



INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

Gia Lai, 27th May 2024

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REGULATIONS ON CORPORATE GOVERNANCE

HOANG ANH GIA LAI JOINT STOCK COMPANY

(Issued together with Resolution No. 15/24/NQBOD - HAGL dated May 27, 2024 of the Board of Directors on the basis of Resolution No. 01/24/NQDHĐCD - HAGL dated May 10, 2024 of the General Meeting of Shareholders on amending the internal regulations on corporate governance of Hoang Anh Gia Lai Joint Stock Company)

CHAPTER I. GENERAL RULES

Pursuant to Enterprise Law No. 59/2020/QH14 dated June 17, 2020; Pursuant to Securities Law No. 54/2019/QH14 dated November 26, 2019;

Decree No. 155/2020/ND-CP dated 31/12/2020 detailing the implementation of a number of articles of the Securities Law;

Circular No. 116/2020/TT-BTC dated 31/12/2020 guiding a number of articles on corporate governance applicable to public companies of Decree No. 155/2020/ND-CP dated 31/12/2020 detailing the implementation of a number of articles of the Securities Law;

Charter of Hoang Anh Gia Lai Joint Stock Company;

Pursuant to the Resolution of the General Meeting of Shareholders No. 01/24/NQGMS-HAGL dated May 10, 2024, the Board of Directors issued internal regulations on Company governance amended and supplemented.

Article 1: Governing scope and applicable subjects

1. Governing scope: Internal regulations on corporate governance stipulate the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, General Director; 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, General Director and other activities in accordance with the company's Charter and other current regulations of law.
2. Applicable subjects: These Regulations apply to members of the Board of Directors, General Director, the Board of Supervisors, General Director and related persons.

Article 2: Interpretation of terms:

1. The following terms are construed as follows:
 - a. "**Company**" is Hoang Anh Gia Lai Joint Stock Company;
 - b. "**Charter**" describes the organization and activities of Hoang Anh Gia Lai Joint Stock Company passed by GMS from time to time;
 - c. "**GMS**" means the General meeting of Shareholders;
 - d. "**BOD**" means the BOD of the Company;
 - e. "**BOS**" means the Board of supervision of the Company;
 - f. "**the Law on Enterprises**" mean Enterprises Law No. 59/2020/QH14 passed by the National Assembly on 17 June 2020;
 - g. "**Securities Law**" means Securities law No. **54/2019/QH14 dated 26/11/2019**;
 - h. "**Decree No. 155**" refers to Decree No. 155/2020/ND-CP dated 31/12/2020 of the

Government detailing the implementation of a number of articles of the Securities Law

2. In the Regulations, the terms below are interpreted as follows.
 - a. **“Corporate governance”** is a system of rules including: ensuring proper organizational structure; ensuring the effective operation of the BOD and BOS; ensuring the interests for shareholders and related persons; ensuring that all shareholders are treated fairly; making the information about the entire company’s operations publicly available
 - b. **“Public company”** is a joint stock company defined in clause 1 Article 32 Securities law;
 - c. **“Major shareholders”** is defined in **clause 18 Article 4** Securities law;
 - d. **“Enterprise managers”** is defined in clause 24 Article 4 Enterprise law;
 - e. **“Enterprise executives”** include general director, deputy director or deputy general director, chief accountant, and other executives specified in the company’s charter
 - f. **“Non-executive BOD member”** (herein after called non-executive member) is BOD member other than general director, deputy general director, chief accountant, and other executives specified in the company’s charter
 - g. **“BOD Independent member”** (herein after called independent member is specified in clause 2 Article 155 of Enterprise law;
 - h. **“Governance officer”** means the person who has the rights and obligations specified in Article 281 of Decree No. 155/2020/NĐ-CP;
 - i. **“Related persons”** are individuals and organizations specified in clause 23 Article 4 of Enterprise law, clause 46 Article 4 of Securities law;
 - j. **“Offline meeting”** is a form of holding a meeting of the General Meeting of Shareholders convened at a venue, shareholders or authorized representatives of shareholders attend, discuss and vote directly at the meeting venue;
 - k. **“Online meeting”** is a form of holding General Meeting of Shareholders using electronic means and through the internet environment or another form that allows shareholders at different places to attend and discuss and vote by electronic voting or other form as designated by the Company. The venue where the chairperson attends is the main venue of the meeting;
 - l. **“Electronic voting”** means a shareholder or a shareholder's authorized representative voting through the Company's or a third party’s electronic voting system designated by the Company.
3. In the Regulations, any reference to one or some terms or legal documents will include amendments, supplements or a replacement for such documents
4. The headings (chapters and articles of these Regulations) are used to facilitate understanding of the content and do not affect the content of these Regulations.
5. Words or terms defined in the Enterprise Law and Securities Law (if not in conflict with the subject or context) will carry the same meaning in the Regulations.

CHAPTER II. GENERAL MEETING OF SHAREHOLDERS

Article 3. Roles, rights and obligations of the GMS

1. GMS includes all shareholders with the right to make a decision, which is the highest decision-making body of a joint stock company..
2. GMS have the following rights and duties:
 - a. To pass the development direction of the company;

- b. To decide on the type of shares and the total number of shares of each type to be offered for sale; decide the annual dividend rate for each class of shares;
 - c. Election, dismissal and removal of members of the Board of Directors;
 - d. Decide on investment or sale of assets valued at smaller than 35% of total value of assets recorded in the latest financial statement of the company.
 - e. Decision on amending and supplementing the Charter of the Company;
 - f. Approval of the annual financial statements;
 - g. Decide to repurchase more than 10% of the total number of sold shares of each class;
 - h. To consider and handle violations by members of the Board of Directors, causing damage to the company and its shareholders;
 - i. Decide on the reorganization or dissolution of the company.
 - j. To decide the budget or the total remuneration, bonus and other benefits for the Board of Directors;
 - k. Approve internal governance regulations; operation regulations of the Board of Directors;
 - l. Approve the list of independent auditing companies; decide on an independent audit company to inspect the company's operations, dismiss the independent auditor when deeming it necessary;
 - m. Other rights and obligations as prescribed by law.
3. GMS discuss and approve the following issues:
- a. Audited annual financial statements;
 - b. Dividend rate for each share of each type;
 - c. Number of BOD and BOS members
 - d. Approving the list of approved auditing companies; Deciding on an approved auditing company to inspect the company's activities when deemed necessary;
 - e. Electing, dismissing, removing members of the Board of Directors, members of the Supervisory Board;
 - f. Deciding on the budget or total remuneration, bonuses and other benefits for the BOD and Supervisory Board;
 - g. Supplementing and amending the Company's Charter;
 - h. Types of shares and the number of new shares will be issued for each type of shares and transfer of shares by founding members within the first three (03) years from the date of establishment;
 - i. Spinning off, merging or converting the Company;
 - j. Reorganizing and dissolving (liquidating) the Company and appointing a liquidator;
 - k. Checking and handling violations by the BOD and BOS that cause damage to the Company and its shareholders;
 - l. Deciding on investment or disposal of assets worth 35% or more of the Company's total asset value recorded in the Company's most recent financial report;
 - m. The Company decides to redeem more than 10% of the total shares sold of each type;
 - n. The Company signs contracts with people specified in Clause 1, Article 167 of the Enterprise Law equal in value to or greater than 35% of the total value of the Company's

assets recorded in the most recent financial report; contracts, loan transactions, lending, and asset sales specified in Point b, Clause 3, Article 167 of the Law on Enterprises;

- o. The Company's annual business plan;
 - p. Report of the BOD on the management and performance of the BOD and each member of the Board of Directors;
 - q. Report of the BOS on the Company's business results, the performance of the BOD and the General Director;
 - r. Approving the transactions specified in Clause 5 of this Article;
 - s. Approving internal regulations on corporate governance, regulations on activities of the BOD, regulations on activities of the Supervisory Board;
 - t. Self-assessment report on the performance of the BOS and BOS members;
 - u. Other issues are regulated by the provisions of the Charter, these Regulations and other regulations of the Company.
4. All the resolutions and issues included in the meeting agenda must be discussed and voted on at the GMS.
5. The Company's transactions must be approved by the General Meeting of Shareholders:
- a. Loans or guarantees granted to members of the Board of Directors, members of the Board of Supervisors, General Director, other managers who are not shareholders and related individuals and organizations of these entities;

In case of granting loans or guarantees to related organizations of members of the Board of Directors, members of the Board of Supervisors, General Director, other managers who are companies in the same group or companies operating in groups of companies, including parent companies - subsidiaries, economic groups, the General Meeting of Shareholders or the Board of Directors approve of them in accordance with the provisions of the Company's Charter;
 - b. Transactions valued at 35% or more or transactions that result in the total value of transactions arising within 12 months from the date of the first transaction worth 35% or more of the total value of assets recorded in the most recent financial statements between the Company and one of the following entities:
 - Members of the Board of Directors, members of the Board of Supervisors, General Director, other managers and related persons of these entities;
 - Shareholders, authorized representatives of shareholders owning more than 10% of the company's total ordinary share capital and their related persons;
 - Enterprises related to entities specified in Clause 2, Article 164 of the Enterprise Law in which members of the Board of Directors, Supervisors, General Directors are owners, own equity or shares;
 - Enterprises in which related persons of members of the Board of Directors, Supervisors, General Directors own, jointly or separately own equity or shares of more than 10% of the Charter capital.
 - c. Hợp đồng, giao dịch vay, bán tài sản có giá trị lớn hơn 10% tổng giá trị tài sản ghi trên báo cáo tài chính gần nhất giữa công ty và cổ đông sở hữu từ 51% tổng số cổ phần có quyền biểu quyết trở lên hoặc người có liên quan của cổ đông đó. Contracts, loan transactions, or disposal of assets greater than 10% of the total asset value recorded in the most recent financial

statements between the company and shareholders owning 51% or more of the total voting shares or a related person of that shareholder.

Article 4. GMS, authority to convene and notify the finalization of the list of shareholders entitled to attend the GMS

1. The annual GMS meeting is held once a year either off line or online. GMS must be held annually within four (04) months from the end of the fiscal year. The BOD decides to extend the Annual General Meeting of Shareholders where it deems necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, GMS may hold extraordinary meetings. The GMS meeting location is determined where the chairperson attends and must be in the territory of Vietnam.
2. The BOD convenes the annual GMS and selects a suitable location and form of meeting. The annual GMS decides on issues according to the provisions of law and the Company's Charter, especially approving audited annual financial statements. In case the Company's annual financial statement audit report contains material qualified opinions, adverse or disclaimer opinion, the Company must invite a representative of an approved audit organization to audit the financial statements of the Company attending the annual GMS meeting and such representative is obligated to attend the Company's annual GMS meeting.
3. The BOD must convene an extraordinary GMS meeting in the following cases::
 - a. The BOD deems it necessary for the interest of the Company;
 - b. The remaining number of BOD and BOS members is less than the minimum number of members as prescribed by law;
 - c. At the request of a shareholder or a group of shareholders specified in Clause 3, Article 11 of the Company's Charter. The request to convene GMS must be made in writing and include the following main contents: full name, contact address, nationality, ID number of the individual in case of individual shareholders; name, business code or legal document number, head office address in case of institutional shareholders; number of shares organization and time of share registration of each shareholder; total number of shares of the entire group of shareholders and ownership proportion in the total shares of the Company; reasons for convening GMS meetings; adequate signatures of all requesting shareholders (the request document must be made in many copies and gather all the signatures of relevant shareholders);
 - d. Other cases as prescribed by law and the Company's Charter..
4. Convening extraordinary GMS:
 - a. The BOD must convene a General Meeting of Shareholders within thirty (30) days from the date on which number of BOD members, BOD independent members and BOS members remain as specified in Point b, Clause 3 of this Article or receiving requests specified in Points c and d, Clause 3 of this Article;
 - b. In case the BOD does not convene GMS as prescribed in Point a, Clause 4 of this Article, within the next thirty (30) days, the BOS in place of the BOD will convene GMS as prescribed in Article 140 of the Law on Enterprises and Company Charter;
 - c. Where the BOD does not convene GMS as prescribed in Point b of this clause, shareholders or groups of shareholders as prescribed in Clause 3, Article 11 of the Company's Charter are

entitled to representing the Company to convene GMS meetings according to the Law on Enterprises.;

In this case, shareholders or groups of shareholders convening may request the Business Registration Authority to supervise the sequence and procedures for convening, conducting meetings and making decisions of GMS..

- d. All the expenses for convening and conducting GMS will be reimbursed by the Company, not including expenses incurred by shareholders when attending GMS, including accommodation and travel.
 - e. Procedures for holding GMS meetings complies with Clause 5, Article 140 of the Enterprise Law and the Company's Charter.
5. The convening person of the General Assembly of Shareholders shall perform the following tasks:
- a. Preparing a list of shareholders eligible to attend and vote at the GMS meeting. The list of shareholders with the right to attend the GMS meeting is prepared no earlier than ten (10) days before the date of sending the invitation the GMS meeting. The company must disclose information about the preparation of a list of shareholders with the right to attend GMS at least twenty (20) days before the last registration date;
 - b. Determining the time, form and location of the GMS;
 - c. Notifying and send GMS meeting notices to all shareholders entitled to attend the meeting;
 - d. Preparing agenda and meeting content;
 - e. Prepare documents for meetings;
 - f. Drafting GMS resolution according to the expected content of the meeting; list and detailed information of candidates in case of election of the BOD and/or BOS members;
 - g. Providing information and handling complaints related to the list of shareholders;
 - h. Preparing documents to guide registration and attendance at GMS meetings in case of online GMS meeting;
 - i. Other work serving the GMS meeting.

Article 5. Convening GMS

- 1. Invitation to the GMS may be sent to all shareholders by post, email, texting, fax, and/or by other communications regulated by the Company at each specific time to ensure it will reach the contact addresses of shareholders on the list provided by Vietnam Securities Depository and Clearing Corporation. The method of sending such invitations above is decided by the BOD as required by law and legal documents of competent agencies at the time of implementation. The invitation letter is published on the website of the Company and the State Securities Commission, the Stock Exchange where the shares are listed or registered for trading at the same time as it is sent to shareholders.
- 2. The person convening GMS shall send notice to all shareholders in Shareholder's list entitled to attend the meeting at least 21 (twenty one) days prior to the opening date of the GMS (from the date on which the notice is validly sent or delivered). The invitation letter must contain the name, head office address, business code, name and contact address of the shareholder, meeting time, location and other requirements for meeting attendees..

3. GMS meeting agenda and documents related to the issues to be voted on at the meeting are sent to shareholders or/and posted on the Company's website. Sending meeting documents together with the invitation can be replaced by posting it on the Company's website and the invitation must clearly provide the link to all meeting documents so that shareholders can approach them, including:
 - a. The agenda, documents used in the meeting;
 - b. List and details of candidates in case of electing members of the Board of Directors;
 - c. Votes;
 - d. Draft resolutions for each issue in the agenda.

Article 6. GMS meeting agenda and content

1. The BOD or the person convening the GMS meeting must prepare the meeting agenda and content.
2. A shareholder or a group of shareholders referred to in article 11.3 of this Charter has the right to propose any issue to be included on the agenda of a meeting of the GMS. The proposal must be made in writing and sent to the Company at least three (3) working days before the opening day of the GMS. The proposal must clearly state the name of the shareholder, the number of shares of each type and the content of the proposal to be included in the meeting agenda
3. In case the convener of the GMS rejects the proposal in clause 2 of this Article, then he must reply in writing and clearly state the reason at least 02 (two) working days before the opening date of the GMS. The person who convenes the GMS may reject the request as specified in clause 4 of this article if it falls into one of following circumstances:
 - a. The proposal is not sent as specified in Clause 2 of this Article;
 - b. At the time of the proposal, the shareholder or group of shareholders do not hold 5% or more of the ordinary shares as specified in clause 3, Article 11 of this Charter;
 - c. The proposed issue is not within the jurisdiction of the GMS.
 - d. Other cases as specified in this Charter and the law.
4. The person who convenes the GMS must accept and include the request specified in clause 2 of this article in the expected meeting agenda, except for the cases specified in clause 3 of this article; the proposal is officially added to the meeting agenda if it is approved by the GMS.

Article 7. Authorized to attend GMS

1. Shareholders, authorized representatives of shareholders being organizations may directly attend the meeting or authorize one or several other organizations and individuals to attend at the face-to-face meeting or on-line meeting, or in a form as specified in clause 3 Article 144 of the Enterprise law.
2. The authorization to a representative individual or organization to attend the General Meeting of Shareholders as specified in clause 1 of this Article must be made in writing. The power of attorney is made in accordance with the civil code and must clearly state the name of the authorizing shareholder, the name of the authorized individual and organization, the number of authorized shares, the content, the scope and duration of the authorization, signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit the power of attorney when registering at the off-line meeting or notify the Company at least 01 working day in advance for the online meeting. In case of re-authorization, the attendee must also present the original power of attorney of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

3. The vote of the person authorized to attend the meeting within the scope of authorization is still valid when one of the following cases occurs:
 - a. The authorizer passed away, has limited civil act capacity or has lost his civil act capacity;
 - b. The authorizer has canceled the appointment of the authorization;
 - c. The authorizer has revoked the authority of the person performing the authorization.

This clause is not applicable in case the Company receives a notice of one of the above events before the opening time of the G or before the meeting is reconvened.

Article 8. Procedures for conducting a General Meeting of Shareholders

1. Procedure for registration to attend GMS
 - a. Before the opening of the GMS, the Company must carry out procedures to register its shareholders and must implement such registration until all shareholders who are entitled to attend the meeting and who are present have been registered. For an online meeting, shareholders are considered registered to attend the meeting when successfully logging into the online meeting system
 - b. Any shareholder or representative authorized by an organization or representative authorized to attend the meeting who comes to the Meeting directly or logs into the online meeting after the opening of the Meeting shall be registered immediately and thereafter has the right to attend and vote at the meeting. The chairperson is not obligated to delay the meeting so that late arriving shareholders may register, and the effectiveness of any voting which has already been conducted before shall not be affected.
2. Election of the Chairperson, secretary and vote counting committee is regulated as follows:
 - a. The Chairman of the Board of Directors shall act as chairperson or authorize a member of the Board of Directors to chair the meeting convened by the Board of Directors. If the Chairman is absent or is temporarily incapable to work, the Board of Directors shall elect one of them to chair the meeting on the principle of majority. If there is no person elected to act as chairperson, the Head of the Board of Supervisors shall arrange for the General Meeting of Shareholders to elect the chairperson of the meeting amongst the persons attending the meeting, and the person with the highest number of votes shall act as the chairperson of the meeting
 - b. Except for the cases specified in point a clause 3 of this article, the person who signed to convene the General Meeting of Shareholders shall control the meeting to elect the chairman and the person winning the highest number of the votes shall be the chairperson;
 - c. The chairperson appoints a person or a number of persons to work as secretary.
 - d. The General Meeting of Shareholders elects one or several persons to the vote counting committee as requested by the chairperson.

3. The agenda and issues of the meeting must be approved by the GMS in the opening session. The agenda must clearly define and detail the time for each issue in the agenda of the meeting
4. The Chairperson is entitled to take necessary and proper measures to lead the meeting in an orderly fashion in accordance with the agenda approved, reflecting the expectations of the majority of attendees
5. The chairperson of the meeting has the right to postpone the meeting of the GMS with the presence of the people registered for attending the meeting not exceeding 03 (three) working days from the opening date of the meeting and may only postpone the meeting or change the venue in the following cases:
 - a. There is not enough convenient seating for all of the attendees;
 - b. Communication media fail to facilitate attending shareholders' discussion and voting;
 - c. A certain attendee disrupts the order threatening to prevent the meeting from being conducted in a fair and lawful fashion.
6. Where the chairperson postpone or suspends the GMS against the provision in Clause 6 of this article, the General Meeting of Shareholders shall elect another person among the attendees to replace the chairperson in conducting the meeting to finish; and all the resolutions passed at that meeting are enforceable;
7. The convener of the GMS or the chairperson has the following rights:
 - a. Request all the attendees to the GMS undergo examination or other lawful and reasonable security measures.
 - b. Request the competent authority to maintain order of the meeting; expel those who do not comply with the Chairperson's presiding rights, intentionally disrupt order, prevent the normal progress of the meeting or refuse to comply with the requirements of security checks out of the GMS.
8. The Convenor of the GMS, after careful considerations, can apply measures which they deem appropriate in order to:
 - a. Arrange seating at the venue of the meeting of the GMS;
 - b. Ensure safety for all persons present at the venue of the meeting;
 - c. Facilitate the shareholders to attend (or continue to attend) the meeting. The Convenor of the GMS has full power to change the above measures and take all other necessary measures which may include issuance of entry permits or use of other selected forms.
9. In these regulations, for online meetings or other forms, shareholders or their authorized representatives who successfully log in to the online meeting system are viewed as directly attending.

Article 9. Conditions for conducting a GMS

1. GMS shall be conducted when the number of attending shareholders represents more than 50% of the voting shares;
2. In case the first meeting is not eligible to conduct as specified in clause 1 of this Article, notification of the second meeting must be sent within 30 working days from the intended date of the first meeting. The second meeting of the General Meeting of Shareholders shall be conducted when the number of attending shareholders represents 33% or more of the total of votes.

3. If the second convened GMS of is not eligible to conduct as specified in clause 2 of this Article, notification of the third meeting must be sent within 20 days from the intended date of the second meeting. In this case, the third GMS shall be conducted regardless of the number of attending shareholders.
4. Only the GMS has the right to change the meeting agenda attached to the meeting invitation as specified in clause 3 Article 5 of these regulations,.
5. The person convening the GMS meeting can change the meeting format at the second or third convened meeting based on the actual situation and the change must be clearly stated in the invitation letter.

Article 10. Procedures for passing GMS resolutions

GMS passes resolutions within its authority by voting at the meeting or consultation in writing.

Article 11. Conditions for passing GMS resolutions

1. Resolutions of the following issues shall be passed at a meeting when it is approved by 65% or more of the total votes of shareholders with the right to vote who are present at the Meeting or proxies present at the Shareholder's Meeting off line or on line:
 - d. Types of shares and total number of shares of each type;
 - e. Changes of business lines;
 - f. Change of the Company's organizational structure;
 - g. Reorganization or dissolution of the Company;
 - h. Investment projects or disposal of assets valued at 35% or more of the total value of assets of the Company based on the most recent audited financial statement of the period;
2. Resolutions are passed when shareholders own more than 50% of the total votes of all shareholders attending the General Meeting of Shareholders in person or online except cases as specified in clause 1 this article, clause 3, 4 and 6 Article 148 of the Enterprise law
3. Voting to elect members of the Board of Directors and of the Board of Supervisors must be implemented by the method of cumulative voting, whereby each shareholder shall have its total number of votes as the total number of shares it owns multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors and shareholders have the right to accumulate all of their votes for one or more candidates. Persons who are elected as members of the Board of Directors or members of the Board of Supervisors shall be determined on the basis of the number of votes from the candidate with the highest number to the candidate with the lower number until the sufficient number of members stipulated in the Company Charter. In case two (02) or more candidates have the same number of votes for the last member of the Board of Directors or the Board of Supervision, the General Meeting of Shareholders shall conduct re-election among the candidates with the same number of votes or carry out selection in accordance with the criteria of the election regulations or the Company Charter.
4. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the sequence and procedures for convening the meeting and passing such resolutions are conducted in violation of the Enterprise law and the Company Charter.

Article 12. Method of casting, counting votes and announcing the vote counting results at the GMS meeting

1. The election of the vote counting committee to count votes at the GMS meeting is carried out as specified in Point d, Clause 2, Article 8 of these Regulations; GMS elects the persons in charge of counting votes or supervising the counting of votes at the Chairperson's proposal. The number of members of the vote-counting committee shall be decided by the GMS at the chairperson's request.
2. Upon registration of shareholders, the Company shall issue a voting card to each shareholder or authorized representative with voting rights which states registration number, full names of shareholders, full names of authorized representatives and number of votes of such shareholders GMS shall discuss and vote on each issue on the agenda. The voting shall be conducted by voting in favor, against, and abstention.
3. When conducting voting at the meeting, the cards approving of a resolution shall be collected first, then the disapproving cards, and finally there shall be a count of the overall number of votes which approve or disapprove to make a decision.
4. For online meetings, shareholders or their authorized representatives vote through an electronic voting system.
5. Voting to elect members of the Board of Directors and of the Board of Supervisors must be implemented by the method of cumulative voting, whereby each shareholder shall have its total number of votes as the total number of shares it owns multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors and shareholders have the right to accumulate all of their votes for one or more candidates. Persons who are elected as members of the Board of Directors or members of the Board of Supervisors shall be determined on the basis of the number of votes from the candidate with the highest number to the candidate with the lower number until the sufficient number of members stipulated in the Company Charter. In case two (02) or more candidates have the same number of votes for the last member of the Board of Directors or the Board of Supervision, re-election shall be conducted among the candidates with the same number of votes or carry out selection in accordance with the criteria of the election regulations or the Company Charter.
6. The vote counting results are announced by the chairperson right before the closing of the meeting. The announcement of The vote counting results must specifically state the number of votes for, against, and abstentions on each issue.

Article 13. Objection to GMS decisions

1. A shareholder voting against a resolution on re-organization of the company or against a change to the rights and obligations of shareholders stipulated in the charter of the company may demand the company redeem their shares. Such demand must be made in writing and specify the name and address of the shareholder, the number of shares of each class, the intended selling price, and the reason for demanding redemption by the company. Such demand must be sent to the company within ten (10) days from the date on which the GMS passed the resolution on the matter referred to in this clause.
2. The company must redeem shares upon demand by the shareholder as stipulated in clause 1 of this article at the market price or the price determined on the basis of the principles stipulated in the charter of the company, within a period of ninety (90) days from the date of receipt of the demand. Where there is disagreement about the price, the parties may request valuation by a

professional price evaluation organization. The company shall recommend at least 03 professional price evaluation organizations for the shareholder to select from, and such selection shall be the final decision.

Article 14. Preparing GMS minutes

1. All meetings of the GMS must be recorded in minutes and may be sound recorded, or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may also be English, and must include the following main contents:
 - a. Name, head office address and enterprise code number;
 - b. Time and venue of the meeting of the GMS;
 - c. Program and agenda of the meeting;
 - d. Full names of the chairperson and secretary;
 - e. Summary of the developments at the meeting and of the opinions expressed at the GMS on each issue on the agenda;
 - f. Number of shareholders and total number of votes of attending shareholders, and appendix listing the registered shareholders and representatives of attending shareholders together with the number of shares and corresponding number of votes;
 - g. Total number of votes for each issue voted on, specifying the method of voting, the total number of valid and invalid votes, the number of votes for and against and abstentions; and the corresponding ratio of the total number of votes of shareholders attending the meeting;
 - h. Issues which were passed and corresponding percentage of votes in favour of passing;
 - i. Signatures of the chairperson and of the secretary

In case the chairperson or secretary refuses to sign the minutes of the meeting, the minutes will take effect if signed by all the other BOD members attending the meeting and contain all the contents as specified in this clause. The meeting minutes clearly state the chairperson and secretary's refusal to sign the minutes of the meeting

2. The minutes prepared in Vietnamese and foreign languages shall have equal validity. In case of difference between Vietnamese and foreign language versions, the Vietnamese version shall prevail.
3. The minutes of a meeting of the GMS must be completely prepared and passed prior to the end of the meeting. The chairperson and secretary or any other person who put their signatures to the minutes of the meeting shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.
4. The minutes of GMS must be published on the website of the Company within twenty four (24) hours, or/and sent to all the shareholders within fifteen (15) days after the meeting.
5. The resolutions, minutes of GMS and the appendix listing the shareholders registered to attend such meeting, powers of attorney or authorizations to attend the meeting and other relevant data must be archived at the head office of the Company and disclosed as per law on information disclosure on Stock market

Article 15. Disclosing GMS resolutions

All GMS resolutions must be posted on the website of the company within twenty-four (24) hours from the date of issuance and disclosed according to the Law on information disclosure on Stock market

Article 16. Resolutions passed at GMS by consultation in writing

Every issue under the authority of the GMS as specified in clause 1 and clause 2, Article 14 of the Company Charter charter can be approved by consultation in writing. Authority and formalities for consultation with shareholders in writing to pass GMS decisions are conducted as follows:

1. The BOD has the right to consult shareholders in writing in order to pass a resolution of the GMS if it is considered necessary for the interest of the company.
2. The BOD must prepare written consultation forms, draft resolution of the General Meeting of Shareholders and documents interpreting the draft resolution and sent it to all shareholders with voting rights at least 10 days before the deadline to return the consultation form

The list of shareholders, requirements and method of sending the consultation form and accompanying documents shall comply with clause 1, clause 2 Articles 141 and 143 of the Enterprise law and clause 3 article 17 of the Company Charter. In case of force majeure events, including but not limited to natural disasters, epidemics, terrorism, wars, bans of competent state agencies, etc., making it impossible to send or/and receive consultation form, shareholders can print the form posted on the Company's website to vote on issues consulting shareholders in writing and return to the company in a conformable method as specified in clause 3 of this Article

3. The written consultation form must contain the following basic details:
 - a. Name, head office address, and enterprise code number;
 - b. Purpose of written consultation;
 - c. Full name, contact address, nationality, and the number of lawful personal identification in respect of a shareholder being an individual; name, enterprise code or number of establishment decision, head office address of a shareholder being an organization or full name, contact address, nationality, number of lawful personal identification of the authorized representative of a shareholder being an organization; number of shares of each type and the number of voting shares;
 - d. Issues that need consulting for decision taking;
 - e. Voting options, comprising agreement, non-agreement, or abstention;
 - f. Time-limit within which the completed written consultation form must be returned to the company;
 - g. Full names and signatures of the BOD chairman.
4. Shareholders may send the filled-out consultation form to the Company by mail, fax, email or other forms as required as follows:
 - a. In case of mailing: The filled-out consultation form must be signed by individual shareholder, authorized representative or legal representative of shareholder being organization. The consultation form sent to the company must be enclosed in a sealed envelope and no one is allowed to open it before counting the votes;

- b. In case of sending by fax or email or other forms required by the Company: The consultation form sent to the Company must be kept confidential until the time of counting of votes.
 - c. The filled-out consultation are sent to the Company after the deadline specified in the consultation form or opened in the case of mailing or disclosed/published before the time of counting of votes in the case of fax, email, other forms are not valid. Consultation forms that are not sent back are considered as abstention.
5. The BOD shall conduct the vote-counting and then take minutes of the vote counting in the presence of the BOS or a shareholder not holding any managing executive position in the Company. The minutes of vote-counting shall contain the following basic details:
- a. Name, head office address, number and enterprise code;
 - b. Purposes and issues on which it is necessary to consult in order to pass the resolution;
 - c. Number of shareholders with total number of votes having participated in the vote, classifying the votes into valid and invalid and mentioning the method by which the votes were sent, including an appendix of a list of the shareholders having participated in the vote;
 - d. Total votes in favor, against and abstention on each issue;
 - e. The issues passed and the respective percentage of votes passed;
 - f. Full name and signature of the BOD Chairman of the persons who counted and supervised the vote-counting.

BOD members and the persons who count and supervise the vote-counting shall be jointly liable for the truthfulness and accuracy of the minutes of vote counting, and shall be jointly liable for any loss and damage arising from a decision which is passed due to an untruthful or inaccurate vote counting.

6. The minutes of vote counting and resolutions shall be sent to all shareholders within fifteen (15) days after completion of the vote counting. If the Company has a website, instead of sending, the minutes of vote counting and resolutions may be published on the website within twenty-four (24) hours after completion of the vote count.
7. The filled-out consultation forms, the minutes of vote counting, the resolutions passed and the relevant documents attached with consultation forms must be archived at the head office of the company.
8. GMS Resolutions which are passed via written consultation can be passed by Shareholders holding more than 50% of the total approving votes of the shareholders with voting right.
9. Resolutions passed by consultation with shareholders in writing is equal in validity to decisions passed at the GMS.

Article 17. Sequence and procedures for online meeting

1. the BOD or the convener of the GMS may hold the Annual GMS and the Extraordinary GMS on line in the following cases:
 - a. Occurrence of force majeure events, including but not limited to natural disasters, pandemics, insurrections, terrorism, policies of competent state agencies that prevent meetings from being held off line or majority of shareholders cannot attend the meeting in person or:
 - b. Objective events that the BOD or the convening person considers inconvenient and/or inappropriate to hold an offline meeting.

2. The method of sending the notice of invitation to the online GMS is the same as that of the direct notice of invitation to the GMS according to the provisions of Article 5 of these Regulations. The convening person of the GMS is obliged to prepare documents guiding the registration and attendance of the online meeting of GMS. This guidance document is sent to shareholders and/or posted on the Company's website at least 03 working days before the opening of GMS
3. Shareholders or authorized representatives will register and attend the online meeting of the GMS according to the Company's guidance documents sent directly to shareholders or posted on the Company's website. Shareholders or their authorized representatives attending after the opening of the meeting have the right to register and have the right to participate and vote at the meeting immediately after registration. The Chairman is not responsible for stopping the meeting so that late shareholders can register and the validity of the previously voted contents does not change.
4. Authorization for a representative to attend the online GMS is given in accordance with the Company Charter and Article 7 of these Regulations. The power of attorney must be sent to the Company by shareholders before the time of registration for shareholders' participation in online GMS.
5. Conditions for conducting an online General Meeting of Shareholders:
 - a. Online meeting is conducted when the number of shareholders registering to attend the meeting and successfully accessing the electronic system of the online meeting owns and represents more than 50% of the total votes.
 - b. In case the first meeting is not eligible to be conducted as specified in point a clause 5 of this article, the second meeting of the GMS shall be convened and held in accordance with the provisions of clause 2 of Article 9 of these Regulations.
 - c. In case the second meeting is not eligible to be conducted as prescribed in point b clause 5 of this article, the third GMS shall be convened and held in accordance with the provisions of clause 3 Article 9 of these Regulations.
 - d. GMS convened in accordance with the provisions of points b and c clause 5 of this article is not required to be held online. The form the next meeting shall be decided by the convener.
6. The mode of conducting an online meeting shall comply with the provisions of Article 8 of these Regulations. Shareholders or their authorized representatives vote and pass the issues of the agenda at the online meeting by the method specified in clause 4 of Article 12 of these Regulations.
7. An electronic voting system is established by the company or provided by a third party or another reasonable method so that shareholders and authorized representatives of shareholders can vote and record the process and results of voting on the contents of the meeting agenda. Specific voting methods will be announced and instructions provided to shareholders and authorized representatives before the opening of the online meeting.
8. GMS shall elect the Vote Counting Committee according to Clause 2, Article 8 of these Regulations. The vote counting committees count the votes according to the number of votes from the shareholders or their authorized attending the meeting to vote on line, and electronically on the system. The Vote Counting Committee is responsible for the accuracy of this counting of votes and for damages arising from the resolutions passed due to dishonest and inaccurate counting of votes.

9. The results of the vote counting will be announced before the closing of the meeting as specified in Clause 6, Article 12 of these Regulations.
10. The resolution of the GMS at online meeting shall be passed when the conditions specified in Article 11 of these Regulations. GMS resolutions passed at online meeting are as valid as the resolutions passed at offline meeting
11. The online meeting minutes of GMS shall be prepared and include the contents as specified in Article 14 of these Regulations.
12. Contents of the Resolution and Minutes of General Meeting of Shareholders shall be published on the website of the Company within twenty-four (24) hours and disclosed as per law on information disclosure in the stock market..
13. Organizational process and specific instructions on participating in and voting at the online GMS are sent to shareholders before each meeting is held.

Article 18. Sequence and procedures for offline GMS combined with online

1. The BOD or the convener of the GMS may hold it off line combined with on line in the case specified in Clause 1, Article 17 of these Regulations. Shareholders or authorized representatives as organizations or representatives authorized by shareholders can choose to participate, discuss and vote at the GMS meeting using either method above.
2. The method of sending the invitation to offline GMS combined with online is according to the provisions of Article 4 of these Regulations. The convening person of the GMS is obliged to prepare documents guiding the registration and attendance of the online meeting of GMS. offline GMS combined with online. This guidance document is sent to shareholders and/or posted on the Company's website at least 03 working days before the opening of GMS.
3. Registration to attend the meeting:
 - a. Where a shareholder, an authorized representative of a shareholder who is an organization or an authorized representative attends the GMS meeting off line, registration to attend the meeting is carried out in accordance with the Clause 1, Article 8 of these Regulations;
 - b. Where a shareholder, an authorized representative of a shareholder who is an organization or an authorized representative attends the GMS meeting off line, registration to attend the meeting is carried out in accordance with the Clause 3 Article 17 of these Regulations;
4. Authorization for a representative to attend GMS online combined with offline is given in accordance with the Charter of the Company and Article 7 of these regulations.
5. Conditions for conducting an online GMS:
 - a. Online meeting is conducted when the number of shareholders registering to attend the meeting and successfully accessing the electronic system of the online meeting owns and represents more than 50% of the total votes.
 - b. In case the first meeting is not eligible to be conducted as specified in point a clause 5 of this article, the second meeting of the GMS shall be convened and held in accordance with the provisions of clause 2 Article 9 of this Regulation.
 - c. In case the second meeting is not eligible to be conducted as prescribed in point b clause 5 of this article, the third GMS shall be convened and held in accordance with the provisions of clause 3 Article 9 of this Regulation.

- d. GMS convened in accordance with the provisions of point b and point c clause 5 of this article is not required to be organized online. The form of organization of the next meeting shall be decided by the convener.
6. The resolution of the GMS at online meeting shall be passed when the conditions specified in Article 11 of these Regulations are met. Voting results are calculated by the total votes of shareholders attending the GMS meeting off line and those attending the online GMS meeting. GMS resolutions are of the same validity as the resolutions passed at offline meeting.
7. Method of voting:
 - a. For shareholders attending the GMS meeting off line, voting is conducted according to Clauses 2, 3 and 5 of Article 12 of these regulations;
 - b. For shareholders attending the online GMS meeting, voting is conducted according to Clauses 6 and 7, Article 17 of these regulations.
8. Method of vote counting:
 - a. GMS shall elect the Vote Counting Committee according to the provisions of Clause 2, Article 8 of these Regulations. The vote counting committee counts the votes according to the number of votes from the shareholders or their authorized attending the meeting to vote on line, and electronically on the system.
 - b. The GMS shall discuss and vote on each issue on the agenda. The voting shall be conducted by voting in favor, against, and abstention except the case of electing BOD and BOS members according to the Enterprise law and the Company's Charter.
 - c. The Vote Counting Committee is responsible for the accuracy of this counting of votes and for damages arising from the resolutions passed due to dishonest and inaccurate counting of votes.
9. The results of the vote counting will be announced immediately before the closing of the meeting according to the content specified in Article 9 of these Regulations
10. The minutes of online combined with offline GMS meeting shall be prepared and include the contents as specified in Article 14 of these Regulations.
11. Contents of the Resolution and Minutes of GMS shall be published on the website of the Company within twenty-four (24) hours and disclosed as per law on information disclosure in the stock market.
12. Quy trình tổ chức và specific instructions về việc tham gia và biểu quyết tại cuộc họp GMS trực tiếp kết hợp trực tuyến được gửi cho cổ đông trước mỗi lần tổ chức cuộc họp. The procedure for organization of and specific instructions on participating and voting at both offline and online GMS meetings are sent to shareholders before each meeting is held.

CHAPTER III. THE BOARD OF DIRECTORS

Article 19. Rights and obligations of the Board of Directors

1. the BOD is the Company's management authority, having absolute rights to act on behalf of the Company to decide and fulfill the rights and obligations of the company, except for rights and obligations under the authority of the General Meeting of Shareholders.
2. Rights and obligations of the BOD are stipulated by the Law, the Company's Charter and the GMS. Particularly, the BOD has the following rights and obligations:

- a. To decide on the strategy, medium-term development plan and annual business plan of the Company;
- b. Proposing types of shares and total number of shares to be offered for sale of each class;
- c. To decide to sell unsold shares within the number of shares authorized to be offered for sale of each class; decide to raise additional capital in other forms;
- d. To decide the selling price of shares and bonds of the Company;
- e. To decide to repurchase shares in accordance with Clause 1 and Clause 2, Article 133 of the Enterprise Law;
- f. To decide on investment plans and investment projects within its competence and scope specified by law;
- g. To decide on solutions for market development, marketing and technology;
- h. Through purchase, sale, borrowing, lending and other contracts and transactions valued at 35% or more of the total value of assets recorded in the most recent financial statements of the Company, except for contracts, the transaction falls under the decision-making authority of GMS as specified at point d, Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Enterprise Law;
- i. Appointment, dismissal and removal of the Chairman of the BOD; appoint, dismiss, sign contracts, terminate contracts with the General Director and other managers are stipulated by the Company's charter; deciding on the salary, remuneration, bonus and other benefits of such managers; appoint an authorized representative to participate in the Members' Council or the GMS in another company and the remuneration and other benefits of that person;
- j. To supervise and direct the General Director and other managers in running the daily business of the Company;
- k. To decide on the organizational structure, internal management regulations of the Company, to decide on the establishment of subsidiaries, branches and representative offices and to contribute capital and purchase shares of other enterprises;
- l. To decide on the selection of the form of holding the GMS meeting, approve the submission of the agenda, the documents serving the GMS meeting, convene a GMS meeting or collect opinions for the GMS to pass a resolution;
- m. To Submit audited annual financial statements to GMS;
- n. To propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or dealing with losses arising in the course of business;
- o. To propose the reorganization, dissolution of the company, requesting bankruptcy of the company;
- p. Decision to issue the Regulation on operation of the BOD, Internal Regulation on Corporate Governance after being approved by GMS; decision to issue the Regulation on information disclosure of the company
- q. Other rights and obligations in accordance with the provisions of the Enterprise Law, The Securities law, other provisions of the law and the Company charter.

Article 20. Role, rights and obligations of BOD members

1. BOD Members have all rights as prescribed by the Law on Enterprises, Law on Securities, relevant laws and the Company's Charter, including rights to be provided with information and documents on the financial situation, business operation of the Company and its subsidiaries.
2. BOD Members have obligations as prescribed by the Company's Charter and other obligations:

- a. To perform in an honest and prudent manner for the best interests of the Shareholders and the Company;
- b. To attend all meetings of the Board of Directors and comment on the issues raised for discussion;
- c. To promptly and fully inform the Board of Directors of the remunerations paid by the subsidiary companies, associates and other organizations;
- d. Report to the Board of Directors at the latest meeting transactions between the Company, its subsidiaries and other companies in which the Company holds over 50% or more of the charter capital with BOD members Directors and related persons of that member; transactions between the Company and the company in which a member of the Board of Directors is a founding member or an executive of the enterprise during the last 3 years before the time of the transaction;
- e. To disclose information when trading the Company shares in accordance with the law.
- f. Independent BOD members must prepare a report on assessment of the BOD activities.

Article 21. BOD members composition and structure

1. The number of BOD members is not less than three (03) or more than eleven (11). The term of office of BOD members shall not exceed five (05) years; BOD members can be re-elected without term limits. An individual can only be elected as an independent member of The BOD of a company for no more than 02 consecutive terms. In case all the BOD members' terms end, they will continue to be BOD members until a new member is elected to replace and take over the job.
2. At least one third (1/3) of Board members must be non-executive members. The Company minimizes BOD members concurrently holding executive titles of the Company to ensure the independence of the BOD.
3. The number of independent BOD members must meet the following regulations:
 - a. There is at least 01 independent member in case the Company has 03 - 05 BOD members;
 - b. There are at least 02 independent members in case the Company has 06 - 08 BOD members;
 - c. There are at least 03 independent members in case the Company has The BOD members 09-11 BOD members.

Article 22. Criteria and requirements for the BOD members

1. BOD members must satisfy the following criteria and requirements:
 - a. Not subject to provisions in Clause 2, Article 17 of Enterprise Law;
 - b. Having professional qualifications and experience in business administration or in the fields, sectors or business lines of the Company and not necessarily being a shareholder of the Company, unless otherwise specified by the Company Charter;;
 - c. The Company BOD members may concurrently be a member of the Board of Directors of five (05) other companies at most;
 - d. BOD Chairperson cannot hold the position of General Director of the Company.
2. Independent BOD member must satisfy the following criteria and conditions:
 - a. Not working for the same Company, parent company or a subsidiary of the Company; not used to work for the Company, parent company or a subsidiary of the Company during at least the last three (03) consecutive years.
 - b. Not currently receiving salaries and remuneration from the Company, except for the allowances to which BOD members are entitled as per regulations.

- c. Not being a person whose spouse, biological parents, adoptive parents, biological children, adopted children or siblings are major shareholders of the Company; not being a manager of the Company or its subsidiary;
 - d. Not being a person directly or indirectly owning at least 01% of the total number of voting shares of the Company;
 - e. Not being a person who used to be a member of the Board of Directors of the Company over the last five (05) consecutive years; unless he/she is designated for two (02) consecutive terms.
3. BOD members can only concurrently be BOD members at 05 other companies at most.

Article 23. Nomination, candidacy for BOD members

1. Shareholders or group of shareholders owning 10% or more of the total number of ordinary shares or having the right to nominate people to the BOD according to the Enterprise law and the Company's Charter. The nomination of people to the BOD is done as follows:
 - a. Ordinary shareholders forming a group to nominate people to the BOD must notify the group meeting to the attending shareholders before the opening of the GMS;
 - b. Based on the number of BOD members a shareholder or a group of shareholders specified in this clause are entitled to nominate one or several persons according to the decision of GMS as a candidate for the BOD.
2. In case the number of BOD candidates through nomination and candidacy is still not enough as specified in Clause 5 of Article 115, the incumbent BOD shall nominate additional candidates or put up the nomination as specified by the Company charter, Internal Regulations on Corporate Governance and Regulation on Operation of the BOD. The introduction of more candidates by the incumbent BOD must be clearly announced before the GMS votes to elect BOD members in accordance with the law.

Article 24. Method of election of BOD members

Voting to elect The BOD members shall be done by cumulative voting method, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the BOD and Shareholders have the right to add all or part of their total votes to one or several candidates. Successful candidates for BOD members are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members is as specified in the Company charter. In case there are 02 or more candidates winning the same number of votes for the last member of the Board of Directors or the Board of Supervision, the General Meeting of Shareholders shall conduct re-election among the candidates with the same number of votes or carry out selection in accordance with the criteria of the election regulations or the Company's Charter.

Article 25. Dismissal, and removal of BOD members

1. A member of the BOD no longer holds membership of the BOD in the event of being dismissed, removed or replaced by the GMS as specified in article 160 The Enterprise law
2. The BOD must convene a GMS meeting to elect additional BOD members according to the Clauses 1 and 2, Article 140 of The Enterprise Law.

Article 26. Notification of electing, removing, dismissing BOD members

Notification of electing, removing, dismissing BOD members is given in compliance with the Charter and information disclosure as per law

Article 27. Notification of election, dismissal, removal of BOD members

In case candidates for the BOD has been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of GMS on the Company's website for shareholders to find out about these candidates before voting. Candidates for the BOD must make a written commitment to the integrity and accuracy of the personal information disclosed and must commit to performing their duties honestly, carefully and for the best interests of the Company if elected as a member of the BOD. Information regarding the BOD candidate to be published includes:

- a. Full name, date, month and year of birth;
- b. Education
- c. Qualification;
- d. Working history;
- e. Other management titles (including titles in the BOD of other companies);
- f. Interests related to the Company and its related parties;
- g. Other information (if any)

The Company must disclose information about the companies in which the candidate is holding BOD member position, other management positions and interests related to the BOD candidate's company

Article 28. election, dismissal, removal of BOD chairman

1. The BOD Chairman is elected, dismissed, removed among the BOD Members. The Chairman of the BOD cannot concurrently hold the position of General Director of the Company.
2. Where Chairman of the BOD tenders his resignation or is dismissed or removed, the BOD must elect new persons as replacement within ten (10) days from the date of receiving the resignation letter or dismissal or removal.

Article 29. Remuneration, bonus and other benefits of BOD members

1. The Company has the right to pay remuneration and bonuses to BOD members according to their business results and efficiency;
2. BOD members are entitled to work remuneration and bonuses. Work remuneration is calculated according to the number of working days required to complete their tasks and the remuneration per day. The BOD estimates the remuneration for each member on the principle of consensus. The total remuneration and bonus of the BOD is decided at the annual GMS;
3. Remuneration of each BOD member shall be included in the business expenses of the Company in accordance with provisions of the law on corporate income tax, which is presented as a separate item in the annual financial statements of the Company and must be reported to GMS at the annual meeting;
4. BOD Members holding executive positions or BOD Members working in sub-committees of the Board of Directors, or performing other jobs that, in the opinion of the Board of Directors, are beyond the scope of the ordinary duties of a member of the Board of Directors, may be paid extra remuneration as pay package including salary, commission, percentage of profit, or other forms at the discretion of the Board of Directors;
5. BOD members are entitled to reimbursement for all travel, meals, accommodation and other reasonable expenses they have to pay when performing their responsibilities as BOD members,

including expenses incurred in attending GMS, BOD meetings or other BOD or GMS committees;

6. BOD members may be covered by Company- provided liability insurance after obtaining approval from GMS. The insurance does not cover the liability of BOD members related to violation of the law and the Company charter

CHAPTER IV. SEQUENCE AND PROCEDURES FOR HOLDING BOD MEETING

Article 30. BOD meeting

1. The Chairperson of the Board of Directors shall be elected in the first BOD meeting within seven (07) working days from the date of completion of the BOD election. This meeting shall be convened and chaired by the member who gains the highest number of votes or the highest vote rate. If more than one (01) member gains the same highest number of votes or the highest vote ratio, such members shall elect one (01) person amongst them by majority rule to convene the BOD meeting.
2. The BOD must hold a meeting once every quarter and can convene an extraordinary meeting.
3. BOD Chairperson may convene BOD meeting in the following cases:
 - a. At the request of the BOS or independent BOD member;
 - b. At the request of the General Director or at least 05 other managers;
 - c. At the request of at least 02 BOD members;
 - d. Other cases as per law (if any).

Such requests must be made in writing, stating clearly purpose, issues up for discussion and decisions under the BOD authority.

4. The BOD Chairperson shall convene a BOD meeting within 07 working days after receiving a request specified in Clause 3 of this Article. If the Chairperson fails to convene a meeting as requested, he must be liable for any damage caused to the Company; the person making the request can convene a meeting of the Board of Directors as a replacement for the Chairperson.

Article 31. Notification of BOD meeting

1. Invitation to the meeting must be sent no later than 03 working days prior to the date of the meeting. The notification must specify the time and venue of the meeting, and issues for discussion and decision. It shall be enclosed with documents to be used at the meeting and voting ballots for the members.
2. The invitation to the meeting could be sent via letter, telephone, fax, electronic mail or other communication instruments and must be ensured to reach the contact address of each BOD member as registered with the Company
3. The BOD chairperson or convener sends invitation to meeting and attached documents to BOS members like BOD members. BOS members have the right to attend the BOD meeting, to discuss but they are entitled to no right to vote.

Article 32. Conditions for holding BOD meeting

1. A meeting can only take place when at least three quarters (3/4) of the total BOD members are present
2. BOD Members must attend all BOD meetings. A member may authorize another person to attend a meeting and vote if all of the BOD members agree
3. In case the minimum number of attending members convened to the meeting according to Clause 1 of this Article is not sufficient as required, the meeting must be reconvened within seven (07) days since the first tentative meeting. The meeting reconvened shall take place if half (1/2) of the members of the BOD attend.

Article 33. Method of voting

1. A member of the Board of Directors shall be considered attending and voting at a meeting in the following cases:
 - a. Attending and voting at the offline meeting;
 - b. Authorizing another person to attend and vote at the meeting;
 - c. Attending and voting on line or in other electronic forms;
 - d. Sending his/her vote to the meeting by mail, fax or email;
 - e. Sending his vote via other means.
2. If sent to the meeting by post service, the vote shall be sealed in an envelope and delivered to the BOD chairperson no later than 1 hour prior to the opening of the meeting. Vote envelopes may only be opened in the presence of all the attendees.

Article 34. Approving BOD resolutions

1. BOD resolutions or decisions shall be adopted when it is voted for by the majority of the members attending the meeting; In case of a tie vote, the BOD chairperson's decision shall be final.
2. Resolutions passed by consultation with shareholders in writing are approved by a majority of BOD members with voting rights. Such a resolution is equal in effect and validity to decisions passed at the General Meeting of Shareholders.

Article 35. BOD Meeting Minutes

1. Minutes of all BOD meetings must be taken in and may be recorded and stored in other electronic forms. Such minutes must be made in Vietnamese and may be additionally in foreign languages, including the following main details:
 - a. Name, head-office address, enterprise identification number;
 - b. Purpose, and agenda of the meeting;
 - c. Time and venue of the meeting;
 - d. Full name of each member attending the meeting or authorized representative to attend the meeting and method of attending; Full names of members who did not attend the meeting and the reasons;
 - e. Issues to be discussed and voted on at the meeting;
 - f. Summary of opinions of each attending member in sequence of the meeting progress;
 - g. Voting results which clearly state members who voted in favour, against and abstained;
 - h. Issues to have been passed and corresponding rate of approval;
 - i. Full name and signature of the chairperson and minutes taker

2. In case the chairperson or the minutes taker refuses to sign the meeting minutes but it is signed by all the other BOD members at the meeting and includes all the contents as specified in points a, b, c, d, e, g and h of clause 1 of this Article, then it shall be effective. The Chairperson, the minutes taker and those who sign the minutes must be responsible for the truthfulness and accuracy of the Minutes of the BOD meeting..
3. Minutes of BOD meetings of and documents used during the meeting must be stored at the Company head office.
4. Minutes made in Vietnamese and in a foreign language are of equal validity. In case of any discrepancy between the copy in Vietnamese and the one in that foreign language, the Vietnamese version shall prevail.

Article 36. Notification of BOD resolutions

The BOD resolutions are subject to Notification to relevant parties and information disclosure as specified by the Company's Charter

CHAPTER V. NOMINATION, CANDIDACY, ELECTING, DISMISSING AND REMOVING BOS MEMBERS

Article 37. Roles, rights and obligations the BOS

The BOS has rights and obligations as specified in Article 170 of the Enterprise law and rights and obligations as follows:

1. To propose and recommend the GMS to approve the list of auditing organizations approved to audit the Company's financial statements; decide on an approved audit organization to audit the Company's operations, dismiss the approved auditor when it is deemed necessary.
2. To be liable to the shareholders for its supervisory activities;
3. To supervise the financial position of the Company, full compliance with the law in the activities of the BOD members, of the General Director, and of other managers;
4. To ensure coordination with the BOD, General Director and shareholders;
5. On discovery of a breach of law or breach of a provision in the Company's Charter by a member of the BOD, General Director or any other manager, the BOS must provide written notice thereon to the BOD within forty eight (48) hours and to demand the offender terminate such breach and implement solutions to rectify the consequences;
6. To formulate regulations on operation of the BOS and submit it to the GMS for approval;
7. Report at the GMS according to Article 290 Decree No. 155
8. Entitled to access archives of the Company kept at the head office, branches and other locations; to visit the workplace of managers and employees of the Company during working hours;
9. Entitled to request the BOD, BOD members, General Director and other managers to provide full, accurate and opportune information and documents on management, administration and management, business activities of the Company;
10. Other rights and obligations as specified in this Charter and the laws.

Article 38. Responsibilities of BOS members

1. Comply with regulations of law, the Company Charter, resolutions and professional ethics GMS in performance of their duties.

2. Perform their rights and obligations in an honest and prudent manner for the best and lawful interests of the Company.
3. Loyal to the interests of the company and shareholders; no abuse of their position and use of information, know-how, business opportunities and other assets of the company for personal gain or for interests of other organizations and individuals.
4. Other rights and obligation as specified in Enterprise law, Company charter and this Regulation.
5. In case of violating the provisions of Clauses 1, 2, 3 and 4 of this article and causing detriment to the Company or other people, the Supervisor must be personally or jointly liable for compensating for such detriment. Income and other benefits obtained by the Supervisor from the violation must be returned to the Company.
6. On discovery of a BOS member's breach of rights and obligations, a written notice must be provided to the BOS, demanding the offender terminate such breach and rectify the consequences.

Article 39. Office term, quantity, composition and structure of the BOS

1. The number of BOS members is at least three (03) people and five (05) people at most. The term of BOS members shall not exceed five (05) years and may be re-elected for an unlimited term..
2. Members of the BOS are not necessarily shareholders of the Company. More than half of the members of the Board of Supervisors must permanently reside in Vietnam.

Article 40. Criteria for BOS members

1. BOS member must satisfy the following criteria and conditions:
 - a. Not belonging to the category as specified in clause 2 Article 17 of the Enterprise law;
 - b. Being trained in one of the majors in economics, finance, accounting, auditing, law, business administration or a major suitable to the business activities of the company;
 - c. Not being a family member of the BOD, General Director and other managers;
 - d. Not being a manager of the Company; not necessarily being shareholders or employees of the Company.
2. A supervisor does not fall into these categories:
 - a. Part of the Company accounting or financial department
 - b. Member or employee of an Independent auditing company performing audit of the Company's financial statements for three (03) previous consecutive years

Article 41. Nomination and candidacy of BOS members

1. Nomination and candidacy of BOS members are similar to that of Article 23 of these regulations;
2. In case the number of candidates for the BOD through nomination and candidacy is still not enough as required, the incumbent BOD may nominate more candidates or arrange nomination as specified in the Company Charter, the Internal Regulations on Corporate Governance and the Regulations on Operation of the Board BOD. The nomination of more candidates by the incumbent BOD must be clearly announced before the GMS votes to elect members of the BOD as per law

Article 42. Method for voting BOS members

Voting to elect BOS members must be implemented by the method of aggregation voting, whereby each shareholder shall have their total number of votes corresponding to the total number of shares they own multiplied by the number of members to be elected to the BOS, and each shareholder is entitled to aggregation of all or part of their total votes to one or more candidates. Winning candidates for the BOS shall be determined on the basis of a descending vote count, starting with the candidate with the highest number of votes until the number of members required by the company charter has been elected. Where there are 02 or more candidates who obtain the same number of votes for being the last BOS member, such members shall be re-elected among the number of candidates gaining equal number of votes or selected in accordance with the criteria in the regulations on election or the Company charter.

Article 43. Dismissal and removal of BOS members

1. GMS dismisses BOS members in the following cases:
 - a. No longer meeting the criteria and conditions to be a BOS member as specified in article 169 of the Enterprise law, Company charter and this Regulation;
 - b. Tendering the resignation which is approved..
 - c. Other cases as specified by the Company Charter
2. GMS removes BOS members in the following cases:
 - a. Failure to fulfill the assigned tasks and duties;
 - b. Failure to perform his/her rights and obligations for six (6) consecutive months, except for force majeure events;
 - c. Recurrent violations or serious violations against obligations of members of the Board of Supervisors prescribed by the Law on Enterprises and the Company charter;
 - d. Other cases as decided by the General meeting of Shareholders.

Article 44. Notification of election, dismissal, removal of BOD members

Announcement, disclosure of election, dismissal and removal results of BOD members shall comply with the Company charter and the Securities law.

Article 45. Salary, remuneration, bonus and other benefits of BOS members

Salary, remuneration, bonus and other benefits of BOS members are implemented in accordance with the following regulations:

1. BOS members are paid salary, remuneration, bonus and other benefits as decided by the GMS. The GMS decides the total salary, remuneration, bonus, other benefits and annual operating budget of The BOS.
2. BOS members are reimbursed for meals, accommodation, travel, expenses of independent consulting service at a reasonable rate. This total remuneration and expenses shall not exceed the total annual operating budget of the BOS approved by the General Meeting of Shareholders, unless otherwise decided by the GMS.
3. The BOS's salary and operating expenses are included in the Company's business expenses as specified the law on corporate income tax and other relevant laws and must be a separate item in the Company's annual financial statements.

CHAPTER VI. GENERAL DIRECTOR

Article 46. Authority and responsibilities of The General Director

The General Director has the following authority and responsibilities:

1. To decide on the matters related to the Company's day-to-day business not under the authority of the Board of Directors;
2. To organize implementation of the resolutions, decisions of the Board of Directors;
3. To organize implementation of business plans, and investment plans of the Company;
4. To propose the plan for structure, organization, internal regulations on governance of the company;
5. To appoint, dismiss, remove managerial titles in the Company, except those under the authority of the Board of Directors;
6. To decide on salary and other benefits for employers in the Company, including managing persons under the General Director's appointment;
7. Recruitment;
8. To propose plans for dividend payment or handle losses in business;
9. Other rights and obligations as specified by the Company Charter and resolutions, decisions of the Board of Directors.

Article 47. Term, Conditions and Criteria for General Director

1. the BOD will appoint a member of the Board or hire another person to be General Director. The General Director is the person who is in charge of the day-to-day running of the Company's business; under the supervision of the Board of Directors; take responsibility before the Board of Directors and the law for the performance of the assigned rights and obligations.
2. The term of the General Director shall be no more than five (05) years and can be reappointed for indefinite terms. The General Director must meet the criteria and conditions required by law and the Company Charter. The General Director can not concurrently be the Com[any BOD chairperson.
3. The General Director is responsible to the BOD for the imolementation of duties and authority assignedbliged to report to the the BOD when required.
4. The BOD's dismissal of the General Director is subject to approval of majority of BOD members with voting right and appointment of a new general director for replacement. Dismissal and removal of the General Director is subject to information disclosure as required by law.
5. The General Director is entitled to salary and bonus. The General Director's salary and bonus, decided by the BOD, are recorded in the Company's business expenses in accordance with the law on corporate income tax, and are presented as a separate item in the annual financial statements. which must be reported to annual GMS

CHAPTER VII. OTHER ACTIVITIES

Article 48. Coordination between CEO, BOD and BOS

1. Procedures and sequence for convening, invitation to meeting, taking minutes, and announcing meeting results between the BOD, the BOS and the General Director Procedures and sequence for convening, invitation to meeting, taking minutes, and announcing meeting results between the BOD, the BOS and the General Director

- a. The BOD meeting invitation and accompanying documents, resolutions, decisions and minutes of the BOD meeting are sent to BOS members at the same time and with the same method as for BOD members;
 - b. The BOD reviews the meeting issues and, where necessary, may invite the General Director to attend the meeting to discuss and explain related issues. In case the General Director is also a BOD member, the order of convening, announcing the invitation and the meeting results shall comply with the provisions of these regulations and the Company charter.
 - c. Resolutions and decisions of the BOD must be notified to the General Director by the secretary of the BOD or the person in charge of corporate governance to the General Director for implementation.
 - d. The BOS can request members of the BOD and the General Director to attend BOS meeting to explain the issues that need to be clarified. Inviting BOD members and General Director to attend meetings of the BOS is done in the same fashion as for BOS members.
 - e. If a meeting of the BOD or BOS attended by BOD, BOS members, and the General Director, then the information about the attendees and their opinions must be fully recorded in the minutes of the meeting.
2. Where BOD meeting is convened at the BOS or General Director's suggestion:
- The BOS, the General Director may request to convene a BOD meeting according to these regulations, the Company charter and relevant laws.
3. The BOS, the General Director có thể xin ý kiến của BOD khi xét thấy cần thiết, cụ thể trong các trường hợp sau: The BOS, the General Director may consult the BOD when necessary, specifically in the following cases:
- a. Conflicts of interest between BOD, BOS members and General Director ;
 - b. Serious problems arising during the implementation of the BOD resolutions and decisions beyond the scope of authorization or within the General Director's jurisdiction;
 - c. Issues under the authority of the BOD.
4. The general Director must make reports on implementation of BOD resolutions and decisions, the day-to-day running of the Company and other matters under their obligations as directly requested by the BOD at BOD meeting hoặc in writing.
5. The general Director must make reports on implementation of resolutions and decisions and the matters specifically authorized, clarifying the schedule, details of implementation, especially vital problems for timely handling.
6. The General Director must report and provide information as requested by the BOD and the BOS. Information content and reporting and provision methods comply with the provisions of law and the Company charter.
7. Coordination in control, administration and supervision activities between the BOD, BOS members and General Director:
- a. BOD, BOS members and General Director regularly exchange and provide necessary information within the scope of authority in carrying out their duties and responsibilities in the spirit of cooperation and support for the best interests of the Company and shareholder.

- b. Control, administration and supervision activities between BOD, BOS members and General Director are carried out in accordance with the law and the Company charter.

Article 49. The BOS responsibilities in their relation with the BOD

1. When carrying out an inspection requested by a shareholder or a group of shareholders as specified in Clause 2, Article 115 of the Enterprise Law, the BOS shall have it done within 07 (seven) days from the date of receipt of the request. Within 15 (fifteen) days from the date of completion of the inspection, the BOS must report such issues to the BOD and the requesting shareholder or group of shareholders. In other cases, the BOS must notify the inspection results to the BOD and relevant people within 07 (seven) days from the end of the inspection.
2. In case the BOS discovers BOD members in breach of the obligations of the company executive as prescribed in Article 165 of the Enterprise Law and the Company's Charter, they must notify the BOD in writing within 48 hours, requesting the violating person to stop that act and cope with the aftermath;
3. As for proposal related to the Company's business, management and financial activities, the BOS must send a request to the BOD at least 15 working days before the deadline for a response;
4. For the contents of reports, proposals and conclusions subject to submission to GMS and consultation with the BOD, the BOS must send requests and related documents at least 07 working days in advance and the BOD will respond it within 07 working days.

Article 50. Coordination between the BOD and General Director

1. For organization of annual and extraordinary GMS meetings, the BOD must notify the General Director and suggest coordination and use of resources within a reasonable time limit as prescribed in the Company charter.
2. BOD members have the right to demand General Director, Deputy General Director, other managers in the Company provide information, documents about the financial position and business operation of the Company and their entities.

Contents of the information, documents and time frame for provision are notified BOD members to their requesting person and such materials should be prompt, adequate and accurate. BOD members are obliged to keep the information and documents provided confidential and only use them for work related to the Company's operations and interests.

3. Issues within the authority of the BOD proposed by the General Director must be responded by the BOD within a reasonable time limit, ensuring the best interests of the Company.
4. The BOD decides to reward or discipline for fulfillment or failure of implementation of resolutions and other matters authorized by the BOD to the General Director.
5. General Director is responsible for the day-to-day running of the business ensuring the continuity and effectiveness of the Company operation.
6. The General Director is under the supervision of the BOD and responsible to the BOD and the law for the implementation of assigned rights and tasks, reporting to the BOD when required.
7. When there are proposals for measures to improve the Company's operations and management, the General Director shall send them to the BOD as soon as possible but no less than 07 days before the date on which the content needs to be decided.

8. The General Director must make plans for issues to be approved by the BOD concerning recruitment, salaries, social insurance, benefits, rewards and discipline for workers and other executives in the Company.

Article 51. Access to information

BOD, BOS members, General Director and other managers have the right to access information and documents related to the Company's activities within the scope of authority according to the relevant law and the Company charter. BOD, BOS members, General Director and other managers are responsible for keeping confidential the accessed information and documents, not disclosing unpublished or unused information for personal purposes.

Article 52. Coordination between the BOS và General Director

1. At the request of a shareholder or a group of shareholders for an audit as specified in Clause 2, Article 115 of the Enterprise Law, the BOS shall conduct it within 07 (seven) days from the date of receipt of the audit. Within 15 days from the date of completion of the audit, the BOS must report on the issues requested to the BOD, the General Director and the requesting shareholder or group of shareholders. In case of other audits, the BOS must notify the results to the BOD and relevant people within 07 (seven) days on completion of the audit.
2. Kiểm soát viên có quyền tiếp cận các hồ sơ, tài liệu của Công ty lưu giữ tại trụ sở chính, chi nhánh và địa điểm khác; có quyền đến các địa điểm làm việc của General Director và nhân viên của Công ty trong giờ làm việc.
3. General Director phải cung cấp đầy đủ, chính xác thông tin về công tác quản lý, Điều hành và hoạt động kinh doanh của Công ty theo nội dung và thời hạn BOS members hoặc the BOS yêu cầu.
4. Các nội dung khác cần tham khảo ý kiến của General Director phải được gửi trước ít nhất là 07 ngày làm việc trước ngày cần gửi lại ý kiến trả lời và General Director sẽ phản hồi trong thời gian do the BOS yêu cầu. Trong trường hợp cần nhiều thời gian để xem xét vấn đề được yêu cầu, General Director đề nghị the BOS gia hạn gửi lại ý kiến trả lời.

CHAPTER VIII. CORPORATE GOVERNANCE OFFICER

PREVENTION OF CONFLICTS OF INTEREST

Article 53. Responsibility of prudence

BOD, BOS members, General Director and other Executives are responsible to execute their tasks, including tasks as members of sub-committees of the BOD honestly and prudently for the best interests of the Company.

Article 54. Responsibility of prudence and avoidance of conflicts of interest

1. BOD Members, Supervisors, the General Director and other executives must disclose relevant interests in accordance with the Enterprise Law and other legal regulations. BOD, BOS members, General Director, other managers and related people of these members may only use information obtained through their positions for the interests of the Company.
2. BOD Members, Supervisors, the General Director and other executives have obligations to inform in writing the Board of Directors and the Board of Supervision of transactions between the Company, subsidiaries and other companies which the public company holds 50% of the control

of charter capital or more for such subjects or their related persons as specified by laws. For the transactions mentioned above approved by the GMS or the BOD, the Company shall disclose such resolutions in accordance with the Securities law on information disclosure

3. BOD members are not entitled to vote in favor of transactions for their own interest or for the person related to them as specified by the Enterprise law and the Company Charter.
4. BOD members, BOS members, the General Director and their related persons are not titled to use or disclose the internal information to conduct the relevant transactions.
5. A transaction between the Company and one or more BOD members, BOS members, the General Director, other Executives or individuals, organizations related to these subjects shall not be invalid in the following cases:
 - a. For transactions having value of 35% or less than the total asset value recorded in the latest financial statements, the material contents of the contract or transaction as well as relationship and interest of the members of Board of Directors, members of the Board of Supervision the General Director, and other Company Executives that were reported to the Board of Directors and approved by the Board of Directors with majority of votes in favor by the member of Board of Directors who have no relevant benefits;
 - b. For the transactions having value greater than 35% or transactions resulting in transaction value within 12 months from the date of the first transaction having value of 35% or more of the total value of assets recorded in the latest financial statements, the material contents of such transactions as well as relationship and benefits of the member of Board of Directors, members of the Board of Supervision the General Director and other Company Executives are disclosed to the shareholders and approved by votes of the shareholders having no relevant interest.

Article 55. Liability to compensate for damage

1. BOD Members, Supervisors, the General Director and other managers who breach their obligations and responsibilities to be honest and prudent or who fail to fulfill their obligations must be liable for any loss and damage caused by their breach.
2. The Company shall pay compensation to any person who has been, is or is likely to become a related party in a claim, suit or legal proceeding (including civil and administrative cases other than those initiated by the Company) if such person was or is a BOM member, a manager, employee or authorized representative of the Company, or such person acted or is acting at the request of the Company in the capacity of a member of the Board of Management, a Supervisor, General Director, other manager, employee or authorized representative of the Company, provided that such person acted honestly, prudently and diligently in the best interests of the Company or not contrary to the best interests of the Company on the basis of compliance with law, and there is no evidence that such person committed a breach of his/her responsibilities.
3. Compensation expenses shall comprise expenses arising (including legal fees), expenses being the judgment, fines and other items payables actually arising or deemed reasonable when dealing with such cases within the framework permitted by law. The Company may take out insurance so that such persons could avoid having to pay compensation.

Article 56. Annual review, rewards and punishment

1. Review of performance: the BOD evaluates the performance of the BOD, members of the BOD, General Director and other Executives, activities of subcommittees under the BOD

according to the content and criteria prescribed by the BOD. Review is carried out once a year and serves as the criterion for implementing rewards and punishment at the Company.

2. Rewards::

- a. The BOD assign the department/subcommittee with the function of building a reward system for the Company. Rewards are based on performance evaluation according to these regulations and the Company charter.
- b. Types of Rewards::
 - Cash
 - Material objects or intangible as decided by the BOD
- c. Reward recipients include BOD members and BOS members: The reward level must be within the scope of remuneration, incentives and other benefits approved by GMS.
- d. For others: Bonus levels are appropriated from the Company's Reward Fund or other legal sources based on the actual condition of each year.

3. Punishment

- a. The BOD builds a disciplinary system based on the nature and degree of violations.
- b. BOD, BOS members, General Director and other Executives must be liable and compensate for damages if they fail to complete their duties.
- c. BOD, BOS members, General Director and other Executives who violate the law when performing their duties will, depending on the severity, be handled according to the provisions of law and the Company charter. In case of causing damage to the Company, shareholders and others, compensation must be made according to the provisions of law

Article 57. Corporate governance officer

1. The BOD appoints at least one (01) person to be in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance may concurrently work as the company secretary as specified in Clause 5, Article 156 of the Enterprise Law
2. The governance officer cannot concurrently work for an approved auditing organization that is auditing the Company's financial statements. The governance officer must have professional qualifications appropriate to the tasks and obligations assigned.
3. The governance officers have the following rights and obligations:
 - a. To advise the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and related jobs between the Company and shareholders;
 - b. To prepare the meetings of the Board of Directors, the Board of Supervision and General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervision;
 - c. To advise on the meeting procedures;
 - d. To attend meetings;
 - e. To advise on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;

- f. To provide financial information, copies of the minutes of the meetings of the Board of Directors and other information for members of the Board of Directors and the Board of Supervision;
 - g. To supervise and report to the Board of Directors on the information disclosure activities of the company;
 - h. To be the focal contact for parties of related interest
 - i. To maintain information security in accordance with the law and the Company Charter;
 - j. Other rights and obligations as specified by the law and the Company Charter.
4. The governance officers The governance officers are appointed, dismissed, and removed according to the BOD resolutions and decisions. The appointment, dismissal, and removal of the governance officers is subject to information disclosure in accordance with the provisions of law.

CHAPTER XI. AMENDMENT TO THE REGULATIONS ON CORPORATE GOVERNANCE

Article 58. Amendment to the Regulations on Corporate Governance

1. GMS decides amendment to and supplement of the Regulations
2. Where there are the provisions of law relating to the Company's operation not mentioned in the Regulations or in case there are new provisions of other legislation contrary to the provisions of the Regulations, the provisions of law shall automatically prevail and dominate the operations of the Company.

CHAPTER X. EFFECTIVE DATE

Article 59. Effective date

1. The Regulations comprising 10 chapters, 59 articles are approved by GMS and promulgated by the BOD on 14/8/2018; the 4th amendment and supplementation were approved by GMS on 10/5/2024 and promulgated by the BOD on 27/5/2024.
2. This Charter is the sole and official Charter of the Company.
3. Other copies and extracts of the Company's Charter must bear the signature of the BOD Chairman or by at least half of the total number of the BOD members to become valid.

**TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH**

ĐOÀN NGUYỄN ĐỨC