

**SOCIALIST REPUBLIC OF VIETNAM**

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# **INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

**BECAMEX URBAN DEVELOPMENT JOINT STOCK COMPANY**

**(Issued pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders  
Becamex Urban Development Joint Stock Company)**

**Ho Chi Minh City, May 2026**

BECAMEX URBAN DEVELOPMENT  
JOINT STOCK COMPANY



No.: 02/QĐ-HĐQT/2026

SOCIALIST REPUBLIC OF VIETNAM  
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Ho Chi Minh City, May 06, 2026

**DECISION**  
**ISSUANCE OF THE INTERNAL GOVERNANCE REGULATIONS OF**  
**BECAMEX URBAN DEVELOPMENT JOINT STOCK COMPANY**

**THE BOARD OF DIRECTORS**  
**BECAMEX URBAN DEVELOPMENT JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its amending, supplementing, and guiding documents (“Law on Enterprises”);
- Pursuant to Law on Securities ratified on November 26, 2019 by the National Assembly of the Socialist Republic of Vietnam and its amending, supplementing, and guiding documents (“Law on Securities”);
- Pursuant to Decree No. 155/2020/ND-CP ratified on December 31, 2020 by the Government about detailed regulations for execution on some articles of securities law (“Decree 155”);
- Pursuant to Decree No. 245/2025/NĐ-CP ratified on September 11, 2025 by the Government about Amending and supplementing a number of articles of Decree No. 155/2020/ND-CP (“Decree 245”)
- Pursuant to the Charter on organization and operation of Becamex Urban Development Joint Stock Company (Company”).
- Pursuant to Resolution No. 01/NQ/ĐHĐCĐ/2026 of the General Meeting of Shareholders dated April 16, 2026.

**DECIDE**

**Article 1:** Issuance of the Internal Regulations on Corporate Governance of the Becamex Urban Development Joint Stock Company.

**Article 2:** This Decision shall take effect from the date of signing. The Internal Regulations on Corporate Governance of the Becamex Urban Development Joint Stock Company issued together with this Decision shall replace the previously issued Internal Regulations on Corporate Governance of the Becamex Urban Development Joint Stock Company.

**Article 3:** Members of the Board of Directors, the Supervisory Board, the Board of General Directors, Heads of functional departments, subordinate units, and relevant individuals shall be responsible for implementing this Decision.

**Recipients:**

- As Article 3
- file BOD

ON BEHALF BOARD OF DIRECTORS

CHAIRMAN

CÔNG

CỔ PHẦN

PHÁT TRIỂN

ĐÔ THỊ

NGUYEN MINH DONG

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**CORPORATE GOVERNANCE REGULATIONS OF  
BECAMEX URBAN DEVELOPMENT JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its amending, supplementing, and guiding documents (“Law on Enterprises”);
- Pursuant to Law on Securities ratified on November 26, 2019 by the National Assembly of the Socialist Republic of Vietnam and its amending, supplementing, and guiding documents (“Law on Securities”);
- Pursuant to Decree No. 155/2020/ND-CP ratified on December 31, 2020 by the Government about detailed regulations for execution on some articles of securities law (“Decree 155”);
- Pursuant to Decree No. 245/2025/NĐ-CP ratified on September 11, 2025 by the Government about Amending and supplementing a number of articles of Decree No. 155/2020/ND-CP (“Decree 245”)
- Pursuant to the Charter on organization and operation of Becamex Urban Development Joint Stock Company (Company”).
- Pursuant to Resolution No. 01/NQ/ĐHĐCĐ/2026 of the General Meeting of Shareholders dated April 16, 2026.

*The Board of Directors promulgates the Internal Regulations on Corporate Governance of Becamex Urban Development Joint Stock Company.*

## **CHAPTER 1. GENERAL PROVISIONS**

### **Article 1. Scope of Regulation and Subjects of Application**

1. The Internal Corporate Governance Regulation provides provisions on the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the order and procedures for convening and 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 applicable laws.
2. Subjects of application: This Regulation applies to members of the Board of Directors, the Supervisory Board, the General Director, and related persons.

### **Article 2. Terminology explained and Abbreviations**

1. Law on Enterprises is Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020 and amending and supplementing regulations;
2. Law on Securities is Law on Securities ratified on November 26, 2019 by the National Assembly of the Socialist Republic of Vietnam and amending and supplementing regulations;
3. "Vietnam" means the Socialist Republic of Vietnam.
4. "Executive(s)" means the General Director, Deputy General Director (General Director, Deputy General Directors), and Chief Accountant.
5. "Manager(s)" means persons managing the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other managerial titles as stipulated in the Regulation on Assignment and Decentralization between the Board of Directors and the Executive Board approved by the Board of Directors.
6. "Related person(s)" means individuals or organizations defined in Clause 46, Article 4 of the Law on Securities.
7. "Shareholder(s)" means individuals or organizations owning at least one share of the joint-stock company.
8. "Major shareholder(s)" means shareholder(s) defined in Clause 18, Article 4 of the Law on Securities.
9. "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries.
10. "Law(s)" means all laws, ordinances, decrees, regulations, circulars, decisions, and other legal documents issued by competent State authorities of Vietnam from time to time relating to the operations of the Company.
11. "BOD" means the Board of Directors.
12. "SB" means the Supervisory Board.

## **CHAPTER 2. THE GENERAL MEETING OF SHAREHOLDERS**

### **Article 3. Roles, Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders, consisting of all shareholders having voting rights, is the highest decision-making body of the joint-stock company.
2. The General Meeting of Shareholders has the following rights and obligations:
  - a. To approve the development orientation of the Company;
  - b. To decide on the classes of shares and the total number of shares of each class to be offered for sale; to determine the annual dividend rate of each class of shares;
  - c. To elect, dismiss, and remove members of the Board of Directors and Supervisory Board;
  - d. To decide on the investment or disposal of assets valued at **35% or more of the total assets** recorded in the Company's latest financial statements, unless the Company's Charter stipulates another ratio or value;
  - e. To decide on amendments and supplements to the Company's Charter;
  - f. To approve the annual financial statements;
  - g. To decide on the repurchase of more than **10%** of the total number of issued shares of each class;
  - h. To consider and handle violations committed by members of the Board of Directors or Supervisory Board that cause damage to the Company and its shareholders;
  - i. To decide on the reorganization or dissolution of the Company;
  - j. To determine the budget or total remuneration, bonuses, and other benefits for the Board of Directors and Supervisory Board;
  - k. To approve the Internal Corporate Governance Regulation; the Regulations on the operation of the Board of Directors and the Supervisory Board;
  - l. To approve the list of independent audit firms; to decide the independent audit firm to review the Company's operations, and to dismiss the independent auditor when deemed necessary;
  - m. Other rights and obligations as stipulated in this Regulation and the Company's Charter;
  - n. The General Meeting of Shareholders authorizes the Board of Directors to consider and decide on changes to the Company's head office (and relevant information) within the same province as the previous head office.



## **Section 1. Procedures for Conducting Annual and Extraordinary General Meetings of Shareholders**

### **Article 4. Authority to Convene the General Meeting of Shareholders**

#### **1. Authority to convene the Annual General Meeting of Shareholders:**

The General Meeting of Shareholders must be convened annually within 04 months from the end of the fiscal year. Based on the Company's operational circumstances, the Board of Directors may decide to extend the time for holding the Annual General Meeting of Shareholders when necessary, but the extension shall not exceed 06 months from the end of the fiscal year.

#### **2. Authority to convene the Extraordinary General Meeting of Shareholders:**

- a. The Board of Directors must convene the General Meeting of Shareholders within 60 days from the date the remaining number of members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls under the cases prescribed at Point b, Clause 3, Article 14, or upon receipt of a request as prescribed at Points c and d, Clause 3, Article 14 of the Company's Charter;
- b. In case the Board of Directors does not convene the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, the Supervisory Board shall convene the General Meeting of Shareholders within the subsequent 30 days, in accordance with Clause 3, Article 140 of the Law on Enterprises;
- c. In case the Supervisory Board does not convene the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, the shareholder or group of shareholders prescribed at Point c, Clause 3 of this Article shall have the right to request the Company's legal representative to convene the 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, and adopting resolutions of the General Meeting of Shareholders. All costs of convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such reimbursement does not include expenses incurred by shareholders for attending the meeting, including accommodation and travel expenses.

- d. Procedures for convening the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

### **Article 5. Preparation of the List of Shareholders Entitled to Attend the Meeting**

1. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the Company's shareholder register. Such list shall be made no more

than 10 days prior to the date of sending the invitation to the General Meeting of Shareholders, unless a shorter period is stipulated in the Company's Charter.

2. The list of shareholders entitled to attend the General Meeting of Shareholders must include full name, contact address, nationality, and legal identification number in respect of individual shareholders; name, enterprise code or legal entity identification number, and head office address in respect of institutional shareholders; as well as the number of shares of each class, and the registration number and date of each shareholder.
3. Shareholders have the right to inspect, review, extract, and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; and to request correction of inaccurate information or supplementation of necessary information relating to themselves in such list. The Company's managers must promptly provide information in the shareholder register, and amend or supplement inaccurate information at the request of shareholders; and shall be liable for damages arising from failure to provide, or failure to timely and accurately provide, information in the shareholder register upon request. The order and procedures for requesting information in the shareholder register shall be carried out in accordance with the Company's Charter.

## **Section 2. Regulations on the Procedures for Convening and Voting at the General Meeting of Shareholders.**

### **Article 6. Notification of the Record Date for Finalizing the List of Shareholders Eligible to Attend the General Meeting of Shareholders**

The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the record date.

### **Article 7. Notice of Convening the General Meeting of Shareholders**

1. The convener of the General Meeting of Shareholders must send the notice of invitation to all shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting, unless the Company's Charter provides for a longer period. The notice of invitation must include the Company's name, head office address, enterprise registration number; the shareholder's name and contact address; the time and venue of the meeting; and other requirements applicable to attendees.
2. The notice of invitation shall be sent by a method that ensures it reaches the shareholder's contact address and shall be published on the Company's website. Where deemed necessary, the Company may also publish the notice in a central or local daily newspaper in accordance with the Company's Charter.
3. The notice of invitation must be accompanied by the following documents:
  - a. The meeting agenda, documents to be used at the meeting, and draft resolutions for each item on the agenda;
  - b. Voting ballots.

4. In cases where the Company has a website, the delivery of meeting documents attached to the notice of invitation as prescribed in Clause 3 of this Article may be replaced by posting such documents on the Company's website. In such case, the notice of invitation must clearly specify the location and method for accessing and downloading the documents.

**Article 8. Agenda and Matters Approved at the General Meeting of Shareholders**

1. The convener of the General Meeting of Shareholders shall prepare the agenda and contents of the meeting.
2. A shareholder or a group of shareholders holding 5% or more of the total number of ordinary shares shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and submitted to the Company no later than 03 working days prior to the opening date of the meeting, unless otherwise provided in the Company's Charter. The proposal must clearly state the shareholder's name, the number of each class of shares held by the shareholder, and the proposed matters to be included in the meeting agenda.
3. In case the convener of the General Meeting of Shareholders refuses the proposal under Clause 2 of this Article, a written reply specifying the reasons for refusal must be sent no later than 02 working days prior to the opening date of the General Meeting of Shareholders. The convener may only refuse the proposal in the following cases:
  - a. The proposal is not submitted in accordance with Clause 2 of this Article;
  - b. The proposed matter does not fall within the authority of the General Meeting of Shareholders;
  - c. Other cases as prescribed in the Company's Charter.
4. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 2 of this Article in the tentative agenda and contents of the meeting, except for the cases provided in Clause 3 of this Article; the proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

**Article 9. Authorization of Representatives to Attend the General Meeting of Shareholders**

1. Shareholders and authorized representatives of institutional shareholders may attend the meeting in person or authorize one or several other individuals or organizations to attend the meeting, or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as provided in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with 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 contents of the authorization, the scope of authorization, the term of authorization, and the signatures of both the authorizing party and the authorized party.

The authorized representative attending the General Meeting of Shareholders must submit the power of attorney at the time of registration for attendance. In the case of sub-authorization, the attendee must also present the original power of attorney from the shareholder or the authorized representative of the institutional shareholder (if such original authorization has not previously been registered with the Company).

3. The voting ballots/election ballots cast by an authorized representative within the authorized scope shall remain valid in the occurrence of any of the following events, except where:
  - a. The authorizing person has died, has limited legal capacity, or has lost legal capacity;
  - b. The authorizing person has revoked the authorization;
  - c. The authorizing person has revoked the authority of the authorized person.

This provision shall not apply if the Company receives notification of any of the above events prior to the opening of the General Meeting of Shareholders or before the reconvened meeting.

#### **Article 10. Procedures for Registration to Attend the General Meeting of Shareholders**

1. Prior to the opening of the meeting, the Company must carry out shareholder registration procedures and shall continue such registration until all shareholders entitled to attend the meeting have been duly registered;
2. Upon registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/voting ballot/election ballot, indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes/election votes of such shareholder;
3. Shareholders or authorized representatives who arrive after the opening of the meeting shall have the right to register immediately and thereafter to participate in and vote/stand for election at the General Meeting of Shareholders upon completion of registration. The Chairperson shall not be required to suspend the meeting to allow late-arriving shareholders to register, and the validity of matters already voted on/elected prior to their arrival shall remain unchanged.

#### **Article 11. Conditions for Conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders may be conducted when the attending shareholders represent more than **50% of the total voting shares**.
2. If the first meeting does not satisfy the conditions prescribed in Clause 1 of this Article, the notice of the second meeting shall be sent within **30 days** from the intended date of

the first meeting. The second General Meeting of Shareholders may be conducted when the attending shareholders represent **at least 33% of the total voting shares**.

3. If the second meeting does not satisfy the conditions prescribed in Clause 2 of this Article, the notice of the third meeting shall be sent within **20 days** from the intended date of the second meeting. The third General Meeting of Shareholders may be conducted **regardless of the total number of voting shares represented by the attending shareholders**.

#### **Article 12. Forms of Adopting Resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall adopt resolutions within its authority either by voting at the meeting or by collecting written opinions.
2. Unless otherwise provided in the Company's Charter, resolutions of the General Meeting of Shareholders on the following matters must be adopted by voting at the General Meeting of Shareholders:
  - a. Amendments and supplements to the Company's Charter;
  - b. Approval of the Company's development orientation;
  - c. Types of shares and the total number of shares of each type;
  - d. Election, removal, or dismissal of members of the Board of Directors and the Supervisory Board;
  - e. Decisions on investment or sale of assets valued at **35% or more** of the total assets recorded in the latest financial statements of the Company, unless the Company's Charter stipulates a different ratio or value;
  - f. Approval of the annual financial statements;
  - g. Reorganization or dissolution of the Company.

#### **Article 13. Voting Procedures, Vote Counting, and Announcement of Vote-Counting Results**

1. Voting Procedures
  - a. The General Meeting of Shareholders shall discuss and vote on each matter on the meeting agenda. Voting may be conducted by raising voting cards, direct ballot voting, electronic voting, or other electronic forms.
  - b. Delegates shall cast their votes **Approval, Disapproval, or Abstain** on each matter presented for voting at the Meeting by raising the Voting Card or marking the selected option on the Voting Ballot. Specific forms of voting shall be governed by the Rules of Procedure of the General Meeting of Shareholders.
2. Election Procedures shall be specified in the Regulations on nomination, candidacy, and election at the General Meeting of Shareholders, based on the following principles:
  - a. Elected candidates shall be determined based on the number of votes received, ranked from highest to lowest, starting with the candidate receiving the highest number of votes until the required number of members has been elected.

- b. In case two (02) or more candidates receive an equal number of votes for the last remaining position, a run-off election shall be conducted among those candidates with equal votes.
- c. If the first round of voting does not result in sufficient elected members, subsequent rounds of voting shall be held until the required number of members is elected.

3. **Vote-Counting Procedures:**

Vote counting shall be conducted by collecting ballots/voting cards/voting slips for votes in approval of the resolution, followed by collecting voting cards/ballots for votes in disapproval of the resolution, and finally compiling the number of votes **approval, disapproval, and abstaining.**

4. **Announcement of Vote-Counting Results:**

The Chairperson shall announce the vote-counting results before the closing of the meeting, unless otherwise provided in the Company's Charter.

**Article 14. Conditions for Adoption of Resolutions**

1. A resolution on the following matters shall be passed if it is approved by a number of shareholders representing **65% or more of the total voting rights** of all shareholders attending and voting at the meeting, except for cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
  - a. Types of shares and the total number of shares of each type;
  - b. Changes in business lines, trades, and sectors;
  - c. Changes in the organizational and management structure of the Company;
  - d. Investment projects or sale of assets valued at **35% or more** of the total assets recorded in the most recent financial statements of the Company, unless otherwise provided in the Company's Charter;
  - e. Reorganization or dissolution of the Company.
2. Resolutions shall be passed when approved by shareholders representing more than 50% of the total voting rights of all shareholders attending and voting at the meeting, except for cases specified in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises:
3. Resolutions of the General Meeting of Shareholders approved by **100% of the total voting shares** shall be lawful and effective even if the order and procedures for convening the meeting and adopting such resolutions are in violation of the Law on Enterprises and the Company's Charter.

**Article 15. Objection to Decisions of the General Meeting of Shareholders**

Within **90 days** from the date of receipt of the resolution, minutes of the General Meeting of Shareholders, or the vote-counting record of written opinion collection, a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a Court or Arbitration to review and annul a resolution or part thereof in the following cases:

1. The order and procedures for convening the meeting and adopting resolutions of the General Meeting of Shareholders seriously violate the Law on Enterprises and the Company's Charter, except as provided in Clause 3, Article 21 of the Company's Charter.
2. The content of the resolution violates the law or the Company's Charter.

**Article 16. Preparation of Minutes and Disclosure of Resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or otherwise recorded and stored in electronic form. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and shall include the following principal contents:
  - a. Name, head office address, and enterprise code;
  - b. Time and venue of the General Meeting of Shareholders;
  - c. Meeting agenda and contents;
  - d. Full name of the Chairperson and the Secretary;
  - e. Summary of the meeting proceedings and opinions expressed at the meeting on each agenda item;
  - f. Number of attending shareholders and total voting shares, with an appendix listing registered shareholders and their representatives, including the number of shares and corresponding voting rights;
  - g. Total number of votes for each matter, clearly stating the voting method, total valid votes, invalid votes, votes in favor, votes against, and abstentions, and the corresponding percentages of the total voting shares of attending shareholders;
  - h. Total votes received by each candidate (if any);
  - i. Matters adopted and the corresponding voting ratios;
  - j. Full names and signatures of the Chairperson and the Secretary. In case the Chairperson and/or Secretary refuses to sign, the minutes shall remain valid if signed by all other attending members of the Board of Directors and containing all required contents. The minutes must clearly state such refusal.
2. The minutes must be completed and approved before the closing of the meeting. The Chairperson, Secretary, and any other signatories shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
3. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In case of discrepancies, the Vietnamese version shall prevail.
4. Resolutions, minutes of the General Meeting of Shareholders, the appendix of registered shareholders with signatures, powers of attorney for attendance, all attachments to the minutes (if any), and related documents enclosed with the meeting notice must be kept at the Company's head office. Resolutions, minutes, and accompanying documents must be disclosed in accordance with laws on information disclosure in the securities market.



5. **Disclosure of Resolutions:** Resolutions must be published on the Company's website within **twenty-four (24) hours** or sent to all shareholders within **15 days** from the end of the meeting.

### **Section 3. Regulations on Collecting Shareholders' Written Opinions**

#### **Article 17. Cases Where Written Opinion Collection is Permitted or Not Permitted**

1. The Board of Directors has the right to collect shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company, including the cases specified in Clause 2, Article 147 of the Law on Enterprises.
2. Cases where written opinion collection is not permitted: None.

#### **Article 18. Procedures for Adopting Resolutions of the General Meeting of Shareholders by Collecting Written Opinions**

1. The Board of Directors shall hold a meeting and issue a resolution approving the collection of shareholders' written opinions and determining the record date for such collection. The Board resolution must be disclosed at least 20 days prior to the record date.
2. The Board of Directors must prepare the opinion collection forms, draft resolutions of the General Meeting of Shareholders, explanatory documents, and send them to all voting shareholders no later than 10 days before the deadline for returning the opinion forms. The requirements and methods for sending the opinion forms and accompanying documents shall comply with Clause 3, Article 18 of the Company's Charter.
3. The opinion collection form must include the following principal contents:
  - a. Name, head office address, and enterprise code;
  - b. Purpose of collecting opinions;
  - c. Full name, contact address, nationality, and legal identification of individual shareholders; name, enterprise code or legal documents, and head office address of institutional shareholders; or information of authorized representatives; number of shares of each class and corresponding voting rights;
  - d. Matters on which opinions are sought;
  - e. Voting options including approval, disapproval, and abstention for each matter;
  - f. Deadline for returning the completed opinion forms to the Company;
  - g. Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may return the completed opinion forms to the Company by mail, fax, or email as follows:
  - a. For mail submissions, the form must bear the signature of the individual shareholder or the authorized/legal representative of an institutional shareholder. The form must be sealed in an envelope and must not be opened before vote counting;
  - b. For fax or email submissions, the forms must be kept confidential until the vote counting time;



- c. Forms received after the deadline, opened in case of mail, or disclosed in case of fax/email shall be invalid. Unsubmitted forms shall be deemed as non-participation in voting.
5. The Board of Directors shall count votes and prepare the vote-counting minutes in the presence of the Supervisory Board or shareholders who do not hold managerial positions. The minutes must include the following principal contents:
  - a. Name, head office address, and enterprise code;
  - b. Purpose and matters for opinion collection;
  - c. Number of shareholders and total votes participating, including valid and invalid votes and methods of submission, with an appendix listing participating shareholders;
  - d. Total votes approval, disapproval, and abstentions for each matter, and votes for each candidate (if any);
  - e. Matters adopted and corresponding approval ratios;
  - f. Full names and signatures of the Chairman of the Board, vote counters, and supervisors.

Members of the Board of Directors, vote counters, and supervisors shall be jointly responsible for the truthfulness and accuracy of the vote-counting minutes and for any damages arising from inaccurate or dishonest vote counting.

6. The vote-counting minutes and resolutions must be sent to shareholders within 15 days from the completion of vote counting. This may be replaced by publication on the Company's website within 24 hours from the completion of vote counting.
7. Completed opinion forms, vote-counting minutes, adopted resolutions, and related documents must be kept at the Company's head office.
8. A resolution adopted by collecting shareholders' written opinions shall be valid if approved by shareholders representing more than 50% of the total voting shares of all voting shareholders, except as provided in Clause 1, Article 21 of the Company's Charter, and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

#### **Section 4. Regulations on Holding the General Meeting of Shareholders by Other Forms**

##### **Article 19. Procedures for Holding the General Meeting of Shareholders and Adopting Resolutions via Online Meetings or Hybrid Meetings (In-person Combined with Online)**

Based on actual circumstances, the Board of Directors shall decide to convene the General Meeting of Shareholders in the form of an online meeting or a hybrid meeting (in-person combined with online). In each of the above cases, the Board of Directors shall be responsible for:

1. Issuing the notice of invitation to the General Meeting of Shareholders, specifying the applicable meeting format.

2. Developing and promulgating the Rules on organization of the General Meeting of Shareholders in the form of an online meeting or a hybrid meeting, which must clearly stipulate the following matters:
  - a. Procedures for registration to attend the online General Meeting of Shareholders;
  - b. Authorization of representatives to attend the online General Meeting of Shareholders;
  - c. Conditions for conducting the meeting;
  - d. Methods for adopting resolutions of the online General Meeting of Shareholders;
  - e. Methods of online voting;
  - f. Methods of vote counting conducted online;
  - g. Announcement of vote-counting results;
  - h. Preparation of minutes of the General Meeting of Shareholders.
  - i. Disclosure of resolution of the General Meeting of Shareholders.

## **CHAPTER 3. THE BOARD OF DIRECTORS**

### **Section 1. General Provisions**

#### **Article 20: Roles, Rights and Obligations of the Board of Directors, and Responsibilities of Board Members**

1. The Board of Directors is the managerial body of the Company and has full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
  - a. To decide on the Company's strategy, medium-term development plan, and annual business plan;
  - b. To propose the classes of shares and the total number of shares of each class permitted to be offered;
  - c. To decide on the sale of unsold shares within the number of shares permitted to be offered for each class; and to decide on raising additional capital in other forms;
  - d. In cases where the Company decides to conduct a private placement of bonds, the Board of Directors has the authority to determine the type of bonds, total value, bond price, and time of issuance, provided that a report is submitted to the General Meeting of Shareholders at the nearest meeting. The report must be accompanied by documents and

- dossiers relating to the bond issuance. This provision does not apply to convertible bonds or bonds with warrants;
- e. To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
  - f. To decide on investment plans and investment projects within its authority and limits as prescribed by law;
  - g. To decide on solutions for market development, marketing, and technology;
  - h. To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value of 35% or more of the total assets recorded in the Company's most recent financial statements, and contracts or transactions under the authority of the General Meeting of Shareholders as prescribed in point d, clause 2, Article 138, and clauses 1 and 3, Article 167 of the Law on Enterprises;
  - i. Electing, releasing, or removing the Chairman of the Board of Directors; appointing, releasing, or entering into/terminating contracts with the General Director, Deputy General Directors, and Chief Accountant; deciding on salaries, remuneration, bonuses, and other benefits for these managers; appointing authorized representatives to participate in the Members' Council or General Meeting of Shareholders in other companies, and deciding on their remuneration and other benefits;
  - j. To supervise and direct the General Director and other managers in the operation of the Company's day-to-day business activities;
  - k. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, and representative offices; and on capital contributions to or share purchases in other enterprises;
  - l. To approve the agenda and documents for the General Meeting of Shareholders, to convene the General Meeting of Shareholders, or to collect written opinions of shareholders for the adoption of resolutions;
  - m. To submit the audited annual financial statements to the General Meeting of Shareholders;
  - n. To propose dividend rates; and to decide on the time and procedures for dividend payment or the handling of losses incurred during business operations;
  - o. To propose the reorganization or dissolution of the Company; and to request bankruptcy of the Company;
  - p. To decide on promulgating the Regulations on the operation of the Board of Directors and the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; and to decide on promulgating the Regulations on the operation of the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulations;

- q. Organizing training and workshops on corporate governance and necessary skills for members of the Board of Directors, CEO, Corporate Governance Officer, and other key managers;
  - r. *(Addition)* Executing dividend payments to shareholders in accordance with the law after approval by the Annual General Meeting of Shareholders (AGM).
  - s. Other rights and obligations in accordance with *the Law on Enterprises, the Law on Securities, other legal provisions*, the Company Charter, and the company's internal management regulations.
3. The Board of Directors must report on its performance to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, guiding the Law on Securities (*as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025*).
  4. Members of the Board of Directors have the right to request the Director, Deputy Director, General Director, Deputy General Director, and other managers of the Company to provide information and documents relating to the financial status and business operations of the Company and its units.
  5. Members of the Board of Directors have the obligation to report to the Board of Directors and the Supervisory Board in the following cases:
    - a. Transactions between the Company and another company in which the Board member is a founding member or has served as a manager within the last 03 years prior to the time of the transaction;
    - b. Transactions between the Company and another company in which a related person of the Board member is a member of the Board of Directors, the General Director, or a major shareholder.
  6. The managers requested to provide information must promptly, fully, and accurately provide the information and documents as requested by the Board member. The procedures for requesting and providing information shall be stipulated in the Company's Charter.

**Article 21. Term of Office and Number of Members of the Board of Directors**

1. The Board of Directors shall consist of five (05) members.
2. The term of office of a member of the Board of Directors shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In cases where all members of the Board of Directors simultaneously end their terms of office, such members shall continue to serve until new members are elected to replace them and assume their duties.

**Article 22. Structure, Qualifications, and Conditions of Members of the Board of Directors**

1. The Board of Directors' structure must ensure at least one (01) member is a non-executive director. The Company minimizes the combination of executive positions with Board membership to ensure the independence of the Board of Directors.
2. In the case of a listed company, the total number of independent members of the Board of Directors must comply with the following requirements:
  - a. At least one (01) independent member if the Board of Directors consists of 03 to 05 members;
  - b. At least two (02) independent members if the Board of Directors consists of 06 to 08 members;
  - c. At least three (03) independent members if the Board of Directors consists of 09 to 11 members.
3. A member of the Board of Directors must satisfy the following qualifications and conditions:
  - a. Must not fall under the categories specified in Clause 2, Article 17 of the Law on Enterprises;
  - b. Must possess professional qualifications and experience in business administration or in the Company's business sectors and is not required to be a shareholder of the Company unless otherwise provided in the Company's Charter;
  - c. A Board member of the Company may concurrently serve as a Board member of another company;
  - d. For state-owned enterprises as prescribed in point b, clause 1, Article 88 of the Law on Enterprises, and subsidiaries of such state-owned enterprises, Board members must not be persons who have family relationships with the Director, General Director, or other managers of the Company; or with managers or persons having the authority to appoint managers of the parent company.
4. An independent member of the Board of Directors must satisfy the following qualifications and conditions:
  - a. Must not be a person currently working for the Company, its parent company, or its subsidiaries; and must not have worked for the Company, its parent company, or its subsidiaries for at least the past three (03) consecutive years;
  - b. Must not be a person receiving salary or remuneration from the Company, except for allowances paid to Board members in accordance with regulations;
  - c. Must not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological siblings are major shareholders of the Company or are managers of the Company or its subsidiaries;
  - d. Must not be a person directly or indirectly owning at least 01% of the total voting shares of the Company;
  - e. Must not be a person who has previously been a member of the Board of Directors or Supervisory Board of the Company for at least the past five (05) consecutive years, except in cases of continuous reappointment for two (02) consecutive terms.

5. A Board member of a company may not simultaneously serve as a Board member of more than five (05) other companies.
6. A Board member shall lose his/her status as a Board member in the following cases:
  - a. No longer meets the qualifications to be a Board member under the Law on Enterprises or is prohibited by law from serving as a Board member;
  - b. Submits a written resignation;
  - c. Suffers from mental incapacity and other Board members possess professional evidence demonstrating the loss of civil act capacity;
  - d. Fails to attend meetings of the Board of Directors for six (06) consecutive months, except in force majeure events;
  - e. Pursuant to a resolution of the General Meeting of Shareholders;
  - f. Other cases as prescribed by law and the Company's Charter.
7. The appointment of Board members must be disclosed in accordance with the laws on securities and the securities market.
8. A Board member is not required to be a shareholder of the Company.

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

### **Article 23. Nomination and Candidacy for Members of the Board of Directors**

1. Shareholders or groups of shareholders owning from 10% or more of the total ordinary shares, as provided in the Company's Charter, have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

Shareholders or groups of shareholders holding:

- From 10% to under 20% of the total voting shares may nominate up to one (01) candidate;
  - From 20% to under 30% may nominate up to two (02) candidates;
  - From 30% to under 40% may nominate up to three (03) candidates;
  - From 40% to under 50% may nominate up to four (04) candidates;
  - From 50% to under 60% may nominate up to five (05) candidates;
  - From 60% to under 70% may nominate up to six (06) candidates;
  - From 70% to 80% may nominate up to seven (07) candidates;
  - From 80% to under 90% may nominate up to eight (08) candidates.
2. In case the number of candidates nominated or self-nominated is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize the nomination process in



accordance with the Company's Charter, the Internal Corporate Governance Regulations, and the Regulations on Operation of the Board of Directors.

The incumbent Board's nomination of additional candidates must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Directors as required by law.

3. If the list of candidates has been determined in advance, information relating to the candidates for the Board of Directors must be included in the meeting materials and disclosed on the Company's website at least ten (10) days prior to the opening of the General Meeting of Shareholders, so that shareholders may review the candidates before voting. Candidates for the Board of Directors must provide written commitments on the truthfulness, accuracy, and reasonableness of all disclosed personal information, and commit to performing their duties with integrity if elected. The information relating to candidates for the Board of Directors to be disclosed must include at least the following:
  - a. Full name, date of birth;
  - b. Educational qualifications;
  - c. Professional qualifications;
  - d. Work experience;
  - e. Companies in which the candidate is serving as a member of the Board of Directors or holds other managerial positions;
  - f. Assessment report on the candidate's contributions to the Company, in case the candidate is currently a Board member of the Company;
  - g. Relevant interests with the Company (if any);
  - h. Full name(s) of the shareholder or group of shareholders nominating the candidate (if any);
  - i. Other relevant information (if any).

#### **Article 24. Method of Electing Members of the Board of Directors**

1. The election of members of the Board of Directors shall be conducted by the cumulative voting method, whereby each shareholder has a total number of votes equal to the number of shares owned multiplied by the number of Board members to be elected, and shareholders may allocate all or part of their total votes to one or several candidates.

Candidates elected to the Board of Directors shall be determined based on the number of votes received, ranked from highest to lowest, until the required number of Board members specified in the Company's Charter is filled. In the event that two (02) or more candidates receive the same number of votes for the final remaining position, a re-election shall be conducted among those candidates, or another method shall be applied based on the criteria provided in the election rules.

2. If the number of candidates is less than or equal to the number of Board members to be elected, the election may be conducted either by the cumulative voting method as above or by the voting method (approval, disapproval, abstention). The approval ratio applicable to the voting method shall follow Clause 2, Article 21 of the Company's Charter.

**Article 25. Cases of Dismissal, Removal, and Additional Appointment of Members of the Board of Directors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
  - a. Failing to meet the standards and conditions prescribed in Article 155 of the Law on Enterprises;
  - b. Submitting a resignation letter which is accepted;
  - c. Other cases as prescribed in the Company's Charter.
2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
  - a. Failing to participate in the activities of the Board of Directors for six (06) consecutive months, except for force majeure events;
  - b. Other cases as prescribed in the Company's Charter.
3. When deemed necessary, the General Meeting of Shareholders shall decide to replace, dismiss, or remove a member of the Board of Directors aside from the cases stipulated in Clauses 1 and 2 of this Article.

**Article 26. Notification of Election, Dismissal, and Removal of Members of the Board of Directors**

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

**Article 27. Nomination and Introduction of Candidates for the Board of Directors**

1. The Company shall issue a public notice on the election of members of the Board of Directors, and the procedures for convening and electing shall be carried out in accordance with Chapter 3 of this Regulation and the provisions of law. The notice must clearly state the reason for the election, number of positions, standards and conditions, election method, and procedures for candidacy and nomination.
2. The Board of Directors shall consolidate the list of candidates nominated or self-nominated and verify information on each candidate to ensure that they meet the standards and conditions for becoming a member of the Board of Directors in accordance with the law and the Company's Charter.
3. In case the number of candidates obtained through nomination and self-nomination is still insufficient, the Board of Directors shall prepare an additional list of candidates based on the following criteria:
  - a. Number of candidates: the number of candidates needed to fill the remaining positions after consolidation of valid nominations and self-nominations under Article 27 of this Regulation;

b. Candidates introduced by the Board of Directors must be approved by a majority of incumbent members of the Board of Directors;

c. Candidates introduced by the Board of Directors must satisfy at least the conditions and standards specified in Article 26 of this Regulation.

**Article 28. Election, Removal, and Dismissal of the Chairperson of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected, removed, or dismissed by the Board of Directors from among its members.
2. The Chairperson of the Board of Directors shall not concurrently serve as the General Director (Chief Executive Officer).
3. In case the Chairperson submits a resignation or is removed or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation or the date of removal or dismissal.
4. In case the Chairperson is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairperson. If no authorized person exists, or if the Chairperson dies, is missing, temporarily detained, serving a prison sentence, undergoing compulsory rehabilitation or education, flees his/her residence, is restricted or loses civil act capacity, has cognitive or behavioral difficulties, or is prohibited by a court from holding positions or practicing certain professions, the remaining members shall elect one among them to serve as the acting Chairperson by majority vote, until a new decision of the Board of Directors is issued.

**Article 29. Remuneration and Other Benefits of Members of the Board of Directors**

1. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
2. Members of the Board of Directors shall receive remuneration and bonuses. Work remuneration shall be calculated based on the number of working days required to complete their duties and the daily remuneration rate. The Board of Directors shall determine remuneration for each member on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting. A full-time Chairperson shall be paid a salary in accordance with the Company's salary regulations, with the salary level approved by the Board of Directors.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with tax laws and shall be presented as a separate item in the annual financial statements of the Company and reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors who hold executive positions, serve on committees of the Board, or perform tasks beyond normal duties may receive additional remuneration in the form of lump-sum payments, salaries, commissions, profit percentages, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement of all reasonable expenses for travel, accommodation, meals, and other expenses incurred in performing

their duties, including expenses for attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.

6. Members of the Board of Directors may be provided with liability insurance by the Company upon approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities related to violations of law or the Company's Charter.

### **Section 3 – Regulations on Meetings of the Board of Directors**

#### **Article 30. Order and Procedures for Organizing Meetings of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board within seven (07) working days from the conclusion of the Board of Directors election. This meeting shall be convened and chaired by the member with the highest number of votes or highest voting percentage. If multiple members receive the same highest number or percentage of votes, the members shall elect one among them by majority vote to convene the meeting.
2. The Board of Directors must meet at least once every quarter and may convene extraordinary meetings.
3. The Chairperson of the Board of Directors shall convene meetings of the Board in the following cases:
  - a. At the request of the Supervisory Board or an independent member of the Board of Directors;
  - b. At the request of the General Director or at least five (05) other managers;
  - c. At the request of at least two (02) members of the Board of Directors;
  - d. Other cases prescribed by the Company's Charter.
4. The request under Clause 3 must be made in writing, clearly stating the purpose, matters to be discussed, and issues requiring the decision of the Board of Directors.
5. The Chairperson must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request under Clause 3. If the Chairperson fails to do so, he/she shall be liable for any resulting damages to the Company; the requesting party shall have the right to replace the Chairperson in convening the meeting.
6. The Chairperson or the meeting convener must send a notice of invitation at least three (03) working days before the meeting date, unless otherwise provided by the Company's Charter. The notice must specify the time, venue, agenda, matters to be discussed, and documents used at the meeting, as well as voting ballots. The notice may be sent via invitation letter, telephone, fax, electronic means, or any other method prescribed by the Charter, ensuring that it reaches the registered contact address of each Board member.
7. The Chairperson or the meeting convener must send the invitation notice and supporting documents to members of the Supervisory Board in the same manner as to members of the Board of Directors.
8. Members of the Supervisory Board have the right to attend meetings of the Board of Directors; they may discuss but shall not vote.
9. A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total members are present. If the meeting convened as above does not meet the quorum, it shall be reconvened within seven (07) days from the intended first meeting

date, unless the Charter provides a shorter period. At the reconvened meeting, the meeting shall proceed if more than half of the members of the Board of Directors are present.

10. A member of the Board of Directors shall be considered present and voting in the following cases:
  - a. Attending and voting directly at the meeting;
  - b. Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
  - c. Attending and voting via online meeting, electronic voting, or other electronic means;
  - d. Sending voting ballots to the meeting via mail, fax, or email;
  - e. Sending voting ballots by other means prescribed by the Company's Charter.
11. If voting ballots are sent by mail, they must be sealed and delivered to the Chairperson at least one (01) hour before the meeting. Ballots may only be opened in the presence of all attendees.
12. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by the majority of the Board.
13. Resolutions and decisions of the Board of Directors are adopted when approved by the majority of attending members; in case of a tie, the final decision shall follow the vote of the Chairperson of the Board of Directors.

#### **Article 31. Minutes and Resolutions of the Board of Directors Meetings**

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, video-recorded, or stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and must include the following principal contents:
  - a. Name, address of the head office, and enterprise registration number;
  - b. Time and venue of the meeting;
  - c. Purpose, agenda, and contents of the meeting;
  - d. Full name of each attending member or authorized representative and the method of attendance; full names of absent members and reasons for their absence;
  - e. Matters discussed and voted on at the meeting;
  - f. Summary of opinions expressed by each attending member in the order of the meeting's proceedings;
  - g. Voting results, clearly stating the members who voted in favor, against, and those who abstained;
  - h. Matters approved and the corresponding voting ratios;
  - i. Full names and signatures of the chairperson and the minutes-taker, except as provided in Clause 2 of this Article.

2. In case the chairperson and the minutes taker refuse to sign the meeting minutes, such minutes shall still be valid if signed by all other members of the Board of Directors attending the meeting and approved, provided that the minutes contain all contents required under points a, b, c, d, dd, e, g, and h of Clause 1 of this Article. The meeting minutes must clearly record the refusal of the chairperson and the minutes taker to sign. Those who sign the meeting minutes shall be jointly and severally liable for the accuracy and veracity of the content of the Board of Directors' meeting minutes. The chairperson and the minutes taker shall be personally liable for any damages caused to the company due to their refusal to sign the meeting minutes in accordance with the Law on Enterprises, the Company's Charter, and relevant laws.
3. The chairperson, the minutes-taker, and the persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the meeting of the Board of Directors.
4. The minutes of the meeting of the Board of Directors and all documents used during the meeting must be kept at the Company's head office.
5. The minutes prepared in Vietnamese and in a foreign language shall have the same legal validity. In case of any discrepancy between the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail.
6. Notification of resolutions and decisions of the Board of Directors: After the issuance of a resolution of the Board of Directors, the Company shall be responsible for disclosing information internally within the Company and to the relevant authorities, through mass media, and on the Company's website in accordance with the procedures and current laws.

#### **Section 4 – Committees under the Board of Directors**

##### **Article 32. Committees under the Board of Directors**

1. To support the activities of the Board of Directors, the Board may establish and delegate authority to its committees in accordance with Article 31 of the Company's Charter.
2. The Board of Directors may establish supporting committees such as the Nomination Committee, the Remuneration Committee, and other committees. The Board must appoint one (01) independent member of the Board of Directors as the chairperson of the Nomination Committee and the Remuneration Committee. The establishment of such committees must be approved by the General Meeting of Shareholders.
3. In case the Nomination Committee and the Remuneration Committee are not established, the Board of Directors may assign an independent member of the Board of Directors to assist the Board in nomination, remuneration, and related human resource matters.
4. The Board of Directors shall stipulate in detail the establishment of committees, responsibilities of each committee, responsibilities of committee members, or responsibilities of the independent member assigned to oversee nomination and remuneration matters.

**Article 33. Internal Audit Committee**

**1. Structure and composition of the Internal Audit Committee:**

The Company's Internal Audit Committee consists of three (03) members, with one member of the Board of Directors serving as the Chairperson. Members of the Committee may include members of the Board of Directors and other individuals (who are not Board members), as decided by the Chairperson of the Committee.

**2. Standards for members and the Chairperson of the Internal Audit Committee:**

- a. Have integrity and compliance with the law;
- b. Hold a university degree or higher in relevant disciplines, and possess adequate and up-to-date knowledge in areas assigned for internal audit;
- c. Have at least five (05) years of experience in fields related to their educational background, or at least three (03) years of experience working in the current unit, or at least three (03) years of experience in accounting, auditing, or inspection;
- d. Have general knowledge of the law and the Company's operations; have the ability to collect, analyze, evaluate, and synthesize information; have knowledge and skills in internal audit;
- e. The Chairperson of the Internal Audit Committee must hold a university degree or higher in one of the following disciplines: economics, business administration, banking, finance, accounting, auditing, law, or possess an internal audit certificate issued by an international professional internal audit organization;
- f. The Chairperson must have at least five (05) years of practical experience in finance, accounting, auditing, inspection, or supervision;
- g. The Chairperson of the Internal Audit Committee must be a member of the Board of Directors.

**3. Rights and responsibilities of the Internal Audit Committee**

**a. Rights of the Internal Audit Committee:**

- i. Be fully and promptly provided with all necessary information, documents, and records for internal audit activities, such as: financial statements, management reports, business strategies;
- ii. Access and review all business processes and assets when performing internal audits; meet and interview all Company personnel on issues related to internal audit activities;
- iii. Receive documents, reports, and meeting minutes of the Board of Directors and relevant functional departments relating to internal audit tasks;
- iv. Attend internal meetings as permitted by law, the Company's Charter, or internal regulations;
- v. Monitor, assess, and follow up on corrective actions taken by heads of departments regarding issues identified and recommended by internal audit;
- vi. Be protected from non-cooperation or obstruction by audited departments;



- vii. Receive training to enhance competencies of internal audit personnel;
- viii. Proactively carry out assigned duties in accordance with the approved internal audit plan;
- ix. Exercise other rights in accordance with the law and the Company's internal audit regulations.

**b. Responsibilities of the Internal Audit Committee:**

- i. Maintain confidentiality of documents and information in accordance with applicable laws and the Company's internal audit regulations;
- ii. Be accountable to the Board of Directors for the results of internal audit work, evaluations, conclusions, recommendations, and proposals in internal audit reports;
- iii. Monitor the implementation of internal audit recommendations by relevant departments of the Company;
- iv. Organize continuous training to enhance and maintain professional competence for internal auditors.

**Section 5 – Selection, Appointment and Dismissal of the Corporate Governance Officer**

**Article 34. Qualifications of the Corporate Governance Officer**

The Corporate Governance Officer must satisfy the following qualifications:

- 1. Possess knowledge of the law;
- 2. Not concurrently work for the independent auditing firm that is auditing the Company's financial statements;
- 3. Other qualifications as prescribed by law, the Company's Charter, and resolutions of the Board of Directors (BOD).

**Article 35. Appointment, Dismissal and Notification of Appointment/Dismissal of the Corporate Governance Officer**

- 1. The Board of Directors of a public company must appoint at least one Corporate Governance Officer to support corporate governance activities within the enterprise. The Corporate Governance Officer may concurrently serve as the Company Secretary in accordance with Clause 5 Article 156 of the Law on Enterprises.
- 2. The BOD may appoint an Assistant to the Corporate Governance Officer from time to time.
- 3. The BOD may dismiss or relieve the Corporate Governance Officer from duty when necessary, provided that such action is not contrary to the current labor laws.
- 4. After issuing a decision on the appointment or dismissal of the Corporate Governance Officer, the Company shall be responsible for disclosing information internally within the Company and to the relevant authorities, through mass media, and on the Company's website in accordance with the procedures and applicable laws.

**Article 36. Rights and Obligations of the Corporate Governance Officer**

The Corporate Governance Officer shall have the following rights and obligations:

1. Advise the Board of Directors on the organization of the General Meeting of Shareholders and matters relating to the relationship between the Company and its shareholders;
2. Prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the BOD or the Supervisory Board;
3. Provide advice on meeting procedures;
4. Attend meetings;
5. Provide advice on the drafting of resolutions of the BOD in compliance with the law;
6. Provide financial information, minutes of meetings of the BOD, and other information to members of the BOD and members of the Supervisory Board;
7. Monitor and report to the BOD on the Company's information disclosure activities;
8. Act as the focal point for communication with stakeholders;
9. Maintain confidentiality of information in accordance with the law and the Company's Charter;
10. Other rights and obligations as prescribed by law and the Company's Charter.

## **CHAPTER 4. SUPERVISORY BOARD**

### **Section 1 – General Provisions**

#### **Article 37. Composition of the Supervisory Board**

1. The Supervisory Board shall consist of three (03) to five (05) members. The term of office of a Supervisor shall not exceed five (05) years and may be re-elected for an unlimited number of terms.
2. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, and removal shall be conducted based on majority voting. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following disciplines: economics, finance, accounting, auditing, law, business administration, or a discipline related to the Company's business operations.

#### **Article 38. Rights and Obligations of the Head of the Supervisory Board**

1. Convene meetings of the Supervisory Board;
2. Request the Board of Directors, the General Director (Chief Executive Officer), and other executives to provide information relevant for reporting to the Supervisory Board;
3. Prepare and sign the Supervisory Board's report after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

#### **Article 39. Rights and Obligations of Members of the Supervisory Board**

1. Members of the Supervisory Board shall have the rights as prescribed by the Law on Enterprises, relevant laws, and the Company's Charter, including the right to access information and documents relating to the Company's operations. Members of the Board

of Directors, the General Director, and other executives shall be responsible for providing timely and sufficient information as requested by the Supervisory Board members.

2. Members of the Supervisory Board shall report to the Board of Directors and the Supervisory Board in the following cases:
  - a. Transactions between the Company and an enterprise in which the Supervisory Board member is a founding member or has served as an executive within the last 03 years prior to the time of the transaction;
  - b. Transactions between the Company and an enterprise in which a related person of the Supervisory Board member is a member of the Board of Directors, the General Director, or a major shareholder.
3. Members of the Supervisory Board must comply with the law, the Company's Charter, and professional ethics in the performance of their assigned rights and obligations.

#### **Article 40. Rights and Obligations of the Supervisory Board**

The Supervisory Board shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises, the Company's Charter, and the following rights and obligations:

1. Propose and recommend the General Meeting of Shareholders to approve the list of approved auditing firms eligible to audit the Company's financial statements; decide on the approved auditing firm to review the Company's operations, and dismiss an approved auditor when deemed necessary.
2. Be accountable to shareholders for its supervisory activities.
3. Monitor the Company's financial status and compliance with laws by members of the Board of Directors, the General Director, and other managers.
4. Ensure coordination with the Board of Directors, the General Director, and shareholders.
5. If detecting any violations of the law or of the Company's Charter by members of the Board of Directors, the General Director, or other executives, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violator to cease the violation, and propose remedies.
6. Develop the Supervisory Board's Operating Regulations and submit them to the General Meeting of Shareholders for approval. The Ministry of Finance provides guidelines on the template Operating Regulations for Supervisory Boards for public companies to use as reference.
7. Report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP.

## **Section 2 – Provisions on Nomination, Candidacy, Election, Dismissal, and Removal of Supervisors**

#### **Article 41. Criteria and Conditions for Supervisors**

1. A Supervisor must satisfy the following criteria and conditions:

- a. Not fall under the prohibited subjects stipulated in Clause 2, Article 17 of the Law on Enterprises;
  - b. Hold qualifications in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the Company's business operations;
  - c. Not be a family member of any member of the Board of Directors, the General Director, or other managers;
  - d. Not be a manager of the Company; is not required to be a shareholder or an employee of the Company, unless otherwise provided in the Company's Charter;
  - e. Meet other criteria and conditions as prescribed by relevant laws and the Company's Charter.
2. In addition to the criteria and conditions stipulated in Clause 1 of this Article, Supervisors of a public company or a state-owned enterprise as defined in Point b, Clause 1, Article 88 of the Law on Enterprises must not be family members of the managers of the Company and its parent company; nor be representatives of contributed capital of an enterprise or of the State at the parent company or the Company.

**Article 42. Nomination and Candidacy of Supervisors by Shareholders or Groups of Shareholders**

1. The nomination and candidacy of Supervisory Board members shall be carried out in the same manner as prescribed in Clauses 1 and 2, Article 27 of this Regulation.
2. In case the number of candidates nominated or self-nominated for the Supervisory Board is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize the nomination process in accordance with the Company's Charter, the Internal Corporate Governance Regulations, and the Supervisory Board's Operating Regulations. Any additional nominations by the incumbent Supervisory Board must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Supervisory Board, in accordance with the law.

**Article 43. Method of Electing Supervisors**

1. The election of Supervisors must be conducted by the cumulative voting method, under which each shareholder has a total number of votes equal to the total number of shares owned multiplied by the number of Supervisory Board members to be elected. A shareholder may allocate all or part of their votes to one or more candidates. Candidates elected as Supervisors shall be those receiving the highest number of votes in descending order until the required number of seats specified in the Company's Charter is filled. If two or more candidates receive an equal number of votes for the last seat, a new election shall be held among the tied candidates or selection shall be made based on criteria stipulated in the election rules or the Company's Charter.
2. If the number of candidates is less than or equal to the required number of Supervisors, the election may be conducted using the cumulative voting method as above or by the approval voting method (approve, disapprove, abstain). The voting threshold for approval voting shall follow Clause 2, Article 21 of the Company's Charter.

**Article 44. Cases of Dismissal and Removal of Supervisors**

1. The General Meeting of Shareholders shall dismiss a Supervisor in the following cases:
  - a. No longer meeting the criteria and conditions for Supervisors under Article 169 of the Law on Enterprises;
  - b. Submitting a resignation letter that is accepted;
  - c. Other cases as stipulated by the Company's Charter.
2. The General Meeting of Shareholders shall remove a Supervisor in the following cases:
  - a. Failure to fulfill assigned duties and tasks;
  - b. Failure to perform their rights and obligations for six (06) consecutive months, except in force majeure events;
  - c. Repeated or serious violations of the obligations of a Supervisor as prescribed by the Law on Enterprises and the Company's Charter;
  - d. Other cases as decided by the General Meeting of Shareholders.

**Article 45. Notification of Election, Dismissal, and Removal of Supervisors**

After a decision on the election, dismissal, or removal of a Supervisor is made, the Company shall disclose information internally and to relevant authorities, on mass media, and on the Company's website in accordance with the procedures and provisions of applicable laws.

**Article 46. Salary and Other Benefits of Supervisory Board Members**

The salaries, remunerations, bonuses, and other benefits of the Supervisory Board members shall be implemented as follows:

1. Members of the Supervisory Board shall receive salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total annual budget for salaries, remuneration, bonuses, other benefits, and operating expenses of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses on meals, accommodation, travel, and the use of independent advisory services. The total remuneration and expenses must not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Supervisory Board shall be recorded as business expenses of the Company in accordance with regulations 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. GENERAL DIRECTOR**

**Article 47. Roles, Responsibilities, Rights and Obligations of the General Director**

1. To decide on matters related to the Company's day-to-day business operations that do not fall under the authority of the Board of Directors;

2. To organize the implementation of the resolutions and decisions of the Board of Directors;
3. To organize the implementation of the Company's business plan and investment projects;
4. To propose the organizational structure and internal management regulations of the Company;
5. To appoint, dismiss, and remove managers of the Company, except for positions under the authority of the Board of Directors;
6. To decide on salaries and other benefits for employees of the Company, including managers under the appointment authority of the General Director;
7. To recruit employees;
8. To propose plans for dividend payment or handling business losses.
9. Other rights and obligations as provided by the Law on Enterprises, the Law on Securities, other relevant legal regulations, the Company Charter, internal management regulations, and resolutions/decisions of the Board of Directors.

**Article 48. Term, Standards, and Conditions of the General Director**

1. The term of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The General Director must satisfy the criteria and conditions prescribed by law and the Company's Charter.
2. For public companies, state-owned enterprises as defined in Point b, Clause 1, Article 88 of the Law on Enterprises, and subsidiaries of state-owned enterprises as defined in Clause 1, Article 88 of the Law on Enterprises, the General Director must meet the following criteria and conditions:
  - a. Must not fall under the prohibited subjects stipulated in Clause 2, Article 17 of the Law on Enterprises;
  - b. Must not be a family member of the managers of the company, the Supervisors of the company and the parent company; the representative of state capital or the representative of the enterprise's capital at the company and the parent company;
  - c. Must possess appropriate professional qualifications and experience in the company's business administration.
3. The General Director must not be a related person of the enterprise manager, the Supervisor of the company and its parent company, the representative of state capital, or the representative of the enterprise's capital at the company and its parent company, pursuant to Clause 46, Article 4 of the Law on Securities.

**Article 49. Nomination, Election, Dismissal and Removal of the General Director**

1. The Board of Directors ("BOD") shall agree upon and publish the competency standards for selecting the General Director. Such competency standards as decided by the BOD must comply with the laws, the Company's Charter and the Company's internal regulations on human resources management.
2. Based on the recommendation of the majority of the BOD members, the BOD shall appoint, dismiss, remove, enter into the labor contract, and decide the salary and other

benefits of the General Director and other executive officers. The BOD may authorize the Chairperson of the BOD to decide on the appointment, dismissal, and removal of the General Director and other executive officers. The appointment must be term-based, and executive officers may be re-appointed for an unlimited number of terms as decided by the BOD.

3. The BOD shall decide the dismissal or removal of the General Director in accordance with the Law on Enterprises and the Company's Charter. When the BOD dismisses or removes the General Director, it shall appoint a replacement to fully perform the rights and duties of the General Director in accordance with the Company's Charter, these Regulations, and other internal management regulations until the BOD selects and appoints a new General Director in accordance with applicable regulations.
4. The BOD shall decide the dismissal or removal of the General Director in the following cases:
  - a. Submission of a resignation letter;
  - b. Termination of the labor contract with the Company;
  - c. Failure to fulfil assigned duties for two (02) consecutive years;
  - d. Having attitudes or behaviors during work that, as assessed by the BOD or its sub-committees, cause significant negative impact on the Company;
  - e. Failure to meet statutory requirements or conditions, the Company's Charter, or violation of the regulations on rights and duties of the General Director under the Company's Charter, these Regulations, or other internal management regulations;
  - f. The position ceases to exist as a result of organizational restructuring of the Company pursuant to the resolution of the General Meeting of Shareholders;
  - g. Other cases as decided by the BOD but not contrary to the current labor laws.

**Article 50. Appointment and Labor Contract with the General Director**

1. The BOD shall appoint one (01) member of the BOD or another person as the General Director. The Chairperson of the BOD or a BOD member authorized by the BOD shall sign the labor contract with the General Director, specifying remuneration, salary and other benefits. The remuneration, salary and other benefits of the General Director must be reported to the Annual General Meeting of Shareholders, presented as a separate item in the annual financial statements, and included in the Company's Annual Report.
2. The BOD may consider including additional terms and conditions in the labor contract with the General Director.

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**Article 51. Dismissal and Termination of the Labor Contract with the General Director**

The BOD may dismiss and terminate the labor contract with the General Director when the majority of voting BOD members attending the meeting approve, and shall appoint a new General Director to replace him/her.

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**Article 52. Notification of Appointment or Dismissal of Executive Officers**

Upon the decision on the appointment or dismissal of an executive officer, the Company shall disclose information internally and to relevant authorities, mass media, and on the Company's website in accordance with the procedures and regulations under current laws.

**Article 53. Salary and Other Benefits of the General Director**

1. The Company is entitled to pay remuneration and bonus to the General Director based on the business performance and results.
2. Salary, remuneration, bonus and other benefits of the General Director shall be paid as follows: the General Director is entitled to salary and bonus. The salary and bonus shall be decided by the BOD.
3. Remuneration and salary of the General Director shall be recorded as the Company's business expenses in accordance with corporate income tax laws, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at its annual meeting.

**CHAPTER 6. OTHER ACTIVITIES**

**Section 1. Regulations on Coordination Between the Board of Directors, the Supervisory Board and the General Director**

**Article 54. Procedures for Convening Meetings, Sending Meeting Notices, Recording Minutes, and Notifying Meeting Results Between the Board of Directors, the Supervisory Board and the General Director**

The procedures for convening meetings, sending meeting notices, recording minutes, and notifying meeting results between the Board of Directors ("BOD"), the Supervisory Board ("SB") and the General Director shall follow the procedures for convening BOD meetings as prescribed in Article 35 of these Regulations.

**Article 55. Notification of BOD Resolutions and Decisions to the Supervisory Board and the General Director**

1. BOD resolutions and minutes, after being issued, must be sent to all Supervisors at the same time and in the same manner as to BOD members.
2. BOD resolutions (containing contents related to the responsibilities, powers and duties of the General Director) must be sent to the General Director at the same time and in the same manner as to BOD members.

**Article 56. Cases in Which the General Director and the Supervisory Board May Request the BOD to Convene a Meeting, and Matters Requiring Consultation with the BOD**

1. The Supervisory Board may request the BOD to convene a meeting in the following cases:

- a. When the Supervisors' right to access information and documents relating to the Company's operations is not fully ensured in accordance with applicable laws and the Company's Charter;
  - b. When detecting violations of law or the Company's Charter by BOD members, the General Director, or other executive officers, after having provided written notice to the BOD as prescribed in Clause 1 Article 39 of the Company's Charter, but the violating person has not ceased the violation or taken remedial measures;
  - c. Other cases as prescribed by applicable laws and the Company's Charter.
2. The General Director may request the BOD to convene a meeting in the following cases:
- a. When the General Director's rights prescribed in Article 35 of the Company's Charter are not implemented;
  - b. When detecting violations of law or the Company's Charter by other executive officers after having provided written notice to the BOD, but the violating person has not ceased the violation or taken remedial measures;
  - c. Other cases as prescribed by applicable laws and the Company's Charter.

**Article 57. Reports by the General Director to the BOD on the Performance of Assigned Duties and Powers**

1. Report on the implementation of BOD and General Meeting of Shareholders' resolutions, business plans and investment plans approved by the BOD and the General Meeting of Shareholders.
2. Quarterly and annual reports evaluating the Company's financial status and business operations. Where necessary, the BOD may request the General Director to provide ad-hoc or periodic weekly or monthly reports on specific matters of concern to the BOD.
3. Reports on improvements relating to organizational structure, policies and management.
4. Annual report on the implementation of obligations towards the environment, community and employees.
5. Report on the implementation of other matters authorized by the BOD and the General Meeting of Shareholders.
6. Other reports as required by the BOD.

**Article 58. Review of the General Director's Implementation of BOD Resolutions and Authorized Matters**

Based on the General Director's report on the performance of duties and powers assigned in accordance with Article 47 of these Regulations, the BOD shall review the implementation results of BOD resolutions and other authorized matters.

**Article 59. Matters the General Director Must Report, Provide Information and Notify the BOD and the Supervisory Board**

1. Matters to be Reported, Information to be Provided, and Method of Notification to the BOD
  - a. When proposing measures to enhance the Company's operations and management;

- b. The General Director must prepare plans for BOD approval concerning recruitment, dismissal of employees, salary, social insurance, welfare, rewards and disciplinary actions for employees and executive officers;
  - c. The General Director must prepare plans for BOD approval concerning the Company's relations with trade unions in accordance with best governance standards and practices, the Company's Charter, internal regulations and applicable laws;
  - d. The General Director must notify the BOD of transactions between the Company, its subsidiaries, or companies controlled by Becamex Urban Development Joint Stock Company with the General Director himself/herself or with persons related to the General Director in accordance with the law;
  - e. The General Director must report to the BOD in the following cases:
    - i. Transactions between the Company and an entity in which the General Director is a founding shareholder or has served as an executive within the three (03) years preceding the transaction date;
    - ii. Transactions between the Company and an entity in which a person related to the General Director is a member of the BOD, the General Director, or a major shareholder;
  - f. Other matters requiring BOD consultation under applicable laws and the Company's Charter;
  - g. Where feedback is required, the General Director shall send the above reports and information to the BOD at least seven (07) working days prior to the date the matter needs to be decided.
2. Matters to be Reported, Information to be Provided, and Method of Notification to the Supervisory Board
- a. The General Director shall support and cooperate with the Supervisory Board to ensure that the Supervisory Board fulfills its responsibilities and obligations in accordance with applicable laws and the Company's Charter;
  - b. Reports submitted by the General Director to the BOD or other documents issued by the Company shall be sent to the Supervisors at the same time and in the same manner as to BOD members;
  - c. The BOD, BOD members, the General Director and other executive officers must provide full, accurate and timely information and documents regarding management, operations and business activities at the request of Supervisors or the Supervisory Board.

**Article 60. Coordination of Supervisory, Managerial and Monitoring Activities Among BOD Members, Supervisors and the General Director in Performing Their Respective Duties**

1. Coordination between the Supervisory Board and the BOD

The Supervisory Board plays a supervisory, coordinating, advisory, and information-providing role. Specifically:

- a. Frequently notify the BOD of operational results and consult the BOD before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;

- b. At Supervisory Board meetings, the Supervisory Board may request BOD members (and simultaneously request the General Director, internal auditors (if any), and independent auditors) to attend and respond to matters of concern to Supervisors;
  - c. Periodic or ad-hoc inspections conducted by the Supervisory Board must include written conclusions (no later than fifteen (15) working days from the inspection end date) and be sent to the BOD. Depending on the seriousness and results of the inspection, the Supervisory Board must consult and reach agreement with the BOD and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the Supervisory Board may reserve its opinion in writing, and the Head of the Supervisory Board must report such opinion to the nearest General Meeting of Shareholders;
  - d. Where the Supervisory Board detects violations of law or the Company's Charter by BOD members, it must notify the BOD in writing within forty-eight (48) hours, requesting the violating individual to cease the violation and take remedial measures;
  - e. Supervisors must notify the BOD of transactions between the Company, its subsidiaries or controlled companies with themselves or persons related to them in accordance with the law;
  - f. Supervisors must report to the BOD in the following cases:
    - i. Transactions between the Company and an entity in which the Supervisor is a founding member or has served as an executive within the past three (03) years;
    - ii. Transactions between the Company and an entity in which a person related to the Supervisor is a BOD member, General Director or major shareholder;
  - g. Recommendations related to the Company's operations or finances must be sent to the BOD at least three (03) working days prior to the expected response date;
  - h. Recommendations to the BOD must be sent at least three (03) working days in advance, and the BOD shall respond within seven (07) working days.
2. Coordination between the Supervisory Board and the General Director

The Supervisory Board has inspection and supervisory functions:

- a. At Supervisory Board meetings, the Supervisory Board may request the General Director (and simultaneously request BOD members, internal auditors (if any), and independent auditors) to attend and respond to matters of concern to Supervisors;
- b. Periodic or ad-hoc inspections must include written conclusions (no later than fifteen (15) working days from the inspection end date) and be sent to the General Director. Depending on the inspection results, the Supervisory Board must consult and reach agreement with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the Supervisory Board may reserve its opinion in writing and the Head of the Supervisory Board must report such opinion at the nearest General Meeting of Shareholders;
- c. Where the Supervisory Board detects violations of law or the Company's Charter by the General Director, it must notify the General Director in writing within forty-eight (48) hours, requesting the violating individual to cease the violation and take remedial measures;

- d. Supervisors may request the General Director to facilitate access to records and documents relating to the Company's business operations at the Head Office or at the place where such records are kept;
  - e. Recommendations of the Supervisory Board regarding amendments, supplements or improvements to organizational structure, management, supervision and business operations must be sent to the General Director at least three (03) working days prior to the expected response date.
3. Coordination between the General Director and the BOD
- The General Director manages and operates the Company to ensure continuous and effective operations:
- a. The General Director may decide matters beyond his/her delegated authority in emergencies such as natural disasters, enemy sabotage, fires, unexpected incidents or matters governed by the Crisis Management Policy, but must report such decisions in writing to the BOD as soon as possible and be responsible before the BOD and the nearest General Meeting of Shareholders;
  - b. The General Director may refuse to implement and reserve opinions against BOD decisions if he/she deems that such decisions violate the law or may harm shareholders' interests. In such cases, the General Director must immediately provide a written explanation to the BOD and the Supervisory Board;
  - c. Before performing duties requiring BOD approval under the Company's Charter, the General Director must submit a proposal to the BOD at least three (03) working days in advance;
  - d. The General Director is accountable to the BOD and the General Meeting of Shareholders for the performance of assigned duties and must report to these bodies when requested.

**Section 2 – Regulations on Annual Evaluation of Commendation and Disciplinary Actions for Members of the Board of Directors, Members of the Supervisory Board, the General Director and Other Executive Officers**

**Article 61. Regulations on Performance Evaluation of Members of the Board of Directors, Supervisors, the General Director and Other Executive Officers**

1. The Board of Directors ("BOD") is responsible for establishing performance evaluation criteria for all subjects including members of the BOD, the General Director and other executive officers.
2. Based on the Company's annual detailed business plan, at the first meeting of the financial year, the BOD, the Supervisory Board ("SB") and the General Director shall determine the evaluation contents, evaluation criteria and evaluation methods for the positions within their decision-making authority in that financial year. The final evaluation result shall be the average of the evaluation results of the voting members attending the meeting, unless otherwise provided in the Operating Regulations of the BOD or the Operating Regulations of the SB. The procedures and order for holding such meetings of the BOD/SB shall comply with the respective Operating Regulations of the BOD and the SB.

3. The performance evaluation of the General Director and other executive officers shall be conducted in accordance with their labor contracts and internal regulations, or may be based on the self-evaluation reports of such executives.

**Article 62. Commendation**

1. The BOD is responsible for establishing a commendation system. Commendations shall be granted based on the performance evaluation results stipulated in Article 61 of this Regulation.
2. **Eligible subjects:** individuals in accordance with the commendation scheme prescribed by the BOD.
3. **Forms of commendation:** cash, shares (issuance of shares under the employee stock ownership plan – ESOP), or other forms established by the BOD. The forms of commendation shall be approved by the BOD; if exceeding its authority, the matter shall be submitted to the General Meeting of Shareholders (“GMS”) for approval.
4. The commendation regime for members of the BOD and Supervisors shall be decided by the GMS.
5. For other executive officers: the reward fund shall be sourced from the Company’s Welfare and Reward Fund and other lawful sources. The level of commendation shall be based on the Company’s annual business performance; the General Director shall propose and submit it to the BOD for approval; if exceeding its authority, the matter shall be submitted to the GMS for approval.

**Article 63. Disciplinary Actions**

1. The BOD is responsible for establishing a disciplinary system based on the nature and severity of violations. Disciplinary measures must include the highest form of discipline: dismissal or removal from office.
2. Members of the BOD, Supervisors and other executive officers who fail to fulfil their duties with honesty, diligence and prudence shall bear personal responsibility for any damages caused by their actions.
3. Members of the BOD, Supervisors and other executive officers who commit violations of laws or the Company’s regulations while performing their duties shall, depending on the severity of the violation, be subject to disciplinary action, administrative sanctions or criminal prosecution in accordance with the law and the Company’s Charter. In cases where damages are caused to the Company, shareholders or other persons, they must provide compensation as required by law.

**CHAPTER 7. AMENDMENTS TO CORPORATE GOVERNANCE REGULATIONS AND EFFECTIVENESS**

**Article 64. Amendments and Supplements to the Corporate Governance Regulations**

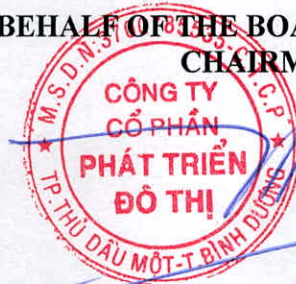
1. Any amendments or supplements to these Regulations must be submitted to and decided by the General Meeting of Shareholders of the Company.

2. In the event that any legal provisions related to the Company's operations are not addressed in these Regulations, or in the event that new legal provisions differ from any provisions herein, such legal provisions shall automatically apply and govern the Company's operations.

**Article 65. Effective Date**

1. These Regulations, consisting of 07 Chapters and 65 Articles, were unanimously approved by the General Meeting of Shareholders of the Becamex Urban Development Joint Stock Company on 16 April 2026, and the effectiveness of these Regulations in their entirety was concurrently ratified.
2. These Regulations constitute the sole and official regulations of the Company.
3. Copies or extracts of the Corporate Governance Regulations shall only be valid when bearing the signature of the Chairperson of the Board of Directors or the signatures of at least one-half of the total number of members of the Board of Directors.

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



**NGUYEN MINH DONG**

