

VINACONEX 39 JOINT STOCK COMPANY

**INTERNAL REGULATIONS ON GOVERNANCE
VINACONEX 39 JOINT STOCK COMPANY**

*02 /NQ/VN39/ĐHĐCĐ of the Annual General Meeting of Shareholders dated
April 24, 2026)*



Hanoi, April 2026

INTERNAL REGULATIONS ON GOVERNANCE VINACONEX 39 JOINT STOCK COMPANY

Based on the Securities Law dated November 26, 2019;

Based on the Enterprise Law dated June 17, 2020;

Based on Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Securities Law; Based on Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding several articles on corporate governance applicable to public companies under Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Securities Law; Based on the Charter of Vinaconex 39 Joint Stock Company;

Based on Resolution No. 02/NQ/VN39/DHĐCĐ of the General Meeting of Shareholders dated April 24, 2026.

The Board of Directors has issued the Internal Regulations on Corporate Governance of Vinaconex39 Joint Stock Company. The Internal Regulations on Corporate Governance of Vinaconex39 Joint Stock Company include the following contents:

Chapter I

GENERAL REGULATIONS

Article 1. Scope of Regulation and Applicable Subjects

1.1. Scope of application

This regulation stipulates and guides matters related to the governance of Vinaconex 39 Joint Stock Company, including the following main contents:

- a) The roles, rights, and obligations of the General Shareholders' Meeting, the Board of Directors, the General Director, and the Supervisory Board;
- b) The sequence and procedures for holding General Meetings of Shareholders and Board of Directors;
- c) Nominating, electing, dismissing, and removing members of the Board of Directors, the General Director, and the Supervisory Board.
- d) Other activities as stipulated in the Company's Charter and other applicable legal regulations.

1.2. Scope of Application

This regulation applies to members of the Board of Directors, the Supervisory Board, the General Director, and related parties of Vinaconex 39 Joint Stock Company .

Article 2. Explanation of Terms

In these Regulations, the following terms are understood as follows:

1. "The company" refers to Vinaconex 39 Joint Stock Company.
2. " The Charter " refers to the Charter of Vinaconex 39 Joint Stock Company . The

Charter of Vinaconex 39 Joint Stock Company was approved and promulgated by the General Meeting of Shareholders. This is a crucial legal document, serving as a foundation for determining the operating regulations, rights and obligations of shareholders, as well as the organizational structure of the company.

3. "Board of Directors" refers to the Board of Directors of Vinaconex 39 Joint Stock Company (BOD), which is the highest management body of the joint stock company, elected by the General Meeting of Shareholders to decide on strategy, development, and supervise business operations between two general meetings.

4. The Supervisory Board of Vinaconex 39 Joint Stock Company (BKS) is elected by the General Meeting of Shareholders and has the function of supervising the Board of Directors and the General Director in the management and operation of the company, ensuring compliance with the law and financial transparency.

5. "Major shareholder" is an individual or organization holding 5% or more of the voting shares of Vinaconex 39 Joint Stock Company.

6. "Business managers" include the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, Chief Accountant, and other positions as stipulated by the Board of Directors of Vinaconex 39 Joint Stock Company.

7. "Business executives" refers to the General Director, Deputy General Director, and Chief Accountant of Vinaconex 39 Joint Stock Company.

8. "Non-executive board members" (hereinafter referred to as non-executive members) are board members who do not simultaneously hold the positions of CEO, Deputy CEO, Chief Accountant, and other positions as stipulated in these regulations.

9. "Corporate Governance Officer" is a person appointed by the Board of Directors to assist in corporate governance and to exercise the responsibilities and powers stipulated in these regulations.

10. "Related parties" are individuals and organizations as defined in Clause 23, Article 4 of the Enterprise Law and Clause 46, Article 4 of the Securities Law, including:

10.1. The parent company, its managers and legal representatives, and the person authorized to appoint the parent company's managers;

10.2. Subsidiary companies, managers, and legal representatives of subsidiary companies;

10.3. An individual, organization, or group of individuals or organizations capable of controlling the operations of that business through ownership, acquisition of shares or capital contributions, or through decision-making within the company;

10.4. Business managers, legal representatives, and auditors;

10.5. Spouse, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, biological sibling, brother-in-law, sister-in-law, daughter-in-law, son-in-law of the company manager, legal representative, auditor, member and shareholder owning controlling capital contributions or shares;

10.6. Individuals who are authorized representatives of companies and organizations

as stipulated in (1), (2) and (3);

10.7. Enterprises in which the individuals, companies, or organizations specified above own assets to the extent that they control the company's decision-making.

Chapter II

SHAREHOLDER MEETING

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

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of Vinaconex 39 Joint Stock Company . The General Meeting of Shareholders meets annually. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings.

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

- a) Through the development orientation of Vinaconex 39 Joint Stock Company ;
- b) Deciding on the types of shares and the total number of shares of each type authorized for sale ; deciding on the annual dividend rate for each type of share;
- c) Electing, dismissing, and removing members of the Board of Directors and Supervisory Board;
- d) Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement. Vinaconex 39 shares;
- d) Decision to amend and supplement the Charter of Vinaconex 39 Joint Stock Company;
- e) Through audited annual financial statements;
- g) Decision to repurchase more than 10% of the total number of shares sold of each class;
- h) Review and handle violations by members of the Board of Directors and Supervisory Board that cause damage to the Company and shareholders of Vinaconex 39 Joint Stock Company;
- i) Decision to reorganize and dissolve Vinaconex 39 Joint Stock Company;
- k) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- l) Approve the Internal Governance Regulations; the Operating Regulations of the Board of Directors and the Supervisory Board;
- m) Approve the list of independent auditing firms; decide on the auditing firm. Independent auditors may conduct audits of the company's operations and dismiss independent auditors when deemed necessary;
- n) The Company's annual business plan;
- o) To approve the Board of Directors' report on the governance and performance of the Board of Directors and each member of the Board of Directors;
- p) Through the Supervisory Board's report on the Company's business results, the

performance of the Board of Directors, and the General Director;

q) Through the self-assessment report on the performance of the Supervisory Board and the Supervisors;

r) Other rights and obligations as prescribed by law and these Statutes.

Article 4. Procedures for holding a General Meeting of Shareholders to adopt resolutions by voting at the General Meeting of Shareholders.

1. Authority to convene the General Meeting of Shareholders

1.1. The Board of Directors shall convene the Annual and Extraordinary General Meeting of Shareholders. The Annual General Meeting of Shareholders must be held within four (04) months from the end of the financial year. The Board of Directors shall decide to extend the General Meeting of Shareholders if necessary, but not more than 06 months from the end of the financial year. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the following cases:

a. The Board of Directors deems it necessary for the benefit of the Company;

b. The remaining number of members of the Board of Directors and the Supervisory Board is less than the minimum number of members required by law;

c. At the request of a shareholder or group of shareholders as stipulated in Article 11.2 of the Company's Charter;

d. As requested by the Supervisory Board;

e. Other cases as prescribed by law and these Regulations.

1.2. The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date of the occurrence of the circumstances stipulated in Clause 1.1.b of this Article or upon receiving the request to convene a meeting as stipulated in Clauses 1.1.c and 1.1.d of this Article. If the Board of Directors fails to convene a General Meeting of Shareholders as required, the Chairman of the Board of Directors and the members of the Board of Directors shall compensate the Company for any resulting damages.

1.3. If the Board of Directors fails to convene a General Meeting of Shareholders as stipulated in Clause 1.2 of this Article, within the next 30 days, the Supervisory Board shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with the Law on Enterprises. If the Supervisory Board fails to convene the General Meeting of Shareholders as stipulated, the Supervisory Board shall compensate the Company for any resulting damages.

1.4. If the Supervisory Board fails to convene a General Meeting of Shareholders as stipulated in Clause 1.3 of this Article, a shareholder or group of shareholders as stipulated in Article 11.2 of the Company's Charter has the right to represent the Company in convening a General Meeting of Shareholders.

2. Prepare a list of shareholders entitled to attend the meeting.

2.1. The procedures for finalizing the list of shareholders shall be carried out in accordance with the provisions of the law on securities. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before

the date of sending the invitation to the General Meeting of Shareholders.

2.2. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality, and legal document number of individual shareholders; the name, business registration number or legal document number of organizational shareholders, and the head office address of organizational shareholders; the number of shares of each type, and the registration number and date of each shareholder.

3. Announcement regarding the closing of the shareholder list entitled to attend the General Meeting of Shareholders.

3.1. The company must announce the closing of the list of shareholders entitled to attend the General Meeting of Shareholders, and simultaneously publish information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date.

3.2. Shareholders have the right to check, search, extract, and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting; and to request correction of inaccurate information or addition of necessary information about themselves in the list of shareholders entitled to attend the General Meeting. Company managers must promptly provide information in the shareholder register, correct and supplement inaccurate information as requested by shareholders; and are liable for compensation for damages arising from failure to provide or providing untimely or inaccurate information in the shareholder register as requested.

4. Notice of convening the General Meeting of Shareholders

4.1. The person convening the General Meeting of Shareholders must send a notice of meeting to all shareholders on the List of Shareholders entitled to attend the meeting no later than 21 days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is duly sent or transmitted). The notice of meeting of shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and shall also be published on the Company's website and the website of the State Securities Commission and the stock exchange where the Company is registered or listed.

4.2. The agenda for the General Meeting of Shareholders and related documents concerning matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. If the documents are not included with the notice of the General Meeting of Shareholders, the notice must clearly state the link to all meeting documents so that shareholders can access them, including:

- a) The meeting agenda, the documents to be used in the meeting, and the draft resolutions for each item on the agenda;
- b) A list and detailed information of candidates in the case of electing members of the Board of Directors and members of the Supervisory Board;
- c) Voting slip.

5. Agenda and content of the Shareholders' General Meeting

5.1. The person convening the General Meeting of Shareholders must prepare the

agenda and content of the meeting.

5.2. Shareholders or groups of shareholders as stipulated in Article 11.4 of the Company's Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and submitted to the Company no later than 3 working days before the opening date. The proposal must include the shareholder's full name, permanent address, nationality, Citizen Identification Card number, Identity Card number, Passport number, or other legally valid personal identification for individual shareholders; the name, business registration number or establishment decision number, and head office address for organizational shareholders; the number and type of shares held by that shareholder; and the content of the proposal to be included in the agenda.

5.3. If the person convening the General Meeting of Shareholders refuses a proposal as stipulated in Clause 5.2 of this Article, they must respond in writing and state the reasons no later than two working days before the opening of the General Meeting of Shareholders. The person convening the General Meeting of Shareholders may only refuse a proposal if it falls under one of the following cases:

a) The petition was submitted in violation of the provisions of Clause 5.2 of this Article.

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as stipulated in Article 11.2 of the Charter.

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

5.4. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 5.2 of this Article in the proposed agenda and content of the meeting, except as provided in Clause 5.3 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

6. Authorization of a representative to attend the General Meeting of Shareholders

6.1. Shareholders, or authorized representatives of shareholders that are organizations, may attend meetings in person, authorize one or more other individuals or organizations in writing to attend, or attend through one of the forms stipulated in Article 12.6 of the Company's Charter.

6.2. Authorization for individuals or organizations to represent shareholders at the General Meeting of Shareholders must be in writing. The authorization document must be prepared in accordance with civil law regulations and must clearly state 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. Individuals or organizations authorized to attend the General Meeting of Shareholders must present the authorization document when registering to attend the meeting before entering the meeting room. In case of sub-authorization, the attendee must also present the original authorization document from the shareholder or the authorized representative of the shareholder (if not

previously registered with the Company).

7. How to register to attend the Shareholders' General Meeting

7.1. Shareholders may register to attend the General Meeting of Shareholders in the manner specified in the notice, including one of the following methods: registering in person, sending a letter or email, or other methods to the Company before the deadline specified in the notice inviting shareholders to the General Meeting of Shareholders.

7.2. The Board of Directors shall decide on the specific registration method, ensuring the most convenient registration process for shareholders and shall notify shareholders when the meeting is convened.

8. Conditions for conducting the experiment

8.1. A General Meeting of Shareholders shall be held when the number of shareholders in attendance represents more than 50% of the total number of voting shares.

8.2. If the first meeting fails to meet the quorum requirements as stipulated in Clause 8.1 of this Article, a notice of the second meeting must be sent within 30 days from the date of the first scheduled meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending represents 33% or more of the total voting shares.

8.3. If the second meeting fails to meet the quorum requirements as stipulated in Clause 8.2 of this Article, a notice of a third meeting must be sent within 20 days of the date of the planned second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes cast by the shareholders present.

8.4. Upon the chairman's recommendation, the General Meeting of Shareholders has the right to change the meeting agenda sent with the meeting invitation notice.

9. Method of adopting resolutions by the General Meeting of Shareholders

The General Meeting of Shareholders adopts resolutions within its authority by direct voting at the meeting.

10. Voting method

10.1. Upon registering shareholders, the Company will issue each shareholder or authorized representative a voting card, which will bear the registration number, the shareholder's name, and the number of votes the shareholder holds. Voting at the general meeting will be conducted by vote in favor, against, or abstention.

10.2. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by raising voting cards or casting ballots into a ballot box, depending on the item being considered. The specific voting procedures will be stipulated and approved in the Rules of Procedure of the General Meeting.

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

10.4. Voting for members of the Board of Directors and the Supervisory Board must be conducted using cumulative voting, whereby each shareholder has a total number of votes

corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and shareholders have the right to allocate all or part of their total votes to one or more candidates.

11. Method of counting votes and announcing the results

The votes and ballots are counted in the following order: in favor, against, or abstention on each issue. The announcement of the vote count results is carried out in accordance with the regulations in the Congress's Rules of Procedure.

12. Conditions for the resolution to be adopted

12.1. A resolution on the following matters shall be adopted if it is approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting:

- a. Type of shares and total number of shares of each type;
- b. Changes in industry, occupation, and business sector;
- c. Changes to the company's organizational and management structure;
- d. Investment projects or asset sales with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e. Reorganize or dissolve the company.

12.2. Other resolutions shall be adopted when approved by shareholders holding more than 50% of the total voting rights of all shareholders present at the meeting, except as provided for in Clause 12.1 of this Article.

12.3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and the Company's Articles of Association.

12.4. In the case of electing members of the Board of Directors and the Supervisory Board, the elected members of the Board of Directors or Supervisory Board are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the Company's Charter is reached. If two or more candidates receive the same number of votes for the last member of the Board of Directors or the Supervisory Board, a re-election will be held among those candidates or a selection will be made according to the criteria stipulated in the election regulations.

13. Methods of protesting a resolution of the General Meeting of Shareholders

13.1. Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of the results of the written vote count of shareholders, the shareholder or group of shareholders specified in Article 11.4 of the Company Charter has 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:

- a) The sequence and procedures for convening meetings or obtaining shareholder

opinions in writing and making decisions by the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and these Articles of Association, except as provided in Article 20.6 of the Company's Articles of Association.

b) The resolution's content violates the law or the Company's Articles of Association.

13.2. In the event that a shareholder or group of shareholders requests a court or arbitration tribunal to annul a resolution of the General Meeting of Shareholders as stipulated in this Article, that resolution shall remain in effect until the court or arbitration tribunal's decision to annul it takes effect, except in cases where interim injunctive measures are applied by a competent authority.

14. Prepare minutes of the Shareholders' General Meeting.

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

- a) Name, address of head office, business registration number;
- b) Time and location of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full names of the chairperson and secretary;
- e) Summarize the proceedings of the meeting and the opinions expressed at the General Shareholders' Meeting on each item on the agenda;
- f) The number of shareholders and the total number of voting rights of shareholders attending the meeting, an appendix listing registered shareholders, and shareholder representatives attending the meeting with their corresponding shareholdings and voting rights;
- g) The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, affirmative, and abstention votes; and the corresponding percentage of the total votes cast by shareholders present at the meeting;
- h) Issues that were approved and the corresponding percentage of votes in favor;
- i) Full name and signature of the chairperson and secretary.

If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors present at the meeting and contain all the information as stipulated in this clause. The meeting minutes shall clearly state the reason why the chairperson or secretary refused to sign the minutes.

14.2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes.

14.3. The meeting chair and secretary, or any other person who signs the meeting minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' contents.

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

14.5. Minutes of the General Meeting of Shareholders, appendix listing registered shareholders, adopted resolutions, and related documents attached to the meeting invitation notice must be kept at the Company's head office.

15. Announcement of the Shareholders' General Meeting Resolution

The announcement of resolutions of the General Meeting of Shareholders is carried out in accordance with the provisions of securities law.

Article 5. Procedures for holding a General Meeting of Shareholders to adopt resolutions by written ballot.

1. Except for the Annual General Meeting of Shareholders, matters within the authority of the General Meeting of Shareholders may be approved by voting at the meeting or by written consultation as stipulated in this Article.

2. Procedures for holding a General Meeting of Shareholders to adopt a Resolution by obtaining opinions in writing:

2.1. The Board of Directors has the right to solicit shareholder opinions in writing to approve decisions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.

2.2. The Board of Directors shall prepare the ballot, the draft resolution of the General Meeting of Shareholders, and the explanatory documents for the draft resolution, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the ballot. The list of shareholders to whom the ballot is to be sent shall be compiled in accordance with the provisions of Clause 2, Article 4 of these Regulations. The requirements and methods for sending the ballot and accompanying documents shall be in accordance with the provisions of Clause 4, Article 4 of these Regulations.

2.3. The feedback form must contain the following main contents:

- a) Name, address of head office, business registration number;
- b) Purpose of soliciting opinions;
- c) Full name, contact address, nationality, and legal document number of individual shareholders; name, business registration number or legal document number of organizations, and head office address for organizational shareholders; or full name, contact address, nationality, and legal document number of individuals for representatives of organizational shareholders; number of shares of each class and voting rights of shareholders;
- d) Issues requiring consultation before a decision can be made;
- e) The voting options include "agree," "disagree," and "no opinion" for each issue being considered;
- f) Deadline for returning the answered feedback forms to the Company;
- g) Full name and signature of the Chairman of the Board of Directors.

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

- a) In the case of mailing, the answered opinion ballot must be signed by the individual

shareholder, the authorized representative, or the legal representative of the organizational shareholder. Opinion ballots sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the ballots are counted;

b) In case of sending by fax or email, the opinion poll forms sent to the Company must be kept confidential until the time of vote counting;

c) Opinion ballots sent to the Company after the deadline specified in the ballot, or that have been opened in the case of mail submissions or disclosed in the case of fax or email submissions, are invalid. Unsubmitted ballots will be considered as non-voting ballots.

2.5. The Board of Directors shall organize the vote counting and prepare a vote counting report under the witness and supervision of the Supervisory Board or shareholders who do not hold management positions in the company. The vote counting report must include the following main contents:

a) Name, address of head office, business registration number;

b) The purpose and issues requiring consultation for the resolution to be adopted;

c) The number of shareholders and the total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the ballots, along with an appendix listing the shareholders who participated in the vote;

d) The total number of votes in favor, against, and abstentions for each issue;

e) The issue was approved and the corresponding percentage of votes in favor;

f) Full name and signature of the Chairman of the Board of Directors, the vote counting supervisor, and the vote counter.

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

2.6. The vote counting minutes and resolution shall be published in accordance with the provisions of the law on securities.

2.7. The completed opinion poll forms, vote counting records, adopted resolutions, and related documents accompanying the opinion poll forms must all be kept at the Company's head office.

2.8. Resolutions adopted through written shareholder consultation must be approved by shareholders representing more than 50% of the total number of voting shares.

2.9. Resolutions adopted through written shareholder consultations have the same validity as resolutions adopted at a General Meeting of Shareholders.

Article 6. Procedures for holding a General Meeting of Shareholders to adopt resolutions by online conference or by a combination of in-person and online conference .

The sequence and procedures for holding a General Meeting of Shareholders to pass resolutions, whether through online conferencing or a combination of in-person and online conferencing, shall be carried out in accordance with the regulations developed by the Board of Directors and submitted to the General Meeting of Shareholders for approval before implementation.

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 governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.

2. The Board of Directors has the following powers and responsibilities:

a) Deciding on the Company's strategic plan, medium-term development plan, and annual business plan;

b) Propose the types of shares and the total number of shares authorized for sale for each type;

c) Decisions to sell unsold shares within the permitted number of shares for each class; decisions to raise additional capital through other means;

d) Deciding on the selling price of the Company's shares and bonds;

e) Decisions to repurchase shares as stipulated in Clauses 1 and 2 of Article 133 of the Enterprise Law;

f) Decisions to invest in or sell assets whose value is less than 35% or more of the total asset value recorded in the Company's most recent financial statement;

g) Deciding on solutions for market development, marketing, and technology;

h) Through purchase, sale, loan, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, or another value as determined by the Board of Directors' delegated authority from time to time, and contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 138, clauses 1 and 3, Article 167 of the Enterprise Law;

i) Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, signing contracts with, and terminating contracts with the General Director. Deciding on the salary, remuneration, bonuses, and other benefits of the General Director ; approving proposals for the appointment of Deputy General Directors, Chief Accountant, and other key managers as requested by the General Director; appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies.

j) Supervising and directing the General Director and other managers in the daily operation of the Company's business;

k) Deciding on the organizational structure and internal management regulations of the Company within the authority granted by the Board of Directors' resolutions from time to time; deciding on the establishment of subsidiaries, branches, representative offices, and

the contribution of capital or purchase of shares in other enterprises;

l) Reviewing the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to pass resolutions;

m) Submit the annual financial report to the General Meeting of Shareholders;

n) Propose the dividend rate to be paid; decide on the timeframe and procedures for paying dividends or handling losses incurred during business operations;

o) Proposing the reorganization or dissolution of the Company;

p) Delegating to the General Director the authority to perform executive duties within the scope of the Board of Directors' powers;

q) Be accountable to shareholders for the Company's operations;

r) Treat all shareholders equally and respect the interests of those with vested interests in the Company;

s) Ensure that the company's operations comply with the law, the company's charter, and internal regulations;

t) Develop the Board of Directors' operating regulations, submit them to the General Meeting of Shareholders for approval, and publish them on the Company's website;

u) Monitoring and preventing conflicts of interest among members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers, including misuse of Company assets and abuse of related-party transactions;

v) Develop internal regulations on corporate governance and submit them to the General Meeting of Shareholders for approval;

w) Appointing the person in charge of corporate governance;

x) Organize training and workshops on corporate governance and necessary skills for members of the Board of Directors, the General Director, and other managers of the Company;

y) Reporting on the activities of the Board of Directors at the General Meeting of Shareholders as prescribed in Article 280 of Decree 155/2020/ND-CP and any amending, supplementing, or replacing documents.

z) Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and this Charter.

Article 8. Nomination, candidacy, election, dismissal, and removal of members of the Board of Directors

1. Term of office and number of members of the Board of Directors

a) The Board of Directors shall consist of 3 to 7 members. The specific number of members of the Board of Directors for each term shall be decided by the General Meeting of Shareholders.

b) The term of office of a Board of Directors member shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Company's Board of Directors for no more than 02 consecutive terms. In the event that all members of the Board of Directors complete their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

2. Structure, standards, and conditions for members of the Board of Directors

a) Board of Directors Membership Structure: The total number of non-executive members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors. The Board of Directors membership structure shall comply with legal regulations. The Company shall minimize the number of Board of Directors members holding executive positions within the Company to ensure the independence of the Board of Directors.

b) Standards and conditions for members of the Board of Directors:

i. Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law.

ii. Possess professional qualifications and experience in business administration or in the field, industry, or profession of business of the Company, and are not necessarily shareholders of the Company.

iii. Members of the Board of Directors shall not be related to the General Director or other managers of the Company; or to managers or persons with the authority to appoint managers of the parent company.

iv. The Chairman of the Board of Directors may not simultaneously hold the position of General Director of the Company.

v. A member of the Company's Board of Directors may only simultaneously be a member of the Board of Directors of a maximum of 05 companies, other company .

3. Nomination and candidacy for members of the Board of Directors

3.1. The Board of Directors shall inform shareholders of the number of members expected to be elected or added to the Board of Directors; and shall also inform shareholders of the conditions and standards that must be met for the elected positions so that shareholders can nominate or run for office.

3.2. Shareholders holding common shares have the right to pool their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% may nominate a maximum of one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% or more of the total voting shares may nominate enough candidates .

3.3. If the number of candidates nominated and elected by the Board of Directors is still insufficient, the incumbent Board of Directors may nominate additional candidates for approval by the General Meeting of Shareholders.

4. Method of electing members of the Board of Directors

The election of Board members is conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of Board members to be elected. Shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected Board members are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in these Articles of Association is reached. In the event that two or more candidates receive the same

number of votes for the last Board member, a re-election will be held among those candidates or a selection will be made according to the criteria stipulated in the election regulations.

5. Cases of dismissal, removal, and appointment of Board of Directors members

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

a) Does not meet the qualifications and conditions stipulated in this Regulation and the Company's Articles of Association.

b) A resignation letter was submitted and accepted.

5.2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors if that member fails to participate in the activities of the Board of Directors for six consecutive months, except in cases of force majeure.

5.3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors except in the cases stipulated in Clauses 5.1 and 5.2 of this Article.

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

a) The number of Board of Directors members is reduced by more than one-third compared to the number stipulated in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third.

b) Except as provided in point a above, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed from office at the most recent meeting.

6. Announcement regarding the election, dismissal, and removal of members of the Board of Directors.

6.1. Once candidates for the Board of Directors have been identified, the Company must publish information related to these candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. The information related to candidates for the Board of Directors that must be published includes at least the following:

- a) Full name, date of birth (day, month, year);
- b) Professional qualifications;
- c) Work experience;
- d) Other managerial positions (including board positions in other companies);
- e) Interests related to the Company and its related parties (if any);
- f) The full name of the shareholder or group of shareholders nominating the candidate (if any);

6.2. The election, dismissal, or removal of members of the Board of Directors must be announced on the Company's website, the Stock Exchange, and the State Securities Commission within 24 hours of the event occurring, as stipulated by securities law.

7. Election, removal, and dismissal of the Chairman of the Board of Directors

7.1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members.

7.2. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 7 working days from the date of the conclusion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest number of votes or the same percentage of votes, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.

7.3 Dismissal and removal of the Chairman of the Board of Directors: In the event that the Chairman of the Board of Directors submits a resignation letter, within 10 days of receiving the letter, the Board of Directors must hold a meeting to consider and decide on the procedure for dismissal, removal, and election of a new Chairman of the Board of Directors in accordance with regulations.

Article 9. Remuneration and other benefits of members of the Board of Directors

1. The company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of the Board member and the daily rate. The Board of Directors determines the remuneration for each member by mutual agreement. The total amount of remuneration and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at its annual meeting.

3. Members of the Board of Directors shall be reimbursed for food, accommodation, travel, and other reasonable expenses incurred while performing their assigned duties.

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

Article 10. Procedures for organizing Board of Directors meetings

1. The Board of Directors meets at least once every quarter and may hold extraordinary meetings.

2. Cases requiring the convening of an extraordinary meeting of the Board of Directors:

2.1. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:

a) Based on a proposal from the Supervisory Board.

b) Based on a proposal from the General Director or at least three other managers.

c) There must be a proposal from at least two members of the Board of Directors.

2.2. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving the request mentioned in clause 2.1 above. In case of failure to convene a meeting as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred by the Company; the

person making the request has the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors.

3. Notice of Board of Directors Meeting

3.1. The Chairman of the Board of Directors or the person convening the Board meeting must send a notice of meeting at least 3 working days before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must be accompanied by the documents to be used at the meeting and the voting ballots of the members.

3.2. Notices inviting members to the Board of Directors meeting may be sent by invitation, telephone, fax, or electronic means, and must be delivered to the contact address of each Board member registered with the Company.

4. Right of Supervisory Board members to attend Board of Directors meetings.

The Chairman of the Board of Directors or the convener sends notices of meetings and accompanying documents to the Supervisors as they do to the members of the Board of Directors. Supervisors have the right to attend Board of Directors meetings; they have the right to participate in discussions but do not have the right to vote.

5. Conditions for holding a Board of Directors meeting

A meeting of the Board of Directors shall be held when at least three-quarters of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within 7 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors are present.

6. Voting method

A member of the Board of Directors is deemed to have attended and voted at the meeting in the following circumstances:

6.1. Attend and vote directly at the meeting.

6.2. Authorize another person to attend the meeting and vote as stipulated in Clause 8 of this Article.

6.3. Participate in and vote via online conference, electronic voting, or other electronic means.

6.4. Send the voting ballot to the meeting via mail, fax, or email.

6.5. Attend and vote through a meeting format that combines one or more of the above-mentioned formats.

7. Procedures for passing resolutions by the Board of Directors

Resolutions and decisions of the Board of Directors are adopted if approved by a majority of the members present; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Directors.

8. Authorization of Board Members to Attend Meetings: Members must attend all Board meetings. Members may authorize others to attend and vote on their behalf if approved by a majority of the Board members.

9. Prepare minutes of the Board of Directors meeting.

Board of Directors meetings must be recorded in minutes and may be audio-recorded, recorded, and stored in other electronic forms. Minutes must be in Vietnamese and may also be in a foreign language, including the following main contents:

9.1. Name, address of head office, and business registration number.

9.2. Time and location of the meeting.

9.3. Purpose, agenda, and content of the meeting.

9.4. Full names of each member attending the meeting or authorized representative, and the manner of attendance; full names of members absent from the meeting and the

reasons for absence.

9.5. Issues discussed and voted on at the meeting.

9.6. Summarize the statements of each meeting participant in chronological order of the meeting's proceedings.

9.7. The voting results clearly indicate which members approved, disapproved, and abstained.

9.8. The issue has been approved and the corresponding percentage of votes in favor.

9.9. Full name and signature of the presiding officer and the person recording the minutes, except as provided in Clause 10 of this Article.

10. If the chairperson and/or secretary refuse to sign the minutes of the Board of Directors meeting, but if all other members of the Board of Directors present at the meeting sign and the minutes contain all the information as stipulated in clauses 9.1 to 9.8 of this Article, then these minutes shall be valid.

11. Minutes drawn up in Vietnamese and in a foreign language have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall prevail.

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

The publication of resolutions and decisions of the Board of Directors shall be carried out in accordance with the Company's Charter, the Enterprise Law, the Securities Law, and other relevant legal documents.

13. The authority, procedures, and formalities for obtaining written opinions from members of the Board of Directors shall be carried out in accordance with relevant laws and regulations and shall be specifically stipulated in the Regulations on the Organization and Operation of the Board of Directors.

Article 11. Selection, Appointment, and Dismissal of the Company's Governance Officer

1. Standards for the Company's Chief Executive Officer

1.1. The person in charge of corporate governance at the Company must have knowledge of the law and must not simultaneously work for an approved auditing firm that is auditing the Company's financial statements.

1.2. The person in charge of corporate governance of the Company may also serve as the Company Secretary.

2. Appointment of the Head of Corporate Governance

The Board of Directors shall appoint at least one person to be in charge of corporate governance to support the corporate governance work within the enterprise.

3. Cases of dismissal of the person in charge of corporate governance.

3.1. No longer meets the qualifications and conditions to be the Head of Corporate Governance as stipulated in Clause 1 of this Article.

3.2. Failure to complete assigned tasks or duties.

3.3. A resignation letter has been submitted and accepted.

4. Notification of Appointment and Dismissal of Corporate Governance Officers:

The appointment and dismissal of corporate governance officers must be notified in accordance with the Company Charter, the Enterprise Law, and the Securities Law.

5. Rights and obligations of the person in charge of corporate governance

5.1. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and shareholders;

- 5.2. Prepare for meetings of the Board of Directors, Supervisory Board, and General Shareholders' Meeting as requested by the Board of Directors or the Supervisory Board;
- 5.3. Advice on meeting procedures;
- 5.4. Attend meetings;
- 5.5. Provide advice on the procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- 5.6. Provide financial information, minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Supervisory Board;
- 5.7. Monitor and report to the Board of Directors on the Company's information disclosure activities;
- 5.8. To serve as the point of contact with relevant stakeholders;
- 5.9. Ensure information security in accordance with legal regulations;
- 5.10. Other rights and obligations as prescribed by law.

Chapter IV

SUPERVISORY BOARD

Article 12. Role, rights and obligations of the Supervisory Board, responsibilities of Supervisory Board members

1. The Supervisory Board has the following rights and obligations:
 - 1.1. The Supervisory Board supervises the Board of Directors and the General Director in the management and operation of the Company.
 - 1.2. Examine the reasonableness, legality, honesty, and level of prudence in the management and operation of business activities; the systematic, consistent, and appropriate nature of accounting, statistics, and financial reporting.
 - 1.3. Assess the completeness, legality, and accuracy of the Company's annual and semi-annual business performance reports, financial statements, and management evaluation reports of the Board of Directors, and present the assessment report at the annual General Meeting of Shareholders . Review contracts and transactions with related parties that fall under the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations on contracts and transactions requiring approval from the Board of Directors or the General Meeting of Shareholders.
 - 1.4. Review, examine, and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management, and early warning systems.
 - 1.5. To examine the Company's accounting books, records, and other documents, as well as the Company's management and operational activities, when deemed necessary or as per the resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as stipulated in Article 11.2 of the Company's Charter.
 - 1.6. Upon request from a shareholder or group of shareholders as stipulated in Article 11.2 of the Company's Charter, the Supervisory Board shall conduct an inspection within 7 working days from the date of receiving the request. Within 15 days from the date of completion of the inspection, the Supervisory Board must report on the issues requested for inspection to the Board of Directors and the shareholder or group of shareholders who made the request. The inspection by the Supervisory Board as stipulated in this clause shall not hinder the normal operation of the Board of Directors or disrupt the Company's business operations.
 - 1.7. Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for managing,

supervising, and operating the Company's business activities.

1.8. Upon discovering that a member of the Board of Directors or the General Director has violated the provisions of Article 165 of the Enterprise Law, the Board of Directors must be immediately notified in writing, and the offending party must be required to cease the violation and take measures to remedy the consequences.

1.9. Attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors, and other Company meetings.

1.10. Utilize independent consultants and the Company's internal audit department to perform assigned tasks.

1.11. The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

1.12. Propose and recommend to the General Meeting of Shareholders to approve the list of auditing firms approved to audit the company's financial statements; decide on the auditing firm approved to conduct the company's operational inspection, and dismiss approved auditors when deemed necessary.

1.13. Be accountable to shareholders for its supervisory activities.

1.14. Monitoring the Company's financial situation and ensuring compliance with the law in the operations of Board members, the General Director, and other managers.

1.15. Ensure coordinated activities with the Board of Directors, the General Director, and shareholders.

1.16. In the event of discovering any violation of the law or the Corporation's Charter by a member of the Board of Directors, the General Director, or other executives of the Company, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences .

1.17. Develop the operating regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

1.18. Reporting to the General Meeting of Shareholders as prescribed in Article 290 of Decree 155/2020/ND-CP and any amending, supplementing or replacing documents (if any).

1.19. Has the right to access the Company's records and documents kept at the head office, branches, and other locations; has the right to visit the workplaces of the Company's managers and employees during working hours.

1.20. Has the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the Company.

1.21. Other rights and obligations as prescribed by law, this Charter, and resolutions of the General Meeting of Shareholders.

2. Responsibilities of the Auditor

2.1. Strictly adhere to the law, the Company's Articles of Association, resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and obligations.

2.2. To exercise assigned rights and obligations honestly, carefully, and to the best of

their ability in order to ensure the maximum legitimate interests of the Company.

2.3. Be loyal to the interests of the Company and its shareholders; do not abuse your position, title, or use the Company's information, know-how, business opportunities, or other assets for personal gain or to serve the interests of other organizations or individuals.

2.4. Other obligations as stipulated by the Enterprise Law and the Company's Articles of Association.

2.5. In the event of a violation of the provisions of Clauses 2.1 to 2.4 of this Article that causes damage to the Company or other parties, the Auditor shall be held personally or jointly liable for compensation for such damage. Any income and other benefits obtained by the Auditor as a result of the violation must be returned to the Company.

2.6. If any Supervisor is found to have violated their assigned rights and duties, the Supervisory Board must be notified in writing; the person committing the violation must be required to cease the violation and remedy the consequences.

Article 13. Term of office, number, composition, and structure of the Supervisory Board members

1. Term of office, number, composition, and structure of the Supervisory Board members

1.1. The number of Supervisors of the Company is 03 members. The specific number of members of the Supervisory Board for each term is decided by the General Meeting of Shareholders. The term of a Supervisor is not more than five (05) years and can be re-elected for an unlimited number of terms.

1.2. The Supervisory Board consists of a Chairman and Supervisors. The Chairman of the Supervisory Board is elected by the Supervisory Board from among its Supervisors.

2. Standards and conditions for Supervisors

2.1. Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;

2.2. Having received training in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the Company's business activities;

2.3. Not a family member of a member of the Board of Directors, the General Director, or other managers;

2.4. Not a manager of the Company; not necessarily a shareholder or employee of the Company;

2.5. Must not be a family member of a company manager;

2.6. Not falling under the following cases:

a) Working in the accounting and finance department of the Company.

b) Being a member or employee of an auditing firm approved to audit the Company's financial statements for the three consecutive years preceding the audit.

3. Nomination and candidacy for members of the Supervisory Board

3.1. Shareholders holding common shares have the right to pool their voting rights to nominate candidates for Supervisory Board. Shareholders or groups of shareholders holding from 10% to less than 30% may nominate a maximum of one (01) candidate; from 30% to less than 50% may nominate a maximum of two (02) candidates; from 50 % or more may nominate the full number of candidates.

3.2. If the number of candidates for Supervisory Board through nomination and candidacy is still insufficient, the incumbent Supervisory Board may nominate additional candidates. The nomination of additional candidates by the Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

4. How to elect the Supervisor

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

5. Cases of dismissal or removal of members of the Supervisory Board

5.1. The General Meeting of Shareholders shall dismiss the Auditor in the following cases:

a) No longer meets the qualifications and conditions to be an Inspector as prescribed in Clause 2 of this Article;

b) A resignation letter has been submitted and accepted;

5.2. The General Meeting of Shareholders shall dismiss the Auditor in the following cases:

a) Failure to complete assigned tasks or duties;

b) Failing to exercise one's rights and fulfill one's obligations for six consecutive months, except in cases of force majeure;

c) Repeated and serious violations of the Supervisor's duties as stipulated in the Enterprise Law, the Company Charter, and these Regulations;

d) Other cases as decided by the General Meeting of Shareholders.

6. Notification of election, dismissal, and removal of Supervisory Board members: The election, appointment, dismissal, and removal of members of the Company's Supervisory Board must be notified in accordance with the Company's Charter, the Enterprise Law, and the Securities Law.

7. Salaries and other benefits of members of the Supervisory Board

7.1. Supervisors are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

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

7.3. The salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

Chapter V

GENERAL MANAGER

Article 14. Role, responsibilities, rights and obligations of the General Director

1. The General Director is responsible for managing the Company's day-to-day

business operations; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and to the law for the exercise of assigned rights and obligations.

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

2.1. Deciding on matters related to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors;

2.2. Implement the resolutions and decisions of the Board of Directors;

2.3. Organize the implementation of the Company's business plan and investment plan;

2.4. Propose organizational structure and internal management regulations for the Company;

2.5. Appointing, dismissing, and removing management positions within the Company, except for positions under the authority of the Board of Directors;

2.6. Deciding on salaries and other benefits for employees in the Company, including managers, within the authority of the Board of Directors to appoint;

2.7. Recruitment of employees;

2.8. Propose a plan for paying dividends or handling business losses;

2.9. Other rights and obligations as prescribed by law, the Charter, and resolutions and decisions of the Board of Directors.

Article 15. Appointment, dismissal, signing of contracts, and termination of contracts for the General Director

1. Term of office, qualifications, and conditions for the General Director

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

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

a) Not subject to the prohibition on establishing and managing businesses as stipulated in Clause 2, Article 17 of the Enterprise Law;

b) Possess professional qualifications and experience in business management within the Company.

2. Appointing and signing an employment contract with the General Director.

The Board of Directors appoints a Board member or hires another person to serve as CEO.

3. Dismissal and removal of the General Director

The Board of Directors may dismiss or remove the CEO when a majority of the Board members present at the meeting approve and appoint a new CEO to replace him.

4. Announcing the appointment, dismissal, signing of contracts, and termination of contracts for the General Director.

The election, appointment, dismissal, and removal of the Company's General Director must be announced on the Company's website, the stock exchange, and the State Securities Commission within 24 hours of the event occurring, as stipulated by securities law.

5. Salary and other benefits of the General Director

5.1. The General Director is paid a salary and bonuses. The General Director's salary and bonuses are determined by the Board of Directors.

5.2. The General Director's salary is included in the Company's business expenses in accordance with the law on corporate income tax.

Chapter VI

OTHER ACTIVITIES

Article 16. Coordination of activities between the Board of Directors, the Supervisory Board, and the General Director

1. Procedures for convening, notifying, and recording meeting minutes, as well as communicating meeting results between the Board of Directors, the Supervisory Board, and the General Director.

1.1. The Chairman of the Board of Directors or the person convening the Board meeting must send notices of the meeting and accompanying documents to the Supervisors, as is done with the members of the Board of Directors.

Auditors have the right to attend Board of Directors meetings and participate in discussions, but they do not have the right to vote.

1.2. When deemed necessary, the Chairman of the Board of Directors or the person convening the Board meeting may invite the General Director or other relevant Executives to attend the Board meeting.

1.3. The procedures for convening meetings, notifying attendees, and recording meeting minutes shall be carried out in accordance with the provisions of this Regulation.

1.4. At regular and extraordinary meetings of the Executive Board, the chairperson may, based on the meeting's agenda, decide to invite the Chairman, members of the Board of Directors, the Head of the Supervisory Board, and members of the Supervisory Board to attend and contribute their opinions (if any). Minutes of the meeting must be recorded and sent to the Board of Directors and the Supervisory Board for reporting.

2. Notification of resolutions and decisions of the Board of Directors to the Supervisory Board. The Board of Directors is responsible for sending the minutes of the Board of Directors meeting or the resolutions and decisions of the Board of Directors to the Supervisors within ten (10) days from the date of the end of the meeting.

3. Notification of Board of Directors' Resolutions and Decisions to the General Director: Resolutions and decisions of the Board of Directors, once issued, must be sent to the General Director at the same time and in the same manner as to other members of the Board of Directors.

4. Cases where the General Director and the Supervisory Board request the convening of a Board of Directors meeting and matters requiring the Board of Directors' opinion.

4.1. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, without delay unless there is a justifiable reason, when one of the following parties submits a written request outlining the purpose of the meeting and the issues to be discussed:

- a) The General Director or at least 03 other executives;
- b) Supervisory Board;

4.2. The Board of Directors meetings referred to in Clause 4.1 of this Article must be held within seven (07) days after the meeting proposal is made. If the Chairman of the Board of Directors does not accept the meeting as requested, the Chairman of the Board of Directors shall be liable for any damages incurred by the Company; those who proposed the meeting referred to in Clause 4.1 of this Article may convene the Board of Directors meeting themselves.

5. The General Director's report to the Board of Directors on the performance of assigned duties and responsibilities.

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

5.2. The General Director must report to the Board of Directors meetings on the following matters: decisions in the production and business process, financial situation, investments, and corporate governance activities as stipulated in the Resolution on the Delegation of Authority of the Board of Directors; issues that significantly affect the Company's performance, shareholders, and the market; risks that may significantly affect the Company's reputation or business operations ; or other matters deemed necessary.

5.3. The General Director must explain the losses and inefficiencies in each period and the plan for rectification to the Board of Directors.

5.4. In addition to regular reports, at the request of the Board of Directors, the General Director and other executives must report directly or provide information and reports within the shortest possible timeframe as requested.

6. Review the implementation of resolutions and other delegated authority of the Board of Directors to the General Director.

The General Director is responsible for implementing the resolutions of the Board of Directors and matters delegated by the Board of Directors, and is also responsible for reporting on completed or uncompleted tasks, as well as the results of implementation, when requested by the Board of Directors.

7. Coordinate control, management, and supervision activities among members of the Board of Directors, members of the Supervisory Board, and the General Director according to the specific duties of the aforementioned members.

7.1. Coordination of activities between the Board of Directors and the Supervisory Board: The Board of Directors shall ensure that all documents, information on meeting agendas, meeting minutes, resolutions of the General Meeting of Shareholders and the Board of Directors; reports of the General Director and other executives submitted to the Board of Directors or other documents issued by the company, are provided to the Supervisory Board at the same time and in the same manner as provided to members of the Board of Directors.

In addition to regular reports, the Supervisory Board has the right to request the Board of Directors to provide information and documents regarding the management, operation, and business activities of the Company.

7.2. Coordination of activities between the Supervisory Board and the General Director:

The General Director and other executives provide periodic updates on matters as required by the Company.

In addition to regular reports, at the request of members of the Supervisory Board, the General Director and other executives may provide direct reports or information and

reports related to the work assigned to the members of the Supervisory Board.

In the event that a risk is identified that could significantly impact the Company's reputation or business operations, the General Director and other executives must immediately report it to the Supervisory Board.

The General Director and other executives are responsible for facilitating the Supervisory Board's access to information and reports in the shortest possible time. Reports submitted by the General Director to the Board of Directors must be sent to the members of the Supervisory Board at the same time and using the same method as those sent to the members of the Board of Directors.

8.3. Coordination of activities between the General Director and the Board of Directors: The Board of Directors has the right to request the General Director and reporting units to provide information and comply with reporting requirements in order to perform its governance and control functions as stipulated in the Company's Charter and internal regulations, in accordance with the law. The information and data reported to the Board of Directors must be truthful, objective, timely, complete, accurately reflect the Company's operations, and comply with governance requirements and legal regulations. The General Director is responsible for establishing and maintaining a reporting system with the Board of Directors, including the method of sending/receiving information and reports, ensuring security and confidentiality as stipulated by the Board of Directors.

Article 17. Performance evaluation of members of the Board of Directors, Supervisory Board, General Director and other executives.

Annually, based on their assigned functions and responsibilities, the Board of Directors evaluates the performance of each member of the Board, the General Director, and other executives of the Company.

The Head of the Supervisory Board evaluates the level of task completion by each Supervisor.

Performance evaluation criteria and ranking are determined according to the Company's regulations for each period.

Article 18. Handling of violations of corporate governance

Members of the Board of Directors, Supervisors, the General Director, and other executives who, while performing their duties, violate the law and regulations of the Company, will be subject to disciplinary action, administrative penalties, or criminal prosecution depending on the severity of the violation, in accordance with the Company's regulations and the law. If such violations cause damage to the interests of the Company or its shareholders, they must compensate for the damages in accordance with the law.

Article 19. Disclosure of Information

1. The company must disclose complete, accurate, and timely periodic and extraordinary information as required by securities law regarding information disclosure to shareholders and the investing public. The company must also disclose complete, accurate, and timely other information if such information is likely to affect the securities price and influence the decisions of shareholders and investors.

2. The method of information disclosure shall comply with legal regulations to ensure that shareholders and the investing public have fair access to information. The language used in information disclosure must be clear, easy to understand, and avoid misleading

shareholders and the investing public.

3. The legal representative or authorized person responsible for disclosing information on behalf of the Company has the following responsibilities:

a) Disclose the Company's information to the investing public in accordance with the law and the Company's Information Disclosure Regulations.

b) Publicly disclose the name and work phone number so that shareholders can easily contact them.

Article 20. Amendments and Supplements to the Regulations

1. Amendments and additions to these Regulations must be considered and decided upon by the General Meeting of Shareholders of Vinaconex 39 Joint Stock Company.

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

Article 21. Effective Date

The internal regulations on corporate governance of Vinaconex 39 Joint Stock Company consist of 6 chapters , 21 articles, and 28 pages, and will come into effect from April 24 , 2026.

TM. BOARD OF DIRECTORS

CHAIRPERSON

Phan Dinh Phong

T.C.P. ★ I.O.