



SGI HOLDINGS INVESTMENT JSC



INTERNAL REGULATIONS CORPORATE GOVERNANCE

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INTERNAL REGULATIONS

CORPORATE GOVERNANCE

SGI HOLDINGS INVESTMENT JSC

Legal basis:

- Law on Securities dated November 26, 2019;
- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15 dated June 17, 2025;
- Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- Charter of SGI Holdings Investment Joint Stock Company ("**Charter of the Company**");

CHAPTER I

GENERAL REGULATIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Internal Regulation on corporate governance ("**Regulation**") stipulates the contents of the rights and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; order and procedures for meetings of the General Meeting of Shareholders; nomination, candidacy, election, dismissal and dismissal of members of the Board of Directors, the Control Board, the General Director and other activities as prescribed in the company's charter and other current provisions of law.
2. Subjects of application:
 - a. Shareholders of the Company;
 - b. Board of Directors, members of the Board of Directors;
 - c. the Control Board, members of the Control Board;
 - d. Business executives;
 - e. Business managers;
 - f. Person in charge of corporate governance, company secretary
 - g. Other organizations and individuals related to the Company's internal management activities.

CHAPTER II

SHAREHOLDERS

Article 2. Time of arising rights and obligations of shareholders

1. Unless otherwise provided for by law, the time of arising the rights and obligations of shareholders is the time when the securities depository account of the shareholder opened at a securities depository member records the balance of SGI shares. For undeposited shares, the time of arising the rights and obligations of shareholders is the time when the names and information about the shareholders are recorded in the company's shareholder register.
2. The company's shareholder register and the list of shareholders provided by the Securities Depository to the Company shall serve as a basis for determining the status, rights and obligations of shareholders

Article 3. Fair Treatment of Shareholders

1. All shareholders shall be treated fairly, including minority shareholders and foreign shareholders. The percentage of share ownership by foreign shareholders in the Company shall not be restricted, unless otherwise provided by law or the Company's Charter. Each share of the same class shall confer equal rights, interests, and obligations upon its holders. In the event that the Company issues preference shares, the rights and obligations attached to such shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders.
2. Major shareholders shall not abuse their controlling position or influence to harm the legitimate rights and interests of the Company or other shareholders.
3. Internal persons, related persons of internal persons, major shareholders, and related persons of major shareholders shall disclose information when trading shares of SGI in accordance with applicable laws and regulations.

CHAPTER III

GENERAL MEETING OF SHAREHOLDERS

Article 4. Rights and Obligations of the General Meeting of Shareholders

The rights and obligations of the General Meeting of Shareholders shall comply with the provisions of Article 14 of the Company's Charter.

Article 5. Approval of Resolutions by the General Meeting of Shareholders

The order and procedures for convening meetings and conducting voting at the General Meeting of Shareholders, as well as other matters related to the General Meeting of Shareholders, shall comply with the provisions of Articles 13 through 20 and Article 22 of the Company's Charter and this Regulation.

Article 6. Notice and Registration for Attendance at the General Meeting of Shareholders

1. The notice of invitation to the General Meeting of Shareholders shall comply with the provisions of Clause 3, Article 17 of the Company's Charter. If the notice specifies the time and method for

registration to attend the General Meeting of Shareholders, shareholders shall be responsible for registering for attendance in accordance with the instructions stated in the notice.

2. Shareholders may authorize another person to attend the meeting in accordance with applicable laws and Article 15 of the Company's Charter. In the event that the authorization document does not clearly specify the contents, scope, and extent of authorization, such authorization shall be deemed a full authorization.

Article 7. Voting Methods, Vote Counting, and Announcement of Voting Results

1. Voting slips shall be sent to shareholders together with the invitation letter, distributed at the General Meeting of Shareholders, or provided electronically.
2. Shareholders attending the meeting may vote by marking their ballots and placing them in the ballot box located at the meeting venue or by using electronic voting, remote voting, or other voting methods provided by the Company. A valid voting slip signed by shareholders or authenticated in accordance with the procedures prescribed by the Board of Directors shall serve as evidence confirming shareholders' voting opinions on matters submitted for voting.
3. The Vote Counting Committee elected by the General Meeting of Shareholders at the proposal of the Chairperson shall conduct vote counting immediately after the voting period ends.
4. Abstentions shall not be counted as votes in favor.
5. The Chairperson shall announce the voting results after the Vote Counting Committee completes the vote counting.
6. The voting results shall be announced immediately at the General Meeting of Shareholders upon completion of vote counting.

Article 8. Right to Object to Resolutions of the General Meeting of Shareholders

1. Shareholders specified in Clause 2, Article 11 of the Company's Charter shall have the right to object to resolutions of the General Meeting of Shareholders in the following manners:
 - a. Request the Secretary of the General Meeting to record their objections in the minutes of the meeting if the resolution is announced at the meeting.
 - b. Request the Court or Arbitration to consider invalidating all or part of a resolution of the General Meeting of Shareholders within the time limit prescribed in Article 151 of the Law on Enterprises and Article 23 of the Company's Charter. All expenses related to the procedure for requesting the invalidation of a resolution of the General Meeting of Shareholders shall be borne by the requesting shareholder.
2. In all cases, shareholders must comply with the resolutions of the General Meeting of Shareholders until a legally effective decision of the Court or Arbitration on the invalidation of such resolutions is issued, except in cases where provisional emergency measures are applied pursuant to a decision of a competent authority.

Article 9. Approval of Resolutions of the General Meeting of Shareholders by Written Opinions

1. Cases in which written opinions may be collected

The Board of Directors shall have the right to collect written opinions from shareholders on any matter falling under the authority of the General Meeting of Shareholders in order to adopt resolutions of the General Meeting of Shareholders at any time when it deems necessary for the benefit of the Company..

2. Order and procedures for collecting written opinions

The order and procedures for collecting written opinions from shareholders to approve resolutions of the General Meeting of Shareholders shall comply with the provisions of Article 21 of the Company's Charter.

Article 10. General Meeting of Shareholders Held via Online Conference

In cases of necessity, the Board of Directors may decide to organize the Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders in the form of an online conference and stipulate voting methods applicable to the online General Meeting of Shareholders as follows:

1. The General Meeting of Shareholders system is a website, application, or other electronic platform provided and developed by the Company to enable shareholders to register for attendance, vote, participate in the online General Meeting of Shareholders, and exercise other rights (if any).
2. Online General Meeting of Shareholders is a meeting conducted through the General Meeting of Shareholders system provided by the Company from time to time. Shareholders attending the meeting online may follow the General Meeting from different locations, both domestically and internationally, through electronic devices such as computers, smartphones, or other technological means.
3. The venue for the online General Meeting of Shareholders shall include the main venue and other venues, in which the main venue is where the Chairperson attends and presides over the meeting, and the other venues are locations where shareholders log into the General Meeting of Shareholders system using access accounts provided by the Company to attend the online General Meeting of Shareholders.
4. The notice of invitation to the online General Meeting of Shareholders shall comply with the method of invitation for in-person General Meetings of Shareholders as prescribed in Clause 3, Article 17 of the Company's Charter. The convener of the online General Meeting of Shareholders shall prepare additional guidance documents for shareholders regarding registration, participation, and voting via electronic means. Such guidance documents shall be published on the Company's website and the General Meeting of Shareholders system.
5. Registration for Attendance at the Online General Meeting of Shareholders
 - a. To attend the online General Meeting of Shareholders, shareholders shall register and log into the General Meeting of Shareholders system in accordance with these Regulations and the Company's instructions
 - b. When registering on the General Meeting of Shareholders system, shareholders must provide the following information:
 - Legal identification documents of the shareholder;
 - Form of attendance and voting method;

- Authentication method: using OTP (abbreviation for One-Time Password) or other methods provided by the Company. OTP is a one-time authentication password provided to shareholders via email or text message to the registered mobile phone number when shareholders register on the General Meeting of Shareholders system. Shareholders are required to complete authentication for registration, login, password changes, and changes to registration information (if any). When voting or conducting elections, authentication shall be required to confirm the shareholder's approval when performing actions on the General Meeting of Shareholders system;
 - Carefully review the terms and conditions and confirm that they are understood and accepted;
 - Other necessary information as required to ensure that the Company can properly identify shareholders or authorized representatives attending the online General Meeting of Shareholders.
 - c. Shareholders who successfully complete registration shall receive login information (including username and password) for access to the General Meeting of Shareholders system.
 - d. Shareholders shall be responsible for providing complete and accurate information and for safeguarding and maintaining the confidentiality of their login credentials
6. Authorization for representatives to attend the online General Meeting of Shareholders: Shareholders may authorize another person or a member of the Board of Directors to attend the online General Meeting of Shareholders by one of the following methods:
- a. Preparing a valid power of attorney in accordance with Article 15 of the Company Charter and submitting it to the Company in the form and at the address specified in the meeting invitation.
 - b. Registration of authorization on the General Meeting system.
7. Conditions for Conducting the Online General Meeting of Shareholders
- a. The online General Meeting of Shareholders shall be conducted when the quorum requirement is satisfied, with shareholders attending the meeting representing more than 50% of the total voting shares.
 - b. A shareholder shall be deemed to have attended the meeting when meeting one of the following conditions:
 - Attending the meeting online by logging into the General Meeting of Shareholders system during the meeting period until the closing of the voting and election session. Shareholders who log in but do not cast votes or who log out of the system during the meeting shall still be considered as having attended the meeting;
 - Shareholders who have cast votes remotely, via electronic voting, or by other voting methods as instructed by the Board of Directors or persons authorized by the Board of Directors.
8. Discussion at the Online General Meeting of Shareholders
- Discussions shall be conducted within the stipulated time and within the scope of matters included in the approved meeting agenda. Shareholders may participate in discussions and raise questions to the Chairperson of the General Meeting through the General Meeting of Shareholders system or through other methods provided by the Company.
9. Online Voting Procedures:

- a. Shareholders who have registered and logged in to the General Meeting of Shareholders system shall cast their votes electronically through the system in accordance with this Regulation. In addition to electronic voting, shareholders may vote remotely or through other methods as specified in the Invitation Letter and the Company's instructions.
- b. When conducting electronic voting, shareholders shall select one of the following voting options: approval, disapproval, or abstention.
- c. Voting results conducted through electronic voting, remote voting, or other voting methods shall have equal legal validity. In cases where shareholders vote through different voting methods and/or provide inconsistent voting opinions, the final valid voting or election result recorded by the system shall prevail.
- d. Shareholders shall be entitled to vote and participate in elections from the time of successful login to the General Meeting of Shareholders system or within other time limits prescribed by the Board of Directors. The closing time for voting or election on each agenda item shall be determined in accordance with the meeting agenda and the progress of the General Meeting. Each voting or election event, whether ongoing or completed, shall be announced at the meeting and on the General Meeting of Shareholders system to enable shareholders to monitor and exercise their voting rights.
- e. In cases where shareholders are unable to complete electronic voting due to disconnection of the General Meeting of Shareholders system or other technical issues, the voting results for agenda items already voted on shall remain valid. Agenda items that have not been voted on shall be deemed as abstentions. Shareholders may contact the Company directly for additional voting support during the General Meeting.

10. Online Vote Counting Procedures

- a. Based on the voting and election results recorded on the General Meeting of Shareholders system and other voting methods (if any), the Vote Counting Committee shall collect, compile, and count votes.
- b. For voting on matters relating to meeting procedures, including the meeting agenda, the Regulation on the Organization of the General Meeting of Shareholders, the composition of the Vote Counting Committee, the Minutes of the meeting, the Resolution of the General Meeting of Shareholders, and other related matters (if any), shareholders who have conducted remote voting or electronic voting shall be deemed to have approved such matters, unless shareholders have cast different votes on the General Meeting of Shareholders system or submitted written opinions to the Company prior to the determination of voting results for each matter.
- c. For voting on agenda items and elections, voting and election results shall be determined based on the results of electronic voting, remote voting, or other voting methods (if any).
- d. In cases where shareholders propose additional agenda items or nominate candidates for the Board of Directors or the Supervisory Board after the issuance of the meeting invitation and the Chairperson agrees to include such proposals in the meeting agenda or the list of candidates, such proposals shall be announced and approved at the General Meeting of Shareholders, updated on the General Meeting of Shareholders system, and disclosed in accordance with applicable regulations to enable shareholders to conduct additional voting or elections. If shareholders have already conducted remote voting or electronic voting

without voting on or updating their votes regarding such additional matters, the voting and election results shall be determined in accordance with the voting results already recorded.

- For voting on the additional agenda item: the shareholder shall be deemed to have abstained from voting on such item.
- For voting on the additional agenda item: the shareholder shall be deemed to have abstained from voting on such item..

11. Announcement of Vote Counting Results

The vote counting results shall be announced immediately at the online General Meeting of Shareholders after the completion of vote counting and prior to the closing of the meeting, unless otherwise decided by the Chairperson.

12. Preparation and Disclosure of the Minutes and Resolutions of the General Meeting of Shareholders.

The Minutes and the Resolution of the General Meeting of Shareholders shall be read and approved at the General Meeting of Shareholders for shareholders attending the meeting to vote for approval prior to the conclusion of the General Meeting and shall be disclosed in accordance with the provisions of Article 22 of the Company's Charter.

13. The convening of the meeting, preparation of the list of shareholders, delivery of invitation letters and accompanying documents, conditions for conducting the online General Meeting of Shareholders, and other related procedures shall comply with the provisions applicable to in-person General Meetings of Shareholders as stipulated in the Company's Charter, this Regulation, and applicable laws.

In addition to the provisions of this Article, the Board of Directors may issue regulations governing the organization of online General Meetings of Shareholders to provide detailed guidance on matters relating to the organization of such meetings.

Article 11. Order and Procedures for Convening General Meetings of Shareholders in Hybrid Format (In-Person and Online)

1. Based on practical circumstances, the Board of Directors may decide to convene the General Meeting of Shareholders in a hybrid format combining in-person and online participation in accordance with the Company's Charter and this Regulation..
2. The Board of Directors shall issue regulations governing the organization of hybrid General Meetings of Shareholders based on provisions relating to the convening of meetings, preparation of the list of shareholders, delivery of invitation letters and accompanying documents, conditions for conducting online General Meetings of Shareholders, voting procedures, vote counting, and other related procedures in accordance with the Company's Charter, this Regulation, and applicable laws.

CHAPTER IV
BOARD OF DIRECTORS

Article 12. Role, Rights and Obligations of the Board of Directors

The role, rights and obligations of the Board of Directors shall be implemented in accordance with Articles 26, 27, 42 and 43 of the Company Charter and other relevant legal regulations.

Article 13. Nomination, Self-Nomination, Election, Dismissal and Removal of Members of the Board of Directors

1. Term and Number of Members of the Board of Directors

- a. The term of office of a member of the Board of Directors shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors for no more than two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously complete their terms, such members shall continue to serve until new members are elected to replace them and assume their duties.
- b. The number of members of the Board of Directors shall be at least three (03) and no more than seven (07) members. The number of members for each term shall be approved by the General Meeting of Shareholders based on the proposal of the Board of Directors.

2. Structure, Standards and Conditions of Members of the Board of Directors

- a. The structure of the Board of Directors shall comply with Clause 3, Article 25 of the Company Charter.
- b. Members of the Board of Directors must satisfy the standards and conditions specified in Clause 4, Article 24 of the Company Charter.
- c. Independent members of the Board of Directors must satisfy the standards and conditions specified in Clause 2 of this Article and Clause 5, Article 24 of the Company Charter.

In the event that laws provide different standards or conditions for independent members of the Board of Directors, the Company shall comply with the applicable laws.

3. Nomination and Self-Nomination of Members of the Board of Directors

- a. Shareholders or groups of shareholders shall nominate or self-nominate candidates for the Board of Directors in accordance with Clause 2, Article 24 of the Company Charter.
- b. In the event that the number of candidates nominated or self-nominated is insufficient, the incumbent Board of Directors may introduce additional candidates or organize nomination under another mechanism approved by the General Meeting of Shareholders in accordance with these Regulations and the Rules of Operation of the Board of Directors. The introduction of additional candidates by the Board of Directors must be publicly disclosed prior to the election in accordance with applicable laws.
- c. Candidates must provide a written commitment confirming the truthfulness, accuracy and reasonableness of the disclosed personal information and undertake to perform their duties honestly, loyally and prudently in the best interests of the Company if elected as members of the Board of Directors.

4. Method of Election of Members of the Board of Directors

- a. The election (including additional election) and determination of elected members of the Board of Directors shall be conducted using the cumulative voting method in accordance with Clause 3, Article 20 of the Company Charter..
- b. Shareholders shall have the right to vote for themselves if they are listed as candidates on the election ballot..
- c. Election ballots shall be sent to shareholders together with the meeting invitation if candidate information is available, or distributed at the General Meeting of Shareholders, or delivered through the electronic system depending on the meeting method. Each ballot shall specify candidate names, shareholder information, and the total number of voting shares owned or represented by the shareholder. Shareholders must verify the number of shares recorded on the ballot and immediately notify the Company upon receipt if any discrepancy is found..
- d. Invalid election ballots include ballots falling under one or more of the following cases:
 - Ballots not in the prescribed form or not issued by the Company;
 - Ballots voting for more candidates than the permitted number;
 - Ballots containing erasures or alterations;
 - Ballots containing names of persons not included in the list of nominated or self-nominated candidates approved by the General Meeting of Shareholders prior to the election;
 - Ballots where the total number of votes allocated to candidates exceeds the total voting rights of the shareholder;
 - Ballots without the signature of the shareholder or authorized representative or ballots that cannot be verified in accordance with the Company's prescribed method;
 - Other cases as prescribed by law or decided by the General Meeting of Shareholders.

5. Cases of Dismissal, Removal and Additional Election of Members of the Board of Directors

- a. Members of the Board of Directors shall be dismissed or removed in the cases specified in Article 30 of the Company Charter. Independent members shall be dismissed or removed in cases where they no longer satisfy the standards and conditions specified in Article 13 of these Regulations.
- b. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in accordance with Clause 4, Article 30 of the Company Charter and Clause 4, Article 160 of the Law on Enterprises.

6. Notification of Election, Dismissal and Removal of Members of the Board of Directors

- a. Disclosure of candidate information: where candidates are identified in advance, information relating to candidates must be disclosed at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website to enable shareholders to review candidate information before voting. Disclosed information shall include at least: full name; date of birth; professional qualifications; working history; information regarding companies where the candidate currently holds positions as a

member of the Board of Directors; other managerial positions and related interests with the Company (if any); and other relevant information (if any);

- b. The election, dismissal and removal of members of the Board of Directors shall be disclosed in accordance with regulations on information disclosure in the securities market and published on the Company's website.

7. Election, Dismissal and Removal of the Chairman of the Board of Directors

The election, dismissal and removal of the Chairman of the Board of Directors shall be carried out in accordance with Clauses 1 and 4, Article 28 and Clause 1, Article 29 of the Company Charter and other relevant legal regulations.

Article 14. Remuneration and Other Benefits of Members of the Board of Directors

The remuneration, bonuses and other benefits of members of the Board of Directors shall be implemented in accordance with Article 27 of the Company Charter..

Article 15. Procedures and Formalities for Organizing Meetings of the Board of Directors

1. Number of meetings: The Board of Directors shall hold regular meetings at least once every quarter, or hold extraordinary meetings, or obtain written opinions of members of the Board of Directors when necessary or upon request in any of the cases specified in Clause 3, Article 29 of the Company Charter.
2. The procedures for convening meetings of the Board of Directors shall be carried out in accordance with Article 29 of the Company Charter..
3. Convening extraordinary meetings of the Board of Directors
 - a. Persons authorized to request the convening of an extraordinary meeting of the Board of Directors as specified in Clause 3, Article 29 of the Company Charter must submit a written request to the Chairman of the Board of Directors. The written request must clearly state the reasons for convening the meeting, matters for discussion and relevant supporting documents.
 - b. Within seven (07) working days from the date of receipt of the request, if the Chairman of the Board of Directors fails to convene the meeting, the requesting person specified in Point a of this Clause shall have the right to issue a notice convening the meeting of the Board of Directors.
4. Notice of meetings of the Board of Directors
 - a. The Chairman of the Board of Directors or the person convening the meeting must send the meeting invitation at least three (03) working days prior to the meeting date. The meeting invitation must clearly specify the time and venue of the meeting, agenda, matters for discussion and decision. The meeting invitation must be accompanied by documents to be used at the meeting and voting ballots of members. The invitation may be sent by post, fax, email or other means, provided that it is delivered to the registered contact address of each member of the Board of Directors.
 - b. The Chairman of the Board of Directors or the convening person shall send the meeting invitation and accompanying documents to members of the Supervisory Board and the Chief Executive Officer in the same manner as for members of the Board of Directors.

5. Right of members of the Supervisory Board to attend meetings of the Board of Directors
Members of the Supervisory Board shall have the right to attend meetings of the Board of Directors but shall not have voting rights.
6. Conditions for conducting meetings of the Board of Directors
Meetings of the Board of Directors shall be conducted in accordance with Clause 8, Article 29 of the Company Charter.
7. Voting methods
The Board of Directors shall vote in accordance with Clauses 10, 11 and 13, Article 29 of the Company Charter and resolutions shall be adopted in accordance with Clause 15, Article 29 of the Company Charter.
8. Adoption of resolutions of the Board of Directors
Resolutions of the Board of Directors shall be adopted when approved by a majority of attending members. In the event of an equal number of votes for and against, the final decision shall be determined in accordance with the opinion of the Chairman of the Board of Directors or the person authorized by the Chairman.
9. Authorization for another person to attend meetings of the Board of Directors on behalf of a member
 - a. A member of the Board of Directors may authorize another person to attend and vote at the meeting by submitting a written authorization to the Chairman of the Board of Directors at least one (01) day prior to the meeting date. If the Chairman authorizes another person, such authorization must be notified to other members of the Board of Directors at least one (01) day prior to the meeting.
 - b. The authorization for another person to attend and vote must be approved by a majority of members of the Board of Directors.
10. Preparation of minutes of meetings of the Board of Directors
 - a. Contents and conclusions of the Board of Directors must be recorded in minutes.
 - b. Minutes of meetings of the Board of Directors must bear the signatures of the Chairperson and the minute taker (meeting secretary). The preparation of minutes shall be carried out in accordance with Clause 14, Article 29 of the Company Charter.
 - c. Minutes of meetings of the Board of Directors shall be disclosed in accordance with regulations on information disclosure in the securities market and published on the Company's website.
 - d. Minutes shall be prepared in Vietnamese and may also be prepared in a foreign language. Vietnamese and foreign language versions shall have equal validity. In case of any inconsistency, the Vietnamese version shall prevail.
11. In case the Chairperson and/or the minute taker refuse to sign the minutes
If the Chairperson and/or the minute taker refuse to sign the minutes, but all other attending members of the Board of Directors sign and approve the minutes with full contents in accordance with the Law on Enterprises, such minutes shall remain valid. The minutes must clearly state the refusal of the Chairperson and/or the minute taker to sign. Persons signing the minutes shall bear

joint responsibility for the accuracy and truthfulness of the contents. The Chairperson and the minute taker shall bear personal liability for damages caused to the Company due to refusal to sign the minutes in accordance with the Law on Enterprises, the Company Charter and relevant laws.

12. Notification of resolutions and decisions of the Board of Directors

- a. After each meeting, decisions of the Board of Directors must be sent to all members of the Board of Directors, the Supervisory Board and the Chief Executive Officer within twenty-four (24) hours from the time such decisions are adopted.
- b. Resolutions of the Board of Directors shall be disclosed in accordance with regulations on information disclosure in the securities market and published on the Company's website.
- c. Resolutions of the Board of Directors shall be prepared in Vietnamese and may also be prepared in a foreign language. Vietnamese and foreign language versions shall have equal validity. In case of any inconsistency, the Vietnamese version shall prevail.

Article 16. Committees under the Board of Directors

1. The Board of Directors may establish committees under the Board of Directors to support its operations. Independent members of the Board of Directors and/or non-executive members should constitute the majority of the committee members, and one of such members shall be appointed as the Chairperson of the committee in accordance with a decision of the Board of Directors.
2. The Board of Directors shall provide detailed regulations on the establishment of committees, as well as the roles, responsibilities and authority of each committee and each committee member, and the responsibilities of the independent member assigned to oversee the committee.
3. The term of office, number, standards, structure of the committees; nomination, self-nomination, election, dismissal and removal of committee members; and the operation of the committees shall be prescribed in detail by the Board of Directors.

Article 17. Selection, Appointment and Dismissal of the Person in Charge of Corporate Governance

1. Standards of the Person in Charge of Corporate Governance and the Company Secretary
Regulations on the Person in Charge of Corporate Governance and the Company Secretary shall be implemented in accordance with Article 32 of the Company Charter.
2. Notification of Appointment and Dismissal of the Person in Charge of Corporate Governance
 - a. The Board of Directors shall appoint at least one person to perform the duties of the Person in Charge of Corporate Governance and shall decide on the dismissal of such person. When deemed necessary, the Board of Directors may appoint a Company Secretary with a term of office as decided by the Board of Directors. The Person in Charge of Corporate Governance may concurrently serve as the Company Secretary.
 - b. The Person in Charge of Corporate Governance shall be dismissed in the following cases:
 - Submission of a resignation letter or termination of employment;
 - Failure to meet the standards specified in Clause 2, Article 32 of the Company Charter;
 - Other cases as decided by the Board of Directors

3. Rights and Obligations of the Person in Charge of Corporate Governance and the Company Secretary
 - a. The Person in Charge of Corporate Governance shall have the rights and duties as prescribed in Clause 3, Article 32 of the Company Charter.
 - b. The Company Secretary shall have the rights and obligations as prescribed in Clause 4, Article 32 of the Company Charter.

CHAPTER V

SUPERVISORY BOARD

Article 18. Roles, Rights and Obligations of the Supervisory Board and Responsibilities of Its Members

1. The Supervisory Board shall have the rights and obligations prescribed in Article 36 of the Company's Charter and applicable laws..
2. Responsibilities of members of the Supervisory Board:
 - a. To strictly comply with applicable laws, the Company's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in performing their assigned rights and obligations.
 - b. To exercise assigned rights and obligations in an honest, prudent, and diligent manner in order to protect the maximum legitimate interests of the Company.
 - c. To remain loyal to the interests of the Company and its shareholders; not to abuse their positions or use information, know-how, business opportunities, or other assets of the Company for personal gain or for the benefit of other organizations or individuals.

Article 19. Term of Office and Number of Members of the Supervisory Board

1. Term of Office and Number of Members of the Supervisory Board

The term of office and number of members of the Supervisory Board shall be implemented in accordance with Clause 1, Article 34 of the Company Charter.
2. Standards and Conditions of Members of the Supervisory Board

Standards and conditions of members of the Supervisory Board shall be implemented in accordance with Clause 2, Article 34 of the Company Charter.
3. Nomination and Self-Nomination of Members of the Supervisory Board
 - a. Shareholders or groups of shareholders shall nominate or self-nominate candidates for the Supervisory Board in accordance with Clause 2, Article 24 of the Company Charter.
 - b. In the event that the number of candidates nominated or self-nominated is insufficient, the incumbent Supervisory Board may introduce additional candidates or organize nomination under another mechanism approved by the General Meeting of Shareholders in accordance with these Regulations and the Rules of Operation of the Supervisory Board. The introduction of additional candidates by the Supervisory Board must be publicly disclosed prior to the election in accordance with applicable laws.

- c. Candidates must provide a written commitment confirming the truthfulness, accuracy and reasonableness of disclosed personal information and undertake to perform their duties honestly, loyally and prudently in the best interests of the Company if elected as members of the Supervisory Board.
4. Method of Election of Members of the Supervisory Board
 - a. The election (including additional election) and determination of elected members of the Supervisory Board shall be conducted using the cumulative voting method in accordance with Clause 3, Article 20 of the Company Charter.
 - b. Shareholders shall have the right to vote for themselves if they are listed as candidates on the election ballot.
 - c. Election ballots shall be sent to shareholders together with the meeting invitation if candidate information is available, or distributed at the General Meeting of Shareholders, or delivered through the electronic system depending on the meeting method. Each ballot shall specify candidate names, shareholder information and the total number of voting shares owned or represented by the shareholder. Shareholders must verify the number of shares recorded on the ballot and immediately notify the Company upon receipt if any discrepancy is found.
 - d. Invalid election ballots include ballots falling under one or more of the following cases:
 - Ballots not in the prescribed form or not issued by the Company;
 - Ballots voting for more candidates than the permitted number;
 - Ballots containing erasures or alterations;
 - Ballots containing names of persons not included in the list of nominated or self-nominated candidates approved by the General Meeting of Shareholders prior to the election;
 - Ballots where the total number of votes allocated to candidates exceeds the total voting rights of the shareholder;
 - Ballots without the signature of the shareholder or authorized representative or ballots that cannot be verified in accordance with the Company's prescribed method;
 - Other cases as prescribed by law or decided by the General Meeting of Shareholders.
5. Cases of Dismissal and Removal of Members of the Supervisory Board

Members of the Supervisory Board shall be dismissed or removed in the cases specified in Clauses 3 and 4, Article 34 of the Company Charter.
6. Notification of Election, Dismissal and Removal of Members of the Supervisory Board
 - a. Disclosure of candidate information: where candidates are identified in advance, information relating to candidates must be disclosed at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website to enable shareholders to review candidate information before voting. Disclosed information shall include at least: full name; date of birth; professional qualifications; working history;

information regarding companies where the candidate currently holds positions as a member of the Supervisory Board; other managerial positions and related interests with the Company (if any); and other relevant information (if any);

- b. The election, dismissal and removal of members of the Supervisory Board shall be disclosed in accordance with regulations on information disclosure in the securities market and published on the Company's website.

7. **Salary and Other Benefits of Members of the Supervisory Board**

Remuneration, bonuses and other benefits of members of the Supervisory Board shall be implemented in accordance with Article 38 of the Company Charter..

CHAPTER VI

CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVE OFFICERS

Article 20. Responsibilities, Rights and Obligations of the Chief Executive Officer

The responsibilities, rights and obligations of the Chief Executive Officer shall be implemented in accordance with Clauses 2 and 5, Article 41 of the Company Charter.

Article 21. Appointment, Dismissal, Execution and Termination of Employment Contract of the Chief Executive Officer

1. **Term of Office, Standards and Conditions of the Chief Executive Office**
 - a. The term of office of the Chief Executive Officer shall be implemented in accordance with Clause 3, Article 41 of the Company Charter.
 - b. Standards and conditions of the Chief Executive Officer shall comply with Clause 4, Article 41 of the Company Charter and other applicable laws.
2. **Nomination, Self-Nomination, Dismissal and Removal of the Chief Executive Officer**
 - a. Members of the Board of Directors may nominate or self-nominate candidates for the position of Chief Executive Officer for consideration and decision by the Board of Directors.
 - b. The dismissal or removal of the Chief Executive Officer shall be implemented in accordance with Clause 6, Article 41 of the Company Charter and applicable laws..
3. **Appointment, Execution and Termination of Employment Contract with the Chief Executive Officer**
 - a. The Board of Directors may appoint a member of the Board of Directors or another person as the Chief Executive Officer.
 - b. The execution and termination of employment contracts with the Chief Executive Officer shall comply with labor laws, the Company Charter, these Regulations and other internal regulations of the Company (if any).
4. **Notification of Appointment, Dismissal, Removal, Execution and Termination of Employment Contract of the Chief Executive Officer**

The appointment, dismissal, removal, execution and termination of employment contracts with the Chief Executive Officer shall be disclosed in accordance with regulations on information disclosure in the securities market.

5. Salary and Other Benefits of the Chief Executive Officer

The salary and other benefits of the Chief Executive Officer shall be implemented in accordance with the Company Charter, the Company's remuneration and bonus policies (if any), decisions of the Board of Directors and applicable laws.

6. Other Executive Officers:

- a. Other executive officers include the Chief Accountant and other executive officers appointed by the Board of Directors.
- b. Standards and conditions for other executive officers shall be decided by the Board of Directors based on proposals of the Chief Executive Officer or members of the Board of Directors.
- c. The appointment, dismissal and removal of other executive officers shall be implemented in accordance with the Company Charter and decisions of the Board of Directors.
- d. Notification of appointment, dismissal, removal, execution and termination of employment contracts of other executive officers shall be disclosed in accordance with regulations on information disclosure in the securities market.
- e. Salary and other benefits of other executive officers shall be implemented in accordance with the Company Charter, the Company's remuneration and bonus policies (if any), decisions of the Board of Directors and applicable laws.

CHAPTER VII

COORDINATION AMONG THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD AND THE CHIEF EXECUTIVE OFFICER

Article 22. Procedures and Formalities for Convening Meetings, Sending Meeting Invitations, Recording Minutes and Notifying Meeting Results among the Board of Directors, the Supervisory Board and the Chief Executive Officer

1. At all meetings of the Board of Directors, the Chairman of the Board of Directors shall invite members of the Supervisory Board (Head of the Supervisory Board and/or members of the Supervisory Board) to attend and may invite the Chief Executive Officer to attend.
2. At meetings of the Supervisory Board, the Head of the Supervisory Board may invite certain members of the Board of Directors, the Chief Executive Officer and members of Board committees to attend.
3. At important meetings organized by the Chief Executive Officer, the Chief Executive Officer may invite certain members of the Board of Directors, members of the Supervisory Board and members of Board committees to attend.
4. Meeting invitations of the Board of Directors must specify the time, venue and agenda of the meeting and be accompanied by meeting materials at least three (03) working days prior to the

meeting date.

5. Minutes and resolutions of meetings shall be sent to all attendees within five (05) days from the meeting date.

Article 23. Notification of Resolutions and Decisions of the Board of Directors to the Supervisory Board and the Chief Executive Officer

All resolutions, decisions and governance-related documents issued by the Board of Directors shall be sent to the Supervisory Board and the Chief Executive Officer within five (05) days from the date of issuance.

Article 24. Cases Where the Chief Executive Officer and the Supervisory Board Request the Convening of Meetings of the Board of Directors and Matters Requiring Consultation with the Board of Directors

1. The Chief Executive Officer and the Supervisory Board shall have the right to request the convening of meetings of the Board of Directors when necessary, or when events arise that significantly affect the Company's operations, or in other cases as prescribed by the Company Charter and applicable laws.
2. The Chief Executive Officer and the Supervisory Board shall seek opinions from the Board of Directors when necessary or when issues arise that require consultation or approval from the Board of Directors.

Article 25. Reporting by the Chief Executive Officer to the Board of Directors on the Performance of Assigned and/or Authorized Duties and Powers.

1. The Chief Executive Officer shall be responsible for developing business plans for submission to the Board of Directors for consideration and approval, and for organizing the implementation of resolutions of the Board of Directors. Upon identifying issues that may affect the interests of the Company, the Chief Executive Officer shall report to the Board of Directors for consideration and decision on appropriate adjustments.
2. The Chief Executive Officer shall manage the day-to-day business operations of the Company, be subject to the supervision of the Board of Directors, and be accountable to the Board of Directors and to the law for the performance of assigned duties.
3. The Chief Executive Officer shall have the right to refuse to implement decisions of the Board of Directors and reserve his/her opinion if such decisions are deemed contrary to the law, and must immediately report such refusal in writing to the Board of Directors and the Supervisory Board. The Board of Directors may suspend or cancel the implementation of decisions of the Chief Executive Officer if such decisions are deemed contrary to the law, the Company Charter, or resolutions and decisions of the Board of Directors.
4. The Chief Executive Officer shall have the authority to make decisions beyond his/her delegated authority in emergency cases such as natural disasters or fire; however, such decisions must be reported to the Board of Directors and the nearest General Meeting of Shareholders.
5. The Board of Directors may appoint representatives to attend internal meetings of the Company organized by the Chief Executive Officer when deemed necessary.
6. For important meetings relating to policy mechanisms, long-term development orientation, or

major unresolved issues of the Company, the Chief Executive Officer shall proactively invite the Board of Directors to attend.

7. The Chief Executive Officer shall prepare matters to be discussed and decided at meetings of the Board of Directors or the General Meeting of Shareholders within the scope of his/her management authority or as assigned by the Chairman of the Board of Directors.

Article 26. Matters the Chief Executive Officer Must Report and Provide Information on to the Board of Directors and the Supervisory Board

1. Periodic reports on business performance on a quarterly, semi-annual and annual basis.
2. Annual business plans.
3. Other matters falling under the approval authority of the Board of Directors.

Article 27. Coordination of Control, Management and Supervision Activities among Members of the Board of Directors, Members of the Supervisory Board and the Chief Executive Officer

1. Members of the Board of Directors, the Supervisory Board and the Chief Executive Officer shall closely coordinate, regularly exchange information in their work, and provide information in the spirit of cooperation, support and facilitation to ensure the proper exercise of their rights and performance of their duties in accordance with the Company Charter and applicable laws. In performing governance functions, the Board of Directors and the Supervisory Board shall facilitate the Chief Executive Officer in effectively performing his/her functions. The Chief Executive Officer shall create necessary conditions for members of the Board of Directors and the Supervisory Board to properly perform their assigned duties.
2. Upon detecting urgent matters falling under the responsibility of the Chief Executive Officer, members of the Board of Directors may communicate directly with the Chief Executive Officer, including via telephone or email, for timely resolution.
3. The Chief Executive Officer shall be responsible for implementing resolutions and decisions of the Board of Directors; the Board of Directors shall be responsible for inspecting and supervising such implementation.
4. During the implementation of resolutions and decisions of the Board of Directors, if the Chief Executive Officer identifies matters that may adversely affect the Company, he/she must promptly notify the Chairman of the Board of Directors for joint resolution.
5. When the Supervisory Board proposes the selection of an independent auditing firm, the Board of Directors must provide feedback in order to jointly determine the most appropriate auditing firm.
6. Following periodic or ad-hoc inspections of the Company, the Supervisory Board must submit written inspection conclusions to the Board of Directors to ensure that the Board of Directors is fully informed of the Company's situation. Depending on the nature and results of the inspection, the Supervisory Board must consult with the Board of Directors and the Chief Executive Officer before deciding to report to the General Meeting of Shareholders.

**PERFORMANCE EVALUATION, REWARDS AND DISCIPLINARY MEASURES FOR
MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD,
THE CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVE OFFICERS**

Article 28. Performance Evaluation, Rewards and Disciplinary Measures for Members of the Board of Directors, Members of the Supervisory Board, the Chief Executive Officer and Other Executive Officers

1. The Board of Directors shall organize the evaluation of the performance and fulfillment of assigned duties of each member of the Board of Directors and the Chief Executive Officer.
2. The Supervisory Board shall organize the evaluation of the performance and fulfillment of assigned duties of each member of the Supervisory Board.
3. The Chief Executive Officer shall evaluate the performance and fulfillment of assigned duties of other executive officers and propose reward levels to the Board of Directors.
4. The Board of Directors shall submit proposed reward levels for the Board of Directors and the Supervisory Board to the General Meeting of Shareholders for approval at the annual General Meeting of Shareholders.
5. The Board of Directors shall decide on reward levels for the Chief Executive Officer and other executive officers or submit such matters to the General Meeting of Shareholders for decision.
6. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other executive officers who fail to fulfill their duties or violate Company regulations shall, depending on the nature and severity of the violation, be subject to disciplinary measures in accordance with Company regulations and applicable laws.

CHAPTER IX

PREVENTION OF CONFLICTS OF INTEREST

Article 29. Duty of Honesty and Avoidance of Conflicts of Interest of Members of the Board of Directors, Members of the Supervisory Board, the Chief Executive Officer and Other Executive Officers

1. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other executive officers must disclose related interests in accordance with the Law on Enterprises and relevant legal regulations.
2. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other executive officers shall have the obligation to notify the Board of Directors of transactions between the Company, its subsidiaries, or companies controlled by the Company and such member or his/her related persons in accordance with applicable laws. The Company must disclose information regarding resolutions of the General Meeting of Shareholders or resolutions of the Board of Directors approving such transactions within twenty-four (24) hours on the Company's website and report to the State Securities Commission and the Stock Exchange.
3. Members of the Board of Directors shall not vote on transactions in which such members or their related persons are involved. Such transactions must be disclosed in the Company's Annual Report.

CHAPTER X

REPORTING AND INFORMATION DISCLOSURE

Article 30. Information Disclosure Obligations

The Company shall have the obligation to fully, accurately and promptly disclose periodic and extraordinary information regarding its business operations, financial status and corporate governance to shareholders and the public. The information and methods of disclosure shall be implemented in accordance with applicable laws and the Company Charter.

Members of the Board of Directors, members of the Supervisory Board and the Chief Executive Officer shall be responsible for reporting and disclosing information in accordance with the Law on Securities and guiding regulations.

Article 31. Organization of Information Disclosure

1. The Company shall organize information disclosure in accordance with regulations on information disclosure under the Law on Securities and its guiding regulations.
2. The Company shall appoint a staff member responsible for information disclosure. Such responsible staff member may be the Company Secretary or a concurrently assigned employee.
3. The staff member responsible for information disclosure must:
 - a. Possess knowledge of law, accounting and finance, and have certain information technology skills;
 - b. Publicly disclose his/her name and business telephone number so that shareholders can easily make contact;
 - c. Have sufficient time to perform assigned duties, particularly maintaining communication with shareholders, recording shareholders' opinions, periodically disclosing responses to shareholders' inquiries and corporate governance matters in accordance with regulations;
 - d. Be responsible for disclosing Company information to the investing public in accordance with applicable laws and the Company Charter.

CHAPTER XI

OTHER PROVISIONS

Article 32. Amendments and Supplements to the Regulations

1. The General Meeting of Shareholders shall decide on amendments and supplements to these Regulations to ensure compliance with applicable laws and the Company's actual circumstances.
2. In cases where laws contain provisions relating to the Company's operations that are not addressed in these Regulations, or where new legal provisions differ from those set forth in these Regulations, such legal provisions shall prevail and be applied to regulate the Company's operations. Other matters relating to the contents of these Regulations but not specifically provided herein shall be governed by applicable laws and the Company Charter.

Article 33. Implementation Provisions

1. This Regulation comprises 11 Chapters and 33 Articles and was unanimously approved in full by the General Meeting of Shareholders on April 4, 2022, and subsequently amended and re-approved by the General Meeting of Shareholders on February 7, 2026.
2. Shareholders, the Board of Directors, the Supervisory Board, enterprise managers, executive officers and relevant employees of the Company shall be responsible for implementing these Regulations.

On behalf of the Board of Directors

CHAIRMAN

NGUYEN KHANH LINH

(Signed and Sealed)

