

## **PROPOSAL**

*Re: Approval of Internal Governance Regulations and Board of Directors' Operational Regulations of Binh Duong Producing and Trading Corporation*

### **To: 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

#### **BINH DUONG PRODUCING AND TRADING CORPORATION**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Charter on the organization and operation of Binh Duong Producing and Trading Corporation ("Corporation") approved by the General Meeting of Shareholders on October 26, 2018, and amended for the second time on April 29, 2024;
- Pursuant to Resolution No. 15/NQ-HĐQT dated 05/06/2026 of the Board of Directors of the Corporation.;
- Pursuant to the practical needs of the Corporation in standardizing management processes, risk control, and enhancing operational efficiency.

Based on the Corporation's Charter as amended for the second time on April 29, 2024, and relevant legal regulations, the Board of Management of Binh Duong Producing and Trading Corporation ("**Corporation**") as reviewed, amended, and supplemented the internal governance regulations and the Board of Directors' Operational Regulations to ensure appropriateness and enhance governance efficiency.

According to point 1, clause 2, Article 138 of the Enterprise Law 2020, the authority to issue the aforementioned regulations belongs to the General Meeting of Shareholders. Based on this, the Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders for consideration and approval of the following:

- Internal Governance Regulations of the Corporation;
- Operational Regulations of the Board of Directors of the Corporation.


The accompanying regulations, once approved by the General Meeting of Shareholders, will serve as the unified legal basis for organizing, managing, and supervising the Corporation's activities, contributing to enhanced governance efficiency and ensuring sustainable development.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely: 

**Recipients:**

- Board of Directors;
- Supervisory Board;
- Archive: Office, Secretariat.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRPERSON OF THE BOARD** 



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**NGUYEN AN DINH**



**BINH DUONG PRODUCING AND  
TRADING CORPORATION**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

**REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS**  
**Binh Duong Producing and Trading Corporation**

**CHAPTER I**

**GENERAL PROVISIONS**

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

1. Scope of Regulation: The regulations on the operation of the Board of Directors (“**BOD**”) stipulate the organizational structure, principles of operation, rights, and obligations of the Board of Directors and its members to operate in accordance with the Enterprise Law, the Charter of Binh Duong Producing and Trading Corporation (“**Corporation** ”), and other relevant legal provisions.

2. Subjects of Application: These regulations apply to the Board of Directors and its members.

**Article 2. Principles of Operation of the Board of Directors**

1. The Board of Directors operates on the principle of collectivity. Each member of the Board of Directors is individually responsible for their assigned tasks and collectively responsible to the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors concerning the development of the Corporation.

2. The Board of Directors assigns the responsibility to the General Director to organize and implement the resolutions and decisions of the Board of Directors.

**Article 3. Organizational Structure and Term of the Board of Directors**

1. Organizational Structure: The number of members of the Board of Directors ranges from 03 to 11 members. The General Meeting of Shareholders decides the specific number for each term.

2. The assignment and transfer of tasks among members are decided by the Board of Directors based on the business situation of the Corporation at each period. The Chairman of the Board of Directors will be responsible for overall supervision. The Board of Directors will assign tasks to its members to participate in subcommittees under the Board of Directors.

3. The term of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Corporation for no more than 02 consecutive terms. In the event that all members of the Board of Directors conclude their term simultaneously, those members shall continue to serve until new members are elected and assume their duties.

4. Structure of the Board of Directors is as follows:

The structure of the Board of Directors of the Corporation must ensure that at least one-third of the total number of members are non-executive members. The number of members concurrently holding executive positions shall not exceed one-third of the total number of members at any given time, to ensure the independence of the Board of Directors.

The Corporation shall have one or several independent members of the Board of Directors. When the Corporation is listed on the Ho Chi Minh City Stock Exchange (HOSE), the total number of independent members of the Board of Directors must comply with the following regulations:

a) There must be at least 01 independent member if the Corporation has 03 to 05 members on the Board of Directors;

b) There must be at least 02 independent members if the Corporation has 06 to 08 members on the Board of Directors;

c) There must at least 03 independent members if the Corporation has 09 and 11 Board of Directors members.

5. A member of the Board of Directors shall cease to be a member in the event of dismissal, removal, or replacement by the General Meeting of Shareholders as stipulated in Article 160 of the Enterprise Law.

6. The appointment of a member of the Board of Directors must be disclosed in accordance with the legal provisions on information disclosure in the securities market.

7. Members of the Board of Directors are not required to be shareholders of the Corporation.

#### **Article 4. Standards for Members of the Board of Directors, Dismissal, and Removal of Board Members**

1. Members of the Board of Directors must meet the standards and conditions as prescribed in Clauses 1 and 2, Article 155 of the Enterprise Law, Clause 78, Article 1 of the amendments and supplements to certain articles of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain articles of the Securities Law, the Corporation's Charter, and other relevant laws, including the Enterprise Law, Securities Law, State Capital Management Law, and guiding documents. Nghị định 245/2025/ND-CP.

2. Standards for independent members of the Board of Directors:

a. Must not be a person currently working for the Corporation or its subsidiaries; must not have worked for the Corporation or its subsidiaries for at least three consecutive years prior;

b. Must not be a person receiving salary or remuneration from the Corporation, except for allowances that Board members are entitled to as prescribed;

c. Must not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Corporation; is a manager of the Corporation or its subsidiaries;

d. Must not be a person directly or indirectly owning at least one percent of the total voting shares of the Corporation;

e. Must not have been a member of the Board of Directors or the Supervisory Board of the Corporation for at least five consecutive years prior, except in cases of continuous appointment for two terms.

3. An independent member of the Board of Directors must notify the Board of Directors if they no longer meet the conditions as prescribed in Clause 2 of this Article and shall automatically cease to be an independent member of the Board of Directors from the date they no longer meet the conditions. The Board of Directors must notify the General Meeting of Shareholders of the case where an independent member no longer meets the conditions at the nearest General Meeting of Shareholders or convene an Extraordinary General Meeting of Shareholders to elect or replace the independent member of the Board of Directors within 06 (six) months from the date of receiving the notification from the relevant independent member.

4. Independent members of the Board of Directors have the rights and obligations as assigned by the Board of Directors and in accordance with the law.

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

a. Failure to meet the standards and conditions as prescribed in Article 155 of the Enterprise Law 2020;

b. Submission of a resignation letter that is accepted;

c. Other cases as stipulated in the Corporation's Charter.

6. The General Meeting of Shareholders shall remove a member of the Board of Directors if they do not participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure and other cases as stipulated in the Corporation's Charter and by law.

#### **Article 5. Standing Committee of the Board of Directors**

1. The Board of Directors unanimously appoints 03 (three) members, including the Chairman of the Board, the General Director who is also a member of the Board, and 01 (one) other member of the Board, to establish the Standing Committee of the Board of Directors.

2. The Standing Committee of the Board of Directors has the following functions and duties:

a) Policies must be unanimously approved by the majority of the members of the Standing Committee of the Board of Directors for contracts of purchase, sale, and other transactions valued from VND 03 billion to less than 35% of the total asset value recorded in the latest financial statements of the Corporation, except for contracts and transactions (i) under the decision-making authority of the Board of Directors as stipulated in the Corporation's Charter or the General Meeting of Shareholders as provided in (i) the Corporation's Charter, (ii) point d, clause 2, Article 138, and (iii) clauses 1 and 3, Article 167 of the Enterprise Law. If two-thirds of the total members of the Standing Committee of the Board of Directors agree, including the unanimous opinion of the Chairman of the Board, the content is considered approved.

Within 03 working days from the date of receipt of the complete dossier and documents related to the contract or transaction, the Standing Committee of the Board of Directors must provide an opinion. If no feedback is given within the aforementioned period, it is considered that the content of the contract or transaction has been unanimously approved.

b) Manage and supervise the activities of the Board of Management and other managers to ensure the Corporation's operations comply with the law; promptly detect and warn of potential risks during the Corporation's operations and immediately report to the Corporation's Board of Directors.

c) Within the authority of the Board of Directors, monitor the Corporation's financial activities to ensure compliance with legal regulations, the Corporation's Charter, internal governance regulations, financial regulations, and other internal documents, and immediately report to the Corporation's Board of Directors if risks are detected.

3. The Standing Committee of the Board of Directors is responsible for developing a working regulation to clearly define the scope of duties, powers, and responsibilities of each member, while specifically stipulating the accountability mechanism for Board members who are not concurrently the legal representative when participating in reviewing, providing opinions, and deciding on matters within the authority of the Standing Committee of the Board of Directors.

#### **Article 6. Subcommittees under the Board of Directors**

1. The Board of Directors may establish subcommittees as necessary to be responsible for development policy, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee is determined by the Board of Directors and must include at least 03 people, comprising members of the Board of Directors and external members.

The head of the subcommittee must be a member of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions and decisions of the subcommittee are passed when a majority of the members present and voting in favor at the subcommittee meeting.

For matters requiring approval at the Board of Directors meeting, the Board of Directors shall still convene a meeting to consider the opinions in the Subcommittee's Resolutions and proceed to approve the Board of Directors' Resolution in accordance with regulations. The subcommittee's resolution does not replace the Board of Directors' Resolution.

2. The implementation of decisions by the Board of Directors or subcommittees under the Board of Directors must comply with current legal regulations and the provisions of the Corporation's Charter and internal governance regulations of the Corporation.

Monthly, the subcommittee under the Board of Directors must submit a written report to the Board of Directors regarding the tasks performed during the month and is accountable for the tasks executed before the Board of Directors and the Corporation.

3. During each phase of project implementation, the Board of Directors may establish or dissolve subcommittees to assist the Board of Directors. The subcommittees under the Board of Directors include the following:

**3.1. Strategic and Development Subcommittee of the Corporation:**

a) The Strategic and Development Subcommittee of the Corporation consists of 3 to 5 members: 1 head of the subcommittee, 1 deputy head, and 1 to 3 members of the subcommittee.

b) Duties of the Strategic and Development Subcommittee of the Corporation:

- Formulating medium and long-term development policies and strategies for the Corporation;
- Evaluating strategic and development projects of the Corporation;
- Performing other tasks as assigned by the Board of Directors.

**3.2. Internal Audit Subcommittee:**

a) The Internal Audit Subcommittee of the Corporation consists of 3 to 5 members: 1 head of the subcommittee, 1 deputy head, and 1 to 3 members of the subcommittee.

b) Duties of the Internal Audit Subcommittee of the Corporation:

- Evaluating compliance of business activities with the Corporation's internal policies and procedures;
- Advising in the establishment of internal policies and procedures;
- Evaluating the control measures to safeguard asset safety;
- Evaluating compliance with legal regulations;
- Evaluating internal control through financial information and business processes;
- Evaluating the process of identifying, assessing, and managing business risks;
- Evaluating the effectiveness of operations;
- Conducting internal audits of subsidiaries;
- Performing other tasks as assigned by the Board of Directors.

**3.3. Personnel, Remuneration, and Bonus Subcommittee:**

a) The Personnel, Remuneration, and Bonus Subcommittee of the Corporation consists of 3 to 5 members: 1 head of the subcommittee, 1 deputy head, and 1 to 3 members of the subcommittee.

b) Duties of the Personnel, Remuneration, and Bonus Subcommittee of the Corporation:

- Proposing personnel development strategies, training policies, and talent attraction for the Corporation;
- Proposing the planning of management and executive personnel of the Corporation;

- Proposing policies on salaries and bonuses for the Board of Management and employees of the Corporation.

- Performing other tasks as assigned by the Board of Directors.

## CHAPTER II

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

#### Article 7. Powers and Duties of the Board of Directors

1. The Board of Directors is the governing body of the Corporation, possessing full authority to decide and execute the rights and duties of the Corporation, except for the rights and duties under the authority of the General Meeting of Shareholders.

2. The rights and duties of the Board of Directors are prescribed by law, the Corporation's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:

a) Decision on strategic direction, medium-term development plan, and annual business plan of the Corporation;

b) Recommendation on the type of shares and the total number of shares authorized for offering of each type;

c) Decision on the sale of unsold shares within the scope of shares authorized for offering of each type; decision on raising additional capital through other forms;

d) Decision on the selling price of shares and bonds of the Corporation;

e) Decision on the repurchase of shares as stipulated in Clauses 1 and 2, Article 133 of the Enterprise Law;

f) Decision on investment plans and investment projects for assets valued at less than 35% of the total asset value recorded in the Corporation's most recent financial statements;

g) Decision on the sale of assets valued at VND 3 billion or more but less than 35% of the total asset value recorded in the Corporation's most recent financial statements;

h) Decision on market development, marketing, and technology solutions;

i) Approval of purchase, sale contracts, and other transactions valued at 35% or more of the total asset value recorded in the Corporation's most recent financial statements, except for contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Enterprise Law;

j) Approval of loan and lending contracts of the Corporation, except for contracts and transactions under the authority of the General Meeting of Shareholders at Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of this Law and other restricted cases as prescribed by law in the field of securities;

k) Election, dismissal, and removal of the Chairman of the Board of Directors; Appointment, dismissal, and removal of the General Director based on the proposal of the Board of Directors; Appointment, dismissal, and removal of Deputy General

Directors, Chief Accountant based on the proposal of the General Director; Decision on salary, remuneration, bonuses, and other benefits for these managers; Appointment of authorized representatives to participate in the Members' Council or General Meeting of Shareholders in other companies, decision on remuneration and other benefits for these individuals;

l) Supervision and direction of the General Director and other managers in the daily business operations of the Corporation;

m) Decision on organizational structure, internal management regulations of the Corporation, decision on the establishment of subsidiaries, branches, representative offices, and investment in or purchase of shares of other enterprises;

n) Approval of the agenda, content, and documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or soliciting opinions for the General Meeting of Shareholders to approve resolutions;

o) Submission of the audited annual financial statements to the General Meeting of Shareholders;

p) Recommendation on the dividend rate to be paid; decision on the timing and procedures for dividend payment or handling of losses incurred during business operations;

q) Recommendation on the reorganization, dissolution of the Corporation; request for bankruptcy of the Corporation;

r) Decision on the issuance of the Board of Directors' Operational Regulations, Internal Regulations on Corporate Governance of the Corporation after approval by the General Meeting of Shareholders; decision on the issuance of the Operational Regulations of the Audit Committee under the Board of Directors, Regulations on Information Disclosure of the Corporation;

Other rights and obligations as prescribed by the Enterprise Law, Securities Law, other legal regulations, and the Charter of the Corporation.

3. The Board of Directors must report to the General Meeting of Shareholders on the activities of the Board of Directors in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, detailing the implementation of certain articles of the Securities Law as amended by Clause 82, Article 1 of Decree 245/2025/ND-CP.

4. The Board of Directors submits the following matters to the General Meeting of Shareholders for decision:

a. Draft amendments and supplements to the Charter of the Corporation.

b. Reorganization of the Corporation, dissolution of the Corporation; request for bankruptcy of the Corporation.

c. Develop strategies for capital mobilization, medium and long-term charter capital scale, propose types of shares and the total number of shares to be offered for each type.

d. Propose the dividend rate to be paid; decide on the timing and procedures for dividend payment or handle losses incurred during business operations;



e. Submit the audited annual financial statements to the General Meeting of Shareholders.

f. Approve contracts for purchase, sale, borrowing, lending, and other transactions valued at 35% or more of the total asset value recorded in the most recent financial statements of the Corporation, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Enterprise Law and the Charter of the Corporation.

g. Other rights and obligations as prescribed by the Enterprise Law and the Charter of the Corporation.

**Article 8. Decision on the development strategy of the Corporation, plan for business production development**

1. Decide on investment projects, except for those under the authority of the General Meeting of Shareholders; approve or submit to the competent authority for approval of investment and construction procedures according to current regulations; approve investments not included in the business plan and exceeding 10% of the annual business plan and budget of the Corporation, except for those under the authority of the General Meeting of Shareholders.

2. Decide on solutions for market development, marketing, and technology.

**Article 9. Consolidation of the Corporation's organization**

1. Decide on the organizational structure, internal management regulations of the Corporation, decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital, purchase of shares in other enterprises;

2. Decide on overseas investments in accordance with Vietnamese law, the law of the country where the investment is planned, and international law;

3. Decide on the issuance of the Board of Directors' Operating Regulations, Internal Regulations on the management of the Corporation after approval by the General Meeting of Shareholders; decide on the issuance of the Operating Regulations of the Audit Committee under the Board of Directors, Regulations on information disclosure of the Corporation;

4. Appoint, dismiss, remove, reward, discipline, and decide on the salaries of key management personnel of the Corporation:

a) Elect, dismiss, remove the Chairman of the Board of Directors;

b) Appoint, dismiss, or remove the General Director based on the proposal of the Chairman of the Board of Directors;

c) Appoint, dismiss, or remove the Deputy General Directors, Chief Accountant based on the proposal of the General Director;

d) Decisions regarding salaries, remuneration, bonuses, and other benefits for those managers;

e) Appointment of authorized representatives to participate in the Members' Council or General Meeting of Shareholders in other companies, and decisions on the remuneration and other benefits for those representatives.

f) Decisions on the annual planned salary fund for: General Director; Deputy General Directors; Chief Accountant and other executives;

g) Consideration, decision, or submission to competent authorities for decisions on the appointment or replacement of representatives of the Corporation's capital in subsidiaries, joint ventures, and affiliates in accordance with the law, the Corporation's Charter, and the regulations of the owner representative body. The General Director is responsible for proposing personnel, preparing dossiers, and organizing the implementation of related procedures as assigned by the Board of Directors;

h) The right to suspend or unconditionally annul decisions of the General Director if such decisions are deemed contrary to the interests of the Corporation, violate the law, or the Corporation's Charter.

### **Article 10. Financial and Budgetary Matters**

1. Decisions on the issuance of new shares within the authorized share offering limit, and decisions on the repurchase of shares as stipulated in Clauses 1 and 2, Article 133 of the Enterprise Law;

2. Decisions on capital mobilization through other forms:

- Issuance of bonds.

- Borrowing from shareholders.

- Borrowing from domestic and foreign credit institutions.

The decision-making authority of the Board of Directors complies with the Corporation's Financial Management Regulations and relevant legal provisions.

3. Approval of the Corporation's financial mechanism in accordance with the law and annual production conditions.

4. Decisions on the annual allocation to the development investment fund are submitted to the General Meeting of Shareholders for approval.

5. Decisions on the allocation to the job loss allowance reserve fund, submitted to the General Meeting of Shareholders for approval.

6. Decisions on the allocation to the reward and welfare fund, submitted to the General Meeting of Shareholders for approval.

7. Decisions on the allocation to the reward fund for the Corporation's Board of Management (General Director, Deputy General Directors, Chief Accountant, and other management personnel), submitted to the General Meeting of Shareholders for approval.

8. Decisions on the selling price of the Corporation's shares and bonds.

9. Decisions on the sale of shares on the stock market.

10. Decisions on the valuation of the Corporation's contributed assets that are not in the form of cash, gold, or foreign currency.

### **Article 11. Approval Authority of the Board of Directors**

The Board of Directors approves or issues Resolutions, decisions on various types of contracts:



1. Contracts for purchase, sale, borrowing, lending, and other transactions with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Corporation, except where the Corporation's Charter stipulates a different ratio or value, and contracts or transactions fall under the decision-making authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Enterprise Law, and other related internal management regulations.

2. Approval in writing of economic and civil contracts of the Corporation signed with: members of the Board of Directors, the General Director, members of the Supervisory Board, shareholders holding over 10% of the voting shares, and contracts of the Corporation signed with their related persons as stipulated in Article 167 of the Enterprise Law.

3. Supervision of contract signing to prevent contracts from being invalidated, causing damage to the Corporation.

4. Approval of plans for the organization and implementation of business production contracts submitted by the General Director.

5. Approval of the Corporation's management regulations, including: Financial Management Regulations; Labor Recruitment Regulations; Asset Management and Utilization Regulations; Information Disclosure Regulations; Regulations on the Representative of the Corporation's Capital in Enterprises.

6. Approval of the Corporation's annual business plan.

7. Approval of the plan and consent to the policy of signing contracts for credit loans with organizations and individuals.

8. Purchase and sale of shares, stocks, financial investments, capital contributions, holding, increasing, or decreasing capital of enterprises invested in other enterprises; establishment, reorganization, dissolution of branches, representative offices, and other dependent accounting units; acceptance of enterprises voluntarily participating as subsidiaries, affiliated companies.

#### **Article 12. Organization of the General Meeting of Shareholders**

1. Approval of the agenda and content of documents for the General Meeting of Shareholders.

2. Convening the General Meeting of Shareholders or collecting written opinions for the General Meeting of Shareholders to approve resolutions in accordance with the law.

3. Reporting to the General Meeting of Shareholders on the activities of the Board of Directors, the supervisory results of the Board of Directors over the General Director and Deputy General Directors during the fiscal year.

#### **Article 13. Other Duties**

1. Handling internal complaints within the Corporation in accordance with the authority and current regulations.

2. Organizing the mediation of disputes between the Corporation and partners, customers.

**CHAPTER III**  
**CHAIRMAN OF THE BOARD OF DIRECTORS AND MEMBERS OF THE**  
**BOARD OF DIRECTORS**

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

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

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

- a) Formulate the program and activity plan of the Board of Directors;
- b) Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the implementation of resolutions and decisions of the Board of Directors;
- e) Chair the General Meeting of Shareholders;
- f) In necessary cases, the dedicated Chairman of the Board of Directors may directly inspect and direct the operational activities of the General Director.
- g) Other rights and obligations as prescribed by the Enterprise Law and the Corporation's Charter.

The Chairman of the Board of Directors must manage the operations of the Corporation in accordance with the law, the Corporation's Charter, and the resolutions and decisions of the Board of Directors.

4. In the event that the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of resignation or dismissal.

5. If the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the Corporation's Charter. In the absence of an authorized person or if the Chairman of the Board of Directors is deceased, missing, detained, serving a prison sentence, undergoing administrative measures at a compulsory rehabilitation center, compulsory education center, absconding, restricted or incapacitated in civil act capacity, has difficulty in cognition or behavior control, or is prohibited by the Court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one among themselves to hold the position of Chairman of the Board of Directors by majority vote until a new decision is made by the Board of Directors.

**Article 15. Members of the Board of Directors**

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### ***1. Replacement Members of the Board of Directors***

a) When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors outside the cases stipulated in Clauses 1 and 2, Article 160 of the Enterprise Law.

b) Except as provided in Points a and b, Clause 4, Article 160 of the Enterprise Law, the General Meeting of Shareholders shall elect new members to replace dismissed or removed members of the Board of Directors at the nearest meeting.

### ***2. Right to Information of Members of the Board of Directors***

a) Members of the Board of Directors have the right to request the General Director, Deputy General Director, and other managers in the Corporation to provide information and documents regarding the financial situation and business operations of the Corporation and its units.

b) The requested managers must provide timely, complete, and accurate information and documents as requested by the members of the Board of Directors. The procedures for requesting and providing information are stipulated in the Corporation's Charter.

### ***3. Supplementing Members of the Board of Directors***

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

Except as provided in Points a and b, Clause 4, Article 160 of the Enterprise Law, the General Meeting of Shareholders shall elect new members to replace dismissed or removed members of the Board of Directors at the nearest meeting.

***4. Concurrent Positions of Members of the Board of Directors:*** Members of the Board of Directors may concurrently hold management positions in the Corporation (except for members of the Supervisory Board) or in other organizations, provided they do not violate Article 155 of the Enterprise Law and other legal regulations.

***5. Full-time Members of the Board of Directors:*** Where conditions permit, the Board of Directors must have at least one full-time member to monitor, supervise, and direct the activities of the Corporation, and propose development strategies for the Corporation.

**CHAPTER IV**  
**MEETINGS OF THE BOARD OF DIRECTORS**

**Article 16. Meetings of the Board of Directors**

***1. Regular Meetings***

a) The Board of Directors shall convene regular meetings once every quarter on a date deemed appropriate by the Chairman of the Board of Directors, but no later than the last day of the quarter.

b) In addition to convening regular meetings, the Board of Directors may hold extraordinary meetings.

***2. Extraordinary Meetings***

The Chairman of the Board of Directors must convene extraordinary meetings of the Board of Directors in the following cases:

a) Upon the request of the Supervisory Board or an independent member of the Board of Directors;

b) Upon the request of the General Director or at least five other managers;

c) Upon the request of at least two members of the Board of Directors;

d) Other cases as stipulated by the Corporation's Charter.

The requests specified in Clause 2 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the authority of the Board of Directors.

***3. Time for Convening Board of Directors Meetings***

a) Regular Meetings: The Chairman of the Board of Directors or the person convening the meeting must send the notice of the meeting at least five working days before the meeting date.

b) Extraordinary Meetings: The Chairman of the Board of Directors must convene the meeting within seven working days from the date of receiving the request specified in Clause 2 of this Article.

c) The Chairman of the Board of Directors or the person convening the meeting must send the notice of the meeting at least five working days before the meeting date. The notice must specify the time and place of the meeting, agenda, issues for discussion, and decisions.

The notice of meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as stipulated by the Corporation's Charter, ensuring it reaches the registered contact address of each member of the Board of Directors.

***4. Person Convening the Board of Directors Meeting***

The person convening the Board of Directors meeting is the Chairman of the Board of Directors; in the absence of the Chairman, the person authorized in writing by the Chairman shall convene the meeting. In the event the Chairperson does not convene

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the meeting, those requesting under Clause 2 of this Article have the right to convene the meeting themselves.

### ***5. Venue for Board of Directors Meetings***

Meetings of the Board of Directors shall be held at the registered office of the Corporation or another location in Vietnam as decided by the person convening the meeting.

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

a) Hear each member of the Board of Directors participating in the meeting.

b) Statements shall be made to all other attending members simultaneously. Discussions among members may be conducted directly via telephone, through internet-based means, or by other communication methods, or a combination thereof. Members of the Board of Directors participating in the meeting through the aforementioned methods shall be deemed present at the meeting. The meeting location organized under this provision shall be the place with the most members of the Board of Directors present, or the location where the Chairman of the meeting is present. Decisions voted on during the meeting by telephone or other appropriate means shall be organized and conducted validly, taking effect immediately upon the conclusion of the meeting, but must be signed in the minutes by all members of the Board of Directors attending the meeting.

### **Article 17. Meeting of the Board of Directors**

1. A meeting of the Board of Directors shall be conducted when at least three-fourths of the total members are present. In the event that the meeting convened under this provision does not have the required number of members present, it shall be reconvened within seven days from the date of the first scheduled meeting. In this case, the meeting shall proceed if more than half of the members of the Board of Directors are present.

2. The Chairman of the Board of Directors meeting shall be the Chairman of the Board of Directors or a person authorized in writing by the Chairman. In the absence of the Chairman and without authorization, the attending members of the Board of Directors shall elect one person to chair the meeting.

#### **3. Voting at the Board of Directors Meeting**

a) Except as provided in point b, clause 11, Article 30 of the Corporation's Charter, each member of the Board of Directors or an authorized representative as stipulated in clause 9, Article 30 of the Corporation's Charter present in person at the Board of Directors meeting shall have one (01) voting ballot;

b) Members of the Board of Directors shall not vote on contracts, transactions, or proposals in which they or their related persons have an interest that conflicts or may conflict with the interests of the Corporation. Such members shall not be counted in the minimum quorum required to hold a Board of Directors meeting for decisions on which they have no voting rights;

c) Pursuant to point d, clause 11, Article 30 of the Corporation's Charter, when an issue arises at the meeting concerning the interests or voting rights of a member of the Board of Directors who does not voluntarily relinquish their voting rights, the decision of the Chairman and the remaining voting members of the Board of Directors shall be final, except where the nature or scope of the member's interest has not been fully disclosed;

d) A member of the Board of Directors benefiting from a contract as stipulated in point b, clause 6, Article 43 of the Corporation's Charter shall be considered to have a significant interest in that contract;

e) Members of the Supervisory Board have the right to attend the Board of Directors meetings, have the right to discuss, but not to vote.

#### 4. Minutes of the Board of Directors Meeting

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

- a) Name, address of the head office, enterprise code;
- b) Time and location of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Names of each attending member or authorized representative and the method of attendance; names of members not attending and the reasons for their absence;
- e) Matters discussed and voted on at the meeting;
- f) Summary of the opinions expressed by each attending member in the order of the meeting's proceedings;
- g) Voting results, specifying members who agreed, disagreed, and abstained;
- h) Matters approved and the corresponding voting ratios;
- i) Names and signatures of the chairman and the minute taker, except in the following case:

- In the event that the chairman and the minute taker refuse to sign the meeting minutes, but if all other attending members of the Board of Directors agree and sign the minutes, and the content complies with the provisions of items a, b, c, d, đ, e, g, and h above, the minutes shall be effective. The minutes shall clearly state the refusal of the chairman and the minute taker to sign. The signatories of the minutes shall bear joint responsibility for the accuracy and truthfulness of the content of the Board of Directors meeting minutes. The chairman and the minute taker shall bear personal liability for any damage caused to the Corporation due to their refusal to sign the minutes in accordance with the Enterprise Law, the Corporation's Charter, and relevant laws.

Meetings of the Board of Directors must be recorded in minutes and may be audio recorded, recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the contents stipulated in Article 158 of the Enterprise Law. The Chairman of the Board of Directors is responsible for sending the meeting minutes to the members, and such minutes serve

as conclusive evidence of the proceedings conducted at the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of dispatch. The meeting minutes of the Board of Directors are prepared in Vietnamese and may be prepared in a foreign language. The minutes must bear the signatures of the chairman and the minute taker.

**Article 18. Authority and Procedure for Collecting Written Opinions of the Board of Directors Members**

1. The Chairman of the Board of Directors is authorized to collect written opinions from the Board of Directors members to approve resolutions when deemed necessary for the benefit of the Corporation.

2. The Chairman of the Board of Directors or an authorized representative shall prepare the opinion collection forms, draft resolutions, and explanatory documents; these shall be sent to all Board of Directors members no later than five (5) working days before the deadline for returning the forms.

3. Main contents of the opinion collection form:

- a) Name, head office address, enterprise code;
- b) Purpose of collecting opinions;
- c) Content of the issue for which opinions are sought for approval;
- d) Voting options: agree, disagree, abstain;
- e) Deadline for returning the forms;

f) Names and signatures of the Chairman of the Board of Directors and voting members.

4. Members of the Board of Directors may send their forms by registered mail, fax, email, or other electronic means as prescribed by law. Forms sent late, disclosed before the vote counting, or not sent are considered invalid.

5. The Chairman of the Board of Directors organizes the vote counting and prepares the Vote Counting Record with the following contents:

- a) Name, enterprise code, head office address;
- b) Purpose and matters for consultation;
- c) Number of participating members, valid and invalid votes;
- d) Voting results;
- e) Resolution adopted and corresponding approval rate;

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

Members of the Board of Directors and the vote counter shall be jointly responsible for the accuracy and integrity of the minutes and voting results.

6. Resolutions of the Board of Directors adopted by written consultation shall have the same legal validity as resolutions adopted at Board meetings.

7. Consultation ballots, vote counting records, resolutions, and related documents must be retained at the headquarters of the Corporation.

## CHAPTER V

### WORKING CONDITIONS OF THE BOARD OF DIRECTORS

#### Article 19. Material Assurance

1. The Board of Directors shall utilize the apparatus, technical facilities, and seal of the Corporation to perform its management functions.

2. The Corporation's office is responsible for receiving and forwarding documents of the Board of Directors, and documents from superior authorities that fall under the responsibility of the Board of Directors shall be sent to the Chairman of the Board of Directors. Documents of an executive nature under the jurisdiction of the General Director shall be copied to the Chairman of the Board of Directors for monitoring.

- Members of the Board of Directors may directly work, question, and exchange with members of the Board of Management, subsidiaries, joint ventures, and affiliated units of the Corporation to understand the implementation of assigned tasks.

#### Article 20. Operating Budget of the Board of Directors

1. The Board of Directors is allocated a budget by the General Meeting of Shareholders to ensure its operations, which is settled annually in the financial statements.

2. Principles of expenditure:

a) Ensure management work includes:

- Travel, accommodation, and other reasonable expenses incurred in fulfilling their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.

- Market research expenses: Board members traveling domestically and internationally must be approved by the Chairman of the Board of Directors.

- Consultancy expenses for the activities of the Board of Directors.

b) Practical, efficient, and economical.

c) Ensure remuneration commensurate with positions within the Board of Directors.

3. The Chairman of the Board of Directors decides on the approval of expenditures serving the activities of the Board of Directors.

4. Remuneration, bonuses, and other benefits for members of the Board of Directors:

a) The Corporation is entitled to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.



b) Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days necessary to complete the tasks of the Board member. The Board of Directors estimates the remuneration for each member based on the principle of unanimity. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

c) The remuneration of each member of the Board of Directors shall be accounted for as a business expense of the Corporation in accordance with the laws on corporate income tax, presented as a separate item in the Corporation's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

d) Members of the Board of Directors holding executive positions, full-time members, or those working in committees of the Board, or performing other tasks deemed by the Board to be outside the usual scope of a Board member's duties, may receive additional remuneration in the form of a lump sum, salary, commission, profit percentage, or other forms as decided by the Board.

e) Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in the performance of their duties as Board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.

f) Members of the Board of Directors may be provided with liability insurance by the Corporation upon approval by the General Meeting of Shareholders. This insurance does not cover liabilities related to violations of the law and the Corporation's Charter.

**Article 21.** the content of such work must be declared to the Board of Directors and can only be executed with the approval of the majority of the remaining Board members; if executed without declaration or approval, all income derived from such activities shall belong to the Corporation and be subject to legal regulations.

## Chapter VI

### RELATIONSHIP OF THE BOARD OF DIRECTORS

#### Article 22. Relationship among Board Members

1. The relationship among Board members is one of coordination, with each member responsible for informing others of relevant issues during the execution of assigned tasks.

2. During task execution, the member of the Board assigned primary responsibility must proactively coordinate if issues arise related to areas overseen by other Board members. In cases of differing opinions among Board members, the responsible member shall report to the Chairman of the Board for a decision within their authority or organize a meeting or solicit opinions from Board members in accordance with the law, the Corporation's Charter, and these Regulations.

3. In the event of reassignment among Board members, they must hand over related tasks, files, and documents. This handover must be documented in writing and reported to the Chairman of the Board.

### **Article 23. Relationship with the Supervisory Board or Audit Committee**

1. The relationship between the Board of Directors and the Supervisory Board or Audit Committee is one of coordination. The working relationship between the Board and the Supervisory Board or Audit Committee is based on principles of equality and independence, while closely coordinating and supporting each other in the execution of duties.

2. Upon receiving inspection reports or summary reports from the Supervisory Board or Audit Committee, the Board of Directors is responsible for reviewing and directing relevant departments to develop plans and implement timely corrections.

## **CHAPTER VII**

### **IMPLEMENTATION PROVISIONS**

#### **Article 24. Amendments and Supplements to the Regulations**

1. During the implementation process, any proposals for amendments or supplements must be submitted in writing to the Secretariat of the Corporation for presentation to the Board of Directors for consideration and decision.

2. The amendment or supplementation of this Regulation must be decided by the Board of Directors.

#### **Article 25. Effective Date**

1. This Regulation, consisting of 7 chapters and 25 articles, is issued and takes effect on the date of issuance. Members of the Board of Directors, the Board of Management, and management personnel of the Corporation are responsible for implementing the Regulation. The Supervisory Board shall inspect and supervise the implementation of the Regulation within the Corporation.

2. This Regulation is an integral part of the Corporation's Charter and is applied at Binh Duong Producing and Trading Corporation. Matters not specified in this Regulation shall be governed by the Corporation's Charter and relevant legal provisions.

