



**IDICO SROK PHU MIENG HYDROPOWER JOINT STOCK COMPANY**

**INTERNAL CORPORATE GOVERNANCE  
REGULATIONS OF  
IDICO SROK PHU MIENG HYDROPOWER  
JOINT STOCK COMPANY**

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*Dong Nai, April 22, 2026*

## **INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

*Pursuant to the Law on Securities dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;*

*Pursuant to the Law on Enterprises dated June 17, 2020, as amended and supplemented by 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;*

*Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP;*

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance providing guidance 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;*

*Pursuant to the Charter of IDICO Srok Phu Mieng Hydropower Joint Stock Company adopted by the Founding General Meeting of Shareholders on January 18, 2008 and amended for the 7th time on April 22, 2026;*

*Pursuant to Resolution No. 01/NQ-DHDCCD of the General Meeting of Shareholders dated April 22, 2026.*

The Board of Directors issues the Internal Regulations on Corporate Governance of IDICO Srok Phu Mieng Hydropower Joint Stock Company.

The Internal Regulations on Corporate Governance of IDICO Srok Phu Mieng Hydropower Joint Stock Company include the following contents:

### **CHAPTER I: GENERAL PROVISIONS**

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

1. Scope of Regulation: The internal regulations on corporate governance stipulate the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the Director; the order and procedures for convening the General Meeting of Shareholders; nomination, candidacy, election, dismissal, and

removal of members of the Board of Directors, Supervisory Board, Director, and other activities as prescribed in the Company Charter and other current legal regulations.

2. Subjects of Application:

- a. Company shareholders and organizations or individuals related to shareholders;
- b. Members of the Board of Directors, Supervisory Board, Director, and related persons;
- c. Organizations and individuals with related interests as specified in these Regulations.

**Article 2. Interpretation of Terms and Abbreviations**

1. Abbreviations:

“Company” or “IDICO-SHP”: refers to IDICO Srok Phu Mieng Hydropower Joint Stock Company.

“BOD”: Board of Directors.

“GMS”: General Meeting of Shareholders.

“SB”: Supervisory Board.

“Delegate”: Shareholder with voting rights, authorized representative of a shareholder with voting rights attending the GMS meeting as per the Company Charter and Enterprise Law.

“SSC”: State Securities Commission.

“HNX”: Hanoi Stock Exchange.

“VSDC”: Vietnam Securities Depository and Clearing Corporation.

2. The following terms are understood as:

- a. “Corporate Governance” is a system of principles, including:

- Ensuring a reasonable governance structure;

Ensure the effectiveness of the Board of Directors and the Supervisory Board;

Ensure the rights of shareholders and related parties;

Ensure equitable treatment among shareholders;

Ensure transparency in all activities of IDICO-SHP.

- b. “Major Shareholder” refers to a shareholder owning 5% or more of the Company's voting shares;

- c. “Charter” refers to the Charter of IDICO Srok Phu Mieng Hydropower Joint Stock Company, initially adopted on January 18, 2008, and amended for the seventh time on April 22, 2026;

- d. “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 1, 2021, as amended and supplemented by Law No. 76/2025/QH15 dated June 17, 2025, and other amending, supplementing and implementing regulations;

d. “Securities Law” refers to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, effective from January 1, 2021, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024, and other amending, supplementing and implementing regulations;

e. “Corporate Manager” refers to the Company's management personnel, including the Chairman of the Board of Directors, members of the Board of Directors, and the Company's Director;

g. “Executive Officers” means the Director, Deputy Directors, Chief Accountant, and other executives of the Company as stipulated in the Company's Charter and internal regulations of the Company, as decided by the Board of Directors.

h. “Related Party” refers to any organization or individual having a direct or indirect relationship with the Company as specified in Clause 23, Article 4 of the Enterprise Law, and individuals or organizations related to each other as specified in Clause 46, Article 4 of the Securities Law;

i. “Non-executive member of the Board of Directors” means a member of the Board of Directors who is not the Director, Deputy Director, Chief Accountant, or other executives as defined in this Charter or approved by the General Meeting of Shareholders or determined by the Board of Directors;

3. In this regulation, references to one or more provisions or legal documents shall include any amendments, supplements, or replacements thereof. In cases where specialized laws provide for corporate governance differently from this Regulation, the provisions of the specialized laws shall apply.

4. The headings (Chapters, Articles of this Regulation) are used for convenience of understanding and do not affect the content of this Regulation.

## **CHAPTER II: GENERAL MEETING OF SHAREHOLDERS**

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

1. The General Meeting of Shareholders is the highest decision-making body of the Company, comprising all shareholders with voting rights.

2. The rights and obligations of the General Meeting of Shareholders are executed in accordance with Article 138 of the Enterprise Law and Article 15 of the Company's Charter.

### **Article 4. Procedures for Convening the General Meeting of Shareholders and Passing Resolutions by Voting at the Meeting**

1. Authority to Convene the General Meeting of Shareholders:

The Board of Directors shall convene the General Meeting of Shareholders or the General Meeting of Shareholders shall be convened in accordance with the cases stipulated in Clauses 1, 2, 3, and 4 of Article 14 of the Company Charter.

## 2. Preparation of the Shareholder List entitled to attend the meeting:

The convener of the General Meeting of Shareholders shall prepare the list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date of sending the Notice of Meeting of the General Meeting of Shareholders.

## 3. Notification of the finalization of the list of shareholders entitled to attend the General Meeting of Shareholders:

The Company must prepare and disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the Final Registration Date. The Final Registration Date is the date on which shareholders entitled to attend the General Meeting of Shareholders are determined. The Company shall send notifications and related documents to HNX and VSDC to announce the Final Registration Date for the preparation of the shareholder list.

## 4. Notice of convening the General Meeting of Shareholders:

a. The Notice of Meeting must include the name, address of the head office, and enterprise code of the Company; the name and contact address of the shareholder, the time, venue of the meeting, and other requirements for attendees.

The Notice of Meeting of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholder's contact address, and simultaneously published on the Company's website ([www.idico-shp.vn](http://www.idico-shp.vn)) and the State Securities Commission, Hanoi Stock Exchange where the Company's shares are registered for trading. The convener of the General Meeting of Shareholders must send the Notice of Meeting to all shareholders on the Shareholder List entitled to attend the meeting no later than twenty-one (21) days before the opening of the meeting (calculated from the date the notice is sent or duly dispatched).

b. The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In the event that related documents are not sent with the Notice of Meeting of the General Meeting of Shareholders, the Notice of Meeting must clearly state the website address and link to all meeting documents for shareholders to access.

## 5. Agenda and content of the General Meeting of Shareholders:

a. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and in detail specify the time for each issue in the meeting agenda.

b. The person convening the General Meeting of Shareholders must perform the tasks in accordance with Clause 2, Article 18 of the Company's Charter.

c. Shareholders or groups of shareholders holding at least 5% of the voting shares have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than three (3) working days before the opening of the General Meeting of Shareholders. The



proposal must clearly state the name of the shareholder, contact address, nationality, Citizen Identification Card or Passport number for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders; the number and type of shares held by the shareholder, and the content proposed to be included in the meeting agenda.

d. The convener of the General Meeting of Shareholders has the right to refuse the proposal stipulated in point c of Clause 5 of this Article if it falls under one of the following cases:

- (i) The petition was submitted in non-compliance with the provisions of point c, clause 5 of this Article;
- (ii) At the time of the petition, the shareholder or group of shareholders did not hold at least five percent (5%) of the common shares as stipulated in clause 2, Article 12 of the Charter;
- (iii) The petitioned matter does not fall within the decision-making authority of the General Meeting of Shareholders;
- (iv) Other cases as prescribed by law and the Company Charter.

d. The convener of the General Meeting of Shareholders must accept and include the petition stipulated in point c, clause 5 of this Article in the proposed agenda and content of the meeting, except in the case specified in point d, clause 5 of this Article; the petition shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

6. Authorization for representatives to attend the General Meeting of Shareholders:

a. Shareholders, or authorized representatives of shareholders who are organizations, may directly attend the meeting or authorize one or more individuals or other organizations to attend the meeting or attend the meeting through one of the forms stipulated in clause 3, Article 144 of the Enterprise Law. In cases where more than one authorized representative is appointed, the specific number of shares and voting rights authorized to each representative must be determined.

b. Authorization for individuals or organizations to represent and attend the General Meeting of Shareholders as stipulated in clause 1, Article 16 of the Charter. The Company must prepare a written authorization. The authorization document shall be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

The authorized representative attending the General Meeting of Shareholders must submit the authorization document upon registration for the meeting before entering the meeting room. In the case of re-authorization, the attendee must additionally present the original authorization document of the shareholder or the



authorized representative of the shareholder who is an organization (if not previously registered with the Company).

c. The voting ballot of the authorized representative attending the meeting within the scope of the authorization remains valid in the following cases if the Company does not receive written notification and the General Meeting of Shareholders has commenced:

- The authorizing party has died, is restricted in civil act capacity, or has lost civil act capacity;
- The authorizing party has revoked the authorization appointment;
- The authorizing party has revoked the authority of the person executing the authorization.

This clause does not apply if the Company receives written notification of any of the above events before the commencement of the General Meeting of Shareholders or before the meeting is reconvened.

7. Method of registration for attending the General Meeting of Shareholders:

a. Shareholders are considered to attend and vote at the General Meeting of Shareholders in the following cases:

- (i) Attending and voting directly at the meeting;
- (ii) Authorizing another individual or organization to attend and vote at the meeting;
- (iii) Attending and voting through online conferencing, electronic voting, or other electronic forms;
- (iv) Sending voting ballots to the meeting via mail, fax, email, and other means as prescribed by law and the regulations of IDICO.

b. In the event that IDICO-SHP employs modern technology to organize the General Meeting of Shareholders through online meetings, IDICO-SHP must make every effort to apply advanced information technology to enable Shareholders to participate in the General Meeting of Shareholders in the best possible manner, including guiding Shareholders on remote voting and voting through online General Meetings of Shareholders.

c. Prior to the commencement of the meeting, IDICO-SHP must carry out shareholder registration procedures as stipulated in the Notice of Meeting of the General Meeting of Shareholders and must continue registration until all Shareholders entitled to attend have registered. Shareholders attending the meeting in person must bring the documents specified in the Notice of Meeting of the General Meeting of Shareholders to verify their status as participating Shareholders.

d. Upon registration for attendance, IDICO-SHP shall provide each shareholder or authorized representative attending the General Meeting of Shareholders in person with a card/voting ballot, which includes the registration number, full name of the shareholder or full name of the authorized representative of the Shareholder, and the

voting rights of that Shareholder. Direct registration for attendance at the General Meeting of Shareholders shall be conducted at the location where the General Meeting of Shareholders is held.

e. Shareholders, authorized representatives of shareholders who are organizations, or authorized persons attending the General Meeting of Shareholders after the meeting has commenced ("**Late Delegate**") have the right to register immediately and thereafter have the right to participate and vote at the meeting immediately after registration. The Chairperson is not obliged to pause the meeting for Late Delegates to register, and the validity of the matters voted on prior to the Late Delegate's attendance remains unchanged.

#### 8. Conditions for Conducting the Meeting:

a. The General Meeting of Shareholders shall be conducted in person or through online or other forms in accordance with Vietnamese law when shareholders attending the meeting represent more than sixty-five (**65%**) of the total voting rights.

b. If the first meeting does not meet the conditions for proceeding as stipulated in Clause 8.a of this Article within thirty (30) minutes from the scheduled commencement time, the second notice of meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall proceed when shareholders attending the meeting represent fifty-one (**51%**) or more of the total voting rights.

c. If the second meeting does not meet the conditions for proceeding as stipulated in Clause 8.b of this Article within thirty (30) minutes from the scheduled commencement time, the third notice of meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall proceed regardless of the total voting rights of the attending shareholders. The General Meeting of Shareholders convened in this case is considered valid and has the authority to decide on all matters proposed for approval at the first General Meeting of Shareholders.

#### 9. Form of Resolution Approval by the General Meeting of Shareholders:

a. The General Meeting of Shareholders approves resolutions within its authority by voting at the meeting or by collecting written opinions.

b. The General Meeting of Shareholders approves resolutions by voting at the meeting on the following matters:

- (i) Amendments and supplements to the Charter of IDICO-SHP;
- (ii) Development Orientation of IDICO-SHP;
- (iii) Types of Shares and Total Number of Shares of Each Type;
- (iv) Election, dismissal, and removal of Members of the Board of Directors and Supervisory Board;
- (v) Decision on investment or sale of assets valued at thirty-five percent (35%) or more of the total asset value as recorded in the most recent financial statements of IDICO-SHP;

- (vi) Approval of the Company's Annual Financial Statements;
- (vii) Reorganization or Dissolution of IDICO;
- (viii) Other Matters as Prescribed in the Company Charter.

c. The General Meeting of Shareholders shall adopt resolutions by collecting written opinions on all matters within its authority as stipulated in Article 22 of the Company Charter, except for matters that must be approved by voting at the meeting as stipulated in Clause 2, Article 21 of the Company Charter.

#### 10. Method of Direct Voting:

a. The General Meeting of Shareholders shall elect individuals responsible for vote counting or supervising the vote counting as proposed by the Chairperson of the meeting. The number of members of the Vote Counting Committee shall be determined by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.

#### b. Forms of Voting:

The General Meeting of Shareholders shall discuss and vote on each issue in the content of the meeting agenda in a manner appropriate to the proceedings of the meeting, specifically:

- (i) Voting by Voting Ballot: Detailed voting contents are recorded on the Voting Ballot, and shareholders vote by marking the corresponding box of their choice (agree, disagree, no opinion) available on the Voting Ballot. The Voting Ballot must clearly state the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights of that shareholder. Subsequently, the shareholder or authorized representative (Delegate) shall place the Voting Ballot into the ballot box located at the voting site.
- (ii) Voting by Voting Card: Shareholders shall raise the Voting Card (Agree card, Disagree card, or No Opinion card) at the General Meeting of Shareholders to vote on each specific content.

The total number of votes in favor, against, and abstentions for each voting content shall be announced at the General Meeting.

- (iii) Method of Cumulative Voting: Voting for members of the Board of Directors and Supervisory Board must be conducted by cumulative voting, whereby each Delegate has a total number of voting rights corresponding to the total number of shares owned or represented multiplied by the number of members to be elected to the Board of Directors and Supervisory Board, and the Delegate has the right to allocate all or part of their total votes to one or several candidates.

#### 11. Method of Direct Vote Counting:

a. Method of Vote Counting in the Case of Voting by Voting Ballot: The statuses of "agree," "disagree," and "no opinion" shall be compiled separately. In the case of online voting, the Vote Counting Committee shall implement according to the provisions of Clause 9, Article 6 of this Regulation. Online Voting Ballots shall be compiled together with the Voting Ballots distributed directly at the General Meeting of Shareholders.

b. Method of Vote Counting in the Case of Voting by Voting Card: This shall be conducted by collecting the Agree Voting Cards first, then collecting the Disagree Voting Cards, and finally, the Vote Counting Committee shall compile the number of Agree, Disagree, and No Opinion Voting Cards. Online Voting Cards shall be compiled together with the Voting Cards directly at the General Meeting of Shareholders.

c. Regarding the cumulative voting method

- The Vote Counting Committee shall inspect the ballot box in the presence of the Delegates.

- Voting shall commence once the distribution of election ballots is completed and shall conclude when the last Delegate casts their vote into the ballot box.

- Vote counting must be conducted immediately after the conclusion of voting.

- Elected members of the Board of Directors and the Supervisory Board shall be determined based on the highest number of votes received, starting from the candidate with the most votes until the required number of members as stipulated in the Company Charter is reached. In the event that two or more candidates receive the same number of votes for the final member position of the Board of Directors or the Supervisory Board, a re-election shall be conducted among the candidates with equal votes or selection shall be made according to the criteria of the election regulations.

12. Conditions for resolution adoption:

a. Resolutions on the following matters shall be adopted with the approval of shareholders representing at least seventy-five percent (75%) of the total voting rights of all shareholders present and voting at the meeting, except as provided in Clauses 4, 5, and 6 of Article 21 of the Company Charter and Clause 9 of Article 22 of the Company Charter.

- Amendments and supplements to the Charter;

- Types of shares and the total number of shares of each type;

- Reorganization or dissolution of the Company;

- Investment projects or asset sales valued at thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statements.

b. Resolutions shall be adopted when approved by shareholders holding more than sixty-five percent (65%) of the total voting rights of all shareholders present and voting at the meeting, except as provided in point a, Clause 12 of this Article; Clauses

5 and 6 of Article 21 of the Company Charter and Clause 9 of Article 22 of the Company Charter.

c. Voting for the election of members of the Board of Directors and the Supervisory Board must be conducted using the cumulative voting method. Elected members of the Board of Directors shall be determined based on the highest number of votes received, starting from the candidate with the most votes until the required number of members as stipulated in the Charter and election regulations of IDICO-SHP is reached.

d. Resolutions of the General Meeting of Shareholders concerning matters that adversely alter the rights and obligations of shareholders holding preferred shares shall only be adopted if approved by shareholders holding at least seventy-five percent (75%) of the total preferred shares of that type, either at the General Meeting of Shareholders or through written consultation.

đ. Resolutions of the General Meeting of Shareholders adopted by 100% of the total shares with voting rights are valid and effective even if the procedures for convening the meeting and adopting the resolution violate the provisions of the Enterprise Law and the Company Charter.

#### 13. Announcement of vote counting results:

After the vote counting is conducted, the Vote Counting Committee shall announce the vote counting results for each matter to the Chairperson. The vote counting results shall be disclosed by the Chairperson/Vote Counting Committee immediately prior to the adjournment of the meeting.

#### 14. Method of Objecting to Resolutions of the General Meeting of Shareholders:

a. Shareholders who voted against the resolution regarding the reorganization of the Company or changes to the rights and obligations of shareholders as stipulated in this Charter have the right to request the Company to repurchase their shares. The request must be in writing, specifying the name, address of the shareholder, the number of shares of each type, the proposed selling price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within ten (10) days from the date the General Meeting of Shareholders passed the resolution on the matters specified in this clause.

b. The Company must repurchase shares at the request of shareholders as stipulated in point a of clause 14 of this Article at market price or at a price calculated according to the principles stipulated by the Company at each time within ninety (90) days from the date of receipt of the request. If there is no agreement on the price, the parties may request a professional valuation organization to determine the price. The Company shall introduce at least three (03) professional valuation organizations for the shareholder to choose from, and that choice shall be the final decision.

c. Within ninety (90) days from the date of receipt of the resolution or the meeting minutes of the General Meeting of Shareholders or the vote counting record of the General Meeting of Shareholders, shareholders or groups of shareholders as stipulated in clause 2 of Article 12 of the Company Charter have the right to request the

Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

(i) The order and procedures for convening the meeting and passing the resolution of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company Charter, except for the cases stipulated in clause 7 of Article 21 of the Company Charter.

(ii) The content of the resolution violates the law or the Company Charter.

#### 15. Preparation of Meeting Minutes of the General Meeting of Shareholders:

a. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be audio recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may additionally be prepared in a foreign language, and must include the following main contents:

- Name, address of the head office, enterprise code;
- Time and venue of the General Meeting of Shareholders;
- Meeting agenda and content of the meeting;
- Full name of the chairperson and secretary;
- Summary of the meeting proceedings and the opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
- Number of shareholders and total number of voting ballots of the shareholders attending the meeting, appendix of the shareholder registration list, shareholder representatives attending the meeting with corresponding shares and voting ballots;
- Total number of voting ballots for each voting matter, specifying the voting method, total number of valid, invalid, in favor, against, and abstained votes; corresponding percentage of the total number of voting ballots of the shareholders attending the meeting;
- Matters that have been approved and the corresponding voting approval percentage.
- The full name and signature of the Chairperson and the Secretary. In the event that the Chairperson or Secretary refuses to sign the Meeting Minutes, the minutes shall remain valid if signed by all other members of the Board of Directors present at the meeting and contain all the content as stipulated in this section. The Meeting Minutes shall clearly state the refusal of the Chairperson or Secretary to sign the minutes.

b. The Meeting Minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The Chairperson and the Secretary of the meeting or any other person signing the Meeting Minutes shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.

c. The minutes prepared in both Vietnamese and foreign languages shall have the same legal validity. In case of any discrepancy in content between the Vietnamese version and the foreign language version, the content in the Vietnamese version shall prevail.



d. The Meeting Minutes of the General Meeting of Shareholders shall be considered as conclusive evidence of the matters conducted at the General Meeting of Shareholders.

d. The Meeting Minutes of the General Meeting of Shareholders, the appendix of the Shareholder List registered to attend the meeting with the signatures of the shareholders (if the meeting is held in person) or the list of shareholders registered to attend the meeting recorded by the electronic voting system as attending the online General Meeting of Shareholders (if the meeting is held online), the authorization documents for meeting attendance, all documents attached to the minutes (if any), the resolutions passed, and related documents attached to the Notice of Meeting must be retained at the Company's headquarters.

**16. Disclosure of the Resolution of the General Meeting of Shareholders:**

The resolution of the General Meeting of Shareholders must be disclosed in accordance with the legal provisions on information disclosure and published on the Company's website within twenty-four (24) hours from the conclusion of the General Meeting of Shareholders.

**Article 5. Procedures for the General Meeting of Shareholders to pass resolutions by collecting written opinions**

1. The Board of Directors is entitled to collect written opinions from shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except for matters that must be approved by voting at the General Meeting of Shareholders as stipulated in Clause 2, Article 21 of the Company Charter.

2. The procedures for the General Meeting of Shareholders to pass resolutions by collecting written opinions shall be implemented in accordance with Article 22 of the Company Charter.

**Article 6. Procedures for the General Meeting of Shareholders to pass resolutions by online conference or a combination of direct and online conference**

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

Implemented in accordance with Clause 4, Article 4 of this Regulation.

**2. Method of registration for attending the online General Meeting of Shareholders:**

Before the commencement of the meeting, registration of Shareholders attending the General Meeting of Shareholders must be conducted as stipulated in the Notice of Meeting of the General Meeting of Shareholders, specifically as follows:

**a. Conditions for attending the General Meeting of Shareholders:**

- (i) Shareholders whose names are on the list of shareholders entitled to attend the General Meeting of Shareholders;
- (ii) Authorized representatives of Shareholders eligible to attend the General Meeting of Shareholders in accordance with the Charter.

b. Technical requirements: Delegates need to have electronic devices connected to the internet (including but not limited to computers, tablets, mobile phones, and other electronic devices with internet connectivity).

c. Method of Recording Delegates Attending the Online General Meeting of Shareholders: Delegates are recognized by the electronic voting system as attending the online General Meeting of Shareholders when they access the system using the access information provided in accordance with Clause 3, Article 6 of these Regulations and have participated in electronic voting on any issue within the content of the Meeting Agenda of the online General Meeting of Shareholders.

d. Delegates accessing the system to attend the General Meeting of Shareholders after the meeting has commenced ("**Late Arriving Delegate**") have the right to participate and vote on issues that have not yet been voted on. The validity of the content voted on prior to the Late Arriving Delegate's attendance at the General Meeting of Shareholders remains unchanged.

### **3. Provision of Login Information and Execution of Electronic Voting at the Online General Meeting of Shareholders:**

a. The access link to the electronic voting system, login name, access password, and other identification factors (if any) for attending the online General Meeting of Shareholders will be provided in the Notice of Meeting of the General Meeting of Shareholders (or other form of login information notification as prescribed by the Board of Directors). Delegates are responsible for maintaining the confidentiality of the login name, password, and other identification factors provided to ensure that only the Delegate has the right to vote on the electronic voting system and bears full responsibility for the information, management, and use of the registered and provided information.

b. When a Delegate requests the reissuance of login information, the Organizing Committee of the General Meeting may notify through the following methods: directly, via email, or by phone. The provision of login information via email or phone will only be sent to the email address or phone number recorded in the Shareholder information in the Shareholder List entitled to attend the General Meeting of Shareholders as established by the Vietnam Securities Depository and Clearing Corporation.

c. Delegates use the login name, access password, or other identification factors (if any) to access the electronic voting system and execute electronic voting according to the content of the Meeting Agenda of the online General Meeting of Shareholders.

### **4. Authorization for Representatives to Attend the Online General Meeting of Shareholders:**

a. Shareholders authorize representatives to attend the General Meeting of Shareholders in accordance with Clause 6, Article 4 of these Regulations.

b. In addition to the provisions in point a, Clause 4 of this Article, Shareholders must provide complete information on the phone number, contact address, email address of the authorized representative of the Shareholder, and other information as

required by IDICO-SHP. This serves as the basis for the Company to issue the login name, access password, and other identification factors (if any) for the authorized representative of the Shareholder.

c. Validity of Authorization to Attend the Online General Meeting of Shareholders: the authorization is only legally effective when all the following conditions are met:

- (i) The Shareholder completes all information according to the Online Letter of Authorization form and completes the authorization procedure to attend the online General Meeting of Shareholders as stipulated in this Article;
- (ii) The Shareholder sends the original Letter of Authorization, fully completed with the information as prescribed in this Article, duly signed, clearly stating the full name, and stamped (if an organization) by both the authorizing and authorized parties to IDICO-SHP at the address notified by IDICO-SHP;
- (iii) IDICO-SHP receives the original Letter of Authorization before the official commencement of the General Meeting.

d. Cancellation and termination of authorization for attending and voting at the online General Meeting of Shareholders: In the event that a Shareholder terminates the authorization to attend the General Meeting of Shareholders, the Shareholder must send an official document regarding the termination of the Letter of Authorization for attending the online General Meeting of Shareholders to IDICO-SHP prior to the official commencement of the Meeting.

All issues and content of the online General Meeting of Shareholders' Agenda that have been voted on by the authorized representative shall remain valid if IDICO-SHP receives the official document regarding the cancellation and termination of the Letter of Authorization after the voting period.

#### **5. Conditions for conducting the online General Meeting of Shareholders:**

To be implemented in accordance with Clause 8, Article 4 of these Regulations.

#### **6. Discussion at the online General Meeting of Shareholders:**

a. Principles:

- (i) Discussions shall only be conducted within the prescribed time and within the scope of issues presented in the content of the General Meeting of Shareholders' Agenda;
- (ii) Only Delegates are permitted to participate in discussions;
- (iii) Delegates shall register their discussion topics in accordance with the specific form stipulated in the working regulations of the General Meeting;

- (iv) The Secretariat shall arrange the discussion topics of the Delegates in the order of registration and submit them to the Chairperson.

b. Response to Delegates' opinions:

- (i) Based on the discussion content of the Delegates, the Chairperson or a member designated by the Chairperson shall respond to the Delegates' opinions;
- (ii) In cases where time constraints prevent direct responses during the Meeting, IDICO-SHP shall provide answers subsequently.

**7. Form of Resolution approval at the online General Meeting of Shareholders:**

The online General Meeting of Shareholders shall approve Resolutions within its authority by means of electronic voting.

**8. Method of online voting:**

a. Method of voting:

- (i) Delegates shall select one of three voting options: agree, disagree, or abstain for each issue put to vote at the General Meeting of Shareholders, as configured in the electronic voting system.
- (ii) Subsequently, Delegates shall confirm their vote for the electronic voting system to record the results.

b. Method of election voting:

- (i) Election by cumulative voting method: the voting for members of the Board of Directors and Supervisory Board shall be conducted by cumulative voting. Accordingly, Delegates shall vote by marking the "Cumulative Voting" box and specifying the number of votes in the "Number of Votes" box for each corresponding candidate on the Voting Ballot configured in the electronic voting system. Subsequently, Delegates shall confirm their election for the electronic voting system to record the results.
- (ii) Election by voting method (if applicable): To be conducted in accordance with the voting regulations specified in point a, clause 8 of this Article.

c. Other regulations when conducting electronic voting:

- (i) In cases where Delegates do not vote on all issues requiring voting or election according to the content of the General Meeting of Shareholders' Agenda, the issues not voted on or elected shall be considered as if the Delegate did not participate in voting or election on that issue.
- (ii) In the event of issues arising outside the agenda of the General Meeting of Shareholders that has been sent, Delegates may vote or conduct additional elections. If Delegates do not vote or conduct elections on

arising issues, it shall be considered that the Delegates have not participated in voting or elections on those issues.

- (iii) Delegates may change the results of voting or elections (but cannot cancel the results of voting or elections); this includes the results of voting or additional elections on issues arising outside the agenda of the General Meeting of Shareholders. The online system only records the vote counting for the final voting or election results at the end of each electronic voting session as stipulated in the working regulations of the General Meeting of Shareholders.
- (iv) In the case where Delegates conduct numerical voting: An invalid ballot is one where the total number of votes for candidates differs from (is greater or less than) the total number of votes the Delegate is entitled to at the time of vote counting.
- (v) The electronic voting period is specifically stipulated in the working regulations at the General Meeting. At the end of the voting period, the system will not record any additional electronic voting results from Delegates.

#### **9. Method of Online Vote Counting:**

a. When Delegates conduct voting/elections, the number of votes cast, ballots are recorded in the system according to the principle of votes in favor, votes against, and abstentions.

b. For cumulative voting, the method of vote counting is recorded in the system according to the principles stipulated in point b (i) clause 8 Article 6 of these Regulations.

#### **10. Announcement of Online Vote Counting Results:**

Based on the vote counting record recorded in the system as stipulated in clause 9 Article 6 of these Regulations, the Vote Counting Committee shall verify, consolidate, and report to the Chairperson the vote counting results for each issue according to the content of the General Meeting of Shareholders' agenda. The vote counting results will be announced by the Chairperson or the Vote Counting Committee immediately before the closing of the meeting.

#### **11. Preparation of Online Meeting Minutes of the General Meeting of Shareholders:**

a. To be conducted in accordance with Article 23 of the Company Charter.

b. The location recorded in the online meeting minutes of the General Meeting of Shareholders is the location where the Chairperson is present to conduct the meeting. This location must be within the territory of Vietnam.

#### **12. Disclosure of Resolutions of the Online General Meeting of Shareholders:**

To be conducted in accordance with clause 16 Article 4 of these Regulations.

### **13. Approval of Resolutions of the General Meeting of Shareholders through a Combination of Direct and Online Meetings:**

In the case where IDICO-SHP organizes the General Meeting of Shareholders to approve resolutions through a combination of direct and online meetings, the procedures and voting process shall be conducted as follows:

a. Procedure for notifying the convening of the General Meeting of Shareholders: to be conducted in accordance with clause 4 Article 4 of these Regulations;

b. Method of registering to attend the General Meeting of Shareholders: to be conducted in accordance with clause 7 Article 4 and clause 2 Article 6 of these Regulations;

c. Authorization for representatives to attend the General Meeting of Shareholders: to be conducted in accordance with clause 6 Article 4 and clause 4 Article 6 of these Regulations;

d. Conditions for conducting the meeting: to be conducted in accordance with clause 8 Article 4 of these Regulations;

e. Form of Resolution Approval by the General Meeting of Shareholders: to be implemented in accordance with Clause 9, Article 4 and Clause 7, Article 6 of these Regulations;

f. Voting Method: to be implemented in accordance with Clause 10, Article 4 and Clause 8, Article 6 of these Regulations;

g. Vote Counting Method: to be implemented in accordance with Clause 11, Article 4 and Clause 9, Article 6 of these Regulations;

h. Announcement of Vote Counting Results: to be implemented in accordance with Clause 13, Article 4 and Clause 10, Article 6 of these Regulations;

i. Preparation of Meeting Minutes of the General Meeting of Shareholders: to be implemented in accordance with Clause 15, Article 4 and Clause 11, Article 6 of these Regulations;

k. Disclosure of the Resolution of the General Meeting of Shareholders: to be implemented in accordance with Clause 16, Article 4 of these Regulations.

## **CHAPTER III: BOARD OF DIRECTORS**

### **Article 7. Role, Rights, and Obligations of the Board of Directors, Responsibilities of Board Members**

1. The Board of Directors is the management body of the company, having full authority on behalf of the company to decide, execute the rights and obligations of the company, except for the rights and obligations under the authority of the General Meeting of Shareholders.



2. The rights and obligations of the Board of Directors shall be executed in accordance with Article 27 of the Company Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the operational results of the Board of Directors in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing certain articles of the Securities Law.

4. Members of the Board of Directors have the following rights:

a. Members of the Board of Directors have all rights as prescribed by the Enterprise Law, Securities Law, relevant laws, and the Charter;

b. Members of the Board of Directors has the right to request the Director, Deputy Directors, other managers, and executive officers of the Company (hereinafter collectively referred to as “Company Managers”) to provide information and documents on the financial situation and business operations of IDICO-SHP, provided that such provision is to serve the performance of the duties of that Board member and complies with the procedures for requesting information as stipulated by the Company.

5. Members of the Board of Directors have the following obligations and responsibilities:

a. To perform their duties honestly and prudently for the highest benefit of the Shareholders and IDICO-SHP;

b. To attend all meetings of the Board of Directors and express opinions on matters discussed;

c. To promptly and fully report to the Board of Directors on any remuneration received from subsidiaries, affiliated companies, and other organizations;

d. To report to the Board of Directors at the nearest meeting of the Board of Directors on transactions between IDICO-SHP, its subsidiaries, and companies controlled by IDICO-SHP with a shareholding of 50% or more, and members of the Board of Directors and their related persons; transactions between IDICO-SHP and companies where the Board member is a founding shareholder or a business manager within the last three (3) years prior to the transaction;

e. To disclose information when conducting transactions involving shares of IDICO-SHP in accordance with the law;

f. To study, evaluate the situation, operational results, and contribute to the development of business directions and plans of IDICO-SHP in each period;

g. Other obligations and responsibilities of members of the Board of Directors as prescribed by law and the Company Charter.

## **Article 8. Nomination, Candidacy, Election, Dismissal, and Removal of Members of the Board of Directors**

1. Number, Term, and Structure of the Board of Directors

a. The number of members of the Board of Directors is five (05) individuals.

b. The term of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. In the event that all

members of the Board of Directors simultaneously conclude their terms, they shall continue to serve as members until new members are elected and assume their duties.

c. The number of non-executive members of the Company's Board of Directors shall meet the following requirements:

- (i). At least one (01) non-executive member in the case where the Board of Directors consists of three (03) to five (05) members;
- (ii). At least two (02) non-executive members in the case where the Board of Directors consists of six (06) to eight (08) members;
- (iii). At least three (03) non-executive members in the case where the Board of Directors consists of nine (09) to eleven (11) members.

## 2. Standards and Conditions for Members of the Board of Directors:

Members of the Board of Directors must meet the standards and conditions as stipulated in Clause 4, Article 25 of the Company Charter.

## 3. Nomination and Candidacy of Members of the Board of Directors:

- Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders forming a group to nominate individuals to the Board of Directors must notify the group meeting to the attending Shareholders prior to the commencement of the General Meeting of Shareholders.

- A shareholder or group of shareholders owning ten percent (10%) or more of the total common shares has the right to nominate and stand for election to the Board of Directors. A shareholder or group of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total common shares may nominate one (01) candidate; from twenty percent (20%) to less than thirty percent (30%) may nominate up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%) may nominate up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%) may nominate up to four (04) candidates; and fifty percent (50%) or more may nominate the full number of candidates.

- In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as required by Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company Charter, internal corporate governance regulations, and the operational regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

## 4. Method of Electing Members of the Board of Directors:

The method of electing members of the Board of Directors: voting for members of the Board of Directors shall be conducted by cumulative voting as prescribed in Clause 10.b, Clause 11.c, Article 4 of these Regulations.

5. Cases of Dismissal, Removal, and Supplementation of Members of the Board of Directors:

a. The General Meeting of Shareholders shall dismiss members of the Board of Directors in the following cases:

- (i) Failure to meet the standards and conditions for being a member of the Board of Directors as stipulated in Clause 4, Article 25 of the Company Charter;
- (ii) Submission of a resignation letter that is accepted;
- (iii) As decided by the General Meeting of Shareholders.

b. The General Meeting of Shareholders shall remove members of the Board of Directors in the following cases:

- (i) Failure to participate in the activities of the Board of Directors for six (6) consecutive months, except in cases of force majeure;
- (ii) Repeated or serious violations of the obligations of a member of the Board of Directors as prescribed by the Enterprise Law and the Charter;
- (iii) Other cases as per the resolution of the General Meeting of Shareholders.

c. Addition of Members to the Board of Directors:

The Board of Directors must convene a General Meeting of Shareholders to elect additional members to the Board of Directors in the cases stipulated in point c, clause 4, Article 26 of the Company Charter.

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

The election, dismissal, and removal of members of the Board of Directors must be disclosed in accordance with the information disclosure regulations on the securities market and applicable laws.

7. Method of Introducing and Nominating Candidates for the Board of Directors:

- In cases where candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days prior to the opening of the General Meeting of Shareholders on the Company's website, allowing shareholders to review these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the honesty and accuracy of the disclosed personal information and must commit to performing their duties honestly, diligently, and in the best interest of the Company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors to be disclosed includes:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Work experience;

d. Other managerial positions (including Board of Directors positions in other companies);

đ. Interests related to the Company and its related parties;

e. Other information (if any) as stipulated in the Charter.

g. Information about companies where the candidate holds a position as a member of the Board of Directors, other managerial positions, and interests related to the candidate's company (if any).

- The method of nomination and candidacy for the Board of Directors shall be implemented in accordance with clause 3, Article 8 of these Regulations.

8. Election, Dismissal, and Removal of the Chairperson of the Board of Directors:

b. In the event that the Chairperson of the Board of Directors resigns or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal or removal.

c. In the event that the Chairperson 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 Chairperson of the Board of Directors in accordance with the principles stipulated in the Company Charter. In the absence of an authorized person or if the Chairperson of the Board of Directors is deceased, missing, detained, serving a prison sentence, undergoing compulsory administrative measures at a mandatory rehabilitation center, mandatory education center, absconding from residence, restricted or incapacitated in civil act capacity, experiencing difficulties in cognition or behavior control, prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one among them to hold the position of Chairperson of the Board of Directors based on the majority of the remaining members' approval until a new decision of the Board of Directors is made.

## **Article 9. Remuneration and Other Benefits of Members of the Board of Directors**

1. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.

2. Members of the Board of Directors shall receive remuneration and bonuses. The remuneration is calculated based on the number of working days required to fulfill the duties of a Board member and the daily remuneration rate. The Board of Directors estimates the remuneration for each member based on the principle of unanimity. The total remuneration and bonuses for the Board of Directors are determined by the General Meeting of Shareholders at the annual meeting.

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

4. Board members holding executive positions or serving on Board committees or performing tasks beyond the usual scope of a Board member may receive additional remuneration in the form of a lump sum, salary, commission, profit percentage, or other forms as decided by the Board of Directors.

5. Board members are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in fulfilling their Board responsibilities, including expenses for attending General Meetings of Shareholders, Board meetings, or Board committee meetings, or in other forms as decided by the Board of Directors.

6. Board members may be insured by the Company upon approval by the General Meeting of Shareholders. This insurance does not cover liabilities related to violations of the law and the Company Charter.

### **Article 10. Procedures for Conducting Board of Directors Meetings**

#### **1. Board of Directors Meetings**

a. The Chairperson of the Board of Directors is elected at the first meeting of the Board within seven (07) working days from the conclusion of the Board election. This meeting is convened and chaired by the Board member with the highest number of votes or the highest voting percentage. In the event of more than one member having the highest and equal number of votes or voting percentage, the members shall elect by majority to select one (01) person among them to convene the Board meeting.

b. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings as deemed necessary.

#### **2. Cases Requiring Extraordinary Board Meetings:**

a. Upon request by the Supervisory Board;

b. Upon request by the Director or at least five (05) other managers;

c. Upon request by at least two (02) Board members.

- The request for convening an extraordinary Board meeting must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the Board's authority.

- In such cases, the Chairperson of the Board must convene a Board meeting within seven (07) working days from the date of receiving the request. If the Chairperson fails to convene the meeting as requested, they shall be liable for any damages incurred by the Company; the requester has the right to replace the Chairperson in convening the Board meeting.

#### **3. Notice of Board Meeting**

a. The Chairperson of the Board of Directors or the convener of the Board of Directors meeting must send the Notice of Meeting no later than three (03) working days prior to the meeting date. The Notice of Meeting of the Board of Directors must be in written Vietnamese and must specify the time, venue, agenda, content of the issues to be discussed, decisions, and include necessary documents regarding the issues to be discussed and voted on at the meeting, along with the voting ballots of the members.

b. The Notice of Meeting of the Board of Directors may be sent by invitation letter, telephone, fax, email, electronic means, or other methods as stipulated by the Company Charter, but must ensure delivery to the registered contact address of each member of the Board of Directors at the Company.

c. Venue: Meetings of the Board of Directors shall be conducted at the registered address of the Company or other locations in Vietnam as decided by the Chairperson of the Board of Directors and agreed upon by the Board of Directors.

#### 4. Right of the Supervisory Board Members to attend Board of Directors Meetings

a. The Chairperson of the Board of Directors or the convener shall send the Notice of Meeting and accompanying documents to the members of the Supervisory Board as to the members of the Board of Directors.

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

#### 5. Conditions for holding Board of Directors Meetings

a. A meeting of the Board of Directors is conducted when at least three-quarters (3/4) of the total members of the Board of Directors are present.

b. In the event that the meeting convened as per point a of this clause does not have the required number of members present, it shall be reconvened within seven (07) days from the intended first meeting date. In this case, the meeting is conducted if more than half (1/2) of the members of the Board of Directors are present.

c. Meetings of the Board of Directors may be conducted in the form of an online conference among the members of the Board of Directors when all or some members are at different locations, provided that each participating member can:

- (i) Hear each other member of the Board of Directors participating in the meeting.
- (ii) Speak to all other attending members of the Board of Directors simultaneously. Discussions among the members of the Board of Directors may be conducted directly via telephone or by other communication means or a combination of these methods. Members of the Board of Directors participating in such a meeting are considered "present" at that meeting. The location of the meeting conducted under this provision is the location with the most members of the Board of Directors, or the location where the Chairperson of the meeting is present.

Decisions made in a telephone meeting are valid 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.

d. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

- (i) Attending and voting directly at the meeting;



- (ii) Authorizing another person to attend and vote as stipulated in point e of clause 5 of this Article;
- (iii) Attending and voting via online conference, electronic voting, or other electronic forms;
- (iv) Sending voting ballots to the meeting via mail, fax, or email;
- (v) Sending voting ballots by other means as stipulated in the Company Charter.

d. In the case of sending voting ballots to the meeting by mail, the voting ballots must be enclosed in a sealed envelope and must be delivered to the Chairperson of the Board of Directors no later than one (1) hour before the commencement. The voting ballots shall only be opened in the presence of all attendees.

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

#### 6. Voting Method

Each member of the Board of Directors or their authorized representative shall have one (1) voting ballot. In the case of voting on the approval of contracts or transactions between the Company and a member of the Board of Directors, their related persons, or enterprises that the Board member must declare under Clause 2, Article 164 of the Enterprise Law, it shall be in accordance with Article 43 of the Company Charter and Article 167 of the Enterprise Law. Members of the Board of Directors with interests related to the parties in the contract or transaction shall not have voting rights.

#### 7. Approval of Resolutions and Decisions of the Board of Directors

a. The Board of Directors shall approve resolutions and decisions based on the majority (more than half) of the attending members of the Board of Directors in favor. In the event of an equal number of votes in favor and against, the final decision shall rest with the opinion of the Chairperson of the Board of Directors.

b. The Board of Directors is entitled to approve resolutions and decisions by written opinion for all matters within the authority stipulated in Article 27 of the Company Charter. Resolutions and decisions of the Board of Directors by written opinion shall be approved based on the majority (more than half) of the voting rights of the Board members. In the event of an equal number of votes, the final decision shall rest with the opinion of the Chairperson of the Board of Directors. This resolution shall have the same effect and value as a resolution approved at a meeting convened and held in accordance with the law and the Company Charter.

c. For meetings of the Board of Directors held in the form of an online conference among the Board members: decisions made in the telephone meeting shall be valid immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all Board members attending the meeting.

d. Resolutions and decisions of the Board of Directors regarding transactions with related persons shall be approved in accordance with Article 43 of this Charter and Article 167 of the Enterprise Law.

#### 8. Preparation of Meeting Minutes of the Board of Directors

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

- a. Name, address of the head office, enterprise code;
- b. Time and location of the meeting;
- c. Purpose, agenda, and content of the meeting;
- d. Full names of each attending member or authorized attendee and the method of attendance; full names of members not attending and the reasons;
- đ. Issues discussed and voted on at the meeting;
- e. Summary of opinions expressed by each attending member in the order of the meeting proceedings (if any);
- g. Voting results, clearly stating the members in favor, against, and abstaining;
- h. Matters approved and the corresponding voting ratios;
- i. Full name and signature of the Chairperson and the recorder of the minutes, except as provided in Clause 9 of this Article.

9. In the event the Chairperson and/or the recorder of the minutes refuse to sign the Meeting Minutes of the Board of Directors

In the event the Chairperson and/or the recorder of the minutes refuse to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign and the content complies with the provisions at points a, b, c, d, đ, e, g, and h of Clause 8 of this Article, then the minutes shall be effective. The meeting minutes must clearly state the refusal of the Chairperson and/or the recorder to sign the minutes. Those who sign the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes. The Chairperson and/or the recorder shall bear personal liability for any damages incurred by the Company due to the refusal to sign the meeting minutes in accordance with the Enterprise Law, the Company Charter, and relevant laws. The Board of Directors' meeting minutes and documents used in the meeting must be kept at the Company's headquarters.

#### 10. Notification of Resolutions and Decisions of the Board of Directors

Resolutions and decisions of the Board of Directors must be notified to the relevant parties within the Company and disclosed to relevant agencies and organizations in accordance with the regulations on information disclosure in the securities market, the Company's regulations, and the law.

## **Article 11. Committees under the Board of Directors**

1. The Board of Directors may establish subordinate committees responsible for development policy, personnel, remuneration, internal audit, and risk management. The number of committee members is determined by the Board of Directors, with a minimum of three members, including members of the Board of Directors and external members. The activities of the committees must comply with the regulations of the Board of Directors. A committee's resolution shall only be effective when a majority of members attend and vote in favor at the committee meeting.

2. The implementation of decisions by the Board of Directors or its subordinate committees must comply with current legal regulations and the Company's Charter, as well as the internal corporate governance regulations.

## **CHAPTER IV: CORPORATE GOVERNANCE OFFICER**

### **Article 12. Corporate Governance Officer**

1. The Company's Board of Directors must appoint at least one Corporate Governance Officer to support corporate governance activities within the enterprise. The Corporate Governance Officer may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.

2. The Corporate Governance Officer must meet the following standards:

- a. Knowledge of the law;
- b. Must not simultaneously work for an approved auditing organization currently auditing the Company's financial statements;
- c. Other standards as prescribed by law, the Company Charter, and the decisions of the Board of Directors.

#### **3. Dismissal of the Corporate Governance Officer**

The Board of Directors may dismiss the Corporate Governance Officer as necessary, provided it does not contravene current labor laws.

#### **4. Information Disclosure on the Appointment and Dismissal of the Corporate Governance Officer**

Following the decision on the appointment or dismissal of the Person in Charge of Corporate Governance, IDICO-SHP is responsible for disclosing information internally and to agencies and units as stipulated by the Company's regulations and applicable laws.

#### **5. Rights and Obligations of the Person in Charge of Corporate Governance**

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

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

- c. Advise on the procedures of meetings;
- d. Attend meetings;
- đ. Advise on the procedures for drafting resolutions of the Board of Directors in compliance with legal regulations;
- e. Provide financial information, copies of the Board of Directors' meeting minutes, and other information to members of the Board of Directors and Supervisory Board;
- g. Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h. Serve as the liaison with stakeholders;
- i. Maintain confidentiality of information in accordance with legal regulations and the Company Charter;
- k. Other rights and obligations as prescribed by law and the Company Charter.

## **CHAPTER V: SUPERVISORY BOARD**

### **Article 13. Rights and Obligations of the Supervisory Board, Responsibilities of Supervisory Board Members**

1. The Supervisory Board is the body responsible for supervising the Board of Directors and the Director in the management and operation of the Company.
2. The rights and obligations of the Supervisory Board are executed in accordance with Article 170 of the Enterprise Law and Article 39 of the Company Charter.
3. The responsibilities of Supervisory Board members (Controllers) are executed in accordance with Article 173 of the Enterprise Law.

### **Article 14. Composition of the Supervisory Board**

1. Number and Term of Supervisory Board Members:
  - The number of Supervisory Board members of the Company is three (3) persons.
  - The term of a Supervisory Board member shall not exceed five (5) years and may be re-elected for an unlimited number of terms.
2. Standards and Conditions for Supervisory Board Members:
 

Supervisory Board members must meet the standards and conditions as prescribed in Article 169 of the Enterprise Law and must not fall into the following cases:

  - a. Working in the accounting or finance department of the Company;
  - b. Being a member or employee of an independent auditing firm that audits the Company's financial statements in the preceding three (3) consecutive years.
3. Cases of Dismissal and Removal of Supervisory Board Members



- a. A Supervisory Board member shall be dismissed in the following cases:
  - No longer meeting the standards and conditions to be a Supervisory Board member as prescribed in Clause 2 of this Article;
  - Submitting a resignation letter that is accepted.
- b. A Supervisory Board member shall be removed in the following cases:
  - Failing to complete assigned tasks and duties;
  - Failing to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;
  - Repeatedly or seriously violating the obligations of a Supervisory Board member as prescribed by the Enterprise Law and the Company Charter;
  - Other cases as per the resolution of the General Meeting of Shareholders.

### **Article 15. Candidacy and Nomination of Supervisory Board Members**

1. Shareholders or groups of shareholders holding 10% or more of the total common shares have the right to nominate and stand for election to the Supervisory Board. Shareholders or groups holding from 10% to less than 30% of the total voting shares may nominate one (01) candidate; from 30% to less than 50% may nominate up to two (02) candidates; from 50% or more may nominate up to three (03) candidates.

2. In the event that the number of candidates for the Supervisory Board through nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Company Charter, internal corporate governance regulations, and the Supervisory Board's operational regulations. The introduction of additional candidates by the incumbent Supervisory Board must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

### **Article 16. Method of Election of Supervisory Board Members, Information Disclosure on Election, Dismissal, and Removal of Supervisory Board Members**

#### **1. Method of Election of Supervisory Board Members**

The method of electing Supervisory Board members: the voting for Supervisory Board members shall be conducted by cumulative voting as stipulated in Clause 10.b, Clause 11.c of Article 4 of this Regulation.

#### **2. Information Disclosure on Election, Dismissal, and Removal of Supervisory Board Members**

The election, dismissal, and removal of Supervisory Board members must be disclosed in accordance with the legal provisions on securities and the securities market.

### **Article 17. Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least twice a year, with at least two-thirds of the Supervisory Board members attending. The meeting minutes of the Supervisory Board shall be detailed and clear. The minute-taker and the Supervisory Board

members attending the meeting must sign the meeting minutes. The meeting minutes of the Supervisory Board must be retained to determine the responsibility of each Supervisory Board member.

2. The Supervisory Board has the right to request members of the Board of Directors, the Director, and representatives of the approved auditing organization to attend and address issues that need clarification.

### **Article 18. Salaries and Other Benefits of Supervisory Board Members**

Salaries, remuneration, bonuses, and other benefits of Supervisory Board members shall be implemented as follows:

a. Supervisory Board members shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

b. Supervisory Board members shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

c. Salaries and operating expenses of the Supervisory Board shall be accounted for as business expenses of the Company in accordance with the legal provisions on corporate income tax and other relevant laws and must be itemized separately in the Company's annual financial statements.

## **CHAPTER VI: DIRECTOR AND OTHER EXECUTIVES**

### **Article 19. Director**

#### **1. Rights and Obligations of the Director**

a. The Director is responsible for managing the Company's daily business operations; is subject to the supervision of the Board of Directors; is accountable to the Board of Directors, the General Meeting of Shareholders, and the law for the exercise of assigned rights and duties, and must report to the Board of Directors and the General Meeting of Shareholders upon request.

b. The rights and obligations of the Director are executed in accordance with Clause 5, Article 35 of the Company Charter.

#### **2. Term, Qualifications, and Conditions of the Director:**

- The term of the Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The appointment shall automatically terminate if the employment contract between the Director and the Company is terminated.

- The Director must meet the standards and conditions as prescribed in Clause 4, Article 35 of the Company Charter.



### 3. Appointment and Employment Contract with the Director

The Board of Directors appoints a member of the Board of Directors or hires another person as Director. The appointment of the Director is conducted in accordance with the Enterprise Law, the Company Charter, and the Company's Personnel Regulations. The hiring of the Director is conducted in accordance with labor law.

### 4. Dismissal and Termination of Employment Contract with the Director

The Board of Directors may dismiss the Director when a majority of the voting members of the Board of Directors present agree and appoint a new Director as a replacement. The termination of the employment contract with the Director is conducted in accordance with labor law.

### 5. Notification of Appointment, Dismissal, Contract Signing, and Termination with the Director:

The notification of appointment, dismissal, contract signing, and termination with the Director must be disclosed internally within the Company, published on the Company's website, and to relevant authorities in accordance with the laws on securities and the securities market.

### 6. Salary and Other Benefits of the Director:

a. The salary, bonuses, and other benefits of the Director are determined by the Board of Directors.

b. The salary of the Director is accounted for as a business expense of the Company in accordance with corporate income tax law, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

## **Article 20. Other Executives**

### 1. Appointment of Other Executives

- The Company's executives include the Director, Deputy Directors, Chief Accountant, and other executives appointed by the Board of Directors in accordance with its resolutions..

- Upon the recommendation of the Director and with the approval of the Board of Directors, the Company may recruit other executives in a quantity and with qualifications suitable to the Company's structure and management regulations as prescribed by the Board of Directors. Executives must be responsible for supporting the Company in achieving its objectives in operations and organization.

### 2. Employment Contract with Other Executives

The Company appoints or enters into employment contracts with other executives in accordance with labor law.

### 3. Dismissal of Other Executives

Other executives are dismissed in cases as prescribed in the Company Charter and the signed employment contract.

### 4. Notification of Appointment and Dismissal of Other Executives

Upon the appointment or dismissal of other executives of the Company, the Company is obligated to disclose information in accordance with the Company Charter and applicable laws.

#### 5. Remuneration of Other Executives

- Salaries, bonuses, and other benefits of other executives are determined by the Board of Directors.

- The salaries of other executives are accounted for as business expenses of the Company in accordance with corporate income tax laws, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

## **CHAPTER VII: COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, SUPERVISORY BOARD, AND DIRECTOR**

### **Article 21. Working Principles**

Members of the Board of Directors, Supervisory Board, Director, and other executives must take personal responsibility in the execution of their assigned duties and must seriously coordinate activities to protect the legitimate rights of shareholders and the development of the Company.

All members have the right to reserve their agreement or disagreement on any matter and are obliged to provide explanations when requested.

### **Article 22. Coordination of Activities between the Board of Directors and Supervisory Board, Director**

1. Responsibilities of the Board of Directors in Coordination with the Supervisory Board:

a. Notices of meetings and accompanying documents are sent to Supervisory Board members simultaneously with their dispatch to Board of Directors members;

b. Resolutions of the Board of Directors are sent to the Supervisory Board (simultaneously with the Director) within the timeframe stipulated in this Regulation and the Company Charter;

c. When the Supervisory Board proposes the selection of an independent auditing firm, the Board of Directors must respond in accordance with this Regulation and the Company Charter;

d. Other matters requiring the Supervisory Board's opinion must be sent within the stipulated timeframe, and the Supervisory Board is responsible for responding in accordance with this Regulation and the Company Charter.

2. Responsibilities of the Supervisory Board in Coordination with the Board of Directors:

a. Regularly inform the Board of Directors of operational results, consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

b. In meetings of the Supervisory Board, the Supervisory Board has the right to request the attendance of Board of Directors members (simultaneously requesting the Director and independent auditing firm) to address issues of concern to Supervisory Board members and matters requiring clarification;

c. Periodic and extraordinary inspections by the Supervisory Board must result in written conclusions (no later than fifteen (15) working days from the end date) sent to the Board of Directors to provide additional basis for the Board of Directors in managing the Company. Depending on the extent and results of the inspection, the Supervisory Board must discuss and agree with the Board of Directors before reporting to the General Meeting of Shareholders. In case of disagreement, the opinion may be reserved in the minutes, and the Head of the Supervisory Board is responsible for reporting to the nearest General Meeting of Shareholders;

d. In the event that the Supervisory Board discovers violations of the law or the Company Charter by members of the Board of Directors, Director, and other executives, the Supervisory Board shall notify the Board of Directors in writing within forty-eight (48) hours, require the violator to cease the violation and implement remedial measures, and concurrently the Supervisory Board is responsible for reporting to the General Meeting of Shareholders and disclosing information in accordance with current legal regulations.

d. For recommendations related to the Company's operational and financial situation, the Supervisory Board must submit written documents along with relevant materials at least fifteen (15) working days prior to the expected date of receiving feedback.

e. Other matters requiring the Board of Directors' opinion must be submitted at least five (05) working days in advance, and the Board of Directors shall review and respond within seven (07) working days.

### 3. Coordination of activities between the Board of Directors and the Director:

a. Regarding the organization of the Annual General Meeting of Shareholders, the Board of Directors must notify the Director about coordination and resource utilization within a reasonable timeframe as stipulated in the Company Charter;

b. In urgent cases, the Board of Directors has the right to request the Director or other executives within the Company to provide information about the Company's operations. The Board of Directors shall not use the information provided, which has not been authorized for disclosure by the Company, to execute contracts or transactions where Board members have related interests. The Board of Directors shall not disclose the information provided, which has not been authorized for disclosure by the Company, to any third party.

c. Matters under the Board of Directors' approval authority as prescribed by law and the Company Charter, proposed by the Director, must be responded to by the Board of Directors within the timeframe stipulated in the Company Charter;

d. The Board of Directors shall reward or discipline the Director for completing or failing to complete resolutions, decisions of the Board of Directors, and other matters

assigned or authorized by the Board of Directors.

**Article 23. Coordination of activities between the Supervisory Board and the Board of Directors, Director**

**1. Access to Company information and documents:**

When access to Company information is required, the Supervisory Board is obliged to clearly state the reason in the written request for provision and to absolutely maintain the confidentiality of the information collected during the supervision of the Company's activities. Disclosure of this information shall only be made upon request from competent authorities or with the consent of the General Meeting of Shareholders, and such information and documents include:

- a. Notice of Meeting along with related materials, opinion ballots for Board of Directors members;
- b. Minutes, Resolutions of the Board of Directors;
- c. Reports of the Director;
- d. Information and documents on business management and operations;
- đ. Business performance reports, financial statements;
- e. Evaluation reports on the management activities of the Board of Directors;
- g. Other related documents.

**2. Coordination of activities between the Supervisory Board and the Director:**

a. In meetings of the Supervisory Board, the Supervisory Board has the right to request the Director (simultaneously requesting both Board of Directors members and the independent auditing firm) to attend and address issues of interest to Supervisory Board members and issues requiring clarification;

b. Periodic and ad-hoc inspections by the Supervisory Board must have written conclusions (no later than 15 working days from the date of completion) sent to the Director to provide additional basis for the Director in managing the Company. Depending on the level and results of the inspection, the Supervisory Board must discuss and agree with the Director before reporting to the General Meeting of Shareholders. In case of disagreement, the opinion may be reserved in the minutes, and the Head of the Supervisory Board is responsible for reporting to the nearest General Meeting of Shareholders;

c. In the event that the Supervisory Board detects any violations of the law or breaches of the Company Charter by the Director, the Supervisory Board shall notify the Board of Directors and the Director in writing within forty-eight (48) hours, requesting the violator to cease the violation and implement remedial measures. Concurrently, the Supervisory Board is responsible for reporting to the General Meeting of Shareholders and disclosing information in accordance with current legal regulations;

d. Members of the Supervisory Board have the right to request the Director to facilitate access to records and documents related to the Company's business activities at the Head Office or the place where records are stored;

e. Regarding information and documents on the management and operation of business activities, business reports, and financial statements, the Supervisory Board's written request must be sent to the Company at least forty-eight (48) hours in advance. The Supervisory Board shall not use undisclosed information of the Company or disclose it to others to conduct related transactions.

#### **Article 24. Coordination of Activities between the Director, Board of Directors, and Supervisory Board**

##### **1. Coordination of Activities between the Director and Board of Directors:**

a. The Director represents and manages all daily business operations of the Company, ensuring continuous and efficient operation;

b. The Director is accountable to the General Meeting of Shareholders and the Board of Directors for the performance of assigned duties and powers and must report to these bodies when requested;

c. When proposing measures to enhance the Company's operations and management, the Director shall submit them to the Board of Directors as soon as possible, but not less than seven (07) working days before the date the matter needs to be decided;

d. The Director must prepare plans for the Board of Directors to approve matters related to recruitment, termination of employment for multiple employees, salaries, social insurance, rewards, and disciplinary actions for management personnel approved by the Board of Directors;

d. Other matters requiring the Board of Directors' opinion must be submitted at least five (05) working days in advance, and the Board of Directors shall respond within seven (07) days.

##### **2. Coordination of Activities between the Director and Supervisory Board:**

The Director is responsible for supporting and coordinating with the Supervisory Board to ensure that the Supervisory Board fulfills its responsibilities and obligations in accordance with the law and the Company Charter.

### **CHAPTER VIII: AMENDMENTS AND SUPPLEMENTS TO THE REGULATIONS**

#### **Article 25. Amendments and Supplements to the Regulations**

1. Amendments and supplements to these Regulations must be considered and decided by the General Meeting of Shareholders.

2. In the event that legal provisions related to corporate governance are not addressed in these Regulations or if there are new legal provisions differing from the terms in these Regulations, such legal provisions shall automatically apply and govern the Company's activities.

## CHAPTER IX: EFFECTIVE DATE

### Article 26. Effective Date

1. These Regulations comprise 09 Chapters and 26 Articles, unanimously approved by the 2025 Annual General Meeting of Shareholders of IDICO Srok Phu Mieng Hydropower Joint Stock Company on April 22, 2026, and the full text of these Regulations is accepted as effective.

2. These Regulations are the sole and official internal corporate governance regulations of the Company and replace the internal corporate governance regulations issued under Resolution No. 01/NQ-DHDCD dated April 24, 2024.

3. Copies or extracts of this Regulation shall be valid when signed by the Chairperson of the Board of Directors or the Legal Representative or at least half of the total number of members of the Company's Board of Directors and bear the Company's seal.

#### ***Recipients:***

- Board of Directors;
- Supervisory Board;
- Board of Management;
- Company Departments;
- Archive: Records, General Affairs.

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRPERSON



Nguyen Van Thinh