



IDICO CORPORATION – JSC

IDICO - LONG AN INVESTMENT CONSTRUCTION JSC

Address No. 83 Highway 1 (Bypass), Long An Ward, Tay Ninh Province

Telephone: 02723.826.497 – Fax: 02723.829.337

**INTERNAL REGULATIONS
ON CORPORATE GOVERNANCE
IDICO - LONG AN INVESTMENT CONSTRUCTION JSC**

IDICO-LINCO 

Tay Ninh, April 2026

INTERNAL CORPORATE GOVERNANCE REGULATIONS IDICO - LONG AN INVESTMENT CONSTRUCTION JOINT STOCK COMPANY

Pursuant to:

- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025;
- Pursuant to 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, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2021, of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020;
- Pursuant to the Charter of IDICO - Long An Investment Construction Joint Stock Company (IDICO-LINCO) approved by the General Meeting of Shareholders on 20/4/2026 ("the Charter");
- Pursuant to the Resolution of the Annual General Meeting of Shareholders passed on 20/04/2026.

The Board of Directors issues the Internal Corporate Governance Regulations of IDICO - Long An Investment Construction Joint Stock Company.

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CHAPTER 1 – GENERAL PROVISIONS

Article 1. Governing scope and applicable entities

1. Governing scope: This Regulation is developed in accordance with Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance, stipulating the contents regarding the roles, rights and obligations of the GMS, the Board of Directors, the Director; the sequence and procedures for GMS meetings; nomination, candidacy, election, dismissal and removal of members of the Board of Directors, the Board of Supervisors, the Director and other activities in accordance with the Company Charter and other current legal regulations.
2. Applicable entities: This Charter applies to members of the Board of Directors, the Board of Supervisors, the Director and Affiliated persons mentioned in this Charter.

Article 2. Interpretation of Terms and abbreviations

1. Non-executive Board Member is a member of the Board of Directors who is not the Director, Deputy Director, Chief Accountant or other executive officers as prescribed by the Company Charter.
2. The Company: is IDICO - Long An Investment Construction Joint Stock Company
3. Board of Directors: is the Board of Directors
4. Candidacy: is self-nomination
5. Board of Supervisors: is the Board of Supervisors
6. VSDC: is Vietnam Securities Depository and Clearing Corporation
7. Delegate: is a Shareholder, representative (Authorized shareholder)
8. Person in charge of corporate governance: is the person with responsibilities and authority as prescribed in Article 281 of Decree 155/2020/ND-CP.
9. Online GMS: is a form of organizing a GMS meeting using electronic means to transmit images and sound via the internet, allowing shareholders in different locations to monitor the proceedings of the meeting, discuss and vote on meeting issues.
10. Electronic voting: is the act of a shareholder voting through the Electronic voting system as prescribed in this Charter.
11. Username and password: include login information (username) and password provided by the Company exclusively to each shareholder.
12. Contact address: is the registered head office address for organizations; the permanent residence, working place or another address of an individual that is registered as Contact address with an enterprise.

CHAPTER 2 – GENERAL MEETING OF SHAREHOLDERS (GMS)

Section 1. Roles, rights and obligations of the GMS

The roles, rights and obligations of the GMS are stipulated in accordance with Article 138 of the Law on Enterprises No. 59/2020/QH14, the Law on Securities No. 54/2019/QH14 and Article 14, Article 15 of the Company Charter.

Section 2. Regulations on the sequence and procedures for convening and voting at the GMS

I. REGULATIONS FOR THE GMS ON APPROVAL OF RESOLUTIONS BY VOTING AT THE GMS MEETING

Article 3. Authority to convene the GMS

1. Authority to convene the Annual GMS: The GMS meets annually once a year and within four (04) months from the end of the Fiscal year. The Board of Directors decides to extend the Annual GMS if necessary, but not exceeding six (06) months from the end of the Fiscal year.

2. Authority to convene the Extraordinary GMS:

- a. The Board of Directors must convene a GMS meeting within sixty (60) days from the date the number of remaining members of the Board of Directors or Supervisors is as prescribed in Point b, Clause 3, Article 14 of the Company Charter or upon receiving a request as prescribed in Point c and Point d, Clause 3, Article 14 of the Company Charter;
- b. In case the Board of Directors does not convene a GMS meeting as prescribed in Point a, Clause 4, Article 14 of the Company Charter, within the next thirty (30) days, the Board of Supervisors must replace the Board of Directors to convene the GMS meeting as prescribed in Clause 3, Article 140 of the Law on Enterprises;
- c. In case the Board of Supervisors does not convene a GMS meeting as prescribed in Point b, Clause 4, Article 14 of the Company Charter, the shareholder or group of shareholders as prescribed in Point c, Clause 3, Article 14 of the Company Charter has the right to represent the Company to convene the GMS meeting as prescribed in the Law on Enterprises.

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

- d. Procedures for organizing a GMS meeting as prescribed in Clause 5, Article 140 of the Law on Enterprises.

Article 4. (Pursuant to Article 146 the Law on Enterprises and Clause 2 Article 20 the Company's Charter)

1. Chairman and The Presiding:

- a. The Chairman of the Board of Directors acts as the chairman or authorizes another member of the Board of Directors to act as the chairman of the GMS meeting convened by the Board of Directors. In case the Chairman is absent or temporarily Deceased, the remaining members of

the Board of Directors shall elect one of them to chair the meeting by majority principle. In case a chairman cannot be elected, the Head of the Board of Supervisors shall preside over the GMS to elect a meeting chairman from among the participants, and the person with the highest number of votes shall act as the meeting chairman;

- b. Except for the case prescribed in Point a of this Clause, the person signing the notice to convene the GMS meeting shall preside over the GMS to elect a meeting chairman, and the person with the highest number of votes shall act as the meeting chairman;
- c. The chairman has the right to take necessary measures to conduct the meeting in a reasonable, orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of participants.
- d. The chairman of the GMS meeting has the following rights:
 - Request all participants to undergo inspection or other lawful and reasonable security measures;
 - Request the competent authority to maintain order at the meeting; expel from the GMS meeting those who do not comply with the Chairman's right to preside, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security check requirements.
- e. The Chairman has the right to postpone the GMS meeting that has sufficient registered attendees for no more than 03 working days from the intended opening date and may only postpone the meeting or change the meeting venue in the following cases:
 - The current location does not have adequate convenient seats for all participants;
 - The communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;
 - The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting;
- f. A number of other rights and obligations of the Chairman as prescribed by current law.
- g. The Presiding includes 01 Chairman and other members.
- h. Tasks of The Presiding:
 - Direct the activities of the Company's GMS according to the expected agenda of the BOD that has been approved by the GMS;
 - Guide delegates and the Meeting to discuss the contents included in the agenda;
 - Present the draft and conclude necessary issues for the Meeting to vote on;
 - Answer issues requested by the Meeting;
 - Settle issues that incurred during the General Meeting.
- i. Working principles of The Presiding: The Presiding works on the principle of collective, democratic centralism, and decides by majority.

2. The secretary of the General Meeting:

- a. The Chairman appoints one or more people to act as the meeting secretary;

b. Tasks of The secretary of the General Meeting:

- Record the content of the Meeting fully and honestly;
- Receive registration forms for speaking from shareholders/delegates;
- Prepare Meeting Minutes and draft the Resolution of the General Meeting of Shareholders;
- Assist the Chairman in announcing information related to the GMS meeting and notifying Shareholders in accordance with the law and the Company Charter;
- Other tasks at the request of the Chairman.

3. Ballot Counting Committee:

a. The GMS elects one or more people to the ballot counting committee at the request of the meeting chairman;

b. Tasks of the Ballot Counting Committee:

- Disseminate principles, regulations, and instructions on how to vote.
- Check and record ballots, prepare ballot counting minutes, announce results; transfer the minutes to the Chairman for approval of voting results.
- Promptly announce voting results to the secretary.
- Review and report to the Meeting on cases of violation of voting regulations or complaints regarding voting results.

4. Shareholder/Delegate Eligibility Verification Committee:

a. The Chairman appoints one or more people to serve on the Shareholder/Delegate Eligibility Verification Committee for the meeting. The Meeting's delegate eligibility verification committee includes 01 Head of the Committee and other members.

b. Tasks of the Shareholder/Delegate Verification Committee:

- Verify the eligibility and status of shareholders and shareholder representatives attending the meeting.
- The Head of the Delegate Eligibility Verification Committee reports to the GMS on the status of shareholders attending the meeting. If the meeting has a sufficient number of shareholders and authorized representatives with the right to attend representing over 50% of the total voting shares, the Company's GMS meeting shall be conducted.
- Participate in counting votes for other contents before the establishment of the Ballot Counting Committee.

Article 5. (Pursuant to Point a Clause 2 Article 18 of the company's charter; Regulations on Performance of Corporate actions of VSDC)

1. The Company must announce information regarding the preparation of the list of shareholders entitled to attend the GMS meeting at least 20 days before the final registration date.

2. The Company performs the procedures for preparing the shareholder list and related procedures in accordance with the regulations of the Vietnam Securities Depository and Clearing Corporation.

Article 6. Notice of convening the General Meeting of Shareholders

1. The person convening the GMS meeting must send a notice of invitation to the meeting to all shareholders in the list of shareholders entitled to attend at least 21 days before the opening date if the Company Charter does not specify a longer period. The notice of invitation to the meeting must include the name, address, enterprise code; name, contact address of the shareholder, time, venue of the meeting, and other requirements for participants.
2. The notice of invitation to the meeting is sent by a method to ensure it reaches the shareholder's contact address and is posted on the company's website; in case the company deems it necessary, it shall be published in a central or local daily newspaper in accordance with the Company Charter.
3. The notice of invitation to the meeting must be enclosed with the following documents:
 - a. Meeting agenda, documents used in the meeting, and draft resolutions for each issue in the meeting agenda;
 - b. Ballot/Voting Ballot.
4. The invitation and meeting documents mentioned in Clause 3 of this Article may be uploaded on the company's website (if any) instead of sending physical invitations and documents. In this case, the notice of invitation to the meeting must clearly state the location and method of downloading documents.

Article 7. (Pursuant to Article 142 the Law on Enterprises and Article 18 the Company's Charter)

1. The GMS meeting is convened according to the cases specified in Article 3 of this Regulation.
2. The person convening the GMS meeting must perform the following tasks:
 - a. Prepare a list of shareholders eligible to participate and vote/elect at the GMS meeting. The list of shareholders entitled to attend the GMS meeting is prepared no more than 10 days before the date of sending the notice of invitation to the GMS meeting. The Company must announce information regarding the preparation of the list of shareholders entitled to attend the GMS meeting at least 20 days before the final registration date. The sequence and procedures are performed in accordance with Article 6 of this Regulation;
 - b. Prepare the agenda and content of the meeting;
 - c. Prepare documents for the meeting;
 - d. Draft resolution of the GMS according to the expected content of the meeting;
 - e. Determine the time and venue for the meeting;
 - f. Notify and send the notice of the GMS meeting to all shareholders entitled to attend;
 - g. Other tasks to serve the meeting.
3. The notice of invitation to the GMS meeting is sent to all shareholders by a method to ensure it reaches the shareholder's contact address, and simultaneously announced on the Company's website and the State Securities Commission, the Stock Exchange where the Company's

shares are listed or registered for trading. The person convening the GMS meeting must send the notice of invitation to the meeting to all shareholders in the List of shareholders entitled to attend at least 21 days before the meeting opening date (calculated from the date the notice is sent or transferred validly). The GMS meeting agenda and documents related to issues to be voted on at the meeting are sent to shareholders and/or posted on the Company's website. In case documents are not enclosed with the GMS meeting notice, the notice of invitation to the meeting must clearly state the link to all 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 case of electing members of the Board of Directors, members of the Board of Supervisors;
 - c. Ballot/Voting Ballot;
 - d. Draft resolution for each issue in the meeting agenda.
4. Shareholders or groups of shareholders as prescribed in Clause 2 Article 12 of the Company Charter have the right to propose issues to be included in the GMS meeting agenda. The proposal must be in writing and must be sent to the Company at least 03 working days before the meeting opening date. The proposal must clearly state the name of the shareholder, the quantity of each type of share held by the shareholder, contact address, nationality, Citizen Identity Card number, ID card, Passport, or other legal personal identification for individual shareholders; name, enterprise code or decision on establishment number, address of head office for institutional shareholders; the quantity and type of shares held by that shareholder, and the issue proposed to be included in the meeting agenda.
5. The person convening the GMS meeting has the right to refuse the proposal specified in Clause 4 of this Article if it falls into one of the following cases:
- a. The proposal is sent against the regulations of Clause 2 of this Article;
 - b. At the time of the proposal, the shareholder or group of shareholders does not hold enough 5% of common shares or more as prescribed in Clause 2 Article 12 of the Company Charter;
 - c. The proposed issue does not fall within the decision-making authority of the GMS;
 - d. Other cases as prescribed by law and the Company Charter.
6. The person convening the GMS meeting must accept and include the proposal specified in Clause 4 of this Article into the expected agenda and content of the meeting, except for the cases specified in Clause 5 of this Article; the proposal is officially added to the meeting agenda and content if approved by the GMS.

Article 8. (Pursuant to Article 144 of the Enterprise Law; Clause 1, 2, 5 of Article 20 of the Company Charter)

1. Method of registration to attend the GMS meeting before the opening date of the GMS meeting:
 - a. The method of registering to attend the General Meeting of Shareholders is clearly stipulated in the Notice of the General Meeting of Shareholders, including contacting the Company or sending the Registration Form for attending the GMS (attached to the Notice of the General Meeting of Shareholders sent to shareholders) to the Company.
 - b. Shareholders shall choose the method of registering to attend the General Meeting of Shareholders as stated in the notice, including:

- Attending and voting/electing directly at the meeting;
- Authorizing another representative to attend and vote/elect at the meeting and complying with the provisions of Clause 2 of this Article; (If more than one representative is appointed, the specific number of shares and votes/ballots authorized for each representative must be specified).
- Attending and voting/electing via online conference, electronic voting, or other electronic forms;
- Sending ballots/voting ballots to the meeting via mail, fax, or email;
- Other forms of registering to attend the General Meeting of Shareholders in accordance with the provisions of Law.
- The Company shall make every effort to apply modern information technology to enable shareholders to attend and express opinions at the General Meeting of Shareholders in the best possible way, including guiding shareholders to vote through online General Meeting of Shareholders, electronic voting, or other electronic forms as stipulated in Article 144 of the Law on Enterprises and the Company Charter.

2. Regulations on Authorization to attend the AGM

- a. Shareholders or authorized representatives of shareholders shall grant authorization in accordance with Article 16 of the Company Charter;
- b. The authorization for an individual or organization to represent at the General Meeting of Shareholders, as stipulated in Point a, Clause 2 of this Article, must be made in writing. The authorization document shall be prepared in accordance with civil law and must clearly state the name of the principal shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of the authorization, the term of the authorization, and the signatures of the principal and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the authorization document when registering to attend the meeting. In case of re-authorization, the attendee must also present the original authorization document from the shareholder or the authorized representative of the organizational shareholder (if not previously registered with the Company).

- c. The Ballot/Voting Ballot of the authorized person attending the meeting, within the scope of authorization, shall remain valid if one of the following cases occurs and the Company has not received written notice and the GMS has commenced:
 - The principal has Deceased, has restricted civil act capacity, or has lost civil act capacity;
 - The principal has revoked the authorization;
 - The principal has annulled the authority of the delegate.
 - This Article shall not apply if the Company receives written notice of one of the above events before the commencement of the General Meeting of Shareholders or before the meeting is reconvened.
- 3. Method of registering to attend the General Meeting of Shareholders and verifying delegate eligibility on the day of the General Meeting of Shareholders

Before the commencement of the meeting, the Company must carry out shareholder registration procedures and continue registration until all shareholders entitled to attend have registered, in the following order:

- a. When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/ballot/voting ballot, on which the registration number, name of the shareholder, name of the authorized representative, and the number of votes/ballots of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by approving, disapproving, and abstaining. The Vote Counting Result shall be Announced by the Chairman/Ballot Counting Committee immediately before the closing of the meeting. The GMS shall elect those responsible for vote counting or supervising vote counting at the proposal of the Chairman. The number of members of the Ballot Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairman;
- b. Shareholders, authorized representatives of organizational shareholders, or authorized persons arriving after the meeting has commenced have the right to register immediately and then participate and vote/elect at the meeting immediately after registration. The Chairman is not responsible for pausing the meeting for late-arriving shareholders to register, and the validity of previously voted/elected matters shall not change.

Article 9. Conditions for opening the GMS

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% of the total voting Shares.
2. If the first meeting fails to meet the conditions for conducting as stipulated in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the scheduled date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents 33% or more of the total voting Shares.
3. If the second meeting fails to meet the conditions for conducting as stipulated in Clause 2 of this Article, the notice for the third meeting must be sent within 30 days from the scheduled date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of votes of the attending Shareholders.

Article 10. Form of Approval of Resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall approve resolutions within its authority by Voting at the meeting:
 - a. Direct meeting
 - b. Online conference
 - c. Combined direct and online conference
2. The General Meeting of Shareholders shall approve resolutions within its authority by Written consultation (Stipulated in Part II – This Chapter):
 - a. Send ballot papers via mail, fax, or email
 - b. Send ballot papers via electronic voting

- c. Send ballot papers via mail, fax, or email combined with electronic voting

Article 11. Content approved at the General Meeting of Shareholders

- a. Approval of the Company's Development orientations;
- b. Reviewing and Handling of violations by Member of the Board of Directors, Member of the Board of Supervisors causing damage to the Company and its Shareholders;
- c. Approving the list of approved Auditing firms; deciding on the approved Auditing firm to conduct the Company's Operations, removing approved auditors when deemed necessary;
- d. The Company's annual business plan;
- e. Audited annual Financial statements;
- f. Report of the Board of Directors on governance and the Activities of the Board of Directors and each Member of the Board of Directors;
- g. Report of the Board of Supervisors on the Company's business results, the Activities of the Board of Directors, Director;
- h. Self-assessment report on the performance of the Board of Supervisors and Member of the Board of Supervisors;
- i. Dividend rate for each type of Share;
- j. Number of Member of the Board of Directors, Board of Supervisors;
- k. Elect, relieve from duty, remove members of the Board of Directors, Member of the Board of Supervisors;
- l. Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors, Board of Supervisors;
- m. Charter Supplement and Amendment of the Company Charter;
- n. Type of Shares and number of new Shares to be issued for each type of Share and the Transfer of shares of founding members within the first 03 years from the Date of establishment;
- o. Division, Separation, Consolidation, Merger or conversion of the Company;
- p. Reorganization and Dissolution (Liquidation) of the Company and appointment of the liquidator;
- q. Decision on investing in or selling Assets with a value of 35% or more of the total Assets recorded in the Company's most recent Financial statements;
- r. Decision on repurchasing more than 10% of the total sold Shares of each type;
- s. The Company entering into Contracts, Transactions with subjects stipulated in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the Company's total Assets recorded in the most recent Financial statements;
- t. Approving Transactions stipulated in Clause 4, Article 293 of 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;
- u. Approving, supplementing, and amending the Internal Regulations on Corporate Governance, the Regulations on Activities of the Board of Directors, the Regulations on Activities of the Board of Supervisors;
- v. Other matters as stipulated by law and the Company Charter.

Article 12. Voting on matters at the General Meeting

1. General principles

- a. All matters on the agenda and Content of the meeting of the General Meeting must be discussed and openly voted on by the General Meeting of Shareholders.

- b. Voting cards, Ballots, and Voting Ballots are printed, stamped, and directly sent by the Company to delegates at the General Meeting (along with the set of documents for attending the General Meeting of Shareholders). Each delegate is issued a Voting card, Ballot, and Voting Ballot. The Voting card, Ballot, and Voting Ballot clearly state the delegate's ID No., Name, number of owned Shares, and authorized voting Shares of that delegate.

2. Regulations on the validity of ballots and voting ballots

a. Ballot

- **A valid Ballot is a pre-printed form issued by the Vote Counting Committee, free of erasures, alterations, tears, or damage, containing no content other than what is prescribed for this Ballot, and must be signed, with the full handwritten name of the attending delegate below the signature, and submitted to the Vote Counting Committee before the ballot box is unsealed.**

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

➤ **Invalid Ballot:**

- Content does not comply with the regulations for a valid Ballot.

b. Voting Ballot

- **A valid Voting Ballot is a pre-printed form issued by the organizing committee, free of erasures, alterations, containing no content other than what is prescribed for the Voting Ballot; it must be signed, with the full name of the attending delegate clearly written, and submitted to the Vote Counting Committee before the ballot box is unsealed.**

➤ **Invalid Voting Ballot:**

- Content does not comply with the regulations for a valid Voting Ballot.
- The number of nominees selected by the delegate is greater than the number of nominees required to be elected;
- The total number of votes cast for the nominees by the shareholder or representative is greater than the total number of votes permitted to be cast;
- Other regulations as stipulated by the GMS Election Regulations and the Company Charter.

Article 13. Voting methods

1. General principles

- The GMS shall discuss and vote on each issue in the agenda. Voting shall be conducted by raising cards, direct voting, electronic voting, or other electronic forms.
- Delegates shall cast their votes to Approve, Disapprove, or Abstain on an issue brought to a vote at the Meeting by raising their Voting Card or filling in the options on the Ballot.

2. Voting forms

- a. Voting by Voting Card: When voting by raising a Voting Card, the front of the Voting Card must be held up facing the Presidium. If a delegate does not raise the Voting Card during all three

instances of voting for Approve, Disapprove, or Abstain on an issue, it shall be considered as voting to approve that issue. If a delegate raises the Voting Card more than one (01) time when voting for Approve, Disapprove, or Abstain on an issue, it shall be considered an invalid vote. For the voting method by raising a Voting Card, a member of the Delegate Eligibility Verification Committee/Vote Counting Committee shall mark the delegate code and the corresponding number of votes of each shareholder for Approve, Disapprove, Abstain, and Invalid.

b. Voting by Ballot: When voting by filling in a Ballot, for each content, the delegate shall choose one of the three options “Approve”, “Disapprove”, or “Abstain” pre-printed on the Ballot by marking “X” or “☐” in the chosen box. After completing all content requiring a vote at the Meeting, the delegate shall submit the Ballot to the sealed ballot box at the Meeting according to the instructions of the Vote Counting Committee. The Ballot must be signed and include the full name of the delegate.

c. Electronic voting is similar to the regulations in Article 31 of this Regulation.

Article 14. Election methods

1. General principles

- Comply strictly with the provisions of the law and the Company Charter;
- Members of the Vote Counting Committee must not be named in the list of nominees or self-nominees for the Board of Directors and the Board of Supervisors.

2. Election forms

a. Election by cumulative voting

- Accordingly, each delegate 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;
- Attending delegates have the right to pool all of their total votes for one or more nominees;
- In case additional nominees arise on the day of the meeting, delegates may contact the Vote Counting Committee to request a new Voting Ballot and must return the old one (before placing it in the ballot box);
- In case of a mistaken selection, the delegate shall contact the Vote Counting Committee to be issued a new Voting Ballot and must return the old one;
- How to fill in the Voting Ballot: Each delegate is issued Voting Ballots. The method of filling in the Voting Ballot is specifically guided as follows:
 - + The delegate shall vote for a number of nominees equal to or less than the number of nominees required to be elected;
 - + If pooling all votes for one or more nominees, the delegate shall mark the “Cumulative Voting” box for the corresponding nominees;
 - + If voting an unequal number of votes for multiple nominees, the delegate shall clearly write the number of votes in the “Number of votes” box for the corresponding nominees.

In case a delegate both marks the “Cumulative Voting” box and writes the quantity in the “Number of votes” box, the result shall be taken based on the quantity in the “Number of votes” box.

- Principles of election:

- + The elected person is determined by the number of votes received, calculated from highest to lowest, starting from the nominee with the highest number of votes until the required number of members is reached.
- + In case two (02) or more nominees receive the same number of votes for the final member position, a re-election shall be conducted among the nominees with the same number of votes.
- + If the first election result does not reach the required number, the election shall continue until the required number of members is reached.

b. Election by voting method: Conducted according to the provisions in Point b, Clause 2, Article 13 of this Regulation.

c. Electronic voting is similar to the regulations in Article 31 of this Regulation.

Article 15. Vote Counting Result

The Vote Counting Result is conducted by aggregating the cards/ballots for Approve, Disapprove, and Abstain.

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

Article 16. Conditions for Approval of Resolutions

1. The GMS shall pass resolutions within its authority by voting at the meeting or by written consultation.

GMS resolutions on the following issues must be passed by voting at the GMS meeting:

- a. Amendments and Additions to the Company Charter;
- b. Development orientations of the Company;
- c. Types of shares and total number of shares of each type;
- d. Elect, relieve from duty, remove members of the Board of Directors and the Board of Supervisors;
- d. Decision on investment or sale of Assets with a value of 35% or more of the total value of assets recorded in the most recent financial statements of the Company, unless the Company Charter stipulates a different percentage or value;
- e. Approval of Annual Financial Statements;
- f. Reorganization or Dissolution of the Company;
- g. Approval of dividends for each share of each type.

2. A resolution on the following content is passed if it is approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 4, 5, 6 of Article 21 and Clause 8 of Article 22 of the Charter:

- a. Types of shares and total number of shares of each type;
- b. Change of business lines and sectors of the Company;

- c. Change of the Company's management organizational structure;
 - d. Investment project or sale of Assets with a value of 35% or more of the total value of assets recorded in the most recent financial statements of the Company, unless the Company Charter stipulates a different percentage or value;
 - d. Reorganization or Dissolution of the Company;
 - e. Other issues as stipulated by the Company Charter.
3. Other resolutions are passed when approved by shareholders owning over fifty percent (50%) of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 2, 4, 5 of this Article and Clause 8 of Article 22 of the Charter.
4. The election of members of the Board of Directors and the Board of Supervisors must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and the shareholder has the right to pool all or part of their total votes for one or more nominees. The elected member of the Board of Directors or Supervisor is determined by the number of votes received, calculated from highest to lowest, starting from the nominee with the highest number of votes until the number of members specified in the Company Charter is reached. In case two (02) or more nominees receive the same number of votes for the final member of the Board of Directors or the Board of Supervisors, a re-election shall be conducted among the nominees with the same number of votes or selection shall be made according to the criteria specified in the Company's election regulations.
5. A GMS resolution on content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if approved by shareholders of the same class owning 75% or more of the total preferred shares of that class voting in favor at the GMS meeting or by written consultation.
6. GMS resolutions passed by 100% of the total voting shares are legal and effective even if the order and procedures for convening the meeting and passing such resolution violate the provisions of the Law on Enterprises and the Company Charter.

Article 17. Notification of Vote Counting Result

The Vote Counting Committee shall check, aggregate, and report the counting results of each issue to the Chairman. The Vote Counting Result shall be Announced by the Chairman/Vote Counting Committee immediately before the closing of the meeting.

Article 18. Method of objecting to decisions of the GMS

1. Shareholders who voted against a resolution on the reorganization of the Company or changes to the rights and obligations of shareholders as stipulated in the Charter have the right to request the Company to repurchase their shares. The request must be in writing, specifying the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reasons for requesting the Company to repurchase. The request must be sent to the Company within 10 days from the date the GMS passes the resolution on the matters stipulated in this Clause.
2. The Company must repurchase shares at the request of shareholders as stipulated in Clause 1 of this Article at the market price or a price calculated according to the principles stipulated in the Charter within 90 days from the date of receiving the request. In case of disagreement on the price, the parties may request a valuation organization to determine the price. The Company shall

introduce at least 03 valuation organizations for the shareholder to choose from, and that choice shall be the final decision.

3. Within 90 days from the date of receiving the resolution or the Minutes of the GMS or the minutes of the Vote Counting Result of the GMS, shareholders or groups of shareholders as stipulated in Clause 2 Article 115 of the Law on Enterprises have the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the GMS resolution in the following cases:
 - a. The sequence and procedures for convening and making decisions of the GMS seriously violate the provisions of the Law on Enterprises and the Charter, except for the case stipulated in Clause 2 Article 152 of the Law on Enterprises;
 - b. The content of the resolution violates the law or the Charter.

Article 19. Preparation of the Minutes of the GMS

1. The GMS meeting must be recorded in minutes and may be recorded by audio or other electronic means. The minutes must be prepared in Vietnamese, may be prepared in a foreign language, and must contain the following main contents:
 - c. Name, Address, and enterprise identification number;
 - d. Time and location of the GMS;
 - e. Meeting agenda and content;
 - f. Full name of the Chairman and secretary;
 - g. Summarizing the meeting proceedings and opinions expressed at the GMS regarding each issue in the agenda;
 - h. Number of shareholders and total voting rights of shareholders attending the meeting, an appendix of the list of registered shareholders and shareholder representatives attending the meeting with the corresponding number of shares and votes;
 - i. Total number of votes for each voting issue, clearly stating the voting method, total number of valid and invalid votes, votes for, votes against, and abstentions; the corresponding percentage of the total voting rights of shareholders attending the meeting;
 - j. Summary of the number of votes for each candidate (if any);
 - k. Issues that have been passed and the corresponding percentage of votes for approval;
 - l. Full name and signature of the Chairman and secretary. In case the Chairman or secretary refuses to sign the minutes, these minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and contain full content as stipulated in this Clause. The minutes shall clearly state the refusal of the Chairman or secretary to sign.
2. The Minutes of the GMS must be completed and approved before the end of the meeting. The Chairman and the secretary of the meeting or other persons signing the minutes shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.
3. Minutes prepared in Vietnamese and a foreign language have equal legal validity. In case of any discrepancy in content between the Vietnamese and foreign language versions, the content in the Vietnamese version shall apply.

Article 20. Announced Resolution, Minutes of the GMS

The Resolution, Minutes of the GMS, appendix of the list of shareholders registered to attend the meeting, written authorization to attend the meeting, all documents attached to the Minutes (if any),

and related documents accompanying the notice of meeting must be kept at the Company's headquarters.

The Resolution, Minutes of the GMS, and documents attached to the minutes and resolution must be disclosed in accordance with the law on information disclosure in the Securities Market.

II. REGULATIONS FOR THE GMS TO PASS RESOLUTIONS BY WRITTEN CONSULTATION

Article 21. Cases where written consultation of shareholders is permitted

The Authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the authority to conduct a written consultation of shareholders to pass a resolution of the GMS when deemed necessary for the interests of the Company regarding all matters under the authority of the GMS as stipulated in Article 15 of this Charter, except for matters that must be passed by voting at a meeting as stipulated in Clause 1 Article 21 of the Charter.
2. The Board of Directors must prepare the ballot, draft resolution of the GMS, and explanatory documents for the draft resolution and send them to all shareholders with voting rights at least ten (10) days before the deadline for returning the ballot. The requirements and methods for sending the ballot and accompanying documents shall be implemented in accordance with the provisions of Clause 3 Article 18 of the Charter.
3. The ballot must contain the following main contents:
 - a. Name, Address, and enterprise identification number;
 - b. Purpose of the consultation;
 - c. Full name, contact address, nationality, and legal identification document number for individual shareholders; name, enterprise identification number or legal identification document number of the organization, and Address for institutional shareholders, or full name, contact address, nationality, and legal identification document number of the individual representing the institutional shareholder; number of shares of each type and number of voting rights of the shareholder;
 - d. Matters requiring consultation for decision;
 - d. Voting options including for, against, and abstention for each matter under consultation;
 - e. Deadline for returning the completed ballot to the Company;
 - g. Full name and signature of the CHAIRMAN OF THE BOARD OF DIRECTORS.
4. Shareholders may send the completed ballot to the Company by post, fax, or email in accordance with the following provisions:
 - a. In case of sending by post, the completed ballot must bear the signature of the individual shareholder, or the authorized representative or legal representative of the institutional shareholder. The ballot sent to the Company must be in a sealed envelope and no one has the right to open it before the vote counting;
 - b. In case of sending by fax or email, the ballot sent to the Company must be kept confidential until the time of vote counting;

c. Ballots sent to the Company after the deadline specified in the ballot or those that have been opened in the case of post or disclosed in the case of fax or email are invalid. Ballots not returned are considered as abstentions.

5. The Board of Directors shall count the votes and prepare the Vote Counting Result under the witness of the Board of Supervisors or shareholders who do not hold management positions in the Company. The Vote Counting Result must contain the following main contents:

- a. Name, Address, and enterprise identification number of the Company;
- b. Purpose and matters requiring consultation to pass a resolution;
- c. Number of shareholders with the total number of voting rights that participated in the voting, distinguishing between valid and invalid votes and the method of sending the ballot, accompanied by an appendix of the list of shareholders participating in the voting;
- d. Total number of votes for, against, and abstentions for each matter;
- đ. Matters that have been passed and the corresponding percentage of votes for approval;
- e. Full name and signature of the CHAIRMAN OF THE BOARD OF DIRECTORS, the vote counter, and the vote counting supervisor.

Members of the Board of Directors, the vote counter, and the vote counting supervisor shall be jointly responsible for the truthfulness and accuracy of the Vote Counting Result; and jointly responsible for damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The Vote Counting Result and the resolution shall be posted on the Company's website within 24 hours from the time the vote counting is completed.

7. The completed ballot, the Vote Counting Result, the passed resolution, and related documents sent with the ballot must all be kept at the Company's headquarters.

8. A resolution is passed by written consultation if it is approved by shareholders owning over fifty percent (50%) of the total voting rights of all shareholders with voting rights, and it shall have the same validity as a resolution passed at a GMS meeting, except for the case stipulated in Clause 5 Article 21 of the Charter.

Article 22. Cases where written consultation is not permitted

The Board of Directors is not permitted to conduct written consultation of shareholders in cases involving factors: For cases not covered by Article 21 of this Regulation or Clause 1 Article 22 of the Company Charter.

Article 23. Sequence and procedures for the GMS to pass a resolution by written consultation

1. The Company must disclose information regarding the establishment of the list of shareholders entitled to attend the GMS at least 10 days before the record date.
2. The Board of Directors must prepare ballot papers, draft resolutions of the GMS, explanatory documents for the draft resolutions, and send them to all shareholders with voting rights at least 10 days before the deadline for returning the ballot papers. The requirements and methods for sending ballot papers and accompanying documents shall be carried out in accordance with the provisions of Clause 3, Article 18 of the Company Charter.
3. Regulations on Ballot Papers

- a. A ballot paper must contain the following main contents:
 - Name, address of the headquarters, and enterprise identification number;
 - Purpose of seeking opinions;
 - Full name, contact address, nationality, and legal document number of the individual for individual shareholders; name, enterprise identification number or legal document number of the organization, and address of the headquarters for organizational shareholders; or full name, contact address, nationality, and legal document number of the individual representing the organizational shareholder; the number of shares of each type and the number of votes/voting ballots of the shareholder;
 - Issues requiring opinions for the approval of decisions;
 - Voting options, including agree, disagree, and no opinion for each issue requiring an opinion;
 - Election options (if any);
 - Deadline for returning the completed ballot papers to the Company;
 - Full name and signature of the Chairman of the Board of Directors.
- b. Shareholders may send completed ballot papers to the Company by mail, fax, or email in accordance with the following regulations:
 - In case of sending by mail, the completed ballot paper must be signed by the individual shareholder, or by the authorized representative or legal representative of the organizational shareholder. The ballot paper sent to the Company must be enclosed in a sealed envelope, and no one has the right to open it before the vote counting.
 - In case of sending by fax or email, the ballot paper sent to the Company must be kept confidential until the time of vote counting.
 - Ballot papers sent to the Company after the deadline specified in the ballot paper, or those that have been opened in the case of mail or disclosed in the case of fax or email, are invalid. Ballot papers not returned are considered as not participating in the voting.
4. Methods for sending written shareholder ballot papers
 - a. Shareholders send completed ballot papers to the Company by mail, fax, or email:
 - The completed ballot paper must have the full signature, full name (handwritten), and seal (if an organization) of the delegate.
 - In case of sending by mail, the ballot paper sent to the Company must be enclosed in a sealed envelope, and no one has the right to open it before the vote counting. In case of sending by fax or email, the ballot paper sent to the Company must be kept confidential until the time of vote counting.
 - Ballot papers sent to the Company after the deadline specified in the ballot paper, or those that have been opened in the case of mail or disclosed in the case of fax or email, are invalid. Ballot papers not returned are considered as not participating in the voting.
 - b. Shareholders send ballot papers via electronic voting
 - i. Provision of access accounts
 - Access account information is notified by the Company to the delegate along with the shareholder ballot paper via registered mail.

- When a delegate requests to be re-provided with access information, the Company may notify them via: in-person, mail, email, telephone, or other methods prescribed by the Board of Directors. The provision of access information is based on information from the shareholder list prepared by the Vietnam Securities Depository in accordance with the Company's notice of exercising the right to seek shareholder opinions in writing.

ii. Electronic voting execution

• Principles of execution

- Delegates can only perform voting on the electronic voting system from the time they receive the shareholder ballot paper until the deadline for returning the ballot paper as notified by the Company.

- During the voting period as notified by the Company, delegates can access the electronic voting system and vote 24 hours a day, 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control.

- During the notified voting period of the Company, delegates can change their voting decisions on the electronic voting system. Upon the conclusion of the voting period as notified by the Company, delegates cannot change their voting results, and these final results will be counted and disclosed by the Company.

• Execution method

- Delegates use the access account provided by the Company to access the electronic voting system directly to view information related to the voting session posted on the system and make voting decisions for each voting/election issue requiring shareholder opinions.

• Shareholders send completed ballot papers to the Company by mail, fax, or email combined with electronic voting.

Follow the provisions of points a and b, Clause 3 of this Article.

5. Vote counting and preparation of the Vote Counting Result

The Board of Directors shall count the votes and prepare the Vote Counting Result under the witness of the Board of Supervisors or shareholders who do not hold management positions in the Company. The Vote Counting Result must contain the following main contents:

- Name, address of the headquarters, and enterprise identification number;
- Purpose and issues requiring opinions for the approval of resolutions;
- Number of shareholders with the total number of votes/voting ballots that participated in the voting/election, distinguishing between valid and invalid votes/voting ballots and the method of sending the votes/voting ballots, accompanied by an appendix of the list of shareholders participating in the voting/election;
- Total number of votes for, against, and no opinion for each issue, and the total number of votes for each candidate (if any);
- Issues that have been approved and the corresponding voting rate for approval;
- Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly liable for the honesty and accuracy of the Vote Counting Result; and jointly liable for damages arising from decisions approved due to dishonest or inaccurate vote counting.

6. Resolution and Vote Counting Result

- a. The Vote Counting Result and the resolution must be sent to shareholders within 15 days from the date of completion of the vote counting. The sending of the Vote Counting Result and the resolution may be replaced by posting them on the Company's website within 24 hours from the time of completion of the vote counting.
- b. A resolution is approved via the form of seeking shareholder opinions in writing if it is approved by shareholders owning more than fifty percent (50%) of the total voting shares of all shareholders with voting rights, and it has the same validity as a resolution approved at a GMS, except for cases prescribed in Clause 5, Article 21 of the Charter.

7. Document storage:

Completed ballot papers, the Vote Counting Result, approved resolutions, and related documents sent with the ballot papers must all be kept at the Company's headquarters.

8. Request to cancel a Decision of the GMS approved via the form of seeking opinions in writing

Within 90 days from the date of receiving the resolution or the minutes of the GMS or the minutes of the Vote Counting Result of the GMS, shareholders or groups of shareholders prescribed in Clause 2, Article 115 of the Law on Enterprises have the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the GMS resolution in the following cases:

- a. The order, procedures for convening meetings, and decision-making of the GMS seriously violate the provisions of the Law on Enterprises and the Company Charter, except for cases prescribed in Clause 3, Article 21 of the Company Charter.
- b. The content of the resolution violates the law or the Company Charter.

III. REGULATIONS FOR THE GMS APPROVING RESOLUTIONS VIA ONLINE CONFERENCE

Article 24. Notice of convening an online GMS

Follow the provisions of Article 6 of this Regulation.

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

Article 25. Method of registering to attend the online GMS

The method of registering to attend the online GMS before the opening date of the GMS is clearly specified in the GMS notice, including:

1. Participation conditions:
 - Having a name on the list of shareholders with the right to attend the GMS prepared in accordance with the Company's notice of exercising rights.
 - Authorized representatives eligible to attend in accordance with the law and the Company Charter.
2. Technical requirements:

Delegates need to have electronic devices connected to the internet (e.g., computers, tablets, mobile phones, other electronic devices with internet connection...).

3. Method of recording delegates attending the online GMS:

A delegate is recorded by the electronic voting system as attending the online GMS when that delegate accesses the system using the access information provided in accordance with Article 26 of this Regulation and has confirmed their attendance at the online GMS on the electronic voting system.

Article 26. Provide login information and perform electronic voting

1. Information regarding the access link to the electronic voting system, username, password, and other identification factors (if any) for attending the online GMS will be provided in the notice of meeting (or the method of providing login information as prescribed by the Board of Directors). Delegates are responsible for keeping their username, password, and other issued identification factors confidential 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 Delegate requests to have their login information re-issued, the Organizing Committee may provide it via the following methods: in person or via email/telephone. The method of providing login information via email or telephone shall only be performed based on shareholder information from the Shareholder list with voting rights prepared by the Vietnam Securities Depository in accordance with the Company's notice of rights execution.
3. The Delegate uses the username, password, or other identification factors (if any) to access the electronic voting system and perform electronic voting in accordance with the content of the online GMS Agenda.

Article 27. Authorization for a representative to attend the online GMS

1. Shareholders shall perform authorization in accordance with the provisions of Clause 2, Article 8 of This Charter.
2. Some regulations to note when performing online authorization:

Shareholders must ensure they provide full information to perform online authorization, especially providing information of the authorized party: telephone number, contact address, and email address. This is the basis for issuing the username, password, and other identification factors (if any) to the authorized party.

Validity of online authorization: the authorization only has legal effect 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 to attend the online GMS must have the full signature, full name (handwritten), and seal (if an organization) of both the authorizing party and the authorized party. The original Power of Attorney must be sent before the official opening of the meeting. In case a shareholder has not attended the meeting and has performed online authorization, the authorization is valid when the Company receives the original Power of Attorney until the closing of the GMS.

Cancellation of authorization for shareholders who have authorized online: the shareholder shall send an official written request to cancel the online authorization to the Company before the official

opening of the meeting. In case the authorized party has already attended the GMS, the time for the cancellation of authorization to take effect is calculated based on the time the Company receives the official written request to cancel the online authorization; the validity of the content already voted/elected previously remains unchanged.

The cancellation of authorization will be void if the authorized representative has already cast a vote/ballot on any matter in the content of the online GMS Agenda.

Article 28. Conditions for Conducting

Perform in accordance with the provisions of Article 9 of This Charter.

Article 29. Discussion at the online GMS

a. Principles:

- Discussion shall only be conducted within the prescribed time and within the scope of the matters presented in the GMS Agenda;
- Only Delegates are permitted to participate in the discussion;
- Delegates shall register their opinions for discussion in the form prescribed in the working regulations of the GMS;
- The Secretariat shall arrange the Delegates' discussion content in the order of registration and forward them to the Chairman.

b. Responding to Delegates' opinions:

- Based on the Delegate's discussion content, the Chairman or a member designated by the Chairman shall respond to the Delegate's opinions;
- In case of time constraints, questions not answered directly at the GMS will be answered by the Company later.

Article 30. Methods for ratifying resolutions of the online GMS

The GMS ratifies Resolutions under its authority by electronic voting.

Article 31. Methods for online voting

a. Method of voting:

- The Delegate selects one of the three voting options: Approve, Disapprove, or Abstain for each matter put to a vote at the GMS as set up in the electronic voting system.
- Thereafter, the Delegate proceeds to confirm the vote so that the electronic voting system records the result.

b. Method of election:

- Election by cumulative voting: If the Company Charter does not provide otherwise, the voting for members of the Board of Directors and the Board of Supervisors must be performed by cumulative voting (cumulative voting or proportional voting). Accordingly, the Delegate performs the election by marking the "Cumulative Voting" box or clearly writing the number of votes in the "Number of votes" box for the respective nominees on the Ballot Paper set up in the electronic voting system. Thereafter, the Delegate proceeds to confirm the election so that the electronic voting system records the result.

- Election by voting (if any): Perform in accordance with the voting regulations stated in Clause a of this Article.
- c. Other regulations when performing electronic voting:
 - In case the Delegate does not complete all voting/election matters according to the GMS Agenda, the matters not yet voted/elected are considered as the Delegate not having cast a vote/ballot on that matter.
 - In case matters arise outside the sent GMS Agenda, the Delegate may cast additional votes/ballots. If the Delegate does not cast a vote/ballot on the arising matters, it is considered that the Delegate has not cast a vote/ballot on those arising matters.
 - The Delegate may change the voting/election result (but cannot cancel the voting/election result); including the results of additional voting/election on matters arising outside the GMS Agenda. The online system only records the vote counting for the final voting/election result at the time the electronic voting ends for each vote counting session prescribed in the working regulations of the GMS.
 - In case the Delegate performs proportional voting: An invalid ballot is a ballot where the total number of votes for nominees differs from (greater than or less than) the total number of votes of the Delegate represented as calculated at the time of election vote counting.
 - The electronic voting time is specifically prescribed in the working regulations at the GMS. Delegates can access the electronic voting system and cast votes 24 hours a day and 07 days a week, except in cases of system maintenance or other reasons beyond the Company's control. Upon the end of the voting time, the system will not record any further electronic voting results from the Delegate.

Article 32. Methods for online vote counting

When the Delegate performs voting/election, the number of votes and ballots are recorded on the system according to the principle of the number of approvals, disapprovals, and abstentions.

Article 33. Announcement of Vote Counting Result

Based on the vote counting minutes recorded as prescribed in Article 32 of This Charter, the Ballot Counting Committee shall check, synthesize, and report the Vote Counting Result of each matter according to the GMS Agenda to the Chairman. The Vote Counting Result will be announced by the Chairman/Ballot Counting Committee immediately before the closing of the meeting.

Article 34. Minutes of the GMS

- Perform in accordance with the provisions of Article 19 of This Charter.
- The location of the meeting recorded in the minutes of the online GMS is the location where the Chairman of the GMS is present to conduct the GMS. This location must be within the territory of Vietnam.
- The method for ratifying the Minutes of the GMS is specifically prescribed in the Company's working regulations at the GMS session.

Article 35. Announced Resolution, Minutes of the GMS

Perform in accordance with the provisions of Article 20 of This Charter.

IV. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS RATIFYING RESOLUTIONS BY IN-PERSON MEETING COMBINED WITH ONLINE MEETING

Article 36. Notice of Meeting

Perform in accordance with the provisions of Article 6 of This Charter.

Article 37. Method of registering to attend the GMS

Perform in accordance with the provisions of Clause 1, Article 8 and Article 25 of This Charter.

Article 38. Authorization for a representative to attend the GMS

Perform in accordance with the provisions of Clause 2, Article 8 and Article 27 of This Charter.

Article 39. Conditions for Conducting

Perform in accordance with the provisions of Article 9 of This Charter.

Article 40. Methods for ratifying resolutions of the GMS

Perform in accordance with the provisions of Article 10, Article 30 of This Charter.

Article 41. Method of voting

Perform in accordance with the provisions of Article 13, Article 14 and Article 31 of This Charter.

Article 42. Methods for vote counting

Perform in accordance with the provisions of Article 15 and Article 32 of This Charter.

Article 43. Announcement of Vote Counting Result

Perform in accordance with the provisions of Article 17 and Article 33 of This Charter.

Article 44. Minutes of the GMS

Perform in accordance with the provisions of Article 19 and Article 34 of This Charter.

Article 45. Announced Resolution, Minutes of the GMS

Perform in accordance with the provisions of Article 20 of This Charter.

CHAPTER 3 – BOARD OF DIRECTORS

Section 1. GENERAL PROVISIONS

Article 46. Roles, rights and obligations of the Board of Directors

The Board of Directors must fully comply with the responsibilities and obligations prescribed by the Law on Enterprises and the Charter; in addition, the Board of Directors has the following responsibilities and obligations:

1. To be responsible to the Shareholders for the Operations of the Company;
2. To treat all Shareholders equally and respect the interests of persons with interests related to the Company;
3. To ensure the Company's Operations comply with the provisions of the law, the Charter, and the Company's internal regulations;
4. To develop the Regulations on Operation of the Board of Directors to submit to the General Meeting of Shareholders (GMS) for approval and to be Announced on the Company's website in accordance with the guidance in Circular 116/2020/TT-BTC dated December 31, 2020, guiding a number of articles on corporate governance applicable to public companies under 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.;
5. To supervise and prevent conflicts of interest of members of the Board of Directors, members of the Board of Supervisors, the Director, and other management personnel, including the misuse of Company Assets and abuse of Transactions with affiliated persons;
6. To develop the Internal Regulations on Corporate Governance and submit them to the GMS for approval in accordance with the provisions of Article 270 of 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;
7. To appoint a person in charge of corporate governance;
8. To organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the Director, and other management personnel of the Company;
9. To report on the activities of the Board of Directors at the GMS in accordance with the provisions of current law.
10. The report on the corporate governance situation shall be Announced in accordance with the provisions of securities law on information disclosure.
11. Other rights and obligations as prescribed by the Charter and the Internal Regulations on Corporate Governance

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

1. Members of the Board of Directors have full rights as prescribed by the Law on Securities, relevant laws, the Charter, and the Internal Regulations on Corporate Governance, including the right to be provided with information and documents regarding the Financial situation and business Operations of the Company and its units.

2. Members of the Board of Directors have obligations as prescribed by the Charter and the following obligations:
 - a. To perform their duties honestly and cautiously for the best interests of the Shareholders and the Company;
 - b. To fully attend meetings of the Board of Directors and express opinions on issues discussed;
 - c. To report promptly and fully to the Board of Directors on remuneration received from Subsidiaries, Associated companies, and other organizations;
 - d. To report to the Board of Directors at the nearest meeting on Transactions between the Company, its Subsidiaries, companies controlled by the public company with 50% or more of the Charter capital, and members of the Board of Directors and their affiliated persons; Transactions between the Company and a company in which a member of the Board of Directors is a founding member or a manager within the 03 years prior to the Time of transaction;
 - e. To perform information disclosure when conducting Transactions involving the Company's shares in accordance with the law.

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

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

1. The number of members of the Board of Directors is 05.
2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. In case all members of the Board of Directors end their term at the same time, they shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.
3. The structure of the Board of Directors of a public company must ensure compliance with the following provisions, and the Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.
 - a. There is at least 01 non-executive Board Member in case the company has from 03 to 05 members of the Board of Directors;
 - b. There are at least 02 non-executive Board Members in case the company has from 06 to 08 members of the Board of Directors;
 - c. There are at least 03 non-executive Board Members in case the company has from 09 to 11 members of the Board of Directors.
4. A member of the Board of Directors shall lose their status as a member of the Board of Directors if they are dismissed, removed, or replaced by the GMS in accordance with regulations.
 - 4.1 The GMS shall dismiss a member of the Board of Directors in the following cases:
 - a. No longer meeting the qualifications to be a member of the Board of Directors as prescribed in Clause 4, Article 25 of the Charter;
 - b. Submitting a resignation letter which is accepted;
 - c. Suffering from mental disorder, and other members of the Board of Directors have professional evidence proving that the person no longer has the capacity for civil acts;

d. According to the decision of the GMS.

4.2 The GMS shall remove a member of the Board of Directors in the following cases:

- a. Failing to attend meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
- b. Providing dishonest personal information when submitting as a Nominee for the Board of Directors;
- c. Repeatedly violating or seriously violating the obligations of a member of the Board of Directors as prescribed by the Law on Enterprises and the Charter;
- d. Other cases as per the Resolution of the GMS.

5. The Board of Directors must convene a GMS to elect additional members of the Board of Directors in the following cases:

The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Charter. In this case, the Board of Directors must convene a GMS within 60 days from the date the number of members is reduced by more than one-third. In other cases, the GMS shall elect new members to replace the members of the Board of Directors who have been dismissed or removed at the nearest meeting.

6. The appointment, dismissal, removal, and replacement of members of the Board of Directors must be Announced in accordance with the law on information disclosure on the stock Market.

Article 49. Standards and conditions for members of the Board of Directors

1. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and the Charter.

Members of the Board of Directors must meet the following standards and conditions:

- a) Not falling into the categories prescribed in Clause 2, Article 17 of this Law;
- b) Having professional Qualification and experience in business management or in the field, industry, or business of the Company and not necessarily being a Shareholder of the Company, unless the Charter provides otherwise;
- c) A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors of another company;
- d) For state-owned enterprises as prescribed in Point b, Clause 1, Article 88 of this Law and subsidiaries of state-owned enterprises as prescribed in Clause 1, Article 88 of this Law, members of the Board of Directors must not be family members of the Director, or other management personnel of the Company; or of the managers or persons with the authority to appoint managers of the Parent Company.

1. The Chairman of the Board of Directors must not concurrently hold the position of Director of a public company.
2. A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors or a member of the Board of Members of another company, but may only concurrently be a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.

Article 50. Nomination and candidacy for members of the Board of Directors

1. Shareholders or groups of Shareholders owning 05% or more of the total common shares have the right to nominate Nominees for the Board of Directors as prescribed by the Law on Enterprises and the Charter. Shareholders holding common shares have the right to aggregate their voting rights to nominate Nominees for the Board of Directors. Shareholders or groups of Shareholders owning 05% or more of the total common shares have the right to nominate and stand for election as members of the Board of Directors. Shareholders or groups of Shareholders holding from 05% to 10% of the total common shares may nominate one (01) Nominee; from over 10% to less than 50% may nominate a maximum of two (02) Nominees; from 50% or more may nominate the full number of expected Nominees for the Board of Directors as determined for each specific term according to the GMS meeting documents.

2. In case the number of Nominees for the Board of Directors through nomination and candidacy is still insufficient, the incumbent Board of Directors shall introduce additional Nominees or organize nominations as prescribed in the Regulations on Operation of the Board of Directors. The introduction of additional Nominees by the incumbent Board of Directors must be clearly Announced before the GMS votes to elect members of the Board of Directors in accordance with the law.

Article 51. Methods for electing members of the Board of Directors

1. The voting for the election of members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to aggregate all or part of their total votes for one or more nominees. The elected members of the Board of Directors are determined by the number of votes counted from highest to lowest, starting from the nominee 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 nominees receive the same number of votes for the final member of the Board of Directors, a re-election will be conducted among the nominees with the same number of votes, or a selection will be made based on the criteria specified in the election regulations or the Company Charter.
2. If the number of nominees is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors may be conducted by the cumulative voting method specified in Clause 3 Article 148 of the Law on Enterprises or by the voting method (in favor, against, abstention). The voting rate for approval under the voting method shall be implemented in accordance with Clause 2 Article 21 of the Company Charter.

Article 52. Cases for relief from duty, removal, replacement, and addition of members of the Board of Directors

1. The General Meeting of Shareholders (GMS) shall relieve a member of the Board of Directors from duty in the following cases:
 - a) Does not meet the qualifications to be a member of the Board of Directors as prescribed in Clause 4 Article 25 of the Company Charter;
 - b) Submits a resignation letter and it is accepted;
 - c) That member is no longer nominated by shareholders to participate in the Board of Directors of the Company;

- d) According to the decision of the General Meeting of Shareholders (GMS)..
2. The General Meeting of Shareholders (GMS) shall remove a member of the Board of Directors in the following cases:
- a) Fails to attend meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
 - b) Suffers from mental disorders and other members of the Board of Directors have professional evidence proving that such person no longer has the capacity for civil acts;
 - c) Provides dishonest personal information when submitting to the Company as a nominee for the Board of Directors;
 - d) Repeatedly violates or seriously violates the obligations of a member of the Board of Directors as prescribed by the Law on Enterprises and the Company Charter;
 - e) Other cases as per the resolution of the General Meeting of Shareholders (GMS)..
3. When deemed necessary, the General Meeting of Shareholders (GMS) shall decide to replace a member of the Board of Directors; relieve from duty or remove a member of the Board of Directors in cases other than those specified in Clause 1 and Clause 2 of this Article.
4. The Board of Directors must convene a meeting of the General Meeting of Shareholders (GMS) to elect additional members of the Board of Directors in the following cases:
- a. The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number specified in the Company Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders (GMS) within 60 days from the date the number of members is reduced by more than one-third;
 - b. Except for the cases specified in Point a and Point b of this Clause, the General Meeting of Shareholders (GMS) shall elect new members to replace members of the Board of Directors who have been relieved from duty or removed at the nearest meeting.

Article 53. Notification of elect, relieve from duty, remove members of the Board of Directors

After the decision to elect, relieve from duty, or remove a member of the Board of Directors is made, the Company is responsible for announcing the information internally within the Company, to relevant authorities, on mass media, and on the Company's website in accordance with the procedures and regulations of the current Law.

Article 54. Method of introducing nominees for members of the Board of Directors

In case a nominee for the Board of Directors has been identified, the Company must announce information related to the nominees at least 10 days before the opening date of the General Meeting of Shareholders (GMS) on the Company's website so that shareholders can learn about these nominees before voting. The nominee for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information announced and must commit to performing their duties honestly, carefully, and in the best interest of the Company if elected as a member of the Board of Directors. Information related to the nominee for the Board of Directors to be announced includes:

- a. Full name, date, month, and year of birth;

- b. Qualification;
- c. Work history;
- d. Other management positions (including Board of Directors positions of other companies);
- e. Interests related to the Company and the Company's related parties;
- f. Other information (if any) as prescribed in the Company Charter.

The Company is responsible for announcing information about the companies where the nominee is currently holding the position of member of the Board of Directors, other management positions, and interests related to the Company of the nominee for the Board of Directors (if any).

Article 55. Elect, remove, relieve from duty the CHAIRMAN OF THE BOARD OF DIRECTORS

1. The CHAIRMAN OF THE BOARD OF DIRECTORS is elected, relieved from duty, and removed by the Board of Directors from among the members of the Board of Directors.
2. The CHAIRMAN OF THE BOARD OF DIRECTORS shall not concurrently hold the position of Director.
3. The CHAIRMAN OF THE BOARD OF DIRECTORS has the following rights and obligations:
 - a. Develop programs and activity plans of the Board of Directors;
 - b. Prepare the agenda, content, and documents for the meeting; convene, preside over, and act as the chairman of the Board of Directors meeting;
 - c. Organize the approval of resolutions and decisions of the Board of Directors;
 - d. Supervise the implementation of resolutions and decisions of the Board of Directors;
 - e. Act as the chairman of the General Meeting of Shareholders (GMS) meeting;
 - f. Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.
4. In case the CHAIRMAN OF THE BOARD OF DIRECTORS submits a resignation letter or is relieved from duty or removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the relief from duty or removal.
5. In case the CHAIRMAN OF THE BOARD OF DIRECTORS is absent or unable to perform their duties, they must authorize in writing another member to perform the rights and obligations of the CHAIRMAN OF THE BOARD OF DIRECTORS. In case there is no authorized person or the CHAIRMAN OF THE BOARD OF DIRECTORS is deceased, missing, temporarily detained, serving a prison sentence, serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory education center, has fled from their place of residence, has limited or lost civil act capacity, has difficulty in perception and behavior control, or is prohibited by the Court from holding certain positions or practicing certain professions, the remaining members shall elect one of the members to hold the position of CHAIRMAN OF THE BOARD OF DIRECTORS based on the principle of majority of the remaining members until a new decision of the Board of Directors is made.

Section 3 – Remunerations, bonuses and other benefits of members of the Board of Directors

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

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of

the member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member based on the principle of consensus. The total remuneration and bonus level of the Board of Directors is decided by the General Meeting of Shareholders (GMS) at the annual meeting.

3. The remuneration of each member of the Board of Directors is included in the Company's business costs in accordance with the law on corporate income tax, is presented as a separate item in the Company's annual Financial statements, and must be reported to the General Meeting of Shareholders (GMS) at the annual meeting.
4. A member of the Board of Directors holding an executive position or a member of the Board of Directors working on sub-committees of the Board of Directors or performing other tasks outside the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum fee per occasion, salary, commission, percentage of Profit, or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses they have incurred while performing their responsibilities as a member of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders (GMS), the Board of Directors, or sub-committees of the Board of Directors.
6. Members of the Board of Directors may be covered by liability Insurance by the Company after the approval of the General Meeting of Shareholders (GMS). This Insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Company Charter.

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

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

1. The CHAIRMAN OF THE BOARD OF DIRECTORS is elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting is convened and presided over by the member with the highest number of votes or the highest voting rate. In case there is more than one member with the highest and equal number of votes or voting rate, the members shall elect by majority principle to choose 01 person among them to convene the Board of Directors meeting.
2. The Board of Directors meets at least once every quarter and may hold extraordinary meetings.

Article 58. Cases where an extraordinary Board of Directors meeting must be convened

1. The CHAIRMAN OF THE BOARD OF DIRECTORS convenes a Board of Directors meeting in the following cases:
 - a. There is a request from the Board of Supervisors;
 - b. There is a request from the Director or at least 05 other executive officers;
 - c. There is a request from at least 02 members of the Board of Directors;
 - d. Other cases as stipulated by the Company Charter.
2. The request stipulated in Clause 1 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.
3. The Chairman of the Board of Directors must send a notice of meeting to members of the Board of Directors within 07 working days from the date of receiving the request stipulated in Clause 3 of

this Article and at the latest 03 working days before the meeting date. The meeting of the Board of Directors must be held no later than 10 working days from the date the Company receives the request. In case the meeting of the Board of Directors is not convened according to the request, the Chairman of the Board of Directors shall be responsible for any damages occurring to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors, with the convening procedure being similar to that of the Chairman of the Board of Directors convening upon request.

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

1. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a notice of meeting at the latest 03 working days before the meeting date. The notice of meeting must specify the time and venue of the meeting, the agenda, and the issues to be discussed and decided. The notice of meeting must be accompanied by documents used at the meeting and the member's Ballot.

The notice of meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as stipulated by the Company Charter and must ensure it reaches the contact address of each member of the Board of Directors registered with the Company.

2. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of meeting and accompanying documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

Article 60. Conditions for conducting meetings of the Board of Directors

A meeting of the Board of Directors is conducted when 3/4 of the total number of members or more are present. In case the meeting convened according to this Clause does not have enough members present as prescribed, it shall be convened for the second time within 07 days from the intended date of the first meeting. In this case, the meeting is conducted if more than half of the members of the Board of Directors are present.

Article 61. Voting methods

1. A member of the Board of Directors is considered to be present and voting 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 this Article;
 - c. Attending and voting via online conference, electronic voting, or other electronic forms;
 - d. Sending a Ballot to the meeting via mail, fax, or email;
 - e. Sending a Ballot by other means.
2. In case of sending a Ballot to the meeting via mail, the Ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at the latest 01 hour before the opening. The Ballot shall only be opened in the presence of all attendees.
3. Voting

- a. Except as provided in Point b, Clause 3 of this Article, each member of the Board of Directors or a person authorized in accordance with Clause 1 of this Article who is directly present in person at the meeting of the Board of Directors has one (01) vote;
 - b. A member of the Board of Directors may not vote on contracts, transactions, or proposals in which that member or their Affiliated persons have an interest that conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted in the minimum percentage of members present to hold a meeting of the Board of Directors regarding decisions on which that member does not have the right to vote;
 - c. Pursuant to the provisions of Point d, Clause 11, Article 30 of the Company Charter, when an issue arises at the meeting related to the interests or voting rights of a member of the Board of Directors and that member does not voluntarily waive their voting right, the ruling of the Chairman is the final decision, unless the nature or scope of the interest of the related member of the Board of Directors has not been fully disclosed;
 - d. A member of the Board of Directors who benefits from a contract as stipulated in Point a and Point b, Clause 6, Article 43 of the Company Charter is considered to have a significant interest in that contract;
 - e. Members of the Board of Supervisors have the right to attend meetings of the Board of Directors, have the right to discuss but not to vote.
4. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that they are a person with an interest therein has the responsibility to disclose this interest at the first meeting of the Board of Directors discussing the signing of this contract or transaction. In case a member of the Board of Directors does not know that they and their Affiliated persons have an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after this member becomes aware that they have an interest or will have an interest in the aforementioned transaction or contract.
 5. The Board of Directors has the right to seek opinions from members of the Board of Directors in writing to approve a Resolution of the Board of Directors when passing issues under the authority of the Board of Directors in Clause 2, Article 27 of the Company Charter.
 6. A resolution in the form of written consultation is passed based on the affirmative opinion of the majority of members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution passed at a meeting.
 7. A meeting of the Board of Directors may be organized in the form of an online conference between members of the Board of Directors when all or some members are in different locations, provided that each member participating in the meeting can:
 - a. Hear each other member of the Board of Directors participating in the meeting speak;
 - b. Speak to all other participating members simultaneously. Discussion between members can be conducted directly via telephone or other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting is considered "present" at that meeting. The venue of the meeting organized according to this regulation is the location where the majority of members of the Board of Directors are present, or the location where the Chairman of the meeting is present.

Decisions passed in a meeting via telephone that is organized and conducted legally are effective immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

8. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to members, and such minutes are authentic evidence of the work conducted at the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors meeting are prepared in Vietnamese and may be prepared in English. The minutes must be signed by the Chairman and the person recording the minutes.

Article 62. Methods for ratifying resolutions of the Board of Directors

Resolutions and decisions of the Board of Directors are passed if approved by the majority of members present; in case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

Article 63. Authorization for others to attend meetings by members of the Board of Directors

Members must fully attend meetings of the Board of Directors. Members may authorize others to attend and vote if approved by the majority of members of the Board of Directors.

Article 64. Recording minutes of the Board of Directors meeting

Meetings of the Board of Directors must be recorded in minutes and may be recorded by audio, or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may be prepared additionally in a foreign language, including the following main contents:

- a. Name, Address of the Company's headquarters, enterprise code;
- b. Time and venue of the meeting;
- c. Purpose, agenda, and content of the meeting;
- d. Full name of each member attending the meeting or the person authorized to attend the meeting and the method of attendance; full names of members not attending and reasons;
- e. Issues discussed and voted on at the meeting;
- f. Summarizing the opinions of each member attending the meeting in the order of the meeting's proceedings;
- g. Voting results, clearly stating the members who voted for, against, and abstained;
- h. Issues that have been passed and the corresponding Voting rate;
- i. Full name and signature of the Chairman and the person recording the minutes, except for the case stipulated in Article 65 of this Charter.

The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the Company's headquarters.

Minutes prepared in Vietnamese and in a foreign language have equal legal validity. In case there is a difference in content between the minutes in Vietnamese and in a foreign language, the content in the Vietnamese minutes shall apply.

The Chairman, the person recording the minutes, and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the minutes of the Board of Directors meeting.

The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the Company's headquarters.

Article 65. In case the Chairman and/or secretary refuses to sign the Minutes of the Board of Directors meeting

In case the chairman or the minute-taker refuses to sign the meeting minutes, but the minutes are signed by all other members of the Board of Directors who attended the meeting and contain full content as prescribed in points a, b, c, d, dd, e, g, and h of Article 64 of this Charter, then these minutes shall be effective.

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

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



Section 5 - Sub-committees of the Board of Directors

Article 67. Sub-committees under the Board of Directors

1. The Board of Directors may establish sub-committees under its authority to be in charge of development policies, personnel, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors and shall consist of at least 03 people, including members of the Board of Directors and external members. Non-executive Directors should constitute the majority in the sub-committee, and one of these members shall be appointed as the Head of the Sub-committee according to the decision of the Board of Directors. The operations of the sub-committee must comply with the regulations of the Board of Directors. A resolution of the sub-committee is only effective when the majority of its members attend and vote to approve it at the sub-committee meeting.
2. The implementation of decisions of the Board of Directors or of sub-committees under the Board of Directors must be in accordance with current legal regulations, the Company Charter, and the Internal Regulations on Corporate Governance.
3. The establishment and operation of internal audit sub-committees under the Board of Directors (if any) are specified in detail in Appendix I attached to this Charter.

Section 6 - Selection, appointment, and removal of the Corporate Governance Officer

Article 68. Standards for the Corporate Governance Officer

The Corporate Governance Officer must not simultaneously work for an approved auditing organization that is currently auditing the Company's financial statements.

Article 69. Appointment of the Corporate Governance Officer

The Board of Directors of the Company must appoint at least 01 Corporate Governance Officer to support corporate governance work at the enterprise. The Corporate Governance Officer may concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

Article 70. Cases for removal of the Corporate Governance Officer

1. The Board of Directors may dismiss/remove the Corporate Governance Officer when necessary, provided that it does not contravene current labor laws.
2. The Corporate Governance Officer may be removed according to a resolution of the General Meeting of Shareholders (GMS).

Article 71. Notification of appointment and removal of the Corporate Governance Officer

After the decision on the appointment or removal of the Corporate Governance Officer is made, the Company is responsible for announcing information internally within the Company and to relevant authorities, on mass media, and on the Company's website in accordance with the sequence and current legal regulations.

Article 72. Rights and Obligations of the Corporate Governance Officer

The Corporate Governance Officer has the following rights and obligations:

- a. Advising the Board of Directors on organizing the General Meeting of Shareholders (GMS) in accordance with regulations and related tasks between the Company and shareholders;

- b. Preparing meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders (GMS) at the request of the Board of Directors or the Board of Supervisors;
- c. Advising on meeting procedures;
- d. Attending meetings;
- e. Advising on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- f. Providing financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Board of Supervisors;
- g. Supervising and reporting to the Board of Directors on the Company's information disclosure activities;
- h. Acting as the contact point with related parties;
- i. Maintaining confidentiality of information in accordance with the provisions of law and the Company Charter;
- j. Other rights and obligations as prescribed by law and the Company Charter.



CHAPTER 4 – BOARD OF SUPERVISORS

Section 1. GENERAL PROVISIONS

Article 73. Role, rights, and obligations of the Board of Supervisors, and responsibilities of members of the Board of Supervisors

1. Members of the Board of Supervisors have the rights prescribed by the Law on Enterprises, relevant laws, the Company Charter, and the Regulations on Operation of the Board of Supervisors, including the right to access information and documents related to the company's operational situation. Members of the Board of Directors, the Director, and other executive officers of the enterprise are responsible for providing information promptly and fully at the request of members of the Board of Supervisors.
2. Members of the Board of Supervisors are responsible for complying with the provisions of law, the Company Charter, the Regulations on Operation of the Board of Supervisors, and professional ethics in exercising their assigned rights and obligations.
3. The Board of Supervisors has the rights and obligations prescribed in Article 170 of the Law on Enterprises, the Company Charter, and the following rights and obligations:
 - a. Proposing and recommending the General Meeting of Shareholders (GMS) to approve the list of approved auditing organizations to audit the Company's Financial statements; deciding on the approved auditing organization to inspect the company's operations, and removing the approved auditor when deemed necessary.
 - b. Being responsible to shareholders for their supervisory activities.
 - c. Supervising the financial situation of the company and the compliance with the law in the activities of members of the Board of Directors, the Director, and other managers.
 - d. Ensuring coordination of activities with the Board of Directors, the Director, and shareholders.
 - e. In case of discovering acts of violation of the law or the Company Charter by members of the Board of Directors, the Director, or other executive officers of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to terminate the violation and have solutions to remedy the consequences.
 - f. Developing the Regulations on Operation of the Board of Supervisors and submitting them to the General Meeting of Shareholders (GMS) for approval. The Minister of Finance provides guidelines on the model Regulations on Operation of the Board of Supervisors for public companies to refer to when developing their own Regulations on Operation of the Board of Supervisors.
 - g. Reporting at the General Meeting of Shareholders (GMS) as prescribed in Article 290 of Decree 155/2020/ND-CP.

Section 2. Regulations on the Term of Office, number, composition, and structure of members of the Board of Supervisors

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

1. The number of members of the Board of Supervisors of the Company is 03 people.
2. The term of office of a Supervisor is not more than 05 years and may be re-elected for an unlimited number of terms.
3. Members of the Board of Supervisors do not necessarily have to be shareholders of the company.

4. The Head of the Board of Supervisors is elected by the Board of Supervisors from among the Supervisors; the election, dismissal, and removal are based on the majority principle. The rights and obligations of the Head of the Board of Supervisors are prescribed by the Company Charter. The Board of Supervisors must have more than half of its Supervisors residing in Vietnam. The Head of the Board of Supervisors must have a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise, unless the Company Charter provides for higher standards.
5. In case the term of office of Supervisors ends at the same time and new Supervisors have not yet been elected, the Supervisors whose term has expired shall continue to exercise their rights and obligations until new Supervisors are elected and take office.

Article 75. Standards and conditions of members of the Board of Supervisors

1. Supervisors must meet the following standards and conditions:
 - a. Not falling into the cases prescribed in Clause 2, Article 17 of the Law on Enterprises;
 - b. Having been trained in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major suitable for the business activities of the enterprise;
 - c. Not being a person with family relationships with members of the Board of Directors, the Director, or other managers;
 - d. Not being a manager of the company; not necessarily being a shareholder or employee of the company;
 - e. Not being a person working in the accounting or finance department of the Company;
 - f. Not being a member or employee of an independent auditing company that has audited the company's financial statements in the 03 consecutive years prior.
 - g. Other standards and conditions as prescribed by other relevant laws and the Company Charter.
2. In addition to the standards and conditions prescribed in Clause 1 of this Article, the company's Supervisors must ensure they meet all conditions prescribed in Clause 02, Article 169 of the Law on Enterprises.
3. The Head of the Board of Supervisors must have a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.

Article 76. Nomination and self-nomination of members of the Board of Supervisors

1. The nomination and self-nomination of members of the Board of Supervisors shall be carried out similarly to the provisions in Clause 1, Article 25 of this Charter. Shareholders or groups of shareholders owning 05 % or more of the total number of common shares have the right to nominate or self-nominate members of the Board of Supervisors. Shareholders or groups of shareholders holding from 05 % to 10 % of the total voting shares have the right to nominate one (01) candidate; from over 10 % to less than 50 % have the right to nominate a maximum of two (02) candidates; from 50 % or more have the right to nominate the full number of expected candidates for the Board of Supervisors as determined for each specific term according to the documents of the General Meeting of Shareholders (GMS).
2. In case the number of candidates for the Board of Supervisors through nomination and self-nomination is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in a manner similar to that prescribed in Clause 3, Article 50 of this Regulation. The introduction of additional candidates by the incumbent Board of Supervisors must be

clearly announced before the General Meeting of Shareholders (GMS) votes to elect members of the Board of Supervisors in accordance with the provisions of law.

Article 77. Method of electing members of the Board of Supervisors

1. Voting to elect members of the Board of Supervisors must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Supervisors, and shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Supervisors are determined by the number of votes counted from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is reached. In case there are 02 or more candidates receiving the same number of votes for the final member of the Board of Supervisors, a re-election will be conducted among the candidates with the same number of votes, or selection will be made according to the criteria specified in the election regulations, the Operating Regulations of the Board of Supervisors, or the Company Charter.
2. If the number of candidates is less than or equal to the number of members of the Board of Supervisors to be elected, the election of members of the Board of Supervisors may be conducted by cumulative voting as prescribed above.

Article 78. Cases for dismissal and removal of members of the Board of Supervisors

1. The GMS shall dismiss a member of the Board of Supervisors in the following cases:
 - a. No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Article 169 of the Law on Enterprises;
 - b. Submitting a resignation letter that is approved;
 - c. Other cases as stipulated by the Company Charter.
2. The GMS shall remove a member of the Board of Supervisors in the following cases:
 - a. Failing to complete assigned tasks and work;
 - b. Failing to perform their rights and obligations for 06 consecutive months, except in cases of force majeure;
 - c. Repeatedly violating or seriously violating the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company Charter;
 - d. Other cases as decided by the GMS.

Article 79. Notification of election, dismissal, and removal of members of the Board of Supervisors

After a decision on the election, dismissal, or removal of a Supervisor is made, the Company is responsible for disclosing information within the Company, to relevant authorities, on mass media, and on the Company's website in accordance with the procedures and regulations of applicable law.

Article 80. Salary and other benefits of members of the Board of Supervisors

1. Members of the Board of Supervisors are paid salary, remuneration, bonuses, and other benefits as decided by the GMS. The GMS decides the total salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors;
2. Members of the Board of Supervisors are reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of such

remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the GMS, unless otherwise decided by the GMS;

3. The salary and operating expenses of the Board of Supervisors are included in the Company's business expenses in accordance with the laws on corporate income tax and other relevant legal regulations, and must be recorded as a separate item in the Company's annual Financial statements.

CHAPTER 5 - DIRECTOR

Article 81. Role, responsibilities, rights, and obligations of the Director

1. The Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.
2. The Director has the following rights and obligations:
 - a. Deciding on issues related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;
 - b. Organizing the implementation of resolutions and decisions of the Board of Directors;
 - c. Organizing the implementation of the Company's business plans and investment schemes;
 - d. Proposing organizational structure plans and internal management regulations of the Company;
 - e. Appointing, dismissing, and removing management titles in the Company, except for titles under the authority of the Board of Directors;
 - f. Deciding on salary and other benefits for employees in the Company, including managers under the appointment authority of the Director;
 - g. Recruiting employees;
 - h. Proposing plans for dividend payment or handling business losses;
 - i. Other rights and obligations as prescribed by law.

Article 82. Term of office, standards, and conditions of the Director

The term of office of the Director is no more than 05 years and may be re-appointed for an unlimited number of terms.

The Director must meet the following standards and conditions:

- a. Not falling into the categories prescribed in Clause 2, Article 17 of the Law on Enterprises;
- b. Not being a person with family relationships with enterprise managers, Supervisors of the Company and the Parent Company; representatives of state capital, or representatives of enterprise capital at the Company and the Parent Company;
- c. Having professional qualifications and experience in corporate business management.

Article 83. Candidacy and nomination of the Director

The Board of Management, members of the Board of Directors have the right to nominate candidates for the Director in accordance with the standards and conditions prescribed in Article 82 of this Regulation and submit them to the Board of Directors for consideration when the Company has a need to find a Director.

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

The Board of Directors appoints 01 member of the Board of Directors or hires another person as the Director.

The Board of Directors may dismiss the Director when a majority of the voting members of the Board of Directors present at the meeting agree, and appoint a new Director as a replacement.

The Board of Directors has the authority to sign/terminate contracts and decide on the terms of employment contracts as prescribed in Point i, Clause 2, Article 27 and Article 35 of the Company Charter.

Article 85. Notification of appointment, dismissal, signing contracts, and termination of contracts for the Director

After a decision on the election, dismissal, or removal of the Director is made, the Company is responsible for disclosing information within the Company, to relevant authorities, on mass media, and on the Company's website in accordance with the procedures and regulations of applicable law.

Article 86. Salary and other benefits of the Director

1. The Director is paid salary and bonuses. The salary and bonuses of the Director are decided by the Board of Directors.
2. The salary of the executive is included in the Company's business expenses in accordance with the laws on corporate income tax, is presented as a separate item in the Company's annual Financial statements, and must be reported to the GMS at the annual meeting.

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CHAPTER 6 – OTHER OPERATIONS

Section 1 – Regulations on coordination of operations between the Board of Directors, the Board of Supervisors, and the Director

Article 87. Procedures and sequence for convening, sending meeting notices, recording minutes, and announcing meeting results between the Board of Directors, the Board of Supervisors, and the Director

The procedures and sequence for convening, sending meeting notices, recording minutes, and announcing meeting results between the Board of Directors, the Board of Supervisors, and the Director are carried out according to the procedures and sequence for convening Board of Directors meetings as prescribed in Section 4, Chapter 3 of this Regulation.

Article 88. Notification of Resolutions/Decisions of the Board of Directors to the Board of Supervisors

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

Article 89. Notification of Resolutions/Decisions of the Board of Directors to the Director

Resolutions/Decisions of the Board of Directors (with content related to the responsibilities, powers, and obligations of the Director) after being issued must be sent to the Director at the same time and in the same manner as for members of the Board of Directors.

Article 90. Cases where the Board of Supervisors and the Director request to convene a Board of Directors meeting and issues requiring the opinion of the Board of Directors

1. Cases for requesting to convene a Board of Directors meeting
 - a. The Board of Supervisors may request to convene a Board of Directors meeting in the following cases:
 - When there is a request from a shareholder/group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.
 - When it is considered that the right to access information and documents related to the Company's operations of the Supervisor is not fully implemented in accordance with applicable law and the Company Charter;
 - When detecting acts of violation of the law or the Company Charter by members of the Board of Directors, the Director, and other enterprise executives after having notified the Board of Directors in writing as prescribed in Clause 5, Article 40 of the Company Charter, but the person committing the violation has not ceased the violation or has not implemented solutions to remedy the consequences;
 - b. The Director may request to convene a Board of Directors meeting in the following cases:
 - When it is considered that the rights of the Director as prescribed in Article 35 of the Company Charter are not being exercised;
 - When detecting acts of violation of the law or the Company Charter by other enterprise executives after having notified the Board of Directors in writing, but the person committing

the violation has not ceased the violation or has not implemented solutions to remedy the consequences;

2. Issues requiring the opinion of the Board of Directors:
 - a. Proposing to the Board of Directors plans for organizational structure and internal management regulations of the Company;
 - b. Proposing measures to improve the operations and management of the Company;
 - c. The Director must prepare a plan for the Board of Directors to approve matters related to recruitment, termination of employment, salaries, social insurance, welfare, rewards, and discipline for employees and Enterprise Executives.
 - d. The Director must prepare a plan for the Board of Directors to approve matters related to the Company's relationship with trade union organizations in accordance with the best management standards, practices, and policies, the practices and policies stipulated in the Charter, the Company's regulations, and current legal provisions.
 - e. Seeking opinions from the Board of Directors regarding the Audited Financial statements (including the Balance sheet, Income statement, and the projected Cash flow statement) for each Fiscal year must be submitted for the Board of Directors to approve;
 - f. Proposing plans for dividend payments or handling business losses;
 - g. Seeking opinions from the Board of Directors to approve the detailed business plan for the next Fiscal year;
 - h. Other matters when deemed in the interest of the Company.

Article 91. Report of the Director to the Board of Directors on the performance of assigned duties and powers

1. Report on the implementation status of Resolutions of the Board of Directors and the General Meeting of Shareholders (GMS), and the business and investment plans of the Company that have been approved by the Board of Directors and the GMS;
2. Periodically, on a quarterly and annual basis, report on the assessment of the financial situation and the Production and business operations of the Company;
3. Report on improvements in organizational structure, Policies, and Management;
4. Annual report on the implementation of obligations towards the environment, the community, and employees;
5. Report on the implementation status of other matters authorized by the Board of Directors and the GMS;
6. Perform reporting on other matters as requested by the Board of Directors.

Article 92. Reviewing the implementation of resolutions and other matters authorized by the Board of Directors to the Director

Based on the Director's report on the performance of assigned duties and powers as stipulated in Article 81 of This Charter, the Board of Directors will conduct a review of the results of the implementation of resolutions and other matters authorized by the Board of Directors to the Director.

Article 93. Matters that the Director must report, provide information on, and the method of notification to the Board of Directors and the Board of Supervisors

1. Matters that the Director must report, provide information on, and the method of notification to the Board of Directors
 - a. Contents according to Article 90 of This Charter;
 - b. The Director has the obligation to notify the Board of Directors of Transactions between the Company, Subsidiaries, and other companies in which the Company holds the control right of 50% or more of the Charter capital with that same entity or with affiliated persons of that entity in accordance with the law.
 - c. Other contents requiring opinions and reports to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors will respond within seven (07) working days.

Specifically, in the case of approving Contracts and Transactions as stipulated in Clause 1, Article 167 of the Law on Enterprises and having a value of less than 35% of the total value of the Company's Assets recorded in the most recent Financial statements, or another smaller percentage or value as stipulated in the Charter, the Company's representative signing the contract or transaction must notify the members of the Board of Directors and the Supervisors about the affiliated persons related to that contract or transaction and attach the draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notice, unless the Charter stipulates a different time limit; members of the Board of Directors who have related interests in the parties to the contract or transaction do not have the right to vote.

3. Matters that the Director must report, provide information on, and the method of notification to the Board of Supervisors
 - a. Reports of the Director submitted to the Board of Directors or other documents issued by the Company shall be sent to the Supervisors at the same time and in the same manner as for members of the Board of Directors.
 - b. The Director and other Enterprise Executives must provide full, accurate, and timely information and documents regarding The Board of Management, administration, and business operations of the Company at the request of the Supervisors or the Board of Supervisors.
 - c. The method of notification to the Board of Supervisors shall be carried out in the same manner as for the Board of Directors.

Article 94. Coordinating control, management, and supervision activities among members of the Board of Directors, Supervisors, and the Director according to the specific duties of the aforementioned members

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

The Board of Supervisors has the role of supervision, coordination, consultation, and providing full, timely, and accurate information. Specifically as follows:

- a. Regularly notify the Board of Directors of operational results and consult the Board of Directors before submitting reports, conclusions, and recommendations to the GMS;

- b. During meetings of the Board of Supervisors, the Board of Supervisors has the right to request members of the Board of Directors, the Director, and representatives of the approved auditing organization to attend and answer matters that need clarification;
- c. Periodic and ad-hoc inspections by the Board of Supervisors must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the Board of Directors to provide additional basis for the Board of Directors in The Board of Management of the Company. Depending on the level and results of the aforementioned inspection, the Board of Supervisors needs to discuss and reach a consensus with the Board of Directors and the Director before reporting to the GMS. In case of disagreement, they are authorized to reserve their opinion in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the nearest GMS;
- d. In case the Board of Supervisors discovers acts of violation of the law or the Charter by members of the Board of Directors, the Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours, requesting the person committing the violation to cease the violation and have solutions to remedy the consequences;
- d. Supervisors have the obligation to notify the Board of Directors of Transactions between the Company, Subsidiaries, and other companies in which the Company holds the control right of 50% or more of the Charter capital with that same entity or with affiliated persons of that entity in accordance with the law;
- e. For recommendations related to the operational and financial situation of the Company, the Board of Supervisors must send the document along with related materials at least fifteen (15) days before the intended date of receiving a response;
- e. Contents of recommendations to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors will respond within seven (07) working days.

The Board of Directors creates favorable conditions for the Board of Supervisors to exercise its rights and obligations.

2. Coordination of activities between the Board of Supervisors and the Director:

The Board of Supervisors has the function of inspection and supervision.

- a. During meetings of the Board of Supervisors, the Board of Supervisors has the right to request the Director (simultaneously requesting members of the Board of Directors, the Director, and representatives of the approved auditing organization) to attend and answer matters that need clarification regarding issues of interest to the Supervisors;
- b. Periodic and ad-hoc inspections by the Board of Supervisors must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the Director to provide additional basis for the Director in The Board of Management of the Company. Depending on the level and results of the aforementioned inspection, the Board of Supervisors needs to discuss and reach a consensus with the Director before reporting to the GMS. In case of disagreement, they are authorized to reserve their opinion in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the nearest GMS;

- c. Supervisors have the right to request the Director to create conditions for accessing records and documents related to the business operations of the Company at the Headquarters or the place where records are stored;
- d. Regarding information and documents on management, administration of business operations, and reports on business situation, Financial statements, the written request for provision from the Board of Supervisors must be sent to the Company at least forty-eight (48) working hours before the intended time of receiving a response. The Board of Supervisors must not use information that has not been allowed to be Announced by the Company or disclose it to others to perform related Transactions.
- e. Contents of recommendations on measures to amend, supplement, and improve the organizational structure for management, supervision, and administration of the Company's business operations from the Board of Supervisors must be sent to the Director at least seven [07] working days before the intended date of receiving a response.

The Director creates favorable conditions for the Board of Supervisors to exercise its rights and obligations.

- 3. Coordination of activities between the Director and the Board of Directors: The Director is the person representing the administration of the Company's operations, ensuring the Company operates continuously and effectively.
 - a. When there is a proposal for an organizational structure plan or internal management regulations of the Company, the Director shall send it to the Board of Directors as soon as possible but no less than seven (07) days before the date that content needs to be decided;
 - b. The Director must prepare a plan for the Board of Directors to approve matters related to recruitment, termination of employment, salaries, social insurance, welfare, rewards, and discipline for employees and Managers;
 - c. The Director must prepare a plan for the Board of Directors to approve matters related to the Company's relationship with trade union organizations in accordance with the best management standards, practices, and policies, the practices and policies stipulated in the Charter, the Company's regulations, and current legal provisions;
 - d. The Director has the obligation to notify the Board of Directors of Transactions between the Company, Subsidiaries, and other companies in which the Company holds the control right of 50% or more of the Charter capital with that same entity or with affiliated persons of that entity in accordance with the law;
 - e. Other contents requiring opinions as stipulated in Clause 2, Article 97 of This Charter must be sent to the Board of Directors at least seven (07) working days before the intended date of receiving a response from the Board of Directors.

Section 2 – Regulations on annual evaluation of reward and discipline activities for members of the Board of Directors, members of the Board of Supervisors, the Director, and other Enterprise Executives

Article 95. Regulations on evaluating the performance of Board of Directors' members, members of the Board of Supervisors, Director, and other executives

1. The Board of Directors is responsible for establishing performance evaluation criteria for all Board of Directors' members, the Director, and other executives.
2. Performance evaluation criteria must balance the interests of enterprise executives with the long-term interests of the Company and Shareholders. Financial and non-financial indicators used in the evaluation shall be carefully considered and decided by the Board of Directors from time to time. In particular, non-financial indicators may include: interests of stakeholders, operational efficiency, achievements and improvements made, etc.
3. Annually, based on assigned functions, duties, and established evaluation criteria/achievements, the Board of Directors shall organize the performance evaluation of Board of Directors' members.
4. The performance evaluation of members of the Board of Supervisors shall be organized and implemented according to the methods mentioned in the organizational structure and operations of the Board of Supervisors.
5. The performance evaluation of other executives shall be carried out in accordance with internal regulations or may be based on the self-evaluation reports of these executives.

Article 96. Rewards

1. The Board of Directors or the Remuneration Sub-committee (if any) is responsible for developing reward policies. Rewards shall be granted based on the performance evaluation results as stipulated in Article 95 of This Charter.
2. Forms of rewards: in cash, in shares (issuing shares under an employee stock ownership plan), or other forms developed by the Board of Directors or the Remuneration Sub-committee. Reward forms shall be planned by the Director and submitted to the Board of Directors for approval; cases exceeding their authority shall be submitted to the General Meeting of Shareholders (GMS) for approval.
3. The reward policy for Board of Directors' members and members of the Board of Supervisors shall be decided by the General Meeting of Shareholders (GMS).
4. For enterprise executives: the source of reward funds shall be deducted from the Company's Welfare and Reward Fund and other legal sources. The reward level shall be based on actual annual business results; the Director shall propose it to the Board of Directors for approval, and cases exceeding their authority shall be submitted to the General Meeting of Shareholders (GMS) for approval.

Article 97. Discipline

1. The Board of Directors is responsible for developing disciplinary measures based on the nature and severity of the violation. The highest form of discipline shall be dismissal or removal.

2. Board of Directors' members, members of the Board of Supervisors, and enterprise executives who fail to fulfill their duties with honesty, diligence, and caution shall be personally liable for damages caused by their actions.
3. When performing their duties, if Board of Directors' members, members of the Board of Supervisors, or enterprise executives commit acts violating legal regulations or the Company's regulations, they shall be subject to disciplinary action, administrative penalties, or criminal prosecution depending on the severity of the violation, in accordance with the law and the Company Charter. In case of causing damage to the interests of the Company, shareholders, or others, they shall be liable for compensation as prescribed by law.

CHAPTER 7 - REGULATION AMENDMENT

Article 98. Supplement and amendment of the Regulations on corporate governance

1. Any supplement or amendment to This Charter must be considered and decided by the Company's General Meeting of Shareholders (GMS).
2. In the event that legal regulations related to the Company's operations are not mentioned in this regulation, or in the event that new legal regulations differ from the provisions in this regulation, such legal regulations shall automatically apply and govern the Company's operations.

CHAPTER 8 - EFFECTIVE DATE

Article 99. Effective Date

1. This Charter is the sole and official version of the Company, effective from _____, and replaces the Internal Regulations on Corporate Governance approved by the Annual General Meeting of Shareholders (GMS) on _____.
2. Copies or extracts of the Corporate governance regulations must be signed by the Chairman of the Board of Directors or the Legal Representative.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN


Nguyen Danh Thai

APPENDIX I

INTERNAL AUDIT SUB-COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 1. Roles, responsibilities, and authority of the Sub-committees of the Board of Directors and each member of the sub-committee

1. Roles of the internal audit sub-committee:

Through inspection, evaluation, and advisory activities, internal audit provides independent, objective assurances and recommendations on the following contents:

- The company's internal control system has been established and operated appropriately to prevent, detect, and handle the company's Risks.
- The company's governance and risk management processes ensure effectiveness and high efficiency.
- Operational objectives and strategic goals, plans, and work tasks achieved by the company.

2. Responsibilities of the internal audit sub-committee:

- Maintain confidentiality of documents and information in accordance with current legal regulations and the Company's Internal Audit Regulations.
- Be accountable to the Board of Directors for the results of internal audit work, and for evaluations, conclusions, recommendations, and proposals in internal audit reports.
- Monitor, urge, and inspect the implementation results of recommendations following internal audits by departments within the company.
- Organize continuous training to improve and ensure professional competence for internal audit personnel.

3. Authority of the internal audit sub-committee

- Be equipped with necessary resources and be provided with all information, documents, and records necessary for internal audit activities in a full and timely manner, such as: Preparation, allocation, and assignment of budget estimates, accounting, and budget settlement for the company; state budget estimates and state budget settlement for localities, financial statements, management reports, strategies for enterprises, and other reports related to the organization and operations of the company.
- Be entitled to access and review all business processes and Assets when performing internal audits; be entitled to access and interview all officers and employees of the company regarding issues related to audit content.
- Be entitled to receive documents, records, and meeting minutes of the Board of Directors and other functional departments related to internal audit work.
- Be entitled to attend internal meetings as prescribed by law or as stipulated in the Company Charter and internal regulations.
- Be entitled to supervise, evaluate, and monitor the repair, remediation, and improvement activities of company and department leaders regarding issues that internal audit has recorded and made recommendations on.
- Be protected and kept safe from uncooperative actions by the audited department/company.
- Be entitled to training to improve the capacity of personnel in the internal audit department.
- Be entitled to proactively perform duties according to the approved audit plan.

- Other powers as prescribed by law and the Company's internal audit regulations.
- 4. Responsibilities and authority of internal audit personnel
 - a. Responsibilities:
 - Implement the approved audit plan;
 - Determine information that is complete, reliable, relevant, and useful for achieving audit objectives;
 - Based on appropriate analysis and evaluation to provide conclusions and audit results independently and objectively;
 - Save relevant information to support conclusions and provide audit results;
 - Be responsible for the audit results assigned for implementation;
 - Maintain information confidentiality in accordance with legal regulations;
 - Continuously improve professional competence and maintain professional ethics;
 - Other responsibilities as prescribed by law and the unit's Internal Audit Regulations.
 - b. Authority:
 - While performing audits, have the right to independence in commenting, evaluating, concluding, and recommending on audited contents;
 - Have the right to request the audited department/unit to provide documents and information related to the audit content in a timely and complete manner;
 - Reserve opinions in writing regarding audit results within the assigned scope;
 - Exercise other powers as prescribed by law and the unit's Internal Audit Regulations.
- 5. Responsibilities and authority of the person in charge of internal audit
 - a. Responsibilities:
 - Manage and operate the internal audit department to perform duties as prescribed;
 - Ensure that personnel of the internal audit department are trained regularly and have sufficient qualifications and professional competence to perform duties;
 - Implement measures to ensure the independence, objectivity, and honesty of internal audit;
 - Report to the subjects specified in Clause 4 Article 12 of Decree No. 05/2019/ND-CP when detecting weaknesses and shortcomings in the internal control system;
 - Provide opinions when consulted by the person in charge of internal audit of state-owned enterprises and affiliated public service units;
 - Be accountable for the audit results performed by the internal audit department;
 - Maintain information confidentiality in accordance with legal regulations;
 - Other responsibilities as prescribed by law and the unit's Internal Audit Regulations.
 - b. Authority:
 - Propose to the subjects specified in Clause 4 Article 12 of Decree No. 05/2019/ND-CP to issue regulations, internal audit procedures, and internal audit professional methods.
 - Entitled to request the mobilization of personnel from other departments of the entity; entitled to propose the hiring of experts, consultants, and auditing services to participate in internal audits when necessary, provided that the independence of the internal audit is ensured;
 - Attend meetings in accordance with the internal regulations of the entity and the provisions of the law;
 - Exercise the powers stipulated in Points a, b, and c of Clause 2, Article 23 of Decree No. 05/2019/ND-CP;
 - Exercise other powers in accordance with the provisions of the law and the Internal Audit Regulations of the entity.

Article 2. Nominate, stand for election, elect, dismiss, and remove members of the internal audit sub-committee

1. Term of office, number, standards, and structure of the internal audit sub-committee:
 - a. The term of office of a member of the internal audit sub-committee is the same as the term of office of that member as a member of the Board of Directors. The Company's internal audit sub-committee consists of 02 members, established by the Board of Directors.
 - b. Standards for members of the internal audit sub-committee and the head of the sub-committee:
 - Possess a university degree or higher in majors suitable for audit requirements, have full knowledge, and be regularly updated on the areas assigned for internal audit.
 - Have at least 05 years of experience working in the trained major, or at least 03 years of experience working at the current company, or at least 03 years of experience in auditing, accounting, or inspection.
 - Possess general knowledge and understanding of the law and the company's operations; have the ability to collect, analyze, evaluate, and synthesize information; possess knowledge and skills in internal audit.
 - Have not been disciplined at the level of warning or higher due to violations in economic, financial, or accounting management, or are not currently serving a disciplinary sentence.
 - The head of the internal audit sub-committee must be a member of the Board of Directors;
 -
 - c. The structure of the members of the internal audit sub-committee must ensure the following:
 - At least 01 member is responsible for performing internal audit work.
 - At least 01 member is responsible for overseeing the company's internal audit work.
 - In case of necessity, the Company may hire an independent auditing organization that meets the conditions for auditing services according to the provisions of the law to provide internal audit services or establish an assisting team.
2. Procedures for election, nomination, dismissal, and removal of members of the internal audit sub-committee:

Members of the Board of Directors have the right to nominate candidates in accordance with the standards and conditions stipulated in Point b, Clause 1, Article 2 of this Appendix and submit them to the Board of Directors for consideration when the Board of Directors has a need to find candidates. The Board of Directors will conduct a vote to elect members of the Internal Audit sub-committee according to the order and procedures for organizing Board of Directors meetings of this Regulation.

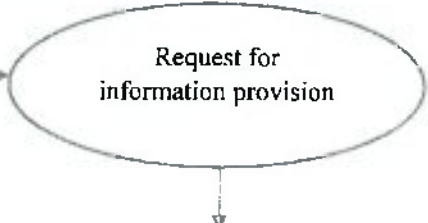
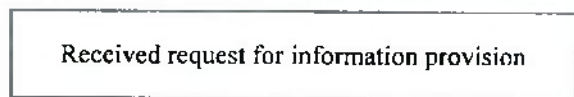
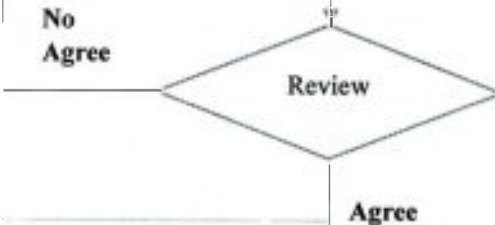
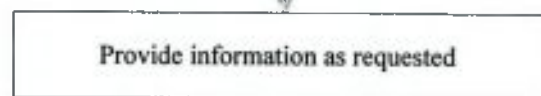
The Board of Directors shall dismiss or remove members of the internal audit sub-committee when they no longer meet the standards stipulated in Point b, Clause 1, Article 2 of this Appendix.

Article 3. Operations of the internal audit sub-committee

The operations of the internal audit sub-committee are carried out in accordance with the Internal Audit Regulations and procedures issued by the Company's Board of Directors.

APPENDIX 02

INFORMATION PROVISION PROCEDURE

No. Implementation	Flowchart	Executor	Guidelines/Forms
Step 1	 <pre> graph TD A([Request for information provision]) --> B[Received request for information provision] </pre>	<ul style="list-style-type: none"> - Shareholder or group of shareholders - Board of Supervisors - Member of the Board of Directors - Member of the Board of Supervisors - Other executives 	<ul style="list-style-type: none"> - Request for information provision in writing (Form 01). - In case the authorized representative of the shareholder or group of shareholders requests information, it must be accompanied by the original or a notarized copy of the power of attorney in accordance with the law.
Step 2	 <pre> graph TD B[Received request for information provision] --> C{Review} </pre>	The Company	
Step 3	 <pre> graph TD C{Review} -- No Agree --> D[Provide information as requested] C -- Agree --> D </pre>	Board of Directors	<ul style="list-style-type: none"> - Maximum review time is 10 working days from the date of receiving the request for information provision. - Maximum response time for disagreeing with the request for information provision is 02 working days from the date the Board of Directors decides to refuse to provide information.
Step 4	 <pre> graph TD D[Provide information as requested] --> E[] </pre>	Management	<ul style="list-style-type: none"> - Maximum time for management to provide information is 7 working days from the date the Board of Directors agrees to provide information. - Provide information at the headquarters/representative office/branch of the Company. - Costs incurred for copying documents (if any) from providing information shall be paid by the requester.

Step 5	Report to the Board of Directors on information ..	Management	
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FORM 01
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

WRITTEN REQUEST FOR INFORMATION PROVISION

To: IDICO - Long An Investment Construction Joint Stock Company

I. INFORMATION OF THE REQUESTER:

1. Requester:.....
Legal representative (For institutional shareholders):.....
2. Subject of the request for information provision:
☐ Shareholder/group of shareholders
☐ Board of Supervisors
☐ Member of the Board of Directors
☐ Member of the Board of Supervisors
☐ Other executives
3. Contact address/Headquarters:
4. Nationality:
5. ID Card/Citizen ID/Passport/Enterprise Registration Certificate No.: Date of issue: Place of issue:
6. Contact telephone: Email:
7. Number of shares owned/Represented: shares, as of

II. CONTENT OF THE REQUEST FOR INFORMATION PROVISION:

Purpose of the request for information provision:
.....
.....
.....

By this document, I/We request the Company to provide the following information:
.....
.....
.....
.....
.....

I/We commit to the following:

- Keep the information provided by the Company confidential in accordance with the Company Charter and the law;
- Use the provided information only to fulfill the assigned tasks/protect my/our legitimate rights and interests;

- Do not disseminate, copy, or send the information provided by the Company to other organizations or individuals in accordance with the law;
- Pay all costs incurred for copying documents (if any) from providing this information;
- Take full responsibility before the law in case of using the information for the wrong purpose.

Thank you very much!

....., date month year 20..

REQUESTER FOR INFORMATION PROVISION

(Signature, stamp, and full name)



GROUP MEETING MINUTES
ATTACHED TO THE WRITTEN REQUEST FOR INFORMATION PROVISION

Today, date/...../20..., at, we are shareholders of IDICO - Long An Investment Construction Joint Stock Company, collectively holding shares, accounting for% of the Company's voting shares, named in the list below:

No.	Shareholder Name	ID Card/Citizen ID/Passport/Enterprise Registration Certificate	Contact address	Number of shares owned	Shareholder's signature/Signature, stamp if it is an organization
1					
2					
...					
Total					

We unanimously agree to appoint:

- Name:

- ID Card/Citizen ID/Passport/Enterprise Registration Certificate No.:

Date of issue: Place of issue:

As the group representative to perform the procedures for requesting information provision at IDICO - Long An Investment Construction Joint Stock Company, the specific content is as follows:

Purpose of the request for information provision:

.....

By this document, We request the Company to provide the following information:

.....

We commit to the following:

- Keep the information provided by the Company confidential in accordance with the Company Charter and the law;
- Use the provided information only to protect our legitimate rights and interests;
- Do not disseminate, copy, or send the information provided by the Company to other organizations or individuals in accordance with the law;
- Pay all costs incurred for copying documents (if any) from providing this information;
- Take full responsibility before the law in case of using the information for the wrong purpose.

Thank you very much!

....., date month year 20..

**PERSON NOMINATED AS GROUP
REPRESENTATIVE**

(Signature, stamp, and full name)