

**CONTENTS OF INTERNAL REGULATIONS
ON GOVERNANCE OF SAIGON PORT JOINT STOCK COMPANY**

*(Issued together with Decision No. 345/QĐ-CSG dated 24 month 4 year 2026
of the Board of Directors of Saigon Port Joint Stock Company)*

Based on the Enterprise Law No. 59/2020/QH14 dated June 17, 2020 and its amendments and supplements;

Based on the Securities Law No. 54/2019/QH14 dated November 26, 2019 and its amendments and supplements;

Based on Government Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law and its amendments and supplements;

Based on Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance, guiding certain provisions on company's governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law and its amending and supplementary documents;

Based on the Charter of Saigon Port Joint Stock Company;

Based on Resolution No. 341/NQ-ĐHĐCĐ-CSG dated 24/4/2026 of the General Meeting of Shareholders of Saigon Port Joint Stock Company at the General Meeting of Shareholders in 2026;

The Board of Directors hereby promulgates the Internal Regulations on Corporate Governance of Saigon Port Joint Stock Company, including the following contents:

**CHAPTER I
GENERAL PROVISIONS**

Article 1. Scope of Regulation and Applicable Objects

1. Scope of Regulation:

The internal regulations on company's governance stipulate the contents regarding the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the procedures for holding the General Meeting of Shareholders; the nomination, candidacy, election, appointment, dismissal and removal of members of the Board of Directors, the Supervisory Board, the General Director and other activities as stipulated in the Company Charter and other current legal regulations.

2. Scope of Application:

This regulation applies to members of the Board of Directors, the Supervisory Board, the General Director, and related parties.

Article 2. Definitions

1. Terms defined in the Company Charter shall be understood and applied similarly as in this Regulation. To ensure consistency, clarity, and brevity of the Regulation, the following terms and abbreviations are defined as follows:

a) **“Company Governance”** is a system of rules ensuring that the Company is effectively directed, managed, and controlled for the benefit of shareholders and stakeholders. The principles of governance include:

- Ensuring an effective governance structure;
- Protecting the rights of shareholders;
- Treating shareholders fairly;
- Ensuring the role of stakeholders;
- Transparency in the company's operations;
- The Board of Directors provides effective leadership, and the Supervisory Board effectively monitors the Company.

b) **“Company”** refers to Saigon Port Joint Stock Company;

c) **“General Meeting of Shareholders”** refers to the General Meeting of Shareholders of the Company;

d) **“Shareholder”** refers to a shareholder of the Company;

e) **“Board of Directors”** refers to the Board of Directors of the Company;

f) **“Supervisory Board”** refers to the Supervisory Board of the Company;

g) **“General Director”** refers to the General Director of the Company;

h) **“Company Managers”** include: Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, Chief Accountant;

i) **“Company Executives”** refers to the General Director, Deputy General Director, and Chief Accountant;

j) **“Articles”** refers to the Company's Articles, including any amendments and supplements made at any time after being duly approved;

k) **“Regulations”** refers to the Company's internal regulations on governance;

l) **“Related Parties”** refers to individuals and organizations as stipulated in Clause 46, Article 4 of the Securities Law and Clause 23, Article 4 of the Enterprise Law;

m) **“Enterprise Law”** refers to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its amendments and supplements;

n) “Securities Law” refers to the Securities Law No. 54/2019/QH14 dated November 26, 2019, and its amendments and supplements;

2. In these Regulations, any reference to a provision or legal document shall include any amendments, supplements, or replacement documents thereto.

CHAPTER II GENERAL MEETING OF SHAREHOLDERS

Article 3. Rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the following rights and obligations:

- a) Approving the Company's development orientation;
- b) Deciding on the types of shares and the total number of shares of each type authorized for sale; deciding on the annual dividend rate for each type of share;
- c) Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;
- d) Deciding on investments or sales of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e) Deciding on amendments and additions to the Company's Charter;
- f) Approving the annual financial statements;
- g) Deciding on the repurchase of more than 10% of the total number of shares sold of each type;
- h) Reviewing and handling violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
- i) Deciding on the reorganization or dissolution of the Company;
- j) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k) Approving the internal regulations on company governance; the operating regulations of the Board of Directors and the Supervisory Board;
- l) Approving the list of approved auditing firms; deciding which auditing firm is approved to conduct an audit of the Company's operations, and dismissing approved auditors when deemed necessary;
- m) Deciding on increasing or decreasing the charter capital; the timing and method of capital raising;
- n) Other rights and obligations as stipulated in the Company's Charter, internal regulations and rules, and current legal regulations.

2. The General Meeting of Shareholders discussed and approved the following matters:

- a) The Company's annual business plan;
- b) Audited annual financial statements;
- c) Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;
- d) Report of the Supervisory Board on the Company's business results, the performance of the Board of Directors and the General Director;
- e) Self-assessment report on the performance of the Supervisory Board and its members;
- f) Dividend rate for each share class;
- g) Number of members of the Board of Directors and the Supervisory Board;
- h) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
- i) Decision on the budget or total amount of remuneration, salaries, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- j) Approval of the list of approved auditing firms; decision on which auditing firm is approved to conduct inspections of the Company's operations when deemed necessary;
- k) Supplementing and amending the Company's Articles;
- l) The types of shares and the number of new shares to be issued for each type of share;
- m) Dividing, separating, merging, consolidating, or transforming the Company;
- n) Reorganizing and dissolving (liquidating) the Company and appointing a liquidator;
- o) Deciding on investments or sales of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- p) Deciding on the repurchase of more than 10% of the total shares sold of each class;
- q) Approving transactions stipulated in Clause 3, Article 55 of the Company's Charter;
- r) Approving the internal regulations on company governance, the operating regulations of the Board of Directors, and the operating regulations of the Supervisory Board;
- s) Other matters as prescribed by law and the Company's Charter.

3. All resolutions and matters included on the agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 4. Convening the meeting, meeting agenda, and notice of invitation to the General Meeting of Shareholders.

1. The Board of Directors convenes annual and extraordinary general meetings of shareholders. The Board of Directors convenes extraordinary general meetings of shareholders in the cases stipulated in Clause 3, Article 20 of the Company's Charter and in accordance with the law.

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

a) Preparing a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than 10 days before the date of sending the notice inviting shareholders to the General Meeting of Shareholders; the Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;

b) Providing information and resolving complaints related to the shareholder list;

c) Preparing the agenda and content of the meeting;

d) Preparing documents for the meeting;

e) Drafting resolutions of the General Meeting of Shareholders according to the planned content of the meeting;

f) Determining the time and place of the meeting;

g) Notifying and sending notices of the General Meeting of Shareholders to all shareholders entitled to attend;

h) Other tasks serving the meeting.

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

a) Meeting agenda and documents to be used in the meeting;

b) List and detailed information of candidates in case of election of Board of Directors members and Supervisory Board members;

c) Voting ballot;

d) Draft resolution for each item on the meeting agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 16 of the Company's Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and submitted to the Company no later than 3 working days before the opening of the meeting. The proposal must clearly state the name of the

shareholder, the number of each type of share held by the shareholder, and the proposed issue to be included in the agenda.

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

- a) The Proposal is submitted improperly according to Clause 2 of this Article;
- b) At the time of the proposal, the shareholder of group of shareholders does not hold at least 05% of common shares;
- c) The proposed matter does not fall within the scope of authority of the General Meeting of Shareholders;
- d) Other cases as stipulated by Law, the Company's Charter and Company's Internal Regulations and rules;

6. The convener of the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the draft agenda and content of the Meeting, except for the cases stipulated in the Clause 5 of this Article: the proposal is officially added to the agenda and content of the Meeting if approved by the General meeting of Shareholders.

7. Only the General Meeting of Shareholders has the right to decide to change the Meeting agenda that was sent with the invitation notice.

Article 5. Procedures for conducting Meeting and voting at the General Meeting of Shareholders

1. Before the Meeting opens, the Company must carry out the shareholder registration procedure and must continue registration until all entitled shareholders present have registered, in the following order:

- a) The organizing committee of the General Meeting of Shareholders will assign one or more individuals to verify the eligibility of shareholders ("Shareholder Eligibility Verification Committee"). Shareholders or their authorized representatives attending the General Meeting of Shareholders must register at the designated registration area before entering the meeting and sign the list of shareholders attending. The Shareholder Eligibility Verification Committee will verify the eligibility of shareholders when they register to attend. Based on the list of shareholders entitled to attend the meeting, the Shareholder Eligibility Verification Committee will compare the personal documents of the shareholders or their authorized representatives, check the meeting invitation/notice, the power of attorney (if any), and other authentic documents as required for each General Meeting of Shareholders or when the Shareholder Eligibility Verification Committee deems it necessary.

In the event that a shareholder or authorized representative does not meet the shareholder eligibility requirements, the Shareholder Eligibility Verification Committee has the right to refuse the participation of that shareholder or authorized representative in the general meeting. If an issue arises that exceeds the Committee's authority, the Shareholder Eligibility Verification Committee shall seek the opinion of the Chairman of the Board of Directors or the Chairperson of the General Meeting for resolution.

b) When registering shareholders, the Company issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes cast by that shareholder. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. At the meeting, the voting cards in favor of the resolution are collected first, followed by those against the resolution, and finally, the total number of votes in favor or against is counted to make a decision. The results of the vote count are announced by the Chairman immediately before the meeting adjourns. The General Meeting elects those responsible for counting or supervising the vote count as proposed by the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

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

d) The authorization of a representative to attend the General Meeting of Shareholders shall be carried out in accordance with Article 22 of the Company's Charter, Article 144 of the Enterprise Law, the guidance in the Notice of Meeting, the Company's guiding documents, and current legal regulations. The convener or the organizing committee of the General Meeting of Shareholders may apply various methods for shareholders to declare and confirm the authorization of a representative in accordance with the actual situation and legal regulations.

e) The conditions for holding a General Meeting of Shareholders are stipulated in Article 25 of the Company's Charter, Article 145 of the Enterprise Law, and other current legal regulations.

2. The election of the chairperson, secretary, and vote counting committee is regulated as follows:

a) The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members

of the Board of Directors shall elect one of them to preside over the meeting by majority vote. If no one can be elected to preside, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect a presiding officer from among those present, and the person with the highest number of votes shall preside over the meeting;

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

c) The chairperson appoints one or more people to serve as meeting secretaries;

d) The General Meeting of Shareholders elects one or more people to the vote counting committee upon the recommendation of the chairperson of the meeting.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically define the time allocated to each item on the agenda;

4. The chairperson of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees; the chairperson of the meeting must:

a) Arrange seating at the General Meeting of Shareholders;

b) Ensure the safety of all persons present at the meeting venues;

c) Facilitate shareholders' attendance (or continued attendance) of the General Meeting.

The person convening the General Meeting of Shareholders has the full right to change the aforementioned measures and apply all necessary measures. These measures may include issuing entry passes or using other selection methods.

5. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by vote of approval, disapproval, or abstention, as prescribed in Clause 6, Article 17 of the Company's Charter. The results of the vote count shall be announced by the presiding officer immediately before the closing of the meeting;

6. Shareholders or their authorized representatives who arrive after the meeting has commenced may still register and have the right to vote immediately after registration; in this case, the validity of the items voted on previously remains unchanged.

7. The person convening or presiding over the General Meeting of Shareholders has the following rights:

a) Require all attendees to undergo security checks or other lawful and reasonable security measures;

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

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

- a) The meeting venue does not have enough convenient seating for all attendees;
- b) The communication facilities at the meeting venue do not ensure that shareholders can participate in discussions and vote;
- c) Some attendees obstruct or disrupt order, potentially preventing the meeting from being conducted fairly and legally.

9. If the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions adopted at that meeting shall be effective.

10. The person convening the General Meeting of Shareholders has the right to decide on the form of meeting: in-person, online, a combination of online and in-person, or other forms appropriate to the actual situation and conditions at the time. If the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic forms as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Government Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.

Article 6. Forms and conditions for adopting resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall adopt resolutions within its authority by voting at the meeting, or by obtaining shareholder opinions in writing, or by other forms as stipulated in the Company's Charter, internal regulations and rules, and current legal regulations.

2. Resolutions are adopted at the General Meeting of Shareholders when approved by shareholders holding more than 50% of the total voting rights of all shareholders attending and voting at the meeting, except as provided in Clauses 3, 4, 5, and 6 of this Article.

3. Resolutions on the following matters shall be adopted at the General Meeting of Shareholders if approved by shareholders representing 65% or more of the total voting rights of all shareholders present and voting at the meeting, except as provided in Clauses 4, 5 and 6 of this Article:

- a) Types of shares and the total number of shares of each type;
- b) Changes in business lines, professions and business sectors;
- c) Changes in the organizational structure of the Company's management;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e) Reorganize or dissolve the Company.

4. In cases where resolutions are adopted through written consultation, the General Meeting of Shareholders' resolution is considered adopted if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote.

5. Voting for members of the Board of Directors and the Supervisory Board must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors or the Supervisory Board are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the Company's Charter is reached. In the event that two or more candidates receive the same number of votes for the last remaining member of the Board of Directors or the Supervisory Board, a re-election will be held among the candidates with the equal number of votes, or a selection will be made according to the criteria stipulated in the election regulations approved by the General Meeting of Shareholders.

6. A resolution of the General Meeting of Shareholders concerning matters that adversely affect the rights and obligations of shareholders holding preferred shares shall only be adopted if approved by preferred shareholders of the same class present at the meeting, holding at least 75% of the total number of preferred shares of that class, or approved by preferred shareholders of the same class holding at least 75% of the total number of preferred shares of that class in the case of adopting the resolution through written consultation.

7. Resolutions of the General Meeting of Shareholders adopted by 100% of the total number of voting shares are legal and effective even if the procedures for convening the meeting; the procedures for obtaining opinions and adopting the resolution violate the provisions of the Enterprise Law and the Company's Charter.

8. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date of adoption; Instead of sending the resolution, it can be posted on the Company's website.

Article 7. Methods of objecting to resolutions of the General Meeting of Shareholders

1. Shareholders or groups of shareholders have the right to request the annulment of a resolution of the General Meeting of Shareholders as stipulated in Article 30 of the Company's Charter and the provisions of the law;

2. Shareholders who voted against a resolution on the reorganization of the Company or changes to the rights and obligations of shareholders as stipulated in the Company's Charter have

the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders adopted the resolution on the matter stipulated in this clause;

3. The Company must repurchase the shares at the request of the shareholder as stipulated in Clause 2 of this Article at market price within 90 days from the date of receipt of the request. If an agreement on the price cannot be reached, the parties may request a valuation organization. The company will present at least three valuation firms for shareholders to choose from, and that choice will be final.

Article 8. Resolutions and Minutes of the General Meeting of Shareholders

1. Shareholders' General Meetings must be recorded in minutes and may also be audio-recorded or recorded and stored electronically. The minutes must be in Vietnamese, and may also be in English, and must include the following main contents:

- a) Name, registered office address, and business registration number;
- b) Time and location of the General Meeting of Shareholders;
- c) Agenda and content of the meeting;
- d) Full name of the chairperson and secretary;
- e) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each item on the agenda;
- f) Number of shareholders and total number of votes cast by shareholders attending the meeting, appendix listing registered shareholders, shareholder representatives attending the meeting with their respective shareholdings and votes;
- g) Total number of votes cast for each voting item, specifying the voting method, total number of valid, invalid, affirmative, and abstention votes; corresponding percentage of the total number of votes cast by shareholders attending the meeting;
- h) Issues that have been approved and the corresponding percentage of votes cast;
- i) Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid only if signed by all other members of the Board of Directors present at the meeting and containing all the information as stipulated in this clause. The minutes shall clearly state the reason why the chairperson or secretary refused to sign the meeting minutes.

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

3. Minutes prepared in both Vietnamese and English have equal legal validity. In case of discrepancies between the Vietnamese and English versions of the minutes, the Vietnamese version shall prevail.

4. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders with their signatures, proxies, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation must be published on the Company's website in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

Article 9. Authority and procedures for obtaining shareholder opinions in writing to adopt resolutions of the General Meeting of Shareholders.

The authority and procedures for obtaining shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders are carried out according to the following regulations:

1. The Board of Directors has the right to obtain shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except as stipulated in Clause 2, Article 3 of these Regulations;

2. The Board of Directors prepares the opinion ballot, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution and sends them to all shareholders with voting rights no later than 10 working days before the deadline for returning the opinion ballot. The requirements and methods for sending the opinion ballot and accompanying documents shall comply with the provisions of Clause 3, Article 24 of the Company's Charter;

3. The opinion poll form must include the following main contents:

a) Name, registered office address, and business registration number;

b) Purpose of the opinion poll;

c) Full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, registered office address of the organization shareholder; or full name, contact address, nationality, and legal document number of the representative of the organization shareholder; number of shares of each class and number of voting rights of the shareholder;

d) Issues requiring an opinion poll for decision-making;

e) Voting options including "agree," "disagree," and "no opinion" for each issue;

f) Deadline for returning the completed opinion poll forms to the Company;

g) Full name and signature of the Chairman of the Board of Directors;

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

a) If sent by mail, the completed opinion ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The ballot sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the vote count;

b) If sent by fax or email, the opinion ballot sent to the Company must be kept confidential until the vote count;

c) Opinion ballots sent to the Company after the deadline specified in the ballot content, or that have been opened in the case of mail or disclosed in the case of fax or email, are invalid. Unsent ballots will be considered as not participating in the vote.

5. The Board of Directors shall count the votes and prepare a vote counting report in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting report must include the following main contents:

- a) Name, registered office address, and business registration number;
- b) Purpose and issues requiring consultation for resolution approval;
- c) Number of shareholders and total number of votes cast, distinguishing between valid and invalid votes, and method of submitting ballots, along with an appendix listing participating shareholders;
- d) Total number of votes in favor, against, and abstentions for each issue;
- e) Issues approved and corresponding percentages of votes in favor;
- f) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote supervisor.

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

6. The vote count minutes and resolutions must be sent to shareholders within 15 days from the date of completion of the vote count. Sending the vote count minutes and resolutions may be replaced by posting them on the Company's website within 24 hours from the time of completion of the vote count;

7. The completed ballots, vote count minutes, approved resolutions, and related documents accompanying the ballots are kept at the Company's head office;

8. A resolution of the General Meeting of Shareholders is adopted by written shareholder consultation if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote.

9. A resolution adopted by written shareholder consultation has the same validity as a resolution adopted at the General Meeting of Shareholders.

Article 10. Procedures for holding a General Meeting of Shareholders to adopt resolutions via online conference.

Besides in-person meetings, annual and extraordinary general meetings of shareholders may be held online in cases where the Board of Directors deems it appropriate.

The online meeting of the general meeting of shareholders will include the following main contents; however, if deemed necessary, the convenor may issue appropriate documents to provide detailed guidance/regulations/adjustments on certain issues related to the organization of the general meeting of shareholders in the aforementioned format, ensuring compliance with current legal regulations.

1. Notice of convening an online General Meeting of Shareholders.

The method of notifying the General Meeting of Shareholders online is the same as the method of notifying the General Meeting of Shareholders in person, as stipulated in Clause 3, Article 4 of these Regulations. In addition, in the case of organizing an online General Meeting of

Shareholders, the convener or the organizing committee of the General Meeting of Shareholders is obligated to prepare additional guidance documents for shareholders registering and attending the meeting online.

2. How to register to attend the online General Meeting of Shareholders.

a) Shareholders will register to attend the online General Meeting of Shareholders according to the instructions sent to shareholders and/or posted on the Company's website. Accordingly, shareholders will access the published link and declare and verify their shareholder status to attend the meeting.

b) Shareholders will only be considered to have attended the online General Meeting of Shareholders when they have logged in and completed the procedures as stipulated in the Regulations on organizing the online General Meeting of Shareholders.

c) The organizing committee will provide shareholders with information on the technical support staff as well as a hotline to assist shareholders in accessing and participating in the meeting.

3. Authorization of a representative to attend the online General Meeting of Shareholders.

The authorization of a representative to attend the online General Meeting of Shareholders shall be carried out in accordance with the provisions of point d, clause 1, Article 5 of these Regulations.

4. Conditions for conducting the meeting

The online General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting meets the minimum quorum as stipulated in point e, clause 1, Article 5 of these Regulations.

5. Online Voting Method

The meeting convener or organizing committee will prepare the system, technical equipment, or means and methods for shareholders/authorized representatives to vote online, electronically, and/or through other electronic means, and record these online votes of shareholders or authorized representatives on the agenda items. The specific method will depend on the electronic system or equipment used by the Company for voting and will be announced to shareholders before each meeting.

6. Vote Counting Method

The organizing committee will apply modern systems and technologies to count the votes of shareholders. The vote count will be based on the number of votes cast by shareholders and/or authorized representatives through online voting, electronic voting, and/or other methods as stipulated by the meeting convener or organizing committee in accordance with the law. The vote counting committee is responsible for the accuracy of this vote count and for any damages arising from resolutions passed due to dishonest or inaccurate vote counting.

7. Announcement of Vote Counting Results

The vote counting results will be announced immediately at the online General Shareholders' Meeting after the vote counting is completed and before the meeting adjourns.

8. Resolutions and Minutes of the Online General Shareholders' Meeting

These shall be implemented in the manner and content as stipulated in Articles 6 and 8 of these Regulations.

Article 11. Procedures for holding a General Meeting of Shareholders to adopt resolutions using a combination of in-person and online conference.

Besides holding the General Meeting of Shareholders in person or online, annual and extraordinary General Meetings of Shareholders may be held in direct form combined with online (in-person and online) in cases where the Board of Directors deems it appropriate.

The General Meeting of Shareholders held in direct form combined with online will include the following main contents; however, if deemed necessary, the convener of the General Meeting of Shareholders may issue appropriate documents to provide detailed guidance/regulations/adjustments on certain issues related to the organization of the General Meeting of Shareholders in the aforementioned format, ensuring compliance with current legal regulations.

1. Notice of convening the General Meeting of Shareholders, combining in-person and online.

The method of notifying shareholders of a combined in-person and online meeting is the same as the method of notifying shareholders of in-person meeting as stipulated in Clause 3, Article 4 of these Regulations. In addition, in the case of a combined in-person and online meeting, the convener or the organizing committee of the meeting is obligated to prepare additional guidance materials for shareholders registering and attending the meeting online/in person, and to prepare and arrange appropriate equipment at the venue for the in-person meeting.

2. Registration procedures for attending the General Meeting of Shareholders, combining in-person and online participation.

a) For shareholders attending in person: registration should be done at the meeting venue as per the registration procedure for in-person meetings as stipulated in point a, Clause 1, Article 5 of these Regulations.

b) For shareholders attending online: registration should be done as instructed in Clause 2, Article 10 of these Regulations.

3. Conditions for Conducting

A combined in-person and online General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting meets the minimum quorum as stipulated in point e, clause 1, Article 5 of these Regulations.

4. Voting Methods

Shareholders may vote by: (i) voting in person at the meeting, (ii) electronic voting or other electronic methods, or (iii) other methods as prescribed by the meeting convener or organizing committee in accordance with the law.

5. Vote Counting Method

The organizing committee will apply modern systems and technologies to count the votes of shareholders. The vote count will be based on the number of votes cast by shareholders and/or authorized representatives through online voting, electronic voting, and/or other methods as

stipulated by the convenor or the organizing committee in accordance with the law. The vote counting committee is responsible for the accuracy of this vote count and for any damages arising from resolutions passed due to dishonest or inaccurate vote counting.

6. Announcement of Vote Counting Results

The vote counting results will be announced immediately at the online General Meeting of Shareholders after the completion of the vote count and before the closing of the meeting.

7. Resolutions and Minutes of the Online General Meeting of Shareholders

These will be implemented in the manner and content as stipulated in Articles 6 and 8 of these Regulations.

Article 12. Other forms of General Meeting of Shareholders

The sequence and procedures for organizing a General Meeting of Shareholders in other forms are decided by the convenor depending on the circumstances, but must ensure compliance with the law, the Company's Charter, this Regulation, and other relevant regulations and rules.

**CHAPTER III
BOARD OF DIRECTORS**

Article 13. Regarding the organization, rights, obligations, and activities of the Board of Directors

The organization, rights, obligations, and activities of the Board of Directors are stipulated in the Company's Charter and the Regulations on the Operation of the Board of Directors issued by the Company's Board of Directors.

Article 14. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees to oversee development policy, human resources, compensation, internal audit, and risk management. The number of members in each subcommittee is determined by the Board of Directors and must be at least three, including members of the Board of Directors and external members. The subcommittee's activities must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only valid when a majority of members attend and vote in favor at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with applicable laws and regulations and the provisions of the Company's Charter and this Regulation.

Article 15. Person in charge of Company governance

1. The Board of Directors shall appoint at least one person to be in charge of company governance to support the company's governance. The person in charge of company governance may also serve as the company secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.

2. The person in charge of company governance shall not simultaneously work for an approved auditing firm that is auditing the company's financial statements.

3. The person in charge of company governance has the following rights and obligations:

- a) To advise the Board of Directors and the Chairman of the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and shareholders. To advise, assist, and perform tasks assigned by the Board of Directors, the Chairman, and the members of the Board of Directors.
- b) To prepare for meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
- c) To advise on the procedures of the General Meeting of Shareholders and the Board of Directors;
- d) To attend the General Meeting of Shareholders and the Board of Directors;
- e) To advise on the procedures for drafting resolutions of the General Meeting of Shareholders and the Board of Directors in accordance with the law;
- f) To provide financial information, copies of the minutes of the Board of Directors meetings, and other information to members of the Board of Directors and members of the Supervisory Board;
- g) Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;
- h) Serving as the point of contact with the Company's stakeholders;
- i) Maintaining the confidentiality of the Company's information in accordance with the law and the Company's Articles of Association;
- j) Other rights and obligations as stipulated by applicable law, the Company's Articles of Association, and the Company's internal regulations and rules.

CHAPTER IV DIRECTOR GENERAL AND OTHER EXECUTIVES

Article 16. Organization of the administrative apparatus

The Company's management system must ensure that all units, individuals, and managers within the executive apparatus are accountable to the Board of Directors and have the obligation to report and provide explanations; they must perform their assigned duties and responsibilities well to improve the Company's operational efficiency; and they must be subject to the inspection, supervision, direction, and urging of the Board of Directors in the implementation of the annual business plan, investment projects, strategic objectives, medium-term development plans, and in the management of all daily operations of the Company. The Company has a General Director, Deputy General Directors, and Chief Accountant. The appointment, dismissal, removal, signing of contracts, and termination of contracts for the above-mentioned positions must be approved by resolution or decision of the Board of Directors.

Article 17. Company Executives

1. The Company's Executive staff includes the General Director, Deputy General Director, and Chief Accountant.

2. Upon the General Director's recommendation and with the approval of the Board of Directors, the company may recruit other executives in a number and according to standards consistent with the company's structure and management regulations as stipulated by the Board of Directors. The Company's Executive are responsible for performing their duties in the best and most efficient way to support the company in achieving its operational and organizational goals.

3. The General Director receives a salary and bonuses. The salaries and bonuses of the General Director and other company executives are determined by the Board of Directors, based on the executive salary fund approved annually by the General Meeting of Shareholders.

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

Article 18. Appointment, dismissal, duties and powers of the General Director

1. The Board of Directors appoints one member of the Board of Directors or hires another person to be the General Director. If the Board of Directors hires a General Director through an employment contract, the specific powers, responsibilities, obligations, and duties of the General Director are detailed in the employment contract; resolutions, decisions, regulations, and internal management rules of the Board of Directors; and the Company's Charter.

2. The General Director manages the daily business operations of the Company according to the delegation, authorization, requests, directives, and assignments of the Board of Directors; is accountable and subject to inspection and supervision by the Board of Directors and the Supervisory Board; and is responsible to the Board of Directors and to the law for the exercise of assigned rights and obligations.

3. The term of appointment or employment contract for the General Director shall not exceed 5 years and may be reappointed or re-hired at the discretion of the Board of Directors. The General Director must meet the standards and conditions stipulated in Article 46 of the Company's Charter.

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

a) Immediately upon being recruited, hired/appointed by the Board of Directors, and/or no later than January of each year, the General Director must develop and submit to the Board of Directors for approval the General Director's Action Program to implement the Company's annual business plan, market development solutions, customer marketing, increasing market share, enhancing the Company's competitiveness, and propose and recommend solutions for rationalizing production, improving technological processes, restructuring the management apparatus, mobilizing resources to serve investment projects, business strategy, the Company's medium-term development plan, and solutions to overcome difficulties, obstacles, existing problems, and other issues of the Company. The General Director must also develop monthly, quarterly, and annual operational plans for the Company's Executive Board and submit them to the Board of Directors for approval no later than the first week of that month, quarter, or year;

b) Implement the General Director's Action Program approved by the Board of Directors; preside over the implementation of the monthly, quarterly, and annual operational plans of the Company's Executive Board and organize the implementation of policies, resolutions, decisions,

directives, and requirements of the General Meeting of Shareholders, the Board of Directors, and the Chairman of the Board of Directors to achieve the highest goals, results, and efficiency. Promptly report, explain, and seek guidance from the Board of Directors and the Chairman of the Board of Directors on issues arising in the daily operation of the Company that exceed the General Director's authority;

c) Directing, assigning tasks, and evaluating the level of task completion as a basis for paying salaries and bonuses to the Deputy General Directors, Chief Accountant, and units, individuals, and managers in the Company's executive apparatus to ensure the effective implementation of the General Director's Action Program, the monthly, quarterly, and annual operational plans of the Company's Executive Board, and other objectives and tasks of the Company's Executive Board, based on compliance with resolutions, decisions, policies, requirements, directives, and conclusions of the Board of Directors and the Chairman of the Board of Directors;

d) Deciding on matters related to the Company's business operations and daily activities according to the delegation, authorization, requests, directives, and assignments of the Board of Directors, and not within the authority of the General Meeting of Shareholders, the Board of Directors, the Chairman of the Board of Directors and other legal representatives of the Company;

e) Developing and submitting to the Board of Directors for approval the Company's annual business plan, budget, and medium-term plan. Organizing the implementation of the Company's business plan and investment plan. Deciding on investments, asset sales; purchase, sale, loan, lending, lease, and rental contracts; commercial business contracts, and business cooperation contracts; Transactions involving pledges, mortgages, guarantees, compensation, and other contractual transactions of the Company are conducted according to the delegation and authorization of the Board of Directors through the Company's Financial Management Regulations issued by the Board of Directors or according to resolutions and decisions of the Board of Directors, except in cases where the General Director no longer has the legal capacity to represent the Company;

f) Propose to the Board of Directors the organizational structure plan of the Company; the internal management regulations and rules of the Company;

g) Appoint, dismiss, remove, sign contracts, and terminate contracts for the positions of Director/Deputy Director of branches and equivalents, Department Head/Deputy Department Head and equivalents after approval by the Board of Directors;

h) Decide on salaries and other benefits for employees in the Company and those under the General Director's appointment authority;

i) Submit the annual labor utilization plan to the Board of Directors for approval. Recruit employees according to the annual labor utilization plan approved by the Board of Directors;

j) Propose dividend payment plans or business loss handling; suggest to the Board of Directors measures to improve the Company's business and management efficiency;

k) Propose to the Board of Directors to appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders, and the Board of Directors in

companies in which the Company has capital contributions, and decide on the remuneration and other benefits of those representatives;

l) Perform tasks, duties, and requests assigned by the Board of Directors and the Chairman of the Board of Directors;

m) Other rights and obligations as stipulated by law, the Company's Charter, internal management regulations, resolutions, decisions, directives of the Board of Directors, and employment contracts signed with the Company.

5. The General Director is accountable to the Board of Directors, the Chairman of the Board of Directors, and the General Meeting of Shareholders for the performance of assigned duties and powers, and must provide explanations and reports to competent authorities when requested.

6. The General Director must manage the Company's daily business operations in accordance with the law, the Company's Charter, the employment contract signed with the Company, and the resolutions and decisions of the Board of Directors; implement the directives, requests, and conclusions of the Chairman of the Board of Directors in the implementation of the Board's policies, resolutions, and decisions. If the General Director's actions are contrary to the provisions of this clause and cause damage to the Company, the General Director shall be held legally responsible and liable for compensation to the Company.

7. The Board of Directors may dismiss or terminate the contract of the General Director when a majority of the Board members with voting rights present at the meeting approve and sign a new contract, appointing a new General Director to replace him/her. During the process of appointing the General Director, the Board of Directors decides to assign duties to another Company Manager or Company Executive to exercise the rights and responsibilities of the General Director.

Article 19. Standards and conditions for becoming General Director

1. The General Director must meet the following standards and conditions:

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

b) Not be a family member of the Company's Manager, a Member of the Supervisory Board of the Company and the parent company; the representative of state capital, or the representative of enterprise capital in the Company and the parent company;

c) Possess professional qualifications and experience in the Company's business management.

2. The General Director shall automatically lose his or her position and be replaced in the following cases:

a) Loss of civil capacity, death;

b) Violation of legal regulations regarding cases where he or she is prohibited from holding office;

c) When a court decides to expel him or her or the court prohibits him or her from holding office, practicing a profession, or performing a specific job;

d) The company's business registration certificate is revoked;

3. The General Director shall be dismissed, removed from office, or have their contract terminated in any of the following cases:

- a) Failure to complete the Company's annual business plan; failure to implement or ineffective implementation of development plans, strategies, objectives, and tasks assigned by the Board of Directors, except in cases where an explanation is approved by the Board of Directors;
- b) Having limited civil capacity; having difficulties in understanding and controlling their actions;
- c) Not meeting the standards and conditions as prescribed in Clause 1 of this Article;
- d) Submitting a resignation letter (clearly stating the reasons for resignation) to the Board of Directors and the Supervisory Board of the Company at least 45 days before ceasing to perform their duties and powers;
- e) By decision of the Board of Directors;
- f) Other cases as prescribed in the Company's Charter, internal regulations and rules, and current legal regulations.

Article 20. Operating procedures of the Executive apparatus

1. To ensure the effective operation of the Executive Board, the General Director is responsible for issuing the operating procedures of the Executive Board, including but not limited to the following:

- a) The number of regular meetings (chaired by the General Director or a person authorized by the General Director to chair - collectively referred to as meetings of the General Director);
- b) Procedures for organizing and conducting meetings of the General Director;
- c) Convening, content, organization, and chairing of meetings of the General Director;
- d) Procedures for making decisions in meetings of the General Director and signing all documents, decisions, and minutes of meetings of the General Director;
- e) Form and timeframe for meeting notices;
- f) Meeting secretary, minutes of meetings of the General Director, and archiving procedures;

2. Meetings of the General Director and the Executive Board are only valid when at least two-thirds of the members are present (excluding meetings and direct discussions between the General Director and the Deputy General Director, and the Chief Accountant...). Absences of members must have a valid reason and be approved.

3. Members of the Executive Board are responsible for providing full reports as required on their assigned tasks and proposing solutions, but must adhere to the General Director's directives and conclusions. If they have differing opinions, they have the right to reserve their views or report them to the Company's Board of Directors in writing.

Article 21. Salary, bonuses, and other benefits for the Executive Board

1. The Board of Directors determines the salaries and bonuses of the General Director, Deputy General Director, and Chief Accountant based on the General Director's proposal, as stipulated in the Company's Charter.

2. The Board of Directors is responsible for issuing policies/regulations regarding salaries, bonuses, and other benefits for management personnel appointed by the Board of Directors.

Article 22. Assessment of the operational capacity of the Executive apparatus

1. The Board of Directors is responsible for issuing regulations on evaluating the performance and results of members of the Executive Board. These regulations must include at least the following: methods, frequency, procedures, and sequence of evaluation.

2. The Board of Directors may also rely on: (i) self-assessments of the performance of members of the Executive Board and (ii) the General Director's evaluation of those members of the Executive Board.

**CHAPTER V
SUPERVISORY BOARD**

Article 23. Regarding the organization, rights, obligations, and activities of the Supervisory Board

The organization, rights, obligations, and activities of the Supervisory Board are stipulated in the Company's Charter and the Regulations on the operation of the Supervisory Board issued by the Company's Supervisory Board.

**CHAPTER VI
PROCEDURES AND PROCESSES FOR COORDINATED ACTIVITIES**

Article 24. Working Principles

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and the Executive Management are responsible for carrying out their assigned duties and must seriously coordinate their activities to protect the legitimate interests of shareholders and promote the development of the Company.

2. All members have the right to reserve their opinions, agreeing or disagreeing on a matter, and are responsible for explaining their opinions when requested.

Article 25. Procedures for coordinating the activities of the Supervisory Board.

1. When needing to access the Company's information and documents, the Supervisory Board is obligated to clearly state the reason in the written request and to maintain absolute confidentiality of the information obtained during the monitoring of the Company's operations. Disclosure of such information is only permitted upon request from a competent authority or with the consent of the General Meeting of Shareholders.

2. This information and documentation includes, but is not limited to:

- a) Meeting notices and related documents, opinion forms for Board of Directors members;
- b) Minutes and resolutions of the Board of Directors;
- c) Reports of the General Director;
- d) Information and documents on the management and operation of business activities;
- e) Business performance reports, financial statements;
- f) Reports evaluating the management work of the Board of Directors;

And are provided according to the following principle: Documents of the Board of Directors and the General Director are sent to the Supervisory Board at the same time as they are sent to the members of the Board of Directors.

3. In relation to the Company's management and executive apparatus: The Supervisory Board has the function of inspecting and supervising according to the following specific procedures:

a) Members of the Supervisory Board have the right to request the General Director and other management members to facilitate access to records and documents related to the Company's business operations at the Head Office or where records are stored.

b) Regarding the activities of the General Director and the management and executive apparatus, based on regular activity reports and individual information requests from the Supervisory Board, the Supervisory Board has the right to propose to the Board of Directors to review the General Director's decisions. In case of signs of violations of the law, the Company's Charter and potentially causing significant material damage or damage to the Company's reputation, the Supervisory Board has the right to propose to the General Director to immediately stop the implementation of those decisions. Within one (01) hour from the time of the request, the Supervisory Board must inform the members of the Board of Directors of its opinion. The Chairman of the Board will issue a notice regarding the suspension of the CEO's decision.

c) For information and documents on business management and operation, business performance reports, and financial reports, the Supervisory Board's request must be sent to the Company at least forty-eight (48) hours in advance.

d) For the use of independent external consultants, the Supervisory Board must provide information on the scope, value, and other material contents within forty-eight (48) hours from the time of establishing such services.

4. In its relationship with the Board of Directors, the Supervisory Board has the role of monitoring, coordinating, advising, and providing complete, timely, and accurate information in accordance with the following procedures:

a) Regularly inform the Board of Directors about the results of the Supervisory Board's activities, and consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

b) When inspecting and monitoring, if a member of the Supervisory Board discovers an ongoing incident causing damage to the Company's assets, they shall propose solutions and report to the Head of the Supervisory Board for timely guidance. If no better corrective measures are available, the Head of the Supervisory Board shall discuss the matter with the Board of Directors for resolution, and then report to the General Meeting of Shareholders.

c) The Supervisory Board's periodic and unscheduled inspections must have written conclusions within ten (10) working days from the date of completion of the inspection, and send them to the Board of Directors to provide additional basis for the Board of Directors in managing the Company. Depending on the level and results of the inspection, the Supervisory Board must discuss and reach a consensus with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the Board of Directors

may reserve its opinion and record it in the minutes, and the Head of the Supervisory Board is responsible for reporting to the nearest General Meeting of Shareholders.

d) For proposals to amend, supplement, or improve the organizational structure of management and operation, the Supervisory Board must send the written document along with relevant documents at least ten (10) working days before the expected date of receiving the response.

e) For the verification of audited financial statements, the Supervisory Board must provide written feedback within ten (10) working days.

f) For other files and documents that the Board of Directors sends to the Supervisory Board for comments, the Supervisory Board will respond within five (5) working days.

Article 26. Procedures for coordinating the activities of the Board of Directors

1. Coordination with the Supervisory Board:

a) The agenda and content of the Board of Directors' meetings must be sent to the members of the Supervisory Board at the same time as the Board of Directors' members.

b) Resolutions of the Board of Directors must be sent to the Supervisory Board (at the same time as the General Director) within five (5) days from the date of issuance of the resolution.

c) For proposals to select independent auditors, the Board of Directors must request written feedback within five (5) working days.

2. Coordination with the Company's Management and Executive apparatus:

a) For the organization of the Annual General Meeting of Shareholders, the Board of Directors must notify the General Director about the coordination and use of resources at least forty-five (45) days in advance.

b) When the Board of Directors delegates authority to subordinate staff of the Board of Directors or members of the Management and Executive apparatus, this delegation must ensure: (i) the content must be expressed in a resolution or authorization document with a majority of signatures of the members of the Board of Directors; (ii) the original copy must be sent to the General Director and the information must be provided to the person in charge of Company administration; and (iii) other legal requirements regarding delegation must be met.

c) For matters that the Board of Directors must approve based on the General Director's proposal, the Board of Directors must respond within seven (7) working days or another period agreed upon by the parties.

d) Decisions to temporarily suspend decisions of the General Director and the Chairman of the Board of Directors must be in writing and sent by registered mail or delivered in person in the presence of the Company Secretary.

e) The Board of Directors uses the Company's personnel and equipment to serve its work. The General Director is responsible for ensuring the provision of personnel and equipment for the Board of Directors upon receiving a request.

f) Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and managers of the Company's units to provide information and documents on the financial situation and business operations of the Company and its units.

The requested managers must provide timely, complete, and accurate information and documents as requested by the members of the Board of Directors.

g) The Board of Directors is responsible for responding to the following: recommendations regarding the Charter; internal regulations on governance of the Company; organizational structure and number of Managers within fifteen (15) working days from the date of receipt of the proposal.

h) For matters approving transactions with related parties or material transactions, the Board of Directors must respond in writing within seven (7) working days.

i) For reports evaluating the General Director and members of the Executive Management Team, the Board of Directors must send the draft to the relevant parties in advance at a reasonable time.

j) In case the Board of Directors meeting invites members of the Supervisory Board, members of the Executive Management Team or any management level, the Board of Directors is responsible for sending the meeting invitation notice and preparation materials (if any) at least five (5) days in advance.

k) Matters sent for the General Director's opinion: salary and other benefits of managers, personnel matters must be sent at least three (3) working days in advance.

Article 27. Procedures for coordinating the activities of the Executive apparatus.

1. In relation to the Board of Directors: The General Director and members of the executive management team are the executive and operational bodies of the Company.

a) The General Director has the right to decide on measures exceeding his/her authority in emergency situations such as natural disasters, enemy attacks, fires, unexpected incidents, or force majeure events, but must report in writing to the Board of Directors as soon as possible and is responsible to the Board of Directors and the nearest General Meeting of Shareholders for such decisions.

b) The General Director has the right to refuse to implement and reserve his/her opinions on decisions of the Board of Directors if he/she believes that such decisions are unlawful or harmful to the interests of shareholders. In this case, the General Director must immediately submit a written explanation to the Board of Directors and the Supervisory Board.

c) Before undertaking tasks requiring approval from the Board of Directors, the General Director shall submit a proposal along with supporting documents to the Board of Directors as soon as possible.

2. In their relationship with the Supervisory Board, the General Director and members of the Executive Board are responsible for receiving feedback, providing explanations, and coordinating their work.

Article 28. Reporting of the Executive Board to the Board of Directors on the performance of assigned duties and powers.

1. The General Director is responsible for reporting in writing to the Board of Directors on the performance of assigned duties and powers, periodically (quarterly, semi-annually, annually) or when requested.

2. When necessary, the Board of Directors has the right (through communication from the General Director or in writing from the Chairman of the Board of Directors) to request members of the Executive Board and heads and deputy heads of departments and units under the Company to report on the performance of assigned duties and powers.

Article 29. Review of the implementation of notices, conclusions, resolutions, decisions, and other delegated matters of the Board of Directors to the Executive Board.

1. Periodically (monthly, quarterly, every six months, annually), the General Director must convene a meeting of the Company's Executive Board to review and evaluate the implementation of notices, conclusions, resolutions, and decisions of the Board of Directors.

2. Meeting minutes must be archived and used as a basis for quoting and including information in the Executive Board's reports.

Article 30. Issues that the Executive Board must report, provide information on, and the method of notifying the Board of Directors and the Supervisory Board.

1. Results of implementing notices, conclusions, resolutions, and decisions of the Board of Directors and the General Meeting of Shareholders; the Company's business plan and investment plan; and the business plan approved by the Board of Directors and the General Meeting of Shareholders.

2. Report on the Company's operational activities, including detailed information on the Company's organization and operations.

3. On October 31st of each year, the General Director must submit to the Board of Directors for approval the detailed business plan for the following fiscal year.

4. Proposals for measures to improve the Company's operations and management.

5. Propose the number of management personnel and other positions that the Company needs to recruit for the Board of Directors to appoint or dismiss as necessary, in order to implement the good management practices and structures proposed by the Board of Directors, and advise the Board of Directors on policies regarding management personnel.

6. Consult with the Board of Directors to decide on the number of employees, policies, and other terms related to employment contracts.

7. Prepare and submit to the Board of Directors for approval long-term, annual, and monthly budgets (including balance sheets, business performance reports, and projected cash flow statements) to support the Company's management activities according to the business plan.

8. All information and reports shall be submitted in writing to the Chairman of the Board of Directors and the Head of the Supervisory Board.

Article 31. Coordination of control, management, and supervision activities among members of the Board of Directors, members of the Supervisory Board, and members of the Executive Board.

1. Members of the Board of Directors, Supervisory Board, and Executive Board regularly exchange information and provide mutual support and assistance in accordance with the Charter, working regulations, and joint action plan.

2. Members of the Board of Directors, Supervisory Board, and Executive Board do not interfere with the operational work according to the different functional responsibilities of each organization.

3. In urgent cases, members of the Board of Directors, Supervisory Board, and Executive Board may immediately inform (through meetings, phone calls, emails, etc.) the Chairman of the Board of Directors, the Head of the Supervisory Board, the General Director, or all three for resolution.

CHAPTER VII

RESPONSIBILITIES OF BOARD OF DIRECTORS MEMBERS, SUPERVISORY BOARD MEMBERS, GENERAL MANAGER AND OTHER EXECUTIVES

Article 32. Responsibilities of Company Managers

1. Members of the Board of Directors, the General Director, and other managers have the following responsibilities:

a) To exercise the rights and obligations assigned to them in accordance with the Law on Enterprises, other relevant laws, the Company Charter, and resolutions of the General Meeting of Shareholders;

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

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

d) To promptly, fully, and accurately inform the Company of the contents stipulated in Clause 2, Article 56 of the Company Charter;

2. Members of the Board of Directors, the General Director, and other managers who violate the provisions of Clause 1 of this Article shall be held personally or jointly liable to compensate for lost benefits, return received benefits, and fully indemnify the Company and third parties for all damages.

Article 33. Responsibility for honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers must disclose their relevant interests in accordance with the Law on Enterprises and related legal documents.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related parties may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital, and those

entities themselves or their related parties, as stipulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the securities law regulations on information disclosure.

4. Members of the Board of Directors are not permitted to vote on transactions that benefit that member or their related parties as stipulated in the Enterprise Law.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related parties are prohibited from using or disclosing insider information to others for the purpose of conducting related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these entities shall not be invalidated in the following cases:

a) For transactions with a value less than or equal to 35% of the total value of assets recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, have been reported to the Board of Directors and approved by a majority vote of the Board members who have no related interests;

b) For transactions exceeding 35% or transactions resulting in a transaction value of 35% or more of the total asset value recorded in the most recent financial statement within 12 months from the date of the first transaction, the significant details of the transaction, as well as the relationship and interests of the Board of Directors, Supervisory Board members, General Director, and other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders through a vote of shareholders without an vested interest.

Article 34. Transactions with Shareholders, Company Managers, and related parties of these entities.

1. The company is prohibited from providing loans or guarantees to individual shareholders and their related parties.

2. The company is prohibited from providing loans or guarantees to institutional shareholders and their related parties.

3. The company is prohibited from providing loans or guarantees to related parties of institutional shareholders, except when the company and the related party are a group of companies, including a parent company and its subsidiaries, and this transaction is approved by the General Meeting of Shareholders or the Board of Directors as stipulated in the Company's Charter and where the law provides otherwise.

4. The Company may only conduct the following transactions after obtaining approval from the General Meeting of Shareholders:

a) Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Director, and Chief Accountant who are not shareholders, and related individuals or organizations of these individuals or entities;

In the case of granting loans or guarantees to related organizations of members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Director, and Chief Accountant, where the Company and that organization are companies operating as a group of companies, including parent company - subsidiary company, the General Meeting of Shareholders or the Board of Directors shall approve in accordance with the Company's Charter;

b) Transactions with a value of 35% or more, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statement, between the Company and one of the following parties:

- Members of the Board of Directors, members of the Supervisory Board, General Director, Deputy General Director, Chief Accountant, and related parties of these parties;

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

- Enterprises that members of the Board of Directors, members of the Supervisory Board, General Director, Deputy General Director, and Chief Accountant are required to declare according to the provisions of Clause 2, Article 56 of the Company's Charter;

c) Contracts, loan transactions, or asset sales with a value exceeding 10% of the total asset value recorded in the most recent financial statement between the Company and shareholders owning 51% or more of the total voting shares or related parties of such shareholders.

d) Other contracts and transactions not specified in Clause 5 of this Article.

5. The Board of Directors approves contracts and transactions stipulated in point b, clause 4 of this Article that have a value less than 35% of the total asset value recorded in the Company's most recent financial statement. In this case, the Company's representative signing the contract or transaction must notify the members of the Board of Directors and the members of the Supervisory Board about the parties involved in that contract or transaction and must attach a draft contract or the main contents of the transaction. The Board of Directors approves the contract or transaction within 15 days from the date of receiving the notification; members of the Board of Directors with an interest related to the parties in the contract or transaction do not have the right to vote.

6. In cases where a contract or transaction is approved as stipulated in Clause 4 of this Article, the Company's representative signing the contract or transaction must notify the Board of Directors and the Supervisory Board of the parties involved in that contract or transaction and send a draft contract or notification of the main contents of the transaction. The Board of Directors shall present the draft contract or transaction or explain the main contents of the contract or transaction at the General Meeting of Shareholders or obtain shareholder opinions in writing. In this case, shareholders with interests related to the parties in the contract or transaction do not have the right to vote; the contract or transaction is approved as stipulated in Clauses 3 and 4 of Article 27 of the Company's Charter.

7. A contract or transaction shall be invalidated by a court decision and processed according to the provisions of the law when it is signed in violation of the provisions of this Article; 7. The signatories of contracts and transactions, shareholders, members of the Board of Directors, or the

General Director involved shall be jointly liable for compensation for damages incurred and shall reimburse the Company for any profits obtained from the execution of such contracts and transactions.

8. The Company must publicly disclose relevant contracts and transactions in accordance with relevant laws.

Article 35. Disclosure of related interests

The disclosure of the company's interests and related parties is carried out according to the following regulations:

1. The company must compile and update a list of its related parties as stipulated in Clause 46, Article 4 of the Securities Law and their corresponding contracts and transactions with the company. The person in charge of corporate governance is responsible for advising the Board of Directors on the implementation and inspection and supervision of the issues mentioned in Clauses 1, 2, 3, 4, and 5 of this Article.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, the Deputy General Director, and the Chief Accountant must declare to the company their related interests, including:

a) The name, enterprise code, head office address, industry, and business activities of the enterprise in which they own or hold capital contributions or shares; the percentage and time of ownership of those capital contributions or shares;

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

3. The declaration stipulated in Clause 2 of this Article must be made within 7 working days from the date the related interest arises; any amendments or additions must be notified to the Company within 7 working days from the date of the corresponding amendments or additions;

4. The retention, disclosure, review, extraction, and copying of the list of related parties and related interests declared in Clauses 1 and 2 of this Article shall be carried out as follows:

a) The Company must notify the list of related parties and related interests to the General Meeting of Shareholders at the annual meeting;

b) The list of related parties and related interests shall be kept at the Company's head office; if necessary, part or all of the contents of the aforementioned list may be kept at the Company's branches;

c) Shareholders, authorized representatives of shareholders, members of the Board of Directors, Supervisory Board, General Director and other managers have the right to review, extract and copy part or all of the contents of the declaration;

c) Shareholders, authorized representatives of shareholders, members of the Board of Directors, Supervisory Board, General Director, and other managers have the right to review, extract, and copy part or all of the declaration;

d) The company must facilitate access, review, extraction, and copying of the list of related parties and related interests for the persons specified in point c of this clause as quickly and conveniently as possible; it must not prevent or hinder them from exercising this right. The procedures for reviewing, extracting, and copying the declaration of related parties and related interests shall be carried out in accordance with the Company's Charter;

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

Article 36. Disclosure of Information

1. The company must submit annual financial statements approved by the General Meeting of Shareholders to the competent state authority in accordance with the law on accounting and other relevant laws.

2. The company shall publish the following information on its website:

a) Company Charter;

b) Curriculum vitae, educational qualifications and professional experience of the members of the Board of Directors, members of the Supervisory Board, and the General Director of the Company;

c) Annual financial statements approved by the General Meeting of Shareholders;

d) Annual performance evaluation reports of the Board of Directors and the Supervisory Board.

3. The company shall disclose and publicize information in accordance with the securities law and other applicable laws.

CHAPTER VIII PERFORMANCE EVALUATION, REWARDS AND DISCIPLINE

Article 37. Performance Evaluation

1. The Board of Directors is responsible for establishing performance evaluation standards for its members, the General Director, and members of the executive management team.

2. Performance evaluation standards must harmonize the interests of the executive management personnel with the long-term interests of the Company and its shareholders. The financial and non-financial indicators used in the evaluation are carefully considered and decided upon by the Board of Directors at each given time. Non-financial indicators may be categorized by area such as stakeholders, operational processes and efficiency, and internal growth.

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

4. The evaluation of the Supervisory Board members' performance is conducted according to the methods outlined in the Supervisory Board's operating regulations.

5. The evaluation of the General Director's performance is carried out by the Board of Directors. When evaluating performance, the General Director may not participate in the evaluation as a member of the Board of Directors (if the General Director is also a member of the Board of Directors).

6. The evaluation of the Deputy General Directors, Chief Accountant, and other managers is conducted according to regulations proposed by the General Director and approved by the Board of Directors.

Article 38. Awards

The Board of Directors is responsible for establishing the reward system. Rewards are given based on performance evaluations as stipulated in Article 37 of these Regulations.

Article 39. Discipline

1. The Board of Directors is responsible for establishing a disciplinary system based on the nature and severity of the violation. Disciplinary action must take the highest form of dismissal or removal from office.

2. Members of the Board of Directors, the Supervisory Board, and the Executive Board who fail to fulfill their duties in accordance with the requirements of honesty, diligence, care, and responsibilities will be held personally liable for any damages caused.

3. Members of the Board of Directors, the Supervisory Board, and the Executive Board who violate legal regulations or company regulations while performing their duties will be subject to disciplinary action, administrative penalties, or criminal prosecution depending on the severity of the violation, as stipulated by the disciplinary system and the law. In cases where damage is caused to the interests of the Company, shareholders, or others, compensation will be required according to the law.

Article 40. Liability for damages and compensation

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who violate their duties and responsibilities of honesty and diligence, or fail to fulfill their obligations with conscientiousness and professional competence, shall be held liable for any damages caused by their misconduct.

2. The Company shall compensate persons who have been, are, or may become parties involved in claims, lawsuits, or prosecutions (including civil and administrative cases, and not cases in which the Company is the plaintiff) if that person has been or is a member of the Board of Directors, a member of the Supervisory Board, the General Director, other executives, employees, or authorized representatives of the Company, or if that person has acted or is acting at the request of the Company as a member of the Board of Directors, an executive, an employee, or an authorized representative of the Company, provided that person acted honestly, carefully, and diligently in the interests of or not in conflict with the interests of the Company, in compliance with the law, and there is no evidence to confirm that that person has violated their responsibilities.

3. When performing functions, duties, or carrying out tasks authorized by the Company, members of the Board of Directors, members of the Supervisory Board, other executives, employees, or authorized representatives of the Company shall be compensated by the Company

when becoming a party involved in claims, lawsuits, or prosecutions (except for lawsuits initiated by the Company) in the following cases:

a) Having acted honestly, carefully, and diligently in the interests of and not in conflict with the interests of the Company;

b) Complying with the law and having no evidence confirming that they failed to fulfill their responsibilities.

4. Compensation costs include expenses incurred (including attorney fees), judgment costs, fines, and payments arising in practice or considered reasonable in resolving these cases within the framework of the law. The Company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

CHAPTER IX COMPANY GOVERNANCE TRAINING

Article 41. Training in company governance

Members of the Board of Directors and Supervisory Board, the General Director, Deputy General Directors, and other management staff of the Company are required to participate in basic company governance training courses organized by training institutions that offer training programs related to company governance.

CHAPTER X AMENDMENT AND SUPPLEMENTATION OF GOVERNANCE REGULATIONS

Article 42. Amendments and additions to the Governance Regulations

1. Amendments and additions to these Regulations must be approved by the Company's General Meeting of Shareholders.

2. In the event that there are provisions of law related to the Company's operations not addressed in these Regulations, or in the event that new provisions of law differ from the provisions of these Regulations, those provisions of law shall automatically apply and govern the Company's operations.

CHAPTER XI ENFORCEMENT CLAUSES

Article 43. Enforcement Clause

1. Members of the Board of Directors, the General Director and the Executive Board, the Supervisory Board, shareholders and employees of the Company are responsible for complying with this Regulation.

2. In the course of implementation, if any difficulties arise, individuals and units shall report to the Chairman of the Board of Directors in writing for compilation and submission to the General Meeting of Shareholders for consideration.

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

Signed

Nguyen Canh Tinh