

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE
BEN THANH TOURISM SERVICES CORPORATION

(Issued pursuant to Resolution of the 01/2026/NQ-ĐHĐCĐ dated 05/06/2026)

Ho Chi Minh City, 05/06/2026

TABLE OF CONTENTS

Chapter I: GENERAL PROVISIONS -----	8
Article 1. Scope of regulation and subjects of application -----	8
Article 2. Explanation of terms and abbreviations -----	8
Chapter II : GENERAL MEETING OF SHAREHOLDERS -----	9
I. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS PASSING RESOLUTION BY VOTING AT THE GENERAL MEETING OF SHAREHOLDERS (FIRST, ONLINE, ONLINE COMBINED ONLINE) -----	9
SECTION 1: GENERAL PROVISIONS -----	9
Article 3. Roles, rights, and obligations of the General Meeting of Shareholders -----	9
Article 4. Authority to convene the General Meeting of Shareholders -----	9
Article 5. Personnel of the General Meeting of Shareholders -----	10
Article 6. To prepare the list of shareholders entitled to attend the meeting and notify the closing of the list of shareholders entitled to attend the General Meeting of Shareholders -	12
Article 7. Notice of convocation of the General Meeting of Shareholders -----	12
Article 8. Agenda and content of the General Meeting of Shareholders -----	12
Article 9. Methods of registration and authorization to attend the General Meeting of Shareholders -----	13
Article 10. Conditions for conducting the General Meeting of Shareholders -----	14
Article 11. Forms of passing resolutions of the General Meeting of Shareholders -----	14
Article 12. Matters passed at the General Meeting of Shareholders -----	14
Article 13. Conditions for a resolution to be passed-----	15
Article 14. Notification of vote counting results-----	16
Article 15. Methods of objecting to decisions of the General Meeting of Shareholders -----	16
Article 16. Preparation of Minutes of the General Meeting of Shareholders -----	17
Article 17. Announcement of Resolutions and Minutes of the General Meeting of Shareholders -----	17

SECTION 2: SPECIFIC PROVISIONS FOR EACH FORM OF VOTING AT THE MEETING	17
<i>Section 2.1: Specific provisions for voting at in-person meetings</i>	17
Article 18. Methods of registering to attend the in-person General Meeting of Shareholders	17
Article 19. Voting to pass issues at the in-person General Meeting of Shareholders.....	18
Article 20. Voting methods at the in-person General Meeting of Shareholders.....	19
Article 21. Election voting methods at the in-person General Meeting of Shareholders ----	19
Article 22. Vote counting methods at the in-person General Meeting of Shareholders	20
<i>Section 2.2: Specific regulations on voting forms at online meetings</i>	20
Article 23. Methods for registering to attend the online General Meeting of Shareholders -	20
Article 24. Providing login information and performing electronic voting	21
Article 25. Authorization for representatives to attend the online General Meeting of Shareholders	21
Article 26. Discussion at the online General Meeting of Shareholders.....	21
Article 27. Forms of passing Resolutions of the online General Meeting of Shareholders--	22
Article 28. How to vote online	22
Article 29. Online vote counting methods	23
Article 30. Preparation of minutes for the online General Meeting of Shareholders	23
<i>Section 2.3: Specific regulations on voting forms at in-person combined with online meetings</i>	23
Article 31. Methods of registering to attend the in-person combined with online General Meeting of Shareholders	23
Article 32. Authorization for a representative to attend the in-person combined with online General Meeting of Shareholders	23
Article 33. Forms of passing resolutions at the in-person combined with online General Meeting of Shareholders	23
Article 34. Voting methods at the in-person combined with online General Meeting of Shareholders	23

Article 35. Vote counting methods at the in-person combined with online General Meeting of Shareholders	23
Article 36. Preparation of meeting minutes at the in-person combined with online General Meeting of Shareholders	23
II. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTION IN THE FORM OF COLLECTING WRITTEN OPINIONS--	23
Article 37. Cases where shareholders' opinions are collected in writing	24
Article 38. Cases where written opinions may not be collected	24
Article 39. Sequence and procedures for the General Meeting of Shareholders to pass Resolutions by collecting written opinions	24
SECTION 1: GENERAL PROVISIONS	27
Article 40. Roles, Rights, and Obligations of the BOD.....	27
Article 41. Rights, obligations, and responsibilities of Board of Directors' members	27
SECTION 2: REGULATIONS ON NOMINATION, CANDIDATION, ELECTION, REMOVAL AND REMOVAL OF BOD MEMBERS	28
Article 42. Number, term, and structure of the Board of Directors	28
Article 43. Standards and conditions for Board of Directors' members.....	29
Article 44. Nomination and candidacy of members of the Board of Directors.....	29
Article 45. Method of electing members of the Board of Directors.....	30
Article 46. Cases of dismissal, removal, replacement, and supplementation of members of the Board of Directors.....	31
Article 47. Notification of election, dismissal, and removal of members of the Board of Directors	31
Article 48. Method of nominating candidates for the Board of Directors.....	32
Article 49. Election, removal, and dismissal of the Chairman of the Board of Directors....	32
SECTION 3: REMUNERATION, BONUS AND OTHER BENEFITS OF BOARD MEMBERS.....	33
Article 50. Remuneration, bonuses, and other benefits of members of the Board of Directors	33

SECTION 4: REGULATIONS ON ORDER AND PROCEDURES FOR ORGANIZING BOARD OF DIRECTORS MEETINGS -----	33
Article 51. Minimum number of meetings per month/quarter/year -----	33
Article 52. Cases requiring the convening of extraordinary meetings of Board of Directors	34
Article 53. Notice of Board of Directors meeting and the right of members of the Board of Supervisors to attend meetings of the Board of Directors -----	34
Article 54. Conditions for convening a meeting of the Board of Directors -----	34
Article 55. Voting methods -----	35
Article 56. Methods of passing resolutions of the Board of Directors-----	35
Article 57. Authorization of another person to attend meetings by a member of the Board of Directors -----	36
Article 58. Preparation of minutes for the Board of Directors meeting -----	36
Article 59. In case the chairperson and/or secretary refuse to sign the minutes of the Board of Directors meeting-----	36
Article 60. Notification of resolutions and decisions of the Board of Directors -----	36
SECTION 5: THE COMMITTEES OF THE BOARD OF DIRECTORS -----	37
Article 61. Committees under the Board of Directors-----	37
SECTION 6: SELECTION, APPOINTMENT, REMOVAL, AND DISMISSAL OF THE PERSON IN CHARGE OF CORPORATE GOVERNANCE -----	37
Article 62. Standards for the Person in charge of corporate governance -----	37
Article 63. Appointment of the Person in charge of corporate governance -----	37
Article 64. Cases of removal and dismissal of the Person in charge of corporate governance	37
Article 65. Notification of appointment, removal, and dismissal of the Corporate Governance Officer -----	37
Article 66. Rights and Obligations of the Corporate Governance Officer -----	38
Chapter IV: BOARD OF SUPERVISORS -----	38
SECTION 1: GENERAL PROVISIONS -----	38

Article 67. Role, rights, and obligations of the Board of Supervisors, and responsibilities of members of the Board of Supervisors ----- 38

SECTION 2: REGULATIONS ON TERM, QUANTITY, COMPOSITION, AND STRUCTURE OF THE BOARD OF SUPERVISORS ----- 39

Article 68. Quantity, term, composition, and structure of members of the Board of Supervisors ----- 39

Article 69. Standards and conditions for members of the Board of Supervisors----- 39

Article 70. Nomination and self-nomination of members of the Board of Supervisors----- 40

Article 71. Method of electing members of the Board of Supervisors----- 40

Article 72. Cases of dismissal and removal of members of the Board of Supervisors ----- 41

Article 73. Notification of election, dismissal, and removal of members of the Board of Supervisors 41

Article 74. Salaries and other benefits of members of the Board of Supervisors ----- 42

Chapter V: GENERAL DIRECTOR ----- 42

Article 75. Role, responsibilities, rights, and obligations of the General Director----- 42

Article 76. Term, standards, and conditions of the General Director ----- 43

Article 77. Candidacy and nomination of the General Director ----- 43

Article 78. Appointment, dismissal, signing of contracts, and termination of contracts for the General Director ----- 43

Article 79. Notification of appointment, dismissal, removal, signing of contracts, and termination of contracts for the General Director----- 43

Article 80. Salaries and other benefits of the General Director----- 43

SECTION 1: REGULATIONS ON COORDINATION BETWEEN THE BOARD OF DIRECTORS, BOARD OF SUPERVISORS AND GENERAL DIRECTOR ----- 44

Article 81. Procedures and sequence for convening, notifying meeting invitations, recording minutes, and notifying meeting results between the Board of Directors, the Board of Supervisors, and the General Director----- 44

Article 82. Notification of Resolutions/Decisions of the Board of Directors to the Board of Supervisors	44
Article 83. Notification of Resolutions/Decisions of the Board of Directors to the General Director	44
Article 84. Cases in which the Board of Supervisors and the General Director request to convene a meeting of the Board of Directors and issues requiring the opinion of the Board of Directors	44
Article 85. Report of the General Director to the Board of Directors on the performance of assigned duties and powers	45
Article 86. Reviewing the implementation of resolutions and other matters authorized by the Board of Directors to the General Director	45
Article 87. Matters that the General Director must report, provide information on, and the notification methods to the Board of Directors and the Board of Supervisors	45
Article 88. Coordinating control, management, and supervision activities among members of the Board of Directors, Supervisors, and the General Director according to the specific duties of the aforementioned members	46
SECTION 2: REGULATIONS ON ANNUAL EVALUATION OF REWARDS AND DISCIPLINARY ACTIVITIES FOR MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTORS AND OTHER ENTERPRISE EXECUTIVES	48
Article 89. Regulations on the evaluation of the performance of members of the Board of Directors, Supervisors, the General Director, and other executives.....	48
Article 90. Rewards	48
Article 91. Discipline	48
Chapter VII: AMENDMENTS TO REGULATIONS ON CORPORATE GOVERNANCE.....	49
Article 92. Supplementing and amending the Regulations on Corporate Governance	49
Chapter VIII: EFFECTIVE DATE	49
Article 93. Effective date.....	49

Chapter I: GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: These regulations are developed in accordance with Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance, stipulating the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the sequence and procedures for the General Meeting of Shareholders; nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Board of Supervisors, the General Director, and other activities as prescribed in the Company Charter and other current legal regulations.

2. Subjects of application: These regulations apply to members of the Board of Directors, the Board of Supervisors, the General Director, and related persons mentioned in these regulations.

Article 2. Explanation of terms and abbreviations

1. "Charter capital" is the total par value of shares sold or registered for purchase upon the establishment of the Joint Stock Company and as prescribed in Article 6 of this Company Charter;

2. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of The Socialist Republic of Vietnam on June 17, 2020, and its amendments and supplements;

3. "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of The Socialist Republic of Vietnam on November 26, 2019, and its amendments and supplements;

4. "Establishment date" is the date the Company was first granted the Business Registration Certificate (Business Registration Certificate and equivalent valid documents);

5. "Corporate Executive" is the General Director, Deputy General Director, or Chief Accountant appointed by the Board of Directors;

6. "Corporate Manager" is a manager of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, and the General Director appointed by the General Meeting of Shareholders or the Board of Directors;

7. "Affiliated persons" are individuals and organizations as prescribed in Clause 46, Article 4 of the Law on Securities;

8. "Shareholder" is an individual or organization owning at least 01 (one) share of the Company;

9. "Major shareholder" is a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;

10. "Member of the Board of Supervisors" is a Supervisor;

11. "Duration of operation" is the operating period of the Company as prescribed in Article 2 of this Company Charter;

12. "Stock Exchange" is the Vietnam Stock Exchange and its subsidiaries.

13. "Non-executive member of the BOD" is a member of the BOD who is not the General Director, Deputy General Director, or Chief Accountant according to the Company Charter.

14. "Shareholder/Delegate Eligibility Verification Committee" is the department in charge of determining the conditions for conducting the General Meeting of Shareholders in accordance with the law and the Company Charter.

15. "Company" is Ben Thanh Tourism Service Corporation

16. "BOD" is the Board of Directors

17. "Candidacy" is self-nomination

18. "BOS" is the Board of Supervisors

19. "VSDC" is the Vietnam Securities Depository and Clearing Corporation (VSDC)

20. "Delegate" is a Shareholder or a representative (a person authorized by a shareholder)

21. "Corporate Governance Officer" is the person with responsibilities and powers as prescribed

in Article 281 of Decree 155/2020/ND-CP.

22. "Online meeting" is a form of organizing the General Meeting of Shareholders using electronic means to transmit images and sound via the internet, allowing shareholders in different locations to monitor the proceedings of the meeting, discuss, and vote on meeting issues.

23. "Electronic voting" is the act of a shareholder voting through the Electronic voting system as prescribed in these Regulations.

24. "Username and password" include the username and password uniquely issued by the Company to each shareholder.

25. "Contact address" is the registered head office address for organizations; the permanent residence, workplace, or other address of an individual that they have registered with the enterprise as a contact address

26. "Trade secret" is information obtained from financial and intellectual investment activities that has not been disclosed and is capable of being used in business. Examples include: Long-term and short-term plans for company development, including goals, target markets, and competitive approaches; Information and data on revenue, costs, profits, and other financial indicators that the company has not publicly disclosed; Processes for designing tour programs or managing customers; Information technology systems, booking management software, and data analysis tools that the company develops or uses to optimize operations, Customer data (including detailed customer information, including preferences, consumption behavior, and feedback, helping the company personalize services and improve customer experience);...

Chapter II : GENERAL MEETING OF SHAREHOLDERS

I. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS PASSING RESOLUTION BY VOTING AT THE GENERAL MEETING OF SHAREHOLDERS (FIRST, ONLINE, ONLINE COMBINED ONLINE)

SECTION 1: GENERAL PROVISIONS

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

The roles, rights, and obligations of the General Meeting of Shareholders are prescribed in Article 138 of the Law on Enterprises No. 59/2020/QH14, the Law on Securities No. 54/2019/QH14, and Articles 14 and 15 of the Company Charter.

Article 4. Authority to convene the General Meeting of Shareholders

(Pursuant to the provisions of Article 140 of the Law on Enterprises and Article 14 of the Company Charter)

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:

- a. The Board of Directors deems it necessary for the interests of the company;
- b. The number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c. At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of this Law; the request to convene the General Meeting of Shareholders must be in writing, clearly stating the reasons and purpose of the meeting, and must have sufficient signatures of the relevant shareholders, or the request document may be prepared in multiple copies and collect sufficient signatures of the relevant shareholders;

- d. At the request of the Board of Supervisors;
 - e. Other cases as prescribed by law and the Company Charter.
2. The BOD must determine the opening date of the General Meeting of Shareholders within 60 (sixty) days from the date the number of remaining BOD members or Supervisors is as prescribed in Point b, Clause 1 of this Article or from the date of receiving the request as prescribed in Point c and Point d, Clause 1 of this Article;
 3. In case the BOD fails to convene the General Meeting of Shareholders as prescribed in Clause 2 of this Article, then within the next 30 (thirty) days, the Board of Supervisors must replace the BOD to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;
 4. In the event that the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Clause 3 of this Article, the shareholder or group of shareholders as prescribed in Point c, Clause 1 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.
 5. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the sequence and procedures for convening and conducting the meeting and passing resolutions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.
 6. Procedures for organizing the General Meeting of Shareholders shall be in accordance with Clause 5, Article 140 of the Law on Enterprises.

Article 5. Personnel of the General Meeting of Shareholders

(Pursuant to Article 146 of the Law on Enterprises and Clause 2, Article 20 of the Company's Charter)

1. Chairperson and Presidium:
 - a. The Chairman of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to act as the chairperson for the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect 01 (one) person among them to act as the chairperson of the meeting by majority vote. In the event that a chairperson cannot be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a chairperson from among the attendees, and the person with the highest number of votes shall act as the chairperson of the meeting;
 - b. Except for the case prescribed in Point a of this Clause, the person signing the notice to convene the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a chairperson, and the person with the highest number of votes shall act as the chairperson of the meeting;
 - c. The chairperson has the right to take necessary measures to conduct the meeting in a reasonable, orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.
 - d. The chairperson of the General Meeting of Shareholders has the following rights:
 - To require all attendees to undergo inspection or other lawful and reasonable security measures;
 - To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders those who do not comply with the chairperson's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security inspection requirements.
 - e. The chairperson has the right to postpone the General Meeting of Shareholders that has reached the required number of attendees for a maximum of 03 (three) working days from the intended opening

date and may only postpone the meeting or change the meeting venue in the following cases:

- The meeting venue does not have sufficient comfortable seating for all attendees;
- The communication equipment at the meeting venue does not ensure that attending shareholders can participate, discuss, and vote;
- There are attendees who obstruct or disrupt order, posing a risk that the meeting will not be conducted fairly and legally.

f. Other rights and obligations of the Chairperson as prescribed by current law.

g. The Presidium consists of at least 01 (one) person, including 01 (one) Chairperson and other members (if any).

h. Duties of the Presidium:

- To conduct the activities of the Company's General Meeting of Shareholders according to the expected agenda of the Board of Directors which has been approved by the General Meeting of Shareholders;

- To guide delegates and the Meeting in discussing the contents included in the agenda;
- To present drafts and conclude on necessary issues for the Meeting to vote on;
- To respond to issues requested by the Meeting;
- To resolve issues arising during the course of the Meeting.

i. Working principles of the Presidium: The Presidium works on the principle of collective leadership, democratic centralism, and majority decision-making.

2. Meeting Secretary:

a. The chairperson shall appoint 01 (one) or a number of persons to act as meeting secretary;

b. Duties of the Meeting Secretary:

- To record the content of the Meeting fully and truthfully;
- To receive registration forms for speaking from shareholders/delegates;
- To prepare the Meeting Minutes and draft the Resolution of the General Meeting of Shareholders;
- To assist the chairperson in disclosing information related to the General Meeting of Shareholders

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

- Other duties as requested by the chairperson.

3. Vote Counting Committee:

a. The General Meeting of Shareholders shall elect 01 (one) or a number of persons to the vote counting committee upon the chairperson's recommendation;

b. Duties of the Vote Counting Committee:

- To disseminate principles, rules, and instructions on voting methods.
- To count and record voting ballots, prepare vote counting minutes, and announce results; to transfer the minutes to the chairperson for approval of the voting results.

- To promptly notify the secretary of the voting results.

- To review and report to the Meeting on cases of violation of voting rules or complaints regarding voting results.

4. Shareholder/Delegate Eligibility Verification Committee:

a. The person convening the General Meeting of Shareholders as prescribed in Article 140 of the Law on Enterprises shall appoint 01 (one) or a number of persons to the Shareholder/Delegate Eligibility Verification Committee to serve the meeting. The committee for the meeting consists of at least 02 (two) people, including 01 (one) Head of the Committee and at least 01 (one) member.

b. Duties of the Shareholder/Delegate Eligibility Verification Committee:

- To verify the eligibility and status of shareholders and shareholder representatives attending the meeting.

- The Head of the Eligibility Verification Committee shall report to the General Meeting of

Shareholders on the status of shareholders attending the meeting. If the meeting has a sufficient number of shareholders and authorized representatives representing over 50% of the total voting shares, the Company's General Meeting of Shareholders shall be held.

- To participate in counting votes on other matters before the Vote Counting Committee is established.

Article 6. To prepare the list of shareholders entitled to attend the meeting and notify the closing of the list of shareholders entitled to attend the General Meeting of Shareholders

(Pursuant to Point a, Clause 2, Article 18 of the Company's Charter; Regulations on the exercise of rights of VSDC)

1. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before the record date.

2. The Company shall perform the procedures for preparing the list of shareholders and related procedures in accordance with the Regulations on the exercise of rights of the Vietnam Securities Depository and Clearing Corporation or other provisions of law (applied when the Company does not register securities at VSDC).

Article 7. Notice of convocation of the General Meeting of Shareholders

(Pursuant to Article 143 of the Law on Enterprises No. 59/2020/QH14)

1. The person convening the General Meeting of Shareholders must send a notice of invitation to all shareholders on the list of shareholders entitled to attend the meeting no later than 21 (twenty-one) days before the opening date. The invitation notice must include the name, address of the head office, enterprise identification number; name and contact address of the shareholder, time, venue of the meeting, and other requirements for attendees.

2. The invitation notice shall be sent by a method ensuring it reaches the shareholder's contact address and posted on the company's website.

3. The invitation notice must be accompanied by the following documents:

a. The meeting agenda, documents used in the meeting, and draft resolutions for each issue in the meeting agenda;

b. Voting/election ballots. Note that in the case of inviting shareholders to the General Meeting of Shareholders in an online format, voting/election ballots do not need to be sent with the invitation notice.

4. In case the company has a website, the sending of meeting documents accompanying the invitation notice as prescribed in Clause 3 of this Article may be replaced by posting them on the company's website. In this case, the invitation notice must clearly state where and how to download the documents.

Article 8. Agenda and content of the General Meeting of Shareholders

(Pursuant to Article 142 of the Law on Enterprises and Article 18 of the Company's Charter)

1. The person convening the General Meeting of Shareholders must prepare the agenda and content of the meeting in accordance with Article 18 of the Company's Charter.

2. A shareholder or group of shareholders as prescribed in Clause 2, Article 12 of the Company's Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company no later than 05 (five) working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, quantity of each type of share held by the shareholder, contact address, nationality, ID card number, People's Identity Card, Passport, or other lawful personal identification for individual shareholders; name, enterprise identification number or decision on establishment number, address of the head office for institutional shareholders; the quantity and type of shares held by that shareholder, and the issue proposed to be included

in the meeting agenda.

3. In the event that the person convening the General Meeting of Shareholders refuses the proposal prescribed in Clause 2 of this Article, they must respond in writing no later than 02 (two) working days before the opening date of the General Meeting of Shareholders, clearly stating the reasons. In the event that the person convening the General Meeting of Shareholders or the proposer requests an exchange/discussion, the two parties must exchange/discuss before the convener responds in writing regarding the refusal. The person convening the General Meeting of Shareholders may only refuse the proposal if it falls into one of the following cases:

- a. The proposal was submitted not in accordance with the provisions of Clause 2 of this Article;
- b. At the time of the proposal, the shareholder or group of shareholders did not hold at least 5% (five percent) of ordinary shares as prescribed in Clause 2, Article 12 of the Company Charter;
- c. The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;
- d. Other cases as prescribed by law and the Company Charter.

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

Article 9. Methods of registration and authorization to attend the General Meeting of Shareholders

(Pursuant to the provisions of Article 144 of the Law on Enterprises; Article 16, Clauses 1, 2, 5 of Article 20 of the Company Charter)

1. Methods of registration to attend the General Meeting of Shareholders before the opening date of the General Meeting of Shareholders:

a. The method of registration to attend the General Meeting of Shareholders is clearly specified in the Notice of the General Meeting of Shareholders, including contacting the Company or sending the Registration Form to attend the Meeting (attached to the Notice of the General Meeting of Shareholders sent to shareholders) to the Company.

b. Shareholders choose the method of registration to attend the General Meeting of Shareholders according to the instructions provided in the notice, including:

- Attending and voting/electing directly at the meeting;
- Authorizing 01 (one) other representative to attend and vote/elect at the meeting and complying with the provisions of Clause 2 of this Article (in case more than one representative is appointed, the specific number of shares and the number of votes/ballots authorized for each representative must be specified).
- Attending and voting/electing via online conference, electronic voting, or other electronic forms;
- Sending voting/election ballots to the meeting via mail, fax, or email;
- Other forms of registration to attend the General Meeting of Shareholders in accordance with the provisions of the Law.
- The Company must make maximum efforts to apply modern information technology so that shareholders can attend and express their opinions at the General Meeting of Shareholders in the best way, including guiding shareholders to vote via online General Meeting of Shareholders, electronic voting, or other electronic forms as prescribed in Article 144 of the Law on Enterprises and the Company Charter.

2. Regulations on authorization to attend the meeting:

a. Shareholders and authorized representatives of shareholders shall exercise authorization in accordance with the provisions of Article 16 of the Company Charter;

b. The authorization for an individual or organization to represent a shareholder at the General

Meeting of Shareholders as prescribed in Point a, Clause 2 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of the authorization, the term of the authorization, and the signatures of the authorizing party and the authorized party.

c. The voting/election ballot of the authorized person attending the meeting within the authorized scope remains valid when one of the following cases occurs:

- The authorizing person is deceased, has limited civil act capacity, or has lost civil act capacity;
- The authorizing person has revoked the appointment of authorization;
- The authorizing person has revoked the authority of the person exercising the authorization.

This provision does not apply in case the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 10. Conditions for conducting the General Meeting of Shareholders

(Pursuant to the provisions of Article 19 of the Company Charter)

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents over 50% of the total voting shares.

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

3. In case the second meeting does not meet the conditions for being conducted as prescribed in Clause 2 of this Article, the notice for the third meeting shall be sent within thirty (30) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the attending shareholders.

Article 11. Forms of passing resolutions of the General Meeting of Shareholders

(Pursuant to the provisions of Article 147 of the Law on Enterprises No. 59/2020/QH14; Article 22 of the Company Charter)

1. The General Meeting of Shareholders passes resolutions under its authority by voting at the meeting:

- a. Face-to-face meeting;
- b. Online conference;
- c. In-person meeting combined with online conference.

2. The General Meeting of Shareholders passes resolutions under its authority by collecting written opinions (As prescribed in Part II – This Chapter):

- a. Sending opinion ballots via mail, fax, or email;
- b. Sending opinion ballots via electronic voting;
- c. Sending opinion ballots via mail, fax, or email combined with electronic voting.

Article 12. Matters passed at the General Meeting of Shareholders

(Pursuant to the provisions of Article 147 and Article 167 of the Law on Enterprises; Article 15 of the Company Charter)

- 1. Approving the Company's development orientation;
- 2. Reviewing and handling violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;
- 3. The Company's annual business plan;

4. The audited annual Financial Statements;
5. Report of the Board of Directors on corporate governance and the performance results of the Board of Directors and each member of the Board of Directors;
6. Report of the Board of Supervisors on the Company's business results and the performance results of the Board of Directors and the General Director;
7. Self-assessment report on the performance results of the Board of Supervisors and members of the Board of Supervisors;
8. Deciding on the types of shares and the total number of shares of each type authorized to be offered and the transfer of shares of founding members within the first 03 (three) years from the date of establishment; deciding on the annual dividend rate for each type of share.
9. Electing, dismissing, and removing members of the Board of Directors and members of the Board of Supervisors;
10. Deciding on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent Financial Statements;
11. Deciding on amendments and supplements to the Company Charter;
12. Approving the annual Financial Statements;
13. Deciding on the repurchase of over 10% (ten percent) of the total sold shares of each type;
14. Reviewing and handling violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;
15. Deciding on the reorganization or dissolution of the Company and appointing a liquidator;
16. Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
17. Approving, supplementing, and adjusting the Regulations on Corporate Governance; Regulations on Operation of the Board of Directors; Regulations on Operation of the Board of Supervisors;
18. Approving the list of approved auditing firms; deciding on the approved auditing firm to inspect the Company's operations, and removing the approved auditor when deemed necessary;
19. The number of members of the Board of Directors and the Board of Supervisors;
20. Splitting, separating, consolidating, merging, or converting the Company;
21. The Company entering into contracts or transactions with the subjects prescribed in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent Financial Statements;
22. Approving transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
23. Other matters as prescribed by law and the Company Charter.

Article 13. Conditions for a resolution to be passed

(Pursuant to the provisions of Article 21 of the Company Charter)

1. A resolution on the following matters shall be passed if approved by shareholders representing 65% of the total voting shares or more of all attending shareholders, except for the cases prescribed in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:
 - a. Types of shares and the total number of shares of each type;
 - b. Changing the business lines and fields;
 - c. Changing the company's management organizational structure;
 - d. Investment projects or sale of assets valued at 35% or more of the total asset value recorded in

the company's most recent Financial Statements;

- e. Reorganizing or dissolving the company;
 - f. Extending the company's operation term;
2. Resolutions shall be passed when approved by shareholders owning over 50% of the total voting shares of all attending shareholders, except for the cases prescribed in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

In the case of electing members of the Board of Directors and the Board of Supervisors, if the number of candidates is less than or equal to the number of members of the Board of Directors/Board of Supervisors to be elected, the election of members of the Board of Directors/Board of Supervisors may be conducted by cumulative voting as prescribed in Clause 3, Article 148 of the Law on Enterprises or by voting (in favor, against, abstain). The voting rate for approval by voting method shall be implemented in accordance with Clause 2, Article 21 of the Company Charter.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total shares with voting rights are legal and effective even if the sequence and procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Company Charter.

Article 14. Notification of vote counting results

The Vote Counting Committee shall check, summarize, and report the results of each issue to the Chairperson. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting.

Article 15. Methods of objecting to decisions of the General Meeting of Shareholders

(Pursuant to the provisions of Article 132 and Article 151 of the Law on Enterprises)

1. Shareholders who have voted against a resolution on the reorganization of the company or changes to the rights and obligations of shareholders as stipulated in the Company Charter have the right to request the company to buy back their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reasons for requesting the company to buy them back. The request must be sent to the company within 10 (ten) days from the date the General Meeting of Shareholders passes the resolution on the issues stipulated in this clause.

2. The company must buy back shares at the request of shareholders as stipulated in Clause 1 of this Article at the market price or a price calculated according to the principles stipulated in the Company Charter within ninety (90) days from the date of receiving the request. In case an agreement on the price cannot be reached, the parties may request a valuation organization to determine the price. The company shall introduce at least 03 (three) valuation organizations for the shareholder to choose from, and that choice shall be the final decision.

3. Within ninety (90) days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results for collecting opinions of the General Meeting of Shareholders, shareholders or groups of shareholders as stipulated in Clause 2, Article 115 of this Law have the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

- a. The sequence and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of this Law and the Company Charter, except for the case stipulated in Clause 2, Article 152 of this Law;

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

Article 16. Preparation of Minutes of the General Meeting of Shareholders

(Pursuant to the provisions of Article 23 of the Company Charter)

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may be prepared in foreign languages, and must contain the following main contents:

- a. Name, address of the head office, and enterprise identification number;
- b. Time and location of the General Meeting of Shareholders;
- c. Agenda and content of the meeting;
- d. Full name of the Chairperson and the Secretary;
- e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue in the agenda;
- f. Number of shareholders and total number of voting shares of shareholders attending the meeting, appendix of the list of registered shareholders, representatives of shareholders attending the meeting with the corresponding number of shares and number of votes;
- g. Total number of votes for each voting issue, clearly stating the voting method, total number of valid and invalid votes, in favor, against, and abstain; the corresponding percentage of the total number of votes of shareholders attending the meeting;
- h. Summary of votes for each candidate (if any);
- i. Issues that have been passed and the corresponding percentage of votes for approval;
- j. Full name and signature of the Chairperson and the Secretary. In case the Chairperson or Secretary refuses to sign the meeting minutes, these minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and containing full content as prescribed in this clause. The meeting minutes shall clearly state the refusal of the Chairperson or Secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairperson and the Secretary of the meeting or other persons signing the minutes shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.

3. Minutes prepared in Vietnamese and in a foreign language shall have the same legal validity. In case there is a difference in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall apply.

Article 17. Announcement of Resolutions and Minutes of the General Meeting of Shareholders

(Pursuant to the provisions of Article 23 of the Company Charter)

1. The Resolution, Minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, the power of attorney to attend the meeting, all documents attached to the Minutes (if any), and related documents attached to the meeting invitation notice must be kept at the Company's head office.

2. The Resolution, Minutes of the General Meeting of Shareholders, and attached documents must be disclosed in accordance with the law on information disclosure in the securities market.

SECTION 2: SPECIFIC PROVISIONS FOR EACH FORM OF VOTING AT THE MEETING

Section 2.1: Specific provisions for voting at in-person meetings

Article 18. Methods of registering to attend the in-person General Meeting of Shareholders

(Pursuant to the provisions of Clause 1, Article 20 of the Company Charter)

Before the opening of the meeting, the Company must carry out shareholder registration procedures and must continue registration until all shareholders entitled to attend the meeting have registered, in the following order:

a. When conducting shareholder registration, delegates sign to confirm their attendance at the GMS, after which the Company issues to each delegate a voting card/ballot/election card, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting/election shares of that shareholder are recorded.

b. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting in favor, against, or abstain. The vote counting results are announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting. The Meeting elects those responsible for counting votes or supervising the vote counting as proposed by the Chairperson. The number of members of the Vote Counting Committee is decided by the General Meeting of Shareholders based on the proposal of the meeting Chairperson;

c. Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has opened have the right to register immediately and then have the right to participate and vote/elect at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of the issues already voted/elected before that shall not change.

Article 19. Voting to pass issues at the in-person General Meeting of Shareholders

(Pursuant to the provisions of the Working Regulations; Election Regulations at the General Meeting of Shareholders)

1. General principles:

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

b. Voting cards, ballots, and election cards are printed, stamped with the company seal, and sent directly to delegates at the meeting (attached to the GMS attendance document set). Each delegate is issued a Voting Card/Ballot/Election Card. The Voting Card/Ballot/Election Card clearly states the delegate code, full name, number of shares owned, and authorized voting shares of that delegate.

2. Regulations on the validity of ballots and election cards

a. Voting card:

- **Valid voting card:** is a card according to the pre-printed template issued by the Organizing Committee, bearing the company seal, without erasures, scraping, tearing, etc., and without any content written other than what is prescribed for this card.

- **Invalid voting card:** Content does not comply with the regulations of a valid voting card.

b. Ballot

- **Valid ballot:** is a ballot according to the pre-printed template issued by the Organizing Committee, bearing the company seal, without erasures, scraping, tearing, etc., and without any content written other than what is prescribed for this ballot. In case of direct voting/remote voting (via mail, fax, email, or other means as prescribed in the Company Charter), it must be signed and clearly state the full name (handwritten) of the attending delegate and sent to the Vote Counting Committee before the time of vote counting. On the ballot, the voting content is valid when the delegate marks to select 01 (one) of the 03 (three) voting squares.

- **Invalid ballot:** Content does not comply with the regulations of a valid ballot.

c. Election card

- **Valid election card:** is an election card according to the pre-printed template issued by the Organizing Committee, bearing the company seal, without erasures, scraping, tearing, etc., and without any

content written other than what is prescribed for this card. In case of direct voting/remote voting (via mail, fax, email, or other means as prescribed in the Company Charter), it must be signed and clearly state the full name (handwritten) of the attending delegate and sent to the Vote Counting Committee before the time of vote counting.

- Invalid election card:

- Content does not comply with the regulations of a valid election card.
- The number of candidates that the delegate votes for is greater than the number of candidates required to be elected;
- The ballot has a total number of votes for candidates by the shareholder or representative that is greater than the total number of votes permitted to be cast;
- Other regulations as prescribed by the Election Regulations of the General Meeting of Shareholders and the Company Charter.

Article 20. Voting methods at the in-person General Meeting of Shareholders

(Pursuant to the regulations in the Working Regulations of the General Meeting of Shareholders)

1. General principles:

- The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by raising cards, direct voting, electronic voting, or other electronic forms.
- Delegates shall cast their votes to Approve, Disapprove, or Abstain on an issue put to a vote at the Meeting by raising their Voting Card or filling in the selection options on the Voting Ballot.

2. Forms of voting

a. Voting by voting card: When voting by raising the Voting Card, the front of the Voting Card must be held high facing the Presidium. In case a delegate does not raise the Voting Card during all three voting options of Approve, Disapprove, or Abstain for an issue, it shall be considered as voting to approve that issue. In case a delegate raises the Voting Card more than 01 (one) time when voting for Approve, Disapprove, or Abstain on an issue, it shall be considered an invalid vote. For the voting method by raising a Voting Card, members of the Delegate Eligibility Verification Committee/Vote Counting Committee shall mark the delegate code and the corresponding number of voting shares for each delegate who Approves, Disapproves, Abstains, or has an Invalid vote.

b. Voting by voting ballot:

- When voting is conducted by direct ballot: for each content, the delegate selects one of the three options "Approve", "Disapprove", "Abstain" pre-printed on the Voting Ballot by marking "X" or "" in the chosen box and submitting the Voting Ballot to the Vote Counting Committee before the time of vote counting. The Voting Ballot must be signed and clearly state the full name (handwritten) of the delegate. ✓
- When voting is conducted by electronic ballot or other electronic forms: for each content, the delegate selects one of the three options "Approve", "Disapprove", "Abstain" put to a vote at the Meeting as set up in the electronic voting system. Then, the Delegate confirms the vote for the electronic voting system to record the result.

Article 21. Election voting methods at the in-person General Meeting of Shareholders

(Pursuant to the regulations in the Election Regulations of the General Meeting of Shareholders)

1. General principles

- Comply strictly with the provisions of the law and the Company Charter;
- The election shall be conducted by direct ballot, electronic ballot, or other electronic forms.
- Members of the Vote Counting Committee must not be named in the list of nominations or self-nominations for the Board of Directors and the Board of Supervisors.

2. Election voting forms

a. Election by cumulative voting

- Each delegate has a total number of voting shares corresponding to the total number of shares owned or represented multiplied by the number of members to be elected;

- Attending delegates have the right to accumulate all their total voting shares for one or more candidates;

- In case of changing candidates on the day of the meeting, the Vote Counting Committee is responsible for re-issuing new election ballots and collecting old ballots (If any) before the time of vote counting;

- In case of a mistaken selection, the delegate shall contact the Vote Counting Committee to be re-issued a new election ballot and must submit the old ballot;

- How to fill out election ballots: Each delegate is issued election ballots. The method of filling out election ballots is guided specifically in the Election Regulations passed at the General Meeting of Shareholders;

- Principles of election:

• The elected person is determined by the number of votes received from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is reached.

• In case there are 02 (two) or more candidates receiving the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or selected according to the criteria prescribed in the election regulations passed at the General Meeting of Shareholders or the Company Charter.

b. Election by voting method: Follow the regulations at Point b, Clause 2, Article 20 of these Regulations.

Article 22. Vote counting methods at the in-person General Meeting of Shareholders

(Pursuant to the regulations in the Working Regulations of the General Meeting of Shareholders)

The vote counting method is conducted as follows:

- Summarize voting cards/ballots/election ballots (according to the voting method) for each voting issue, the total number of valid and invalid votes, approvals, disapprovals, and abstentions; the corresponding percentage of the total voting shares of shareholders attending the meeting as prescribed in the Company Charter;

- Summarize election ballots according to the cumulative voting method, the total number of valid and invalid votes, the number of votes for each candidate, and other contents as prescribed by the Company Charter.

Section 2.2: Specific regulations on voting forms at online meetings

Article 23. Methods for registering to attend the online General Meeting of Shareholders

The method for registering to attend the online General Meeting of Shareholders before the opening day of the General Meeting of Shareholders is clearly specified in the Notice of the General Meeting of Shareholders, including:

1. Conditions for participation:

- Being named in the list of shareholders entitled to attend the General Meeting of Shareholders prepared according to the Company's notice of rights implementation.

- Authorized representatives eligible to attend according to the provisions of the law and the Company Charter.

2. Technical requirements: Delegates need to have electronic devices connected to the internet (e.g.,

computers, tablets, mobile phones, other electronic devices with internet connection...).

3. Method of recording Delegates attending the online General Meeting of Shareholders: A Delegate is recorded by the electronic voting system as attending the online General Meeting of Shareholders when the Delegate accesses the system using the access information provided according to the provisions of Article 24 of these Regulations and has confirmed their attendance at the online GMS on the electronic voting system.

Article 24. Providing login information and performing electronic voting

1. Information on the link to access the electronic voting system, username, access password, and other identification factors (If any) to attend the online General Meeting of Shareholders will be provided in the meeting invitation notice (or the form of login information notification prescribed by the Board of Directors). Delegates are responsible for keeping their username, password, and other provided identification factors confidential to ensure that only the Delegate has the right to vote on the electronic voting system and shall be fully responsible for the information registered.

2. When a Delegate requests to be re-provided with login information, the Meeting Organizing Committee may notify through the following forms: in person, by mail, email, telephone, or other forms prescribed by the Board of Directors. The provision of login information is based on shareholder information from the list of shareholders prepared by the Vietnam Securities Depository and Clearing Corporation (VSDC) according to the Company's notice of rights implementation for attending the GMS.

3. Delegates use their username, access password, or other identification factors (If any) to access the electronic voting system to confirm attendance at the online GMS and perform electronic voting according to the content of the Agenda of the online General Meeting of Shareholders.

Article 25. Authorization for representatives to attend the online General Meeting of Shareholders

When performing online authorization, shareholders perform authorization according to the provisions of Clause 2, Article 9 of these Regulations, noting the following regulations:

- Shareholders need to comply by providing full information to perform online authorization, especially providing information of the authorized party including: telephone number, fax number, email, or other contact address according to the Charter. This is the basis for issuing the username, access password, and other identification factors (If any) for the authorized party.
- The power of attorney to attend the online General Meeting of Shareholders must have full signatures, clearly stated full names (handwritten), and stamps (if it is an organization) of both the authorizing party and the authorized party. The original power of attorney must be sent before the meeting officially opens. In case a shareholder has not attended the meeting and has performed online authorization, the authorization is effective when the Company receives the original power of attorney sent until the closing of the Meeting.
- Shareholders who have attended the meeting are not allowed to authorize others to attend the meeting.
- Cancellation of authorization for shareholders who have authorized online: shareholders send an official document requesting cancellation of online authorization to the company before the meeting officially opens. In case the authorized party has attended the Meeting, the time of recording the cancellation of authorization is effective according to the time the Company receives the official document requesting cancellation of online authorization; the validity of the contents already voted/elected before that remains unchanged.

Article 26. Discussion at the online General Meeting of Shareholders

1. Principles:

- Discussion shall only be conducted within the prescribed time and within the scope of issues presented in the agenda of the General Meeting of Shareholders;
- Only Delegates are allowed to participate in the discussion;
- Delegates with opinions register the discussion content according to the form specifically prescribed in the working regulations of the meeting;
- The Secretariat shall arrange the questions from the Delegates and forward them to the Chairperson.

2. Responding to the Delegates' opinions:

- Based on the content of the discussion by the Delegates, the Chairperson or a member designated by the Chairperson shall respond to the Delegates' opinions;
- In case of time constraints for the organization, questions not answered directly at the General Meeting shall be answered by the Company through other means.

Article 27. Forms of passing Resolutions of the online General Meeting of Shareholders

The General Meeting of Shareholders shall pass Resolutions under its authority by electronic voting.

Article 28. How to vote online

1. How to vote:

- The Delegate shall select one of the three voting options: "Approve", "Disapprove", or "Abstain" for each issue put to a vote at the General Meeting as configured in the electronic voting system.
- Thereafter, the Delegate shall confirm the vote for the electronic voting system to record the result.

2. Election voting methods:

- Election by cumulative voting: If the Company Charter does not provide otherwise, the voting for members of the Board of Directors and the Board of Supervisors must be conducted by cumulative voting. Accordingly, the Delegate shall perform the election according to the instructions in the Online Election Regulations passed at the General Meeting of Shareholders. Thereafter, the Delegate shall confirm the election for the electronic voting system to record the result.

- Election by voting method (if any): Conducted according to the voting regulations specified in Clause 1 of this Article.

3. Other regulations when performing electronic voting:

- In case the Delegate does not complete all voting and election issues according to the agenda of the General Meeting, the unvoted or unelected issues shall be considered as the Delegate not having cast a vote or election for those issues.

- In case issues arise outside the sent agenda of the General Meeting, the Delegate may cast additional votes or elections. If the Delegate does not cast a vote or election for the arising issues, it shall be considered that the Delegate did not cast a vote or election for those arising issues.

- The Delegate may change the voting or election result (but cannot cancel the voting or election result); including the results of additional voting or election for issues arising outside the General Meeting agenda. The online system shall only record the counting of the final voting or election result at the time of the conclusion of the electronic voting for each counting session as stipulated in the working regulations of the General Meeting.

- In the case of cumulative voting, an invalid ballot is one where the total number of votes for candidates is greater than the total number of votes of the Delegate represented as calculated at the time of counting the election votes or other regulations according to the instructions of the Online Election Regulations passed by the General Meeting of Shareholders.

- The electronic voting time is specifically stipulated in the working regulations at the General Meeting. During this time, the Delegate may access the electronic voting system and perform voting 24

(twenty-four) hours a day and 07 (seven) days a week, except in cases of system maintenance or other reasons beyond the Company's control. Upon the conclusion of the voting time, the system shall not record any further electronic voting results from the Delegate.

Article 29. Online vote counting methods

When the Delegate performs voting/election, the number of votes/elections shall be recorded on the electronic voting system. Based on the voting/election results via electronic voting, the Vote Counting Committee shall aggregate the voting/election results according to the following principles:

1. Aggregate voting/election ballots (by voting method) for each voting issue, the total number of valid and invalid ballots, approvals, disapprovals, and abstentions; the corresponding percentage of the total voting shares of shareholders attending the meeting as stipulated in the Company Charter;
2. Aggregate election ballots by cumulative voting method, the total number of valid and invalid ballots, the number of votes for each candidate, and other contents as stipulated in the Company Charter.

Article 30. Preparation of minutes for the online General Meeting of Shareholders

1. Conducted according to the regulations in Article 16 of these Regulations.
2. The venue of the meeting recorded in the minutes of the online General Meeting of Shareholders is the location where the Chairperson of the General Meeting is present to conduct the General Meeting. This location must be within the territory of Vietnam.
3. The form of passing the minutes of the General Meeting of Shareholders is specifically stipulated in the Company's working regulations at the General Meeting of Shareholders session.

Section 2.3: Specific regulations on voting forms at in-person combined with online meetings

Article 31. Methods of registering to attend the in-person combined with online General Meeting of Shareholders

Conducted according to the regulations in Clause 1 of Article 9 and Article 23 of these Regulations.

Article 32. Authorization for a representative to attend the in-person combined with online General Meeting of Shareholders

Conducted according to the regulations in Clause 2 of Article 9 and Article 25 of these Regulations.

Article 33. Forms of passing resolutions at the in-person combined with online General Meeting of Shareholders

Conducted according to the regulations in Article 11 and Article 27 of these Regulations.

Article 34. Voting methods at the in-person combined with online General Meeting of Shareholders

Conducted according to the regulations in Article 20, Article 21, and Article 28 of these Regulations.

Article 35. Vote counting methods at the in-person combined with online General Meeting of Shareholders

Conducted according to the regulations in Article 22 and Article 29 of these Regulations.

Article 36. Preparation of meeting minutes at the in-person combined with online General Meeting of Shareholders

Conducted according to the regulations in Article 16 and Article 30 of these Regulations.

II. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTION IN THE FORM OF COLLECTING WRITTEN OPINIONS

Article 37. Cases where shareholders' opinions are collected in writing

(Pursuant to the provisions of Article 22 of the Company Charter)

The following contents may be passed by collecting shareholders' opinions in writing:

1. Amending and supplementing the contents of the Company Charter;
2. Approving, supplementing, and adjusting the Regulations on Corporate Governance, Regulations on the operation of the Board of Directors, and Regulations on the operation of the Board of Supervisors;
3. The Company's development orientation;
4. Types of shares and the total number of shares of each type;
5. Election, dismissal, and removal of members of the Board of Directors and the Board of Supervisors;
6. Decision on investment or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of the Company;
7. Approval of annual Financial Statements.
8. Reorganization or dissolution of the Company.
9. Changing business lines and sectors;
10. Changing the Company's management organizational structure;
11. Other issues when the Board of Directors deems it necessary for the benefit of the Company.

Article 38. Cases where written opinions may not be collected

The BOD may collect shareholders' opinions in writing in all cases when deemed necessary, except for organizing the Annual General Meeting of Shareholders.

Article 39. Sequence and procedures for the General Meeting of Shareholders to pass Resolutions by collecting written opinions

(Pursuant to the provisions of Point a, Clause 2, Article 18; Article 22, 24 of the Company Charter)

1. The Company must disclose information about the preparation of the list of shareholders to send opinion collection ballots at least 10 (ten) days before the record date.

2. The Board of Directors must prepare opinion collection ballots, draft resolutions of the General Meeting of Shareholders, documents explaining the draft resolutions, and send them to all shareholders with voting rights no later than 10 (ten) days before the deadline for returning the opinion collection ballots. The requirements and methods for sending opinion collection ballots and accompanying documents shall be implemented according to the provisions of Clause 3, Article 18 of the Company Charter.

3. The opinion collection ballot must contain the following main contents:

- Name, address of the head office, enterprise identification number;
- Purpose of opinion collection;
- Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise identification number or legal document number of the organization, head office address for institutional shareholders or full name, contact address, nationality, legal document number of the individual for the representative of the institutional shareholder; the number of shares of each type and the number of voting/election ballots of the shareholder;
- Issues requiring opinion collection to pass a decision;
- Voting options including approval, disapproval, and abstention for each issue requiring opinion collection;
- Election options (if any);

- Deadline for returning the answered opinion collection ballots to the Company;
 - Full name and signature of the Chairperson of the Board of Directors.
4. Forms of sending shareholders' written opinion collection ballots
- a. Shareholders shall send the answered opinion collection ballots to the Company by mail, fax, or email:
 - The answered opinion collection ballot must have the full signature, clearly stated full name (handwritten), and seal (if an organization) of the delegate.
 - In case of sending by mail, the opinion collection ballot sent to the Company must be contained in a sealed envelope and no one shall have the right to open it before the vote counting. In case of sending by fax or email, the opinion collection ballot sent to the Company must be kept confidential until the time of vote counting.
 - Voting ballots sent to the Company after the deadline specified in the content of the voting ballot, or those that have been opened in the case of mail or disclosed in the case of fax or email, shall be invalid. Voting ballots not returned shall be considered as abstentions.
 - b. Shareholders submit voting ballots via electronic voting.
 - i. Provision of access accounts
 - Access account information is notified by the Company to the delegate along with the Shareholder Voting Ballot via registered mail.
 - When a delegate requests the re-provision of access information, the Company may notify them via the following methods: in person, by mail, email, telephone, or other methods prescribed by the Board of Directors. The provision of access information is based on information from the list of shareholders prepared by the Vietnam Securities Depository and Clearing Corporation (VSDC) in accordance with the Company's notice of exercising the right to vote by written ballot.
 - ii. Implementation of electronic voting
 - Principles of implementation
 - Delegates may only vote on the electronic voting system from the time they receive the Shareholder Voting Ballot until the deadline for returning the voting ballot as notified by the Company.
 - During the voting period as notified by the Company, delegates may access the electronic voting system and vote 24 hours a day, 07 days a week, except in cases of system maintenance or other reasons beyond the Company's control.
 - During the notified voting period of the Company, delegates may change their voting decisions on the electronic voting system. Upon the conclusion of the voting period as notified by the Company, delegates may not change their voting results, and these final results will be counted and disclosed by the Company.
 - Implementation methods
 - Delegates use the access account provided by the Company to log in directly to the electronic voting system to view information related to the voting session posted on the system and make voting decisions for each content requiring shareholder opinion.
 - c. Shareholders send the completed voting ballot to the Company by mail, fax, or email, combined with submitting the voting ballot via electronic voting.

Implementation in accordance with the provisions of points a and b of clause 4 of this Article.

5. Vote counting and preparation of Vote Counting Minutes:

The Board of Directors organizes the vote counting and prepares the vote counting minutes under the witness of the Board of Supervisors or shareholders who do not hold management positions in the Company. The vote counting minutes must contain the following main contents:

- Name, address of the head office, and enterprise identification number;

- Purpose and issues requiring opinions to pass a resolution;
- Number of shareholders with the total number of voting/election ballots that participated in the voting/election, distinguishing between valid and invalid voting/election ballots and the method of sending voting/election ballots, accompanied by an appendix of the list of shareholders participating in the voting/election;
- Total number of affirmative, negative, and abstention votes for each issue, and the total number of votes for each candidate (if any);
- Issues passed and the corresponding voting rate for passing;
- Full name and signature of the Chairman of the Board of Directors, the vote counters, and the vote counting supervisors.

Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote counting minutes; and jointly liable for damages arising from resolutions passed due to dishonest or inaccurate vote counting.

6. Resolution and Vote Counting Minutes:

a. The vote counting minutes and the resolution must be sent to shareholders within 15 (fifteen) days from the date of completion of vote counting. The sending of the vote counting minutes and the resolution may be replaced by posting them on the Company's website within twenty-four (24) hours from the time of completion of vote counting.

b. A resolution is passed by way of collecting written opinions from shareholders if it is approved by shareholders owning more than 50% (fifty percent) of the total voting shares of all shareholders with voting rights, except for the following contents which are passed if approved by shareholders representing 65% (sixty-five percent) or more of the total voting shares of all shareholders with voting rights:

- Types of shares and total number of shares of each type;
- Change of business lines and sectors;
- Change of the company's management organizational structure;
- Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the company's most recent financial statements;
- Reorganization or dissolution of the company;
- Extension of the company's operation duration;

7. A resolution passed by way of collecting written opinions from shareholders has the same validity as a resolution passed at a General Meeting of Shareholders.

8. Document archiving: Completed voting ballots, vote counting minutes, passed resolutions, and related documents sent with the voting ballots must all be archived at the Company's head office.

9. Request for cancellation of a Decision of the General Meeting of Shareholders passed by way of collecting written opinions: Within ninety (90) days from the date of receiving the resolution or the minutes of the vote counting results of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises have the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

- a. The sequence and procedures for collecting written opinions from shareholders and making

decisions of the General Meeting of Shareholders violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 3, Article 21 of the Company Charter.

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

Chapter III: BOARD OF DIRECTORS

SECTION 1: GENERAL PROVISIONS

Article 40. Roles, Rights, and Obligations of the BOD

(Pursuant to the provisions of Articles 278 and 297 of Decree No. 155/2020/ND-CP)

The BOD must fully comply with the responsibilities and obligations in accordance with the Law on Enterprises and the Company Charter; in addition, the BOD has the following responsibilities and obligations:

1. To be accountable to shareholders for the company's operations;
2. To treat all shareholders equally and respect the interests of persons with interests related to the company;
3. To ensure the company's operations comply with the provisions of the law, the Company Charter, and the company's internal regulations;
4. To develop the Regulations on Operation of the Board of Directors to submit to the General Meeting of Shareholders for approval and publish on the company's website;
5. To supervise and prevent conflicts of interest of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers, including the misuse of company assets and abuse of transactions with affiliated persons;
6. To develop the Regulations on Corporate Governance and submit to the General Meeting of Shareholders for approval in accordance with Article 270 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
7. To appoint a Corporate Governance Officer;
8. To organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the General Director, and other managers of the company;
9. To report on the activities of the BOD at the General Meeting of Shareholders in accordance with current laws.
10. To report on the corporate governance situation at the annual General Meeting of Shareholders and disclose information in the company's Annual Report in accordance with securities laws on information disclosure.
11. Other rights and obligations in accordance with the Company Charter and the Regulations on Corporate Governance.

Article 41. Rights, obligations, and responsibilities of Board of Directors' members

(Pursuant to the provisions of Article 277 of Decree No. 155/2020/ND-CP)

1. Members of the Board of Directors have full rights in accordance with the Law on Securities, related laws, the Company Charter, and the Regulations on Corporate Governance, including the right to be provided with information and documents on the financial situation and business operations of the company and its units. The procedure for providing information is in accordance with the Appendix to these Regulations. The person provided with information is responsible for keeping the information confidential and using it for the assigned work for the correct purpose.

2. Members of the Board of Directors have obligations in accordance with the Company Charter and the following obligations:

- a. To perform their duties honestly and carefully for the best interests of the shareholders and the company;
- b. To attend all meetings of the Board of Directors and express opinions on issues brought up for discussion;
- c. To report promptly and fully to the Board of Directors on remuneration received from the Company's subsidiaries, associated companies, and other organizations;
- d. To report to the Board of Directors at the nearest meeting on transactions between the company, its subsidiaries, companies controlled by the public company with 50% or more of the charter capital, and members of the Board of Directors and their affiliated persons; transactions between the company and a company in which a member of the Board of Directors is a founding member or a corporate executive within the 03 (three) years immediately preceding the time of the transaction;
- e. To disclose information when trading company shares in accordance with the law.

**SECTION 2: REGULATIONS ON NOMINATION, CANDIDATION, ELECTION, REMOVAL
AND REMOVAL OF BOD MEMBERS**

Article 42. Number, term, and structure of the Board of Directors

(Pursuant to the provisions of Article 26 of the Company Charter)

1. The number of members of the Board of Directors is 05 (five) people.
2. The term of office of a member of the Board of Directors shall not exceed 05 (five) years and may be re-elected for an unlimited number of terms. In the event that all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.
3. The structure of the Board of Directors is as follows:
 - a. The structure of the Company's Board of Directors must ensure that at the number of non-executive members of the Board of Directors of a public company follows the following regulations:
 - Have at least 01 non-executive member in case the company has from 03 to 05 members of the Board of Directors;
 - Have at least 02 non-executive members in case the company has from 06 to 08 members of the Board of Directors;
 - Have at least 03 non-executive members in case the company has from 09 to 11 members of the Board of Directors
 - b. A member of the Board of Directors shall no longer hold the status of a member of the Board of Directors in the event of being dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
 - c. A member of the Board of Directors shall continue to perform all rights and obligations until the General Meeting of Shareholders approves the dismissal of such member of the Board of Directors, except for the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration of a member of the Board of Directors immediately upon the Company's receipt of notification regarding the following cases:
 - The member of the Board of Directors has limited civil act capacity, has lost civil act capacity, or has difficulty in cognition and behavior control.
 - The member of the Board of Directors is being prosecuted for criminal liability, is in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education institution, or is prohibited by the Court

from holding certain positions, practicing certain professions, or performing certain jobs.

- The Board of Directors has a Decision to approve the resignation/voluntary resignation of a member of the Board of Directors in accordance with Article 9 of the Regulations on Operation of the Board of Directors.
- d. The appointment of a member of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.
- e. A member of the Board of Directors does not necessarily have to be a shareholder of the Company.

Article 43. Standards and conditions for Board of Directors' members

(Pursuant to the provisions of Clause 1, Clause 2, Article 155 of the Law on Enterprises, Article 275 of Decree No. 155/2020/ND-CP)

1. A member of the Board of Directors must meet the standards and conditions as prescribed in Clause 1, Clause 2, Article 155 of the Law on Enterprises and the Company's Charter.
2. The CHAIRMAN OF THE BOARD OF DIRECTORS shall not concurrently hold the position of General Director of the Company.
3. A Member of the Board of Directors of the Company may only simultaneously serve as a member of the Board of Directors or the Members' Council at a maximum of 05 other companies.

Article 44. Nomination and candidacy of members of the Board of Directors

(Pursuant to the provisions of Article 274 of Decree No. 155/2020/ND-CP; Clauses 1, 2, 3, 4, Article 25 of the Company's Charter)

1. A shareholder or a group of shareholders holding 10% (ten percent) or more of the total ordinary shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or a group of shareholders holding from 10% (ten percent) to less than 20% (twenty percent) of the total number of voting shares shall be entitled to nominate one (01) candidate; from 20% (twenty percent) to less than 30% (thirty percent) may nominate a maximum of two (02) candidates; from 30% (thirty percent) to less than 40% (forty percent) may nominate a maximum of three (03) candidates; from 40% (forty percent) to less than 50% (fifty percent) may nominate a maximum of four (04) candidates; from 50% (fifty percent) to less than 60% (sixty percent) may nominate a maximum of five (05) candidates; from 60% (sixty percent) to less than 70% (seventy percent) may nominate a maximum of six (06) candidates; from 70% (seventy percent) to less than 80% (eighty percent) may nominate a maximum of seven (07) candidates; and from 80% (eighty percent) to less than 90% (ninety percent) may nominate a maximum of eight (08) candidates. The written nomination of a candidate shall clearly state the name of the shareholder or group of shareholders, the quantity of each type of shares of the shareholder or group of shareholders at the time of nominating the candidate for the Board of Directors, and information related to the candidate (candidate profile) in accordance with Article 25 of the Company's Charter.

Nomination of candidates for the form of General Meeting of Shareholders:

- In case a shareholder or group of shareholders sends a written request for nomination of a candidate for the Board of Directors at least 15 (fifteen) days before the opening of the General Meeting of Shareholders, the Board of Directors is responsible for reviewing and approving it within 5 (five) days from the date of receiving the nomination/candidacy request and disclosing information related to the candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders. If there is a decision to refuse a candidate, the Board of Directors must notify the

nominating shareholder or group of shareholders in writing within 5 (five) days from the date the Board makes the decision and must clearly state the reasons for the refusal.

- In case a shareholder or group of shareholders nominates without ensuring at least 15 days before the opening date of the General Meeting of Shareholders, the Board of Directors shall send a notice of the time for reviewing the candidate profile to the shareholder or group of shareholders within 3 (three) days from the date of receiving the nomination/candidacy. During the aforementioned review period, the Board of Directors will disclose information about the candidate as soon as the Board of Directors approves the candidate profile. In case the Board of Directors does not have enough time to review as notified, the Board of Directors will present this nomination/candidacy information at the General Meeting of Shareholders.

Nomination of candidates for the form of collecting shareholders' opinions in writing:

- The Board of Directors is responsible for disclosing the Regulations on nomination of candidates for the Board of Directors (forms and information related to nomination/candidacy) as soon as the Board of Directors decides to collect shareholders' opinions in writing regarding the election.
- In case a shareholder or group of shareholders sends a written request for nomination of a candidate for the Board of Directors 5 (five) days before the Company must send the opinion collection ballot and accompanying documents to all shareholders with voting rights, the Board of Directors is responsible for reviewing and approving it within 5 (five) days from the date of receiving the nomination/candidacy request. If there is a decision to refuse a candidate, the Board of Directors must notify the nominating shareholder or group of shareholders in writing within 5 (five) days from the date the Board makes the decision and must clearly state the reasons for the refusal.
- In case a shareholder or group of shareholders nominates without ensuring at least 5 (five) days before the Company must send the opinion collection ballot and accompanying documents to all shareholders with voting rights, the Board of Directors will not accept the request for nomination of a candidate and will report it at the nearest General Meeting of Shareholders (if any).

2. In case the number of candidates for the Board of Directors through nomination and candidacy in accordance with Clause 5, Article 115 of the Law on Enterprises is still insufficient, the incumbent Board of Directors shall nominate additional candidates in accordance with the Company's Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

3. In case the number of candidates nominated by the incumbent Board of Directors according to Clause 2 of this Article is still insufficient, the Board of Directors shall disclose information that the number of candidates for the Board of Directors is insufficient no later than 05 (five) days before the opening date of the GMS. The Board of Directors shall organize for other shareholders to nominate in accordance with the Company's Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The organization for other shareholders to nominate additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

Article 45. Method of electing members of the Board of Directors

(Pursuant to the provisions of Clause 3, Article 148 of the Law on Enterprises, Clause 2, Article 21 of the Company's Charter)

1. The voting to elect members of the Board of Directors must be carried out by the method of cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total

number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to aggregate all or part of their total votes for one or more candidates. The person elected as a member of the Board of Directors is determined by the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members prescribed in the Company's Charter is reached. In case there are 02 (two) or more candidates achieving the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria prescribed in the election regulations or the Company's Charter.

2. If the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors may be carried out by the cumulative voting method prescribed in Clause 3, Article 148 of the Law on Enterprises or by the voting method (approve, disapprove, no opinion). The voting rate for approval by the voting method is implemented in accordance with Clause 2, Article 21 of the Company's Charter.

Article 46. Cases of dismissal, removal, replacement, and supplementation of members of the Board of Directors

(Pursuant to Article 160 of the Law on Enterprises)

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

a. Does not have sufficient standards and conditions as prescribed in Article 155 of the Law on Enterprises;

b. Has submitted a resignation letter and it has been accepted;

c. Other cases prescribed in the Company's Charter.

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

a. Does not participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;

b. Other cases prescribed in the Company's Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; or dismiss or remove members of the Board of Directors beyond the cases specified in Clause 1 and Clause 2 of this Article.

4. 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 members of the Board of Directors is reduced by more than 1/3 (one-third) compared to the number prescribed in the Company Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 (sixty) days from the date the number of members is reduced by more than 1/3 (one-third);

b. Except for the case specified in Point a of this Clause, the General Meeting of Shareholders shall elect new members to replace the members of the Board of Directors who have been dismissed or removed at the nearest meeting.

Article 47. Notification of election, dismissal, and removal of members of the Board of Directors

After a decision on the election, dismissal, or removal of a member of the Board of Directors is made, the Company is responsible for disclosing information internally and to relevant authorities, through mass media, and on the Company's website in accordance with the sequence and regulations of the current Law.

Article 48. Method of nominating candidates for the Board of Directors

(Pursuant to the provisions of Article 274 of Decree No. 155/2020/ND-CP; Clause 1, Article 25 of the Company Charter)

In case candidates for the Board of Directors have been identified in accordance with Clause 1, Article 44 of these Regulations, the company must disclose information related to the candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders on the company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently, and in the best interest of the company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a. Full name, date, month, and year of birth;
- b. Qualification;
- c. Work history;
- d. Other management positions (including positions on the Board of Directors of other companies);
- e. Interests related to the company and the company's related parties;
- f. Other information (if any) as prescribed in the Company Charter.

The Company is responsible for disclosing information about companies where the candidate is currently holding the position of member of the Board of Directors, other management positions, and the candidate's interests related to the company (if any).

Article 49. Election, removal, and dismissal of the Chairman of the Board of Directors

(Pursuant to the provisions of Article 29 of the Company Charter)

1. The Chairman and Vice Chairmen of the Board of Directors (if any) shall be elected, dismissed, or removed by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

- a. To develop the program and operation plan of the Board of Directors;
- b. To prepare the program, content, and documents for the meeting; to convene, preside over, and chair the meetings of the Board of Directors;
- c. To organize the passing of resolutions and decisions of the Board of Directors;
- d. To supervise the implementation process of resolutions and decisions of the Board of Directors;
- e. To chair the General Meeting of Shareholders;
- f. Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.

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

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors is deceased, missing, in temporary detention, serving a prison sentence, serving an administrative handling measure at a compulsory detoxification center or compulsory education institution, has fled from their place of residence, has limited or lost civil act capacity, has difficulty in cognition or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or doing certain jobs, the remaining members shall elect one among them to hold the position of Chairman of the Board of

Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

SECTION 3: REMUNERATION, BONUS AND OTHER BENEFITS OF BOARD MEMBERS

Article 50. Remuneration, bonuses, and other benefits of members of the Board of Directors

(Pursuant to the provisions of Article 28 of the Company Charter)

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

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 complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member based on the principle of consensus. The total remuneration and bonus level for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum payment, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses that they have incurred while performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

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

SECTION 4: REGULATIONS ON ORDER AND PROCEDURES FOR ORGANIZING BOARD OF DIRECTORS MEETINGS

Article 51. Minimum number of meetings per month/quarter/year

(Pursuant to the provisions of Article 157 of the Law on Enterprises; Article 30 of the Company Charter)

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 (seven) working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the same highest number of votes or highest percentage of votes, the members shall elect one (01) person among them to convene the

meeting of the Board of Directors based on the majority principle.

2. The Board of Directors shall meet at least once (01) every quarter and may hold extraordinary meetings.

Article 52. Cases requiring the convening of extraordinary meetings of the Board of Directors

(Pursuant to the provisions of Article 157 of the Law on Enterprises; Article 30 of the Company Charter)

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

- a. At the request of the Board of Supervisors;
- b. At the request of the General Director or at least 05 (five) other managers;
- c. At the request of at least 02 (two) members of the Board of Directors;
- d. Other cases when deemed necessary as prescribed in the Company Charter.

2. The request specified in Clause 1 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.

3. The Chairman of the Board of Directors must send a meeting invitation notice to members of the Board of Directors within 07 (seven) working days from the date the Company receives the request specified in Clause 1 of this Article and at the latest 03 (three) working days before the meeting date. The meeting of the Board of Directors must be held no later than 10 (ten) working days from the date the Company receives the request. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors must be responsible for damages occurring to the Company; the requester has the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors, with the convening process similar to that of the Chairman of the Board of Directors convening upon request.

Article 53. Notice of Board of Directors meeting and the right of members of the Board of Supervisors to attend meetings of the Board of Directors

(Pursuant to the provisions of Article 157 of the Law on Enterprises; Article 30 of the Company Charter)

1. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a meeting invitation notice at the latest 03 (three) working days before the meeting date. The meeting invitation notice must specifically specify the time and location of the meeting, the form of the meeting, the program, and the issues to be discussed and decided. The meeting invitation notice must be accompanied by documents used at the meeting and the voting ballots of the members.

2. The notice of the Board of Directors meeting may be sent via invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company Charter, ensuring it reaches the contact address of each member of the Board of Directors registered with the Company.

3. The Chairman of the Board of Directors or the meeting convener shall send the meeting invitation notice and accompanying documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.

4. Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

Article 54. Conditions for convening a meeting of the Board of Directors

(Pursuant to Article 157 of the Law on Enterprises; Article 30 of the Company Charter)

A meeting of the Board of Directors shall be conducted when at least 3/4 (three-quarters) of the total

number of members are in attendance. In case the meeting is convened according to the provisions of this Article but does not have the required number of members in attendance, the Chairman of the Board of Directors must send a second invitation notice to the members of the Board of Directors within 07 (seven) days from the intended date of the first meeting and at least 03 (three) working days before the meeting date. The Board of Directors meeting must be held no later than 10 (ten) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are in attendance.

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

- Hear each other member of the Board of Directors participating in the meeting speak; and
- If desired, that person can speak to all other attending members simultaneously.

Discussion between members can be conducted directly via telephone or other communication means or a combination of these methods. A member of the Board of Directors participating in such a meeting is considered "present" at that meeting. The venue for the meeting organized under this provision is the location where the largest group of members of the Board of Directors is gathered, or if there is no such group, the location where the meeting Chairman is present.

Decisions passed in a properly organized and conducted telephone meeting take effect immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

Article 55. Voting methods

(Pursuant to Article 30 of the Company Charter)

1. The Board of Directors passes resolutions and decisions by voting at a meeting, collecting written opinions, or other forms as prescribed by the Company Charter. Each member of the Board of Directors has one vote. A member of the Board of Directors is considered to have attended and voted at the meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend and vote in accordance with Article 57 of these Regulations;
- c. Attending and voting via online conference, electronic voting, or other electronic forms;
- d. Sending a voting ballot to the meeting via mail, fax, or email;
- e. Sending a voting ballot by other means as prescribed by law (if any).

2. In case of sending a voting ballot to the meeting via mail, the voting ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 (one) hour before the opening. The voting ballot shall only be opened in the presence of all attendees.

Article 56. Methods of passing resolutions of the Board of Directors

(Pursuant to Article 30 of the Company Charter)

Resolutions and decisions of the Board of Directors are passed if approved by a majority (more than one-half) of the members in attendance; in case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

Note: A member of the Board of Directors shall not vote on transactions that bring benefits to that member or their affiliated persons in accordance with the Law on Enterprises and Article 43 of the Company Charter.

Resolutions and decisions of the Board of Directors in the form of collecting written opinions are passed based on the approval of a majority of the members of the Board of Directors with voting rights.

This resolution has the same effect and validity as a resolution or decision passed by members of the Board of Directors at a meeting.

Article 57. Authorization of another person to attend meetings by a member of the Board of Directors

(Pursuant to Article 30 of the Company Charter)

Members must fully attend meetings of the Board of Directors. A member may authorize another member of the Board of Directors or another person (who is not a member of the Board of Directors if approved by a majority of the Board of Directors) to attend and vote.

Article 58. Preparation of minutes for the Board of Directors meeting

(Pursuant to the provisions of Article 158 of the Law on Enterprises)

Meetings of the Board of Directors must be recorded in minutes and may be recorded by audio, or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following main contents:

- a. Name, address of the head office, and enterprise identification number;
- b. Time and location of the meeting;
- c. Purpose, agenda, and content of the meeting;
- d. Full name of each member attending the meeting or the person authorized to attend and the method of attendance; full names of members not attending and the reasons;
- e. Issues discussed and voted on at the meeting;
- f. Summary of opinions of each attending member in the order of the meeting's proceedings;
- g. Voting results, clearly stating members who approved, disapproved, and had no opinion;
- h. Issues passed and the corresponding voting rate;
- i. Full name and signature of the chairperson and the minute taker, except in cases prescribed in Article 59 of these Regulations.

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

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

The chairperson, the minute taker, and those who sign the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

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

Article 59. In case the chairperson and/or secretary refuse to sign the minutes of the Board of Directors meeting

(Pursuant to the provisions of Article 158 of the Law on Enterprises)

In case the chairperson or the minute taker refuses to sign the meeting minutes, but if signed by all other members of the Board of Directors attending the meeting and containing full content as prescribed in points a, b, c, d, e, f, g, h, and i of Article 58 of these Regulations, then this minutes shall be valid.

Article 60. Notification of resolutions and decisions of the Board of Directors

After issuing a Resolution/Decision of the Board of Directors, the Company is responsible for disclosing information internally and to relevant authorities, on mass media, and on the Company's website in accordance with current procedures and regulations.

327
Y
N
LIC
NH
CHIN

SECTION 5: THE COMMITTEES OF THE BOARD OF DIRECTORS

Article 61. Committees under the Board of Directors

(Pursuant to Article 31 of the Company Charter)

1. When deemed necessary, the Board of Directors may establish committees to be in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of the committee is decided by the Board of Directors and shall have at least 02 (two) people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the majority in the committee, and one of these members shall be appointed as the Head of the Committee according to the decision of the Board of Directors. The activities of the committee must comply with the regulations of the Board of Directors. A resolution of the committee is only valid when approved by a majority of members attending and voting at the committee meeting.

2. The implementation of decisions of the Board of Directors or of committees under the Board of Directors must comply with current legal regulations and the provisions of the Company Charter and the Regulations on Corporate Governance.

SECTION 6: SELECTION, APPOINTMENT, REMOVAL, AND DISMISSAL OF THE PERSON IN CHARGE OF CORPORATE GOVERNANCE

Article 62. Standards for the Person in charge of corporate governance

(Pursuant to Article 281 of Decree 155/2020/ND-CP, Clause 2, Article 32 of the Company Charter)

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

Article 63. Appointment of the Person in charge of corporate governance

(Pursuant to Article 281 of Decree 155/2020/ND-CP, Clause 1, Article 32 of the Company Charter)

The Board of Directors of the Company must appoint at least 01 (one) person in charge of corporate governance to support corporate governance work at the enterprise. The Person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

Article 64. Cases of removal and dismissal of the Person in charge of corporate governance

1. The Board of Directors may remove or dismiss the Person in charge of corporate governance when necessary, but not in contravention of current labor laws.

2. The Person in charge of corporate governance may be removed according to a resolution of the General Meeting of Shareholders.

Article 65. Notification of appointment, removal, and dismissal of the Corporate Governance Officer

Following the decision on the appointment, removal, or dismissal of the Corporate Governance Officer, the Company is responsible for disclosing information internally, to relevant authorities, through mass media, and on the Company's website in accordance with the procedures and regulations of current law.

Article 66. Rights and Obligations of the Corporate Governance Officer

(Pursuant to Clause 3, Article 32 of the Company's Charter)

The Corporate Governance Officer has the following rights and obligations:

- a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related tasks between the Company and shareholders;
- b. Preparing for meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
- c. Advising on meeting procedures;
- d. Attend meetings;
- e. Advising on procedures for drafting resolutions of the Board of Directors in compliance with the provisions of law;
- f. Providing financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Board of Supervisors;
- g. Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;
- h. Acting as the contact point for stakeholders;
- i. Maintaining confidentiality of information in accordance with the provisions of law and the Company's Charter;
- j. Other rights and obligations as prescribed by law.

Chapter IV: BOARD OF SUPERVISORS

SECTION 1: GENERAL PROVISIONS

Article 67. Role, rights, and obligations of the Board of Supervisors, and responsibilities of members of the Board of Supervisors

(Pursuant to Article 287, Article 288 of Decree No. 155/2020/NĐ-CP)

1. Members of the Board of Supervisors have rights as prescribed by the Law on Enterprises, relevant laws, the Company's Charter, and the Regulations on Operation of the Board of Supervisors, including the right to access information and documents related to the company's operational status. Members of the Board of Directors, the General Director, and other corporate executives are responsible for providing information in a timely and complete manner at the request of members of the Board of Supervisors.

2. Members of the Board of Supervisors are responsible for complying with the provisions of law, the Company's Charter, the Regulations on Operation of the Board of Supervisors, and professional ethics in exercising their assigned rights and obligations.

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

- a. Proposing and recommending the General Meeting of Shareholders to approve the list of accredited audit firms to audit the Company's Financial Statements; deciding on the accredited audit firm to inspect the Company's operations, and removing the accredited auditor when deemed necessary.
- b. Being responsible to shareholders for their supervisory activities.
- c. Monitoring the Company's financial status and the compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.

- d. Ensuring coordination with the Board of Directors, the General Director, and shareholders.
 - e. In case of discovering violations of the law or the Company's Charter by members of the Board of Directors, the General Director, or other corporate executives, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, requesting the violating person to cease the violation and implement measures to remedy the consequences.
 - f. Developing the Regulations on Operation of the Board of Supervisors and submitting them to the General Meeting of Shareholders for approval.
 - g. Reporting at the General Meeting of Shareholders in accordance with Article 290 of Decree 155/2020/NĐ-CP.
4. The Board of Supervisors is responsible for receiving requests for inspection of books and records from ordinary shareholders as stipulated in Clause 1, Article 45 of the Company's Charter and executing the requests for information provision to the Board of Directors, the General Director, or other managers. The procedure for requesting information is stipulated in the Appendix to these Regulations. The recipient of the information is responsible for maintaining the confidentiality of the provided information and using it for the correct purpose for the assigned work.

**SECTION 2: REGULATIONS ON TERM, QUANTITY, COMPOSITION, AND STRUCTURE
OF THE BOARD OF SUPERVISORS**

Article 68. Quantity, term, composition, and structure of members of the Board of Supervisors

(Pursuant to the provisions of Article 168 of the Law on Enterprises, Clause 1, Article 38, and Article 39 of the Company's Charter)

1. The number of members of the Board of Supervisors of the Company is 03 (three) persons.
2. The term of a Supervisor is no more than 05 (five) years and they may be re-elected for an unlimited number of terms.
3. Members of the Board of Supervisors are not necessarily shareholders of the company.
4. The Head of the Board of Supervisors is elected by the Board of Supervisors from among the Supervisors; the election, dismissal, and removal are based on the majority principle. The rights and obligations of the Head of the Board of Supervisors are stipulated by the Company's Charter. More than half of the Supervisors must be permanent residents in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or a major related to the company's business activities, unless the Company's Charter stipulates higher standards.
5. In case the term of Supervisors ends at the same time but new Supervisors have not been elected, the outgoing Supervisors shall continue to exercise their rights and obligations until new Supervisors are elected and assume their duties.

Article 69. Standards and conditions for members of the Board of Supervisors

(Pursuant to the provisions of Article 169 of the Law on Enterprises, Clause 2, Article 38 of the Company's Charter)

1. Supervisors must meet the following standards and conditions:
 - a. Not falling into the categories specified in Clause 2, Article 17 of the Law on Enterprises;
 - b. Having been trained in one of the fields of economics, finance, accounting, auditing, law, business administration, or a major suitable for the company's business activities;
 - c. Not being a family member of any member of the Board of Directors, the General Director, or

other managers;

- d. Not being a corporate manager; not necessarily being a shareholder or employee of the company;
- e. Not working in the accounting or finance department of the Company;
- f. Not being a member or employee of an independent audit firm that has audited the company's financial statements in the 03 (three) preceding consecutive years.
- g. Other standards and conditions as prescribed by relevant laws.

2. In addition to the standards and conditions specified in Clause 1 of this Article, the Company's Supervisors must ensure they meet all conditions stipulated in Clause 02 (two), Article 169 of the Law on Enterprises.

3. The Head of the Board of Supervisors must hold a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or a major related to the company's business activities.

Article 70. Nomination and self-nomination of members of the Board of Supervisors

(Pursuant to the provisions of Article 285 of Decree No. 155/2020/ND-CP; Article 37 of the Company's Charter)

1. The self-nomination and nomination of members of the Board of Supervisors shall be carried out similarly to the provisions in Clause 1, Article 25 of the Company's Charter and Clause 1, Article 44 of these Regulations. A shareholder or group of shareholders holding from 10% to less than 30% of the total voting shares has the right to nominate a maximum of 01 (one) candidate; from 30% to less than 50% may nominate a maximum of 02 (two) candidates; from 50% or more may nominate a maximum of 03 (three) candidates.

2. In case the number of candidates for the Board of Supervisors through nomination and self-nomination as stipulated in Clause 5, Article 115 of the Law on Enterprises is insufficient, the incumbent Board of Supervisors may nominate additional candidates in accordance with the Company's Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

3. In case the number of candidates nominated by the incumbent Board of Supervisors according to Clause 2 of this Article is still insufficient, the Board of Supervisors shall disclose information regarding the insufficient number of candidates for the Board of Supervisors no later than 05 (five) days before the opening date of the General Meeting of Shareholders. The incumbent Board of Supervisors shall organize for other shareholders to nominate candidates in accordance with the Company's Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The organization of additional nominations by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 71. Method of electing members of the Board of Supervisors

(Pursuant to the provisions of Clause 3, Article 148 of the Law on Enterprises No. 59/2020/QH14, Clause 2, Article 21 of the Company's Charter)

1. Voting for members of the Board of Supervisors must be conducted by cumulative voting, whereby each shareholder has a total number of voting ballots corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Supervisors, and the shareholder has the right to distribute all or part of their total votes to one or more candidates. The elected members of the Board of Supervisors are determined by the number of votes from highest to lowest, starting from the

candidate with the highest number of votes until the number of members stipulated in the Company's Charter is reached. In case 02 (two) or more candidates receive the same number of votes for the final member of the Board of Supervisors, a re-election will be held among the candidates with the same number of votes, or selection will be made based on criteria stipulated in the election regulations, the Regulations on Operation of the Board of Supervisors, or the Company's Charter.

2. If the number of candidates is less than or equal to the number of members of the Board of Supervisors to be elected, the election of members of the Board of Supervisors may be conducted by cumulative voting as prescribed in Clause 3, Article 148 of the Law on Enterprises or by a voting method (in favor, against, abstention). The voting rate for approval via the voting method shall be implemented in accordance with Clause 2, Article 21 of the Company Charter.

Article 72. Cases of dismissal and removal of members of the Board of Supervisors

(Pursuant to the provisions of Article 174 of the Law on Enterprises)

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

- a. No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Article 169 of the Law on Enterprises;
- b. Having submitted a resignation letter which has been accepted;
- c. Due to mental disorder, and other members of the Board of Supervisors have professional evidence proving that the person no longer has civil act capacity;
- d. Other cases as prescribed by the Company Charter.

2. The General Meeting of Shareholders shall remove a member of the Board of Supervisors in the following cases:

- a. Failing to complete assigned tasks and duties;
- b. Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c. Repeatedly violating or seriously violating the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company Charter;
- d. Other cases as per the resolution of the General Meeting of Shareholders.

3. A member of the Board of Supervisors shall continue to fully exercise their rights and obligations until the General Meeting of Shareholders approves the dismissal of such member of the Board of Supervisors, except for the right to attend and vote at meetings of the Board of Supervisors and the right to receive remuneration as a member of the Board of Supervisors as soon as the Company receives notification of the following cases:

- The member of the Board of Supervisors is restricted in civil act capacity, loses civil act capacity, or has difficulty in cognition or behavior control.
- The member of the Board of Supervisors is being prosecuted for criminal liability, is in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education institution, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs.
- The Board of Supervisors has a decision approving the receipt of the resignation letter of a member of the Board of Supervisors, implemented similarly to the provisions of Article 9 of the Regulations on Operation of the Board of Directors.

Article 73. Notification of election, dismissal, and removal of members of the Board of Supervisors

After the decision on the election, dismissal, or removal of a Supervisor is made, the Company is responsible for disclosing information internally within the Company and to relevant authorities, on mass media, and on the Company's website in accordance with the sequence and regulations of current law.

Article 74. Salaries and other benefits of members of the Board of Supervisors

(Pursuant to the provisions of Article 172 of the Law on Enterprises)

1. Members of the Board of Supervisors are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors;

2. Members of the Board of Supervisors are reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise;

3. Salaries and operating expenses of the Board of Supervisors are included in the Company's business expenses in accordance with the law on corporate income tax and other relevant legal regulations, and must be recorded as a separate item in the Company's annual financial statements.

Chapter V: GENERAL DIRECTOR

Article 75. Role, responsibilities, rights, and obligations of the General Director

(Pursuant to Clauses 2, 3, and 4, Article 35 of the Company Charter)

1. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the exercise of assigned rights and obligations.

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

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

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

c. To organize the implementation of the Company's business plans and investment schemes;

d. To propose the organizational structure and internal management regulations of the Company;

e. To recruit, transfer, dismiss, reward, and discipline employees, except for management positions under the authority of the Board of Directors and the Chairman of the Board of Directors;

f. To decide on salaries, bonuses, and other benefits for employees in the Company, except for management positions under the authority of the Board of Directors and the Chairman of the Board of Directors;

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

h. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers, and must report to these bodies when requested.

i. Other rights and obligations as prescribed by law, the Company Charter, the Regulations on Corporate Governance, and by resolutions and decisions of the Board of Directors, decisions of the Chairman of the Board of Directors, and the labor contract signed with the Company.

Article 76. Term, standards, and conditions of the General Director

(Pursuant to the provisions of Clause 5, Article 162 of the Law on Enterprises; Clause 3, Article 35 of the Company Charter)

The term of the General Director shall not exceed 05 (five) years and may be re-appointed for an unlimited number of terms. The General Director must meet the following standards and conditions:

- a. Not falling into the categories specified in Clause 2, Article 17 of the Law on Enterprises;
- b. Not being a person with family relations with corporate managers, Supervisors of the company and the parent company; representatives of state capital, representatives of enterprise capital at the company and the parent company;
- c. Having professional qualifications and experience in corporate business administration.

Article 77. Candidacy and nomination of the General Director

Members of the Board of General Directors and members of the Board of Directors have the right to stand for election or nominate candidates for the General Director in accordance with the standards and conditions prescribed in Article 76 of these Regulations and submit them to the Board of Directors for consideration when the Company has a need to find a General Director.

Article 78. Appointment, dismissal, signing of contracts, and termination of contracts for the General Director

(Pursuant to Clauses 1 and 5, Article 35 of the Company Charter)

The Board of Directors appoints 01 (one) member of the Board of Directors or hires another person to be the General Director.

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

The Board of Directors has the authority to sign/terminate contracts and decide on the terms of labor contracts as prescribed in Point i, Clause 2, Article 27 and Article 35 of the Company Charter.

Article 79. Notification of appointment, dismissal, removal, signing of contracts, and termination of contracts for the General Director

After the decision on the election, dismissal, or removal of the General Director is made, the Company is responsible for disclosing information internally within the Company and to relevant authorities, on mass media, and on the Company's website in accordance with the sequence and regulations of current law.

Article 80. Salaries and other benefits of the General Director

(Pursuant to Clauses 3 and 4, Article 34 of the Company Charter)

1. The General Director is paid a salary and bonus. The salary and bonus of the General Director are decided by the Board of Directors.

2. The salary of the corporate executive is included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Chapter VI: OTHER ACTIVITIES

SECTION 1: REGULATIONS ON COORDINATION BETWEEN THE BOARD OF DIRECTORS, BOARD OF SUPERVISORS AND GENERAL DIRECTOR

Article 81. Procedures and sequence for convening, notifying meeting invitations, recording minutes, and notifying meeting results between the Board of Directors, the Board of Supervisors, and the General Director

The procedures and sequence for convening, notifying meeting invitations, recording minutes, and notifying meeting results between the Board of Directors, the Board of Supervisors, and the General Director shall be implemented according to the procedures and sequence for convening Board of Directors meetings as prescribed in Section 4, Chapter 3 of these Regulations.

Article 82. Notification of Resolutions/Decisions of the Board of Directors to the Board of Supervisors

(Pursuant to the provisions of Clause 1, Article 171 of the Law on Enterprises)

Resolutions/Decisions and minutes of Board of Directors meetings after being issued must be sent to Supervisors at the same time and in the same manner as to members of the Board of Directors.

Article 83. Notification of Resolutions/Decisions of the Board of Directors to the General Director

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

Article 84. Cases in which the Board of Supervisors and the General Director request to convene a meeting of the Board of Directors and issues requiring the opinion of the Board of Directors

(Pursuant to the provisions of Point h, Clause 3, Article 162 of the Law on Enterprises, Article 288 of Decree No. 155/2020/ND-CP, Clause 4, Article 35, and Article 40 of the Company Charter)

1. Cases for requesting a meeting of the Board of Directors
 - a. The Board of Supervisors may request a meeting of the Board of Directors in the following cases:
 - Upon the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises.
 - When it is determined that the Supervisor's right to access information and documents related to the company's operations is not being fully exercised in accordance with current law and the Company Charter;
 - When detecting acts of violation of the law or the Company Charter by members of the Board of Directors, the General Director, or other corporate executives after having notified the Board of Directors in writing in accordance with Clause 5, Article 40 of the Company Charter, but the violating party has not ceased the violation or implemented remedial measures;
 - b. The General Director may request 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 35 of the Company Charter are not being exercised;
 - When detecting acts of violation of the law or the Company Charter by other corporate executives after having notified the Board of Directors in writing, but the violating party has not ceased the violation or implemented remedial measures;
2. Matters for which the General Director needs to seek the opinion of the Board of Directors:
 - a. Proposing to the Board of Directors plans for organizational structure and internal management



regulations of the Company;

- b. Proposing measures to improve the Company's operations and management;
- c. The General Director shall submit an annual report to the Board of Directors on matters related to employees and corporate executives;
- d. The General Director shall submit an annual report to the Board of Directors on matters related to the Company's relationship with trade union organizations in accordance with best management standards, practices, and policies, the practices and policies stipulated in this Charter, the Company's regulations, and current legal provisions;
- e. Seeking the opinion of the Board of Directors on the audited Financial Statements (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year, which must be submitted for the Board of Directors' approval;
- f. Proposing plans for dividend payments or handling business losses;
- g. Seeking the opinion of the Board of Directors to approve the detailed business plan for the following fiscal year;
- h. Other matters when deemed in the interest of the Company.

3. Matters for which the General Director needs to seek the opinion of the Chairman of the Board of Directors: When handling matters or executing decisions under the authority of the Chairman of the Board of Directors.

Article 85. Report of the General Director to the Board of Directors on the performance of assigned duties and powers

(Pursuant to the provisions of Appendix IV of Circular No. 96/2020/TT-BTC, Clause 4, Article 35 of the Company Charter)

1. Report on the implementation status of Resolutions of the Board of Directors and the General Meeting of Shareholders, and the business and investment plans of the Company that have been approved by the Board of Directors and the General Meeting of Shareholders;
2. Quarterly and annual reports evaluating the financial situation and the production and business operation status of the Company;
3. Report on improvements in organizational structure, policies, and management;
4. Annual report on the implementation of obligations toward the environment, the community, and employees;
5. Report on the implementation status of other matters authorized by the Board of Directors and the General Meeting of Shareholders;
6. Reporting on other matters as requested by the Board of Directors.

Article 86. Reviewing the implementation of resolutions and other matters authorized by the Board of Directors to the General Director

Based on the General Director's report on the performance of assigned duties and powers as stipulated in Article 75 of these Regulations, the Board of Directors shall review the results of the implementation of resolutions and other matters authorized by the Board of Directors to the General Director.

Article 87. Matters that the General Director must report, provide information on, and the notification methods to the Board of Directors and the Board of Supervisors

(Pursuant to the provisions of Clause 3, Article 291 of Decree No. 155/2020/ND-CP, Article 35, Clause 3, Article 43, and Article 45 of the Company Charter)

1. Matters that the General Director must report, provide information on, and the notification methods to the Board of Directors:
 - a. Matters according to Article 84 of these Regulations;

b. The General Director has the obligation to notify the Board of Directors of transactions between the Company, its subsidiaries, or other companies over which the Company holds a controlling interest of 50% (fifty percent) or more of the charter capital, with that same entity or with affiliated persons of that entity in accordance with the law.

c. Other matters requiring opinions or reporting to the Board of Directors must be sent at least 07 (seven) working days in advance, and the Board of Directors shall respond within 07 (seven) working days.

d. Specifically, in the case of approving contracts or transactions as stipulated in Clause 1, Article 167 of the Law on Enterprises with a value of less than 35% (thirty-five percent) of the total value of the enterprise's assets recorded in the most recent financial statement, or another lower ratio or value as stipulated in the Company Charter, the person representing the company signing the contract or transaction must notify the members of the Board of Directors and the Supervisors about the related parties involved in that contract or transaction and attach the draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 (fifteen) days from the date of receiving the notification, unless the Company Charter stipulates a different time limit; members of the Board of Directors who have related interests in the parties to the contract or transaction do not have the right to vote.

2. Matters that the General Director must report, provide information on, and the notification methods to the Board of Supervisors:

a. Reports of the General Director submitted 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.

b. The General Director and other corporate executives must provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the company as requested by the Supervisors or the Board of Supervisors, excluding information related to the Company's trade secrets.

c. The method of notification to the Board of Supervisors shall be the same as that for the Board of Directors.

Article 88. Coordinating control, management, and supervision activities among members of the Board of Directors, Supervisors, and the General Director according to the specific duties of the aforementioned members

1. Coordination of activities between the Board of Supervisors and the Board of Directors:

The Board of Supervisors plays a role in supervision, coordination, consultation, and providing full, timely, and accurate information. Specifically as follows:

a. Regularly notifying the Board of Directors of operational results and consulting the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

b. During meetings of the Board of Supervisors, the Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and answer matters that need clarification;

c. Periodic and ad-hoc inspections by the Board of Supervisors must have written conclusions (no later than 15 (fifteen) days from the date of completion) sent to the Board of Directors to provide further basis for the Board of Directors in managing the Company. Depending on the extent and results of the aforementioned inspection, the Board of Supervisors must discuss and reach a consensus with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the dissenting opinion may be reserved and recorded in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders;

d. In case the Board of Supervisors discovers acts of violation of the law or the Company 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 violating party to cease the violation and implement remedial measures;

e. Supervisors have the obligation to notify the Board of Directors of transactions between the

Company, its subsidiaries, or other companies over which the Company holds a controlling interest of 50% or more of the charter capital, with that same entity or with affiliated persons of that entity in accordance with the law;

f. For recommendations related to the Company's operational and financial situation, the Board of Supervisors must send the document along with related materials at least 15 (fifteen) days before the intended date of receiving a response;

g. Matters recommended to the Board of Directors must be sent at least 07 (seven) working days in advance, and the Board of Directors shall respond within 07 (seven) working days;

h. The Board of Directors shall create favorable conditions for the Board of Supervisors to exercise its rights and obligations.

2. Coordination of activities between the Board of Supervisors and the General Director:

The Board of Supervisors has the function of inspection and supervision.

a. During meetings of the Board of Supervisors, the Board of Supervisors has the right to request the General Director (simultaneously requesting members of the Board of Directors, the General Director, and representatives of the approved auditing organization) to attend and answer matters that need clarification regarding issues of interest to the Supervisors;

b. Periodic and ad-hoc inspections by the Board of Supervisors must have written conclusions (no later than 15 (fifteen) days from the date of completion) sent to the General Director to provide further basis for the General Director in managing the Company. Depending on the extent and results of the aforementioned inspection, the Board of Supervisors must discuss and reach a consensus with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the dissenting opinion may be reserved and recorded in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders;

c. A Supervisor has the right to request the General Director to facilitate access to records and documents related to the Company's business operations (excluding information classified as the company's trade secrets) at the Headquarters or the place where records are stored, for the purpose of performing the assigned duties of a member of the Board of Supervisors if approved by the Board of Supervisors. The procedure for requesting information is specified in the Appendix to these Regulations. The person provided with information is responsible for keeping the provided information confidential and using it for the correct purpose for the assigned work.

d. Regarding information and documents on the management and administration of business operations and business performance reports, financial statements, the written request for provision from the Board of Supervisors must be sent to the Company at least forty-eight (48) working hours before the intended time of receiving a response. The Board of Supervisors must not use the company's undisclosed information or disclose it to others to conduct related transactions;

e. Proposals regarding measures to amend, supplement, and improve the organizational structure of management, supervision, and administration of the company's business operations from the Board of Supervisors must be sent to the General Director at least 07 (seven) working days before the intended date of receiving a response;

f. The General Director shall create favorable conditions for the Board of Supervisors to exercise its rights and obligations.

3. Coordination of activities between the General Director and the Board of Directors: The General Director is the person representing the administration of the Company's operations, ensuring the Company operates continuously and effectively.

a. When proposing organizational structure plans or internal management regulations of the company, the General Director shall send them to the Board of Directors as soon as possible but no less than 07 (seven) days before the date that content needs to be decided;

b. The General Director shall report annually to the Board of Directors on issues related to employees and corporate executives;

c. The General Director shall report annually to the Board of Directors on issues related to the Company's relations with trade union organizations in accordance with best management standards, practices, and policies, as well as the practices and policies stipulated in this Company Charter, the

Company's regulations, and current legal provisions;

d. The General Director has the obligation to notify the Board of Directors of transactions between the Company, its subsidiaries, and other companies over which the Company holds control of 50% or more of the charter capital with those same entities or with affiliated persons of those entities in accordance with the law;

e. Other content requiring opinions as stipulated in Clause 2, Article 84 of these Regulations must be sent to the Board of Directors at least 07 (seven) working days before the intended date of receiving the Board of Directors' response.

**SECTION 2: REGULATIONS ON ANNUAL EVALUATION OF REWARDS AND
DISCIPLINARY ACTIVITIES FOR MEMBERS OF THE BOARD OF DIRECTORS,
MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTORS AND OTHER
ENTERPRISE EXECUTIVES**

Article 89. Regulations on the evaluation of the performance of members of the Board of Directors, Supervisors, the General Director, and other executives

1. The Board of Directors is responsible for developing performance evaluation criteria for all subjects who are members of the Board of Directors, the General Director, and other executives.

2. Performance evaluation criteria must harmonize the interests of corporate executives with the long-term interests of the Company and shareholders. Financial and non-financial indicators used in the evaluation are carefully considered by the Board of Directors and decided from time to time. In particular, non-financial indicators may include: interests of stakeholders, operational efficiency, progress and improvements achieved, etc.

3. Annually, based on assigned functions and duties and established evaluation criteria/achieved results, the Board of Directors organizes the evaluation of the performance of members of the Board of Directors.

4. The performance evaluation of Supervisors is organized and implemented according to the method mentioned in the organizational structure and operation of the Board of Supervisors.

5. The performance evaluation of other executives is carried out according to internal regulations or may be based on the self-evaluation reports of these executives.

Article 90. Rewards

1. The Board of Directors or the Remuneration Committee (if any) is responsible for developing reward policies. Rewards are granted based on the performance evaluation results at Article 89 of these Regulations.

2. Forms of rewards: in cash, in shares (issuing shares under an employee stock option plan in the company), or other forms developed by the Board of Directors or the Remuneration Committee. Reward forms must be planned by the General Director and submitted to the Board of Directors for approval; in case of exceeding their authority, they shall be submitted to the General Meeting of Shareholders for approval.

3. The reward scheme for members of the Board of Directors and Supervisors shall be decided by the General Meeting of Shareholders.

4. For corporate executives: the source of reward funds is deducted from the Company's Reward and Welfare Fund and other legal sources. The reward level is based on actual annual business results; the General Director shall propose it to the Board of Directors for approval; in case of exceeding their authority, it shall be submitted to the General Meeting of Shareholders for approval.

Article 91. Discipline

1. The Board of Directors is responsible for developing disciplinary forms based on the nature and severity of the violation. The highest form of discipline must be removal or dismissal.

2. Members of the Board of Directors, Supervisors, and corporate executives who fail to complete their tasks as required with honesty, diligence, and caution shall be personally liable for the damages they cause.

3. Members of the Board of Directors, Supervisors, and corporate executives who, while performing their duties, commit acts that violate legal provisions or the Company's regulations shall, depending on the severity of the violation, be subject to disciplinary action, administrative penalties, or criminal prosecution in accordance with the law and the Company Charter. In case of causing damage to the interests of the Company, shareholders, or others, they shall be liable for compensation in accordance with the law.

Chapter VII: AMENDMENTS TO REGULATIONS ON CORPORATE GOVERNANCE

Article 92. Supplementing and amending the Regulations on Corporate Governance

1. The supplementation or amendment of these Regulations must be considered and decided by the Company's General Meeting of Shareholders.

2. In cases where legal provisions related to the company's operations are not mentioned in these regulations, or in cases where new legal provisions differ from the clauses in these regulations, those legal provisions shall automatically apply and govern the company's operations.

Chapter VIII: EFFECTIVE DATE

Article 93. Effective date

1. These Regulations consist of 08 Chapters and 93 Articles, unanimously approved by the General Meeting of Shareholders of Ben thanh tourism service corporation pursuant to Resolution No. 01/2026/NQ-ĐHDCĐ dated 05/06/2026, and they agree to the full effectiveness of these regulations.

2. These Regulations are the sole and official regulations of the company.

3. Copies or extracts of the Regulations on Corporate Governance must bear the signature of the Chairman of the Board of Directors.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



LE QUY PHU

