

*Hanoi, May 12, 2026*

**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

*Based on the Securities Law dated November 26, 2019;*

*Based on the Enterprise Law dated June 17, 2020;*

*Based on Decree No. Decree No. 155/2020/ND-CP Government Decree 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, issued by the Minister of Finance, guiding some provisions on corporate governance applicable to public companies under Decree No. Decree No. 155/2020/ND-CP Government Decree dated December 31, 2020, detailing the implementation of several articles of the Securities Law;*

*Based on the Articles of Association of Big Group Holdings Investment Joint Stock Company;*

*Based on Resolution No. 01/2026/BIG/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated April 29, 2026;*

*The Board of Directors issues the Internal Regulations on Corporate Governance of Big Group Holdings Investment Joint Stock Company.*

*The internal regulations on corporate governance of Big Group Holdings Investment Joint Stock Company include the following contents:*

**CHAPTER I. GENERAL PROVISIONS**

**Article 1: Meaning, scope of regulation, and subjects of application.**

1. The internal regulations on corporate governance of Big Group Holdings Investment Joint Stock Company are developed in accordance with the provisions of the Enterprise Law, the Securities Law, regulations on corporate governance applicable to public companies, and the Company's Articles of Organization and Operation.
2. These regulations set forth fundamental principles of corporate governance to protect the legitimate rights and interests of shareholders, and establish standards of conduct and professional ethics for members of the Board of Directors, the Audit Committee, and other executives of the Company.
3. This regulation serves as the basis for evaluating the corporate governance performance of Big Group Holdings Investment Joint Stock Company.
4. This regulation will govern the following main issues:
  - a. The roles, rights, and responsibilities of the General Shareholders' Meeting, the Board of Directors, the Audit Committee, and the company's managers.

- a. The sequence and procedures for convening and voting at the General Meeting of Shareholders;
- a. Nominating, electing, dismissing, and removing members of the Board of Directors;
- a. The sequence and procedures for organizing Board of Directors meetings;
- a. Establishment and operation of subcommittees of the Board of Directors (if any);
- a. Selecting, appointing, and dismissing the person in charge of company administration (if any);
- a. Selecting, appointing, and dismissing the Company's CEO;
- a. Coordinate activities between the Board of Directors, the Audit Committee, and the CEO;
- a. Regulations concerning the annual evaluation of performance, rewards, and disciplinary actions for members of the Board of Directors, members of the Audit Committee, the General Director, and other Executives;
- a. Regulations on reporting and disclosure of information.
- 0. The subjects to which this regulation applies include:
  - a. Big Group Holdings Investment Joint Stock Company;
  - a. Shareholders and organizations/individuals who are related parties of shareholders;
  - a. Members of the Board of Directors, other executives of the Company, and organizations and individuals who are related parties of the Board of Directors and executives of the Company;
  - a. Organizations and individuals with vested interests in the Company.

## **Article 2: Definition of Terms**

- 1. In these Regulations, the following terms are understood as follows:
  - a. "Corporate governance": is a system of rules to ensure that a company is effectively managed and controlled for the benefit of shareholders and stakeholders. Principles of corporate governance include:
    - Ensure a sound governance structure;
    - Ensuring the effective operation of the Board of Directors and the Audit Committee;
    - Ensuring the rights of shareholders and stakeholders;
    - Ensure fair treatment among shareholders;
    - Openness and transparency in the company's operations;
  - a. "Enterprise Law" refers to Enterprise Law No. 59/2020/QH14, promulgated by the National Assembly on June 17, 2020;



- b. "Securities Law" refers to Securities Law No. 54/2019/QH14, enacted by the National Assembly on November 26, 2019;
- c. "The Company": refers to Big Group Holdings Investment Joint Stock Company;
- d. "Articles of Association": refers to the Articles of Organization and Operation of the company, approved by the General Meeting of Shareholders;
- e. "Shareholder": is an organization or individual that owns at least one issued share of the company, and whose name is recorded in the company's Shareholder Register;
- f. "General Meeting of Shareholders": is the highest decision-making body of the company, comprising all shareholders with voting rights;
- g. "Related parties": are individuals or organizations as defined in Clause 45, Article 4 of the Enterprise Law and Clause 46, Article 4 of the Securities Law;
- h. "Non-executive board members": are board members who are not the CEO, CEO, Chief Accountant, or other management personnel appointed by the board of directors;
- i. "Executive staff": refers to the General Director, Deputy General Director, Chief Accountant, and other management positions within the company appointed by the Board of Directors.
- 0. In this regulation, references to one or more provisions or texts of law shall include any amendments or replacements thereof.

## **II. ROLES, RIGHTS, AND OBLIGATIONS OF THE GENERAL MEETING OF SHAREHOLDERS**

### **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 the company.
- 2. The General Meeting of Shareholders has the rights and obligations as stipulated in the Enterprise Law and Article 15 of the company's charter.
- 3. Any matters approved in previous General Meetings of Shareholders that have not yet been implemented must be reported by the Board of Directors to the General Meeting of Shareholders at the nearest annual meeting. In case of changes to matters within the authority of the General Meeting of Shareholders, the Board of Directors must submit them to the General Meeting of Shareholders for approval at the nearest meeting before implementation.

### **Article 4: Exercising the right to attend the General Meeting of Shareholders**

Shareholders attend the General Meeting of Shareholders and exercise their voting rights through the following methods:

- a. Attend and vote in person at the meeting;
- a. Authorize other individuals or organizations to attend and vote at the meeting;

- a. Participate and vote via online conference, electronic voting, or other electronic means;
- a. Submit your ballot to the meeting via mail, fax, or email;
- a. Submit your ballot by other means as prescribed in the company's Articles of Association.

### **III. PROCEDURES FOR CONVOCAION AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS**

#### **Article 5: Convening the General Meeting of Shareholders**

1. The Board of Directors convenes annual and extraordinary general meetings of shareholders. The Board of Directors convenes extraordinary general meetings of shareholders in the cases stipulated in Clause 3, Article 14 of the Company's Charter.
2. The Annual General Meeting of Shareholders is held once (01) a year. The General Meeting of Shareholders must be held annually within four (04) months from the end of the financial year. The Board of Directors may decide to extend the Annual General Meeting of Shareholders if necessary, but not more than six (06) months from the end of the financial year.

#### **Article 6: Notice regarding the closing of the list of shareholders entitled to attend the meeting**

1. The list of shareholders entitled to attend the General Meeting of Shareholders is compiled based on the company's shareholder register. The company must publish information on the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled no more than ten (10) days before the date of sending the invitation to the General Meeting of Shareholders.
2. The notice regarding the closing date for the list of shareholders entitled to attend the meeting must be posted on the Company's website, clearly stating the closing date for shareholders to exercise their rights, the trading date on which buyers are not entitled to their rights, the reason and purpose of the meeting, as well as the time, place, and agenda of the planned General Meeting of Shareholders.

#### **Article 7: Notice of convening the General Meeting of Shareholders**

1. The notice of the General Meeting of Shareholders is sent to all shareholders and simultaneously published on the information channels of the State Securities Commission, the Stock Exchange, and on the Company's website. The notice of the General Meeting of Shareholders must be sent at least twenty-one (21) days before the date of the General Meeting of Shareholders (calculated from the date the notice is duly sent or transmitted, paid for, or placed in the mailbox or the time the notice is sent to the email, text message, phone number, or fax address of the shareholder). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the meeting are sent to shareholders and/or posted on the Company's website. In case the documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the website address so that shareholders can access it.



2. The notice inviting shareholders to the General Meeting may be sent to shareholders in one of the following forms:
  - Sent by registered mail to the shareholder's contact address;
  - The notice will be sent to the shareholder's contact address via email, text message to a registered phone number, or fax number stored at the Vietnam Securities Depository Center. If the Company sends the meeting notice to shareholders by email, the email address of the shareholder receiving the notice will be the email address stored and provided by the Vietnam Securities Depository Center, or the email address registered by the shareholder with the Company.
0. The company is not allowed to restrict shareholders from attending the General Meeting of Shareholders and must facilitate shareholders in authorizing representatives to attend the General Meeting of Shareholders or voting by registered mail when requested. The company must provide guidance on the authorization procedure and prepare proxy forms for shareholders in accordance with regulations.

#### **Article 8: Program and content of the Shareholders' General Meeting**

1. The person convening the General Meeting of Shareholders must prepare the agenda and content of the meeting.
2. The proposal to include a matter on the shareholders' meeting agenda is made in accordance with Clauses 4, 5, and 6 of Article 18 of the Company's Charter.

#### **Article 9: How to register to attend the General Meeting of Shareholders**

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, by telephone, fax, mail, or email to the Company before the deadline stated in the invitation to the General Meeting of Shareholders.
2. If a shareholder is unable to attend the General Meeting, they may authorize a representative to attend on their behalf. If a shareholder is an organization owning at least ten percent (10%) of the total common shares, they are entitled to authorize a maximum of three representatives to attend the General Meeting. If there is more than one authorized representative, the number of shares and voting rights of each representative must be specifically identified; otherwise, they will be considered equally divided among the authorized representatives. The authorization for a representative to attend the meeting must be in writing using the Company's form included with the meeting invitation and must meet the following requirements:
  - In the case where an individual shareholder is the authorized representative, the signatures of both the shareholder and the authorized representative (in the case of authorization to an individual)/the legal representative of the authorized organization (in the case of authorization to an organization) must be present at the meeting.
  - In the case where the institutional shareholder is the authorized representative, the signatures of the authorized representative, the legal representative of the shareholder, and the

authorized person attending the meeting (in the case of authorization to an individual)/the legal representative of the authorized organization (in the case of authorization to an organization) must be present.

- In other cases, the meeting must be signed by the legal representative of the shareholder and the person authorized to attend the meeting.
  - Authorized representatives attending the General Shareholders' Meeting must bring their identity card or passport for verification and submit the original power of attorney document before entering the meeting.
0. Before the meeting commences, the Company must carry out the shareholder registration procedure and must continue the registration until all shareholders entitled to attend the meeting have registered as stipulated in Clause 1, Article 20 of the Company's Charter.
  0. Shareholders or authorized representatives arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The chairperson is not obligated to stop the meeting to allow latecomers to register, and the validity of any previously voted-on items remains unchanged.

#### **Article 10 Conditions for holding a General Meeting of Shareholders**

The General Meeting of Shareholders is conducted when the provisions of Article 19 of the Company's Charter are met.

#### **Article 11: Forms of adopting resolutions by the General Meeting of Shareholders**

The procedure for adopting resolutions at the General Meeting of Shareholders is governed by Article 147 of the Enterprise Law. Resolutions of the General Meeting of Shareholders on the following matters must be adopted by voting at the meeting:

- a. Amend and supplement the contents of the company's charter;
- a. Company development strategy;
- a. Types of shares and the total number of shares of each type;
- a. Electing, dismissing, and removing members of the Board of Directors and the Audit Committee;
- a. Decisions to invest in or sell assets worth 35% or more of the total asset value recorded in the company's most recent financial statement;
- a. Through annual audited financial reports;
- a. Reorganize or dissolve the company.

#### **Article 12: Voting procedures, vote counting procedures, and notification of voting results.**

1. Upon registering shareholders, the Company will issue each shareholder or authorized representative with voting rights a code number, seat number, and a voting card/voting slip. This card will bear the registration number, the shareholder's full name, the authorized



representative's full name, and the number of votes the shareholder holds corresponding to their shareholding. This voting card and voting slip will be used to vote on all matters requiring a vote at the General Meeting.

2. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by raising voting cards, casting ballots into a ballot box, or other methods as detailed in the Regulations on the Organization of the General Meeting of Shareholders for each meeting.
3. The General Meeting shall elect persons responsible for counting or supervising the counting of votes as proposed by the Chairman. By decision of at least sixty-five percent (65%) of the total shares of shareholders and their representatives present at the meeting, the Chairman shall invite a neutral organization to conduct the counting of votes on sensitive matters. In this case, the counting of votes shall be witnessed by at least two (02) shareholders among those who requested a neutral organization to count the votes.
4. The neutral organization invited to count the votes is any domestic organization chosen by the Chairman, provided that it is not related to any persons with rights and obligations in the sensitive matter being discussed by the General Meeting of Shareholders, nor is it related to any member of the Board of Directors, the Audit Committee, the General Director, or the Chief Accountant, unless the General Meeting of Shareholders decides otherwise. Related parties are determined according to the provisions of the Securities Law and the Enterprise Law.
5. The voting results will be announced immediately at the General Shareholders' Meeting after the vote counting is completed; if the vote counting extends to the next day, the Chairman is responsible for notifying the shareholders attending the meeting of the vote counting results through the Company's website, unless the General Shareholders' Meeting decides otherwise.
6. In the event that all shareholders representing one hundred percent (100%) of the voting shares attend the General Meeting of Shareholders directly or through authorized representatives, the decisions adopted by the General Meeting of Shareholders shall be considered valid even if the General Meeting of Shareholders is not convened in accordance with the procedures stipulated in the Company's Charter and these Regulations, or if the matter adopted is not on the agenda of the General Meeting.
7. The voting for members of the Board of Directors and the Supervisory Committee must be conducted in accordance with the procedures stipulated in Clause 3, Article 21 of the Company's Charter.
8. The vote count results are announced by the chairman or head of the vote counting committee immediately before the closing of the meeting for approval by the General Meeting of Shareholders.

#### **Article 13: Conditions for a resolution to be adopted at the General Meeting of Shareholders**

The conditions for a resolution to be passed at the General Meeting of Shareholders are stipulated in Article 21 of the Company's Charter.

#### **Article 14: Methods of protesting and requesting the annulment of minutes and resolutions of the General Meeting of Shareholders**

1. Shareholders have the right to object to the minutes and resolutions of the General Meeting of Shareholders by requesting the meeting secretary to record their objection in the meeting minutes if the resolution is announced at the meeting, or by sending a written objection to the Board of Directors within ninety (90) days from the date the minutes and resolutions of the General Meeting are sent to the shareholders and published on the Company's website.
2. Shareholders, members of the Board of Directors, the Audit Committee, and the General Director have the right to request a court or arbitration panel to review and annul a decision of the General Meeting of Shareholders as stipulated in Article 24 of the Charter. Costs related to the procedure for requesting the annulment of a resolution of the General Meeting of Shareholders will be incurred in accordance with the provisions of procedural law and current legal regulations.
3. In all cases, shareholders must comply with the resolution of the General Meeting of Shareholders until a legally binding court or arbitration ruling annuls the resolution of the General Meeting of Shareholders.

#### **Article 15: Recording and preparing minutes of the Shareholders' General Meeting**

1. The secretary of the General Meeting of Shareholders is responsible for recording all proceedings of the meeting, preparing minutes, and proposing to the General Meeting of Shareholders for approval at the meeting.
2. The minutes are drawn up in Vietnamese, and may also be drawn up in a foreign language, each having the same legal effect. In case of discrepancies between the Vietnamese and foreign language versions of the minutes, the Vietnamese version shall prevail. The minutes must include the main contents stipulated in the Enterprise Law.
3. The secretary of the General Meeting of Shareholders must read the draft minutes at the meeting so that the attending shareholders can review the content before submitting it to the Chairman for signing.
4. The chairperson and secretary of the General Shareholders' Meeting shall be jointly responsible for the truthfulness and accuracy of the minutes.
5. The minutes of the General Meeting of Shareholders, along with the appendix listing registered shareholders, voting slips, vote counting minutes, the full text of the resolution adopted at the meeting, the documents sent with the invitation letter and the documents distributed at the meeting must be kept at the Company's head office for a minimum of fifteen (15) years from the date of issuance.

#### **Article 16: Notification of Shareholders' General Meeting Resolutions to Shareholders and Public Disclosure**

The company must publicly disclose information about the General Meeting of Shareholders, in compliance with the regulations of the law on securities and the securities market.



**Article 17: The General Meeting of Shareholders shall adopt resolutions by means of written consultation.**

The company has stipulated in its Articles of Association and/or other internal regulations (if any) the principles, content, order, and procedures for obtaining shareholder opinions in writing to approve decisions of the General Meeting of Shareholders. In the case of obtaining opinions in writing, the company must ensure that all documents are sent and published, and that shareholders are given reasonable time to review the documents before submitting their ballots, as is the case when holding a General Meeting of Shareholders.

**Article 18: Procedures for holding a General Meeting of Shareholders to adopt resolutions by online means, electronic voting, or a combination of in-person and online methods.**

1. Authority to convene the General Meeting of Shareholders

The convening of the General Meeting of Shareholders in the form of an online conference or a hybrid format (in-person and online) shall be carried out as stipulated in Article 18 of the Company's Charter.

0. Create a guest list and send out meeting invitations.

- a. The method of notifying the closing of the shareholder list entitled to attend the General Meeting of Shareholders and compiling the shareholder list entitled to attend the meeting in the case of a meeting held via online conference, electronic voting, or a hybrid in-person and online format, shall be carried out in accordance with the provisions of point a, clause 2, Article 18 of the Company's Charter;
- a. The notification of the General Meeting of Shareholders, whether through online conferencing, electronic voting, or a combination of in-person and online methods, shall be carried out in accordance with Clause 3, Article 18 of the Company's Charter. The meeting notice must clearly specify the method of registration and participation in the online meeting, the method of electronic voting, and must provide a link to all meeting documents for shareholders to access.
- a. The meeting invitation may include a username and password for shareholders to log into the system, attend, and vote on matters to be approved at the General Meeting. Each shareholder of the company will receive only one username and password to access and attend the General Meeting, including online voting. Upon receiving a meeting invitation containing login information and other identifying elements, shareholders are responsible for keeping their information secure to ensure that only they have the right to attend and vote on the system. The company will provide maximum support in ensuring shareholders can attend and vote at the General Meeting but will not be responsible for any problems arising from shareholders losing their login information.
- a. When delegates request to have their login information reissued, the General Meeting Organizing Committee may notify them through various means: in person, via email, or by phone. Shareholders are obligated to reissue their personal information for identification purposes. The company may request shareholders to reissue their personal information, which must include at least: ID card/Passport number, mobile phone number, email address,

and permanent or temporary address. The company may send login information and passwords for shareholders to attend and vote via email or other means based on the shareholder's registration information.

0. How to register to attend the online General Shareholders' Meeting

- a. Shareholders or their authorized representatives attending the meeting via online conference and electronic voting access the online General Meeting of Shareholders system to register for the meeting. The Company provides one (01) and only one (01) login name and password for delegates to attend the General Meeting. Delegates, after receiving the meeting invitation with information related to logging into the system, are responsible for keeping their information secure to ensure that only delegates are entitled to attend and vote on the system. Delegates are considered to have attended the meeting when and only when delegates log into the system and click to confirm registration to attend the General Meeting of Shareholders online;
- a. Delegates attending the Shareholders' Meeting via online voting and electronic ballots will be issued electronic voting/election ballots through the online Shareholders' Meeting system. In exceptional cases, the Company may request delegates to print voting/election ballots from the system and send them to the Company, but this must be clearly stipulated in the meeting invitation notice and the meeting regulations.
- a. Shareholders or their authorized representatives may register to attend the meeting in person (in the case of a hybrid in-person and online format) as stipulated in Article 9 of these regulations.

0. Authorization for a representative to attend the General Shareholders' Meeting online.

Authorization for a representative to attend the General Meeting of Shareholders, whether online or a hybrid format (in-person and online), is carried out in accordance with Article 16 of the company's charter and the regulations in the meeting invitation notice and organizational rules.

0. Conditions for conducting

The conditions for conducting the General Meeting of Shareholders in online or hybrid (in-person and online) format are governed by Article 19 of the company's charter.

0. The method of adopting the General Shareholders' Meeting Resolution is online.

The conditions for a resolution to be passed by the General Meeting of Shareholders are stipulated in Article 21 of the company's charter.

0. Voting procedures, vote counting, and announcement of vote results.

- a. The procedures for voting, conducting ballots, and elections at the General Shareholders' Meeting held online or in a hybrid format will be specified in detail in the Regulations on the Organization of the General Shareholders' Meeting for each meeting;
- a. Shareholders or their authorized representatives attending the meeting via online conference and voting electronically access the online General Meeting of Shareholders system as stipulated in point a, clause 3 of this Article to cast their votes/elections. When shareholders



cast their electronic votes, the number of "Approve," "Disapprove," and "No Opinion" votes for each voting item and the number of votes for each candidate are recorded on the online General Meeting of Shareholders system;

- a. The Vote Counting Committee is responsible for counting the votes and compiling the voting and election results of all shareholders present at the meeting;
  - a. The vote count results are announced by the chairperson or head of the vote counting committee immediately after the results are available.
0. Minutes and resolutions of the General Shareholders' Meeting

The minutes and resolutions of the General Meeting of Shareholders are prepared in accordance with the provisions of Article 23 of the company's charter.

0. Announcement of the Shareholders' General Meeting Resolution

The announcement of the General Meeting of Shareholders' resolutions shall be carried out in accordance with the provisions of Article 16 of these Regulations.

#### **IV. NOMINATION, CANDIDATE, ELECTION, REMOVAL, AND DISMISSAL OF BOARD OF DIRECTORS MEMBERS**

##### **Article 19: 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. Rights and obligations of the Board of Directors

The Board of Directors has the rights and obligations as stipulated in Article 27 of the Company's Charter and the following rights and obligations:

- a. Responsible to shareholders for the company's operations.
- a. Treat all shareholders equally and respect the interests of stakeholders in the company.
- a. Ensure that the company's operations comply with all applicable laws, regulations, and internal policies.
- a. Monitoring and preventing conflicts of interest among members of the Board of Directors, members of the Audit Committee, the General Director, and other managers, including misuse of company assets and abuse of related-party transactions.
- a. Appoint a person in charge of corporate governance.
- a. Organize training and workshops on corporate governance and essential skills for members of the Board of Directors, the General Director, and other company managers.

- a. Decisions to invest in or sell assets whose value is less than thirty-five percent (35%) of the total asset value recorded in the company's most recent financial statement.
- a. Approval of contracts or transactions with a value of less than thirty-five percent (35%) of the total value of the company's assets, or resulting in a total transaction value arising within 12 months from the date of the first transaction being less than thirty-five percent (35%) of the Company's total assets as recorded in the most recent financial statement between the Company and the Company. with the entities specified in Clause 1, Article 167 of the Enterprise Law.
- a. Approval of contracts, loan transactions, lending, or sale of assets with a value equal to or less than ten percent (10%) of the total value of the company's assets as recorded in the most recent financial statement between the company and shareholders owning fifty-one percent (51%) or more of the total voting shares or related parties of such shareholders.
- a. Approval of purchase, sale, loan, and other contracts and transactions with a value of thirty-five percent (35%) or more of the total asset value recorded in the company's most recent financial statement, except for contracts signed with the persons specified in point o, clause 2, Article 15 of the Company's Charter.
- 0. Rights and obligations of Board of Directors members:
  - a. Members of the Board of Directors have all the rights and obligations as stipulated in the Enterprise Law, the company's charter, and the following rights and obligations:
    - a. To be provided with information and documents on the financial situation and business operations of the company and its units as stipulated in Article 159 of the Enterprise Law;
    - a. Perform your duties honestly and diligently for the best interests of shareholders and the company;
    - a. Attend all Board of Directors meetings and provide input on the issues discussed;
    - a. Report promptly and fully to the Board of Directors all remuneration received from subsidiaries, affiliated companies, and other organizations.
    - a. Report to the Board of Directors at the most recent meeting on transactions between the company, its subsidiaries, companies in which the company holds control of more than fifty percent (50%) of the charter capital and members of the Board of Directors and their related parties; transactions between the company and companies in which a member of the Board of Directors is a founding member or a business manager in the three (03) years immediately preceding the transaction; transactions between the company and companies in which a related party of the aforementioned members is a member of the Board of Directors, General Director or major shareholder;
    - a. Disclose information when conducting transactions involving the company's shares in accordance with the law.
- 0. Rights and obligations of the Chairman of the Board of Directors



The Chairman of the Board of Directors has the rights and obligations as stipulated in Clause 3, Article 29 of the Company's Charter.

In the absence of the Chairman of the Board of Directors, a written authorization shall be given to another member of the Board of Directors to perform the duties of the Chairman of the Board of Directors as stipulated in Clause 5, Article 29 of the Company's Charter.

#### **Article 20: Standards for Board of Directors Members**

1. Term of office, number and structure of Board of Directors members;
  - a. The number of members of the company's Board of Directors is five (05) people;
  - a. 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. 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;
  - a. The composition of the Board of Directors must ensure compliance with the provisions of Clause 3, Article 26 of the Company's Charter.
0. In addition to the standards and conditions for membership in the Board of Directors as stipulated in the Enterprise Law and the Company's Charter, members of the Company's Board of Directors must meet the following standards and conditions:
  - Board members should limit the number of positions they hold within the company's executive structure to ensure a separation between their supervisory and executive roles.
  - It is possible to be a member of the Board of Directors of another company at the same time, but not to be a member of the Board of Directors of more than five (05) other companies at the same time;
  - Members of the Board of Directors do not necessarily have to be shareholders of the Company;
  - The Chairman of the Board of Directors cannot also hold the position of CEO.
0. A member of the Board of Directors loses their status as a member of the Board of Directors if they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Clause 4, Article 26 of the Company's Charter.

#### **Article 21: Methods by which shareholders or groups of shareholders nominate or propose candidates for positions on the Board of Directors**

1. Shareholders holding common stock have the right to combine their individual voting rights into a group of shareholders to nominate candidates for the Board of Directors. The formation of these groups of shareholders must be announced to the shareholders attending the meeting before the opening of the General Meeting. Shareholders or groups of shareholders owning 10% or more of the total common stock have the right to nominate individuals to the Board of Directors.

2. Shareholders or groups of shareholders holding from ten percent (10%) to less than twenty percent (20%) may nominate a maximum of two (01) candidates; from twenty percent (20%) to less than thirty percent (30%) may nominate a maximum of two (02) candidates; from thirty percent (30%) to less than forty percent (40%) may nominate a maximum of three (03) candidates; from forty percent (40%) to less than fifty percent (50%) may nominate a maximum of four (04) candidates; from fifty percent (50%) to less than sixty percent (60%) may nominate a maximum of five (05) candidates; from sixty percent (60%) to less than seventy percent (70%) may nominate a maximum of six (06) candidates; from seventy percent (70%) to less than eighty percent (80%) may nominate a maximum of seven (07) candidates; and from eighty percent (80%) to under ninety percent (90%) nominated a maximum of eight (08) candidates.
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 or organize nominations according to a clearly announced nomination mechanism, which must be approved by the General Meeting of Shareholders before proceeding with the nominations as required by law.
4. The list, resumes, and relevant information of candidates nominated or running for election to the Board of Directors and the Audit Committee must be submitted to the incumbent Board of Directors.
5. In cases where candidates have been identified in advance, information relating to the Board of Directors candidates shall be included in the General Meeting of Shareholders' Meeting documents and published at least ten (10) days before the opening date of the General Meeting of Shareholders' Meeting on the Company's website so that shareholders can learn about these candidates before voting. Board of Directors candidates must make a written commitment regarding the truthfulness, accuracy and reasonableness of the personal information disclosed and must commit to performing their duties honestly if elected as members of the Board of Directors.

## **Article 22: Method of electing members of the Board of Directors**

1. 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 members to be elected to the Board of Directors, and shareholders have the right to allocate all of their total votes to one or more candidates or distribute them equally.
2. The ballot papers are pre-printed by the Organizing Committee, containing a list of candidates arranged alphabetically in Vietnamese, indicating the value or number of shares, and bearing the company seal.
3. Shareholders have the right to vote for themselves if their name is on the list of candidates listed on the ballot.
4. Ballots are distributed at the General Meeting of Shareholders. Each ballot includes the names of the candidates for the Board of Directors, shareholder information, and the total



number of voting shares they represent. Shareholders must verify the number of shares listed on the ballot; any discrepancies must be reported immediately upon receipt of the ballot.

5. An invalid ballot is one that falls under one or more of the following categories:
  - The ballots were not issued by the Ballot Counting Committee;
  - The total number of votes cast for the candidates exceeded the total number of voting rights of that shareholder (including ownership and proxy rights);
  - The form contains erasures or corrections to its content;
  - The ballots included names of individuals not on the list of nominees and candidates approved by the General Meeting of Shareholders before the election;
  - Other cases as prescribed by law or decided by the General Meeting of Shareholders.
0. Candidates elected to the Board of Directors are determined in accordance with the provisions of the Enterprise Law, the Company Charter, and the election criteria approved by the General Meeting of Shareholders before the election.
0. The election results are recognized after the election minutes have been approved by the Chairman and the resolution has been passed by the General Meeting of Shareholders.

#### **Article 23: Election of the Chairman of the Board of Directors**

1. After the results of the election of Board of Directors members by the General Meeting of Shareholders are available, the Board of Directors must choose from among its members to elect one (01) Chairman.
2. The Chairman of the Board of Directors does not also hold the position of General Director of the Company.

#### **Article 24: 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 circumstances:

- Not meeting the qualifications and conditions for membership in the Board of Directors as stipulated in the Enterprise Law, or being prohibited by law from being a member of the Board of Directors;
- There is a resignation letter;
- A person suffering from a mental disorder and another member of the Board of Directors possessing professional evidence demonstrating that the person is no longer capable of acting;
- Not attending Board of Directors meetings for six (06) consecutive months, except in case of force majeure;
- According to the decision of the General Meeting of Shareholders;

- Providing false personal information when submitting to the Company as a candidate for the Board of Directors;
- Other cases as prescribed by law and the Company's Articles of Association.

#### **Article 25: 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 must be made public in accordance with the regulations of the law on securities and the securities market.

#### **Article 26: Salaries, remuneration, bonuses and other benefits of members of the Board of Directors**

Members of the Board of Directors are entitled to salaries, remuneration, bonuses, and other benefits as stipulated in Article 28 of the Company's Charter.

### **V. PROCEDURES AND PROCESS FOR BOARD OF DIRECTORS MEETINGS**

#### **Article 27: Procedures for Board of Directors Meetings**

1. The Board of Directors must meet at least once every quarter (01) and may hold extraordinary meetings.
2. The Chairman of the Board of Directors convenes an extraordinary meeting of the Board of Directors in the cases stipulated in Clause 3, Article 30 of the Company's Charter.

#### **Article 28: Notice of Board of Directors Meeting**

1. The notice of the Board of Directors meeting must be sent to the members of the Board of Directors and the Supervisors at least three (03) working days before the meeting date. A member of the Board of Directors may refuse the notice of the meeting in writing; such refusal may be changed or revoked in writing by that member of the Board of Directors. The notice of the Board of Directors meeting must be made in writing in Vietnamese and must fully inform the time, place of the meeting, agenda, content of the issues to be discussed, along with necessary documents on the issues to be discussed and voted on at the meeting and the members' voting ballots.
2. The meeting notice shall be sent by mail, fax, email, or other means, but must ensure that it reaches the contact address of each member of the Board of Directors and the Supervisors registered with the Company.

#### **Article 29: Conditions for holding a Board of Directors meeting**

1. The Chairman of the Board of Directors must convene regular and extraordinary meetings of the Board of Directors, set the agenda, time and place of the meeting at least five (05) working days before the meeting date. The Chairman may convene a meeting when deemed necessary, but must hold at least one (01) meeting every quarter.



2. 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 stating the purpose of the meeting and the issues to be discussed:
  - Audit Committee;
  - General Director or at least five (05) other executives;
  - At least two (02) members of the Board of Directors;
0. Board meetings referred to in point 2 of this Article must be held within seven (07) working days from the date of the meeting proposal. If the Chairman of the Board of Directors does not accept the meeting as requested, the Chairman shall be liable for any damages incurred by the Company; those who proposed the meeting have the right to replace the Chairman of the Board of Directors in convening the Board of Directors meeting.
0. If an independent auditing firm is required to audit the Company's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.
0. Board meetings are conducted when at least three-quarters (3/4) of the total number of Board members are present, either in person or through a representative (authorized person) if approved by a majority of the Board members.

If the required number of members is not present, a second meeting must be convened within seven (07) days from the date of the first scheduled meeting. The second meeting will be held if more than half (1/2) of the Board of Directors members are present.

### **Article 30: Voting Procedure**

1. Board members may send ballots to the meeting via mail, fax, or email. In the case of sending ballots to the meeting via mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. The ballots may only be opened in the presence of all attendees.
2. Except as provided in point 1 of this Article, each member of the Board of Directors or authorized person as provided in point 5, Article 29 of this Regulation who is present in person at the Board of Directors meeting has one (01) vote;
3. Board members are not permitted to vote on contracts, transactions, or proposals in which they or persons related to them have an interest that conflicts with, or may conflict with, the interests of the Company. Board members shall not be counted toward the minimum quorum required to convene a Board meeting regarding decisions in which they do not have the right to vote;
4. According to Clause 5 of this Article, when an issue arises at a meeting concerning the interests or voting rights of a Board member who does not voluntarily waive their voting rights, the chairman's decision shall be final, unless the nature or scope of the Board member's interests in question has not been fully disclosed;

5. A member of the Board of Directors who benefits from a contract stipulated in the Company's Articles of Association is deemed to have a substantial interest in that contract;
6. Auditors have the right to attend Board of Directors meetings and participate in discussions, but they do not have the right to vote.

#### **Article 31: Method of adopting resolutions of the Board of Directors**

1. The Board of Directors makes decisions and passes resolutions based on a majority vote of the Board members present at the meeting. In the event of a tie vote, the vote of the Chairman of the Board of Directors is the deciding vote.
2. Resolutions adopted through written consultation are based on the unanimous agreement of a majority of the voting members of the Board of Directors. These resolutions have the same effect and validity as resolutions adopted at the meeting.

#### **Article 32: Recording the minutes of the Board of Directors meeting**

1. Board of Directors meetings must be recorded in minutes and may be audio-recorded, recorded and stored in other electronic forms. Minutes must be written in Vietnamese and may also be written in a foreign language, containing the following main contents:
  - Name, registered office address, business registration number;
  - Purpose, agenda, and content of the meeting;
  - Time and location of the meeting;
  - The full names of each member attending the meeting or their authorized representatives, and the manner of attendance; the full names of members absent from the meeting, and the reasons for absence;
  - Issues were discussed and voted on at the meeting;
  - Summarize the statements made by each meeting participant in chronological order of the meeting's proceedings;
  - The voting results clearly indicate which members approved, disapproved, and abstained;
  - The issues have been resolved;
  - The names, signatures of the chairperson and the person recording the minutes.
0. The minutes of the Board of Directors meeting must be approved and unanimously voted on at the Board meeting.
0. Minutes of the Board of Directors meeting and documents used in the meeting must be kept at the company's headquarters.
0. Minutes prepared in Vietnamese and a foreign language (if necessary) have equal validity. In case of discrepancies between the Vietnamese and foreign language versions of the minutes, the Vietnamese version shall prevail.



0. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and these minutes shall be authentic evidence of the work done at the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending.

### **Article 33: Notification of Board of Directors' Decisions**

The company is responsible for disclosing information about the Board of Directors' decisions internally and to relevant authorities (if requested), or through mass media, and on the company's website, in accordance with the procedures and regulations of corporate law and securities and securities market law.

## **VI. NOMINATION, CANDIDATE, ELECTION, DISMISSAL, AND REMOVAL OF THE AUDIT COMMITTEE**

### **Article 34: Roles, rights, obligations, and responsibilities of members of the Audit Committee**

#### **1. Roles, rights, and responsibilities of audit committee members:**

- a) Monitoring the accuracy of the company's financial reports and official disclosures related to the company's financial results;
- b) Review the internal control and risk management systems;
- c) Review transactions with related parties that fall under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions requiring approval from the Board of Directors or the General Meeting of Shareholders;
- d) Supervising the company's internal audit department;
- d) Propose an independent auditing firm, the fee level, and related terms in the contract with the auditing firm for approval by the Board of Directors before submitting it to the Annual General Meeting of Shareholders for approval;
- e) Monitoring and evaluating the independence and objectivity of the auditing firm and the effectiveness of the audit process, especially in cases where the company uses non-audit services from the auditing firm;
- g) Monitoring to ensure the company complies with legal regulations, regulatory requirements, and other internal company regulations.

#### **2. Term of office, number, composition, and structure of members of the Audit Committee**

1. The number of members of the Audit Committee is two (02) people. The term of the Audit Committee is not more than five (05) years and can be re-elected for an unlimited number of terms. In the event that the members of the Audit Committee have the same term ending at the same time and a new term member has not yet been appointed, the members whose term has ended will continue to exercise their rights and obligations until a new term member is appointed and takes over the duties.

**Article 35: Standards for Members of the Audit Committee. Members must meet the following standards and conditions:**

Members of the audit committee must have knowledge of accounting and auditing, a general understanding of the law and the company's operations, and must not fall into any of the following categories:

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

**Article 36. Procedures for shareholders or groups of shareholders to nominate or propose candidates for the position of Audit Committee Member:**

The nomination and candidacy process for audit members is similar to that for Board of Directors members as stipulated in Article 21 of these Regulations. The nomination ratio for Audit Member candidates is as follows:

- Shareholders or groups of shareholders holding voting shares have the right to combine their individual voting shares to nominate candidates for the Audit Committee. Shareholders or groups of shareholders holding from five percent (05%) to less than ten percent (10%) of the total voting shares may nominate one (01) candidate; from ten percent (10%) to less than thirty percent (30%) may nominate a maximum of two (02) candidates; from thirty percent (30%) to less than forty percent (40%) may nominate a maximum of three (03) candidates; from forty percent (40%) to less than fifty percent (50%) may nominate a maximum of four (04) candidates; from fifty percent (50%) or more may nominate a maximum of five (05) candidates;
- If the number of candidates nominated and applied for is insufficient, the incumbent Board of Directors may nominate additional candidates or organize a nomination process according to clearly announced procedures, which must be approved by the General Meeting of Shareholders before proceeding with the nomination.

**Article 37: Method of electing members of the Audit Committee**

The election of Audit Committee members is conducted by cumulative voting and follows the same procedure as the election of Board of Directors members as stipulated in Article 22 of these Regulations.

**1. Cases of dismissal or removal of Audit Committee members**

The supervisor is dismissed in the following circumstances:

- No longer meets the qualifications and conditions to be a Supervisor as stipulated in the Enterprise Law;
  - A resignation letter was submitted and accepted;
  - Other cases as prescribed by law and the Company's Articles of Association.
0. Members of the audit committee may be removed from office in the following circumstances:
- Failure to complete assigned tasks or duties;



- Failure to exercise one's rights and obligations for six (06) consecutive months, except in cases of force majeure;
- Serious or repeated violations of the obligations of a Member of the Audit Committee as stipulated in the Enterprise Law and the Company's Charter;
- According to the decision of the General Meeting of Shareholders;
- Other cases as prescribed by law and the Company's Articles of Association.

**Article 38: Notification of election, dismissal, and removal of members of the Audit Committee**

Announcements regarding the election, dismissal, and removal of members of the Audit Committee must be made public in accordance with the regulations of the law on securities and the securities market.

**Article 39: Salaries and other benefits of Audit Committee Members**

Salaries, fees, bonuses, and other benefits for Audit Committee members are governed by the Company's Articles of Association.

**VII. ESTABLISHMENT AND OPERATION OF SUBCOMMITTEES OF THE BOARD OF DIRECTORS**

**Article 40: Establishment and operation of subcommittees of the Board of Directors**

1. When deemed necessary, the Board of Directors may establish subcommittees to oversee matters such as development policy, human resources, compensation, internal auditing, etc.
2. The number and composition of members of subcommittees shall be decided by the Board of Directors, but shall have at least three (03) members including members of the Board of Directors and non-executive members of the Board of Directors shall constitute a majority in the subcommittee and one of these members shall be appointed as the Head of the subcommittee at the discretion of the Board of Directors.
3. The criteria for the Subcommittee Chairperson and members, as well as the responsibilities of the subcommittees and individual members, are determined by the Board of Directors.
4. The subcommittee's activities must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only valid when approved by a majority of the members present and voting at the subcommittee meeting who are also members of the Board of Directors.
5. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, or of individuals holding membership in subcommittees of the Board of Directors must comply with applicable laws and regulations and the provisions of the Company's Articles of Association.
6. If the company does not establish subcommittees, the Board of Directors will appoint a person to be in charge of each specific issue such as auditing, compensation, human resources, etc.

## **VIII. SELECTION, APPOINTMENT, AND DISMISSAL OF COMPANY ADMINISTRATION**

### **Article 41: Roles, responsibilities, rights and obligations of the General Director and other executives**

1. The General Director is responsible for managing the company's day-to-day business operations; is supervised by 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 rights and obligations as stipulated in Clause 4, Article 35 of the Company Charter and other rights.
3. The General Director and other executives must conduct the company's daily business operations in accordance with the law, the company's charter, employment contracts signed with the company, and resolutions and decisions of the Board of Directors. If their conduct violates these provisions and causes damage to the company, the General Director and other executives shall be held legally responsible and liable for compensation to the company.

### **Article 42: Standards for Company Executives**

1. The term of office for the General Director and other executives shall not exceed 5 years and they may be reappointed for an unlimited number of terms. Appointments may expire based on the provisions of the employment contract.
2. The qualifications and conditions for becoming a General Director comply with the provisions of the Enterprise Law and the Company's Articles of Association.
3. Standards and conditions for appointment as Deputy General Director:
  - a. They must have full legal capacity and not be subject to any prohibitions from managing businesses;
  - a. As a person with professional qualifications in one or more areas of the Company's business management, and with the ability to organize, direct, and execute assigned tasks within their assigned field;
  - a. Qualifications and experience:
    - Applicants must possess professional qualifications at the university level or higher in one or more areas of the Company's business management.
    - The actual work time in one or more business management areas of the Company is at least five (05) years up to the date of appointment.
0. Standards and conditions for appointing the Chief Accountant of the Company.
  - a. The Chief Accountant of the Company must meet the standards and conditions stipulated in the Accounting Law and other legal regulations;



- a. Regarding ethical qualities: Possessing professional ethical qualities, honesty, integrity, and a sense of compliance with and commitment to protecting policies, regulations, and rules on economic and financial management as well as those of the Company;
- a. Regarding skill level:
  - Applicants must possess professional accounting qualifications at the university level or higher.
  - The actual work experience as an accountant is at least five (05) years up to the date of appointment;
  - For the Chief Accountant position, a Chief Accountant certificate is required as stipulated by accounting laws.
- 0. Other executives: The appointment criteria and conditions are the same as those for appointing a Deputy General Director.

#### **Article 43: Procedures for Appointing the Company's Executive**

##### **1. General Director:**

The Board of Directors appoints one (01) member of the Board of Directors as General Director and signs a contract specifying the salary, remuneration, benefits and other related terms. Information on the salary, allowances and benefits of the General Director must be reported at the Annual General Meeting of Shareholders and included in the Company's annual report.

Board members may nominate candidates or run for the position of CEO. If there are multiple candidates, the Board may review, interview, and conduct other activities (such as surveying key company leaders, etc.) to select the appointee.

The dossier proposing the Board of Directors' appointment of the General Director, prepared by the nominating candidate, includes:

- The candidate's self-declared resume clearly states their personal information, education, and experience;
- Statement of assets and income;
- Action plan;
- Self-assessment report on work performance;
- Copies of diplomas, training certificates, and professional development certificates (notarized or stamped by the certifying authority);
- Conclusions from inspections, investigations, complaint resolution, and other related documents concerning the proposed appointee (if any).

All the aforementioned documents must be sent to the Board members attending the meeting along with the meeting invitation, unless the Board members do not object to the timing of the document delivery. The Board of Directors will pass a resolution on the appointment for the Chairman of the Board to sign the appointment decision.

0. The appointment of the Deputy General Director, Chief Accountant, and other Executives is made by the Board of Directors based on the General Director's recommendation. The application process for these appointments follows the same procedures as for the appointment of the General Director.

#### **Article 44: Signing of employment contracts for managers**

1. After the appointment of the Company Manager is made, the Chairman of the Board of Directors signs an employment contract (or an addendum to the employment contract) with the Manager. The employment contract must clearly state the principles of remuneration, income level, benefits, responsibilities, and authority. The content of the employment contract must comply with the provisions of labor law and the Company's Articles of Association.
2. The General Director and other executives are paid salaries and bonuses. The salaries and bonuses of the General Director and other executives are determined by the Board of Directors. Remuneration, salaries, and other benefits of the General Director, other executives, and other managers are included in the company's business expenses in accordance with the law on corporate income tax, are 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 45: Cases of dismissal or resignation of the Executive**

1. An executive wishing to resign must submit a written resignation letter to the Board of Directors. Within 30 days of receiving the letter, the Board of Directors must review and make a decision. Until the Board of Directors makes a decision, the executive must continue to perform their duties in the position they were appointed to.
2. The Board of Directors may remove the Chief Executive in the following circumstances:
  - Due to work requirements, personnel are transferred or rotated;
  - Health is not good enough to continue working;
  - Failure to complete assigned tasks or violation of company rules and regulations, or violation of the law but not to the extent of dismissal or termination of employment contract;
  - Other cases as prescribed by law and the Company's Articles of Association.

#### **Article 46: Notification of Appointment and Dismissal of the Executive**

The company must organize internal announcements regarding the appointment and dismissal of its executives, as well as disclose information in accordance with securities laws, other legal regulations, and the company's charter.

### **IX. COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE AUDIT COMMITTEE, AND THE GENERAL DIRECTOR**

#### **SECTION 1: BOARD OF DIRECTORS**



#### **Article 47: Assignment of responsibilities and duties among members of the Board of Directors**

1. The Chairman of the Board of Directors manages the operations of the Board of Directors. In the absence or inability of the Chairman of the Board of Directors to perform his/her duties, the Chairman may delegate the powers and duties of the Chairman to a member of the Board of Directors. If no one is delegated, the remaining members of the Board of Directors shall choose one of them to temporarily hold the position of Chairman of the Board of Directors.
2. The Board of Directors assigns its members responsibility for the specific areas of the Board's work. Board members perform their duties based on being fully informed and must be loyal, diligent, and prudent in the best interests of the Company and its shareholders.
3. Members of the Board of Directors exercise their rights and obligations as stipulated by law and the Company's Charter; they are responsible for the areas and tasks assigned by the Board of Directors and are personally liable for the work assigned to them.

#### **Article 48: Working conditions of the Board of Directors**

1. The Board of Directors uses the company's apparatus and seal to perform its corporate governance functions.
2. The Company Office is responsible for receiving and forwarding correspondence and documents from the Board of Directors. All correspondence and documents from the Board of Directors must be forwarded to the Chairman of the Board of Directors for processing, except in cases where the document or envelope is addressed specifically to a member of the Board of Directors.
3. Board members have the right to directly request the General Director, Deputy General Directors, other executives, and management personnel within the Company to provide information on the areas of work that they are assigned to oversee by the Board. When requested, management personnel must promptly, fully, and accurately provide the information and documents requested by the Board members.
4. The deadline for providing or responding to information shall not exceed three (03) days after receiving the request from a member of the Board of Directors. If it is not possible to provide the information in a timely manner, the response may be delayed, but not exceeding five (05) days.
5. Board members may not directly assign tasks to company employees without the approval of the General Director or the head of a subsidiary unit, except in cases where the company employee is assigned to work directly with that board member.
6. The operating expenses of the Board of Directors are confirmed by the Chairman of the Board of Directors and are accounted for as company expenses.

#### **Article 49: Relationship between the Board of Directors and the Audit Committee**

The Board of Directors is subject to the supervision of the Audit Committee as stipulated in the Company's Articles of Association and must facilitate the Audit Committee in performing its duties.

**Article 50: Reporting Responsibilities to the Audit Committee**

1. The Board of Directors or individual members of the Board of Directors are responsible for providing documentation and explanations to the Audit Committee on matters requested by the Audit Committee.
2. The Company Secretary (if any) is responsible for forwarding the Board of Directors' decisions to the Chairman of the Audit Committee for the performance of his duties.

**Article 51: Participation of the Audit Committee in Board of Directors meetings**

1. The Chairman of the Board of Directors is responsible for inviting representatives from the Audit Committee to participate and express their opinions at Board of Directors meetings.
2. Members of the audit committee have the right to attend Board of Directors meetings and participate in discussions, but they do not have the right to vote.

**SECTION 2: GENERAL MANAGER**

**Article 52: Duties and powers of the General Director**

1. The General Director of the Company is appointed, dismissed, and removed from office by the Board of Directors.
2. The General Director is responsible for managing the company's day-to-day business operations; is supervised by the Board of Directors and is accountable to the Board of Directors and to the law for the exercise of assigned rights and duties.
3. The specific duties and powers of the General Director are stipulated in the Company's Articles of Association.

**Article 53: Responsibilities of the General Director in preparing the content of Board of Directors meetings**

The General Director prepares the issues to be discussed and decided at the Board of Directors meeting or the General Shareholders' Meeting within his/her management authority or as assigned by the Chairman of the Board of Directors.

**Article 54: Working relationship between the Board of Directors and the General Director**

1. The General Director is the highest decision-maker regarding all production and operational activities of the Company, responsible for researching and developing operational plans to submit to the Board of Directors; and organizing the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. The General Director has the right to refuse to implement and reserve opinions on decisions of the Board of Directors if they deem them unlawful or contrary to state regulations, and must immediately submit a written explanation to the Board of Directors and the Audit Committee.



3. The Board of Directors may suspend or revoke the implementation of the General Director's decisions if it deems them unlawful, in violation of the Articles of Association, resolutions, and decisions of the Board of Directors.
4. The General Director has the authority to decide on measures exceeding his/her powers in emergency situations (natural disasters, enemy attacks, fires, unexpected incidents, etc.) but must be held accountable for those decisions. He/she must also report immediately to the Board of Directors and the General Meeting of Shareholders as soon as possible.
5. The General Director must explain the losses and inefficiencies in each period and present a plan for rectification to the Board of Directors and the General Meeting of Shareholders. In the event of continuous losses and the failure to develop a positive plan, the Board of Directors will issue a resolution to dismiss the General Director.

### **SECTION 3: AUDIT COMMITTEE**

#### **Article 55: Principles of operation of the Audit Committee**

1. The audit committee must report directly in writing to the Board of Directors and is not subject to interference in carrying out its duties to ensure the Company complies with all legal regulations.
2. Members of the audit committee shall perform their duties in compliance with the law and relevant regulations; they shall not engage in activities that affect their professional reputation.
3. Members of the audit committee shall not disclose the information provided unless such disclosure is required by law.
4. Members of the audit committee must be honest and not be influenced or manipulated by anyone in making their conclusions.

#### **Article 56: Relationship between the Board of Directors, the General Manager, and the Audit Committee**

1. The audit committee must regularly coordinate with the Board of Directors, inform the Board of Directors about the results of the audit committee's activities, and consult with the Board of Directors before submitting reports, results, and recommendations to the General Meeting of Shareholders.
2. Propose additional measures to amend and improve the organizational structure and management of the Company's business operations, and recommend that the Board of Directors present them to the General Meeting of Shareholders at the nearest meeting.
3. The Audit Committee is responsible for reporting to the General Meeting of Shareholders on the honesty, accuracy, reasonableness, and legality of the recording and preservation of documents and accounting records, financial statements, and other reports of the Company, as well as the honesty and legality of the management and operation of the Company's business activities.

4. The audit committee must retain public statements of interest made by the Company's executives to monitor the executives' civil economic transactions with entities in which they have interests and interests, in order to detect and monitor such transactions, and to prevent potential harm to the Company and its shareholders;
5. The audit committee must receive shareholder complaints related to the company's management, conduct investigations to verify the complaints, consult with the Board of Directors, and respond to shareholder complaints.
6. The audit committee is authorized to act on behalf of the Company to receive inspection and audit teams from state agencies, directly work with and provide documents when requested by competent state agencies, and has the right to refuse to work with inspection and audit teams if it believes that their inspection or audit is not in accordance with the law on inspection and audit of enterprises;
7. The Board of Directors, its members, the General Director, the Deputy General Director, the Chief Accountant, and other executive management personnel must provide complete and timely information and documents on the business operations of the Company/entity as requested by the Audit Committee, unless the General Meeting of Shareholders decides otherwise.
8. The audit committee is prohibited from disclosing company secrets and is personally liable for providing information that is classified as confidential company information. Requests for information from the audit committee and its use must not affect the company's management and operations.

**X. REGULATIONS ON PERFORMANCE EVALUATION, REWARDS AND DISCIPLINARY ACTIONS FOR MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE AUDIT COMMITTEE, GENERAL DIRECTOR, EXECUTIVES AND MANAGEMENT STAFF**

**Article 57: Performance evaluation of Board of Directors members, Audit Committee members, and the General Director.**

1. Annually, based on their assigned functions and responsibilities, the Board of Directors evaluates the performance of each member of the Board of Directors, the General Director, and other executives.
2. The Chairman of the Audit Committee organizes an assessment of the level of completion of assigned tasks by each member of the Audit Committee.
3. The General Director presides over the evaluation of management personnel (appointed by the General Director's decision) based on the Company's regulations and the annual performance results of each department/unit/the entire Company to classify and evaluate the level of task completion according to the following levels:
  - The task was completed successfully;
  - Mission accomplished;



- The task is not yet complete.

#### **Article 58: Awards**

1. Annually, based on the evaluation results of the Board of Directors, the Audit Committee, and the Executive Board, the General Director submits to the Board of Directors (for the executive body) a proposal for the level of rewards for individuals according to the level of task completion as stipulated in Article 45.
2. Reward system: - In cash. - In stock or other forms (if any).
3. Funding for bonuses is drawn from the Bonus Fund, the shareholder bonus fund when profits exceed expectations, and the purchase of treasury shares for bonuses.
4. Reward levels: The specific reward levels will be determined based on the actual situation each year.

#### **Article 59: Handling violations and disciplinary measures**

1. Annually, based on the results of the business performance evaluation, the level and form of disciplinary action will be determined in accordance with the law and the Company's regulations. Members of the Board of Directors, the General Director, other executives, and management staff who fail to fulfill their duties with diligence, conscientiousness, and professional competence will be held responsible for any damages caused by their actions.
2. Members of the Board of Directors, the General Director, other executives, and managers who, while performing their duties, violate the law and company regulations, will be subject to disciplinary action, administrative penalties, or criminal prosecution depending on the severity of the violation, as prescribed by law. In cases where damage is caused to the interests of the Company, shareholders, or others, compensation will be required as prescribed by law.

### **XI. SELECTION, APPOINTMENT, AND DISMISSAL OF COMPANY MANAGEMENT PERSONNEL**

#### **Article 60: Appointment of the Company's Governing Body**

The Board of Directors shall appoint at least one (01) person to be the Head of Company Administration to support the effective conduct of Company administration. The term of office of the Head of Company Administration shall be decided by the Board of Directors, with a maximum of five (05) years. The Head of Company Administration may also serve as the Company Secretary as prescribed in the Enterprise Law and the Company Charter.

#### **Article 61: Standards for Company Administrators**

The person in charge of company administration must meet the following standards:

- Having knowledge of the law.
- You are not allowed to work simultaneously for the independent auditing firm that is auditing the Company's financial statements.

- Other standards as prescribed by law and decided by the Company's Board of Directors.

#### **Article 62: Dismissal of the Company's Managing Director**

The Board of Directors may dismiss the Company's Chief Executive Officer when necessary, provided that such dismissal does not violate applicable labor laws.

#### **Article 63: Notification of Appointment and Dismissal of the Company's Governing Body**

The company must announce the appointment and dismissal of the person in charge of company governance, as well as disclose information in accordance with securities law, other legal regulations, and the company's charter.

### **XII. REPORTING AND INFORMATION DISCLOSURE**

#### **Article 64: Obligation to disclose information**

1. The company is obligated to disclose complete, accurate, and timely periodic and extraordinary information regarding its business operations, finances, and corporate governance to shareholders and the public. The information and methods of disclosure shall comply with the law, the company's charter, and its information disclosure regulations. Furthermore, the company must promptly, fully, and accurately disclose other information if such information is likely to affect the stock price and influence the decisions of shareholders and investors.
2. Information disclosure is carried out in a manner that ensures shareholders and the investing public have fair and simultaneous access to information. The language used in information disclosures must be clear, understandable, and avoid misleading shareholders and the investing public.

#### **Article 65: Disclosure of Corporate Governance Information**

1. The company must disclose information on its corporate governance at its annual general meetings of shareholders and in its annual report, as required by securities and stock market laws, and must at least include the following information:
  - Members and structure of the Board of Directors and the Audit Committee;
  - Activities of the Board of Directors and the Audit Committee;
  - Activities of non-executive board members;
  - Activities of the Board of Directors' subcommittees;
  - Plans to improve the efficiency of the company's governance;
  - Remuneration and expenses for members of the Board of Directors, members of the Executive Management Board, and members of the Audit Committee;
  - Information regarding company stock transactions by members of the Board of Directors, the Executive Management Board, the Audit Committee, major shareholders, and other transactions of members of the Board of Directors, the Executive Management Board, the Audit Committee, and individuals related to the aforementioned entities;



- The number of members of the Board of Directors, the Management Board, and the Audit Committee who have participated in training on corporate governance;
  - Points that have not been implemented according to the Regulations, their causes, and proposed solutions.
0. The Company is obligated to report periodically every six (06) months and disclose information on the Company's governance situation in accordance with the law to the State Securities Commission and the Stock Exchange. At the same time, it is obligated to post these reports on the Company's governance situation on the Company's website.

#### **Article 66: Information Disclosure Organization**

The company's information disclosure includes the following key points:

- Develop and issue regulations on information disclosure in accordance with the Securities Law and its guiding documents;
- Simultaneously, nominate at least one officer to be responsible for disclosing information. This officer, who is specifically responsible for disclosing information, could be the Company Secretary or a manager who also holds this position.

The official responsible for first-hand information disclosure must be the person:

- Possesses knowledge of finance and accounting, and has certain computer skills;
- Publicly disclose your name, work phone number, and email address so that the Securities Commission, Stock Exchange, other competent authorities, and shareholders can easily contact you;
- There is sufficient time to fulfill one's responsibilities, especially in contacting shareholders, recording shareholder opinions, periodically publishing responses to shareholder opinions and addressing corporate governance issues as required;
- Responsible for disclosing the Company's information to the Securities Commission, the Stock Exchange, other competent authorities, and the investing public in accordance with the law and the Company's Articles of Association.

### **XIII. REPORTING, MONITORING AND VIOLATION HANDLING SYSTEM**

#### **Article 67: Reporting**

Annually, the Company is obligated to report and disclose information on its corporate governance practices in accordance with the Regulations to the State Securities Commission, the Stock Exchange, and other competent authorities as prescribed by law.

#### **Article 68: Supervision**

The units, individuals, related organizations, and shareholders of the Company are subject to corporate governance supervision by the State Securities Commission, the Stock Exchange, and other competent authorities as prescribed by law.

#### **Article 69: Handling of violations**



In cases where units, individuals, and organizations involved violate or fail to comply with the regulations in this document, depending on the nature and severity of the violation, they will be subject to administrative penalties or criminal prosecution in accordance with the law.

#### **XIV. AMENDMENTS TO THE REGULATIONS**

##### **Article 70: Amendments and additions to the Company's Governance Regulations**

1. Amendments and additions to the Company's Corporate Governance Regulations must be approved by the General Meeting of Shareholders.
2. During the implementation process, if new issues arise that necessitate amendments or additions to the Corporate Governance Regulations to conform with legal regulations and the Company's actual operational situation, the Company may submit them to the Board of Directors for consideration and decision.
3. In the event that there are legal provisions relating to the Company's operations not addressed in this 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.

#### **XV. ENFORCEMENT CLAUSES**

##### **Article 71: Enforcement Provisions**

Members of the Board of Directors, the General Management Board, the Audit Committee, heads of departments, heads of subsidiary units of the Company, shareholders, and officers and employees of the Company are responsible for complying with this Regulation.

##### **Article 72: Effectiveness**

This regulation comprises fifteen (15) chapters, seventy-two (72) articles and takes effect from the date of signing.

**ON BOARD OF DIRECTORS**

**CHAIRPERSON**

*(Signature, full name, and seal)*



**BIG GROUP  
HOLDINGS**

**VO PHI NHAT HUY**