

**CÔNG TY CỔ PHẦN TẬP ĐOÀN
BIA SÀI GÒN BÌNH TÂY
SAI GON BINH TAY BEER GROUP JSC**
Địa chỉ trụ sở chính: 08 Nam Kỳ Khởi Nghĩa,
phường Sài Gòn, Thành phố Hồ Chí Minh, Việt Nam
Mã số doanh nghiệp: 0304116373

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Số/No.: 07 /2026/QĐ-HĐQT

Thành phố Hồ Chí Minh, ngày 24 tháng 04 năm 2026
Ho Chi Minh City, dated 24 April 2026

**QUYẾT ĐỊNH
DECISION**

V/v Ban hành Quy chế nội bộ về quản trị công ty - cập nhật
Re: Promulgating the Updated Internal Regulation on Corporate Governance

**HỘI ĐỒNG QUẢN TRỊ
CÔNG TY CỔ PHẦN TẬP ĐOÀN BIA SÀI GÒN BÌNH TÂY
THE BOARD OF DIRECTORS
OF SAI GON BINH TAY BEER GROUP JOINT STOCK COMPANY**

- Căn cứ Luật Doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
Pursuant to Enterprise Law No. 59/2020/QH14 dated 17 June 2020;
- Căn cứ Nghị quyết Đại hội đồng cổ đông số 02/2026/ĐHĐCĐ được thông qua tại Đại hội đồng cổ đông thường niên năm 2026 ngày 20/04/2026.
Pursuant to the Resolution of the General Meeting of Shareholders No. 02/2026/ĐHĐCĐ approved in the Annual General Meeting of Shareholders dated 20 April 2026.

**QUYẾT ĐỊNH
DECIDES**

Điều 1. Ban hành kèm theo Quyết định này là " Quy chế nội bộ về quản trị công ty", sửa đổi bổ sung theo Nghị quyết Đại hội đồng cổ đông thường niên năm 2026 ngày 20/04/2026. (đính kèm)
Article 1. Attached to this Decision is the "Internal Regulation on Corporate Governance", amended and supplemented in accordance with the Resolution of the Annual General Meeting of Shareholders 2026 dated 20 April 2026. (attached hereto)

Điều 2. Quyết định này có hiệu lực kể từ ngày ký.
Thành viên Hội đồng quản trị, Tổng Giám đốc SABIBECO, các đơn vị, phòng ban liên quan có trách nhiệm thi hành Quyết định này./.
*Article 2. This Decision is effective from the date of issue.
Members of Board of Directors, General Director of SABIBECO, the relevant units, departments shall be responsible for implementation of this Decision./.*

**TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH
ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**



TAN TECK CHUAN LESTER

SOCIALIST REPUBLIC OF VIETNAM

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INTERNAL REGULATIONS ON CORPORATE GOVERNANCE



**SAIGON BINH TAY BEER GROUP
JOINT STOCK COMPANY**

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Ho Chi Minh City, 20th April 2026

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INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

Based on the Law on Securities dated 26 Nov 2019;

Based on the Law on Enterprises 17 Jun 2020;

Based on Decree No. 155/2020/ND-CP dated 31 Sep 2020 detailing the implementation of a number of articles of the Law on Securities;

Based on Circular No. 116/2020/TT-BTC of the Minister of Finance, guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP;

Based on the Charter of Saigon Binh Tay Beer Group Joint Stock Company;

Based on Resolution No. [●] of the General Meeting of Shareholders dated [●];

The Board of Directors hereby promulgates the Internal Regulations on Corporate Governance of Saigon Binh Tay Beer Group Joint Stock Company.

The Internal Regulations on Corporate Governance of Saigon Binh Tay Beer Group Joint Stock Company comprise the following contents:

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CHAPTER I - GENERAL PROVISIONS

Article 1. Significance and governing scope and applicable entities

1. The Internal Regulations on Corporate Governance of Saigon Binh Tay Beer Group Joint Stock Company are developed in accordance with the Law on Enterprises 2020, the Law on Securities 2019, regulations on corporate governance applicable to public companies, and the Charter of Saigon Binh Tay Beer Group Joint Stock Company.
2. These Regulations define the roles, rights, and obligations of the General Meeting of Shareholders; establish fundamental principles of corporate governance to protect the lawful rights and interests of shareholders; and prescribe the roles, rights, obligations, standards of conduct, and professional ethics of members of the Board of Directors, the Management Board, the Board of Supervisors, and other executives of the Company.
3. These Regulations serve as the basis for evaluating the corporate governance performance of Saigon Binh Tay Beer Group Joint Stock Company.
4. These Regulations govern the following principal matters:
 - a. Procedures for convening and voting at the General Meeting of Shareholders;
 - b. Nomination, candidacy, election, dismissal, and removal of members of the Board of Directors;
 - c. Procedures for organizing meetings of the Board of Directors;
 - d. Establishment and operation of committees under the Board of Directors (if any);
 - e. Selection, appointment, and dismissal of the Chief Executive Officer (if any);
 - f. Nomination, candidacy, election, dismissal, and removal of members of the Board of Supervisors; and the selection, appointment, and dismissal of other executive officers (if any);
 - g. Coordination mechanisms among the Board of Directors, the Board of Supervisors, and the General Director;

h. Regulations on annual performance evaluation, remuneration, rewards, and disciplinary measures applicable to members of the Board of Directors, the Board of Supervisors, the General Director, and other executive officers;

i. Reporting and information disclosure.

5. These Regulations apply to the following subjects:

a. Saigon Binh Tay Beer Group Joint Stock Company;

b. Shareholders and organizations/individuals that are related parties of shareholders;

c. Members of the Board of Directors, the Board of Supervisors, and other executives of the Company, as well as their related parties;

d. Organizations and individuals having rights and interests related to the Company.

Article 2. Definitions

1. In these Regulations, the following terms shall be construed as follows:

a. “Corporate Governance” means a system of rules and practices ensuring that the Company is effectively directed, managed, and controlled for the benefit of shareholders and stakeholders. The principles of corporate governance include:

- Ensuring a sound and appropriate governance structure;
- Ensuring the effective operation of the Board of Directors and the Board of Supervisors;
- Ensuring the lawful rights and interests of shareholders and stakeholders;
- Ensuring equitable treatment of shareholders;
- Ensuring transparency in the Company’s operations.

b. “Company” means Saigon Binh Tay Beer Group Joint Stock Company.

c. “Articles of Association” means the Charter on Organization and Operation of the Company, as approved by the General Meeting of Shareholders.

d. “Shareholder” means any organization or individual owning at least one issued share of the Company and whose name is recorded in the Company’s Shareholder Register.

d. “General Meeting of Shareholders” means the highest decision-making body of the Company, comprising all shareholders with voting rights.

e. “Related Parties” means individuals and organizations as defined in Clause 46, Article 4 of the Law on Securities 2019 and Clause 23, Article 4 of the Law on Enterprises 2020.

f. “Non-executive members of the Board of Directors” means members of the Board of Directors who do not hold executive positions, including the General Director, Deputy General Director, Chief Accountant, or other managerial positions appointed by the Board of Directors.

g. “Independent members of the Board of Directors” means members of the Board of Directors who satisfy all conditions prescribed under the Law on Enterprises and applicable securities laws.

h. “Executive Officers” means the General Director, Deputy General Director, Chief Accountant, and other managerial positions within the Company appointed by the Board of Directors.

2. In these Regulations, references to any provision of law or legal document shall include any amendments, supplements, or replacements thereto from time to time.

CHAPTER II - PROCEDURES FOR CONVENING AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

Article 3. Announcement of the Record Date for Determining Shareholders Eligible to Attend the General Meeting of Shareholders

1. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the Company’s Shareholder Register and/or the list of securities holders provided by the Vietnam Securities Depository and Clearing Corporation. The Company shall disclose information regarding the preparation of such list at least twenty (20) days prior to the expected record date. The list of

shareholders entitled to attend the General Meeting of Shareholders shall be finalized no earlier than ten (10) days prior to the date on which invitations to attend the General Meeting of Shareholders are dispatched.

2. The notice of the record date for determining shareholders entitled to attend the General Meeting of Shareholders must be published on the Company's website and shall clearly specify: the record date for exercising shareholders' rights; the ex-rights trading date; the reason for and purpose of the meeting; as well as the expected time, venue, and agenda of the General Meeting of Shareholders.

Article 4. Notice of convening the General Meeting of Shareholders

1. The notice of the General Meeting of Shareholders shall be sent to all shareholders and simultaneously disclosed via the information systems of the Stock Exchange and on the Company's website. Such notice must be dispatched at least twenty-one (21) days prior to the date of the General Meeting of Shareholders. The agenda of the General Meeting of Shareholders and documents relating to matters to be submitted for approval at the meeting shall be sent to shareholders and/or published on the Company's website. Where such documents are not enclosed with the notice, the notice must clearly indicate the website address where shareholders may access them.

2. The Company shall not impose any restrictions on shareholders' attendance at the General Meeting of Shareholders and shall facilitate shareholders in appointing proxies to attend the meeting or in exercising their voting rights by registered mail upon request. The Company shall provide guidance on proxy appointment procedures and prepare proxy forms for shareholders in accordance with applicable regulations.

Article 5. Register to attend the Shareholders' General Meeting

1. Shareholders may register to attend the General Meeting of Shareholders in accordance with the methods specified in the meeting notice, including one of the following: in person, via a mobile application, by fax, by post, or by email to the Company, prior to the deadline stated in the invitation to the General Meeting of Shareholders.

2. A shareholder who is unable to attend the meeting may appoint a proxy to attend on his/her/its behalf. Where a shareholder appoints more than one proxy, the number of shares and corresponding voting rights of each proxy must be clearly specified. The appointment of a proxy must be made in writing using the form provided by the Company together with the meeting invitation and must satisfy the following requirements:

- In the case of an individual shareholder, the proxy appointment must bear the signatures of the shareholder and the proxy (if the proxy is an individual), or the legal representative of the authorized organization (if the proxy is an organization);
- In the case of an institutional shareholder, the proxy appointment must be signed by the legal representative of the shareholder and the proxy (if the proxy is an individual), or the legal representative of the authorized organization (if the proxy is an organization);
- The proxy attending the General Meeting of Shareholders must present the original of a valid identification document (National Identity Card, Citizen Identification Card, or passport) for verification and submit the original proxy appointment upon registration for attendance.

Article 6. Procedures for Voting, Vote Counting, and the Announcement of Voting Results

1. Upon registration for attendance, the Company shall issue to each shareholder or duly authorized proxy a voting card indicating a unique registration code, seat number, full name of the shareholder, full name of the proxy (if any), and the number of voting rights corresponding to the shareholder's shareholding. Such voting card shall be used for voting on all matters submitted to the General Meeting of Shareholders.

2. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. For each matter submitted for approval, the total number of votes in favor, against, and abstentions shall be counted. The results of the vote counting, including the total number of votes in each category, shall be announced by the Chairperson prior to the closing of the meeting.

3. [Delete]

4. [Delete]

5. The voting results shall be announced at the General Meeting of Shareholders immediately upon completion of the vote counting.

6. Where all shareholders representing one hundred percent (100%) of the total voting shares are present in person or represented by proxies at the General Meeting of Shareholders, any resolutions adopted at such meeting shall be valid and effective notwithstanding any non-compliance with the procedures for convening the meeting as stipulated in the Company's Charter and these Regulations, or the inclusion of matters not specified in the meeting agenda.

Article 7. Methods for Raising Objections to or Requesting the Annulment of the Minutes and Resolutions of the General Meeting of Shareholders

1. Shareholders shall have the right to object to the minutes and resolutions of the General Meeting of Shareholders by requesting the meeting secretary to record such objection in the minutes, in the event that the resolution is announced at the meeting; or by submitting a written objection to the Board of Directors within ten (10) days from the date on which the minutes and resolutions of the General Meeting of Shareholders are sent to shareholders and/or published on the Company's website.

2. Shareholders, members of the Board of Directors, the Board of Supervisors, and the General Director shall have the right to request a competent court or arbitration tribunal to review and annul a resolution of the General Meeting of Shareholders in accordance with Article 24 of the Company's Charter. Costs associated with such request for annulment shall be borne in accordance with applicable laws.

3. In all cases, shareholders shall remain bound by and comply with the resolutions of the General Meeting of Shareholders until a legally effective decision is issued by a competent court or arbitration tribunal regarding the annulment of such resolutions.



Article 8. Recording and preparing minutes of the Shareholders' General Meeting

1. The Secretary of the General Meeting of Shareholders shall be responsible for recording all proceedings of the meeting, preparing the minutes, and submitting them to the General Meeting of Shareholders for approval at the meeting.
2. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language, both versions having equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail. The minutes must include the principal contents as prescribed in Article 23 of the Company's Charter.
3. The Secretary of the General Meeting of Shareholders shall read the draft minutes at the meeting for shareholders' review prior to submitting them to the Chairperson for signature.
4. The Chairperson and the Secretary of the General Meeting of Shareholders shall be jointly responsible for the truthfulness and accuracy of the minutes.
5. The minutes of the General Meeting of Shareholders, together with appendices including the list of attending shareholders, voting ballots, vote-counting records, the full text of resolutions adopted at the meeting, documents enclosed with the meeting invitation, and documents distributed at the meeting, shall be retained at the Company's head office for a minimum period of ten (10) years from the date of issuance.

Article 9. Notification of Shareholders' General Meeting Resolutions to Shareholders and Public Disclosure

1. Resolutions of the General Meeting of Shareholders shall be notified to shareholders within fifteen (15) days from the date of adoption. The distribution of the minutes of the General Meeting of Shareholders may be substituted by publication on the Company's website.
2. The Company shall disclose information relating to the General Meeting of Shareholders in accordance with the applicable laws on securities and the securities market.

Article 10.

The adoption of resolutions by the General Meeting of Shareholders through written ballots shall be carried out in accordance with Article 22 of the Company's Charter. In such cases, the Company shall ensure that all relevant documents are duly sent to shareholders and/or published, and that shareholders are provided with sufficient time to review such documents prior to submitting their voting ballots, in a manner equivalent to that applicable to the convening of a General Meeting of Shareholders.

CHAPTER III - PROCEDURES FOR THE NOMINATION, CANDIDACY, ELECTION, REMOVAL, AND DISMISSAL OF MEMBERS OF THE BOARD OF DIRECTORS**Article 11. Standards for Board of Directors Members.**

In addition to the standards and conditions for membership of the Board of Directors as stipulated in Article 155 of the Law on Enterprises 2020 and the Company's Charter, members of the Board of Directors must satisfy the following criteria:

- Members of the Board of Directors should limit holding concurrent positions within the Company's executive management in order to ensure a clear separation between supervisory and executive functions;
- A member of the Board of Directors may concurrently serve as a member of the Board of Directors or the Board of Members of no more than five (05) other companies;
- Members of the Board of Directors are not required to be shareholders of the Company;
- The Chairperson of the Board of Directors may not concurrently hold the position of General Director (Director) of a public company.

Article 12. Procedures for the Nomination and Candidacy of Board of Directors Members by Shareholders or Groups of Shareholders

1. Shareholders or groups of shareholders holding ten percent (10%) or more of the total number of ordinary shares shall have the right to nominate candidates for the

Board of Directors in accordance with Clause 2, Article 25 of the Company's Charter.

2. The number of candidates that shareholders or groups of shareholders may nominate shall be determined as follows: From ten percent (10%) to less than thirty percent (30%): a maximum of one (01) candidate; From thirty percent (30%) to less than fifty percent (50%): a maximum of two (02) candidates; From fifty percent (50%) or more: a maximum of three (03) candidates.

3. Where the number of candidates nominated and standing for election to the Board of Directors remains insufficient, the incumbent Board of Directors may nominate additional candidates or organize additional nominations in accordance with a clearly defined nomination mechanism, which must be approved by the General Meeting of Shareholders prior to implementation and in compliance with applicable laws.

4. The list of candidates, together with their curricula vitae and relevant supporting information for candidates nominated or standing for election to the Board of Directors and the Board of Supervisors, shall be submitted to the incumbent Board of Directors.

5. Where candidates have been identified in advance, information relating to such candidates for the Board of Directors shall be included in the materials of the General Meeting of Shareholders and published on the Company's website at least ten (10) days prior to the opening date of the General Meeting of Shareholders, to enable shareholders to review such information before voting. Candidates for the Board of Directors must provide a written undertaking confirming the truthfulness, accuracy, and completeness of the disclosed personal information, and commit to performing their duties honestly and diligently if elected.

Article 13. Method of electing members of the Board of Directors

1. The election of members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of members to be elected to the Board of Directors. Shareholders may allocate all or part of their votes

to one or more candidates, or distribute their votes among candidates at their discretion.

2. Voting ballots shall be pre-printed by the Organizing Committee and shall include the list of candidates arranged in alphabetical order in Vietnamese, indicate the number of voting shares, and bear the Company's seal.

3. Shareholders shall have the right to vote for themselves if their names are included in the list of candidates.

4. Voting ballots shall be distributed at the General Meeting of Shareholders. Each ballot shall include the names of candidates for the Board of Directors, information relating to the shareholder, and the total number of voting shares represented. Shareholders are responsible for verifying the number of shares stated on the ballot and must promptly notify the Organizing Committee of any discrepancies upon receipt.

5. A ballot shall be deemed invalid if it falls under one or more of the following cases:

- The ballot is not issued by the Ballot Counting Committee;
- The total number of votes cast for candidates exceeds the total voting rights of the shareholder (including shares owned and represented by proxy);
- The ballot contains erasures or alterations;
- The ballot includes the name(s) of individuals not included in the list of nominees and candidates approved by the General Meeting of Shareholders prior to the election;
- Other cases as prescribed by applicable laws or as decided by the General Meeting of Shareholders.

6. Successful candidates for the Board of Directors shall be determined in accordance with the provisions of the Law on Enterprises, the Company's Charter, and the election rules and criteria approved by the General Meeting of Shareholders prior to the election.

7. The election results shall be deemed valid upon the approval of the election minutes by the Chairperson and the adoption of the relevant resolution by the General Meeting of Shareholders.

Article 14. Election of the Chairman of the Board of Directors

1. Following the announcement of the election results of the Board of Directors at the General Meeting of Shareholders, the Board of Directors shall elect one (01) Chairperson from among its members.

2. The Chairperson of the Board of Directors shall not concurrently hold the position of Director (General Director) of a public company.

Article 15. Cases of dismissal or removal of members of the Board of Directors

Members of the Board of Directors may be dismissed or removed from office in the following cases:

- Failing to satisfy the qualifications and conditions for membership of the Board of Directors as prescribed by the Law on Enterprises, or becoming subject to legal prohibitions on serving as a member of the Board of Directors;
- Submitting a written resignation;
- Being declared to have lost civil act capacity, having limited civil act capacity, or being unable to perform duties due to mental or other health conditions, as supported by competent medical evidence;
- Failing to attend meetings of the Board of Directors for six (06) consecutive months without a valid reason, except in cases of force majeure;
- Being dismissed or removed pursuant to a resolution of the General Meeting of Shareholders;
- Providing false or misleading personal information in the nomination or candidacy dossier submitted to the Company;
- Other cases as prescribed by applicable laws and the Company's Charter.

Article 16. Notification of election, dismissal, and removal of members of the Board of Directors.

Announcements regarding the election, dismissal, or removal of members of the Board of Directors shall be publicly disclosed in accordance with the applicable laws on securities and the securities market.

CHAPTER IV - PROCEDURES FOR CONVENING AND CONDUCTING MEETINGS OF THE BOARD OF DIRECTORS

Article 17. Notice of Board Meeting

1. Notices of meetings of the Board of Directors shall be sent to members of the Board of Directors and Supervisors at least three (03) working days prior to the date of the meeting. A member of the Board of Directors may waive the notice requirement in writing; such waiver may be amended or revoked in writing by that member. The notice of a meeting of the Board of Directors shall be made in writing in Vietnamese and must clearly specify the time and venue of the meeting, the agenda, the matters to be discussed, and be accompanied by relevant documents relating to the items to be discussed and voted on at the meeting, as well as voting forms for members.

2. Notices of meetings may be sent by post, fax, email, or other appropriate means, provided that they are delivered to the contact details of each member of the Board of Directors and each Supervisor as registered with the Company.

Article 18. Conditions for the Valid Convening of Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall convene both regular and extraordinary meetings of the Board of Directors, and shall determine the agenda, time, and venue of such meetings at least three (03) working days prior to the meeting date. The Chairperson may convene meetings whenever deemed necessary; however, at least one (01) meeting shall be held in each quarter.

2. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors without undue delay, unless there is a legitimate reason, upon receipt of a written request from any of the following parties, specifying the purpose of the meeting and the matters to be discussed:

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- The Board of Supervisors;
- The General Director or at least five (05) other executive officers;
- An independent member of the Board of Directors;
- At least two (02) members of the Board of Directors.;

3. Meetings requested pursuant to Clause 2 above must be convened within seven (07) working days from the date of receipt of the request. If the Chairperson fails or refuses to convene such meeting, he/she shall be liable for any damages incurred by the Company, and the requesting parties shall have the right to convene the meeting in place of the Chairperson.

4. Where an independent auditing firm requests a meeting in connection with the audit of the Company's financial statements, the Chairperson of the Board of Directors shall convene a meeting of the Board of Directors to discuss the audit report and the Company's financial condition.

5. Meetings of the Board of Directors shall be conducted in accordance with Clause 8, Article 157 of the Law on Enterprises. A meeting of the Board of Directors shall be validly convened when at least three-quarters (3/4) of the total number of members are present. If the first meeting does not meet the required quorum, a second meeting may be convened within seven (07) days from the scheduled date of the first meeting. In such case, the meeting shall be deemed valid if more than one-half (1/2) of the total number of members of the Board of Directors are present.

Article 19. Voting Procedures

1. Members of the Board of Directors may submit their votes to the meeting by post, fax, or email. Votes submitted by post must be placed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour prior to the commencement of the meeting. Such envelopes shall be opened only in the presence of all attendees at the meeting.

2. Except as provided in Clause 1 above, each member of the Board of Directors attending the meeting in person shall have one (01) vote. Members of the Board of Directors may not authorize another person to attend and vote on their behalf;

3. Members of the Board of Directors shall not vote on contracts, transactions, or proposals in which they or their related persons have interests that conflict or may conflict with the interests of the Company. Such members shall not be counted toward the quorum for meetings or the voting threshold in respect of such matters;

4. Where a matter arises at a meeting involving the interests or voting rights of a member of the Board of Directors who does not voluntarily abstain from voting, the decision of the Chairperson shall be final, unless the nature and scope of such member's interests have not been fully disclosed;

5. Supervisors shall have the right to attend meetings of the Board of Directors and participate in discussions but shall not have voting rights.

Article 20. Board of Directors Resolution Procedures

1. The Board of Directors shall adopt decisions and resolutions on the basis of a majority vote of the members present at the meeting. In the event of a tie, the vote of the Chairperson of the Board of Directors shall be decisive.

2. Resolutions adopted by way of written consultation shall be approved by a majority of the members of the Board of Directors entitled to vote and shall have the same validity and effect as resolutions adopted at a duly convened meeting.

Article 21. Recording the minutes of the Board of Directors meeting

1. Meetings of the Board of Directors shall be recorded in minutes and may be audio-recorded, otherwise recorded, and stored in electronic form. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language, and shall include the following principal contents:

- Name, head office address, and enterprise registration number of the Company;
- Purpose, agenda, and contents of the meeting;
- Time and venue of the meeting;
- Full names of members attending the meeting, their mode of attendance, and, where applicable, their authorized representatives; full names of members absent from the meeting and the reasons for absence;

- Matters discussed and voted on at the meeting, together with the corresponding voting ratios;
 - Summary of opinions expressed by each attending member, recorded in chronological order;
 - Voting results, clearly indicating the number of votes in favor, against, and abstentions;
 - Matters approved at the meeting;
 - Full names and signatures of the Chairperson and the minute-taker.
2. The minutes of a meeting of the Board of Directors shall be approved at the meeting.
3. The minutes of meetings of the Board of Directors and all documents used at such meetings shall be retained at the Company's head office.
4. Minutes prepared in Vietnamese and in a foreign language (if any) shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.
5. The Chairperson of the Board of Directors shall be responsible for circulating the minutes of the meeting to members of the Board of Directors. Such minutes shall constitute prima facie evidence of the matters discussed and resolved at the meeting, unless objections to their contents are raised within ten (10) days from the date of circulation.

Article 22. Disclosure of Resolutions of the Board of Directors:

The Company shall be responsible for disclosing information regarding resolutions of the Board of Directors internally, to competent authorities (where required), and to the public through appropriate channels, including the Company's website and mass media, in accordance with the procedures and requirements prescribed by applicable corporate laws and the laws on securities and the securities market.

CHAPTER V - PROCEDURES FOR THE NOMINATION, CANDIDACY, ELECTION, DISMISSAL, AND REMOVAL OF MEMBERS OF THE BOARD OF SUPERVISORS

Article 23. Standards for Board of Supervisors Members

Members of the Board of Supervisors must satisfy the following standards and conditions:

- Possess full legal capacity and not be subject to any prohibition on establishing or managing enterprises in accordance with the Law on Enterprises 2020;
- Not be a spouse, parent (biological or adoptive), child (biological or adoptive), or sibling of any member of the Board of Directors, the General Director, or other managers of the Company;
- Not hold any managerial position within the Company; and are not required to be shareholders or employees of the Company;
- Hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the Company's business activities;
- Not work in the accounting or finance department of the Company;
- Not be a member or employee of an independent auditing firm that has audited the Company's financial statements within the three (03) consecutive years immediately preceding their appointment;
- Satisfy other standards and conditions as prescribed by applicable laws and the Company's Charter.

Article 24. Procedures for shareholders and groups of shareholders to nominate or propose candidates for the position of Board of Supervisors Member.

The nomination and election of members of the Board of Supervisors shall be conducted in the same manner as the nomination and election of members of the Board of Directors as stipulated in Article 12 of these Regulations. The nomination ratio for candidates to the Board of Supervisors shall be as follows:

- Shareholders or groups of shareholders holding from ten percent (10%) to less than thirty percent (30%) of the total number of ordinary shares may nominate a maximum of one (01) candidate; From thirty percent (30%) to less than fifty percent (50%): a maximum of two (02) candidates; From fifty percent (50%) or more: a maximum of three (03) candidates.
- In cases where the number of candidates for the Board of Supervisors nominated through the above process remains insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize further nominations in accordance with a clearly defined mechanism, which must be approved by the General Meeting of Shareholders prior to implementation.

Article 25. Procedures for Electing the Supervisors

The election of the Board of Supervisors members is conducted by cumulative voting and follows the same procedure as the election of Board members as stipulated in Article 13 of these Regulations.

Article 26. Circumstances for the Dismissal or Removal of Members of the Board of Supervisors

In accordance with Clauses 3 and 4 of Article 37 of the company's charter.

Article 27. Notification of election, dismissal, and removal of the Auditor

Announcements regarding the election, dismissal, or removal of the Board of Supervisors must be made public in accordance with the regulations of the law on securities and the securities market.

CHAPTER VI - ESTABLISHMENT AND OPERATION OF SUBCOMMITTEES OF THE BOARD OF DIRECTORS

Article 28. Establishment and operation of subcommittees of the Board of Directors

1. Where deemed necessary, the Board of Directors may establish subcommittees to assist in matters relating to strategy and development, human resources, remuneration, internal audit, and other relevant areas...
2. The number and composition of each subcommittee shall be determined by the Board of Directors; however, each subcommittee should comprise at least three (03)

members, including members of the Board of Directors and, where appropriate, external members. Independent members and/or non-executive members of the Board of Directors should constitute a majority of the subcommittee. One such member shall be appointed as the Head of the subcommittee by the Board of Directors.

3. The qualifications and criteria for the Head and members of each subcommittee, as well as the functions, duties, and powers of the subcommittees and their members, shall be prescribed by the Board of Directors.

4. The operations of the subcommittees shall be governed by the regulations issued by the Board of Directors. Resolutions of a subcommittee shall be valid only when approved by a majority of the members attending and voting at the meeting, provided that such majority includes members of the Board of Directors.

5. The implementation of decisions of the Board of Directors, its subcommittees, and individual members assigned responsibilities within such subcommittees shall comply with applicable laws, relevant regulations, and the Company's Charter.

6. Where subcommittees are not established, the Board of Directors may assign individual members or other qualified persons to be responsible for specific areas such as internal audit, remuneration, human resources, or other functions...

CHAPTER VII - PROCEDURES FOR THE SELECTION, APPOINTMENT, AND DISMISSAL OF THE COMPANY'S EXECUTIVE MANAGEMENT

Article 29. Standards for Company Executives

1. The standards and conditions for the appointment of the General Director shall comply with Article 162 of the Law on Enterprises 2020 and the Company's Charter.

2. The standards and conditions for the appointment of a Deputy General Director shall include:

a. Having full civil act capacity and not being subject to any prohibition on managing enterprises in accordance with applicable laws;

b. Possessing professional qualifications in one or more areas of the Company's business operations, and having the ability to organize, manage, and perform assigned duties within the relevant field.

c. Qualifications and experience:

- Having professional qualifications in one or more areas of the Company's business management;
- Having at least three (03) years of relevant practical experience in one or more areas of the Company's business operations as of the date of appointment.

3. The standards and conditions for the appointment of the Chief Accountant shall include:

a. Satisfying the standards and conditions prescribed under the Accounting Law and other relevant legal regulations.

b. Demonstrating professional ethics, honesty, integrity, and a commitment to complying with and upholding regulations on financial and accounting management in accordance with applicable laws and the Company's internal regulations.

c. Qualifications and experience:

- Holding a university degree or higher in accounting or a relevant discipline;
- Having at least five (05) years of practical experience in accounting as of the date of appointment;
- Holding a Chief Accountant certificate in accordance with applicable accounting laws.

4. Other executive officers shall be subject to the same standards and conditions as those applicable to the Deputy General Director.

Article 30. Procedures for appointing the Company Executives

1. General Director: The Board of Directors shall appoint one (01) of its members as the General Director or recruit and appoint another individual to serve as the General Director, and shall enter into an employment contract specifying salary,

remuneration, benefits, and other relevant terms. Information regarding the salary, allowances, and other benefits of the General Director shall be reported to the Annual General Meeting of Shareholders and disclosed in the Company's annual report. Members of the Board of Directors may nominate candidates or self-nominate for the position of General Director. Where there are multiple candidates, the Board of Directors may conduct evaluations, interviews, and other selection procedures (including consultation with key executives of the Company, where appropriate) to determine the candidate to be appointed. The appointment dossier for the General Director shall be prepared by the nominating candidate and shall include:

- A curriculum vitae (self-declared), clearly stating personal information, educational background, and professional experience;
- A proposed action plan;
- A self-assessment of past work performance;
- Copies of diplomas, professional certificates, and relevant training or development certificates;
- Conclusions of inspections, audits, and the resolution of complaints or denunciations, and other relevant documents relating to the candidate (if any). All such documents shall be circulated to members of the Board of Directors together with the meeting notice, unless the members agree otherwise regarding the timing of document delivery. The Board of Directors shall adopt a resolution on the appointment, and the Chairperson of the Board of Directors shall sign the appointment decision.

2. The appointment of the Deputy General Director, Chief Accountant, and other executive officers shall be decided by the Board of Directors based on the recommendation of the General Director. The appointment dossier for such positions shall be the same as that required for the appointment of the General Director.

Article 31. Signing of employment contracts

Following the appointment of a manager of the Company, the Chairperson of the Board of Directors shall execute an employment contract (or an addendum thereto) with such manager. The employment contract shall clearly specify the principles of remuneration, level of income, benefits, as well as the rights and obligations of the manager. The contents of the employment contract must comply with applicable labor laws and the Company's Charter.

Article 32. Circumstances for the Dismissal or Resignation of Executive Officers

1. An executive officer who wishes to resign shall submit a written resignation to the Board of Directors. Within thirty (30) days from the date of receipt of such resignation, the Board of Directors shall consider and decide on the matter. Pending such decision, the executive officer shall continue to perform his/her duties and responsibilities in the appointed position.

2. The Board of Directors may dismiss an executive officer in the following cases:

- - Based on operational needs of the Company, including personnel reallocation, transfer, or rotation;
- - Due to health conditions that render the executive officer unable to continue performing his/her duties;
- - Failure to properly perform assigned duties, or violation of the Company's rules and regulations, or violation of applicable laws, which does not rise to the level requiring termination of the employment contract;
- - Other cases as prescribed by applicable laws and the Company's Charter.

Article 33. Notification of Appointment and Dismissal of the Executives

The Company shall organize internal announcements regarding the appointment and dismissal of executive officers and shall disclose such information in accordance with applicable securities laws, other relevant legal regulations, and the Company's Charter.

CHAPTER VIII - COORDINATION AMONG THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, AND THE GENERAL DIRECTOR

SECTION 1. BOARD OF DIRECTORS

Article 34. Allocation of Responsibilities among Members of the Board of Director

1. The Chairman of the Board of Directors shall manage the activities of the Board of Directors. In the event that the Chairman is absent or unable to perform his/her duties, the Chairman may delegate his/her rights and obligations to another member of the Board of Directors. In the absence of such delegation, the remaining members shall elect one member to act as Chairman on a temporary basis.

2. The Board of Directors shall assign its members to be responsible for specific areas of work. Members shall perform their duties on the basis of being fully informed and must act with loyalty, diligence, and prudence in the best interests of the Company and its shareholders.

3. Members of the Board of Directors shall exercise their rights and perform their obligations in accordance with applicable laws and the Company's Charter. They shall be accountable for the areas and duties assigned to them and shall bear personal responsibility for the performance of such duties.

Article 35. Working Conditions of the Board of Directors

1. The Board of Directors shall use the Company's administrative apparatus and seal in performing its governance functions.

2. The Company's administrative department shall be responsible for receiving and forwarding all correspondence and documents addressed to the Board of Directors. All such correspondence shall be submitted to the Chairman for handling, except where it is specifically addressed to an individual member.

3. Members of the Board of Directors shall have the right to directly request the General Director, Deputy General Directors, and other managers to provide information relating to the areas under their supervision. Such persons shall provide complete, accurate, and timely information upon request.

4. The time limit for responding to such requests shall not exceed three (03) working days from the date of receipt. Where a timely response is not feasible, the response period may be extended but shall not exceed five (05) working days.

5. Members of the Board of Directors shall not directly assign tasks to Company employees without the approval of the General Director or the head of the relevant unit, except where such employees are assigned to work directly with that member.

6. Operating expenses of the Board of Directors shall be approved by the Chairman and accounted for as Company expenses.

Article 36. Relationship between the Board of Directors and the Board of Supervisors

The Board of Directors shall be subject to the supervision of the Board of Supervisors in accordance with the Company's Charter and shall facilitate the Board of Supervisors in the performance of its duties.

Article 37. Reporting Responsibilities to the Board of Supervisors

1. The Board of Directors and its members shall provide documents and explanations to the Board of Supervisors upon request.

2. The Secretary of the Board of Directors (if any) shall forward resolutions and decisions of the Board of Directors to the Head of the Board of Supervisors to enable the Board of Supervisors to perform its functions.

Article 38. Participation of the Board of Supervisors in Meetings of the Board of Directors

1. The Chairman shall invite representatives of the Board of Supervisors to attend meetings of the Board of Directors and to express their opinions.

2. The Board of Supervisors shall have the right to attend and participate in discussions at meetings of the Board of Directors but shall not have voting rights.

SECTION 2. GENERAL DIRECTOR

Article 39. Duties and Powers of the General Director

1. The General Director shall be appointed, dismissed, or removed by the Board of Directors.
2. The General Director shall manage the day-to-day operations of the Company, be subject to the supervision of the Board of Directors, and be accountable to the Board of Directors and the law for the performance of his/her duties
3. The duties and powers of the General Director shall be as prescribed in Clause 3, Article 162 of the Law on Enterprises and the Company's Charter.

Article 40. Responsibilities of the General Director in Preparing Meeting Agendas

The General Director shall prepare matters for discussion and decision at meetings of the Board of Directors and the General Meeting of Shareholders within his/her authority or as assigned by the Chairman.

Article 41. Working Relationship between the Board of Directors and the General Director

1. The General Director shall be responsible for managing the Company's business operations, developing business plans for submission to the Board of Directors, and organizing the implementation of resolutions of the General Meeting of Shareholders and the Board of Directors.
2. The General Director may refuse to implement decisions of the Board of Directors that are deemed contrary to law and shall report and provide explanations to the Board of Directors immediately. Such opinions may be reported in writing to the Board of Supervisors.
3. The Board of Directors may suspend or revoke decisions of the General Director if such decisions are deemed unlawful or inconsistent with the Charter or resolutions of the Board of Directors.
4. In emergency situations (including natural disasters, fires, or other force majeure events), the General Director may decide on matters beyond his/her authority but

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must take responsibility and promptly report to the Board of Directors and the General Meeting of Shareholders.

5. The General Director shall report on losses or inefficiencies and propose remedial measures to the Board of Directors and the General Meeting of Shareholders. In the event of continued losses without a viable recovery plan, the Board of Directors may resolve to dismiss the General Director.

SECTION 3. BOARD OF SUPERVISORS

Article 42. Principles of Operation of the Board of Supervisors.

1. The Board of Supervisors shall operate on a collective basis. Members shall be individually responsible for their assigned duties and accountable to the General Meeting of Shareholders and the law;
2. Its objectives are to protect the interests of shareholders and the Company, contribute to sustainable development, and ensure a balance of interests;
3. Its activities shall not disrupt the normal operations of the Company.
4. It shall act in compliance with the law while ensuring practicality and reasonableness.
5. It shall identify, prevent, and mitigate risks that may harm the Company and its shareholders.
6. It shall ensure transparency and proper disclosure of interests.
7. Members shall act with diligence and integrity;

Article 43. Relationship among the Board of Directors, the General Director, and the Board of Supervisors

1. The Board of Supervisors shall maintain regular coordination with the Board of Directors, notify the Board of Directors of its operational results, and consult with the Board of Directors prior to submitting reports, findings, and recommendations to the General Meeting of Shareholders.
2. To propose measures for supplementation, amendment, and improvement of the organizational and management structure and business operations of the Company,

and to recommend that the Board of Directors submit such proposals to the General Meeting of Shareholders at the nearest meeting.

3. The Board of Supervisors shall be responsible for reporting to the General Meeting of Shareholders on the truthfulness, accuracy, reasonableness, and legality of the recording and retention of vouchers and accounting books, the preparation of financial statements and other reports of the Company, as well as the integrity and legality in the management and administration of the Company's business operations.

4. The Board of Supervisors shall maintain records of declarations of interests of the Company's executives in order to monitor economic and civil transactions between such executives and entities in which they have related interests or benefits, with a view to detecting and supervising such transactions and preventing potential damage to the Company and its shareholders.

5. The Board of Supervisors shall receive complaints from shareholders relating to the management and administration of the Company, organize verification and assessment of such complaints, consult with the Board of Directors, and respond to shareholders' complaints.

6. The Board of Supervisors is authorized, on behalf of the Company, to receive inspection and examination delegations from competent state authorities, to work directly with and provide documents to such authorities upon request, and shall have the right to refuse to work with inspection or examination teams where it deems that such inspection or examination is not in compliance with applicable laws on enterprise inspection and examination.

7. The Board of Directors, its members, the General Director, Deputy General Directors, the Chief Accountant, and other managerial personnel must provide full and timely information and documents relating to the business operations of the Company or its units at the request of the Board of Supervisors, unless otherwise decided by the General Meeting of Shareholders.

8. The Board of Supervisors must not disclose the Company's confidential information and shall bear personal responsibility for the use of information

classified as confidential. Requests for information by the Board of Supervisors and the use of such information must not adversely affect the management and operation of the Company.

CHAPTER IX - REGULATIONS ON PERFORMANCE EVALUATION, REWARDS, AND DISCIPLINARY ACTIONS FOR MEMBERS OF THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES AND MANAGERS

Article 44. Performance Evaluation of Members of the Board of Directors, Board of Supervisors Members, and the General Director

1. On an annual basis, based on the assigned functions and duties, the Board of Directors shall organize the evaluation of the performance and fulfillment of assigned duties of each member of the Board of Directors, the General Director, and other executives.
2. The Head of the Board of Supervisors shall organize the evaluation of the performance and fulfillment of assigned duties of each member of the Board of Supervisors.
3. The General Director shall take the lead in conducting performance evaluations of managerial personnel (appointed by decision of the General Director) and employees, based on the Company's regulations and the annual performance results of each unit, in order to classify and assess the level of fulfillment of assigned duties

Article 45. Rewards and Recognition

1. On an annual basis, based on performance evaluation results, the General Director shall submit to the Board of Directors proposals for rewards and recognition for individuals within the Company.
2. Forms of rewards may include:
 - Cash bonuses;
 - Shares or other forms of incentives (if any).

3. Funding for rewards and recognition shall be sourced from the Company's reward fund, shareholder bonus fund (where profits exceed targets), and other lawful sources, including treasury shares (if applicable).

4. The specific level of rewards shall be determined annually based on the Company's actual performance and financial condition.

Article 46. Handling of Violations and Disciplinary Actions

1. Based on annual performance evaluation results, appropriate forms and levels of disciplinary action shall be determined in accordance with applicable laws and the Company's regulations. Members of the Board of Directors, the General Director, other executives, and managers who fail to perform their duties with due diligence, care, and professional competence shall be held liable for any damages caused.

2. Any such persons who, in the course of performing their duties, violate applicable laws or the Company's regulations shall be subject to disciplinary measures, administrative sanctions, or criminal liability, depending on the severity of the violation. Where damage is caused to the Company, its shareholders, or other parties, compensation shall be made in accordance with the law.

CHAPTER X - SELECTION, APPOINTMENT, AND DISMISSAL OF THE PERSON IN CHARGE OF CORPORATE GOVERNANCE

Article 47. Appointment of the Person in Charge of Corporate Governance

The Board of Directors may appoint one (01) Person in Charge of Corporate Governance to support effective corporate governance. The term of office shall be determined by the Board of Directors but shall not exceed five (05) years. This person may concurrently serve as the Company Secretary in accordance with the Law on Enterprises and the Company's Charter.

Article 48. Standards for the Person in Charge of Corporate Governance

The Person in Charge of Corporate Governance must meet the following criteria:

- Possess knowledge of law, finance, and accounting;



- Not concurrently work for an independent auditing firm that is auditing the Company's financial statements;
- Meet other standards as prescribed by law and as determined by the Board of Directors.

Article 49. Dismissal of the Person in Charge of Corporate Governance

The Board of Directors may dismiss the Person in Charge of Corporate Governance when necessary, provided that such dismissal complies with applicable labor laws.

Article 50. Notification of Appointment and Dismissal

The Company shall announce the appointment and dismissal of the Person in Charge of Corporate Governance and disclose such information in accordance with securities laws, other applicable laws, and the Company's Charter.

CHAPTER XI - REPORTING AND INFORMATION DISCLOSURE

Article 51. Information Disclosure Obligations

1. The Company shall be obligated to fully, accurately, and promptly disclose periodic and ad hoc information regarding its business operations, financial status, and corporate governance to shareholders and the public. The content and methods of information disclosure shall comply with applicable laws, the Company's Charter, and the Company's Information Disclosure Regulations. In addition, the Company must promptly, fully, and accurately disclose any other information that may affect the price of its securities or influence the decisions of shareholders and investors.
2. Information disclosure shall be conducted in a manner that ensures shareholders and the investing public have equal and simultaneous access. The language used in disclosures must be clear, understandable, and not misleading to shareholders and investors.

Article 52. Disclosure of Corporate Governance Information

1. The Company shall disclose corporate governance information at the Annual General Meeting of Shareholders and in its annual report in accordance with securities laws. Such disclosure shall include, at a minimum:
 - Structure and membership of the Board of Directors and Board of Supervisors;

- Activities of the Board of Directors and Board of Supervisors;
- Activities of independent members of the Board of Directors;
- Activities of Board committees (if any);
- Plans to improve corporate governance effectiveness;
- Remuneration and expenses of the Board of Directors, executives, and Board of Supervisors;
- Transactions in Company shares by relevant persons and related-party transactions;
- Unfulfilled plans, reasons, and remedial measures.

2. The Company shall prepare and disclose corporate governance reports every six (06) months in accordance with the law and submit them to the State Securities Commission and the Stock Exchange. Such reports shall also be published on the Company's website.

Article 53. Organization of Information Disclosure

The organization of information disclosure shall include:

- The organization of information disclosure shall include the following principal contents:
- To develop and promulgate regulations on information disclosure in accordance with the Law on Securities and its guiding regulations.
- To appoint at least one officer responsible as the focal point for information disclosure. Such officer may be the Company Secretary or a managerial staff member holding a concurrent position. The officer in charge of information disclosure must:
- Possess knowledge of law, finance, and accounting;
- Publicly disclose his/her name, business telephone number, and email address to enable the State Securities Commission, the Stock Exchange, other competent authorities, and shareholders to easily make contact;



- Have sufficient time to perform his/her duties, particularly in liaising with shareholders, recording shareholders' opinions, and periodically disclosing responses to shareholders' opinions and corporate governance matters in accordance with regulations;
- Be responsible for disclosing the Company's information to the State Securities Commission, the Stock Exchange, other competent authorities, and investors in accordance with applicable laws and the Company's Charter.

CHAPTER XII - REPORTING, SUPERVISION, AND HANDLING OF VIOLATIONS

Article 54. Periodic Reporting

The Company shall be obligated to report and disclose information on its corporate governance practices to the State Securities Commission, the Stock Exchange, and other competent authorities in accordance with applicable laws.

Article 55. Supervision

The Company's units, individuals, related organizations, and shareholders shall be subject to supervision over corporate governance by the State Securities Commission, the Stock Exchange, and other competent authorities in accordance with applicable laws.

Article 56. Handling of Violations

In the event that any unit, individual, or related organization violates or fails to comply with the provisions of this Regulation, depending on the nature and severity of the violation, such party may be subject to administrative sanctions or criminal liability in accordance with applicable laws.

CHAPTER XIII - AND SUPPLEMENTATION OF THE REGULATION

Article 57. Amendment and Supplementation of the Internal Corporate Governance Regulation

1. Any amendment or supplementation to this Regulation must be approved by the General Meeting of Shareholders.

2. During implementation, if new issues arise that necessitate amendments or supplementation to ensure compliance with applicable laws and the Company's actual operational conditions, the Company may submit such matters to the Board of Directors for consideration and decision.

3. In cases where relevant legal provisions governing the Company's operations are not yet addressed in this Regulation, or where new legal provisions differ from those set out herein, such legal provisions shall automatically apply and govern the Company's operations.

CHAPTER XIV - IMPLEMENTATION PROVISIONS

Article 58. Implementation

Members of the Board of Directors, the Board of Management (Executive Board), the Board of Supervisors, heads of affiliated units, shareholders, and all employees of the Company shall be responsible for complying with this Regulation.

Article 59. Effectiveness

This Regulation comprises fourteen (14) Chapters and fifty-nine (59) Articles and shall take effect from Apr. 20, 2026.

TM. BOARD OF DIRECTORS



CHAIRMAN

TAN TECK CHUAN LESTER

