directors

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

a. Have full civil act capacity and not be subject to restrictions on managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;

b. Possess professional qualifications and experience in business administration or in the company's business sector, and are not necessarily shareholders of the company;

c. Have the health to meet job requirements, possess good ethics, honesty, integrity, and legal knowledge;

d. A member of the Board of Directors of the company must not concurrently serve as a member of the board of directors of more than five (05) other companies;

e. The Chairperson of the Board of Directors must not concurrently hold the position of General Director of the company.

f. A member of the Board of Directors must not have family relations with the General Director and other managers of the company; or with managers and those with authority to appoint managers of the parent company;

g. Other conditions and standards prescribed by the Law on Enterprises and relevant laws.

2. In addition to the general standards specified in Clause 1 of this Article, an independent member of the Board of Directors must also meet the following conditions:

a. Must not be working for the company, its parent company, subsidiary, or affiliate; and must not have worked for the company, its parent company, subsidiary, or affiliate for at least three (03) consecutive years prior;

b. Must not be receiving salary or remuneration from the company, except for allowances received as a member of the Board of Directors;

c. Must not have a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological sibling who is a major shareholder of the company or a manager of the company, its subsidiary, or affiliate;

d. Must not directly or indirectly own at least 01% of the total voting shares of the company;

e. Must not have been a member of the Board of Directors or the Board of Supervisors of the company for at least five (05) consecutive years prior, except in cases of continuous reappointment for two (02) consecutive terms;

f. Must not be working for organizations providing legal consulting or auditing services for the company in the past two (02) years;

g. Must meet other conditions as prescribed in the company's Charter and applicable laws.

Article 42. Methods for Shareholders and Shareholder Groups to Nominate and Self-Nominate Candidates for the Board of Directors

1. Self-nomination and nomination for the Board of Directors

Shareholders or shareholder groups holding at least 10% of the total outstanding ordinary shares have the right to nominate candidates for the Board of Directors. The nomination rights are as follows. Shareholders or shareholder groups holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; Shareholders or shareholder groups holding from 20% to less than 30% of the total voting shares may nominate up to two (02) candidates; Shareholders or shareholder groups holding from 30% to less than 40% of the total voting shares may nominate up to three (03) candidates.

Shareholders or shareholder groups holding from 40% to less than 50% of the total voting shares may nominate up to four (04) candidates. Shareholders or shareholder groups holding 50% or more of the total voting shares may nominate up to five (05) candidates.

2. In case the number of Board of Directors candidates nominated and self-nominated is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to the mechanism stipulated in the Company's Internal Regulations on Corporate Governance. The procedure for the incumbent Board of Directors to introduce Board of Directors candidates must be clearly disclosed and approved by the General Meeting of Shareholders before proceeding with the nomination, in compliance with legal regulations.

3. The list, resumes, and relevant information of the nominated or self-nominated candidates for election to the Board of Directors, as stipulated in Clause 1, Article 25 of the Company's Charter, must be submitted to the incumbent Board of Directors for inclusion in the General Meeting of Shareholders' documents. This information must be published on the Company's website at least ten (10) days before the opening of the General Meeting of Shareholders to allow shareholders to review the Board of Directors candidates before voting.

Article 43. Methods of electing members of the Board of Directors

The election of members of the Board of Directors is carried out in compliance with Clause 3, Article 20 of these Regulations.

Article 44. Cases of Dismissal, and Supplementation of Board of Directors Members

1. A member of the Board of Directors shall cease to be a Board member in cases of dismissal or replacement by the General Meeting of Shareholders as follows:

a. Dismissal by the General Meeting of Shareholders in the following cases:

- Failing to meet the qualifications of a Board member as prescribed in Article 155 of the Law on Enterprises or being legally prohibited from serving as a Board member;

- Submitting a resignation letter and having it approved;

- Being mentally incapacitated, with professional evidence from other Board members proving that the individual no longer has legal capacity.

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

- Failing to attend Board meetings for six (06) consecutive months, except in force majeure cases;

- Providing false personal information when submitting candidacy for the Board of Directors;

- Violating laws and the Company's Charter regarding the purchase, sale, and transfer of shares;

- Violating laws and the Company's Charter while performing assigned duties;
 - Losing legal entity status if the Board member represents a corporate shareholder;
 - The Company being dissolved as per a court ruling.
- c. When deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss, or remove a Board member beyond the cases specified in points (a) and (b) of this clause.
2. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
- a. The number of Board members falls below the minimum required by law or decreases by more than one-third (1/3) of the number specified in the Company's Charter. In this case, the Board of Directors must convene the General Meeting of Shareholders to elect replacements within thirty (30) days from the date the number of members falls below the minimum and within sixty (60) days from the date the number of members decreases by more than one-third (1/3);
- b. Except for the case specified in Point (a) of this clause, the General Meeting of Shareholders shall elect new members to replace dismissed or removed Board members at the nearest meeting.

Article 45. Notice on the Election, Dismissal of Board of Directors Members

Notice on the election, dismissal of members of the Board of Directors in compliance with the provisions of law on securities and the stock market.

Article 46. Method of introducing candidates for Board of Directors members

If candidates have been pre-identified, relevant information about the Board of Directors candidates shall be included in the General Meeting of Shareholders' meeting documents and published on the Company's website at least ten (10) days before the opening of the General Meeting of Shareholders. This allows shareholders to review the candidates before voting. Each Board of Directors candidate must provide a written commitment confirming the honesty, accuracy, and reasonableness of the disclosed personal information and pledge to perform their duties with integrity if elected. The disclosed information about the Board of Directors candidates includes:

1. Full name, date of birth;
 2. Professional qualifications;
 3. Work Experience;
 4. Other management positions (including positions on the Board of Directors of other companies);
 5. Benefits related to the Company and its stakeholders;
 6. Other information (if any).
7. The Company is responsible for disclosing information about the companies in which the candidate is holding the position of Board member, other management

positions and the interests related to the company of the candidate for Board of Directors (if any).

Article 47. Election, dismissal of the Chairperson of the Board of Directors

1. The Board of Directors elects the Chairperson and Vice Chairperson of the Board of Directors from among the members of the Board of Directors by direct election and secret ballot.

2. The Chairperson of the Board of Directors has the following rights and obligations:

- a. Develop programs and plans of activities of the Board of Directors;
- b. Prepare agenda, content, and documents for meetings; convene, chair, and chairing the Board of Directors' meetings;
- c. Organize the adoption of resolutions and decisions of the Board of Directors;
- d. Monitor the implementation of resolutions and decisions of the Board of Directors;
- e. Chairing the General Meeting of Shareholders;
- f. Exercising other rights and obligations as prescribed by the Law on Enterprises;
- g. Developing the work program and assigning Board members to oversee the Company's activities;
- h. Signing documents and regulations within the authority of the Board of Directors on behalf of the Board after they have been approved;
- i. The Chairperson of the Board of Directors also shares the rights and responsibilities of Board members as stipulated in the Law on Enterprises.

3. In case the Chairperson of the Board of Directors submits a resignation or is dismissed from office, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or dismissal based on the majority principle.

4. In case the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and obligations of the Chairperson of the Board of Directors in accordance with the principles stipulated in the Company's Charter. In the event that the Chairperson of the Board of Directors passes away, is missing, is temporarily detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or an educational institution, has fled their residence, is restricted or has lost civil act capacity, has difficulties in perception and behavior control, or is prohibited by the court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one among themselves to assume the position of Chairperson of the Board of Directors based on the majority approval of the remaining members until a new decision is made by the Board of Directors.

Article 48. Remuneration, bonuses and other benefits of members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to fulfill the duties of a Board member and the remuneration per day. The Board of Directors estimates the remuneration for each member based on the principle of unanimity. The total remuneration and bonuses of the Board of Directors are determined

by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is accounted for as part of the Company's business expenses in compliance with corporate income tax regulations, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors who holds an executive position, works in committees under the Board of Directors, or performs tasks beyond the usual responsibilities of a Board member may receive additional remuneration in the form of a lump sum, salary, commission, profit-sharing, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in the performance of their Board duties, including expenses for attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company with the approval of the General Meeting of Shareholders. This insurance does not cover liabilities related to violations of laws and the Company's Charter.

Article 49. Meeting of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the Board of Directors election. This meeting shall be convened and chaired by the member who received the highest number of votes or the highest voting ratio. In case there is more than one (01) member with the highest number of votes or an equal voting ratio, the members shall elect by majority vote one (01) among them to convene the Board of Directors meeting.

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

3. The Chairperson of the Board of Directors shall convene the meeting of the Board of Directors in the following cases:

- a. Upon request from the Board of Supervisors or an independent member of the Board of Directors;
- b. Upon request from the General Director or at least five (05) other managers;
- c. Upon request from at least two (02) members of the Board of Directors;

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions under the authority of the Board of Directors.

5. The Chairperson of the Board of Directors must convene the meeting of the Board of Directors within seven (07) working days from the date of receiving the request as stated in Clause 3 of this Article. If the Chairperson fails to convene the meeting, the Chairperson shall be responsible for any damage caused to the Company, and the requesting person has the right to convene the meeting of the Board of Directors.

6. In case of a request from an independent auditing firm conducting the

Company's financial statement audit, the Chairperson of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

7. The Chairperson of the Board of Directors or the convener of the meeting must send a meeting invitation at least three (03) working days before the meeting date. The invitation must specify the time and venue of the meeting, agenda, issues to be discussed, and decisions to be made. The invitation must be accompanied by meeting materials and voting ballots for members.

The invitation may be sent by written notice, phone, fax, email, or other means, ensuring that it reaches the registered contact address of each member of the Board of Directors.

8. The Chairperson of the Board of Directors or the convener of the meeting must send the invitation and accompanying documents to members of the Board of Supervisors in the same manner as for members of the Board of Directors.

9. The first meeting of the Board of Directors shall only be conducted and decisions made when at least three-fourths (3/4) of the members are present. If the meeting convened under this clause does not have the required quorum, a second meeting shall be convened within seven (07) days from the scheduled date of the first meeting. In this case, the meeting shall proceed if more than one-half (1/2) of the members of the Board of Directors are present.

10. Meetings of the Board of Directors shall be held at the Company's head office or other locations in Vietnam or abroad as decided by the Chairperson of the Board of Directors with the consent of the members.

11. Meetings of the Board of Directors may be held online when all or some members are at different locations, provided that each participating member is able to.

- a. Hear every other member of the Board of Directors participating in the meeting;
- b. Speak with all other attendees simultaneously.

Discussions among members may be conducted directly via telephone, electronic communication, or a combination of these methods. The meeting venue shall be determined as the location with the most members present or where the meeting Chairperson is present.

Decisions made in a telephone meeting shall be considered valid immediately upon the meeting's conclusion but must be confirmed by the signatures of all participating Board members in the meeting minutes

Article 50. Voting method

1. Each member of the Board of Directors or an authorized representative under Clause 8 of this Article, when personally present at the Board of Directors meeting, shall have one (01) voting right;

2. The Board of Directors passes resolutions and decisions through direct voting at the meeting, written voting, online meetings, or other forms as stipulated by the Company's Charter.

3. In the case of voting ballots sent to the meeting by mail, the ballots must be placed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the meeting commences. The ballots shall only be opened in the presence of all attendees.

4. If a resolution or decision of the Board of Directors is passed in violation of the law, the General Meeting of Shareholders' resolutions, or the Company's Charter, causing damage to the Company, the members who approved such resolution or decision shall bear joint and personal liability for the resolution or decision and must compensate for the Company's damages. Members who opposed the resolution or decision shall be exempt from liability.

5. Supervisors have the right to attend meetings of the Board of Directors, participate in discussions, but do not have voting rights.

Article 51. Method of passing resolutions of the Board of Directors

1. The Board of Directors passes decisions and resolutions based on the approval of the majority of the Board members present (over 50%). In case of a tie, the vote of the Chairperson of the Board of Directors shall be the deciding vote.

2. A resolution passed through written consultation is approved based on the majority approval of the Board members eligible to vote. Such a resolution has the same validity and effect as a resolution passed at a meeting.

Article 52. Methods of objecting to and requesting the cancellation of resolutions of the Board of Directors

1. Members of the Board of Directors have the right to object to the resolution of the Board of Directors. The meeting secretary shall record the objection in the meeting minutes if the resolution is announced at the meeting, or send a written document to the Board of Directors if the resolution is announced after the meeting.

2. In any case, the Board of Directors members must still comply with the Board of Directors' resolution until there is a court or arbitration decision on the cancellation of the Board of Directors' resolution that takes effect.

Article 53. Authorization for another person to attend a meeting on behalf of a member of the Board of Directors

Members of Board of Directors must attend all Board meetings. Members may authorize others to attend meetings and vote if approved by a majority of Members of Board of Directors.

Article 54. Minutes of the Board of Directors' Meeting

The minutes of the Board of Directors' meeting must be prepared in detail and clearly. The chairperson of the meeting and the minutes taker must sign the meeting minutes.

In cases where the Board of Directors approves resolutions or decisions through online meetings, the minutes taker shall send the meeting minutes to all members of the

Board of Directors. Each attending member shall respond via email to confirm the content of the minutes.

The minutes of the Board of Directors' meeting must be retained in accordance with the provisions of the law and the Company's Charter.

Article 55. Notification of Board of Directors' resolutions

The Company is responsible for disclosing information internally, on the Company's website, in compliance with the procedures and regulations of the Law on Enterprises, the Law on Securities, and the Stock Market.

Article 56. Internal Audit Committee

1. The Board of Directors shall establish an Internal Audit Committee under its direct supervision to perform internal audit functions. The personnel of the Internal Audit Committee shall be appointed, dismissed by the Board of Directors.

2. Responsibilities of the Internal Audit Committee

a. Be accountable to the Board of Directors for the results of internal audit activities, including evaluations, conclusions, recommendations, and proposals in internal audit reports;

b. Maintain confidentiality of documents and information in accordance with applicable laws and the Internal Audit Committee's regulations issued by the Board of Directors;

c. Promptly monitor, supervise, and inspect the implementation of post-audit recommendations for the Company's departments and units;

d. Organize continuous training to enhance and ensure professional competence for internal auditors;

e. Fulfill other responsibilities as prescribed by law and the Internal Audit Committee's regulations issued by the Board of Directors.

3. The responsibilities and authority of internal auditors and the Head of the Internal Audit Committee shall be specifically defined in the Internal Audit Committee's regulations issued by the Board of Directors.

4. Conditions and Qualifications for Internal Auditors

a. Hold a university degree or higher in relevant disciplines required for auditing, possess comprehensive knowledge, and continuously update knowledge in the assigned internal audit areas;

b. Have at least five (05) years of experience in the relevant field of study or at least three (03) years of work experience in the Company, or at least three (03) years of experience in auditing, accounting, or inspection;

c. Possess general legal knowledge and an understanding of the Company's operations, be capable of collecting, analyzing, evaluating, and synthesizing information, and have knowledge and skills in internal auditing;

d. Have not been subject to disciplinary action at the level of a warning or higher for violations in economic, financial, or accounting management and are not currently

under disciplinary enforcement;

- e. Meet Other standards as required by law, if applicable.

Article 57. Principles of operating of the Internal Audit Committee

1. In the process of exercising its delegated powers, the Internal Audit Committee must comply with the regulations set forth by the Board of Directors.

2. The implementation of decisions of the Board of Directors and the Internal Audit Committee must comply with current legal regulations, regulations in the Charter and Internal Regulations on corporate governance of the Company.

Article 58. Person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least one (01) person as the Corporate Governance Officer to support the Company's governance activities. The Corporate Governance Officer may concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises. The term of office of the Corporate Governance Officer shall be decided by the Board of Directors, with a maximum of five (05) years.

2. The person in charge of corporate governance shall not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. The person in charge of corporate governance has the following rights and obligations:

- a. Advise the Board of Directors on organizing the General Meeting of Shareholders in compliance with regulations and issues related to the Company and shareholders;
- b. Prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;
- c. Advise on the procedures of meetings;
- d. Attend the meetings;
- e. Advise on the procedures for drafting resolutions of the Board of Directors in compliance with legal regulations;
- f. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Board of Supervisors;
- g. Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h. Act as the focal point of contact with relevant stakeholders;
- i. Keep information confidential in compliance with legal regulations and the Company's Charter;
- j. Other rights and obligations as prescribed by law;

CHAPTER IV

BOARD OF SUPERVISORS

Article 59. Roles, rights and obligations of the Board of Supervisors; responsibilities of members of the Board of Supervisors

1. The Board of Supervisors oversees the Board of Directors and the Board of Management in the management and administration of the Company; examines the reasonableness, legality, honesty, and prudence in business management and operations, as well as in the organization of accounting, statistics, and financial reporting. It also appraises business performance reports, the Board of Directors' management assessment reports, and the Board of Management's operational reports.

2. The Board of Supervisors has the rights and obligations stipulated in Article 170 of the Law on Enterprises, the Company's Charter, and the following rights and obligations:

a. Petition and recommend the General Meeting of Shareholders to approve the list of audit organizations approved to audit the Company's Financial Statements; decide on the approved audit organization to inspect the Company's operations, and dismiss the approved auditor when deemed necessary;

b. Be accountable to shareholders for its supervisory activities;

c. Supervise the Company's financial situation and ensure compliance with laws by members of the Board of Directors, the General Director, and other managers;

d. Ensure coordination of activities with the Board of Directors, General Director and shareholders;

e. In case of detecting any violations of the law or the Company's Charter by members of the Board of Directors, the General Director, or other executives, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation, and propose remedial measures;

f. Develop the Board of Supervisors' operating regulations and submit them to the General Meeting of Shareholders for approval;

g. Report at the General Meeting of Shareholders as prescribed in Article 290 of Decree 155/2020/ND-CP.

3. Members of the Board of Supervisors have the rights prescribed by the Law on Enterprises, relevant laws, and the Company's Charter. In particular, they have the right to access information and documents related to the Company's operations. Members of the Board of Directors, the General Director, and other executives are responsible for providing timely and complete information upon request by members of the Board of Supervisors.

Members of the Board of Supervisors must comply with legal regulations, the Company's Charter, and professional ethics while performing their assigned rights and obligations.

Article 60. Number of members and organization of activities of the Board of Supervisors

1. The Board of Supervisors consists of three (03) members. The term of office for

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

2. The regulations on the organization of the Board of Supervisors, as well as the specific responsibilities and authority of its members, shall be stipulated in detail in the Charter on Organization and Operation of the Board of Supervisors.

Article 61. Standards for members of the Board of Supervisors

1. Members of the Board of Supervisors must meet the following standards and conditions:

- a. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b. Have a university degree, trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or other majors suitable for the Company's business activities;
- c. Not being a family member of the Company's manager and the Company's parent company; the representative of the Company's capital, the representative of the State capital at the Company's parent company and at the Company;
- d. Not a manager of the Company; not necessarily a shareholder or employee of the Company;
- e. Be healthy, have good moral qualities, be honest, upright and have knowledge of the law;
- f. Not working in the Company's accounting or finance department;
- g. Not being a member or employee of an independent auditing company that audited the company's financial statements in the previous (03) consecutive years.
- h. Not be a family member of the Company's business manager and parent company; representative of the enterprise's capital, representative of state capital at the parent company and at the Company.

2. The Head of the Board of Supervisors must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major related to the Company's business activities.

Article 62. Method for Shareholders or Groups of Shareholders to Nominate or Self-Nominate Candidates for the Board of Supervisors

1. Shareholders or groups of shareholders holding at least 10% of the total ordinary shares have the right to nominate candidates for the Board of Supervisors. Specifically: Shareholders or groups holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; From 20% to less than 30% may nominate up to two (02) candidates. From 30% to less than 40% may nominate up to three (03) candidates. From 40% to less than 50% may nominate up to four (04) candidates. 50% or more may nominate up to five (05) candidates

2. In the event that the number of candidates nominated and self-nominated for the Board of Supervisors is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination process in accordance with the Company's Charter, this Regulation, and the Operating Regulation of the Board of

Supervisors. The nomination of candidates by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors, in compliance with legal regulations.

Article 63. Methods of electing members of the Board of Supervisors

Election of members of the Board of Supervisors is carried out according to Clause 3, Article 20 of this Regulation.

Article 64. Cases of dismissal of members of the Board of Supervisors

1. A member of the Board of Supervisors shall be dismissed in the following cases:
 - a. No longer meeting the qualifications and conditions to be a member of the Board of Supervisors as stipulated in Clause 2 of this Article;
 - b. Submitting a resignation letter and having it approved;
 - c. Other cases as prescribed by law and this Charter;
2. A member of the Board of Supervisors shall be dismissed in the following cases:
 - a. Failing to fulfill assigned tasks and responsibilities;
 - b. Repeatedly or seriously violating the obligations of a member of the Board of Supervisors as stipulated in the Law on Enterprises and the Company's Charter;
 - c. Failing to perform their rights and obligations for six (06) consecutive months, except in force majeure cases;
 - d. Other cases as resolved by the General Meeting of Shareholders.
 - e. Other cases as prescribed by law, if any.

Article 65. Notice of election, dismissal of members of the Board of Supervisors

Notice of election, dismissal of members of the Board of Supervisors according to the provisions of the law on enterprises, securities law and the stock market.

Article 66. Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors

Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors are implemented according to the following provisions:

1. Members of the Board of Supervisors are paid salaries, remuneration, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remuneration, bonuses, other benefits and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses related to meals, accommodation, travel, and the use of independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors as approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors shall be accounted for as business expenses of the Company in accordance with corporate income tax

regulations and other relevant legal provisions. These expenses must be separately recorded in the Company's annual financial statements.

CHAPTER V GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 67. Organizational management structure

1. The Company's management system must ensure that the executive apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in implementing the Board of Directors' directives and resolutions. The Company has a General Director, Deputy General Directors, Chief Accountant and other executive positions appointed by the Board of Directors. The appointment, dismissal and removal of the above positions must be approved by a resolution of the Board of Directors.

2. The General Director has the following powers except those of the General Meeting of Shareholders and the Board of Directors:

- a. The General Director has full authority over the organizational structure and internal management regulations of the Company and performs any other tasks as prescribed in the Charter, this Regulation or resolution of the Board of Directors;
- b. The authority of each member of the Management Board will be decided by the General Director through internal regulations;
- c. The duties and responsibilities of the members of the Executive Board are decided by the General Director.

Article 68. Business Executives

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and qualifications appropriate to the Company's management structure and regulations as prescribed by the Board of Directors. Business executives must be diligent in supporting the Company in achieving its operational and organizational goals.

2. The salary, remuneration, benefits and other terms of the employment contract for the General Director shall be decided by the Board of Directors and the contracts with other executives shall be decided by the Board of Directors after consulting with the General Director.

Article 69. Standards for Business Executives

Specific standards for Business Executives qualifications include the following:

1. Honesty, enthusiasm and prestige;
2. Relevant professional qualifications and organizational skills, the ability to align the interests of all stakeholders and make sound decisions;
3. Business experience, good knowledge of economics, politics, law and social issues as well as knowledge and trends of market, products and competitors;

4. Ability to turn knowledge and experience into solutions applied to the Company's production and business activities;
5. Be responsible and diligent in supporting the Company in achieving its operational and organizational goals.

Article 70. Appointment and dismissal of Business Executives

1. The appointment and dismissal of the General Director is stipulated in Article 34 of the Company Charter.
2. The appointment and dismissal of the Deputy General Directors and the Chief Accountant shall be nominated by the General Director and decided by the Board of Directors.
3. The Board of Directors or the Human Resources and Compensation Subcommittee shall be responsible for formulating specific policies and regulations related to the selection of positions.
4. The procedures for appointing business executives are specified in the Company's Personnel Management Regulations.

Article 71. Signing labor contracts with Business Executives

The company signs a contract with the Business Executives in compliance with the provisions of labor law.

Article 72. Cases of dismissal of Business Executives

The Board of Directors may dismiss an executive in the following cases:

1. Due to work requirements, staff reassignment, and rotation.;
2. Health is not guaranteed to continue working;
3. Failure to complete tasks or violation of Company rules and regulations, violation of the law but not to the extent of dismissal or forced termination of labor contract.

Article 73. Notification of appointment and dismissal of Business Executives

Notification of appointment and dismissal of business executives in compliance with the provisions of the Company Charter and regulations on securities and stock market.

**CHAPTER VI
COORDINATION OF ACTIVITIES BETWEEN THE
BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS
AND THE GENERAL DIRECTOR**

Article 74. Procedures and order of convening, notification of meeting, recording of minutes, notification of meeting results between the Board of Directors, Board of Supervisors and General Director

Procedures and order of convening, notification of meeting invitation, recording

of minutes, and notification of meeting results between the Board of Directors, the Board of Supervisors and the General Director shall be carried out according to the procedures and order of convening Board of Directors meetings stipulated in Article 49 of this Regulation.

Article 75. Notification of Board of Directors' resolutions to the Board of Supervisors and General Director

Resolutions and minutes of the Board of Directors' meetings, after being issued, must be sent to the members of the Board of Supervisors and the General Director (with contents related to the responsibilities, powers and obligations of the General Director) at the same time and in the same manner as for the members of the Board of Directors.

Article 76. Cases Where the General Director and the Board of Supervisors Request to Convene a Meeting of the Board of Directors and Matters Requiring Consultation with the Board of Directors

1. Cases of request to convene a meeting of the Board of Directors

a. The Board of Supervisors may propose to convene a meeting of the Board of Directors in the following cases:

- When it is determined that the access rights of the members of the Board of Supervisors to information and documents related to the Company's operations are not fully implemented in accordance with applicable laws and the Company's Charter;

- When detecting violations of laws or the Company's Charter by members of the Board of Directors, the General Director, or other executives, after having provided written notice to the Board of Directors, but the violating individual has not ceased the violation or implemented corrective measures.

b. The General Director may propose to convene a meeting of the Board of Directors in the following cases:

- When it is determined that the rights of the General Director, as stipulated in Article 34 of the Company's Charter, are not being exercised;

- When detecting violations of laws or the Company's Charter by other executives, after having provided written notice to the Board of Directors, but the violating individual has not ceased the violation or implemented corrective measures.

2. Issues requiring the Board of Directors' approval.:

a. The General Director must seek opinions from the Board of Directors on matters stipulated in Clause 2, Article 27 of the Company's Charter and other issues as prescribed in these Regulations approved by the Board of Directors.

b. The issues requiring consultation with the Board of Directors must be submitted at least seven (07) working days in advance.

Article 77. The General Director's report to the Board of Directors on the implementation of assigned duties and authorities

1. Report on the implementation of resolutions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders.

2. Periodic quarterly and annual reports assessing the company's financial situation and business operations.
3. Reports on improvements in organizational structure, policies, and management.
4. Annual reports on the implementation of obligations related to the environment, community, and employees.
5. Reports on the implementation of other matters authorized by the Board of Directors and the General Meeting of Shareholders.
6. Submission of other reports as required by the Board of Directors, the Company's Charter, and this Regulation.

Article 78. Review of the implementation of resolutions and other issues authorized by the Board of Directors to the General Director

1. Based on the General Director's report on the performance of assigned duties and powers as prescribed in Article 34 of the Company's Charter, the Board of Directors will review the results of the implementation of resolutions and other issues authorized by the Board of Directors to the General Director.
2. The review of the implementation of resolutions and other issues authorized by the Board of Directors to the General Director is conducted at regular meetings between the Board of Directors, the Board of Supervisors and the General Director.
3. Every quarter, every six months and every year, the Board of Directors inspects and evaluates the implementation of resolutions and contents authorized for the General Director to implement or organize the implementation.
4. The criteria for evaluating the implementation results of resolutions and other matters authorized by the Board of Directors to the General Director are based on the Company's business performance, with consultation from the Board of Supervisors.

Article 79. Issues that the General Director must report, provide information and methods of notification to the Board of Directors and the Board of Supervisors

1. The General Director must report and provide information to the Board of Directors on issues as prescribed, specifically:
 - a. When there are proposed measures to improve the Company's operations and management;
 - b. Prepare the Company's long-term, annual and quarterly budgets (hereinafter referred to as the budgets) to serve the Company's long-term, annual and quarterly management activities according to the business plan. The annual budget (including the balance sheet, income statement and expected cash flow statement) for each fiscal year must be submitted by the General Director to the Board of Directors for approval and must include the information specified in the Company's regulations;
 - c. The General Director must plan for the Board of Directors to approve issues related to recruitment, employee termination, salary, social insurance, benefits, rewards and discipline for employees and business executives;
 - d. The General Director must plan for the Board of Directors to approve issues

related to the Company's relationship with the Trade Union;

e. The General Director is obliged to notify the Board of Directors and the Board of Supervisors of transactions between the Company, subsidiaries in which the Company controls more than 50% of the charter capital, members of the Board of Directors, members of the Board of Supervisors, the General Director, and their related persons, and transactions specified in Article 92 of this Regulation;

f. Contents requiring the Board of Directors' opinion must be submitted at least seven (07) working days in advance and the Board of Directors will respond within seven (07) working days.

2. Issues that the General Director must report, provide information on, and the method of notification to the Board of Supervisors

a. The General Director is responsible for supporting and coordinating with the Board of Supervisors to ensure that the Board of Supervisors properly performs its responsibilities and obligations in accordance with the provisions of law and the Company's Charter;

b. The General Director's report to the Board of Directors or other documents issued by the Company shall be sent to the Supervisors at the same time and in the same manner as to the members of the Board of Directors;

c. The Board of Directors, members of the Board of Directors, the General Director, and other business executives must provide complete, accurate, and timely information and documents on the management, operations, and business activities of the Company upon request of the Controller or the Board of Supervisors.

Article 80. Coordination of activities between the Board of Directors and the Board of Supervisors

1. Responsibilities of the Board of Directors in coordination with the Board of Supervisors.

a. Meeting invitations and accompanying documents are sent to members of the Board of Supervisors at the same time as they are sent to members of the Board of Directors;

b. Resolutions of the Board of Directors are sent to the Board of Supervisors (at the same time as they are sent to the Company) within the time limit specified in the Company Charter and this Regulation;

c. When the Board of Supervisors proposes to select an independent Auditor, the Board of Directors must respond in compliance with the provisions of the Company Charter and this Regulation;

d. Other contents requiring the opinion of the Board of Supervisors must be submitted within the prescribed time limit and the Board of Supervisors is responsible for responding in compliance with the provisions of the Company Charter and this Regulation;

e. The Board of Directors must facilitate the Board of Supervisors in performing regular and ad-hoc inspection and supervision functions. Upon receiving inspection minutes or summary reports of inspection rounds from the Board of Supervisors, the Board of Directors must review them to develop plans for strengthening and rectifying issues, take

necessary measures against relevant units and individuals, and address any violations identified after the inspection.

2. Responsibilities of the Board of Supervisors in coordination with the Board of Directors

a. Regularly inform the Board of Directors about the performance results, consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;

b. In meetings of the Board of Supervisors, the Board of Supervisors has the right to request members of the Board of Directors (at the same time requesting the General Director and independent auditors) to attend and answer issues of concern to members of the Board of Supervisors;

c. The periodic and unscheduled inspections of the Board of Supervisors must have a written conclusion (no later than 15 working days from the end date) sent to the Board of Directors to have more basis to assist the Board of Directors in the management of the Company. Depending on the level and results of the above inspection, the Board of Supervisors must discuss and reach an agreement with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the authorized person shall reserve his/her opinion and record it in the minutes and the Head of the Board of Supervisors shall be responsible for reporting to the nearest General Meeting of Shareholders;

d. The Board of Supervisors must receive complaints from shareholders related to the management and operation of the Company, organize the verification of complaints, report to the Board of Directors and respond to complaints from shareholders;

e. In case the Board of Supervisors discovers any violations of the law or the Company's Charter by members of the Board of Directors, the Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to stop the violation and take remedial measures. At the same time, the Board of Supervisors shall be responsible for reporting to the General Meeting of Shareholders, reporting and disclosing information in compliance with current laws;

f. For recommendations related to the Company's operations and finances, the Board of Supervisors must send relevant documents and materials at least fifteen (15) working days before the expected date of receipt of feedback;

g. Other issues requiring the Board of Directors' approval must be submitted at least seven (07) working days in advance and the Board of Directors will respond within seven (07) working days.

Article 81. Coordination of activities between the Board of Directors and the General Director

1. Board of Directors responsible for creating all necessary favorable conditions for the General Director and support staff to complete assigned tasks.

2. The General Director is responsible for strictly implementing the resolutions and decisions of the Board of Directors. In the process of implementing the resolutions and decisions of the Board of Directors, if any content is discovered that is not beneficial to the Company, the General Director is responsible for requesting the Board of Directors

to review and make appropriate adjustments. In case the Board of Directors does not adjust the resolution or decision, the General Director must still implement the resolution or decision but has the right to reserve his opinion.

3. The General Director, who is also a member of the Board of Directors of the Company, is responsible for reporting to the Board of Directors on issues related to the Company's operations.

4. The Chairperson of the Board of Directors attends or authorizes other members of the Board of Directors to attend briefing meetings and meetings to prepare content for the Board of Directors chaired by the General Director.

5. At meetings of the Board of Directors, the Chairperson of the Board of Directors or the person authorized to chair the Board of Directors meeting may decide to invite Deputy General Directors and Heads of relevant specialized Departments/Offices to attend, report on work and give opinions.

6. The General Director and managers are responsible for creating all conditions for members of the Board of Directors to perform assigned tasks, access information, and report fully and promptly.

7. The General Director shall proactively decide on issues within the authority of the General Director according to the Company Charter; decide on measures beyond his authority in emergency cases (such as natural disasters, enemy attacks, incidents) but shall be responsible for such decisions and shall immediately report to the Board of Directors. The reporting period shall be no later than twenty-four (24) hours from the time the emergency arises.

8. Periodically every quarter and every year, the General Director shall send a report on the Company's production and business activities to the Board of Directors, along with necessary recommendations to carry out assigned tasks according to his/her authority. When discovering risks or incidents that may adversely affect the reputation or production and business activities of the Company, the General Director and the manager must promptly report to the Chairperson of the Board of Directors and the Board members directly in charge of that work so that timely measures can be taken.

Article 82. Coordination of activities between the Board of Supervisors and the General Director

1. In meetings of the Board of Supervisors, the Board of Supervisors has the right to request the General Director (at the same time requesting both members of the Board of Directors and independent auditors) to attend and answer issues of concern to the members of the Board of Supervisors.

2. The periodic and unscheduled inspections of the Board of Supervisors must have a written conclusion (no later than 15 working days from the end date) sent to the General Director to have more basis to assist the General Director in the management of the Company. Depending on the level and results of the above inspection, the Board of Supervisors must discuss and reach an agreement with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the Board of Supervisors is authorized to reserve opinions and record them in the minutes and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders.

3. In case the Board of Supervisors discovers any violation of the law or the Company's charter by the General Director, the Board of Supervisors shall notify the General Director in writing within forty-eight (48) hours, requesting the violator to stop the violation and take measures to remedy the consequences. At the same time, the Board of Supervisors shall be responsible for reporting to the General Meeting of Shareholders and disclosing information in accordance with current laws.

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

5. For information and documents on management, business operations and business situation reports, financial reports, the request of the Board of Supervisors must be sent to the Company at least forty-eight (48) hours in advance. The Board of Supervisors must not use information that has not been permitted to be published by the Company or disclose it to others to carry out related transactions.

6. Other issues requiring the General Director's opinion must be submitted at least seven (07) working days in advance and the General Director will respond within seven (07) working days.

CHAPTER VII REGULATIONS ON PERFORMANCE EVALUATION, REWARDS, AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, CONTROLLERS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES OF THE COMPANY

Article 83. Performance Evaluation for Members of the Board of Directors, Members of the Board of Controllers, the General Director, and Other Executives of the Company

1. The performance evaluation of Members of the Board of Directors, Members of the Board of Controllers, the General Director, and Other Executives shall be conducted in accordance with the Company's regulations and through one, several, or all of the following methods:

- a. Self-assessment;
- b. Evaluate activities periodically every 6 months;
- c. Annual performance reviews are conducted at the end of the year;
- d. Conducting ad-hoc surveys or votes of confidence;
- e. Other methods as selected by the Board of Directors from time to time.

2. The Board of Directors shall conduct performance evaluations of the Board members and positions appointed by the Board of Directors.

3. The Head of the Board of Controllers shall organize the evaluation of the performance of each member of the Board of Controllers in fulfilling their assigned

duties.

4. The General Director shall conduct performance evaluations of the positions appointed by the General Director.

Article 84. Criteria for Performance Evaluation

Criteria for evaluating the performance of members of the Board of Directors, members of the Board of Supervisors, General Director and other Executives include:

1. The results of assigned work include the level of completion, volume, quality, and efficiency of individual work and the development and performance of the unit.

2. Moral qualities, lifestyle, awareness, ideology, compliance with and observance of the Company Charter, Company regulations and laws.

3. Spirit of learning to improve qualifications, honesty, eagerness to learn in work, sense of organization, discipline, sense of responsibility in assigned work and current position.

4. Management ability, style, attitude in work management, anti-bureaucracy, corruption, waste.

5. Solidarity and coordination within the Unit, between Units and level of trust with employees.

Article 85. Evaluation classification

Based on the evaluation results, the classification of Members of the Board of Directors, Members of the Board of Controllers, the General Director, and Other Executives is as follows:

1. Outstanding completion of duties;

2. Good completion of duties;

3. Completion of duties;

4. Not yet completed the assigned duties.

Performance evaluation documents of Board of Directors members, Board of Management members and other Executives must be kept at the Company.

Article 86. Rewards

1. For Members of the Board of Directors, the General Director, and Members of the Board of Controllers, the reward system shall be determined by the General Meeting of Shareholders. For other executives, the General Director shall submit proposals to the Board of Directors regarding reward levels based on the performance evaluation outlined in Article 85 of this Regulation.

2. The forms, procedures, and processes for rewards shall be implemented in accordance with the Company's Reward and Commendation Regulations applicable at each point in time.

Article 87. Discipline

1. The Board of Directors is responsible for establishing a disciplinary system based on the nature and severity of violations. The highest disciplinary measures shall

include dismissal from office.

2. Members of the Board of Directors, Members of the Board of Supervisors and business executives who fail to fulfill their duties with honesty, diligence and prudence as required will be personally liable for damages caused by them.

3. Members of the Board of Directors, Supervisors, and business executives who violate the law or the Company's regulations while performing their duties shall, depending on the severity of the violation, be subject to disciplinary action, administrative sanctions, or criminal prosecution in accordance with the law and the Company's Charter. In case of causing damage to the Company's interests, shareholders or others shall be required to compensate in accordance with the law.

CHAPTER VIII REPORTING AND INFORMATION DISCLOSURE

Article 88. Obligation to disclose information

The company is obligated to disclose full, accurate, and timely information on a regular and exceptional basis in accordance with securities laws regarding information disclosure to shareholders and the investing public. The company must disclose all other information that could potentially affect stock prices and influence the decisions of shareholders and investors.

The method of information disclosure must be carried out in compliance with the laws and the company's charter to ensure that shareholders and the investing public have equal access. The language used in the information disclosure should be clear, understandable, and avoid causing any misunderstanding for shareholders and the investing public.

Article 89. Reports and disclosures about the company's organizational management structure and operations

The company must report to the State Securities Commission, the Stock Exchange, and disclose information regarding any changes in its organizational management structure and operations within twenty-four (24) hours from the date the General Meeting of Shareholders makes a decision to change.

Article 90. Reporting and disclosure of information on corporate governance

1. The Company must report on its corporate governance status at the Annual General Meeting of Shareholders and disclose this information in the Company's Annual Report in compliance with securities regulations on information disclosure.

2. The Company is obligated to report and disclose information on its corporate governance status every six (06) months in compliance with securities regulations on information disclosure.

Article 91. Disclosure of information on income of members of the Board of Directors and General Director

The remuneration of each member of the Board of Directors and the salary of the General Director and other managers must be shown as a separate item in the Company's Annual Financial Report and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 92. Responsibility for reporting and information disclosure of members of the Board of Directors, members of the Board of Supervisors, and General Director

In addition to the responsibilities prescribed in Article 291 of Decree 155/2020/ND-CP, members of the Board of Directors, members of the Board of Supervisors, and the General Director are responsible for reporting to the Board of Directors and the Board of Supervisors in the following cases:

1. Transactions between the Company and any company in which the aforementioned individuals are founding members or have held managerial positions within the past three (03) years prior to the transaction.

2. Transactions between the Company and companies in which affiliated persons of the above entities are members of the Board of Directors, General Director or major shareholders.

**CHAPTER IX
AMENDMENTS OF THE INTERNAL REGULATIONS ON
CORPORATE GOVERNANCE**

Article 93. Amendment of the Internal Regulations on Corporate Governance

1. Any amendments and supplements to this Regulation must be reviewed and decided by the General Meeting of Shareholders.

2. In the event that there are legal provisions related to the Company's operations that are not covered in this Regulation, or if any provisions of this Regulation conflict with the law, the relevant legal provisions shall automatically apply and govern the Company's operations.

**CHAPTER X
EFFECTIVE DATE**

Article 94. Effective date

1. This regulation consists of 10 Chapters and 94 Articles, and was approved by the Annual General Meeting of Shareholders of the Company on April 10, 2025

2. This regulation replaces the Internal Regulation on Corporate Governance of Vinatrans, which was approved by the Annual General Meeting of Shareholders on March 31, 2021.

3. Any copies or extracts of the Internal Regulation on Corporate Governance of the Company must be signed by the Chairperson of the Board of Directors or at least half (1/2) of the total number of Board members in order to be valid.

ON BEHALF OF BOARD OF DIRECTORS

CHAIRMAN

Nguyen Minh Huy

Note: The translation is for information purpose only and does not substitute the official Vietnamese contents. In case of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.

