

## **PROPOSAL**

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

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

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

**INTERNAL REGULATIONS ON GOVERNANCE OF  
BINH DUONG PRODUCING AND TRADING CORPORATION**

**CHAPTER I**

**GENERAL PROVISIONS**

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

1. The internal regulations on governance of Binh Duong Producing and Trading Corporation (“*Corporation*”) stipulate the principles of operation, responsibility regime, rights, working methods, procedures for resolving work, and working relationships of the General Meeting of Shareholders, Board of Directors, Board of Management, enterprise operators, subcommittees, governance officers of the Corporation, and other activities as prescribed in the Company Charter and law.

2. Members of the Board of Directors, General Director, Deputy General Directors, Chief Accountant, operators at other enterprises, subcommittees, governance officers of the Corporation, Heads of departments, and related persons in the Corporation as prescribed by the Enterprise Law and Securities Law are subject to these Regulations.

**Article 2. Governance Principles**

1. The governance activities of the Corporation shall adhere to the legal provisions and the Corporation's regulations;

2. Ensure supervision by the General Meeting of Shareholders and the Supervisory Board in the execution of duties and powers as prescribed;

3. Ensure compliance with procedures, processes, and timelines for resolving work as prescribed by law, the Company Charter, and these Regulations;

4. Ensure democracy, clarity, transparency, and efficiency in all activities of the Corporation;

5. Ensure the rights of shareholders and related parties;

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

**Article 3. Notice of Finalizing the Shareholder List Entitled to Attend the General Meeting of Shareholders**

The notice of finalizing the shareholder list entitled to attend the General Meeting of Shareholders shall be conducted in accordance with the Company Charter and specialized legal provisions.

**Article 4. Notice of Convening the General Meeting of Shareholders**

Implemented in accordance with Clause 3, Article 18 of the Company Charter.

**Article 5. Registration Method for Attending the General Meeting of Shareholders**

Prior to the commencement of the meeting, the Corporation's Board of Directors must carry out shareholder registration procedures and continue registration until all shareholders entitled to attend have registered.

**Article 6. Voting Method**

1. During shareholder registration, the Corporation issues each shareholder or authorized representative with voting rights a voting card, which includes the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of that shareholder. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by means of approval, disapproval, and abstention. At the Meeting, the number of cards approving the resolution is recorded first, followed by the number of cards disapproving the resolution, and finally, the total number of votes in favor or against is counted to decide. The vote counting results are announced by the Chairperson immediately before the closing of the meeting. The General Meeting of Shareholders elects individuals responsible for vote counting or supervising the vote counting upon the Chairperson's proposal. The number of members of the Vote Counting Committee is determined by the General Meeting of Shareholders based on the Chairperson's proposal.

2. Shareholders, authorized representatives of shareholders who are organizations or individuals authorized to arrive after the meeting has commenced, have the right to register immediately and thereafter have the right to participate and vote at the General Meeting immediately after registration. The Chairperson is not obliged to pause the General Meeting for late-arriving shareholders to register, and the validity of the matters already voted upon remains unchanged.

**Article 7. Vote Counting Method**

1. Except as provided in Clause 2, Clause 3 of Article 21 of the Corporation's Charter, decisions of the General Meeting of Shareholders on the following matters shall be approved when 51% or more of the total votes of shareholders with voting rights present directly or through authorized representatives present at the General Meeting of Shareholders:

- a) Approval of the annual financial statements;
- b) Short and long-term development plans of the Corporation;

c) Election, dismissal, removal, or replacement of members of the Board of Directors, Supervisory Board;

d) Other matters within the decision-making authority of the General Meeting of Shareholders.

2. The election of members of the Board of Directors, Supervisory Board must be conducted in accordance with Clause 3, Article 148 of the Enterprise Law.

3. Decisions of the General Meeting of Shareholders related to: a) amendments and supplements to the Charter; b) types of shares and the number of shares offered; c) changes in the organizational structure of the Corporation's management; d) reorganization or dissolution of the enterprise; e) decisions on investment or sale of the Corporation's assets valued at 35% or more of the total asset value of the Corporation according to the most recent audited financial statements shall be approved when 65% or more of the total votes of shareholders with voting rights present directly or through authorized representatives present at the General Meeting of Shareholders are in favor.

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares in favor are legal and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and the Corporation's Charter.

#### **Article 8. Announcement of Vote Counting Results**

After conducting the vote count, the Vote Counting Committee shall announce the vote counting results directly at the General Meeting of Shareholders. The announcement of vote counting results must specify the number of votes in favor, the number of votes against, and the number of abstentions for each issue.

#### **Article 9. Share Repurchase at the Request of Shareholders**

1. Shareholders who voted against the resolutionA resolution regarding the reorganization of the company or changes to the rights and obligations of shareholders as stipulated in the Company Charter grants shareholders the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the quantity of each type of shares, the proposed selling price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders approves the resolution on the matters specified in this Clause.

2. The Company must repurchase shares at the request of shareholders as stipulated in Clause 1 of this Article at market price or at a price calculated according to the principles set forth in the Company Charter within 90 days from the date of receiving the request. If there is no agreement on the price, the parties may request a professional valuation organization to determine the price. The Company shall introduce at least three valuation organizations for the shareholder to choose from, and that choice shall be final.

#### **Article 10. Preparation of Meeting Minutes of the General Meeting of Shareholders**

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

#### **Article 11. Information Disclosure of the Resolution of the General Meeting of Shareholders**



The resolution of the General Meeting of Shareholders must be disclosed in accordance with the Company Charter and legal regulations in the field of securities.

**Article 12. Approval of the Resolution by the General Meeting of Shareholders through Written Opinions**

To be conducted in accordance with Article 22 of the Company Charter.

**CHAPTER III**

**NOMINATION, CANDIDACY, ELECTION, DISMISSAL, AND REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS**

**Article 13. Qualifications of Members of the Board of Directors**

Members of the Board of Directors must meet the standards and conditions stipulated in Article 155 of the Enterprise Law, legal regulations in the field of securities, the Company Charter, and other relevant legal regulations.

**Article 14. Method for Shareholders and Shareholder Groups to Nominate and Elect Members to the Board of Directors**

Shareholders and shareholder groups nominate and elect individuals to the Board of Directors in accordance with legal regulations and Clause 2, Article 12 of the Company Charter.

**Article 15. Method of Electing Members to the Board of Directors**

The election of members to the Board of Directors shall be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders may allocate all or part of their total votes to one or several candidates. Successful candidates for the Board of Directors are determined by the number of votes from highest to lowest, starting with the candidate with the highest number of votes until the required number of members as stipulated in the Company Charter is reached. In the event that two or more candidates receive the same number of votes for the final position on the Board of Directors, a re-election shall be conducted among the candidates with equal votes, or selection shall be made based on specific criteria according to the election regulations or the Company Charter.

**Article 16. Cases of Dismissal and Removal of Members of the Board of Directors**

To be conducted in accordance with Article 160 of the Enterprise Law and the Regulations on the Operation of the Board of Directors.

**Article 17. Notification of Election, Dismissal, and Removal of Members of the Board of Directors**

Notice on the Election, Dismissal, and Removal of Members of the Board of Directors pursuant to the legal provisions on information disclosure and the Company Charter, as well as the Regulations on the Operation of the Board of Directors.

**Article 18. Method of Introducing Candidates for the Board of Directors**

In cases where candidates for the Board of Directors have been identified, the Corporation must disclose information related to the candidates at least ten (10) days before the opening of the General Meeting of Shareholders on the Corporation's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the honesty, accuracy, and reasonableness of the disclosed personal information and must commit to performing their duties honestly, diligently, and in the best interests of the Corporation if elected as members of the Board of Directors. The information related to candidates for the Board of Directors to be disclosed includes:

1. Full name, date, month, year of birth;
2. Professional qualifications;
3. Work experience;
4. Other managerial positions (including Board of Directors positions in other companies);
5. Interests related to the Corporation and its related parties;
6. Information about companies where the candidate holds other managerial positions and interests related to the Corporation of the candidate for the Board of Directors (if any);
7. Other information (if any).

## CHAPTER IV

### PROCEDURES AND PROTOCOLS FOR ORGANIZING BOARD OF DIRECTORS MEETINGS

#### **Article 19. Notice of Board of Directors Meetings**

Implemented in accordance with Clauses 6 and 7, Article 30 of the Company Charter and the Regulations on the Operation of the Board of Directors.

#### **Article 20. Conditions for Organizing Board of Directors Meetings**

Implemented in accordance with Clause 8, Article 30 of the Company Charter and the Regulations on the Operation of the Board of Directors.

#### **Article 21. Voting Method**

Implemented in accordance with Clause 11, Article 30 of the Company Charter and the Regulations on the Operation of the Board of Directors.

#### **Article 22. Method of Passing Resolutions of the Board of Directors**

Implemented in accordance with Clauses 13 and 14, Article 30 of the Company Charter and the Regulations on the Operation of the Board of Directors.

#### **Article 23. Recording of Board of Directors Meeting Minutes**

The minutes of the Board of Directors meetings must be recorded fully and truthfully. The Board of Directors may request a member of the Board of Directors or another person to act as secretary to record the meeting minutes. The minutes of the Board of Directors meetings must be conducted in accordance with Clause 17, Article

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30 of the Company Charter, including the contents stipulated in Article 158 of the Enterprise Law.

**Article 24. Notification of Board of Directors Resolutions**

Resolutions of the Board of Directors must be notified to the relevant parties as stipulated in the Company Charter.

**CHAPTER V**

**NOMINATION, CANDIDACY, ELECTION, DISMISSAL, AND REMOVAL OF SUPERVISORS**

**Article 25. Standards and Conditions for Supervisors.**

Supervisors must meet the standards and conditions as stipulated in Clause 1, Article 169 of the Enterprise Law and Clause 2, Article 38 of the Company Charter.

**Article 26. Method for Shareholders or Groups of Shareholders to Nominate Candidates for the Position of Supervisor**

The nomination and self-nomination of Supervisors shall be conducted in accordance with the provisions of Clauses 1 and 2, Article 25 of the Company's Charter.

**Article 27. Method of Electing Supervisors**

The voting for the Supervisory Board shall be conducted through cumulative voting, whereby each shareholder has a total number of votes equivalent to the total number of shares owned multiplied by the number of members to be elected to the Supervisory Board. Shareholders may allocate all or part of their total votes to one or several candidates. The successful candidates for the position of Supervisor shall be determined based on the number of votes from highest to lowest, starting with the candidate receiving the highest number of votes until the required number of members as stipulated in the Company's Charter is met. In the event that two or more candidates receive the same number of votes for the final position on the Supervisory Board, a re-vote shall be conducted among the candidates with equal votes, or selection shall be made based on the criteria set forth in the election regulations or the Company's Charter.

**Article 28. Cases of Dismissal and Removal of Supervisors**

Implemented in accordance with Article 174 of the Enterprise Law.

**Article 29. Notification of Election, Dismissal, and Removal of Supervisors**

Notification of the election, dismissal, and removal of Supervisors shall be in accordance with the Company's Charter and legal regulations in the field of securities.

**CHAPTER VI**

**Article 30. Committees and the Establishment of Committees**

1. The Board of Directors may establish subordinate committees to support the activities of the Board of Directors in the execution of its duties and powers.

2. The committees include: the Strategy and Capital Management Committee; the Human Resources and Remuneration Committee; the Internal Audit Committee, and other committees as decided from time to time by the Board of Directors.

### **Article 31. Structure of the Committees**

The number of members of a committee shall be determined by the Board of Directors, with a minimum of three (3) persons, including members of the Board of Directors and external members.

### **Article 32. Qualifications of Committee Members and Committee Chairpersons**

Members of the committees shall include one or more members of the Board of Directors and one or more external members with professional expertise appropriate to the duties of each committee they are responsible for.

### **Article 33. Responsibilities of the Committees and Individual Members**

1. The activities of the committees must comply with the regulations of the Board of Directors. Resolutions of the committees shall only be effective when a majority of members attend and vote in favor at the committee meeting.

2. The implementation of decisions by committees under the Board of Directors must comply with current legal regulations, the Company's Charter, the internal governance regulations of this Company, and the operational regulations of the Board of Directors.

3. Each subcommittee must have a Head of the Subcommittee, who is a member of the Board of Directors. The subcommittees are responsible for proactively planning their work according to assigned tasks on a quarterly and annual basis, and must submit reports to the Board of Directors on the subcommittee's performance on a quarterly and annual basis.

4. Subcommittees under the Board of Directors:

a) Strategy and Capital Management Subcommittee of the Corporation:

The Strategy and Capital Management Subcommittee assists the Board of Directors in formulating the Corporation's long-term development strategy; reviewing investment efficiency, assessing the ability to preserve and develop capital, controlling capital flows, and evaluating the effectiveness of capital utilization at subsidiaries and affiliated companies, and providing assessments and reports on the implementation of the strategy in each phase.

b) Internal Audit Subcommittee:

The Internal Audit Subcommittee assists the Board of Directors in evaluating the compliance of business activities with the Corporation's internal policies and procedures, legal regulations, assessing the control of asset protection measures and business risk management, conducting internal audits of subsidiaries, and advising on the establishment of internal policies and procedures.

c) Human Resources, Salary, and Bonus Subcommittee:

The Human Resources, Salary, and Bonus Subcommittee is responsible for recruiting senior personnel for the Corporation's executive management, including the Board of Management and other necessary positions for the Corporation's operations as determined by the Board of Directors. The Human Resources Subcommittee is responsible for appraising and approving recruitment, utilization, and development proposals submitted by the Board of Management and assisting the Board of Directors

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in developing the Corporation's human resources strategies and policies, while also providing evaluation reports on implementation results.

## **CHAPTER VII**

### **ESTABLISHMENT AND OPERATION OF THE INTERNAL AUDIT SUBCOMMITTEE**

#### **Article 34. Standards for Members of the Internal Audit Subcommittee**

The Internal Audit Subcommittee assists the Board of Directors in controlling the Corporation's activities within the Board's authority, including controlling the quality of goods, products, and production and business activities, material consumption standards, fixed asset procurement, and project investments.

Internal auditing is an independent assurance and consulting activity designed to add value and improve the Corporation's business operations. Internal auditing helps the Corporation achieve its objectives through a systematic and disciplined approach to evaluating and enhancing the effectiveness of risk management, control systems, and governance processes.

Personnel involved in internal auditing within the Internal Audit Subcommittee must meet the conditions and standards as stipulated in Article 11 of Decree No. 05/2019/ND-CP and relevant legal regulations.

#### **Article 35. Structure and Composition of the Internal Audit Subcommittee**

The number of members of the Internal Audit Subcommittee is determined by the Board of Directors, but there must be at least three (3) members, including members of the Board of Directors and non-Board members. Independent members of the Board of Directors/non-executive Board members constitute the majority of the subcommittee, and one of these members is appointed as the Head of the Subcommittee by the decision of the Board of Directors.

#### **Article 36. Rights and Responsibilities of the Internal Audit Subcommittee**

1. Internal audit serves as a guardian of value for the Binh Duong Producing and Trading Corporation and is authorized to oversee the Corporation's compliance with legal regulations, business ethics, and internal regulations of the Corporation.

2. It is responsible for identifying errors in the Corporation's business operations, providing advisory roles and guidance to the Board of Management and the Board of Directors regarding risk control.

3. It assists the Board of Directors in improving and rectifying weaknesses in the Corporation's management and governance system. Through analysis, inspection, and supervision of the operational processes of various departments within the business structure, the Internal Audit Subcommittee offers advice to enhance the Corporation's productivity and efficiency.

4. The Internal Audit Subcommittee proactively plans its work according to assigned tasks on a quarterly and annual basis and must report to the Board of Directors on the Subcommittee's performance results on a quarterly and annual basis.

#### **Article 37. Meetings of the Internal Audit Subcommittee**

1. The Internal Audit Subcommittee must operate in accordance with the regulations of the Board of Directors. Resolutions of the Subcommittee are only effective when a majority of members present and voting at the Subcommittee meeting are members of the Board of Directors.

2. In exercising its authority, the Subcommittee must comply with the regulations of the Board of Directors. The Internal Audit Subcommittee does not issue normative documents; when opinions are needed, the Subcommittee prepares a proposal, submits it to the Board of Directors for decision, and issues a resolution for implementation.

## **CHAPTER VIII**

### **SELECTION, APPOINTMENT, AND DISMISSAL OF ENTERPRISE EXECUTIVES**

#### **Article 38. Standards for Enterprise Executives**

The standards for enterprise executives (Executives of the Corporation as per the Company Charter) must include a university degree or higher, expertise relevant to the field of appointment, and compliance with the Corporation's regulations, rules, Charter, and the Enterprise Law.

Enterprise executives are responsible for performing their assigned duties with honesty, diligence, and the best efficiency to ensure support for the Corporation in achieving its set objectives in operations and organization.

#### **Article 39. Appointment of Enterprise Executives**

The Board of Directors appoints, dismisses, and removes the General Director based on the proposal of the Board of Directors. The Board of Directors appoints, dismisses, and removes Deputy General Directors and the Chief Accountant based on the proposal of the General Director. The appointment, dismissal, and removal of the General Director, Deputy General Directors, and Chief Accountant must be approved by a resolution of the Board of Directors. The General Director appoints, dismisses, and removes other management and executive positions according to the authority prescribed. The number and standards of management and executive positions must be consistent with the structure and management regulations of the Corporation as stipulated by the Board of Directors.

#### **Article 40. Signing of Labor Contracts with Enterprise Executives**

Remuneration, salary, benefits, and other terms in the labor contracts for the General Director, Deputy General Directors, and Chief Accountant are decided by the Board of Directors. Contracts with other executives are decided by the General Director.

#### **Article 41. Cases of Dismissal and Removal of Enterprise Executives**

The dismissal of enterprise executives is in accordance with the Corporation's regulations and the provisions of the Enterprise Law and labor law.

#### **Article 42. Notification of Appointment, Dismissal, and Removal of the Company's Executive**

1. The Board of Directors shall appoint one (1) member of the Board of Directors or another individual as the General Director; the Board of Directors shall decide on the



contract, including provisions regarding salary, remuneration, and other benefits. The remuneration, salary, and other benefits of the General Director must be reported at the 2025 Annual General Meeting of Shareholders, presented as a separate item in the annual Financial Statements, and stated in the Annual Report of the Corporation.

2. The term of the General Director shall not exceed five (5) years and may be reappointed for an unlimited number of terms. The appointment may cease to be effective based on the provisions of the employment contract. The General Director must not be prohibited by law from holding this position and must meet the standards and conditions as prescribed by law and the Company Charter.

3. The General Director shall have the following rights and obligations:

a) To implement the resolutions and decisions of the General Meeting of Shareholders, the Board of Directors, and the business and investment plans of the Corporation as approved by the Board of Directors;

b) To decide on matters not within the authority of the Board of Directors, including representing the Corporation in signing contracts within the authority prescribed, organizing, and managing the daily business operations of the Corporation according to best management practices and legal regulations;

c) To propose to the Board of Directors the organizational structure plan and internal management regulations of the Corporation;

d) To propose the number and executives for the Board of Directors to appoint or dismiss according to Articles 39 and 40 of this Regulation;

e) To decide the number of employees, salaries, allowances, benefits, appointments, dismissals, and other terms related to the employment contracts of employees, managers, and other executives within the authority;

f) To submit to the Board of Directors for approval the detailed business plan for the next fiscal year by January 31 of the following fiscal year, based on meeting the budget requirements and the five (5) year financial plan;

g) To propose measures to enhance the operations and management of the Corporation;

h) To propose plans for dividend distribution or handling business losses;

i) To prepare long-term, annual, and quarterly budgets of the Corporation (“**Budget**”) to serve the long-term, annual, and quarterly management activities of the Corporation according to the business plan. The annual budget (including the balance sheet, business operation report, and projected cash flow statement) for each fiscal year and the information prescribed in the Corporation's regulations must be submitted for the Board of Directors' approval;

j) Other rights and obligations as prescribed by law, the Company Charter, internal regulations of the Corporation, resolutions, and decisions of the Board of Directors.

4. The General Director shall be accountable to the Board of Directors for the performance of the assigned duties and powers and must report to the Board of Directors when requested.

5. The Board of Directors may dismiss the General Director when a majority of the Board members with voting rights present at the meeting agree and appoint a new General Director as a replacement.

## CHAPTER IX

### COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, SUPERVISORY BOARD, AND GENERAL DIRECTOR

#### **Article 43. Procedures and Sequence for Convening, Notice of Meeting, Recording Minutes, and Notification of Meeting Results between the Board of Directors and the Supervisory Board**

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

a) The Notice of Meeting and accompanying documents shall be sent to the members of the Supervisory Board at the same time as they are sent to the members of the Board of Directors;

b) Resolutions of the Board of Directors shall be sent to the Supervisory Board (simultaneously with the General Director) within the timeframe stipulated in these Regulations and the Company Charter;

c) When the Supervisory Board proposes the selection of an Independent Auditor, the Board of Directors must convene and respond in accordance with these Regulations and the Company Charter;

d) Other matters requiring the opinion of the Supervisory Board must be sent within the stipulated timeframe, and the Supervisory Board is responsible for responding in accordance with these Regulations and the Company Charter.

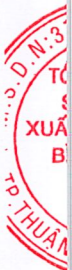
2. Responsibilities of the Supervisory Board in Coordination with the Board of Directors:

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

b) During meetings of the Supervisory Board, the Supervisory Board has the right to request members of the Board of Directors (or may request the General Director, internal audit members (if any), and independent auditors) to attend and address issues of concern to the Supervisory Board members;

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

d) In case the Supervisory Board detects any legal violations or violations of the Company Charter by members of the Board of Directors, the Supervisory Board shall



notify the Board of Directors in writing within 48 hours, request the violator to cease the violation and take remedial measures, and simultaneously the Supervisory Board is responsible for reporting to the General Meeting of Shareholders and reporting and disclosing information in accordance with current legal regulations;

e) For recommendations related to the operational and financial situation of the Corporation, the Supervisory Board must send documents and related materials at least 15 working days prior to the expected date of receiving feedback;

f) Other matters requiring the opinion of the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors shall respond within seven (07) working days.

#### **Article 44. Coordination between the Board of Directors and the General Director**

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

2. In urgent cases, the Board of Directors has the right to request the General Director and other executive officers within the Corporation to provide information about the Corporation's activities. The Board of Directors shall not use undisclosed information of the Corporation or disclose it to others or allow others to conduct related transactions.

3. Matters within the authority of the Board of Directors for approval pursuant to the law and the Company Charter, as proposed by the General Director, must be responded to by the Board of Directors within the timeframe stipulated by the Company Charter.

4. The Board of Directors shall decide on rewards or disciplinary actions concerning the fulfillment or non-fulfillment of resolutions and other delegated matters of the Board of Directors to the General Director.

#### **Article 45. Access to Information**

1. Access to information and documents of the Corporation, as recorded by the Supervisory Board, must clearly state the basis for accessing information in the written request for provision and must absolutely maintain the confidentiality of the information collected during the supervision of the Corporation's activities. Disclosure of such information shall only be made upon request from a competent authority in accordance with the law, but must be immediately notified in writing to the Board of Directors before provision or in other cases as prescribed by law.

2. The stipulated information and documents include:

a) Notice of Meeting along with related documents, opinion solicitation ballots for members of the Board of Directors;

b) Minutes, Resolutions, Decisions of the Board of Directors;

c) Reports submitted by the General Director;

d) Information, documents on management, financial statements;

e) Evaluation reports on the management activities of the Board of Directors;

f) Other related documents.

**Article 46. Coordination of Activities between the Supervisory Board and the General Director**

The Supervisory Board has the function of inspection and supervision.

1. In meetings of the Supervisory Board, the Supervisory Board has the right to request the General Director or may request members of the Board of Directors and internal audit members (if any) and independent auditors to attend and address issues raised by the members of the Supervisory Board;

2. Periodic or ad-hoc inspections by the Supervisory Board must have a written conclusion (no later than fifteen (15) working days from the end date) sent to the General Director to inform the General Director in the management of the Corporation. Depending on the level and results of the inspection, the Supervisory Board shall reach an agreement with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the Supervisory Board has the right to record its opinion in the minutes, and the Head of the Supervisory Board is responsible for reporting to the nearest General Meeting of Shareholders;

3. In case the Supervisory Board detects any violation of the law or the Company Charter by the General Director, the Supervisory Board shall notify the General Director in writing within 48 hours, requesting the General Director to cease the violation and take remedial measures, while the Supervisory Board is responsible for reporting to the General Meeting of Shareholders and disclosing information in accordance with current legal regulations;

4. Members of the Supervisory Board have the right to request the General Director to facilitate access to records and documents related to the Corporation's business activities at the headquarters or the place where records are stored;

5. For information and documents on management, business operations, and business performance reports, financial statements, the Supervisory Board's written request must be sent to the Corporation at least 48 hours in advance. The Supervisory Board shall not use undisclosed information of the company or disclose it to others or allow others to engage in related transactions.

6. Other matters requiring the General Director's opinion must be submitted at least seven (7) working days in advance, and the General Director shall respond within seven (7) working days.

**Article 47. Coordination between the General Director and the Board of Directors**

1. The General Director represents and manages the operations of the Corporation, ensuring continuous and effective operation.

2. The General Director is accountable to the General Meeting of Shareholders and the Board of Directors for the execution of duties and powers and must report to these bodies upon request.

3. When proposing measures to enhance the Corporation's operations and management, the General Director shall submit them to the Board of Directors as soon as possible, but no less than seven days before the decision is required.

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4. The General Director must prepare plans for the Board of Directors to approve matters related to recruitment, dismissal, termination, salary, benefits, rewards, and discipline for managerial positions within the Corporation;

5. Other matters requiring the Board of Directors' opinion must be submitted at least seven (7) working days in advance, and the Board of Directors shall respond within seven (7) working days.

**Article 48. Standards for the Corporate Governance Officer and the Corporation Secretary cum Information Disclosure Officer**

The standards for the Corporate Governance Officer and the Corporation Secretary cum Information Disclosure Officer are stipulated in Article 32 of the Corporation's Charter and the decision of the Board of Directors.

**Article 49. Rights and Obligations of the Corporate Governance Officer and the Corporation Secretary cum Information Disclosure Officer**

To be implemented in accordance with Clause 3, Article 32, and Article 36 of the Corporation's Charter and related regulations of the Corporation.

**Article 50. Appointment of the Corporate Governance Officer and the Corporation Secretary cum Information Disclosure Officer**

The Board of Directors shall appoint at least one (1) person as the Corporate Governance Officer and one (1) Corporation Secretary cum Information Disclosure Officer to support effective corporate governance operations.

The term of the Corporate Governance Officer, Corporation Secretary cum Information Disclosure Officer is determined by the Board of Directors, with a maximum of five (5) years and may be reappointed.

The Board of Directors has the authority to decide on the concurrent holding of the above positions.

The term of the Corporate Governance Officer cum Corporation Secretary cum Information Disclosure Officer is determined by the Board of Directors, with a maximum of five (5) years and may be reappointed.

**Article 51. Cases of Dismissal and Removal of the Corporate Governance Officer and the Corporation Secretary cum Information Disclosure Officer**

The Board of Directors may dismiss or remove the Corporate Governance Officer and the Corporation Secretary cum Information Disclosure Officer in compliance with current legal regulations and the Corporation's Charter.

**Article 52. Notification of Appointment and Dismissal of the Corporate Governance Officer and the Corporation Secretary cum Information Disclosure Officer**

Notification of the appointment and dismissal of the Corporate Governance Officer and the Corporation Secretary cum Information Disclosure Officer shall be in accordance with the Corporation's Charter and legal regulations in the securities sector.

## CHAPTER X

### REGULATIONS ON ANNUAL ASSESSMENT OF REWARDS AND DISCIPLINARY ACTIONS FOR MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, GENERAL DIRECTOR, AND OTHER ENTERPRISE EXECUTIVES

#### **Article 53. Performance Evaluation for Members of the Board of Directors, Supervisory Board Members, General Director, and Management Personnel**

1. Annually, based on the assigned functions and duties, the Board of Directors organizes the evaluation of the performance of each member of the Board of Directors and the General Director.

2. The Head of the Supervisory Board organizes the evaluation of the performance of each member of the Supervisory Board.

3. The General Director presides over the evaluation of management personnel within the Corporation based on the Corporation's operational regulations and the annual performance results of each department/unit of the Corporation to assess the level of task completion as follows:

- a) Outstanding completion of tasks.
- b) Good completion of tasks.
- c) Completion of tasks.
- d) Incomplete tasks.

#### **Article 54. Rewards**

1. Annually, based on the evaluations of the Board of Directors, Supervisory Board, and Board of Management; the General Director submits to the Board of Directors a proposal for reward levels for individuals according to the level of task completion as specified in Clause 3, Article 53 of this Regulation.

2. Forms of Reward:

- a) Monetary rewards.
- b) Shares under the employee stock option program (if applicable).

3. The reward fund is sourced from the Reward Fund and shareholder bonus fund when profits exceed expectations.

4. Reward levels: Specific reward levels are established based on the actual situation of each year.

5. Rewards will comply with other relevant Regulations of the Corporation.

#### **Article 55. Handling Violations and Disciplinary Actions**

1. Annually, based on the evaluation of business operations to determine the level and form of discipline according to the law and the Corporation's regulations, members of the Board of Directors, the General Director, and management personnel who do not complete tasks and are evaluated for prudence, efficiency, and professional competence will be held accountable for any damages caused by them (if any).



2. Members of the Board of Directors, the General Director, and management personnel, as well as other individuals who commit legal violations and violations of the Corporation's regulations while performing their duties, will be subject to disciplinary action, administrative penalties, or criminal prosecution according to the law, depending on the severity of the violation. In cases where damage is caused to the interests of the Corporation, shareholders, or others, compensation will be made according to the law.

## CHAPTER XI

### PREVENTION OF CONFLICTS OF INTEREST

#### **Article 56. Duty of Care**

Regulations stipulated in Chapter X of the Corporation's Charter.

#### **Article 57. Duty of Honesty and Transactions between the Corporation and Related Parties**

Transactions between the Corporation and related parties are conducted in accordance with Article 43 of the Corporation's Charter, Article 167 of the Enterprise Law, and securities law.

In cases where contracts or transactions between the Corporation and one or more members of the Board of Directors, Supervisors, General Director, other executives, and individuals or organizations related to them, or companies, partners, associations, or organizations in which members of the Board of Directors, Supervisors, General Director, other executives, or those related to them are members or have financial interests, must comply with the regulations in the following cases:

a) For contracts or transactions valued at less than or equal to thirty-five percent (35%) of the total asset value recorded in the most recent financial statements with related parties being members of the Board of Directors, Supervisors, General Director, managers, and other related parties, the Board of Directors, Supervisors must be notified and provided with the draft contract or main content of the transaction. Simultaneously, the Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of notification, and members of the Board of Directors with related interests in the parties to the contract or transaction shall not have voting rights.

b) For contracts or transactions valued at more than thirty-five percent (35%) or the total value of contracts or transactions arising within 12 months from the date of the first contract or transaction valued at 35% or more of the total asset value recorded in the most recent financial statements with related parties being members of the Board of Directors, Supervisors, General Director, managers, and other related parties, approval by the General Meeting of Shareholders is required. The company representative signing the contract or transaction must notify the Board of Directors and Supervisors about the related parties to the contract or transaction and provide the draft contract or notification of the main content of the transaction. The Board of Directors shall present the draft contract, transaction, or explanation of the main content of the contract, transaction at the General Meeting of Shareholders or seek shareholder opinions in writing.

#### **Article 58. Liability for Damage and Compensation**

As stipulated in Article 44 of the Company Charter.

**CHAPTER XII**  
**IMPLEMENTATION PROVISIONS**

**Article 59. Responsibility for Implementation**

The Board of Directors, Supervisory Board, Board of Management, departments, and subcommittees are responsible for disseminating this Regulation to relevant units for implementation.

**Article 60. Effective Date**

1. This Regulation shall take effect in accordance with the promulgation decision;

2. During implementation, if any articles or clauses are found to be inconsistent with reality or unreasonable, the Board of Management and those implementing shall report to the Corporation's governance officer for the Board of Directors to consider amendments and supplements as appropriate.

3. This Regulation is applied at Binh Duong Producing and Trading Corporation. Matters not specified in this Regulation shall be governed by the Corporation Charter and relevant legal provisions.

