



THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness



REGULATIONS
INTERNAL CORPORATE GOVERNANCE
The 3rd Amendment



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CHAPTER 1 – GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of application: This regulation is based on Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance, which stipulates the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the procedures for holding the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Supervisory Board, the General Director, and other activities as prescribed in the company's charter and other current legal regulations.

2. Scope of application: This regulation applies to members of the Board of Directors, the Supervisory Board, the General Director, and related parties mentioned in this regulation.

Article 2. Explanation of terms and abbreviations

1. Non-executive board members are board members who are not the CEO, Deputy CEO, Chief Accountant, or other executives as defined in the company's charter.

An independent member of the Board of Directors (hereinafter referred to as an independent member) is a member as stipulated in Clause 2, Article 155 of the Enterprise Law.

2. The company is Tien Giang Investment and Construction Joint Stock Company – TICCO.

3. Board of Directors: refers to the Board of Management.

4. Nomination: is self-nomination

5. BKS: stands for Supervisory Board

6. VSD: is the Vietnam Securities Depository and Clearing Corporation.

7. Representative: is a shareholder or a representative (a person authorized by a shareholder).

8. The person in charge of corporate governance: is the person whose responsibilities and authority are stipulated in Article 281 of Decree 155/2020/ND-CP.

CHAPTER 2 – SHAREHOLDER MEETING

I. REGULATIONS FOR SHAREHOLDER GENERAL MEETINGS TO ADOPT RESOLUTIONS BY VOTING AT THE MEETING

Section 1. Role, rights and obligations of the General Meeting of Shareholders

The roles, rights, and obligations of the General Meeting of Shareholders are stipulated in Article 138 of the Enterprise Law No. 59/2020/QH14, the Securities Law No. 54/2019/QH14, and Articles 14 and 15 of the company's charter.

Section 2. Regulations on the procedures for convening and voting at the General Meeting of Shareholders

Article 3. Authority to convene the General Meeting of Shareholders

(Based on the provisions of Article 14 of the company's charter)

1. *Authority to convene the Annual General Meeting of Shareholders:* The General Meeting of Shareholders shall meet annually once a year and within four (04) months from the end of the financial year. The Board of Directors shall decide to extend the meeting of the General Meeting of Shareholders if necessary, but not more than six (06) months from the end of the financial year.

2. Authority to convene an extraordinary general meeting of shareholders:

a. The Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of remaining members of the Board of Directors or Supervisors is as stipulated in point b, clause 3, Article 14 of the company's charter or upon receiving the request as stipulated in points c and d, clause 3, Article 14 of the company's charter;

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;

b. In the event that the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in point a, clause 4, Article 14 of the company's charter, then within the next thirty (30) days, the Supervisory Board must replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in clause 3, Article 140 of the Enterprise Law;

c. If the Supervisory Board fails to convene a General Meeting of Shareholders as stipulated in point b, clause 4, Article 14 of the company's charter, the shareholder or group of shareholders specified in point c, clause 3, Article 14 of the company's charter

have the right to request the company's representative to convene a General Meeting of Shareholders in accordance with the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders will be reimbursed by the Company. This does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d. The procedure for organizing a General Meeting of Shareholders is regulated by Clause 5, Article 140 of the Enterprise Law.

Article 4. Personnel for the Shareholders' General Meeting

(Based on the provisions of Article 146 of the Enterprise Law No. 59/2020/QH14; Clause 2, Article 20 of the Company Charter)

1. Chairperson and Presiding Committee:

a. The Chairman of the Board of Directors presides over or authorizes another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote. If no one can be elected to preside, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect a presiding officer from among those present, with the candidate receiving the highest number of votes becoming the presiding officer.

b. Except as provided in point a of this clause, the signatory convening the General Meeting of Shareholders shall preside over the meeting so that the General Meeting of Shareholders can elect the chairman of the meeting, and the person with the highest number of votes shall be the chairman of the meeting;

c. The chairperson has the right to take necessary measures to conduct the meeting in a reasonable, orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.

d. The chairperson of the General Shareholders' Meeting has the following rights:

- Require all meeting attendees to undergo security checks or other lawful and reasonable security measures;

- Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security checks from the General Meeting of Shareholders.

e. The chairperson has the right to postpone a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 3 working days from the scheduled opening date, and may only postpone or change the meeting location in the following cases:

- The meeting venue did not have enough comfortable seating for all attendees;
- The communication facilities at the meeting venue do not guarantee that shareholders attending the meeting can participate, discuss, and vote;
- Some attendees obstructed the meeting, disrupted order, and risked preventing the meeting from being conducted fairly and legally.

f. Other rights and obligations of the Chairperson are as stipulated by applicable law.

g. The Presidium consists of one Chairperson and several Members.

h. The Presiding Committee's responsibilities:

- Conduct the activities of the Company's General Meeting of Shareholders according to the agenda of the Board of Directors that has been approved by the General Meeting of Shareholders;

- Instructing delegates and the Congress to discuss the items on the agenda;
- Present drafts and conclusions on necessary issues for the Congress to vote on;
- Responding to the issues raised by the Congress;
- Addressing issues that arise throughout the Congress.

i. The working principles of the Presidium: The Presidium operates on the principles of collective decision-making, democratic centralism, and majority rule.

2. Congress Secretary:

a. The chairperson appoints one or more people to act as secretaries for the meeting;

b. The duties of the Congress Secretary:

- Record the contents of the Congress fully and accurately;
- Receive registration forms for shareholders/representatives to speak;
- Prepare meeting minutes and draft resolutions for the General Shareholders' Meeting;

- Assist the Chairperson in announcing information related to the General Shareholders' Meeting and notifying Shareholders in accordance with legal regulations and the company's charter;

- Other tasks as requested by the Chairperson.

3. Vote counting committee:

a. The general meeting of shareholders elects one or more people to the vote counting committee upon the recommendation of the meeting chairman;

b. The responsibilities of the vote counting committee:

- Disseminate the principles, rules, and guidelines for the voting process.
- Count and record the ballots, prepare a vote counting report, announce the results; and forward the report to the Chairperson for approval of the voting results.
- Quickly inform the secretary of the voting results.
- Review and report to the Congress any cases of violations of voting rules or complaints regarding voting results.

4. Committee for verifying the eligibility of shareholders/representatives:

a. The chairperson appoints one or more members to serve on the Shareholder/Delegate Credentials Verification Committee for the meeting. The Delegate Credentials Verification Committee of the General Meeting consists of one Chairman and a group of members.

b. The responsibilities of the Shareholder/Representative Audit Committee:

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

- The Head of the Delegate Eligibility Verification Committee reports to the General Meeting of Shareholders on the attendance of shareholders. If the meeting has a sufficient number of shareholders and authorized representatives representing more than 50% of the total voting shares, then the General Meeting of Shareholders of the Company can proceed.

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

Article 5. Prepare a list of shareholders entitled to attend the meeting and announce the closing date for the list of shareholders entitled to attend the General Meeting of Shareholders.

(Based on the provisions in point a) Clause 2, Article 18 of the company's charter; Regulations on the exercise of rights of the Vietnam Securities Depository and Clearing Corporation)

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

2. The company carries out the procedures for compiling the shareholder list and related procedures in accordance with the Regulations on the Exercise of Rights of the Vietnam Securities Depository and Clearing Corporation.

Article 6. Notice of convening the General Meeting of Shareholders

(Based on the provisions of Article 143 of the Enterprise Law No. 59/2020/QH14)

1. The person convening the General Meeting of Shareholders must send a notice of meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date, unless the company's charter stipulates a longer period. The notice of meeting must include the name, registered office address, and business registration number of the shareholder; the name and contact address of the shareholder; the time and place of the meeting; and other requirements for attendees.

2. The meeting notice shall be sent by a method that ensures it reaches the contact address of the shareholder and posted on the company's website; if the company deems it necessary, it may publish it in a central or local daily newspaper as stipulated in the company's charter.

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

a. The meeting agenda, the documents to be used in the meeting, and the draft resolutions for each item on the agenda;

b. Voting ballot/election ticket.

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

Article 7. Agenda and content of the Shareholders' General Meeting

(Based on the provisions of Article 18 of the company's charter)

1. The General Meeting of Shareholders is convened in accordance with the circumstances stipulated in Article 3 of these Regulations.

2. 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. The company must disclose 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. The procedures and steps to be followed are as stipulated in Article 6 of these Regulations;

- b. Prepare the program and content for the congress;
- c. Prepare documents for the conference;
- d. Draft resolution of the General Shareholders' Meeting based on the agenda of the meeting;
- e. Determine the time and location for holding the congress;
- f. 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.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and shall also be published on the Company's website and the website of the State Securities Commission and the stock exchange where the Company's shares are listed. The convenor of the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In cases where documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders can access them, including:

- a. Meeting agenda, documents to be used in the meeting;
- b. List and details of candidates in the case of electing members of the Board of Directors and members of the Supervisory Board;
- c. Voting/election ballot;
- d. Draft resolutions for each item on the meeting agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of the Company Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company no later than the deadline. Three working days before the meeting opening date, the proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, contact address, nationality, Citizen Identification Card number, National Identity Card number, Passport number, or other legally valid personal identification for individual shareholders; the name, enterprise code or establishment decision number, and head office address for organizational shareholders; the number and type of shares held by that shareholder; and the issue proposed for inclusion in the meeting agenda.

5. The person convening the General Meeting of Shareholders has the right to reject a proposal as stipulated in Clause 4 of this Article if it falls under one of the following cases:

a. The petition was submitted in violation of the provisions of Clause 4 of this Article;

b. At the time of the petition, the shareholder or group of shareholders did not hold at least 5% of the common shares as stipulated in Clause 2, Article 12. Company charter;

c. The issue raised in this proposal falls outside the scope of authority of the General Meeting of Shareholders.

d. Other cases as prescribed by law and Company charter.

6. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, except as provided in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 8. How to register and authorize someone to attend the Shareholders' General Meeting.

(Based on the provisions of Article 144 of the Enterprise Law No. 59/2020/QH14; Article 16 of the Company Charter; Clauses 1, 2, and 5 of Article 20 of the Company Charter)

1. How to register to attend the Shareholders' General Meeting before the meeting opens:

a. The procedure for registering to attend the General Meeting of Shareholders is clearly stipulated in the Notice of the General Meeting of Shareholders, including contacting the Company or sending the Registration Form for Attending the Meeting (attached to the Notice of the General Meeting of Shareholders sent to shareholders) to the Company.

b. Shareholders can choose to register to attend the General Meeting of Shareholders in the manner specified in the notice, including:

- Attend and vote/contest in person at the meeting;

- Authorize another representative to attend and vote/cast ballots at the meeting and comply with the provisions of Clause 2 of this Article; (If more than one representative is appointed, the number of shares and the number of votes/casting ballots authorized for each representative must be specifically determined).

- Participate and vote/cast ballots through online conferences, electronic voting, or other electronic means;

- Submit your ballot/election ticket to the meeting via mail, fax, or email;
- Other forms of registration for attending the General Meeting of Shareholders are in accordance with the provisions of the law.
- The company must make every effort to apply modern information technologies so that shareholders can best participate in and express their opinions at the General Meeting of Shareholders, including guiding shareholders to vote through online General Meetings of Shareholders, electronic voting, or other electronic forms as prescribed in Article 144 of the Enterprise Law and the company's charter.

2. Regulations regarding authorization to attend the congress

a. Shareholders, or their authorized representatives, exercise authorization in accordance with Article 16 of the Company's Charter;

b. The authorization for individuals or organizations to represent shareholders at the General Meeting of Shareholders as stipulated in Point a, Clause 2 of this Article must be in writing. The authorization document must be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

Authorized representatives attending the General Meeting of Shareholders must submit the authorization document when registering to attend. In case of sub-authorization, the representative must also present the original authorization document from the shareholder or the authorized representative of the shareholder (if not previously registered with the Company).

c. The ballot/voting slip of an authorized representative attending the meeting within the scope of their authorization remains valid in the event of any of the following circumstances:

- The grantor has died, is restricted in their legal capacity, or has lost their legal capacity;
- The principal has revoked the designation of authorization;
- The grantor has revoked the authority of the grantee.
- This clause does not apply if the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

3. Instructions on how to register to attend the General Shareholders' Meeting and verify delegate eligibility on the day of the General Shareholders' Meeting.

Before the meeting commences, the Company must conduct shareholder registration and continue the registration process until all shareholders entitled to attend the meeting have registered, following this procedure:

a. When registering shareholders, the Company issues each shareholder or authorized representative a voting card/voting slip/election ballot, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes/election ballots for that shareholder. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. The results of the vote count are announced by the Chairman/Vote Counting Committee immediately before the closing of the meeting. The General Meeting elects those responsible for counting or supervising the vote count as proposed by the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting.

b. Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently participate in and vote/elect at the meeting immediately after registration. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of any previously voted/elected items remains unchanged.

Article 9. Conditions for holding a General Meeting of Shareholders

(Based on the provisions of Article 19 of the company's charter.

1. The General Shareholders' Meeting is held when the number of shareholders present is representative, representing over 50% of the total voting shares.

2. If the first meeting fails to meet the quorum requirements as stipulated in Clause 1 of this Article, a notice of the second meeting shall be sent within 30 days from the date of the first scheduled meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending represents 33% or more of the total number of voting shares.

3. If the second meeting fails to meet the quorum requirements as stipulated in Clause 2 of this Article, a notice of a third meeting must be sent within 20 days of the scheduled date of the second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes cast by the shareholders present.

Article 10. Method of adopting resolutions at the General Meeting of Shareholders

(Based on the provisions of Article 147 of the Enterprise Law No. 59/2020/QH14; Article 22 of the company's charter)

The General Meeting of Shareholders adopts resolutions within its authority through voting at the meeting, obtaining opinions in writing, and other forms as prescribed by current law.

Article 11. The contents were approved at the General Shareholders' Meeting.

(Based on the provisions of Article 167 of the Enterprise Law No. 59/2020/QH14; Article 15 of the Company Charter)

- a) Through the company's development strategy;
- b) Review and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
- c) Approve the list of approved auditing firms; decide which auditing firms are approved to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;
- d) The company's annual business plan;
- e) The annual financial statements have been audited;
- f) The Board of Directors' report on the governance and performance of the Board of Directors and each individual member of the Board of Directors;
- g) Report of the Supervisory Board on the Company's business results, the performance of the Board of Directors, and the General Director;
- h) Self-assessment report on the performance of the Supervisory Board and its members;
- i) Dividend rates per share for each class;
- j) Number of members of the Board of Directors and the Supervisory Board;
- k) Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;
- l) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- m) Supplementing and amending the company's charter;
- n) The types of shares and the number of new shares to be issued for each type of share, and the transfer of shares by founding members within the first three years from the date of establishment;
- o) Dividing, separating, merging, consolidating, or transforming the Company;
- p) Reorganize and dissolve (liquidate) the company and appoint a liquidator;

q) Decisions to invest in or sell assets worth 35% or more of the total asset value recorded in the Company's most recent financial statement;

r) The decision is to repurchase more than 10% of the total shares sold of each class;

s) The company enters into contracts and transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total value of the company's assets as recorded in the most recent financial statement;

t) Approving transactions as stipulated in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law;

u) Approve, supplement, and amend the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Supervisory Board;

v) Other matters as stipulated by law and the company's Articles of Association.

Article 12. Voting to approve issues at the congress

(Based on the regulations in the Rules of Procedure; Regulations on Elections at the General Meeting of Shareholders)

1. General principles

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

b. Voting cards, ballot papers, and election ballots are printed, stamped, and sent directly to delegates at the general meeting by the Company (along with the shareholder meeting attendance documents). Each delegate is issued a voting card, ballot paper, and election ballot. The voting card, ballot paper, and election ballot clearly state the delegate's code, full name, number of shares owned, and authorized voting authorization.

2. Regulations regarding the validity of voting ballots and election ballots.

a. Voting ballot

➤ **Valid ballot** The ballot must be a pre-printed form issued by the Organizing Committee, without any erasures, alterations, tears, or damage, and must not contain any additional content beyond what is stipulated for this form. It must also be signed, with the full handwritten name of the participating delegate below the signature, and submitted to the Ballot Counting Committee before the ballot box is opened.

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

➤ Invalid ballot:

- The content does not comply with the regulations of a valid ballot.

b. Ballot

➤ **Valid ballot:** The ballot must be a pre-printed form issued by the organizing committee, without any erasures, alterations, or additions beyond what is required; it must be signed and clearly state the full name of the attending delegate and submitted to the Ballot Counting Committee before the ballot box is opened.

➤ **Invalid ballot:**

- The content does not comply with the regulations of a valid ballot.
- The ballots contain a total number of votes cast for the shareholder's or representative's candidates that exceeds the total number of votes allowed.
- Other regulations are as stipulated in the Election Regulations.

Article 13. Voting method

(Based on the regulations in the Rules of Procedure for the General Meeting of Shareholders)

1. General principles

- The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by raising cards, direct voting, electronic voting, or other electronic means.

- Delegates vote to approve, disapprove, or abstain from an issue put to a vote at the Congress by raising their Voting Cards or filling in their chosen options on the Voting Form.

2. Forms of voting

a. Voting by Voting Card: When voting by raising the Voting Card, the front of the Voting Card must be raised towards the Presiding Committee. If a delegate does not raise the Voting Card in all three times of voting in Approve, Disapprove, or Abstain, it will be considered as a vote in favor of that issue. If a delegate raises the Voting Card more than once (01) when voting in Approve, Disapprove, or Abstain, it will be considered an invalid vote. According to the method of voting by raising the Voting Card, the Member of the Delegate Eligibility Verification Committee/Vote Counting Committee marks the delegate code and the corresponding number of votes for each shareholder in Approve, Disapprove, Abstain, and Invalid.

b. Voting by ballot: When voting by filling out a ballot, for each item, delegates choose one of the three options "Agree," "Disagree," or "No opinion" printed on the ballot by marking an "X" or "X."✓" into the box of your choice. After completing the voting content of the Congress, delegates submit their ballots to the sealed ballot box at

the Congress according to the instructions of the Ballot Counting Committee. The ballot must be signed and clearly state the full name of the delegate.

c. Electronic voting is similar to the provisions in Article 31 of these regulations.

Article 14. Voting methods

(Based on the regulations in the General Meeting of Shareholders' Election Rules)

1. General principles

- Comply strictly with the law and the company's charter;
- Members of the vote counting committee are not allowed to be on the list of nominees or to self-nominate for the Board of Directors and the Supervisory Board.

2. Forms of voting in elections

a. Cumulative voting

- Accordingly, each delegate has a total number of votes corresponding to the total number of shares owned, representing ownership multiplied by the number of members to be elected;

- Attendees have the right to cast all of their votes for one or more candidates;

- In the event that additional candidates appear on the day of the congress, delegates may contact the Ballot Counting Committee to request a new ballot and must return the old ballot (before placing it in the ballot box).

- In case of an incorrect selection, delegates should contact the Ballot Counting Committee to obtain a new ballot and must submit the old one.

- How to fill out the ballot: Each delegate will be given ballots. The specific instructions for filling out the ballot are as follows:

+ If delegates choose to cast all their votes for one or more candidates, they should mark the "Clustered Vote" box for the corresponding candidates.

+ If the number of votes is not equal for multiple candidates, delegates should clearly indicate the number of votes cast in the "Number of votes" box for each candidate.

+ Other matters as stipulated in the election regulations.

Note: If a delegate checks both the "Cumulative Voting" box and enters the number in the "Number of Votes" box, the result will be based on the number of votes in the "Number of Votes" box.

- Principles of election:

+ The elected candidates are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the required number of members are elected.

+ In the event that two (02) or more candidates receive the same number of votes for the last member, a re-election will be held among the candidates with the same number of votes.

+ If the results of the first round of elections do not yield the required number of members, elections will be held until the required number of members are elected.

b. Election by voting method: This shall be conducted in accordance with the provisions of Point b, Clause 2, Article 13 of these Regulations.

c. Electronic voting is similar to the provisions in Article 31 of these regulations.

Article 15. Vote counting method

(Based on the regulations in the Rules of Procedure for the General Meeting of Shareholders)

The vote counting process is carried out by aggregating the votes/voting slips indicating approval, disapproval, or abstention.

For sensitive issues and if requested by shareholders, the Company must appoint an independent organization to collect and count the votes.

Article 16. Conditions for the resolution to be passed

(Based on the provisions of Article 21 of the company's charter)

1. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:

- a. Types of shares and the total number of shares of each type;
- b. Changes in industry, occupation, and business sector;
- c. Changes to the company's organizational and management structure;
- d. An investment project or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the company's most recent financial statement;
- e. Reorganize or dissolve the company;
- f. Extend the company's operating license;
- g. Other matters are governed by the company's Articles of Association.

2. Resolutions are adopted when approved by shareholders holding more than 50% of the total voting rights of all shareholders present at the meeting, except as provided in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Enterprise Law.

In the case of electing members of the Board of Directors and Supervisory Board, if the number of candidates is less than or equal to the number of members to be elected, the election of members of the Board of Directors/Supervisory Board 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 for approval by voting shall be determined according to Clause 2, Article 21 of the company's charter.

3. Resolutions passed by 100% of the total voting shares at the General Meeting of Shareholders are legal and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and the company's charter.

Article 17. Announcement of vote count results

(Based on the regulations in the Rules of Procedure for the General Meeting of Shareholders)

The vote counting committee will review, compile, and report the results of the counting for each issue to the Chairperson. The vote counting results will be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting.

Article 18. Ways to object to decisions of the General Meeting of Shareholders

(Based on the provisions of Articles 132 and 151 of the Enterprise Law No. 59/2020/QH14)

1. Shareholders who voted against a resolution regarding the reorganization of the company or changes to the rights and obligations of shareholders as stipulated in the company's charter have the right to request the company to repurchase their shares. The request must be in writing, clearly stating the shareholder's name and address, the number of shares of each class, the intended selling price, and the reason for the request. The request must be sent to the company within 10 days from the date the General Meeting of Shareholders approves the resolution on the matters stipulated in this clause.

2. The company must repurchase shares at the request of shareholders as stipulated in Clause 1 of this Article at market price or at a price calculated according to the principles stipulated in the company's charter within 90 days from the date of receiving the request. If an agreement on price cannot be reached, the parties may request a valuation organization to determine the price. The company shall introduce at least three valuation organizations for shareholders to choose from, and that choice shall be final.

3. Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote count results of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

a. The sequence and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violated the provisions of the Enterprise Law and the company's charter, except as stipulated in Clause 2, Article 152 of the Enterprise Law;

b. The resolution's content violates the law or the company's charter.

Article 19. Prepare the minutes of the Shareholders' General Meeting.

(Based on the provisions of Article 23 of the company's charter)

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be written in Vietnamese, and may also be written in a foreign language, and must include the following main contents:

c. Name, registered office address, business registration number;

d. Time and location of the Shareholders' General Meeting;

e. Meeting agenda and content;

f. The names of the chairperson and secretary;

g. Summarize the proceedings and statements made at the General Shareholders' Meeting on each item on the agenda;

h. The number of shareholders and the total number of voting shares of shareholders attending the meeting, the appendix listing registered shareholders, and the shareholder representatives attending the meeting with their corresponding shareholdings and voting rights;

i. The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, affirmative, and abstention votes; and the corresponding percentage of the total votes cast by shareholders present at the meeting.

j. Summarize the number of votes for each candidate (if applicable);

k. The issues were approved and the corresponding percentage of votes were cast in favor;

l. The full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid only if signed

by all other members of the Board of Directors present at the meeting and containing all the information as stipulated in this clause. The meeting minutes shall clearly state the chairperson's or secretary's refusal to sign.

2. The minutes of the General Meeting of Shareholders must be prepared and approved before the meeting concludes. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' contents.

3. Minutes prepared in both Vietnamese and foreign languages have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign-language minutes, the content in the Vietnamese version shall prevail.

Article 20. Announcement of Resolutions and Minutes of the General Shareholders' Meeting

(Based on the provisions of Article 23 of the company's charter)

Resolutions, minutes of the General Meeting of Shareholders, appendix listing registered shareholders, proxies for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be kept at the Company's head office.

Resolutions, minutes of the General Meeting of Shareholders, and accompanying documents must be disclosed in accordance with the law on information disclosure in the securities market.

II. REGULATIONS FOR SHAREHOLDER GENERAL MEETINGS TO PASS RESOLUTIONS THROUGH WRITTEN CONSULTATION

Article 21. In cases where shareholder opinions are sought in writing...

(Based on the provisions of Article 22 of the company's charter)

The following matters may be approved through a written shareholder consultation:

- a. Amend and supplement the contents of the company's charter;
- b. Company development strategy;
- c. Types of shares and the total number of shares of each type;
- d. Electing, dismissing, and removing members of the Board of Directors and the Supervisory Board;
- e. Decisions to invest in or sell assets whose value is equal to or greater than 35% of the total asset value recorded in the company's most recent financial statement;
- f. Through annual financial reports;
- g. Reorganize or dissolve the company;

- h. Changes in industry, occupation, and business sector;
- i. Changes to the company's organizational and management structure;
- j. Approve, supplement, and amend the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Supervisory Board;
- k. Other matters as deemed necessary for the benefit of the Company.

Article 22. Cases where written consultation is not permitted.

The Board of Directors is not allowed to solicit shareholder opinions in writing in the following cases:

Article 23. The sequence and procedures for holding a General Meeting of Shareholders to adopt a Resolution through written consultation.

(Based on the provisions of point a, Clause 2, Article 18; Articles 22 and 24 of the company's charter)

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

2. The Board of Directors must prepare the ballot, the draft resolution of the General Meeting of Shareholders, and the explanatory documents for the draft resolution, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the ballot. The requirements and method for sending the ballot and accompanying documents shall be in accordance with the provisions of Clause 3, Article 18 of the Company's Charter.

3. Regulations regarding opinion survey forms

a. The survey form must include the following key information:

- Name, registered office address, business registration number;
- Purpose of soliciting feedback;
- The full name, contact address, nationality, and legal document number of an individual shareholder; the name, business registration number or legal document number of an organization, and the head office address of an organization shareholder; or the full name, contact address, nationality, and legal document number of an individual representative of an organization shareholder; the number of shares of each class and the number of voting/election ballots of the shareholder.
- The issue requires consultation before a decision can be made.
- The voting options include "agree," "disagree," and "no opinion" for each issue being considered.

- Election plan (if any);
- The deadline for submitting the feedback form to the company has been set.
- Full name and signature of the Chairman of the Board of Directors.

b. Shareholders may submit their completed opinion ballots to the Company by mail, fax, or email in accordance with the following regulations:

- In the case of mailing, the answered opinion ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. Opinion ballots sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the ballots are counted;

- In the case of sending ballots by fax or email, the ballots sent to the Company must be kept confidential until the time of vote counting;

- Opinion ballots submitted to the Company after the deadline specified in the ballot, or that have been opened (in the case of mail submission) or disclosed (in the case of fax or email submission), are invalid. Unsubmitted ballots will be considered as non-voting ballots.

4. Count the votes and prepare the vote counting report.

The Board of Directors counts the votes and prepares a vote counting report in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting report must include the following key information:

- Name, registered office address, business registration number;
- The purpose and issues requiring consultation before the resolution can be passed;
- The number of shareholders with the total number of votes/elections cast, distinguishing between valid and invalid votes/elections, and the method of submitting the votes/election ballots, along with an appendix listing the shareholders who participated in the voting/election;
- The total number of votes in favor, against, and abstentions on each issue, and the total number of votes cast for each candidate (if any);
- The issue was approved, and the voting percentage was in favor.
- The full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

Board members, vote counters, and vote supervisors shall be jointly liable for the integrity and accuracy of the vote count record; and jointly liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

5. Resolution and Vote Counting Minutes

a. The vote count minutes and resolutions must be sent to shareholders within 15 days of the completion of the vote count. Alternatively, sending the vote count minutes and resolutions may be done by posting them on the Company's website within 24 hours of the completion of the vote count.

b. Resolutions adopted through written shareholder consultations have the same validity as resolutions adopted at a General Meeting of Shareholders.

6. Save the document:

The completed survey forms, vote counting records, adopted resolutions, and related documents accompanying the survey forms must all be kept at the Company's head office.

7. Request to annul the Shareholders' General Meeting Decision made through written ballot.

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote count results of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

a. The sequence and procedures for convening meetings and making decisions by the General Meeting of Shareholders seriously violated the provisions of the Enterprise Law and the company's charter, except as stipulated in Clause 3, Article 21 of the company's charter.

b. The resolution's content violates the law or the company's charter.

III. REGULATIONS FOR SHAREHOLDER GENERAL MEETINGS TO PASS RESOLUTIONS THROUGH ONLINE CONFERENCE

Article 24. Notice of convening the online General Shareholders' Meeting

Comply with the provisions of Article 6 of these Regulations.

Note: Ballots/election ballots do not need to be sent with the meeting invitation notice.

Article 25. How to register to attend the online General Shareholders' Meeting

The procedure for registering to attend the General Shareholders' Meeting online before the meeting's opening date is clearly stipulated in the Notice of the General Shareholders' Meeting, including:

1. Eligibility requirements:

- Those whose names are on the shareholder list (DSCĐ) are entitled to attend the General Meeting of Shareholders, as prepared in accordance with the Company's notice of exercise of rights.

- Authorized representatives must meet the eligibility requirements as stipulated by law and the company's articles of incorporation.

2. Technical requirements:

Delegates need to have an electronic device with internet access (e.g., computer, tablet, mobile phone, other electronic device with internet connection...).

3. Method for recording delegates attending the online shareholders' general meeting:

Delegates are recognized as having attended the online general shareholders' meeting by the electronic voting system when they access the system using the access information provided in accordance with Article 26 of these Regulations and have cast their electronic vote on any item on the agenda of the online general shareholders' meeting.

Article 26. Provide login information and cast your electronic vote.

1. Information regarding the access link to the electronic voting system, username, password, and other identifying factors (if any) for attending the online General Meeting of Shareholders will be provided in the meeting invitation notice (or the form of login information notification as stipulated by the Board of Directors). Delegates are responsible for keeping their username, password, and other assigned identifying factors confidential to ensure that only delegates have the right to vote on the electronic voting system and are fully responsible for the information they have registered.

2. When delegates request a re-issue of their login information, the General Meeting Organizing Committee may notify them through the following methods: in person or via email/telephone. Providing login information via email or telephone will only be done based on shareholder information from the list of shareholders entitled to vote compiled by the Vietnam Securities Depository Center according to the Company's notification of exercising their rights.

3. Delegates use their login name, password, or other identifying factors (if any) to access the electronic voting system and cast their electronic votes according to the agenda of the online shareholders' general meeting.

Article 27. Authorization for a representative to attend the General Shareholders' Meeting online.

1. Shareholders may exercise their authorization in accordance with Clause 2, Article 8 of these Regulations.

2. Here are some regulations to keep in mind when authorizing someone online:

Shareholders are required to provide complete information for online authorization, especially the information of the authorized party: phone number, contact address, and email address. This information will be used to assign login names, access passwords, and other identifying elements (if any) to the authorized party.

Validity of online authorization: authorization is only legally valid when the following conditions are met:

- When shareholders fill in all the information on the online authorization form and complete the online authorization process.

- The power of attorney is printed using an online authorization form and includes the full signatures, names, and seal (if it is an organization) of both the authorizing party and the authorized party.

- The company received the original Power of Attorney before the official opening of the general meeting.

Cancellation of online proxy authorization for shareholders: Shareholders must submit a formal written request to the company to cancel their online proxy authorization before the official opening of the general meeting. Note that the effective date for recording the cancellation of the proxy authorization is calculated from the time the company receives the formal written request for cancellation of the online proxy authorization.

The cancellation of the proxy will be invalid if the proxy has already cast a vote/election on any issue of the agenda for the online shareholders' general meeting.

Article 28. Conditions for conducting

Comply with the provisions of Article 9 of these Regulations.

Article 29. Discussion at the online General Shareholders' Meeting

a. Principle:

- Discussions will only be conducted within the allotted time and will be limited to the issues presented in the agenda of the Shareholders' General Meeting.

- Only delegates are allowed to participate in the discussion;

- Delegates may register their discussion topics in the format specified in the congress's rules of procedure;

- The Secretariat will arrange the delegates' discussion topics in the order of registration and forward them to the Chairperson.

b. Addressing the opinions of the Delegates:

- Based on the content of the delegates' discussions, the Chairperson or a member designated by the Chairperson will answer the delegates' questions.

- In case of time constraints, questions that are not answered directly at the General Meeting will be answered by the Company at a later date.

Article 30. The method of adopting resolutions at the General Shareholders' Meeting is online.

The General Meeting of Shareholders adopts resolutions within its authority through electronic voting.

Article 31. How to vote online

a. Voting method:

- Delegates choose one of three voting options—Approve, Disapprove, or Abstain—for each issue put to a vote at the Congress, which are pre-set in the electronic voting system.

- Afterward, the delegates proceed to confirm their votes so that the electronic voting system can record the results.

b. Voting method:

- Cumulative voting: Unless otherwise stipulated in the Company's charter, the voting for members of the Board of Directors and the Supervisory Board must be conducted using cumulative voting (either evenly distributed or numbered ballots). Delegates cast their votes by marking the "Cumulative Voting" box or clearly writing the number of votes in the "Number of Votes" box for each candidate on the ballot installed in the electronic voting system. Delegates then confirm their vote so that the electronic voting system records the results.

- Voting by ballot (if applicable): This shall be conducted in accordance with the voting regulations specified in Clause a of this Article.

c. Other regulations when conducting electronic voting:

- If a delegate does not complete all the voting and election procedures as outlined in the Congress agenda, the remaining issues that were not voted on or elected will be considered as if the delegate did not cast a vote on those issues.

- In the event that issues arise outside the agenda of the congress, delegates may vote or hold supplementary elections. If delegates do not vote or participate in the elections on these issues, it will be considered that the delegates did not vote or participate in the elections on those issues.

- Delegates may change the results of votes and elections (but cannot cancel the results); this includes the results of supplementary votes and elections on issues arising outside the agenda of the Congress. The online system only records the vote count for the

final voting results at the time the electronic voting ends for each vote counting round as stipulated in the Congress's working regulations.

- In the event that a delegate casts a vote by writing down the number: the ballot is invalid according to the regulations in the Election Rules.

- The time for electronic voting is specifically stipulated in the rules of procedure at the congress. Delegates can access the electronic voting system and cast their votes 24 hours a day, 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control. After the voting period ends, the system will not record any further electronic voting results from delegates.

Article 32. How to count votes online

When delegates cast their votes/elections, the number of votes cast is recorded in the system according to the principle of votes in favor, votes against, and abstentions.

Article 33. Announcement of vote count results

Based on the vote counting minutes as stipulated in Article 32 of these Regulations, the Vote Counting Committee will verify, compile, and report the results of the vote counting for each issue according to the agenda of the congress to the Chairman. The results of the vote counting will be announced by the Chairman/Vote Counting Committee immediately before the closing of the meeting.

Article 34. Prepare minutes of the Shareholders' General Meeting.

- Comply with the provisions of Article 19 of these Regulations.

- The venue specified in the minutes of the online Shareholders' Meeting is the location where the Chairman of the Meeting will be present to preside over the meeting. This location must be within the territory of Vietnam.

- The procedure for adopting the minutes of the General Meeting of Shareholders is specifically stipulated in the company's Rules of Procedure for the General Meeting of Shareholders.

Article 35. Announcement of Resolutions and Minutes of the General Shareholders' Meeting

Comply with the provisions of Article 20 of these Regulations.

IV. REGULATIONS FOR SHAREHOLDER GENERAL MEETINGS THAT PASS RESOLUTIONS THROUGH A COMBINED IN-PERSON AND ONLINE MEETINGS

Article 36. Notice of convening the General Meeting of Shareholders

Comply with the provisions of Article 6 of these Regulations.

Article 37. How to register to attend the Shareholders' General Meeting

In accordance with the provisions of Clause 1, Article 8 and Article 25 of these Regulations.

Article 38. Authorization of a representative to attend the General Meeting of Shareholders.

In accordance with the provisions of Clause 2, Article 8 and Article 27 of these Regulations.

Article 39. Conditions for conducting

Comply with the provisions of Article 9 of these Regulations.

Article 40. Method of adopting resolutions by the General Meeting of Shareholders

Comply with the provisions of Articles 10 and 30 of these Regulations.

Article 41. Voting method

Comply with the provisions of Articles 13, 14, and 31 of these Regulations.

Article 42. Vote counting method

Comply with the provisions of Articles 15 and 32 of these Regulations.

Article 43. Announcement of vote count results

Comply with the provisions of Articles 17 and 33 of these Regulations.

Article 44. Prepare minutes of the Shareholders' General Meeting.

Comply with the provisions of Articles 19 and 34 of these Regulations.

Article 45. Announcement of Resolutions and Minutes of the General Shareholders' Meeting

Comply with the provisions of Article 20 of these Regulations.

CHAPTER 3 – BOARD OF DIRECTORS

Section 1. General Provisions

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

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

The Board of Directors must fully comply with the responsibilities and obligations stipulated in the Enterprise Law and the company's charter. In addition, the Board of Directors has the following responsibilities and obligations:

1. Responsible to shareholders for the company's operations;
2. Treat all shareholders equally and respect the interests of stakeholders in the company;
3. Ensure that the company's operations comply with legal regulations, its Articles of Association, and internal company regulations;
4. Develop the Board of Directors' operating regulations, submit them to the General Meeting of Shareholders for approval, and publish them on the company's website in accordance with Circular 116/2020/TT-BTC dated December 31, 2020, guiding certain provisions on corporate governance applicable to public companies under Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law.
5. Monitoring and preventing conflicts of interest among members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers, including misuse of company assets and abuse of related-party transactions;
6. Develop internal regulations on corporate governance and submit them to the General Meeting of Shareholders for approval in accordance with Article 270 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law;
7. Appointing a person in charge of corporate governance;
8. Organize training and workshops on corporate governance and necessary skills for members of the Board of Directors, the General Director, and other managers of the company;
9. The Board of Directors' activity report is presented at the General Shareholders' Meeting in accordance with current legal regulations.
10. Reporting on corporate governance at the annual general meeting of shareholders and disclosing information in the company's annual report in accordance with securities law regulations on information disclosure.

11. Other rights and obligations as stipulated in the Company Charter and the Company's internal governance regulations.

Article 47. Rights, obligations, and responsibilities of Board of Directors members

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

1. Board members have all the rights stipulated in the Securities Law, relevant laws, and the company's charter and internal governance regulations, including the right to be provided with information and documents on the financial situation and business operations of the company and its subsidiaries.

2. Members of the Board of Directors have the obligations stipulated in the company's Articles of Association and the following obligations:

a. Perform your duties honestly and diligently for the best interests of shareholders and the company;

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

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

d. Report to the Board of Directors at the most recent meeting on transactions between the company, its subsidiaries, or companies in which the public 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 companies in which a member of the Board of Directors is a founding member or a business manager during the three years preceding the transaction.

e. Disclose information when conducting transactions involving the company's shares in accordance with the law.

Independent members of a company's board of directors must prepare a report evaluating the performance of the board of directors.

Section 2 – Regulations on Nomination, Candidacy, Election, Dismissal, and Removal of Board of Directors Members

Article 48. Number, term of office, and structure of members of the Board of Directors.

(Based on the provisions of Article 26 of the company's charter)

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. If all members of the Board of Directors complete their

terms at the same time, they shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

3. The structure of the Board of Directors is as follows:

a. The company's Board of Directors must ensure that at least two 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 2 independent members.

The powers, obligations, and methods of organization and coordination of activities of independent members of the Board of Directors will be specifically stipulated in the Board's Operating Regulations.

b. A member of the Board of Directors loses their status as a member of the Board of Directors if they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law.

c. The appointment of Board members must be disclosed in accordance with the legal regulations on information disclosure in the securities market.

d. Members of the Board of Directors do not necessarily have to be shareholders of the Company.

Article 49. Standards and conditions for Board Membership

(Based on the provisions of Clause 1, Clause 2, Article 155 of the Enterprise Law No. 59/2020/QH14, and Article 275 of Decree No. 155/2020/ND-CP)

1. Members of the Board of Directors must meet the standards and conditions stipulated in Clauses 1 and 2 of Article 155 of the Enterprise Law and the company's charter.

2. The Chairman of the Board of Directors may not simultaneously hold the position of General Director of a public company.

3. A member of the Board of Directors of a public company may simultaneously be a member of the Board of Directors or Board of Members of a maximum of 05 other companies.

Article 50. Nomination and candidacy for Board of Directors members

(Based on the provisions of Article 274 of Decree No. 155/2020/ND-CP; Clauses 1, 2, and 3 of Article 25 of the company's charter)

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 charter. Shareholders holding

common shares have the right to combine their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of voting shares are entitled to nominate one (01) candidate; from 20% to less than 30% are entitled to nominate a maximum of two (02) candidates; from 30% to less than 40% are entitled to nominate a maximum of three (03) candidates; from 40% to less than 50% are entitled to nominate a maximum of four (04) candidates; from 50% to less than 65% are entitled to nominate a maximum of five (05) candidates; and from 65% or more are entitled to nominate a maximum of seven (07) candidates.

2. If the number of candidates for the Board of Directors, through nominations and candidacies, is still insufficient, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Board of Directors' operating regulations. The incumbent Board of Directors' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors, as stipulated by law.

Article 51. Method of electing board members

(Based on the provisions of Clause 3, Article 148 of the Enterprise Law No. 59/2020/QH14, and Clause 2, Article 21 of the Company Charter)

1. The election of Board 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. 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 charter is reached. If two or more candidates receive the same number of votes for the last Board member, a re-election will be held among those candidates or a selection will be made according to the criteria stipulated in the election regulations or the company's charter.

2. 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 52. Cases of dismissal, removal, replacement, and appointment of Board of Directors members.

(Based on Article 160 of the Enterprise Law No. 59/2020/QH14)

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

a. The company does not meet the qualifications and conditions stipulated in Article 155 of the Enterprise Law;

b. A resignation letter was submitted and accepted;

c. Other cases are stipulated in the company's charter.

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

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

b. Other cases are stipulated in the company's charter.

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. If the number of Board of Directors members is reduced by more than one-third (1/3) compared to the number stipulated in the company's charter, 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 53. Announcement regarding the election, dismissal, and removal of members of the Board of Directors.

After the decision to elect, dismiss, or remove a member of the Board of Directors is made, the Company is responsible for disclosing the information internally and to relevant authorities, through mass media, and on the Company's website in accordance with the procedures and regulations of current law.

Article 54. How to nominate candidates for the Board of Directors

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);
- e. The benefits relate to the company and its stakeholders;
- f. Other information (if any) as stipulated in the company's Articles of Association.

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 in those companies (if any).

Article 55. Election, removal, and dismissal of the Chairman and Vice-Chairman of the Board of Directors.

(Based on the provisions of Article 29 of the company's charter)

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.

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. 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 behavior, or is prohibited by the Court from holding office, practicing a profession, or engaging in 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.

Section 3 – Remuneration, salaries and other benefits of Board members

Article 56. Remuneration, bonuses, and other benefits for members of the Board of Directors.

(Based on the provisions of Article 28 of the company's charter)

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

2. Board members 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 remuneration and bonuses for the Board of Directors are 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. Board members holding executive positions, or board members working in subcommittees of the Board, or performing duties outside the normal scope of a board member's duties, may receive additional compensation in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as determined by the Board.

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

6. Board members 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.

Section 4 – Regulations on the procedures for organizing Board of Directors meetings

Article 57. Minimum number of meetings per month/quarter/year

(Based on the provisions of Article 157 of the Enterprise Law No. 59/2020/QH14; Article 30 of the Company Charter)

1. The Chairman of the Board of Directors is 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 is 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 vote by majority to select one of them to convene the meeting of the Board of Directors.

2. The board of directors meets at least once every quarter and may hold extraordinary meetings.

Article 58. Cases requiring the convening of an extraordinary meeting of the Board of Directors.

(Based on the provisions of Article 157 of the Enterprise Law No. 59/2020/QH14; Article 30 of the Company Charter)

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

- a. A proposal may be made by the Supervisory Board or an independent member of the Board of Directors;
 - b. There is a recommendation from the General Director or at least 05 other managers;
 - c. There must be a proposal from at least two members of the Board of Directors;
 - d. Other cases are as stipulated in the company's Articles of Association.
2. The proposals stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the decisions falling within the authority of the Board of Directors.
3. 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.

Article 59. Notice of Board of Directors meeting and the right of Supervisory Board members to attend Board of Directors meetings.

(Based on the provisions of Article 157 of the Enterprise Law No. 59/2020/QH14; Article 30 of the Company Charter)

1. 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. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. 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 charter, and must be ensured to reach the contact address of each member of the Board of Directors registered with the Company.

2. The Chairman of the Board of Directors or the person convening the meeting sends the notice of meeting and accompanying documents to the members of the Supervisory Board in the same way 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.

Article 60. Conditions for holding a Board of Directors meeting

(Based on the provisions of Article 157 of the Enterprise Law No. 59/2020/QH14; Article 30 of the Company Charter))

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 of the first scheduled meeting date. In this case, the meeting shall be held if more than half of the Board of Directors members are present.

Article 61. Voting method

(Based on Article 30 of the company's charter)

1. A member of the Board of Directors is deemed to have attended and voted at the meeting in the following circumstances:

- a. Attend and vote in person at the meeting;
- b. Authorize another person to attend the meeting and vote as stipulated in this Article;
- c. Participate and vote via online conference, electronic voting, or other electronic means;
- d. Submit your ballot to the meeting via mail, fax, or email;
- e. Submit your ballot by other means as prescribed in the company's Articles of Association.

2. If ballots are sent to the meeting by mail, they 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. Ballots may only be opened in the presence of all attendees.

3. Voting

a. Except as provided in point b of clause 3 of this Article, each member of the Board of Directors or authorized person as provided in clause 1 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 Clause d, Point 11, Article 30 of the company's charter, when an issue arises at a meeting concerning the interests or voting rights of a member of the Board of Directors 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 interests of the relevant member of the Board of Directors 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.

4. A Board member who directly or indirectly benefits from a contract or transaction already concluded or slated for conclusion with the Company, and who 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.

5. 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.

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

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

b. Speaking to 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. Board members participating in such meetings are considered to be "present" at that meeting. The meeting location as prescribed by 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.

7. 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.

Article 62. How resolutions are passed by the Board of Directors.

(Based on Article 30 of the company's charter)

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.

Article 63. Authorization of another person to attend a meeting by a member of the Board of Directors.

(Based on Article 30 of the company's charter)

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.

Article 64. Prepare minutes of the Board of Directors meeting.

(Based on the provisions of Article 158 of the Enterprise Law No. 59/2020/QH14)

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

- a. Name, registered office address, business registration number;
- b. Time and location 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;
- e. The issue was discussed and voted on at the meeting;
- f. 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 was approved, and the voting percentage was in favor.
- i. The full name and signature of the presiding officer and the person recording the minutes, except as provided in Article 65 of these Regulations.

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

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.

The chairperson, the minutes recorder, and those who sign the minutes are responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

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

Article 65. In the event that the chairperson and/or secretary refuse to sign the minutes of the Board of Directors meeting.

(Based on the provisions of Article 158 of the Enterprise Law No. 59/2020/QH14)

In the event that 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 Article 64 of these Regulations, then these minutes shall be valid.

Article 66. Announcement of resolutions and decisions of the Board of Directors

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

Section 5 - Subcommittees of the Board of Directors

Article 67. Subcommittees reporting to the Board of Directors

(Based on Article 31 of the company's charter)

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 two, including both members of the Board of Directors and external members. One of these members may be appointed as the Head of the subcommittee 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 the members present and voting at the subcommittee meeting are present and approve them.

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.

Section 6 -Selection, appointment, and dismissal of the person in charge of corporate governance.

Article 68. Standards for Corporate Governance Officers

(Based on Clause 2, Article 32 of the company's charter)

The person in charge of corporate governance may not simultaneously work for the approved auditing firm that is auditing the Company's financial statements.

Article 69. Appointment of the Head of Corporate Governance

(Based on Clause 1, Article 32 of the company's charter)

The company's board of directors must appoint at least one person in charge of corporate governance to support corporate governance within the enterprise. The person in charge of corporate governance may also serve as the company secretary, as stipulated in Clause 5, Article 156 of the Enterprise Law.

Article 70. Cases of dismissal of the person in charge of corporate governance.

1. The Board of Directors may dismiss/remove the person in charge of corporate governance when necessary, but this must not be contrary to current labor laws and regulations.

2. The person in charge of corporate governance may be removed from office by resolution of the General Meeting of Shareholders.

Article 71. Announcement of appointment and dismissal of the person in charge of corporate governance.

After the appointment or dismissal of the Company's Head of Administration, the Company is responsible for disclosing the information internally and to relevant authorities, through mass media, and on the Company's website in accordance with the procedures and regulations of current law.

Article 72. Rights and Responsibilities of the Company's Managing Director

(Based on Clause 3, Article 32 of the company's charter)

The person in charge of corporate governance has the following rights and responsibilities:

a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and shareholders;

b. Prepare for meetings of the Board of Directors, Supervisory Board, and General Shareholders' Meeting as requested by the Board of Directors or the Supervisory Board;

c. Providing advice on meeting procedures;

d. Attend meetings;

- e. Providing advice on the procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- f. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Supervisory Board;
- g. Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h. To serve as the point of contact with relevant stakeholders;
- i. Information security will be maintained in accordance with legal regulations and the company's charter.
- j. Other rights and obligations as prescribed by law and these Statutes.

CHAPTER 4 – THE AUDIT COMMITTEE

Section 1. General Provisions

Article 73. The role, rights, and obligations of the Supervisory Board, and the responsibilities of its members.

(Based on Articles 287 and 288 of Decree No. 155/2020/ND-CP)

1. Members of the Supervisory Board have rights as stipulated in the Enterprise Law, relevant laws, and the company's charter and the Supervisory Board's operating regulations, including the right to access information and documents related to the company's operations. Members of the Board of Directors, the General Director, and other executives of the enterprise are responsible for providing timely and complete information as requested by members of the Supervisory Board.

2. Members of the Supervisory Board are responsible for complying with the provisions of the law, the company's charter, the Supervisory Board's operating regulations, and professional ethics in exercising their assigned rights and obligations.

3. The Supervisory Board has the rights and obligations as stipulated in Article 170 of the Enterprise Law, the company's charter, and the following rights and obligations:

a. Propose and recommend that the General Meeting of Shareholders approve the list of auditing firms approved to audit the company's financial statements; decide on the auditing firm approved to conduct the company's operational inspection, and dismiss approved auditors when deemed necessary.

b. Accountable to shareholders for their supervisory activities.

c. Monitoring the company's financial situation and ensuring compliance with the law in the operations of the Board of Directors members, the General Director, and other managers.

d. Ensure coordinated operations with the Board of Directors, the CEO, and shareholders.

e. In the event of discovering any violations of the law or the company's charter by members of the Board of Directors, the General Director, or other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences.

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

g. Reporting to the General Meeting of Shareholders as stipulated in Article 290 of Decree 155/2020/ND-CP.

Section 2. Regulations on the term of office, number, composition, and structure of the Supervisory Board members.

Article 74. Number, term of office, composition, and structure of members of the Supervisory Board

(Based on the provisions of Article 168 of the Enterprise Law No. 59/2020/QH14 and Clause 1, Article 38 of the Company Charter)

1. The Company's Supervisory Board has 3 members.
2. The term of office for a Supervisor shall not exceed 05 years and they may be re-elected for an unlimited number of terms.
3. Members of the Supervisory Board do not necessarily have to be shareholders of the company.
4. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal are based on a majority vote. The rights and obligations of the Head of the Supervisory Board are stipulated in the company's charter. More than half of the Supervisory Board members must be residents of Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the company's business operations, unless the company's charter specifies a higher standard.
5. If a Supervisor's term ends at the same time as a new Supervisor's term, the former Supervisor shall continue to exercise their rights and obligations until a new Supervisor is elected and assumes office.

Article 75. Standards and conditions for members of the Supervisory Board

(Based on the provisions of Article 169 of the Enterprise Law No. 59/2020/QH14 and Clause 2, Article 38 of the company's charter)

1. The inspector must meet the following standards and qualifications:
 - a. Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
 - b. Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the business operations of the enterprise;
 - c. Not a family member of a member of the Board of Directors, Director or General Manager, or other manager;
 - d. Not necessarily a company manager; not necessarily a shareholder or employee of the company;
 - e. Not someone working in the company's accounting or finance department;
 - f. Not a member or employee of the independent auditing firm that audited the company's financial statements for the three consecutive years prior to the audit.
 - g. Other standards and conditions as prescribed by relevant laws and the company's charter.
2. In addition to the standards and conditions stipulated in Clause 1 of this Article, the company's auditor must meet all the conditions stipulated in Clause 2 of Article 169 of the Enterprise Law.

3. The Head of the Supervisory Board must possess a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business operations of the enterprise.

Article 76. Nomination and candidacy for members of the Supervisory Board

(Based on the provisions of Article 285 of Decree No. 155/2020/ND-CP; Article 37 of the Company Charter)

1. The nomination and election of members of the Supervisory Board shall be carried out in accordance with the provisions of Clause 1, Article 25 of the Company Charter. Shareholders holding voting shares have the right to combine their individual voting rights to nominate Supervisors. Shareholders or groups of shareholders holding from 10% to less than 30% of voting shares may nominate one (01) Supervisor; from 30% to less than 40% may nominate a maximum of two (02) Supervisors; from 40% to less than 50% may nominate a maximum of three (03) Supervisors; from 50% to less than 60% may nominate a maximum of four (04) Supervisors; and from 60% or more may nominate five (05) candidates.

2. If the number of candidates for the Supervisory Board nominated through election and self-nomination is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize similar nominations in accordance with Clause 3, Article 50 of these Regulations. The incumbent Supervisory Board's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

Article 77. Method of electing members of the Supervisory Board

(Based on the provisions of Clause 3, Article 148 of the Enterprise Law No. 59/2020/QH14, and Clause 2, Article 21 of the Company Charter)

1. The election of Supervisory Board 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 Supervisory Board members to be elected. Shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected Supervisory 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 charter is reached. If two or more candidates receive the same number of votes for the last Supervisory Board member, a re-election will be held among those candidates or a selection will be made according to the criteria stipulated in the election regulations, the Supervisory Board's operating regulations, or the company's charter.

2. If the number of candidates is less than or equal to the number of Supervisory Board members to be elected, the election of Supervisory 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 78. Cases of dismissal or removal of members of the Supervisory Board

(Based on the provisions of Article 174 of the Enterprise Law No. 59/2020/QH14)

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

- a. No longer meets the qualifications and conditions to be a member of the Supervisory Board as stipulated in Article 169 of the Enterprise Law;
- b. A resignation letter was submitted and accepted;
- c. Other cases are as stipulated in the company's Articles of Association.

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

- a. Failure to complete assigned tasks or duties;
- b. Failure to exercise one's rights and fulfill one's obligations for six consecutive months, except in cases of force majeure;
- c. Repeated and serious violations of the duties of a member of the Supervisory Board as stipulated in the Enterprise Law and the company's charter;
- d. Other cases as decided by the General Meeting of Shareholders.

Article 79. Announcement regarding the election, dismissal, and removal of members of the Supervisory Board.

After the decision to elect, dismiss, or remove the Auditor is made, the Company is responsible for disclosing the information internally and to relevant authorities, through mass media, and on the Company's website in accordance with the procedures and regulations of current law.

Article 80. Salaries and other benefits of members of the Supervisory Board

(Based on the provisions of Article 172 of the Enterprise Law No. 59/2020/QH14)

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

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

3. Salaries and operating expenses of the Supervisory Board are included in the company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be presented as a separate item in the company's annual financial statements.

CHAPTER 5 - THE GENERAL MANAGER

Article 81. The role, responsibilities, rights, and obligations of the General Director.

(Based on Clauses 2 and 4 of Article 35 of the company's charter)

1. The General Director is responsible for managing the company's day-to-day business operations; is supervised by the Board of Directors; and is accountable to the Board of Directors and to the law for the exercise of assigned rights and obligations.

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

a. To make decisions on matters related to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors;

b. To implement the resolutions and decisions of the Board of Directors;

c. To organize and implement the company's business plan and investment strategy;

d. Proposing a plan for the company's organizational structure and internal management regulations;

e. Appointing, dismissing, and removing management positions within the Company, except for those positions under the authority of the Board of Directors;

f. Decisions regarding salaries and other benefits for employees in the Company, including managers, fall under the appointment authority of the General Director;

g. Recruitment of workers;

h. Proposing a plan for paying dividends or handling business losses;

i. Other rights and obligations as prescribed by law, the company's charter, and resolutions and decisions of the Board of Directors.

Article 82. Term of office, qualifications and conditions for the General Director

(Based on the provisions of Clause 5, Article 162 of the Enterprise Law No. 59/2020/QH14; Clause 3, Article 35 of the Company Charter)

The term of office for the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms.

The General Director must meet the following standards and conditions:

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

b. They must not be related to the business manager, the company's auditor, or the parent company; the representative of state capital, or the representative of the enterprise's capital in the company or parent company;

c. Possesses professional qualifications and experience in company business management.

Article 83. Nomination for the position of General Director

The Board of Directors and its members have the right to nominate candidates for the position of General Director in accordance with the standards and conditions stipulated in Article 82 of these Regulations and submit them to the Board of Directors for consideration when the Company needs to find a General Director.

Article 84. Appointment, dismissal, signing of contracts, and termination of contracts for the General Director.

(Based on Clauses 1 and 5 of Article 35 of the company's charter)

The Board of Directors appoints one member of the Board of Directors or hires another person to serve as the General Director.

The Board of Directors may dismiss the CEO when a majority of the Board members with voting rights present at the meeting approve and appoint a new CEO to replace him.

The Board of Directors has the authority to sign/terminate contracts and decide on the terms of employment contracts as stipulated in Point i, Clause 2, Article 27 and Article 35 of the company's charter.

Article 85. Announcement of appointment, dismissal, contract signing, and contract termination for the General Director.

After the decision to elect, dismiss, or remove the General Director is made, the Company is responsible for disclosing the information internally and to relevant authorities, through mass media, and on the Company's website in accordance with the procedures and regulations of current law.

Article 86. Salary and other benefits of the General Director

(Based on Clauses 2 and 3 of Article 34 of the company's charter)

1. The CEO receives a salary and bonuses. The CEO's salary and bonuses are determined by the Board of Directors.

2. Executive salaries are included in the Company's business expenses in accordance with corporate income tax regulations, are presented as a separate item in the Company's annual financial statements, and must be reported to the General Shareholders' Meeting at the annual meeting.

CHAPTER 6 – OTHER ACTIVITIES

Section 1 – Regulations on coordination of activities between the Board of Directors, the Supervisory Board, and the General Director

Article 87. Procedures for convening, notifying, and recording meeting minutes, and notifying the results of meetings between the Board of Directors, the Supervisory Board, and the General Director.

The procedures for convening, notifying, recording minutes, and notifying the results of meetings between the Board of Directors, the Supervisory Board, and the General Director shall be carried out in accordance with the procedures for convening Board of Directors meetings as stipulated in Section 4, Chapter 3 of these Regulations.

Article 88. Notify the Supervisory Board of the Board of Directors' Resolutions/Decisions.

(Based on the provisions of Clause 1, Article 171 of the Enterprise Law No. 59/2020/QH14)

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

Article 89. Announcing the Board of Directors' Resolutions/Decisions to the General Director

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

Article 90. Cases where the Supervisory Board and the General Director request the convening of a Board of Directors meeting, and matters requiring the Board of Directors' opinion.

(Based on the provisions of Point h, Clause 3, Article 162 of the Enterprise Law No. 59/2020/QH14, Article 288 of Decree No. 155/2020/ND-CP, Clause 4, Article 35, and Article 40 of the Company Charter)

1. Cases requiring the convening of a Board of Directors meeting.

a. The Supervisory Board may request the convening of a Board of Directors meeting in the following cases:

- Upon request from a shareholder/group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law.

- When it is determined that the Auditor's right to access information and documents related to the company's operations is not fully exercised in accordance with applicable law and the company's Articles of Association;

- When a violation of the law or the company's charter by a member of the Board of Directors, the General Director, or other business executives is discovered, after written notification has been given to the Board of Directors as stipulated in Clause 5, Article 40 of the company's charter, but the person committing the violation has not ceased the violation or taken measures to remedy the consequences;

b. The CEO may request a meeting of the Board of Directors in the following cases:

- When it is found that the General Director's rights as stipulated in Article 35 of the company's charter are not being exercised;

- When discovering illegal conduct or violations of the company's charter by other business executives after providing written notice to the Board of Directors, but the person committing the violation has not ceased the violation or taken steps to remedy the consequences;

2. Issues requiring the Board of Directors' approval:

a. Proposing to the Board of Directors a plan for the company's organizational structure and internal management regulations;

b. Propose measures to improve the company's operations and management;

c. The CEO must develop a plan for the Board of Directors to approve matters related to recruitment, employee termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and business executives.

d. The General Director shall develop a plan for the Board of Directors to approve matters relating to the Company's relationship with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and applicable laws.

e. The Board of Directors is requested to provide its opinion on the audited financial statements (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year, which must be submitted for approval by the Board of Directors.

f. Proposing a plan for paying dividends or handling business losses;

g. We request the Board of Directors' approval of the detailed business plan for the next fiscal year;

h. Other matters may be considered in the best interests of the Company.

Article 91. The General Director's report to the Board of Directors on the performance of assigned duties and responsibilities.

(Based on the provisions of Appendix IV of Circular No. 96/2020/TT-BTC, Clause 4, Article 35 of the company's charter)

1. Reports on the implementation of resolutions of the Board of Directors and the General Meeting of Shareholders, the business plan and investment plan of the Company have been approved by the Board of Directors and the General Meeting of Shareholders;

2. Periodically, on a quarterly and annual basis, reports assessing the financial situation and business performance of the Company are submitted;

3. Report on improvements in organizational structure, policies, and management;

4. Annual report on the implementation of obligations to the environment, community, and workers;

5. Report on the implementation of other matters authorized by the Board of Directors and the General Meeting of Shareholders;

6. Prepare reports on other matters as requested by the Board of Directors.

Article 92. Review the implementation of resolutions and other delegated authority of the Board of Directors to the Director.

Based on the General Director's report on the performance of assigned duties and powers as stipulated in Article 81 of these Regulations, the Board of Directors will review the results of the implementation of resolutions and other delegated authority of the Board of Directors to the General Director.

Article 93. Issues that the General Director must report, provide information on, and the method of notifying the Board of Directors and the Supervisory Board.

(Based on the provisions of Clause 3, Article 291 of Decree No. 155/2020/ND-CP, Article 35, Clause 3, Article 43, and Article 45 of the company's charter)

1. Issues that the CEO must report, provide information on, and how to communicate this to the Board of Directors.

a. The contents are as per Article 90 of these regulations;

b. The General Director is obligated to inform the Board of Directors of 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, with those entities themselves or with their related parties as stipulated by law.

c. Other matters requiring consultation or reporting to the Board of Directors must be submitted at least seven (07) working days in advance and the Board of Directors will respond within seven (07) working days.

In the specific case of approving contracts and transactions as stipulated in Clause 1, Article 167 of the Enterprise Law, and with a value less than 35% of the total asset value of the enterprise as recorded in the most recent financial statement, or another smaller percentage or value as stipulated in the company's charter, the company representative signing the contract or transaction must notify the members of the Board of Directors and 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.

3. Issues that the General Director must report, provide information on, and the method of notifying the Supervisory Board.

a. Reports from the General Director to the Board of Directors or other documents issued by the company are sent to the Supervisors at the same time and in the same manner as to the members of the Board of Directors.

b. The General Director and other business executives must provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the company as requested by the Auditor or the Supervisory Board.

c. The method of notifying the Supervisory Board is the same as that for the Board of Directors.

Article 94. Coordinate control, management, and supervision activities among the members of the Board of Directors, the auditors, and the General Director according to the specific tasks of the aforementioned members.

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

The Supervisory Board plays a role in monitoring, coordinating, advising, and providing complete, timely, and accurate information. Specifically, it does the following:

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

b. During Supervisory Board meetings, the Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing firms to attend and answer questions requiring clarification;

c. The Supervisory Board's periodic and unscheduled inspections must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the Board of Directors to provide additional basis for the Board of Directors in managing the Company. Depending on the level and results of the inspection, the Supervisory Board must discuss and reach a consensus with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the Supervisory Board may reserve its opinion and record it in the minutes, and the Head of the Supervisory Board is responsible for reporting to the next General Meeting of Shareholders;

d. In case the Supervisory Board discovers violations of the law or violations of the company's charter by members of the Board of Directors, the Supervisory Board shall notify the Board of Directors in writing within forty-eight (48) hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences;

e. The Supervisory Board is obligated to inform the Board of Directors of 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 those entities themselves or their related parties, as stipulated by law;

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

g. Proposals to the Board of Directors must be submitted at least seven (07) working days in advance and the Board of Directors will respond within seven (07) working days.

h. The Board of Directors facilitates the Supervisory Board in exercising its rights and fulfilling its obligations.

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

The inspection board has the function of checking and supervising.

a. During Supervisory Board meetings, the Supervisory Board has the right to request the General Director (while simultaneously requesting members of the Board of Directors, the General Director, and representatives of the approved auditing organization) to attend and answer questions requiring clarification on matters of concern to the Supervisors;

b. The Supervisory Board's periodic and unscheduled inspections must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the General Director to provide additional basis for assisting the General Director

in the management of the Company. Depending on the level and results of the inspection, the Supervisory Board must discuss and reach a consensus with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the Board may reserve its opinion and record it in the minutes, and the Head of the Supervisory Board is responsible for reporting to the next General Meeting of Shareholders;

c. In the event of discovering any violations of the law or the company's charter by members of the Board of Directors, the General Director, the Director, or other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences.

d. The auditor has the right to request the General Director to facilitate access to records and documents related to the Company's business operations at the Head Office or where the records are stored;

e. For information and documents on business management and operation, business situation reports, and financial reports, the Supervisory Board's request for information must be sent to the Company at least forty-eight (48) working hours before the expected time of receiving a response. The Supervisory Board is prohibited from using or disclosing company information that has not been authorized for public release to conduct related transactions.

f. Recommendations from the Supervisory Board regarding measures to amend, supplement, and improve the organizational structure for managing, supervising, and operating the company's business activities must be submitted to the General Director at least seven working days before the expected date of receiving a response.

The General Director facilitates the Supervisory Board in exercising its rights and obligations.

3. Coordination between the General Director and the Board of Directors: The General Director is responsible for managing the company's operations, ensuring continuous and efficient operation.

a. When there is a proposal for organizational structure and internal management regulations of the company, the General Director shall send it to the Board of Directors as soon as possible but not less than seven (07) days before the date on which that content needs to be decided;

b. General Director A plan must be developed for the Board of Directors to approve matters related to recruitment, termination of employment, salaries, social insurance, benefits, rewards and disciplinary actions for employees and managers;

c. General Director A plan must be developed for the Board of Directors to approve matters relating to the Company's relationship with trade unions in accordance with best management standards, practices and policies, practices and policies stipulated in the Company's Articles of Association, Company regulations and applicable laws;

d. General Director The company is obligated to notify the Board of Directors of 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, with those entities themselves or with related parties as stipulated by law;

e. Other matters requiring consultation as stipulated in Clause 2, Article 97 of this Regulation must be sent to the Board of Directors at least seven (07) working days before the expected date of receiving the response.

Section 2 – Regulations on annual evaluation of reward and disciplinary activities for members of the Board of Directors, members of the Supervisory Board, the General Director, and other business executives.

Article 95. Regulations regarding the evaluation of the performance of Board Members, Supervisors, Directors, and other executives.

1. The Board of Directors is responsible for establishing performance evaluation standards for all members of the Board, the CEO, and other executives.

2. Performance evaluation criteria must strike a balance between the interests of business executives and the long-term interests of the Company and its shareholders. The financial and non-financial indicators used in the evaluation are carefully considered and decided upon by the Board of Directors at each given time. Non-financial indicators may include: stakeholder interests, operational efficiency, progress and improvements achieved, etc.

3. Annually, based on assigned functions and responsibilities, established evaluation standards, and achieved results, the Board of Directors conducts a performance evaluation of its members.

4. The evaluation of the Supervisors' performance is conducted in accordance with the methods outlined in the organizational structure and operation of the Supervisory Board.

5. The performance evaluation of other executives is carried out according to internal regulations or may be based on self-assessments by those executives.

Article 96. Awards

1. The Board of Directors or the Compensation Subcommittee (if any) is responsible for developing the reward policy. Rewards are given based on performance evaluations as stipulated in Article 95 of these Regulations.

2. Forms of reward include: cash, stock (issuing shares under an employee stock option program), or other forms as developed by the Board of Directors or the Compensation and Benefits Subcommittee. The General Director must prepare a plan for

the General Director's approval; if the plan exceeds his authority, it will be submitted to the General Meeting of Shareholders for approval.

3. The reward system for members of the Board of Directors and supervisory board members will be decided by the General Meeting of Shareholders.

4. For business executives: the bonus funds are drawn from the Company's reward and welfare fund and other legitimate sources. The bonus amount is based on the actual annual business results; the General Director will propose it to the Board of Directors for approval, and if it exceeds the General Director's authority, it will be submitted to the General Meeting of Shareholders for approval.

Article 97. Discipline

1. The Board of Directors is responsible for determining disciplinary action based on the nature and severity of the violation. Disciplinary action must include the highest form of punishment, which is dismissal or removal from office.

2. Board members, supervisors, and business executives who fail to perform their duties as required with honesty, diligence, and care will be held personally liable for any damages caused.

3. Members of the Board of Directors, Supervisors, and business executives who, while performing their duties, violate legal regulations or company regulations will be subject to disciplinary action, administrative penalties, or criminal prosecution depending on the severity of the violation, in accordance with the law and the company's charter. In cases where damage is caused to the interests of the company, shareholders, or other parties, compensation will be required according to the law.

CHAPTER 7 - AMENDMENTS TO CORPORATE GOVERNANCE REGULATIONS

Article 98. Supplementing and amending the Corporate Governance Regulations.

1. Any additions or amendments to these Regulations must be considered and decided upon by the Company's General Meeting of Shareholders.


2. In the event that there are legal provisions relating to the company's operations not mentioned in these regulations, or in the event that new legal provisions differ from the provisions in these regulations, those legal provisions shall automatically apply and govern the company's operations.

CHAPTER 8 - EFFECTIVE DATE

Article 99. Effective date

1. This Regulation comprises 8 Chapters and 99 Articles, unanimously approved by the General Meeting of Shareholders of Tien Giang Investment and Construction Joint Stock Company on April 19, 2021, and amended and supplemented on April 17, 2026. This Regulation replaces all previously issued Regulations.

2. This policy is the only and official policy of the company.

3. Copies or extracts of the Corporate Governance Regulations must be signed by the Chairman of the Board of Directors. 

**ON BE HALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**



Trần Hoàng Huan

