

**DRAFT**

**CHAPTER I**  
**GENERAL PROVISIONS**

**Article 1. Interpretation of terms**

1. In these Regulations, the following terms shall have the meanings as follows:
  - a. “Company” means Port of Hai Phong Joint Stock Company;
  - b. “Company Charter” means the Charter on Organization and Operation of Port of Hai Phong Joint Stock Company approved and promulgated by the General Meeting of Shareholders of the Company;
  - c. “General Meeting of Shareholders” or “GMS” means the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company;
  - d. “Board of Management” or “BOM” means the Board of Management of Port of Hai Phong Joint Stock Company;
  - e. “Supervisory Board” or “SB” means the Supervisory Board of Port of Hai Phong Joint Stock Company;
  - f. “Executive Board” includes: the General Director, Deputy General Directors, and Chief Accountant of Port of Hai Phong Joint Stock Company;
2. Other terms used in these Regulations shall have the same meanings as in the Company Charter and current laws.

**Article 2. Scope of regulation and subjects of application**

1. Scope of regulation: These Regulations provide for the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Management, the Supervisory Board, and the General Director; the order and procedures for meetings of the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and removal of members of the Board of Management, the Supervisory Board, and the General Director, and other activities as prescribed in the Company Charter and other current provisions of law.
2. Subjects of application: These Regulations apply to members of the Board of Management, the Supervisory Board, the General Director, and related persons.

**CHAPTER II**

**GENERAL MEETING OF SHAREHOLDERS AND SHAREHOLDERS**

**Article 3. Roles, rights, and obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company.
2. The General Meeting of Shareholders has the following rights and obligations:

- a. To approve the development orientation of the Company;
  - b. To decide on the classes of shares and the total number of shares of each class authorized to be offered; to decide on the annual dividend rate for each class of shares;
  - c. To elect, dismiss, or remove members of the Board of Management and members of the Supervisory Board;
  - d. To decide on investments in or sales of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
  - e. To decide on amendments and supplements to the Company's Charter;
  - f. To approve the annual financial statements;
  - g. To decide on the repurchase of more than 10% of the total number of sold shares of each class;
  - h. To review and handle violations by members of the Board of Management and members of the Supervisory Board that cause damage to the Company and its shareholders;
  - i. To decide on the reorganization or dissolution of the Company;
  - j. To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Management and the Supervisory Board;
  - k. To approve the Internal Corporate Governance Regulations and the Operational Regulations of the Board of Management and the Supervisory Board;
  - l. To approve the list of accredited auditing firms; to decide on the accredited auditing firm to conduct audits of the Company's operations; and to dismiss accredited auditors when deemed necessary;
  - m. Other rights and obligations as prescribed by law, the Company's Charter, and the Company's internal management regulations and rules.
3. The General Meeting of Shareholders discusses and approves the following matters:
- a. The Company's annual business plan;
  - b. Audited annual financial statements;
  - c. Report of the Board of Management on governance and the performance results of the Board of Management and each of its members;
  - d. Report of the Supervisory Board on the Company's business results and the performance results of the Board of Management and the General Director;

e. Self-assessment report on the performance results of the Supervisory Board and its members;

f. Dividend rate for each type of share;

g. The number of members of the Board of Management and the Supervisory Board;

h. Election, removal, and dismissal of members of the Board of Management and the Supervisory Board;

i. Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Management and the Supervisory Board;

j. Approving the list of accredited auditing firms; deciding on the accredited auditing firm to conduct inspections of the Company's activities when deemed necessary;

k. Amendments and supplements to the Company's Charter;

l. Types of shares and the number of new shares to be issued for each type;

m. Division, separation, consolidation, merger, or conversion of the Company;

n. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;

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 number of sold shares of each type;

q. The Company's entry into contracts and transactions as prescribed in Point a, Clause 3, Article 57 and Clause 4, Article 57 of the Company's Charter;

r. Approval of the Internal Regulations on Corporate Governance, the Regulations on the Operation of the Board of Management, and the Regulations on the Operation of the Supervisory Board;

s. Other matters as prescribed by law and the Company's Charter.

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

## **SECTION 1:**

### **GENERAL MEETING OF SHAREHOLDERS ADOPTING RESOLUTIONS BY VOTING AT THE GENERAL MEETING OF SHAREHOLDERS**

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

1. Authority to convene the Annual General Meeting of Shareholders: The Board of

Management convenes the Annual and Extraordinary General Meetings of Shareholders. The Annual General Meeting of Shareholders shall be held once a year and within 04 months from the end of the fiscal year. The Board of Management shall decide to extend the Annual General Meeting of Shareholders if necessary, but not exceeding 06 months from the end of the fiscal year.

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

a. The Board of Management must issue a notice to convene the General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Management, independent members of the Board of Management, or members of the Supervisory Board is as prescribed in Point b, Clause 3, Article 22 of the Company's Charter, or upon receipt of a request as prescribed in Point c and Point d, Clause 3, Article 22 of the Company's Charter;

b. In the event that the Board of Management fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 2 of this Article, within the next 30 days, the Supervisory Board shall replace the Board of Management to notify the convening of the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

c. In the event that the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 2 of this Article, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with Clause 4, Article 140 of the Law on Enterprises;

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

3. The procedures for organizing the General Meeting of Shareholders shall comply with the provisions of Clause 2, Article 26 of the Company Charter.

**Article 5. Chairperson and conduct of the General Meeting of Shareholders**

1. Chairperson and Presidium:

a. The Chairman of the Board of Management shall chair or authorize another member of the Board of Management to chair the General Meeting of Shareholders

convened by the Board of Management. In the event that the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Management shall elect one of them to chair the meeting based on the majority principle. If a chairperson cannot be elected, the Head of the Supervisory Board shall moderate the meeting for the General Meeting of Shareholders to elect a chairperson from among the attendees, and the person with the highest number of votes shall chair the meeting;

b. Except for the cases specified in point a of this clause, the person who signed the notice to convene the General Meeting of Shareholders shall moderate the meeting for the General Meeting of Shareholders to elect a chairperson, and the person with the highest number of votes shall chair the meeting;

c. 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 to reflect the wishes of the majority of the attendees;

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

- To require all attendees to undergo inspection or other lawful and reasonable security measures;

- To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders those who fail to comply with the chairperson's directions, intentionally disturb order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.

e. The Chairperson has the right to adjourn a General Meeting of Shareholders for which a sufficient number of attendees have registered for a maximum of no more than 03 working days from the scheduled opening date of the meeting, and may only adjourn the meeting or change the meeting location in the following cases:

- The meeting venue does not have sufficient convenient seating for all attendees;

- Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;

- There are attendees who obstruct or disrupt order, posing a risk that the meeting may not be conducted fairly and lawfully.

f. Other rights and obligations of the Chairperson as prescribed by current law;

g. The Presidium consists of 03 to 05 persons, including 01 Chairperson and members;

h. Duties of the Presidium:

- Directing the activities of the General Meeting of Shareholders in accordance with the tentative agenda of the Board of Management as approved by the General Meeting of Shareholders;

- Guiding delegates and the General Meeting in discussing the contents included in the agenda;

- Presenting drafts and concluding necessary matters for the General Meeting to vote on;

- Responding to matters requested by the General Meeting;

- Resolving issues arising throughout the General Meeting.

## 2. Meeting Secretary:

a. The Chairperson shall appoint one or several persons to act as meeting secretaries.

### b. Duties of the Meeting Secretary:

- Recording the proceedings of the General Meeting fully and truthfully;

- Receiving speech registration forms from shareholders/delegates;

- Preparing the meeting minutes and drafting the resolution of the General Meeting of Shareholders;

- Assist the Chairperson in disclosing information related to the General Meeting of Shareholders and notifying shareholders in accordance with the law and the Company's Charter;

- Other duties as requested by the Chairperson.

## 3. Vote Counting Committee:

a. The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee upon the proposal of the meeting Chairperson.

### b. Duties of the Vote Counting Committee:

- Disseminate principles, rules, and instructions on voting methods;

- Count and record votes, prepare vote counting minutes, and announce the results; transfer the minutes to the Chairperson for approval of the voting results;

- Notify the secretary of the voting results;

- Review and report to the General Meeting any violations of voting rules or complaints regarding the voting results.

## 4. Shareholder Eligibility Verification Committee:

a. The person convening the General Meeting of Shareholders is responsible

for establishing a Shareholder Eligibility Verification Committee consisting of 03 to 05 members, including 01 Head of the Committee and members.

b. Duties of the Shareholder Eligibility Verification Committee:

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

- The Head of the Eligibility Verification Committee shall report to the General Meeting of Shareholders on the status of attending shareholders. If the meeting has a sufficient number of shareholders and authorized representatives entitled to attend representing more than 50% of the total voting shares, the General Meeting of Shareholders shall be conducted.

- Other duties as requested by the Chairperson.

**Article 6. Preparation of the List of Shareholders Entitled to Attend the Meeting**

1. The convener of the General Meeting of Shareholders must prepare a list of shareholders entitled to attend the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the shareholder register and the register of security holders of the Company. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders.

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

**Article 7. Notice of closing the list of shareholders entitled to attend the General Meeting of Shareholders**

1. A complete and valid dossier of notice of exercise of rights must be sent to the Vietnam Securities Depository and Clearing Corporation no later than 08 working days immediately preceding the record date, unless otherwise provided by current law.

2. Information on closing the list of shareholders entitled to attend the General Meeting of Shareholders must be disclosed on the Company's website, the information disclosure system of the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading in accordance with regulations on listed company corporate governance.

**Article 8. Notice of convocation of the General Meeting of Shareholders**

1. Unless otherwise provided by law, the Company must disclose information

regarding the Notice of convocation of the General Meeting of Shareholders at least 20 days before the record date and perform procedures as set out in Clause 2 of this Article.

2. 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 simultaneously published on the websites of the Company, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the notice of the meeting to all shareholders in 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 validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents related to the matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In the event that the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice must clearly state the link to the full set of meeting documents so that shareholders can access them, including:

- a. Meeting agenda, documents used in the meeting;
- b. List and detailed information of candidates in the case of electing members of the Board of Management and the Supervisory Board;
- c. Voting papers, election ballots (in the case of electing members of the Board of Management and the Supervisory Board);
- d. Proxy form for appointing an authorized representative to attend the meeting;
- e. Draft resolutions for each matter on the meeting agenda.

#### **Article 9. Agenda and content of the General Meeting of Shareholders**

1. The convener of the General Meeting of Shareholders must prepare the agenda and content of the Meeting.

2. In the event that the Board of Management convenes the General Meeting of Shareholders, the following contents must be agreed upon before conducting the Meeting:

- a. Schedule, agenda, and content of the Meeting;
- b. Establishment of the Organizing Committee and the Shareholder Eligibility Verification Committee;
- c. List of members of the Presidium, the Secretariat, and the Vote Counting Committee.

3. Preparation of documents for the General Meeting of Shareholders:

- a. The Board of Management shall establish a Support Committee for the General Meeting of Shareholders to advise and assist the Board of Management in organizing the General Meeting of Shareholders;

b. Documents for the General Meeting of Shareholders shall be compiled by the Company Secretariat based on documents reported and proposed by the General Director under the direct supervision of the Head of the Support Committee for the General Meeting of Shareholders;

c. Documents for the General Meeting of Shareholders must be those whose contents have been approved by the Board of Management and authorized for issuance and disclosure;

d. In cases where the General Meeting of Shareholders is not convened by the Board of Management, the Convener of the General Meeting of Shareholders is responsible for preparing the necessary documents for the meeting. The Company is responsible for coordinating, providing information, and supporting the Convener in finalizing the meeting documents.

4. The notice of the General Meeting of Shareholders shall be sent to Shareholders in accordance with the provisions of Clause 2, Article 8 of these Regulations.

5. Shareholders or groups of shareholders as stipulated in Clause 2, Article 18 of the Company Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of each type of shares held by the shareholder, and the matter proposed for inclusion in the meeting agenda;

6. The convener of the General Meeting of Shareholders has the right to refuse the proposal stipulated in Clause 5 of this Article in any of the following cases:

a. The proposal is not sent in accordance with the provisions of Clause 5 of this Article;

b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the total ordinary shares;

c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;

d. Other cases as prescribed by the Company's internal management regulations and current laws.

7. In the event that the convener of the General Meeting of Shareholders refuses a proposal as stipulated in Clause 5 of this Article, they must respond in writing and state the reasons no later than 02 working days before the opening date of the General Meeting of Shareholders.

8. The convener of the General Meeting of Shareholders must accept and include the proposal in the tentative agenda and content of the meeting; the proposal shall be

officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

9. Only the General Meeting of Shareholders has the right to decide on changes to the meeting agenda that was sent along with the meeting invitation notice.

**Article 10. Authorization of representatives to attend the General Meeting of Shareholders**

1. Shareholders and authorized representatives of institutional shareholders may attend the meeting in person or authorize one or several other individuals or organizations to attend the meeting or attend through one of the forms prescribed in the Company's Charter, internal management regulations, and current laws.

2. The authorization of individuals or organizations to represent [shareholders] at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be established in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party.

3. The authorized person attending the General Meeting of Shareholders must submit the authorization document to attend the meeting. In the case of re-authorization, the attendee must also present the original authorization document of the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company). The timing and method of submitting the authorization/re-authorization document shall be carried out in accordance with the Company's instructions

4. The voting ballot of the authorized person attending the meeting within the scope of authorization shall remain valid upon the occurrence of one of the following cases, except where:

a. The authorizing person has died, has restricted civil capacity, or has lost civil capacity;

b. The authorizing person has revoked the authorization appointment;

c. The authorizing person has revoked the authority of the person who performed the authorization.

This provision shall not apply in the event that the Company receives notice of one of the above events prior to the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

**Article 11. Methods of registration for attending the General Meeting of Shareholders**

1. Methods of registration for attending the General Meeting of Shareholders prior to the opening date of the General Meeting of Shareholders:

a. The methods of registration for attending the General Meeting of Shareholders are clearly specified in the Notice of the General Meeting of Shareholders, including contacting the Company or sending the Confirmation of Attendance (attached to the Notice of the General Meeting of Shareholders sent to shareholders) to the Company.

b. Shareholders shall select the method of registration for attending the General Meeting of Shareholders in accordance with the methods stated in the notice, including:

c. Attending and voting/electing in person at the meeting;

d. Authorizing another representative to attend and vote/elect at the meeting and complying with the provisions of Clause 2 of this Article; (In the event that more than one representative is appointed, the specific number of shares and the number of votes/elections authorized for each representative must be specified).

e. Attending and voting/electing via online conference, electronic voting, or other electronic forms;

f. Sending voting papers/ballots to the meeting via mail, fax, or email;

g. Other methods of registration for attending the General Meeting of Shareholders in accordance with the provisions of law.

2. The Company must make every effort to apply modern information technology so that shareholders can attend and express their opinions at the General Meeting of Shareholders in the most effective manner, including guiding shareholders to vote via online General Meetings of Shareholders, electronic voting, or other electronic forms as prescribed in Article 144 of the Law on Enterprises and the Company's Charter.

3. Procedures for registration to attend the General Meeting of Shareholders and verification of delegate eligibility on the date of the General Meeting of Shareholders

a. Before the opening of the meeting, the Company must conduct shareholder registration procedures and must continue registration until all present shareholders entitled to attend have completed registration in accordance with Clause 1, Article 28 of the Company's Charter;

b. The Company must arrange a support team for registration to attend the General Meeting of Shareholders, responsible for receiving, reviewing, collecting information, and guiding shareholders to register based on the established list of shareholders. This list must be confirmed by the registrants and is a mandatory attachment to the minutes of the General Meeting of Shareholders.

c. Shareholders, authorized representatives of institutional shareholders, or proxies

who arrive after the meeting has opened have the right to register immediately and subsequently have the right to participate and vote at the meeting right after registration. The Chairperson is not responsible for suspending the meeting for late-arriving shareholders to register, and the validity of matters already voted upon shall remain unchanged.

### **Article 12. Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when the attending shareholders represent more than 50% of the total voting shares.

2. In the event that the first meeting fails to meet the conditions for being conducted as stipulated in Clause 1 of this Article, the notice for the second meeting must be sent within 30 days from the scheduled date of the first meeting to the Shareholders on the list of shareholders finalized for the right to attend the first General Meeting of Shareholders.

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

3. In the event that the second meeting fails to meet the conditions for being conducted as stipulated in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the scheduled date of the second meeting to the Shareholders on the list of shareholders finalized for the right to attend the first General Meeting of Shareholders.

The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the attending shareholders.

### **Article 13. Forms of passing resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall pass resolutions within its authority by means of voting at the meeting or collecting written opinions and other forms as prescribed by current laws.

2. Resolutions of the General Meeting of Shareholders on matters stipulated in Clause 3, Article 3 of this Regulation must be passed by means of voting at the General Meeting of Shareholders.

### **Article 14. Voting on matters at the General Meeting of Shareholders**

1. General principles

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

b. Voting cards, voting ballots, and election ballots are printed and stamped with the Company's seal. In which:

- Voting cards are sent along with the Invitation to the General Meeting of Shareholders or provided directly to Shareholders upon registration for the Meeting.

- Voting ballots and election ballots are provided directly to Shareholders upon registration for the Meeting (attached to the set of documents for the General Meeting of Shareholders).

- Shareholders attending the Meeting must bring their Voting cards, Voting ballots, and Election ballots. The Voting cards, Voting ballots, and Election ballots shall clearly state the delegate code, full name, and the number of shares owned and authorized for voting.

- Templates of Voting cards, Voting ballots, and Election ballots must be disclosed on the Company's website, the information disclosure system of the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading

- Shareholders have the right to use the Voting ballot and Election ballot templates posted on the Company's website to exercise remote voting rights, but must send their opinions to the Company at least 24 hours before the time of the Meeting.

2. Regulations on the validity of voting ballots and election ballots:

a. Voting ballots

- An invalid voting ballot is a ballot that has one of the following characteristics:

+ Not issued by the Meeting Organizing Committee;

+ Shows signs of erasure or alteration; is torn, damaged, or has blurred content;

+ Contains additional letters, numbers, or characters other than the instructions for the voting options; contains additional information not related to the discussion topics of the Meeting;

+ Lacks the signature of the Shareholder/Legal Representative or the legally Authorized Representative of the Shareholder;

+ If a voting ballot has an item marked with two (02) or more voting options, that specific item shall be determined as invalid;

- A voting ballot without the above characteristics is determined to be a valid voting ballot

b. Election ballots

- Valid election ballot: A ballot using the pre-printed form issued by the organizing committee, without erasures or alterations, without any additional content other than what is prescribed for the ballot; must have the signature and full name of the attending

delegate and be submitted to the Vote Counting Committee before the ballot box is unsealed.

- Invalid election ballot:

+ Content does not comply with the regulations for a valid election ballot

+ The number of candidates voted for is greater than the number of candidates to be elected;

+ The ballot has a total number of votes for candidates that exceeds the total number of votes the shareholder or representative is entitled to cast.

### **Article 15. Voting procedures**

1. General principles:

a. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by raising Voting Cards, direct voting, electronic voting, or other electronic forms.

b. Voting is conducted through votes in favor, against, and abstentions.

c. At the Meeting, the number of cards in favor of the resolution is collected first, followed by the number of cards against the resolution, and finally, the total number of votes in favor or against is counted to reach a decision.

2. Forms of voting:

a. Voting by way of Voting Cards

Shareholders vote by raising their Voting Cards as directed by the Chairperson. When voting by raising Voting Cards, the front of the Voting Card must be raised facing the Presidium. In case a Shareholder/Authorized proxy attending the meeting does not raise their Voting Card in all three rounds of voting (In favor, Against, or Abstention) for an issue, it shall be considered as a vote in favor of that issue. In case a Shareholder/Authorized proxy attending the meeting raises their Voting Card more than once during the voting for In favor, Against, or Abstention for an issue, it shall be considered an invalid vote. Under the form of voting by raising Voting Cards, members of the Vote Counting Committee shall record the delegate code and the corresponding number of voting shares for each option: In favor, Against, Abstention, and Invalid.

b. Voting by Ballot

Under the direction of the Chairperson, Shareholders/Representatives attending the meeting shall fill in their voting options on the Voting Ballot. For each item, the Shareholder/Authorized Proxy shall choose one of the three pre-printed options: "Approve", "Disapprove", or "Abstain" by marking "X" or a ✓ check mark in the selected box. After completing all voting items of the General Meeting,

Shareholders/Authorized Proxies shall cast their Voting Ballots into the sealed ballot box at the Meeting as instructed by the Vote Counting Committee. The Voting Ballot must be signed and clearly state the full name of the Shareholder/Authorized Proxy.

c. The application of voting by Voting Card or Voting Ballot for each agenda item of the General Meeting is specifically stipulated in the Regulations on organizing the General Meeting of Shareholders.

### **Article 16. Voting Procedures for Elections**

#### 1. General principles:

- a. Comply with the provisions of law and the Company's Charter;
- b. Members of the Vote Counting Committee must not be included in the list of nominees or self-nominees for the Board of Management and the Board of Controllers.

#### 2. Forms of voting:

##### a. Election by cumulative voting method

- Each Shareholder/Representative attending the meeting has a total number of votes corresponding to the total number of shares owned or represented multiplied by the number of members to be elected;

- Shareholders/Representatives attending the meeting have the right to cast all of their total votes for one or several candidates;

- In the event that additional candidates arise on the day of the meeting, the Vote Counting Committee is responsible for reissuing new ballots to Shareholders/Authorized Representatives and must collect the old ballots before the election proceeds;

- In case of a mistake in selection, the Shareholder/Authorized Representative shall contact the Vote Counting Committee to be reissued a new ballot and must return the old ballot;

- Instructions for filling out the Ballot: The convenor of the General Meeting of Shareholders must develop Election Regulations which provide detailed instructions on how to fill out the ballot, and these Regulations must be approved by the General Meeting of Shareholders before the election is conducted.

##### - Election principles:

+ Successful candidates are determined based on the number of votes received, ranked from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is reached.

+ In the event that two or more candidates receive the same number of votes for the final position, a re-election shall be held among the candidates with equal votes.

+ If the results of the first round of voting do not yield the required number of members, subsequent rounds of voting shall be conducted until the required number of members is reached.

b. Voting by other methods: In the event that the General Meeting of Shareholders conducts the election by another method, such method must ensure compliance with current legal regulations and be specifically guided in the Election Regulations approved by the General Meeting of Shareholders before the election is conducted.

#### **Article 17. Vote counting and announcement of vote counting results**

1. The General Meeting elects the Vote Counting Committee upon the proposal of the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.

2. The vote counting method is conducted by collecting ballots/cards/voting slips in favor of the resolution, then collecting cards/voting slips against, and finally counting and aggregating the number of votes in favor, against, and abstentions.

3. For sensitive matters and if requested by shareholders, the Company must appoint an independent organization to perform the collection and counting of votes.

4. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting.

#### **Article 18. Conditions for the adoption of resolutions of the General Meeting of Shareholders**

1. The conditions for the adoption of resolutions of the General Meeting of Shareholders are stipulated in Article 29 of the Company's Charter.

2. This content is stipulated in the Regulations on the organization of the General Meeting of Shareholders and is presented directly at the General Meeting before the voting takes place.

#### **Article 19. Procedures for challenging resolutions of the General Meeting of Shareholders**

1. Within 90 days from the date of receipt of the resolution or the minutes of the General Meeting of Shareholders or the minutes of vote counting results for collecting opinions of the General Meeting of Shareholders, shareholders or groups of shareholders holding 05% or more of the total ordinary shares have the right to request a court or an arbitrator to consider and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

a. The sequence and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 7, Article 29 of the Company Charter;

b. The content of the resolution violates the law or the Company Charter.

2. In cases where there is a request for the Court or Arbitration to annul a resolution of the General Meeting of Shareholders as prescribed in Clause 1 of this Article, such resolutions shall remain valid and enforceable until the Court or Arbitration decides otherwise, except for cases where interim injunctive measures are applied under a decision of a competent authority.

3. In the event that a resolution of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration, the person who convened the meeting of the General Meeting of Shareholders whose resolution was annulled must finalize the list of shareholders to re-organize the meeting of the General Meeting of Shareholders within 30 days from the date of the decision of the Court or Arbitration in accordance with the sequence and procedures prescribed in the Law on Enterprises and the Company Charter.

4. Shareholders who voted against the resolution on the reorganization of the Company or changes to the rights and obligations of shareholders as prescribed in the Company Charter have the right to request the Company to buy back their shares in accordance with Article 11 of the Company Charter.

#### **Article 20. Minutes of the General Meeting of Shareholders**

1. Minutes of the General Meeting of Shareholders shall be prepared, presented, and approved right at the meeting.

2. The content and format of the minutes shall comply with the provisions of Article 31 of the Company Charter.

#### **Article 21. Disclosure of resolutions and minutes of the General Meeting of Shareholders**

1. A representative of the Secretariat presents the draft minutes and resolutions of the General Meeting of Shareholders at the meeting;

2. The Chairperson of the meeting presides over the General Meeting of Shareholders to review and supplement the contents of the draft minutes and resolutions of the meeting, provided that they are not contrary to the voting results for each item discussed;

3. The Chairperson of the meeting presides over the General Meeting of Shareholders to approve the contents of the minutes and resolutions of the General

Meeting of Shareholders at the meeting.

4. Resolutions, minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, authorization documents to attend the meeting, and all meeting documents attached to the minutes (if any) must be disclosed in accordance with the Company's Information Disclosure Regulations.

5. Closing of the General Meeting of Shareholders:

The Chairperson of the General Meeting of Shareholders declares the closing of the General Meeting of Shareholders when the following conditions are simultaneously satisfied:

- a. All items on the meeting agenda have been discussed and voted on;
- b. Voting results have been announced;
- c. The minutes and resolutions of the General Meeting of Shareholders are approved.

## **SECTION 2:**

### **PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT RESOLUTIONS BY WAY OF COLLECTING WRITTEN OPINIONS**

#### **Article 22. Collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders**

1. The Board of Management has the right to collect written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders when it deems necessary for the interests of the Company, except for the cases specified in Clause 2, Article 23 of the Company Charter.

2. The notice of collecting shareholders' opinions in writing and the implementation regulations must be disclosed in accordance with the regulations on listed company governance.

3. Collecting shareholders' opinions in writing may decide all matters within the authority of the General Meeting of Shareholders, except for matters that must be approved by voting at a General Meeting of Shareholders meeting as prescribed by law and the Company's Charter.

#### **Article 23. Order and procedures for collecting shareholders' opinions in writing**

The order and procedures for collecting shareholders' opinions in writing shall be carried out in accordance with the provisions of Article 30 of the Company's Charter.

**SECTION 3:**

**ORDER AND PROCEDURES FOR HOLDING THE GENERAL MEETING  
OF SHAREHOLDERS TO ADOPT RESOLUTIONS VIA ONLINE  
CONFERENCES**

**Article 24. Notice of convening an online General Meeting of Shareholders**

1. The Board of Management has the right to decide to organize the General Meeting of Shareholders in an online format instead of an in-person format when the Board of Management deems it appropriate or at the request of State management agencies.

2. The Company shall send the meeting invitation notice to all shareholders by a method that ensures it reaches the contact addresses of shareholders attending the online Meeting, accompanied by a document guiding the verification of shareholder status for each shareholder. The Meeting Organizing Committee must notify shareholders of the instructional documents/regulations for registering to attend the online Meeting, electronic voting, and other necessary information in the same manner as the notice of invitation for an in-person General Meeting of Shareholders.

**Article 25. Procedures for registering to attend the online General Meeting of Shareholders**

The procedures for registering to attend the online General Meeting of Shareholders prior to the opening date of the General Meeting of Shareholders are clearly specified in the Notice of Invitation to the General Meeting of Shareholders, including:

1. Participation conditions:

a. Shareholders named in the list of shareholders entitled to attend the General Meeting of Shareholders established according to the Company's notice of exercise of rights.

b. Authorized representatives eligible to attend in accordance with the provisions of law and the Company's Charter.

2. Technical requirements: Shareholders must have an electronic device with an internet connection (e.g., computer, tablet, mobile phone, other electronic devices with internet connection...).

3. Method of recording shareholders attending the online General Meeting of Shareholders:

A shareholder is recorded by the electronic voting system as attending the online General Meeting of Shareholders when that shareholder accesses the system using the login information provided in accordance with Article 25 of these Regulations and has

performed electronic voting on any matter within the Agenda of the online General Meeting of Shareholders.

**Article 26. Provision of login information and execution of electronic voting**

1. Information regarding the access link to the electronic voting system, username, access password, and other identification factors (if any) for attending the online General Meeting of Shareholders will be provided in the meeting invitation (or via other forms of login information notification as prescribed by the Board of Management). Shareholders are responsible for maintaining the confidentiality of the provided username, password, and other identification factors to ensure that only the Delegate has the right to vote on the electronic voting system and shall be fully responsible for this registered information.

2. When a shareholder requests the re-issuance of login information, the Meeting Organizing Committee may provide it through the following forms: in person, or via email/telephone. The provision of login information via email or telephone shall only be carried out based on shareholder information from the list of shareholders entitled to vote established by the Vietnam Securities Depository and Clearing Corporation in accordance with the Company's notice of exercise of rights.

3. Shareholders shall use their username, access password, or other identification factors (if any) to access the electronic voting system and perform electronic voting in accordance with the contents of the online General Meeting of Shareholders Agenda.

4. Shareholders who register to attend the online Meeting after it has commenced may still register and have the right to vote upon completion of registration. The Presiding Board shall not suspend the meeting for shareholder registration, and the validity of matters already voted upon shall not be affected.

**Article 27. Authorization of representatives to attend the online General Meeting of Shareholders**

1. The authorization of representatives to attend the online General Meeting of Shareholders shall be carried out in a manner similar to the provisions in Article 10 of these Regulations and sent to the Company via methods that ensure delivery to the Company's address before the opening time of the Meeting.

2. In the event that a shareholder authorizes another individual/organization to attend the online Meeting and perform electronic voting, the shareholder and the authorized person shall be responsible for the authorization and the electronic voting results associated with the provided Access Account.

3. The authorized representative of a shareholder, when attending the meeting, shall exercise the rights and perform the obligations of a shareholder.

4. Notes for online authorization:

a. Shareholders must comply with providing full information to perform online authorization, especially the information of the authorized party: phone number, contact address, and email address. This serves as the basis for issuing the username, access password, and other identification factors (if any) to the authorized party.

b. Validity of online authorization: the authorization shall only be legally valid when the following conditions are met:

- When the shareholder fills in all information according to the online authorization form and completes the online authorization process.

- The Power of Attorney is printed from the online meeting system or follows the form attached to the Company's Notice of Meeting or another format approved by the Organizing Committee, and includes the full signatures, full names, and seals (if an organization) of both the authorizing party and the authorized party.

- The Company must receive the original Power of Attorney before the official opening of the meeting.

c. Cancellation of authorization for shareholders who have authorized online:

- Shareholders shall send an official written request to cancel the online authorization to the Company before the official opening of the meeting or perform the cancellation on the online meeting system. Note that the effective time of the cancellation is determined by the time the Company receives the official written request to cancel the online authorization.

- Cancellation of authorization shall be invalid if the authorized representative has already cast votes/elected on any matter in the Agenda of the online General Meeting of Shareholders.

### **Article 28. Conditions for conducting the meeting**

1. Conditions for conducting the General Meeting of Shareholders shall comply with the provisions of Article 12 of these Regulations.

2. The online meeting and electronic voting system must meet the following basic conditions:

a. The system's transmission at the meeting venue must be continuous and stable, ensuring that shareholders' participation is not interrupted. In the event that the meeting is interrupted at the venue, the Presidium must summarize the developments of the content during that interruption;

b. The meeting venue must ensure conditions regarding audio, lighting, transmission, power supply, electronic means, and other equipment as required by the nature of the online meeting;

c. Ensure information security and maintain the confidentiality of System Access Accounts. All information received and provided on the System shall ensure information confidentiality principles and comply with the provisions of the Law on Cyber Information Security;

d. Electronic data of the online General Meeting program must be stored and extractable from the System.

#### **Article 29. Discussion at the online General Meeting of Shareholders**

##### 1. Principles:

a. Discussion shall only be conducted within the prescribed time and within the scope of the issues presented in the agenda of the General Meeting of Shareholders;

b. Only shareholders are entitled to participate in the discussion;

c. Shareholders with opinions shall register the discussion content in the forms specifically prescribed in the Regulations on organizing the General Meeting of Shareholders;

d. The Secretariat will arrange the discussion contents of shareholders in the order of registration and submit them to the Chairperson.

##### 2. Responding to shareholders' opinions:

a. Based on the discussion contents of the shareholders, the Chairperson or a member designated by the Chairperson shall respond to the shareholders' opinions;

b. In case of time constraints, questions that have not been answered directly at the Meeting will be answered by the Company later.

#### **Article 30. Forms of adopting resolutions of the online General Meeting of Shareholders**

1. The online General Meeting of Shareholders adopts resolutions within its authority through voting at the meeting via electronic ballots or by collecting written opinions.

2. Resolutions of the General Meeting of Shareholders on issues as prescribed in Clause 3, Article 3 of these Regulations must be adopted through voting via electronic ballots at the General Meeting of Shareholders.

#### **Article 31. Online Voting Procedures**

1. Shareholders may exercise their voting rights through online voting.

##### 2. Online voting procedures:

a. Shareholders use their Access Accounts to log in to the website according to the instructions sent with the Meeting Invitation and/or posted on the Company's website to perform voting;

b. Shareholders decide to vote by checking one of the three corresponding boxes:

“Approve”, “Disapprove”, or “No opinion” for each item requiring shareholder feedback on the System;

c. Shareholders with voting rights are those who have registered to attend the online General Meeting as of the time of voting, and this number of shareholders serves as the basis for calculating the voting percentage of shareholders.

d. Subsequently, shareholders proceed to confirm their votes for the electronic voting system to record the results.

3. Other requirements when performing electronic voting

a. In the event that a shareholder does not complete voting or election for all items in the Meeting agenda, the unvoted or unelected items shall be considered as the shareholder not casting a vote or election for those items.

b. In the event that issues arise outside of the sent meeting agenda, shareholders may perform additional voting or election. If a shareholder does not vote or elect on the arising issues, it shall be considered as the shareholder not casting a vote or election for those arising issues.

c. Shareholders may change their voting or election results (but cannot cancel them), including voting or election results for additional matters arising outside the Meeting agenda. The online system only records the vote counting for the final voting and election results at the time electronic voting concludes for each voting session as stipulated in the meeting's working regulations.

d. In the event that shareholders perform numerical voting, the method of filling out ballots is specifically stipulated in the Election Regulations. These Regulations shall be announced and approved at the Meeting prior to the election.

e. The electronic voting period is specifically stipulated in the regulations on organizing the General Meeting of Shareholders and the instructional documents. Delegates may access the electronic voting system to study documents 24 hours a day, 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control. The time at which delegates are entitled to vote or elect on the system is stipulated in the Regulations on organizing the General Meeting of Shareholders. Upon the conclusion of the voting period, the system will not record any further electronic voting results from shareholders.

f. When presiding over the meeting, the Presiding Board must announce the voting closing time on the System for shareholders to exercise their rights. In case shareholders encounter technical issues with voting on the System, they may contact the hotline number as announced by the Organizing Committee for guidance and support to complete their voting. From the moment the System closes the voting, shareholders have no right to change any voted content; the shareholder's voting results recorded on the System via the Access Account shall be the final results and no

complaints or lawsuits related to these results shall be permitted.

4. Voting time

a. Shareholders have the right to vote from the opening of the Online General Meeting until the voting closing time. In case a shareholder has voted but wishes to change their opinion, the change must be made before the voting closing time. The final vote recorded by the System before the voting closing time shall be considered valid and recorded in the vote counting results;

b. Voting results are calculated at the time the shareholder performs electronic voting; therefore, any sudden disconnection of the shareholder's connection (if any) only affects unvoted items, while voted items remain unaffected;

c. Before the voting deadline ends, shareholders can only see their own voting results. After the voting deadline ends, shareholders will be informed of the general voting results for each item as announced by the Presiding Board or the Vote Counting Committee.

**Article 32. Online vote counting method**

1. The Chairperson shall introduce one or more persons as members of the Vote Counting Committee for the General Meeting to vote on and approve. The Vote Counting Committee has the following rights and obligations:

a. Instructing shareholders on the voting method at the online General Meeting;

b. Conducting the vote counting;

c. Preparing and announcing the vote counting minutes to the General Meeting of Shareholders.

2. Voting is conducted by voting in favor, against, or abstaining. The software system will automatically record and aggregate the number of votes in favor, against, and abstentions.

**Article 33. Notification of vote counting results**

1. The Vote Counting Committee approved by the General Meeting of Shareholders at the Meeting is responsible for checking the electronic voting results to aggregate the voting results.

2. Voting results shall be announced by the Presidium or the Vote Counting Committee right at the online General Meeting.

**Article 34. Preparation of minutes of the General Meeting of Shareholders**

1. The contents of the online General Meeting shall be recorded by the Secretariat and prepared as minutes of the General Meeting of Shareholders in accordance with Article 20 of these Regulations. The time and location of the online General Meeting of Shareholders shall be recorded as the place where the Presidium presides over the

meeting.

2. The meeting minutes and resolutions of the General Meeting of Shareholders shall be read and approved before the closing of the online General Meeting.

**Article 35. Disclosure of resolutions of the General Meeting of Shareholders**

The minutes and resolutions of the meeting must be disclosed on the Company's website within 24 hours in accordance with current legal regulations.

**SECTION 4:**

**ORDER AND PROCEDURES FOR THE GENERAL MEETING OF  
SHAREHOLDERS TO PASS RESOLUTIONS**

**RESOLUTION BY WAY OF A HYBRID MEETING**

**ONLINE**

**Article 36. Notice of Convocation of the General Meeting of Shareholders**

1. The Company's Board of Management met and decided to convene the General Meeting of Shareholders in a combined in-person and online format, and unanimously approved the meeting's contents and agenda.

2. The procedure for convening an in-person meeting shall be carried out in accordance with the provisions of Article 8 of this Regulation.

3. For shareholders attending online: The Company sends invitations to the virtual General Meeting, accompanied by instructions on shareholder status verification, to each shareholder. The meeting organizing committee must provide shareholders with instructional documents/regulations for online meeting registration, electronic voting, and other necessary information before the date of the online meeting.

**Article 37. Registration procedures for the General Meeting of Shareholders**

1. For shareholders attending in person: Prior to the opening of the meeting, the Company must conduct shareholder registration procedures and must carry out the registration until all present shareholders entitled to attend have completed their registration in the order stipulated in Article 11 of these Regulations.

2. For shareholders attending online: Comply with the provisions of Clauses 1 and 2, Article 31 of this Regulation.

**Article 38. Authorization of representatives to attend the General Meeting of Shareholders**

1. For shareholders attending in person: The authorization of individuals or organizations to represent them at the General Meeting of Shareholders must be made in writing in accordance with the provisions of Article 10 of these Regulations.

2. For shareholders attending online: The authorization of a representative to attend the online General Meeting of Shareholders shall be carried out in accordance with the provisions of Article 27 of these Regulations.

**Article 39. Conditions for holding a hybrid meeting (in-person combined with online)**

1. A General Meeting of Shareholders held in the form of a hybrid meeting (in-person combined with online) shall be conducted when the conditions prescribed in Article 28 of these Regulations are met.

2. The online meeting and electronic voting system must satisfy the conditions prescribed in Article 31 of these Regulations.

**Article 40. Methods of adopting resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders adopts resolutions within its authority by means of voting at the meeting using voting ballots or electronic ballots, or by collecting written opinions.

2. Resolutions of the General Meeting of Shareholders on matters prescribed in Clause 2, Article 3 of these Regulations must be adopted by means of voting at the General Meeting of Shareholders using voting ballots or electronic ballots.

**Article 41. Voting methods**

1. Each share owned or represented corresponds to one voting unit.

2. For shareholders attending and voting in person at the meeting venue: Upon shareholder registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card, which specifies the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of that shareholder.

3. For shareholders attending and voting online through the online system: Shareholders may exercise their voting rights via electronic voting. Electronic voting shall be conducted in accordance with the provisions of Article 31 of these Regulations.

4. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, or abstaining.

**Article 42. Vote counting method**

1. The General Meeting of Shareholders shall elect one or more persons to the vote counting committee upon the proposal of the chairperson of the meeting.

2. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the chairperson.

**Article 43. Announcement of vote counting results**

The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting; in case the vote counting is prolonged to the following day, the Chairperson is responsible for notifying the attending shareholders of the results on the Company's website, unless otherwise decided by the General Meeting of Shareholders.

**Article 44. Preparation of minutes of the General Meeting of Shareholders**

1. The contents of the online General Meeting shall be recorded and prepared into minutes of the General Meeting of Shareholders by the Secretariat in accordance with Article 20 of these Regulations. The time and venue of the online General Meeting of Shareholders shall be recorded as the location where the Presidium conducts the meeting.

2. The minutes of the meeting and the resolutions of the General Meeting of Shareholders shall be read and approved before the closing of the Meeting.

**Article 45. Disclosure of resolutions of the General Meeting of Shareholders**

1. Copies of meeting minutes and resolutions must be published on the Company's website within 24 hours.

2. The Company must disclose information regarding the General Meeting of Shareholders in accordance with current legal regulations

**CHAPTER III**

**THE BOARD OF MANAGEMENT OF THE COMPANY**

**Article 46. Roles, rights, and obligations of the Board of Management**

1. The Board of Management is the management body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those within the authority of the General Meeting of Shareholders.

2. The Board of Management has the following powers and obligations:

a. To decide on the strategy, medium-term development plans, and quarterly/semi-annual/annual business plans, as well as the annual labor use and recruitment plans of the Company; To decide on project investments, procurement, repairs, maintenance, dredging, and urgent extraordinary expenses for production and business operations arising outside the Company's annual plans approved by the General Meeting of Shareholders;

b. To determine operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;

c. To recommend the classes of shares and the total number of authorized shares to be offered for each class;

d. To decide on the sale of unsold shares within the limit of authorized shares to be offered for each class; to decide on capital mobilization in other forms;

e. To decide on the selling price of shares and bonds of the Company; to propose the issuance of convertible bonds and bonds with warrants;

f. To decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 10 of the Company Charter;

g. Decide on market development, marketing, and technology solutions;

h. Decide on investment plans and investment projects with a value of less than 35% of the total asset value recorded in the Company's most recent financial statements and within the limits prescribed by law;

i. Decide on the liquidation and disposal of assets with a value of less than 35% of the total asset value recorded in the Company's most recent financial statements;

j. Approve contracts for purchase, sale, borrowing, lending, and other transaction contracts with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements and contracts and transactions within the decision-making authority of the Board of Management as prescribed in this Charter; except for contracts and transactions within the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 1, Article 23 and Clause 4, Article 57 of this Charter

k. Decentralize or authorize the General Director to decide on investment plans and investment projects; plans for liquidation and disposal of fixed assets, leasing and renting of fixed assets; borrowing and lending; internal regulations of the Company and other matters within the decision-making authority of the Board of Management;

l. Elect, dismiss, and discharge the Chairman of the Board of Management; appoint, dismiss, sign contracts with, and terminate contracts with the General Director; decide on the salary, rewards, discipline, and other benefits of the General Director.

m. Appointing authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies; deciding on the remuneration and other benefits of such persons; nominating candidates for the Board of Management or the Supervisory Board, or recommending the appointment of controllers at other enterprises;

n. Deciding on the appointment, dismissal, signing of contracts, termination of contracts, salary, rewards, discipline, and other benefits for the Deputy General Director and Chief Accountant at the proposal of the General Director;

o. Approving the General Director's appointment, dismissal, signing of contracts,

termination of contracts, salary, rewards, discipline, and other benefits for Directors of subordinate branches, Heads of departments, and equivalents;

p. Supervising and directing the General Director and other managers in the day-to-day business operations of the Company;

q. Deciding on changes to and the form and content of the Company's logo;

r. Deciding on the organizational structure and internal management regulations of the Company; deciding on the establishment of subsidiaries, branches, and representative offices, and the contribution of capital to or purchase of shares in other enterprises; deciding on outbound capital investments;

s. Approving the agenda and documents for the General Meeting of Shareholders; convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to pass resolutions;

t. Submitting the audited annual financial statements to the General Meeting of Shareholders;

u. Recommending the dividend rate to be paid; deciding on the timeline and procedures for dividend payment or handling losses incurred during the course of business;

v. Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;

w. Decide on the issuance of the Operating Regulations of the Board of Management and the Internal Regulations on Corporate Governance after they have been approved by the General Meeting of Shareholders;

x. Report to the General Meeting of Shareholders at the nearest Annual General Meeting of Shareholders on the contents approved in previous resolutions of the General Meeting of Shareholders that have not yet been implemented. In case of changes to contents within the decision-making authority of the General Meeting of Shareholders, the Board of Management must submit them to the General Meeting of Shareholders at the nearest meeting for approval before implementation;

y. The Board of Management is accountable to the shareholders for the Company's operations; treat all shareholders equally and respect the interests of stakeholders; ensure that the Company's operations comply with the provisions of law, the Charter, and internal regulations;

z. Other rights and obligations as prescribed by law, the Company's Charter, and the Company's internal management regulations and rules that do not fall under the decision-making authority of the General Meeting of Shareholders.

3. The Board of Management must report to the General Meeting of Shareholders on its performance results at the Annual General Meeting of Shareholders regarding the following contents:

a. Remuneration, operating expenses, and other benefits of the Board of Management and each member of the Board of Management as prescribed in Clause 3, Article 38 of the Company's Charter;

b. Summary of the Board of Management' meetings and decisions;

c. Report on transactions between the Company, its subsidiaries, and companies in which the Company controls 50% or more of the charter capital, with members of the Board of Management and their related persons; transactions between the Company and companies in which a member of the Board of Management is a founding member or an enterprise manager within the last 03 years prior to the time of the transaction;

d. Activities of independent members of the Board of Management and the evaluation results of independent members of the Board of Management regarding the performance of the Board of Management.

In the event that the Company is a listed company, each independent member of the Board of Management must prepare a separate report;

e. Activities of other sub-committees under the Board of Management (if any);

f. Results of supervision over the General Director;

g. Results of supervision over other executives;

h. Future plans.

4. Rights and obligations of members of the Board of Management:

Members of the Board of Management have full rights as prescribed by the Law on Securities, relevant laws, and the Company Charter, including the right to be provided with information and documents regarding the financial situation and business operations of the Company and its units. Members of the Board of Management have obligations as prescribed in the Company Charter and the following obligations:

a. To perform their duties honestly and prudently for the best interests of the shareholders and the Company;

b. To fully attend meetings of the Board of Management and provide opinions on matters brought up for discussion;

c. Report timely and fully to the Board of Management all remuneration received from subsidiaries, associates, and other organizations;

d. Report to the Board of Management at the nearest meeting on transactions between the Company, its subsidiaries, or companies in which the Company controls 50% or more of the charter capital, and members of the Board of Management and their related persons; transactions between the Company and companies in which a member of the Board of Management is a founding member or an enterprise manager within the 03 most recent years prior to the transaction date;

e. Disclose information when conducting transactions of the Company's shares in accordance with the provisions of law.

**Article 47. Number, term, structure, standards, and conditions of members of the Board of Management**

1. Number, term, and structure of members of the Board of Management:

a. The number of members of the Board of Management is 07.

b. The term of office of a member of the Board of Management shall not exceed 05 years and they may be re-elected for an unlimited number of terms.

c. In the event that all members of the Board of Management end their terms at the same time, such members shall continue to serve as members of the Board of Management until new members are elected as replacements and take over the work.

d. The structure of the Company's Board of Management must ensure a minimum of 02 members of the Board of Management are non-executive members.

e. Based on governance objectives, the structure of the Company's Board of Management may include independent members of the Board of Management.

In the event that the Company is a listed company, the composition of the Board of Management must include independent members, and the number of independent members must ensure compliance with legal regulations

2. Standards and conditions for members of the Board of Management and independent members of the Board of Management

a. Members of the Board of Management must satisfy the standards prescribed in Clause 1, Article 35 of the Company Charter and current regulations.

b. Independent members of the Board of Management are members of the Board of Management who satisfy the standards prescribed in Clause 2, Article 35 of the Company Charter and current regulations.

**Article 48. Nomination and candidacy for members of the Board of Management**

1. Candidates additionally nominated by the Board of Management must be present at the General Meeting of Shareholders;

2. Candidates must report their personal information as prescribed in Clause 1, Article 33 of the Company Charter to the General Meeting of Shareholders;

3. Shareholders or any member of the Presidium, the Board of Management, or the incumbent Board of Controllers have the right to ask questions regarding the candidates' background and expertise.

4. Ordinary shareholders forming a group to nominate members of the Board of Management must notify the attending shareholders of the group formation before the opening of the General Meeting of Shareholders. The candidacy and nomination of members of the Board of Management shall be carried out in accordance with the following regulations:

a. A shareholder or group of shareholders: owning from 10% to less than 20% of the total ordinary shares shall have the right to nominate 01 candidate; owning from 20% to less than 35% of the total ordinary shares shall have the right to nominate up to 02 candidates; owning from 35% to less than 40% of the total ordinary shares shall have the right to nominate up to 03 candidates; owning from 40% to less than 50% of the total ordinary shares shall have the right to nominate up to 04 candidates; owning from 50% to less than 60% of the total ordinary shares shall have the right to nominate up to 05 candidates; owning from 60% to less than 65% of the total ordinary shares shall have the right to nominate up to 06 candidates; owning 65% or more of the total ordinary shares shall have the right to nominate up to 07 candidates.

b. In the event that the number of candidates for the Board of Management through nomination and self-nomination remains insufficient as required under Clause 1, Article 154 of the Law on Enterprises, the incumbent Board of Management shall nominate additional candidates or organize the nomination in accordance with the Operating Regulations of the Company's Board of Management. The introduction of additional candidates by the incumbent Board of Management must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Management in accordance with the law.

#### **Article 49. Method of electing members of the Board of Management**

1. The principle for electing members of the Board of Management shall be implemented in accordance with the Company's Charter. Accordingly, the election of Board members shall be conducted via the cumulative voting method. Each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of Board members to be elected, and shareholders have the right to cast all or part of their total votes for one or more candidates.

2. Elected candidates are determined based on the number of votes from highest to lowest until the required number of members is reached. In the event that two or more candidates receive the same number of votes for the final seat on the Board of Management, a re-election shall be conducted among the candidates with equal votes using the voting method (approve, disapprove, no opinion). The approval ratio for this voting method shall be implemented as stipulated in the Company's Charter.

#### **Article 50. Dismissal, removal, replacement, and additional election of**

### **members of the Board of Management**

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

- a. Failure to meet the criteria and conditions stipulated in Article 35 of the Company's Charter;
- b. Submission of a resignation letter which is subsequently approved;
- c. Having restricted or lost civil act capacity, or having difficulties in cognition or behavior control.

2. The General Meeting of Shareholders shall remove a member of the Board of Management in the following cases:

- a. Failure to participate in the activities of the Board of Management for 06 consecutive months, except in cases of force majeure;
- b. No longer being the authorized representative of an institutional shareholder according to the decision of that organization;
- c. Being the authorized representative of an institutional shareholder, but that organization is no longer a shareholder of the Company.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Management; dismiss or discharge members of the Board of Management in cases other than those specified in Clauses 1 and 2 of this Article.

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

- a. The number of Board of Management members is reduced by more than one-third of the number prescribed in the Company Charter. In this case, the Board of Management must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
- b. The number of independent members of the Board of Management decreases, failing to ensure the quantity required under Clause 4, Article 34 of the Company Charter;
- c. Except for the cases specified in points a and b of this clause, the General Meeting of Shareholders shall elect new members to replace the members of the Board of Management who have been dismissed or discharged at the nearest meeting.

### **Article 51. Notification of election, dismissal, and discharge of members of the Board of Management**

Changes in the personnel of the Company's Board of Management must be disclosed in accordance with regulations on public company governance.

### **Article 52. Procedures for nominating candidates for the Board of Management**

1. In cases where candidates for the Board of Management have been identified, the Company must disclose information related to the candidates in accordance with Clause 1, Article 33 of the Company Charter.

2. The Company is responsible for disclosing information regarding companies in which the candidates currently hold positions as members of the Board of Management, other management positions, and any interests related to the Company of the candidates for the Board of Management (if any) in accordance with the Company Charter and current laws.

**Article 53. Chairman of the Board of Management**

1. The Chairman of the Board of Management shall be elected, dismissed, or discharged by the Board of Management from among the members of the Board of Management.

2. The Chairman of the Board of Management shall be elected at the first meeting of the Board of Management within 07 working days from the date of completion of the election of that Board of Management. This meeting shall be convened and chaired by the member who received the highest number of votes or the highest percentage of votes. In the event that more than one member has the same highest number or percentage of votes, the members shall elect one person among them by majority vote to convene the Board of Management meeting.

3. The Chairman of the Board of Management shall not concurrently hold the position of General Director of the Company.

4. The Chairman of the Board of Management has the rights and obligations as stipulated in Clause 2 and Clause 4 of Article 3 and Clause 3 of Article 39 of the Company Charter.

5. The Chairman of the Board of Management shall be dismissed in the following cases:

- a. Failure to meet the criteria and conditions to serve as a member of the Board of Management as prescribed in the Company Charter;
- b. Submission of a resignation letter which is subsequently approved.

6. The dismissal, election, and removal of the Chairman of the Board of Management shall be carried out upon a decision of the Board of Management. This decision shall be passed by means of voting at a meeting of the Board of Management.

7. In the event that the Chairman of the Board of Management submits a resignation letter or is removed or dismissed, the Board of Management must elect a replacement within 10 days from the date of receipt of the resignation letter or the date of removal or dismissal.

8. In the event that the Chairman of the Board of Management is absent or unable to perform their duties, they must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Management. In the event that there is no authorized person or the Chairman of the Board of Management is deceased, missing, detained, serving a prison sentence, serving administrative handling measures at a compulsory detoxification center or a compulsory educational institution, absconding from their place of residence, has restricted or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Management according to the principle of a majority of the remaining members' approval until a new decision is made by the Board of Management.

**Article 54. Salaries, remuneration, and other benefits of members of the Board of Management**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Management based on business results and efficiency.

2. Members of the Board of Management are entitled to remuneration for their work and bonuses. Remuneration for work is calculated based on the number of working days required to complete the duties of the Board members and the daily remuneration rate. The Board of Management shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Management shall be decided by the General Meeting of Shareholders at the annual meeting. The payment of salaries, remuneration, bonuses, and other benefits to members of the Board of Management shall be implemented in accordance with the Company's internal regulations on salaries and bonuses.

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

4. Members of the Board of Management holding executive positions, or members working on sub-committees of the Board, or performing other tasks outside the ordinary scope of duties of a Board member, may be paid additional remuneration in the form of a lump-sum fee, salary, commission, percentage of profits, or in other forms as decided by the Board of Management.

5. Members of the Board of Management are entitled to be reimbursed for all travel, meal, accommodation, and other reasonable expenses incurred in the performance of

their duties as members of the Board of Management, including expenses arising from attending General Meetings of Shareholders, Board of Management meetings, or sub-committees of the Board of Management.

6. Members of the Board of Management may have liability insurance purchased for them by the Company upon approval by the General Meeting of Shareholders. This insurance does not cover the liabilities of Board members related to violations of the law and the Company Charter.

**Article 55. Order and procedures for organizing Board of Management meetings**

1. The Board of Management shall meet at least once every quarter and may hold extraordinary meetings. Board of Management meetings may be held in the form of in-person meetings, online meetings, a combination of in-person and online meetings, and/or other forms as decided by the Chairman of the Board of Management or the convener of the Board meeting in accordance with current legal regulations

2. The Chairman of the Board of Management shall convene a Board meeting in the following cases:

a. Upon the request of the Supervisory Board or an independent member of the Board of Management;

b. Upon the request of the General Director or at least 05 other managers;

c. Upon the request of at least 02 members of the Board of Management.

3. The requests mentioned in Clause 2 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and decisions within the authority of the Board of Management.

4. The Chairperson of the Board of Management must convene a Board of Management meeting within 07 working days from the date of receipt of the request stipulated in Clause 2 of this Article. In the event that the Chairperson fails to convene the meeting as requested, the Chairperson shall be held liable for any damages caused to the Company; the requester shall have the right to convene the Board of Management meeting in their stead.

5. Notice of meeting and meeting documents of the Board of Management:

a. The Chairperson of the Board of Management or the person convening the meeting must send the notice of meeting at least 05 working days prior to the meeting date. The notice of meeting must specify the time and venue, agenda, and matters for discussion and decision. The notice of meeting must be accompanied by documents to be used at the meeting and voting ballots for members;

b. The notice of meeting of the Board of Management may be sent by invitation letter, telephone, fax, or electronic means, and the Company Secretary is responsible for

checking and ensuring that the members of the Board of Management receive the notice of meeting;

c. Meeting documents of the Board of Management shall be sent via email prior to the time of the meeting and shall be updated or replaced until the time of the meeting. Each attending member shall receive one set of meeting documents;

d. The Chairman of the Board of Management or the convener of the Board of Management meeting shall send the meeting notice and accompanying documents to the members of the Supervisory Board in the same manner as to the members of the Board of Management. Members of the Supervisory Board have the right to attend Board of Management meetings; they have the right to discuss but not to vote;

e. The Chairman of the Board of Management or the convener of the Board of Management meeting has the right to invite other participants to the meeting in addition to the members of the Board of Management and the members of the Supervisory Board. These participants shall receive a set of documents relevant to the content they are required to report on and may provide opinions but do not have the right to vote;

6. A Board of Management meeting shall be conducted when three-quarters or more of the total members are in attendance. In the event that a meeting convened in accordance with this clause does not have the required number of attending members, it shall be convened for a second time within 03 days from the scheduled date of the first meeting. In this case, the meeting shall be conducted if more than half of the Board of Management members are in attendance.

7. Members of the Board of Management are considered to have attended and voted at the meeting in the following cases:

a. Attending and voting directly at the meeting;

b. Authorizing another person to attend and vote in accordance with the provisions of Clause 11, Article 40 of the Company Charter;

c. Attending and voting via online conference, electronic voting, or other electronic forms;

d. Sending voting ballots to the meeting via mail, fax, or email.

8. In case voting ballots are sent to the meeting via mail, the ballots must be placed in a sealed envelope and delivered to the Chairman of the Board of Management at least 01 hour before the opening. Voting ballots shall only be opened in the presence of all meeting participants.

9. Members must attend all meetings of the Board of Management. A member may authorize another person to attend and vote if approved by a majority of the members of the Board of Management.

10. Resolutions and decisions of the Board of Management shall be passed if approved by a majority of the attending members; in the event of an equal number of

votes, the final decision shall rest with the side that has the opinion of the Chairman of the Board of Management.

11. Voting:

a. Except for the cases specified in Clause 2, Article 167 of the Law on Enterprises, each member of the Board of Management or an authorized person as prescribed in Clause 11, Article 40 of the Company Charter who is personally present at the meeting of the Board of Management shall have one (01) vote;

b. Members of the Board of Management shall not vote on contracts, transactions, or proposals in which such member or their related persons have interests that conflict or may conflict with the interests of the Company. Such members of the Board of Management shall not be counted toward the quorum required to hold a meeting of the Board of Management regarding decisions on which such member does not have the right to vote;

c. When an issue arises at a meeting regarding the interests or voting rights of a member of the Board of Management and that member does not voluntarily waive their voting rights, the ruling of the chairperson shall be final, except where the nature or scope of the interests of the Board member concerned has not been fully disclosed;

d. A member of the Board of Management who benefits from a contract as stipulated in the Company Charter shall be deemed to have a material interest in that contract;

A member of the Board of Management who directly or indirectly benefits from a contract or transaction that has been concluded or is proposed to be concluded with the Company and is aware that they are an interested party has the responsibility to disclose such interest at the first meeting of the Board discussing the conclusion of this contract or transaction. In the event that the Board member is unaware that they or their related persons have an interest at the time the contract or transaction is signed with the Company, such Board member must disclose the relevant interests at the first meeting of the Board of Management held after the member becomes aware that they have or will have an interest in the aforementioned transaction or contract;

e. Members of the Supervisory Board have the right to attend meetings of the Board of Management and the right to discuss, but not to vote.

f. Members of the Board of Management have the right to object to a decision of the Board of Management, and such objection must be recorded in the meeting minutes.

12. Minutes of the Board of Management meeting:

a. Meetings of the Board of Management must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may additionally be prepared in English, containing the main

contents as prescribed in Article 41 of the Company Charter;

b. Minutes prepared in Vietnamese and English shall be of equal validity. In case of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail;

c. In the event that the chairperson or the minutes-taker refuses to sign the minutes, but the minutes are signed by all other members of the Board of Management who attended and approved the minutes and contain all the contents as prescribed in points a, b, c, d, e, f, g, and h, Clause 1, Article 41 of the Company Charter, such minutes shall be valid. The minutes must clearly state the refusal of the chairperson or the minutes-taker to sign. Those who sign the minutes shall be jointly responsible for the accuracy and truthfulness of the contents of the Board of Management' meeting minutes. The chairperson and the minutes-taker shall be personally liable for any damages caused to the enterprise resulting from their refusal to sign the minutes in accordance with the Company Charter and relevant laws;

d. The chairperson, the minutes-taker, and the persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the Board of Management' meeting minutes;

e. Minutes of the Board of Management' meetings and documents used in the meetings must be kept at the Company's head office and sent to the members of the Board of Management;

f. In the event that the Company utilizes a software system for document storage, records, and work management, the delivery of meeting minutes shall be carried out through this software system instead of sending hard copies (unless otherwise requested by a member of the Board of Management).

13. Meetings of the Board of Management may be held in the form of a teleconference among members of the Board of Management when all or some members are at different locations, provided that each participating member is able to:

a. Hear each of the other participating members of the Board of Management speak during the meeting;

b. Address all other participating members simultaneously. Discussions among members may be conducted directly via telephone or other means of communication, or a combination of these methods. A member of the Board of Management participating in such a meeting is considered "present" at that meeting. The venue of a meeting held under this provision shall be the location where the largest number of Board members is gathered, or the location where the Chairperson of the meeting is present.

Decisions adopted in a telephone meeting that is duly organized and conducted shall take effect immediately upon the conclusion of the meeting, but must be confirmed by

the signatures in the minutes of all Board members attending the meeting.

#### 14. Procedures for adopting resolutions of the Board of Management

Resolutions and decisions of the Board of Management shall be passed if approved by a majority of the attending members; in the event of a tie, the final decision shall rest with the side that has the opinion of the Chairman of the Board of Management.

### **Article 56. Collecting written opinions from members of the Board of Management**

1. The Board of Management has the right to collect written opinions from members of the Board of Management to pass Board resolutions when approving matters within the authority of the Board of Management as prescribed in the Company Charter.

2. A resolution in the form of collecting written opinions shall be passed based on the approval of a majority of the members of the Board of Management with voting rights. This resolution shall have the same validity and effect as a resolution passed at a meeting.

### **Article 57. Subcommittees of the Board of Management**

1. The Board of Management may establish subcommittees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The term of office, roles, responsibilities, and authority of the subcommittee and each member within the subcommittee shall be specifically stipulated in the Decision on the establishment of the subcommittee.

2. The Board of Management shall decide on the number, structure, standards, appointment, dismissal, and replacement of subcommittee members. The minimum number of subcommittee members is 03, including members of the Board of Management and external members.

#### 3. Operating principles of the subcommittees of the Board of Management

a. The activities of the subcommittee must comply with the regulations of the Board of Management. Resolutions of the subcommittee shall only take effect when approved by a majority of members attending and voting at the subcommittee meeting;

b. The implementation of decisions of the Board of Management, or of subcommittees under the Board of Management, must comply with current legal regulations and the provisions of the Company's Charter and Internal Regulations on Corporate Governance;

c. The subcommittee is responsible for drafting regulations and operating principles of the subcommittee, including detailed provisions on meeting activities, reporting duties and responsibilities, and other matters to submit to the Board of Management for approval;

d. The Head of the subcommittee is responsible for:

- Reporting to the Board of Management on the subcommittee's activities every 06 months (before the Company prepares the periodic corporate governance report) or at the request of the Chairman of the Board of Management or when deemed necessary to report;

- Implementing necessary management measures to ensure the subcommittee successfully completes the tasks assigned by the Board of Management.

#### **Article 58. Person in charge of corporate governance**

1. Qualifications of the Person in charge of corporate governance:

a. Having knowledge of the law;

b. Not concurrently working for the approved auditing firm that is auditing the Company's financial statements;

c. Other qualifications as prescribed by law and decisions of the Board of Management.

2. Appointment, re-appointment, dismissal, salary, rewards, discipline, and other benefits of the Person in charge of corporate governance:

a. Appointment

The Board of Management shall appoint at least 01 person as the Person in charge of corporate governance to support corporate governance activities at the Company. The Person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

The Board of Management shall decide the term of office of the Person in charge of corporate governance, which shall be for a maximum of 05 years and specifically stipulated in the Appointment Decision.

b. Re-appointment

Prior to the end of the term, the Board of Management shall consider the re-appointment of the Person in charge of corporate governance.

c. Dismissal

Cases for dismissal of the Person in charge of corporate governance:

- Expiration of the term without being considered for re-appointment;

- Submission of a resignation letter which is subsequently approved;

- Failure to meet the criteria specified in Clause 1 of this Article;

- Other cases as decided by the Board of Management, provided they are not contrary to current labor laws.

d. Salary, rewards, discipline, and other benefits

The Board of Management shall decide the salary, rewards, discipline, and other benefits of the Person in charge of corporate governance

3. Notification of appointment, re-appointment, and dismissal of the Person in charge of corporate governance

The Company shall disclose information regarding the appointment, re-appointment, and dismissal of the Person in charge of corporate governance in accordance with regulations on public company governance.

4. Rights and obligations of the Person in charge of corporate governance:

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

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

c. Advise on meeting procedures;

d. Attend meetings;

e. Advise on procedures for drafting resolutions of the Board of Management in compliance with legal regulations;

f. Provide financial information, copies of Board of Management meeting minutes, and other information to members of the Board of Management and members of the Supervisory Board;

g. Monitor and report to the Board of Management on the Company's information disclosure activities;

h. Serve as the contact point for stakeholders;

i. Maintain information confidentiality in accordance with legal regulations and the Company Charter;

j. Other rights and obligations as prescribed by law.

## CHAPTER IV

### THE SUPERVISORY BOARD OF THE COMPANY

#### **Article 59. Rights and obligations of the Supervisory Board and its members**

1. Rights and obligations of the Supervisory Board

a. The Supervisory Board shall supervise the Board of Management and the General Director in the management and administration of the company;

b. Inspect the reasonableness, legality, truthfulness, and degree of prudence in the

management and administration of business operations; the systematic nature, consistency, and appropriateness of accounting, statistics, and the preparation of financial statements;

c. Appraise the completeness, legality, and truthfulness of the Company's business performance reports, annual and semi-annual financial statements, and reports of the Board of Management, and present appraisal reports at the Annual General Meeting of Shareholders. Review contracts and transactions with related parties that fall under the approval authority of the Board of Management or the General Meeting of Shareholders, and provide recommendations regarding contracts and transactions that require approval from the Board of Management or the General Meeting of Shareholders;

d. Review, inspect, and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management, and early warning systems;

e. Examine accounting books, accounting records, and other documents of the Company, as well as the management and executive operations of the Company when deemed necessary or according to a resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 18 of the Company Charter;

f. Upon the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 18 of the Company Charter, the Supervisory Board shall conduct an inspection within 07 working days from the date of receipt of the request. Within 15 days from the date the inspection concludes, the Supervisory Board must report on the requested matters to the Board of Management and the requesting shareholder or group of shareholders. The inspection by the Supervisory Board as prescribed in this Clause must not obstruct the normal activities of the Board of Management or cause disruption to the management of the Company's business operations;

g. Recommend to the Board of Management or the General Meeting of Shareholders measures to amend, supplement, or improve the organizational structure for management, supervision, and operation of the company's business activities;

h. Upon detecting that a member of the Board of Management or the General Director violates the provisions of Article 55 of the Company Charter, immediately notify the Board of Management in writing, requesting the violator to cease the violation and provide remedial measures;

i. Attend and participate in discussions at the General Meeting of Shareholders, meetings of the Board of Management, and other meetings of the Company;

j. Use independent consultants and the Company's internal audit department to perform assigned duties;

k. The Supervisory Board may consult the Board of Management before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

l. Propose and recommend to the General Meeting of Shareholders for approval the list of approved auditing organizations to audit the Company's Financial Statements; decide on the approved auditing organization to inspect the Company's operations, and dismiss approved auditors when deemed necessary;

m. Be accountable to shareholders for its supervisory activities;

n. Supervise the Company's financial situation and the compliance with the law in the activities of members of the Board of Management, the General Director, and other managers;

o. Ensure coordination of activities with the Board of Management, the General Director, and shareholders;

p. In case of detecting violations of the law or the Company's Charter by members of the Board of Management, the General Director, and other executives of the Company, the Supervisory Board must provide written notice to the Board of Management within 48 hours, requesting the violator to cease the violation and provide remedial measures;

q. Formulate the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval;

r. To have the right to access the Company's records and documents kept at the headquarters, branches, and other locations; to have the right to access the workplaces of the Company's managers and employees during working hours;

s. To have the right to request the Board of Management, members of the Board of Management, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company;

t. The report of the Supervisory Board at the Annual General Meeting of Shareholders regarding the Company's business results, the performance results of the Board of Management and the General Director, and the self-assessment report on the performance of the Supervisory Board and its members must ensure the following contents:

- Remuneration, operating expenses, and other benefits of the Supervisory Board and each member of the Supervisory Board in accordance with Article 54 of the Company's Charter;

- A summary of the Supervisory Board's meetings and the conclusions and recommendations of the Supervisory Board;

- Results of monitoring the operational and financial situation of the Company;

- Evaluation report on transactions between the Company, its subsidiaries, and companies in which the Company controls 50% or more of the charter capital, and members of the Board of Management, the General Director, other executives of the

Company, and their related persons; transactions between the Company and companies in which members of the Board of Management, the General Director, or other executives of the enterprise were founding members or enterprise managers within the last 03 years prior to the transaction date;

- Supervision results regarding the Board of Management, the General Director, and other executives of the Company;

- Evaluation results of the coordination of activities between the Supervisory Board and the Board of Management, the General Director, and shareholders.

Tumor. To have the right to be provided with information in accordance with Article 171 of the Law on Enterprises;

etc. Other rights and obligations as prescribed by the Law on Enterprises, the Company Charter, and resolutions of the General Meeting of Shareholders.

## 2. Rights and obligations of members of the Supervisory Board

a. Members of the Supervisory Board have the rights as prescribed by the Law on Enterprises, relevant laws, and the Company Charter, including the right to access information and documents related to the Company's operations. Members of the Board of Management, the General Director, and other executives of the enterprise are responsible for providing information in a timely and complete manner upon request by members of the Supervisory Board;

b. Members of the Supervisory Board are responsible for coordinating activities so that the Supervisory Board

properly and fully exercise the rights and perform the obligations stipulated in Article 13 of this Regulation;

c. Members of the Supervisory Board are responsible for performing their obligations in accordance with current legal regulations, the Company's Charter, the Operating Regulation of the Supervisory Board, and other regulations of the Company.

## **Article 60. Term of office, number, composition, and structure of the Supervisory Board members**

1. The number of members of the Company's Supervisory Board is 03. The term of office of a member of the Supervisory Board shall not exceed 05 years and they may be re-elected for an unlimited number of terms.

2. In the event that the terms of office of the Supervisory Board members expire at the same time and the members for the new term have not yet been elected, the members whose terms have expired shall continue to exercise their rights and perform their obligations until the members for the new term are elected and assume their duties.

3. The Head of the Supervisory Board shall be elected by the Supervisory Board

from among its members; the election, dismissal, or removal shall be based on the majority principle. More than half of the members of the Supervisory Board must be permanent residents of Vietnam.

#### **Article 61. Standards and conditions for members of the Supervisory Board**

1. Not being among the subjects stipulated in Clause 2, Article 17 of the Law on Enterprises.

2. Having been trained in one of the majors in economics, finance, accounting, auditing, law, business administration, or a major suitable for the Company's business activities.

3. Not being a family relative of any member of the Board of Management, the General Director, or other managers.

4. Not a manager of the company; not necessarily a shareholder or an employee of the company.

5. Not a family member of a manager of the parent company, an authorized representative of the enterprise's capital contribution, or a state capital representative in the parent company and in the Company.

6. Not working in the accounting or finance department of the Company.

7. Not a member or employee of the independent auditing firm that performed audits of the Company's financial statements during the 03 preceding years.

8. The Head of the Supervisory Board must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.

#### **Article 62. Nomination, candidacy, and method of electing members of the Supervisory Board**

1. A shareholder or a group of shareholders owning from 10% to less than 35% of the total ordinary shares has the right to nominate 01 candidate; owning from 35% to less than 65% of the total ordinary shares has the right to nominate a maximum of 02 candidates; owning from 65% to less than 90% of the total ordinary shares has the right to nominate a maximum of 03 candidates.

2. In the event that the number of candidates for the Supervisory Board through nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the mechanisms stipulated in the Internal Regulations on Corporate Governance and the Operating Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly disclosed before the election of Supervisory Board members in accordance with the law.

3. Method of electing members of the Supervisory Board

Voting to elect members of the Supervisory Board must be conducted via 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 Supervisory Board, and shareholders have the right to cast all or part of their total votes for one or several candidates. The elected members of the Supervisory Board shall be determined based on the number of votes in descending order, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is reached. In the event that two or more candidates receive the same number of votes for the final seat on the Supervisory Board, a re-election shall be held among the candidates with equal votes, or a selection shall be made according to the criteria stipulated in the election regulations approved by the General Meeting of Shareholders.

**Article 63. Cases of removal and dismissal of members of the Supervisory Board**

1. A member of the Supervisory Board shall be removed in the following cases:
  - a. No longer meeting the criteria and conditions to be a member of the Supervisory Board as prescribed in Clause 2 of this Article;
  - b. Submitting a resignation letter and being approved;
  - c. Other cases as prescribed by law.
2. A member of the Supervisory Board shall be dismissed in the following cases:
  - a. Failure to fulfill assigned duties and tasks;
  - b. Failure to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
  - c. Repeated or serious violations of the obligations of a member of the Supervisory Board as prescribed by the Law on Enterprises and the Company's Charter;
  - d. Other cases according to the resolution of the General Meeting of Shareholders;
  - e. Other cases as prescribed by law.
3. Notification of election, removal, and dismissal of members of the Supervisory Board

The Company shall disclose information regarding the election, removal, and dismissal of members of the Supervisory Board in accordance with regulations on public company governance.

**Article 64. Remuneration, salaries, and other benefits of members of the Supervisory Board**

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General

Meeting of Shareholders shall decide on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board. The payment of salaries, remuneration, bonuses, and other benefits to members of the Supervisory Board shall be carried out in accordance with the Company's internal regulations on salaries and bonuses.

2. Members of the Supervisory Board shall be reimbursed for reasonable accommodation, travel, and meal expenses, and costs of using independent consultancy services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Supervisory Board shall be recorded as business expenses of the Company in accordance with the law on corporate income tax and other relevant legal provisions, and must be presented as a separate item in the annual financial statements of the Company.

## CHAPTER V

### GENERAL DIRECTOR OF THE COMPANY

#### **Article 65. Roles, responsibilities, rights, and obligations of the General Director**

1. The General Director is the person who manages the day-to-day business operations of the Company; is subject to the supervision of the Board of Management; and is responsible to the Board of Management and before the law for the exercise of delegated rights and the performance of assigned obligations.

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

a. Decide on matters related to the day-to-day business operations of the Company that do not fall under the authority of the Board of Management;

b. Organize the implementation of resolutions and decisions of the Board of Management;

c. Organize the implementation of the business plan and investment projects of the Company;

d. Propose the organizational structure and internal management regulations of the Company;

e. Propose and recommend to the Board of Management for consideration the policies, quantity, and specific personnel for positions under the appointment authority of the Board of Management to support the management work of the General Director;

f. Appoint, dismiss, sign contracts, terminate contracts, and determine salary levels, rewards, discipline, and other benefits for the positions of Directors of subordinate branches, Heads of Departments, and equivalents after approval by the Board of

Management;

Decide on the appointment, dismissal, signing of contracts, termination of contracts, salary levels, rewards, discipline, and other benefits for the positions of Deputy Directors of subordinate branches, Deputy Heads of Departments, and equivalents

g. Decide on salaries and other benefits for employees of the Company and persons under the appointment authority of the General Director;

h. Recruit labor;

i. Propose plans for dividend payment or handling of business losses;

j. Propose to the Board of Management to decide on the appointment of authorized representatives to participate in the Board of Members or the General Meeting of Shareholders at companies where the Company has capital contributions; propose remuneration levels and other benefits for such persons to the Board of Management for consideration;

k. Submit to the Board of Management for approval the annual recruitment and labor utilization plans;

l. Propose measures to improve the operations and management of the Company;

m. Decide on and sign contracts for purchase, sale, borrowing, lending, leasing, and renting of assets, as well as other contracts and transactions related to the daily business of the Company in accordance with the Company's Charter and current laws, except where the status as the Legal Representative of the Company is no longer held;

n. Decide on the issuance of internal regulations and rules related to the executive management of the General Director;

o. Other rights and obligations as prescribed by law, the Charter, internal regulations, resolutions and decisions of the Board of Management, and the labor contract signed with the Company.

3. The General Director is responsible to the Board of Management and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these levels upon request.

4. The General Director must manage the day-to-day business operations of the Company in accordance with the law, the Company's Charter, the labor contract signed with the Company, and the resolutions and decisions of the Board of Management. In the event that management is conducted contrary to the provisions of this clause and causes damage to the Company, the General Director shall be held legally responsible and must compensate the Company for such damages.

#### **Article 66. Term of office, criteria, and conditions of the General Director**

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

2. The General Director must satisfy the following criteria and conditions:

- a. Being a permanent resident of Vietnam;
- b. Not falling under the categories specified in Clause 2, Article 17 of the Law on Enterprises;
- c. Not being a family member of any manager of the Company, member of the Supervisory Board of the Company and the parent company; or a representative of state capital contribution, or a representative of the enterprise's capital contribution in the Company and the parent company;
- d. Having professional qualifications and experience in the business administration of the Company.

**Article 67. Appointment and hiring of the General Director**

1. The Board of Management shall appoint one member of the Board of Management or hire another person to serve as the General Director.

2. The signing of the employment contract for the General Director shall be carried out in accordance with labor laws and must ensure the following basic principles:

a. The Board of Management shall pass a resolution for the Chairman of the Board of Management to sign the decision to appoint the General Director.

b. Following the Board of Management' decision to appoint the General Director, the Chairman of the Board of Management shall sign a labor contract with the General Director. The contents of the labor contract must clearly stipulate the income level, principles for payment of salary, remuneration, and other benefits, as well as responsibilities and powers. The labor contract must comply with the provisions of labor law and the Company Charter.

3. The components of the dossier for the Board of Management to appoint the General Director shall be decided by the Board of Management in accordance with Company regulations and current laws, but must include the following basic documents:

a. Curriculum vitae self-declared by the candidate, clearly stating personal background, education, and experience;

b. Declaration of assets and income;

c. Action plan;

d. Self-assessment of work history;

e. Copies of diplomas and certificates of training and professional development (notarized or stamped by the certifying authority);

f. Conclusions of inspections, examinations, and resolutions of complaints and denunciations, and other relevant documents regarding the personnel proposed for

appointment (if any);

4. During the period of carrying out procedures for the appointment of the General Director, the Board of Management shall decide on assigning a corporate manager or another corporate executive to exercise the rights and obligations of the Company's General Director; the responsibilities of the Company's Legal Representative shall be performed by the Chairman of the Board of Management in accordance with the Company's Charter.

#### **Article 68. Dismissal, removal, and termination of labor contracts with the General Director**

1. Cases of automatic loss of status and replacement of the General Director:

- a. Loss of civil act capacity, death, or being reported missing;
- b. Violation of legal provisions regarding cases where holding the position is prohibited;
- c. Being expelled from the territory of Vietnam by a court decision or being prohibited by a court from holding a position, practicing a profession, or performing certain work;
- d. The Company's Enterprise Registration Certificate is revoked.

2. Cases of dismissal or removal of the General Director

- a. Restricted civil act capacity; having difficulties in cognition or behavior control;
- b. Failure to meet the criteria and conditions as prescribed in Clause 2, Article 51 of this Regulation;
- c. Submission of a resignation letter (specifying the reasons for resignation) to the Board of Management and the Company's Supervisory Board at least 45 days before ceasing to perform their duties and powers;
- d. Under a decision of the Board of Management;
- e. Other cases as prescribed by current laws.

3. In the case of termination of the contract for hiring the General Director, the parties shall exercise their rights and obligations in accordance with the contents of the signed contract.

#### **Article 69. Notification of appointment, dismissal, signing of contracts, and termination of contracts for the General Director**

The Company shall notify the appointment, dismissal, signing of contracts, and termination of contracts for the General Director in accordance with regulations on public company governance.

**Article 70. Salary and other benefits of the General Director**

1. The General Director shall be paid salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Management.

2. The salary of the General Director shall be included in the business expenses of the Company in accordance with the law on corporate income tax, presented as a separate item in the annual financial statements of the Company, and reported to the General Meeting of Shareholders at the annual meeting.

3. The Board of Management shall decide on rewards, discipline, and other benefits for the General Director.

**Article 71. Deputy General Directors and Chief Accountant of the Company**

1. Based on operational needs and objectives, the General Director of the Company has the right to propose the consolidation of the Company's Executive Board.

2. The General Director shall develop job title standards for the positions of Deputy General Director and Chief Accountant in accordance with current legal regulations, the Company's regulations, and job requirements, and submit them to the Board of Management for consideration.

3. The Board of Management shall decide on the appointment, dismissal, signing of contracts, termination of contracts, salary levels, rewards, discipline, and other benefits for Deputy General Directors and the Chief Accountant upon the proposal of the General Director.

4. The Board of Management decides on the procedures for appointment, dismissal, contract signing, and contract termination for the Deputy General Director and the Chief Accountant of the Company based on the proposal of the General Director.

**CHAPTER VI**

**PROCEDURES AND FORMALITIES FOR COORDINATION OF  
ACTIVITIES BETWEEN THE BOARD OF MANAGEMENT, THE  
SUPERVISORY BOARD, AND THE GENERAL DIRECTOR**

**Article 72. Principles of work coordination**

1. The coordination of work between the Board of Management, members of the Board of Management, and the General Director and other executives of the Company shall comply with the following principles:

- a. Always be loyal to the interests of shareholders and the Company;
- b. Comply with the provisions of State laws, the Charter, and internal regulations of the Company;
- c. Implement the principles of democratic centralism, openness, and transparency;
- d. Perform duties with a high sense of responsibility, honesty, cooperation, and

proactively coordinate to resolve obstacles and difficulties as they arise.

2. In case of emergency, members of the Board of Management, members of the Supervisory Board, and the General Director may immediately provide information (via face-to-face meeting, telephone, or email) to the Chairman of the Board of Management, the Head of the Supervisory Board, or the General Director for effective coordination and resolution.

**Article 73. Procedures and sequence for convening and conducting meetings between the Board of Management, the Supervisory Board, and the General Director**

1. The composition of participants for Board of Management meetings shall be decided by the Chairman of the Board of Management. The Board of Management may invite the General Director (if not a member of the Board of Management) or other individuals (Deputy General Directors, Heads of specialized departments/divisions/centers, or heads of relevant branches to attend, report on work, and provide opinions) to attend Board of Management meetings when necessary.

2. The Supervisory Board has the right to attend regular meetings of the Board of Management. For extraordinary meetings of the Board of Management, based on the meeting's content, the Chairman of the Board of Management shall decide on inviting the Supervisory Board or the Head of the Supervisory Board to attend.

At meetings with important content, the Head of the Supervisory Board may invite certain members of the Board of Management, the General Director, and other executives of the Company to discuss relevant issues. The order and procedures for meeting invitations and the conduct of these meetings shall comply with the provisions in the Operating Regulations of the Company's Supervisory Board.

3. Meetings chaired by the General Director:

a. At meetings to review monthly, quarterly, semi-annual, and annual business and production activities, the General Director is responsible for inviting the Chairman of the Board of Management and the Head of the Supervisory Board to attend. In addition, the General Director may invite other members of the Board of Management and members of the Supervisory Board to attend these meetings;

b. In case of justifiable reasons, the Chairman of the Board of Management and the Head of the Supervisory Board may authorize other members of the Board of Management or the Supervisory Board to attend these meetings and must notify the General Director at least 24 hours before the meeting;

c. Except for the meetings stipulated in Point a, Clause 3 of this Article, the General Director may invite members of the Board of Management and members of the Supervisory Board to attend meetings to discuss the contents;

d. The meeting notice must provide full information regarding the agenda, time, and venue of the meeting, accompanied by necessary documents related to the matters to be discussed at the meeting, and must be sent to the attending members at least 03 working days before the meeting is held;

e. The General Director must provide a written notice of the meeting results to the Board of Management and the Supervisory Board within 05 working days after the meeting concludes.

**Article 74. Notification of policies and decisions of the Board of Management to the Supervisory Board and the General Director**

1. The Company Secretary is responsible for ensuring the full and accurate notification of policies and decisions to the members of the Supervisory Board and the General Director of the Company (who are not members of the Board of Management) simultaneously with the provision to the members of the Board of Management.

2. In the event that the Company utilizes a software system for document storage, records, and operational management, the delivery of the aforementioned documents shall be conducted via this software system instead of hard copies (except where members of the Board of Management, members of the Supervisory Board, or the General Director request otherwise).

**Article 75. Coordination between the Board of Management and the General Director**

1. The Board of Management is responsible for creating all necessary favorable conditions for the General Director and the assisting apparatus to fulfill their assigned tasks.

2. The General Director is responsible for strictly implementing the Resolutions and Decisions of the Board of Management. During the implementation of the Board of Management' Resolutions and Decisions, if any content is found to be disadvantageous to the Company, the General Director is responsible for proposing that the Board of Management review and adjust it appropriately. In the event that the Board of Management does not adjust the Resolution or Decision, the General Director must still implement it but shall have the right to reserve their opinion (the reserved opinion must be made in writing and submitted to the Board of Management).

3. Upon request by the Board of Management, the General Director is responsible for reporting to the Board of Management on the status of the implementation of assigned duties and powers. The report must reflect the following basic contents:

- a. Directives from the Board of Management;
- b. Implementation progress as of the reporting time;

- c. Implementation efficiency and the causes of the results;
- d. Directions for resolution and specific proposals (if necessary).

4. The General Director and other executives are responsible for creating all necessary conditions for the members of the Board of Management to perform their assigned duties and to access information and reports in a full and timely manner.

5. On a quarterly, semi-annual, and annual basis, the General Director is responsible for reporting to the Board of Management on the business and production performance and the business and production plans for the subsequent period (accompanied by a budget), along with necessary recommendations to perform assigned tasks within their authority. Upon detecting risks or incidents that may adversely affect the reputation or business and production activities of the Company, the General Director must promptly report to the Chairman of the Board of Management and the members of the Board of Management directly in charge of such matters to ensure timely handling measures.

6. The General Director is responsible for seeking the Board of Management' opinions on the contents of the quarterly financial statements, the reviewed semi-annual financial statements, the audited annual financial statements, and relevant explanatory documents before signing for issuance and information disclosure.

7. For matters within the decision-making authority of the Board of Management, the General Director must submit a Proposal for opinions along with relevant documents to the Board of Management. The Proposal for opinions must include the following basic contents:

- a. The matter for which opinions are sought;
- b. The General Director's viewpoint on the matter;
- c. Specific proposals for the direction of resolution.

8. The time limit for the Company's Board of Management to provide directions on the contents in Clause 7 of this Article is determined as follows:

a. a. For contents on which the Company's General Director seeks the Board of Management' opinions, except for contents where the Board of Management needs to consult professional parties or seek opinions from competent regulatory authorities, the Board of Management shall provide its opinions within 07 working days (*from the date of receipt of supplementary opinions, explanations, and clarifications of relevant contents (if any)*);

b. In case the contents seeking opinions are of an urgent nature, the Company's General Director shall clearly state the proposed deadline for a response so that the Board of Management can consider and resolve it in a timely manner;

c. During the process of reviewing the contents of the General Director's Proposal, the Board of Management has the right to request the General Director to supplement

relevant documents and clarify the contents submitted by the General Director for the Board of Management to consider and make a final decision.

9. In cases where directions from the Board of Management are required but there is insufficient time to carry out written opinion-seeking procedures, the General Director may report to the Chairman of the Board of Management in person/via email/telephone and must complete the dossier as prescribed in Clause 7 of this Article within 02 working days from the time of reporting.

#### **Article 76. Coordination between the Board of Management and the Supervisory Board**

1. The Board of Management is responsible for cooperating closely and creating all favorable conditions for the members of the Supervisory Board in the process of performing their duties and powers.

2. The Board of Management is responsible for directing and supervising the implementation of the Supervisory Board's recommendations.

3. Members of the Supervisory Board may request the Board of Management to provide information and documents regarding the management and executive operations of the Company, in addition to the periodic reports required to be provided by regulations.

#### **Article 77. Other coordination**

1. The Board of Management shall facilitate members of the Board of Management, members of the Supervisory Board, members of the Executive Board, and other executives of the Company to participate in domestic and international training courses, conferences, seminars, and surveys to improve professional qualifications and enhance management and executive knowledge. Participation in the aforementioned training courses and seminars must not affect the general operations of the Company.

2. Members of the Board of Management, members of the Supervisory Board, the General Director, the Person in charge of corporate governance, and the Company Secretary going on overseas business trips must have a specific program, report, and obtain written approval from the Chairman of the Board of Management. Depending on the nature and content of the work, the Chairman of the Board of Management may request relevant officers and employees of the Company to participate.

3. The Chairman of the Board of Management shall decide on domestic business trips for members of the Board of Management, members of the Supervisory Board, the Person in charge of corporate governance, and the Company Secretary according to programs chaired by the Board of Management or the Chairman of the Board of Management.

## CHAPTER VII

### REGULATIONS ON ANNUAL EVALUATION, REWARDS, AND DISCIPLINE FOR MEMBERS OF THE BOARD OF MANAGEMENT, MEMBERS OF THE SUPERVISORY BOARD, AND EXECUTIVES OF THE COMPANY

#### **Article 78. Annual performance evaluation of the Board of Management, the Supervisory Board, and the General Director**

1. The annual performance evaluation of the Board of Management and its members, the Supervisory Board and its members, and the General Director must be reported at the Annual General Meeting of Shareholders.

2. Authority to conduct evaluations:

a. The Board of Management shall organize the evaluation and assessment of the level of job performance and other criteria for members of the Board of Management and positions appointed by the Board of Management;

b. The Supervisory Board shall organize the evaluation and assessment of the level of job performance and other criteria for members of the Supervisory Board;

c. The General Director shall preside over the evaluation and assessment of the level of job performance and other criteria for positions appointed by the General Director.

3. The criteria, order, and procedures for evaluating and assessing executives shall be decided by the competent evaluating authority.

4. The Personnel and Salary Department, the Person in charge of corporate governance, and sub-committees under the Board of Management assigned to perform this evaluation are responsible for preparing guidance documents and assisting the Board of Management and the General Director in the annual evaluation and assessment of personnel.

#### **Article 79. Principles for applying disciplinary measures**

1. Acts subject to consideration for disciplinary measures:

a. Violation of position standards or violation of obligations as prescribed by the Company;

b. Violating the law and being convicted by a Court through a legally effective judgment;

c. Cases where disciplinary action is not yet considered:

- Currently on annual leave, statutory leave, or personal leave permitted by the

competent authority;

- Currently undergoing medical treatment as certified by a competent medical institution;

- Currently being held in custody or temporary detention pending the conclusion of competent authorities in investigation, prosecution, or adjudication regarding the violation of the law.

2. Cases of exemption from disciplinary liability:

a. Being certified by a competent authority as having lost civil act capacity at the time of committing the violation;

b. Being certified by a competent authority as having violated regulations in a force majeure situation while performing duties.

#### **Article 80. Commendation and discipline for members of the Board of Management**

1. The appropriation of the commendation fund for members of the Company's Board of Management is stipulated in the Company's Financial Management Regulation.

2. The Board of Management is responsible before the law and the General Meeting of Shareholders for the performance of activities within the scope of the Board's powers and duties. Members of the Board of Management may be considered for disciplinary action for violations stipulated in the Company's Charter and other regulations of the Company.

#### **Article 81. Commendation and discipline for members of the Supervisory Board**

1. The appropriation of the commendation fund for members of the Company's Supervisory Board is stipulated in the Company's Financial Management Regulation.

2. The Supervisory Board is responsible before the law and the General Meeting of Shareholders for the exercise of its rights and duties. Members of the Supervisory Board may be subject to disciplinary action for violations as stipulated in the Company Charter and other company regulations.

#### **Article 82. Commendation and discipline for Company executives**

1. Commendation and discipline for the General Director:

a. Commendation: The Board of Management shall decide on the commendation of the General Director in accordance with established and pre-agreed policies. Commendation shall be carried out in accordance with current laws and the Financial Management Regulations of the Company;

b. Discipline: The General Director is responsible before the General Meeting of

Shareholders, the Board of Management, and State laws for the performance of assigned rights and duties. The General Director may be subject to disciplinary action for violations as stipulated in the Company Charter and other company regulations.

2. Commendation and discipline for other executives:

a. Commendation: The Board of Management shall decide on the commendation of the Deputy General Director and the Chief Accountant of the Company upon the recommendation of the General Director and in accordance with Company policies; these costs shall be recorded as management expenses. Commendation shall be carried out in accordance with current laws and the Financial Management Regulations of the Company;

b. Discipline: The Deputy General Director and Chief Accountant of the Company may be subject to disciplinary action for violations specified in the Company Charter and other regulations of the Company.

**Article 83. Liability for damages**

1. Members of the Board of Management, members of the Supervisory Board, the General Director, Deputy General Directors, and the Chief Accountant of the Company who fail to perform or improperly or insufficiently perform their responsibilities and obligations as prescribed by law and the Company shall be liable for damages caused by their violations.

2. Liability for damages shall be considered even in cases where an individual does not directly or indirectly cause damage but fails to take action to prevent such violations.

**CHAPTER VIII**

**IMPLEMENTATION, AMENDMENT, AND SUPPLEMENT OF THE REGULATIONS**

**Article 84. Amendment, supplement, and implementation of the Regulations**

1. During the implementation process, when any content is no longer consistent with current legal provisions and the Company's governance activities, the Regulations shall be amended and supplemented accordingly.

2. The amendment and supplement of these Regulations fall under the authority of the General Meeting of Shareholders for consideration and decision.

3. In the event that there are current legal provisions related to the Company's activities that have not been mentioned or have content different from these Regulations, the current legal provisions shall apply.

4. The Board of Management and the General Director are responsible for coordinating the implementation of these Regulations.

5. The Supervisory Board is responsible for inspecting and supervising the implementation of these Regulations within the Company.

**Article 85. Validity of the Regulation**

1. This Regulation consists of 08 Chapters and 85 Articles and was unanimously passed and approved in its entirety by the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company, which assigned the Board of Management of the Company to issue and implement it effective from June 29, 2023.

2. This Regulation replaces the Internal Regulations on Corporate Governance of Port of Hai Phong Joint Stock Company issued under Decision No. 1950/QD-CHP dated June 29, 2023 by the Board of Management of Port of Hai Phong Joint Stock Company and the Appendix on amendments and supplements to the Internal Regulations on Corporate Governance (the first revision) issued under Decision No. 1857/QD-CHP dated May 7, 2025 by the Board of Management of Port of Hai Phong Joint Stock Company.

3. Copies or extracts of the Internal Regulations on Corporate Governance must bear the signature of the Chairman of the Board of Management.

**ON BEHALF OF BOARD OF MANAGEMENT  
CHAIRMAN**

**Pham Hong Minh**