

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness



REGULATIONS
ACTIVITIES OF THE BOARD OF
DIRECTORS

The 2nd Amendment

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CHAPTER I. GENERAL PROVISIONS

Article 1. Scope of Regulation and Applicable Subjects

1. Scope of application: The Board of Directors' operating regulations stipulate the organizational structure, operating principles, powers, and obligations of the Board of Directors and its members, in order to operate in accordance with the Enterprise Law, the Company Charter, and other relevant legal provisions.

2. Scope of Application: This regulation applies to the Board of Directors, its members, and other related parties mentioned in this regulation.

Article 2. Operating principles of the Board of Directors

1. The Board of Directors operates on the principle of collective decision-making. Members of the Board of Directors are individually responsible for their assigned tasks and are jointly accountable to the General Meeting of Shareholders and to the law for the resolutions and decisions of the Board of Directors concerning the Company's development.

2. The Board of Directors assigns responsibility to the General Director to organize and implement the resolutions and decisions of the Board of Directors.

CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have full rights and responsibilities as stipulated in the Enterprise Law, the Securities Law, relevant laws, and the Company's Charter, including access to information and documents regarding the financial situation and business operations of the Company and its subsidiaries.

2. Members of the Board of Directors have obligations as stipulated in the Enterprise Law, the Company's Articles of Association, and the following obligations:

a) To perform my duties honestly and diligently for the best interests of the shareholders and the Company;

b) Attend all meetings of the Board of Directors and provide input on the issues discussed;

c) To promptly and fully report to the Board of Directors all remuneration received from subsidiaries, affiliated companies, and other organizations;

d) Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital, and members of the Board of Directors and their related parties; and transactions between the Company and other companies in which a member of the Board of Directors is a founding member or a business manager during the three years immediately preceding the transaction.

d) Disclose information when conducting transactions involving the Company's shares in accordance with the law.

3. Independent members of the Company's Board of Directors must prepare a report evaluating the performance of the Board of Directors.

Article 4. Right of Board of Directors members to access information

1. Members of the Board of Directors have the right to request the General Director, Deputy General Director, and other managers in the Company to provide information and documents on the financial situation and business operations of the Company and its units.

2. Business managers are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Directors. The procedures for requesting and providing information are stipulated as follows:

- Members of the Board of Directors must submit the request for information to the company's Board of Directors.

- If deemed necessary, the Board of Directors will convene a meeting to solicit opinions within 7 working days from the date of receiving a request from a Board member regarding the requested information.

- If the above content is approved by the Board of Directors, the manager requested to provide the information will provide the requested information within 7 days.

Article 5. Number, term of office, and structure of members of the Board of Directors

1. The Board of Directors has 6 members.

2. The term of office for a member of the Board of Directors shall not exceed 5 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a Company for no more than 2 consecutive terms.

3. If all members of the Board of Directors complete their terms at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

4. Board of Directors Membership Structure:

The company's Board of Directors must ensure that at least 02 members are non-executive members. The company minimizes the number of Board members holding executive positions within the company to ensure the independence of the Board of Directors.

Total number of independent members of the Board of Directors: A minimum of 02 independent members.

5. Independent members of the Board of Directors have all the rights and obligations of a board member as stipulated in the Enterprise Law, the Securities Law, the Company Charter, and this regulation.

6. Independent board members are organized and coordinate their activities according to the following principles:

a) To exercise assigned rights and obligations honestly, carefully, and to the best of their ability in order to ensure the maximum legitimate interests of the Company;

b) To be loyal to the interests of the Company and its shareholders; not to use the Company's information, know-how, business opportunities, position, title, or assets for personal gain or to serve the interests of other organizations or individuals;

c) All activities of independent board members must ensure compliance with the law and the Company's Articles of Association.

Article 6. Standards and conditions for membership of the Board of Directors

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

a) Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;

b) Possess professional qualifications and experience in business administration or in the field, industry, or profession of business of the Company, and are not necessarily shareholders of the Company, unless the Company's Articles of Association stipulate otherwise;

c) A member of the Board of Directors of a public company may only simultaneously be a member of the Board of Directors or Board of Members of a maximum of 05 other companies;

d) In cases where the Enterprise satisfies the conditions stipulated in point b, clause 1, Article 88 of the Enterprise Law and is a subsidiary of a state-owned enterprise as stipulated in clause 1, Article 88 of the Enterprise Law, members of the Board of Directors shall not be related to the General Director and other managers of the Company; or to the managers or persons authorized to appoint managers of the parent company;

d) Other standards and conditions as stipulated in the Company's Articles of Association.

2. Independent members of the Board of Directors as stipulated in point b, clause 1, Article 137 of the Enterprise Law must meet the following standards and conditions:

a) Not currently employed by the Company, its parent company, or a subsidiary; not previously employed by the Company, its parent company, or a subsidiary for at least the three consecutive years prior to this application;

b) Not currently receiving salary or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to according to regulations;

c) Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; or is a manager of the Company or its subsidiary;

d) Not being a person who directly or indirectly owns at least 1% of the total voting shares of the Company;

d) Not a person who has served as a member of the Board of Directors or Supervisory Board of the Company for at least 05 consecutive years prior to the appointment, except in the case of being appointed for two consecutive terms;

e) Other standards and conditions as stipulated in the Company's Articles of Association.

3. An independent member of the Board of Directors must notify the Board of Directors that they no longer meet the standards and conditions stipulated in Clause 2 of this Article and will automatically cease to be an independent member of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must notify the Board of Directors of the case where an independent member of the Board of Directors no longer meets the standards and conditions at the next General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement or additional independent member of the Board of Directors within 6 months from the date of receiving the notification from the relevant independent member of the Board of Directors.

Article 7. Chairman of the Board of Directors and Vice Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members.

2. The Chairman of the Board of Directors cannot also hold the position of CEO.

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

a. Develop the program and activity plan for the Board of Directors;

b. Prepare the agenda, content, and documents for the meeting; convene, chair, and preside over the Board of Directors meeting;

c. Organize the adoption of resolutions and decisions by the Board of Directors;

d. Monitoring the implementation process of resolutions and decisions of the Board of Directors;

e. Chairman of the Shareholders' General Meeting;

f. Other rights and obligations as stipulated in the Enterprise Law and the Company's Articles of Association.

4. The Board of Directors may elect a Vice Chairman of the Board (if necessary). The Vice Chairman of the Board has the following rights and responsibilities:

a. The Vice Chairman of the Board of Directors has the same rights, responsibilities, and obligations as the Chairman of the Board of Directors when authorized by the Chairman of the Board of Directors, and only when the Chairman of the Board of Directors has notified the Board of Directors of his/her absence or inability to perform his/her duties due to force majeure or inability to perform them.

b. In the above case, if the Chairman of the Board of Directors does not appoint a Vice-Chairman of the Board of Directors to exercise the rights and obligations of the Chairman of the Board of Directors, the remaining members of the Board of Directors will appoint a Vice-Chairman of the Board of Directors.

c. If both the Chairman and the Vice-Chairman of the Board of Directors are temporarily unable to perform their duties for any reason, the Board of Directors may appoint another person from among them to perform the duties of the Chairman of the Board of Directors by a simple majority vote.

5. In the event that the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors submit their resignations or are dismissed or removed from office, the Board of Directors must elect replacements within [10 days] from the date of receiving the resignations or dismissals or removals from office.

6. In the absence of the Chairman of the Board of Directors or inability to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the Company's Charter. If there is no authorized person, or if the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is incapacitated or lacks civil capacity, has difficulties in understanding or controlling his/her actions, or is prohibited by the Court from holding office, practicing a profession, or performing a specific job, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by a majority vote until a new decision is made by the Board of Directors.

7. When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary for a term as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, but not contrary to current labor laws. The Company Secretary has the following rights and obligations:

a) Assisting in organizing and convening General Meetings of Shareholders and Board of Directors; recording meeting minutes;

b) To assist members of the Board of Directors in exercising their assigned rights and obligations;

c) Assisting the Board of Directors in applying and implementing the company's governance principles;

d) Assisting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; ensuring compliance with information provision obligations, information disclosure, and administrative procedures;

d) Other rights and obligations as stipulated in the Company's Charter and Internal Governance Regulations.

Article 8. Dismissal, removal, replacement, and appointment of members of the Board of Directors

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

a) Does not meet the qualifications and conditions stipulated in Article 155 of the Enterprise Law;

b) A resignation letter has been submitted and accepted;

c) Other cases as stipulated in the Company's Articles of Association.

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

a) Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;

b) Other cases as stipulated in the Company's Articles of Association.

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

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members to the Board of Directors in the following cases:

a) The number of Board of Directors members is reduced by more than one-third compared to the number stipulated in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b) The number of independent members of the Board of Directors has decreased, failing to meet the ratio stipulated in point b, clause 1, Article 137 of the Enterprise Law;

c) Except as provided in points a and b of this clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed from office at the most recent meeting.

Article 9. Procedures for electing, dismissing, and removing members of the Board of Directors

1. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Articles of Association. The nomination process for the Board of Directors is as follows:

a) Ordinary shareholders forming a group to nominate a person to the Board of Directors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 65% may nominate a maximum of five (05) candidates; from 65% or more may nominate a maximum of seven (07) candidates;

b) Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors.

2. If the number of candidates for the Board of Directors nominated and elected through the nomination process is still insufficient to meet the requirements stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall nominate additional candidates in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors as prescribed by law.

3. The voting for Board of Directors members must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of Board members to be elected, and shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected Board members are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the Company's Articles of Association is reached.

4. The dismissal or removal of members of the Board of Directors shall be carried out by the General Meeting of Shareholders through a voting process (approve, disapprove, abstain). The voting percentage for approval by this method shall be determined in accordance with Clause 2, Article 21 of the company's charter.

5. If the number of candidates is less than or equal to the number of Board of Directors members to be elected, the election of Board members may be conducted by

cumulative voting as stipulated in Clause 3, Article 148 of the Enterprise Law, or by voting (approve, disapprove, abstain). The percentage of votes cast by voting shall be determined according to Clause 2, Article 21 of the company's charter.

Article 10. Notification of election, dismissal, and removal of members of the Board of Directors

1. Once candidates for the Board of Directors have been identified, the Company must publish information related to these candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors that must be published includes:

- a) Full name, date of birth (day, month, year);
- b) Professional qualifications;
- c) Work experience;
- d) Other managerial positions (including board positions in other companies);
- d) Interests related to the Company and its related parties;
- e) Other information (if any) as stipulated in the Company's Articles of Association;
- g) The company is responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and any related interests of the candidate's Board of Directors (if any).

2. The announcement of the results of the election, dismissal, and removal of members of the Board of Directors shall be carried out in accordance with the regulations and guidelines on information disclosure.

CHAPTER III. BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

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

2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Articles of Association, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a) Deciding on the Company's strategic plan, medium-term development plan, and annual business plan;

b) Propose the types of shares and the total number of shares authorized for sale for each type;

c) Decisions to sell unsold shares within the permitted number of shares for each class; decisions to raise additional capital through other means;

d) Deciding on the selling price of the Company's shares and bonds;

d) Decisions to repurchase shares as stipulated in Clauses 1 and 2 of Article 133 of the Enterprise Law;

e) Deciding on investment options and investment projects within the authority and limits prescribed by law;

g) Deciding on solutions for market development, marketing, and technology;

h) Through purchase, sale, loan, lending contracts and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, except where the Company's Charter stipulates a different percentage or value, except for contracts and transactions under the authority of the General Meeting of Shareholders as prescribed in point d, clause 2, Article 138, clauses 1 and 3, Article 167 of the Enterprise Law;

i) Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, signing contracts with, and terminating contracts with the General Director and other key managers as stipulated in the Company's Charter; deciding on the salaries, remuneration, bonuses, and other benefits of those managers; appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those representatives;

k) Supervising and directing the General Director and other managers in the daily operation of the Company's business;

l) Deciding on the organizational structure and internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;

m) Reviewing the agenda and content of documents for the general meeting of shareholders, convening the general meeting of shareholders, or soliciting opinions for the general meeting of shareholders to pass resolutions;

n) Submit the audited annual financial statements to the General Meeting of Shareholders;

o) Propose the dividend rate to be paid; decide on the timeframe and procedures for paying dividends or handling losses incurred during business operations;

p) Propose the reorganization or dissolution of the Company; request the Company's bankruptcy;

q) Decisions on the promulgation of the Board of Directors' operating regulations, the internal regulations on corporate governance after approval by the General Meeting of Shareholders; and the Company's information disclosure regulations;

r) Request the General Director, Deputy General Director, and other managers in the Company to provide information and documents on the financial situation and business operations of the Company and its units.

s) Managers are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Directors. The procedures for requesting and providing information are specifically stipulated in the Board of Directors' operating regulations.

t) Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and the Company's Charter and internal governance regulations.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities as prescribed in Article 280 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.

4. The Board of Directors adopts resolutions and decisions by voting at meetings, soliciting opinions in writing, or through other means as stipulated in the Company's Charter. Each member of the Board of Directors has one vote.

5. In cases where a resolution or decision passed by the Board of Directors is contrary to the law, a resolution of the General Meeting of Shareholders, or the Company's Charter, and causes damage to the Company, the members who approved the resolution or decision shall be jointly and severally liable for the individual responsibility for that resolution or decision and shall compensate the Company for the damage; members who opposed the resolution or decision shall be exempt from liability. In this

case, the Company's shareholders have the right to request the Court to suspend or annul the aforementioned resolution or decision.

Article 12. Duties and powers of the Board of Directors in approving and signing transaction contracts.

1. The Board of Directors approves contracts and transactions with a value less than 35% or transactions resulting in a total transaction value within 12 months from the date of the first transaction being less than 35% of the total asset value recorded in the most recent financial statement, or a smaller percentage or value as stipulated in the Company's Charter, between the Company and one of the following parties:

- Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and related parties of these individuals;

- Shareholders, authorized representatives of shareholders owning more than 10% of the total common stock of the Company, and their related parties;

- Businesses that are related to the entities specified in Clause 2, Article 164 of the Enterprise Law.

2. The Board of Directors approves contracts, loan transactions, and asset sales with a value less than or equal to 10% of the total value of the company's assets as recorded in the most recent financial statement between the company and shareholders owning 51% or more of the total voting shares or related parties of those shareholders.

3. The Company's representative signing the contract or transaction must notify the members of the Board of Directors and the members of the Supervisory Board about the parties involved in that contract or transaction and send a draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification, unless the Company's Charter stipulates a different period; members of the Board of Directors with an interest related to the parties in the contract or transaction do not have the right to vote.

Article 13. Responsibilities of the Board of Directors in convening extraordinary general meetings of shareholders.

1. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:

a) The Board of Directors deems it necessary for the benefit of the Company;

b) The remaining number of members of the Board of Directors and the Supervisory Board is less than the minimum number of members required by law;

c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reasons and purpose of the meeting,

with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and include sufficient signatures of the relevant shareholders;

d) At the request of the Supervisory Board;

d. Other cases as prescribed by law and the Company's Articles of Association.

2. Convening an extraordinary general meeting of shareholders.

The Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors and Supervisory Board is less than the minimum number of members stipulated in the Company's Charter or upon receiving a request as stipulated in points c and d of Clause 1 of this Article;

The Board of Directors must notify the next General Meeting of Shareholders if an independent member of the Board of Directors no longer meets the required standards and conditions, or convene a General Meeting of Shareholders to elect a replacement or additional independent member of the Board of Directors within 6 months from the date of receiving notification from the relevant independent member of the Board of Directors;

3. The person convening the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders, unless the Company's Charter stipulates a shorter period. The Company must publish information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;

b) Prepare the program and content for the congress;

c) Prepare documents for the conference;

d) Draft resolution of the General Meeting of Shareholders according to the planned agenda of the meeting;

d) Determine the time and location for holding the congress;

e) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) Other tasks related to the congress.

Article 14. Subcommittees assisting the Board of Directors.

1. The Board of Directors may establish subcommittees to oversee development policy, human resources, compensation, internal audit, and risk management. The number of members in each subcommittee is determined by the Board of Directors and

must be at least three, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute a majority in the subcommittee, and one of these members shall be appointed as the Subcommittee Chairman by decision of the Board of Directors. The subcommittee's activities must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only valid when a majority of members attend and vote in favor of the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with applicable laws and regulations and the provisions of the Company's Charter and Internal Regulations on Corporate Governance.

3. Standing Committee of the Board of Directors:

The Board of Directors may appoint the Chairman of the Board and the Vice-Chairman of the Board to serve as the permanent members of the Board of Directors. Salaries and benefits for these positions are determined by the Board of Directors. The permanent members of the Board of Directors have a permanent or semi-permanent work schedule to ensure the effective performance of their duties.

The Board of Directors may delegate to the Chairman or Vice-Chairman of the Board of Directors the authority to handle certain routine, daily tasks within the Board's purview. Decisions must be documented in writing and reported to the Board of Directors at the next meeting.

4. The bodies that assist the Board of Directors:

a) Office of the Board of Directors: Provides advice and assistance to the Board of Directors and the General Management Board on matters related to board operations, shareholder relations, and information disclosure.

b) Internal Audit Department: Advises and assists the Board of Directors and the General Director on internal audit, internal control, and risk management.

c) Development Support Subcommittee: Provides support to the Board of Directors and the General Management Board on personnel matters, compensation, strategy, and investment and procurement. The Board of Directors may invite experts and shareholders to serve as members of the subcommittee.

CHAPTER IV. BOARD MEETING

Article 15. Board Meetings

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 7 working days from the date of the conclusion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event

that more than one member has the highest number of votes or the same percentage of votes, the members shall elect by majority vote to choose one of them to convene the meeting of the Board of Directors.

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

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

a) Upon the recommendation of the Supervisory Board or an independent member of the Board of Directors;

b) Based on a proposal from the General Director or at least 05 other managers;

c) A proposal must be submitted by at least two members of the Board of Directors;

d) Other cases as stipulated in the Company's Articles of Association.

4. The proposals stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the authority of the Board of Directors in making decisions.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receiving the request as stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene a meeting as requested, he/she shall be liable for any damages incurred by the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening the meeting.

6. The Chairman of the Board of Directors or the person convening the Board meeting must send a notice of meeting at least 3 working days before the meeting date, unless otherwise stipulated in the Company's Charter. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed, and the decisions to be made. The notice of meeting must be accompanied by the documents to be used at the meeting and the voting ballots of the members.

Notices inviting members to the Board of Directors meeting may be sent by invitation, telephone, fax, electronic means, or other methods as stipulated in the Company's Articles of Association, and must be ensured to reach the contact address of each member of the Board of Directors registered with the Company.

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

Members of the Supervisory Board have the right to attend Board of Directors meetings; they have the right to participate in discussions but do not have the right to vote.

8. A Board of Directors meeting shall be held when at least three-quarters of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within seven days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the Board of Directors members are present.

9. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following circumstances:

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote via online conference, electronic voting, or other electronic means;
- d) Send the ballot to the meeting via mail, fax, or email;
- d) Submitting ballots by other means as prescribed in the Company's Articles of Association.

10. In the case of sending ballots to the meeting by mail, the ballots must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the meeting begins. The ballots may only be opened in the presence of all attendees.

11. Voting

a. Except as provided in point b, clause 11, Article 15 of this Regulation, each member of the Board of Directors or authorized person as provided in clause 9 of this Article who is present in person at the Board of Directors meeting has one (01) voting right;

b. Board members are not permitted to vote on contracts, transactions, or proposals in which they or persons related to them have an interest that conflicts with, or may conflict with, the interests of the Company. Board members shall not be counted toward the minimum quorum required to convene a Board meeting regarding decisions in which they do not have the right to vote;

c. According to point d, clause 11, Article 15 of these Regulations, when an issue arises at a meeting relating to the interests or voting rights of a Board member who does not voluntarily relinquish their voting rights, the chairman's decision shall be final, except in cases where the nature or scope of the Board member's interests in question has not been fully disclosed;

d. A member of the Board of Directors who benefits from a contract as stipulated in points a and b of Clause 6, Article 43 of the Company's Charter shall be considered to have a substantial interest in that contract;

e. Auditors have the right to attend Board of Directors meetings and participate in discussions, but they do not have the right to vote.

12. A Board member who directly or indirectly benefits from a contract or transaction already concluded or slated for conclusion with the Company and is aware of their own interest is responsible for disclosing this interest at the first Board meeting discussing the conclusion of such contract or transaction. If a Board member is unaware of their own or related parties' interest at the time the contract or transaction is concluded with the Company, that Board member must disclose the relevant interest at the first Board meeting held after they become aware of their interest or potential interest in the aforementioned transaction or contract.

13. Members must attend all Board of Directors meetings. Members may authorize another person to attend meetings and vote on their behalf if approved by a majority of the Board of Directors members.

14. Resolutions and decisions of the Board of Directors are adopted if approved by a majority of the members present; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Directors.

15. The Board of Directors has the right to solicit written opinions from its members to pass Board Resolutions when approving matters within the Board of Directors' authority as stipulated in Clause 2, Article 27 of the Company's Charter.

Resolutions adopted through written consultation are based on the unanimous agreement of a majority of the Board of Directors members with voting rights. These resolutions have the same effect and validity as resolutions adopted at the meeting.

16. Board meetings may be held in the form of online conferences among members of the Board when all or some members are located in different places, provided that each member participating in the meeting is able to:

a) Listen to each of the other Board members who are participating in the meeting speak;

b) To address all other attending members simultaneously. Discussions among members may take place in person by telephone or by other means of communication, or a combination of these methods. A Board member participating in such a meeting is considered to be "present" at that meeting. The meeting location as stipulated in this regulation is the location where the largest number of Board members are present, or the location where the meeting chair is present.

Decisions made during a formal meeting held and conducted are effective immediately upon the conclusion of the meeting, but must be confirmed by the signatures of all Board members present at the meeting in the minutes.

17. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and these minutes serve as authentic evidence of the work done at the meeting unless there is an objection to the content of the

minutes within ten (10) days from the date of sending. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English. The minutes must be signed by the chairperson and the person recording the minutes.

18. Those invited to attend the Board of Directors meeting: The General Director, management officers, employees, experts, partners, customers, and shareholders may attend the meeting upon invitation from the Chairman of the Board of Directors.

Article 16. Minutes of the Board of Directors Meeting

1. Board of Directors meetings must be recorded in minutes and may also be audio-recorded, recorded, and stored electronically. Minutes must be in Vietnamese and may also be in a foreign language, including the following main contents:

- a) Name, address of head office, business registration number;
- b) Time and place of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) The full names of each member attending the meeting or their authorized representatives, and the manner of attendance; the full names of members absent from the meeting and the reasons for absence;
- d) Issues discussed and voted on at the meeting;
- e) Summarize the statements made by each meeting participant in chronological order of the meeting's proceedings;
- g) The voting results clearly indicate which members approved, disapproved, and abstained;
- h) The issue that was approved and the corresponding percentage of votes in favor;
- i) Full name and signature of the presiding officer and the person recording the minutes, except as provided in Clause 2 of this Article.

2. In cases where the chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors present at the meeting sign and the minutes contain all the information as stipulated in points a, b, c, d, e, g, and h of Clause 1 of this Article, then these minutes shall be valid.

3. The chairperson, the person recording the minutes, and those signing the minutes are responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

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

5. Minutes drawn up in Vietnamese and in a foreign language have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall prevail.

CHAPTER V. REPORTING AND DISCLOSING BENEFITS

Article 17. Submission of Annual Reports

1. At the end of the fiscal year, the Board of Directors must submit the following report to the General Meeting of Shareholders:

- a) Report on the company's business results;
- b) Financial statements;
- c) Report evaluating the company's management and operations;
- d) The Supervisory Board's assessment report.

2. The reports stipulated in points a, b, and c of Clause 1 of this Article must be submitted to the Supervisory Board for review no later than 30 days before the opening of the Annual General Meeting of Shareholders, unless the Company's Charter stipulates otherwise.

3. The reports stipulated in Clauses 1 and 2 of this Article, the Supervisory Board's appraisal report, and the audit report must be kept at the Company's head office no later than 10 days before the opening of the Annual General Meeting of Shareholders. Shareholders who have continuously held shares of the Company for at least one year have the right to personally or together with a lawyer, accountant, or auditor with a professional certificate directly review the reports stipulated in this Article.

Article 18. Remuneration, bonuses and other benefits of members of the Board of Directors

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

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of the Board member and the daily rate. The Board of Directors determines the remuneration for each member by mutual agreement. The total amount of remuneration and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at its annual meeting.

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

4. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in subcommittees of the Board of Directors, or performing other duties outside the normal scope of a member's duties, may receive additional compensation in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. Members of the Board of Directors may be insured by the Company for liability insurance after approval by the General Meeting of Shareholders. This insurance does not cover the liability of Board members related to violations of the law and the Company's Articles of Association.

Article 19. Disclosure of related interests

Unless otherwise stipulated in the Company's Articles of Association, the disclosure of the Company's interests and related parties shall be governed by the following regulations:

1. Members of the Company's Board of Directors must declare to the Company their related interests, including:

a) Name, business registration number, head office address, business sector and activities of the enterprise in which they own capital contributions or shares; percentage and time of ownership of those capital contributions or shares;

b) The name, business registration number, head office address, and business lines of the enterprise in which the related parties jointly or individually own more than 10% of the charter capital.

2. The declarations stipulated in Clause 1 of this Article must be made within 7 working days from the date the relevant benefit arises; any amendments or additions must be notified to the Company within 7 working days from the date of the corresponding amendments or additions.

3. Members of the Board of Directors who, in their own name or on behalf of others, perform any work in any form within the scope of the Company's business activities must explain the nature and content of such work to the Board of Directors and may only perform it with the approval of a majority of the remaining members of the Board of Directors; if they perform such work without reporting it or without the approval of the Board of Directors, all income derived from such activity shall belong to the Company.

CHAPTER VI. RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 20. Relationship between members of the Board of Directors

1. The relationship between the members of the Board of Directors is one of collaboration; the members of the Board of Directors are responsible for informing each other on relevant issues in the process of handling their assigned tasks.



2. During the course of work, the Board member assigned primary responsibility must proactively coordinate and handle any issues that relate to the areas of responsibility of other Board members. In cases where there are differing opinions among Board members, the member primarily responsible shall report to the Chairman of the Board for consideration and decision within his/her authority, or organize a meeting or seek the opinions of the Board members in accordance with the law, the Company Charter, and these Regulations.

3. In the event of a reassignment of duties among Board members, the Board members must hand over their work, files, and related documents. This handover must be documented in writing and reported to the Chairman of the Board.

Article 21. Relationship with the Executive Board

In its governance role, the Board of Directors issues resolutions for the CEO and the executive team to implement. At the same time, the Board of Directors monitors and supervises the implementation of these resolutions.

Article 22. Relationship with the Supervisory Board

1. The relationship between the Board of Directors and the Supervisory Board is one of collaboration. The working relationship between the Board of Directors and the Supervisory Board is based on the principles of equality and independence, while also ensuring close coordination and mutual support in the performance of their duties.

2. Upon receiving inspection reports or summary reports from the Supervisory Board, the Board of Directors is responsible for studying them and directing relevant departments to develop plans and implement timely corrective actions.

CHAPTER VII. IMPLEMENTATION PROVISIONS

Article 23. Effective Date

This Regulation, comprising 7 chapters and 23 articles, was unanimously approved by the General Meeting of Shareholders of Tien Giang Investment and Construction Joint Stock Company on April 19, 2021, and subsequently amended and supplemented on April 17, 2026. This Regulation replaces all previously issued Regulations.

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

(Signature, full name, and seal)



Tran Hoang Huan