

MINUTES
OF THE 2026 EXTRAORDINARY
GENERAL MEETING OF SHAREHOLDERS
SOUTHERN AIRPORTS SERVICES JOINT STOCK COMPANY

I. COMPANY INFORMATION:

1. Company name: Southern Airports Services Joint Stock Company (SASCO)
2. Stock code: SAS
3. Address: Tan Son Nhat International Airport, Tan Son Hoa Ward, Ho Chi Minh City.
4. Telephone: (028) 3844 8358 Fax: (028) 3844 7812
5. Enterprise Registration Certificate No. 0301123125, first registered on 30 June 2010 at the Department of Planning and Investment of Ho Chi Minh City.
6. Charter capital: VND 1,334,813,100,000 (*One trillion three hundred thirty-four billion eight hundred thirteen million one hundred thousand Vietnamese Dong*).

II. TIME, VENUE AND PARTICIPANTS:

1. **Time:** Opening at 9:00 A.M., Thursday, 08 October 2026.
2. **Venue:** SASCO Headquarters Hall, Tan Son Nhat International Airport, Tan Son Hoa Ward, Ho Chi Minh City.
3. **Participants:**
 - 3.1. SASCO Shareholders/Shareholder representatives.
 - 3.2. Board of Directors, Supervisory Board and Board of Management of the Company.

III. MEETING PROCEDURES:

1. **Introduction and collection of the General Meeting's opinions to approve the list of the Shareholder Eligibility Verification Committee, including:**

- 1.1. Mr. Truong Minh Sang – Chief Accountant, Head of Finance and Accounting Department – Head of Committee;
- 1.2. Mr. Do Quang Duc – Member of the Internal Audit Team – Member;
- 1.3. Mr. Nguyen Ngoc Hai Dang – Staff member of the Information Technology Department – Member.

The General Meeting approved the list of the Shareholder Eligibility Verification Committee

Approval voting ratio: 100 % of the total votes of all Shareholders attending and voting at the General Meeting.

- 1.4. Mr. Truong Minh Sang – Head of the Shareholder Eligibility Verification Committee, reported on the results of the shareholder eligibility verification:

- 1.4.1. The number of Shareholders according to the list finalized on **04 September 2026** was **1,913** Shareholders, owning **133,451,910** voting shares (as SESCO holds 29,400 treasury shares).
- 1.4.2. Number of delegates attending the General Meeting: **63** delegates, representing **128,558,511** shares, equivalent to 128,558,511 votes, accounting for **96,33%** of the total votes of the Company.
- 1.4.3. The persons attending the General Meeting as Shareholders satisfied the delegate eligibility requirements as prescribed, and the persons representing Shareholders were duly authorized in writing.
- *Pursuant to the Law on Enterprises 2020 and its amending, supplementing and guiding documents, and the Company Charter, the 2026 Extraordinary General Meeting of Shareholders of Southern Airports Services Joint Stock Company satisfies the conditions to proceed.*

2. Introduction and approval of the composition of the Chairing Committee, the Meeting Secretariat and the Election and Vote Counting Committee:

Ms. Nguyen Cao Huynh Nhu, the MC of the program, introduced and collected the General Meeting's opinions to approve the composition of the Chairing Committee, the Meeting Secretariat and the Election and Vote Counting Committee, including:

2.1. Chairing Committee:

- 2.1.1. Mr. Nguyen Hanh – Chairman of the Board of Directors, Chairperson.
- 2.1.2. Mr. Tran Anh Vu – Member of the Board of Directors, Member.
- 2.1.3. Mr. Du Kim Thang – Chief Executive Officer (CEO), Member.

The General Meeting approved the list of the Chairing Committee

Approval voting ratio: 100 % of the total votes of all Shareholders attending and voting at the General Meeting.

2.2. Meeting Secretariat:

- 2.2.1. Ms. Nguyen Le Quynh Tram – Head of Legal and Compliance Control Department, Person in Charge of Corporate Governance, Head of Committee.
- 2.2.2. Ms. Tran Hong Phuong – Staff member of the Company Office, Member.

The General Meeting approved the personnel of the Meeting Secretariat

Approval voting ratio: 100 % of the total votes of all Shareholders attending and voting at the General Meeting.

2.3. Election and Vote Counting Committee:

- 2.3.1. Ms. Trần Thị Ngọc Thùy – Deputy Head of HR Department, Head of Committee.
- 2.3.2. Mr. Hong Vinh Cuu – Team Leader of Information Technology Department, Member.
- 2.3.3. Mr. Chu Tung Nguyen – Team Leader of Information Technology Department, Member.

The General Meeting approved the composition of the Election and Vote Counting Committee

Approval voting ratio: 100 % of the total votes of all Shareholders attending and voting at the General Meeting.

3. **Agenda of the General Meeting:**

Mr. Nguyen Hanh, Chairperson, collected the General Meeting's opinions to approve the Agenda of the General Meeting and the assignment of duties within the Chairing Committee.

Mr. Nguyen Hanh, Chairperson of the General Meeting, assigned the conduct of the General Meeting among the members of the Chairing Committee.

The General Meeting approved the Agenda

Approval voting ratio: 100 % of the total votes of all Shareholders attending and voting at the General Meeting.

4. **Working Regulations at the General Meeting:**

Mr. Du Kim Thang, on behalf of the Chairing Committee, collected the General Meeting's opinions to approve the Working Regulations at the General Meeting.

The General Meeting approved the Working Regulations at the General Meeting

Approval voting ratio: 100 % of the total votes of all Shareholders attending and voting at the General Meeting.

IV. **WORKING CONTENTS OF THE GENERAL MEETING:**

1. **Proposal on amendments and supplements to the Charter on Organization and Operation of Southern Airports Services Joint Stock Company:**

Mr. Du Kim Thang, on behalf of the Chairing Committee, presented the Proposal on amendments and supplements to the Charter on Organization and Operation of Southern Airports Services Joint Stock Company.

2. **Proposal on amendments and supplements to the Internal Regulations on Corporate Governance of Southern Airports Services Joint Stock Company**

Mr. Tran Anh Vu, on behalf of the Chairing Committee, presented the Proposal on amendments and supplements to the Internal Regulations on Corporate Governance of Southern Airports Services Joint Stock Company.

3. **Proposal on amendments and supplements to the Operating Regulations of the Board of Directors**

Mr. Tran Anh Vu, on behalf of the Chairing Committee, presented the Proposal on amendments and supplements to the Operating Regulations of the Board of Directors.

4. **Proposal on amendments and supplements to the Operating Regulations of the Supervisory Board**

Mr. Luu Quoc Hoang, full-time Head of the Supervisory Board, presented the Proposal on amendments and supplements to the Operating Regulations of the Supervisory Board.

5. **Proposal on the dismissal and additional election of members of the Board of Directors**

Mr. Nguyen Hanh, Chairperson, presented the Proposal on the dismissal and additional election of members of the Board of Directors, and briefly introduced the candidate nominated to the Board of Directors.

6. Regulations on nomination, candidacy and additional election of members of the Board of Directors:

Ms. Tran Thi Ngoc Thuy – Head of the Election and Vote Counting Committee, presented the Regulations on nomination, candidacy and election of members of the Board of Directors of SASCO, and provided guidance on the voting procedure.

The General Meeting approved the Regulations on nomination, candidacy and election of members of the Board of Directors

Approval voting ratio: 100 % of the total votes of all Shareholders attending and voting at the General Meeting.

V. VOTING TO APPROVE THE SUBMITTED CONTENTS:

N o.	Voting content	Approval		Disapproval		Abstention		Invalid votes or no vote	
		Number of shares	Rati o (%)	Number of shares	Rat io (%)	Number of shares	Ratio (%)	Number of shares	Rati o (%)
1	Proposal on amendments and supplements to the Charter on Organization and Operation of Southern Airports Services Joint Stock Company	128.558.511	100%	0	0%	0	0%	0	0%
2	Proposal on amendments and supplements to the Internal Regulations on Corporate Governance of Southern Airports Services Joint Stock Company	128.558.511	100%	0	0%	0	0%	0	0%
3	Proposal on amendments and supplements to the Operating Regulations of the Board of Directors	128.558.511	100%	0	0%	0	0%	0	0%
4	Proposal on amendments and supplements to the Operating Regulations of	128.558.511	100%	0	0%	0	0%	0	0%

N o.	Voting content	Approval		Disapproval		Abstention		Invalid votes or no vote	
		Number of shares	Rati o (%)	Number of shares	Rat io (%)	Number of shares	Ratio (%)	Number of shares	Rati o (%)
	the Supervisory Board								
5	Proposal on the dismissal and additional election of members of the Board of Directors	128.558.511	100%	0	0%	0	0%	0	0%

VI. ELECTION RESULTS:

Ms. Tran Thi Ngoc Thuy – Head of the Election and Vote Counting Committee, announced the results of the election of members of the Board of Directors of the Company, as follows:

Results of the additional election of members of the Board of Directors:

Stt	Full name	Number of valid votes	Election ratio
1	Dư Kim Thăng	128.506.423	99,998%

Mr. Du Kim Thang was elected to the Board of Directors of Southern Airports Services Joint Stock Company with 99,998 % of the valid votes.

VII. THE GENERAL MEETING VOTED TO APPROVE THE CONTENTS OF THE MINUTES AND RESOLUTION OF THE GENERAL MEETING:

- Ms. Nguyen Le Quynh Tram, Head of the Meeting Secretariat, read the draft Minutes of the 2026 Extraordinary General Meeting of Shareholders of Southern Airports Services Joint Stock Company.

The General Meeting approved the contents of the Minutes of the 2026 Extraordinary General Meeting of Shareholders.

Approval voting ratio: 100 % of the total votes of all Shareholders attending and voting at the General Meeting.

- Ms. Nguyen Le Quynh Tram, Head of the Meeting Secretariat, read the draft Resolution of the 2026 Extraordinary General Meeting of Shareholders of Southern Airports Services Joint Stock Company.

The General Meeting approved the contents of the Resolution of the 2026 Extraordinary General Meeting of Shareholders.

Approval voting ratio: 100 % of the total votes of all Shareholders attending and voting at the General Meeting.

VIII. CLOSING:

Mr. Nguyen Hanh – Chairperson, declared the closing of the 2026 Extraordinary General Meeting of Shareholders of Southern Airports Services Joint Stock Company.

These Minutes were fully and truthfully recorded by the Meeting Secretariat, read and approved at the General Meeting, and shall be archived in the meeting records of Southern Airports Services Joint Stock Company.

The General Meeting ended at 11:00 A.M. on the same day./.

**ON BEHALF OF
THE MEETING SECRETARIAT**
Head of Secretariat



Nguyen Le Quynh Tram

**ON BEHALF OF
THE CHAIRING COMMITTEE**
 Chairperson



Nguyen Hanh



Recipients:

- General Meeting of Shareholders;
- BOD, SB;
- SSC, HNX;
- Archived: Corporate Admin.

RESOLUTION
OF THE 2026 EXTRAORDINARY
GENERAL MEETING OF SHAREHOLDERS
SOUTHERN AIRPORTS SERVICES JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, and its implementing guidelines;
- Pursuant to the Charter on Organization and Operation of Southern Airports Services Joint Stock Company;
- Pursuant to the Minutes of the 2026 Extraordinary General Meeting of Shareholders of Southern Airports Services Joint Stock Company dated 08 October 2026;

THE GENERAL MEETING OF SHAREHOLDERS HEREBY RESOLVES

Article 1. To approve the amendments and supplements to the Charter on Organization and Operation of Southern Airports Services Joint Stock Company.

The full text of the amended and supplemented Charter on Organization and Operation of Southern Airports Services Joint Stock Company is attached to this Resolution.

Article 2. To approve the amendments and supplements to the Internal Regulations on Corporate Governance of Southern Airports Services Joint Stock Company.

The full text of the amended and supplemented Internal Regulations on Corporate Governance of Southern Airports Services Joint Stock Company is attached to this Resolution.

Article 3. To approve the amendments and supplements to the Operating Regulations of the Board of Directors of Southern Airports Services Joint Stock Company.

The full text of the amended and supplemented Operating Regulations of the Board of Directors of Southern Airports Services Joint Stock Company is attached to this Resolution.

Article 4. To approve the amendments and supplements to the Operating Regulations of the Supervisory Board of Southern Airports Services Joint Stock Company.

The full text of the amended and supplemented Operating Regulations of the Supervisory Board of Southern Airports Services Joint Stock Company is attached to this Resolution.

Article 5. To dismiss Mr. Nguyen Van Hung Cuong from the position of Member of the Board of Directors.

Article 6. To approve the results of the additional election of a Member of the Board of Directors of SASCO for the remainder of the 2024-2029 term. Information on the elected Member of the Board of Directors of SASCO is as follows:

Mr. **DU KIM THANG**

Nationality: Vietnamese

Date of birth: 15 April 1972

Place of birth: Hanoi

Citizen ID No.: 031072017131 - Date of issue: 13 January 2022 - Place of issue: Police Department for Administrative Management of Social Order.

Address: 25/37/6 Cuu Long Street, Tan Son Hoa Ward, Ho Chi Minh City.

Qualifications: Master of Business Administration - Tarlac State University;
Chemical Engineer - Ho Chi Minh City University of Technology.

Article 7. Implementation Provisions

- 7.1. The Board of Directors is assigned to incorporate the amendments and supplements approved by the General Meeting of Shareholders into the Charter and the current Regulations, and to finalize and publish the updated documents, ensuring consistency with the contents approved by the General Meeting of Shareholders.
- 7.2. The Board of Directors, the Supervisory Board, the Chief Executive Officer, and all relevant units and individuals shall be responsible for implementing this Resolution.
- 7.3. This Resolution was read and approved at the 2026 Extraordinary General Meeting of Shareholders of Southern Airports Services Joint Stock Company and shall take effect from 08 October 2026.

**ON BEHALF OF
THE GENERAL MEETING OF
SHAREHOLDERS**

 Chairperson




NGUYEN HANH

Recipients:

- General Meeting of Shareholders;
- Board of Directors, Supervisory Board;
- SSC, HNX;
- Filed: Corporate Admin, Legal & Compliance Dept.

CHARTER ON ORGANIZATION AND OPERATION

SOUTHERN AIRPORTS SERVICES JOINT STOCK COMPANY

Ho Chi Minh City, October 8, 2026



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CHAPTER I. DEFINITIONS OF TERMS USED IN THE CHARTER

Article 1. Interpretation of Terms

1. In this Charter, the following terms shall be construed as follows:
 - a. “*Supervisory Board*” means the body responsible for supervising the Board of Directors and the operation, management and administration of the Company; accountable to the General Meeting of Shareholders and the law, and having the rights and obligations set out in Article 48 and the responsibilities of members of the Supervisory Board set out in Article 51 of this Charter;
 - b. “*Executive Board*” includes the Chief Executive Officer and Deputy General Managers;
 - c. “*Chairperson of the Board of Directors*” means the person elected, dismissed or removed by the Board of Directors from among its members, as prescribed in Article 31 of this Charter;
 - d. “*Company*” means Southern Airports Services Joint Stock Company;
 - e. “*Subsidiary*” means any company in which the Company (i) owns more than fifty percent (50%) of the charter capital or the total issued ordinary shares, or (ii) has the right, directly or indirectly, to decide the appointment of the majority or all members of the Board of Directors and the Chief Executive Officer/Director, or (iii) has the right to decide on amendments and supplements to the charter of such company;
 - f. “*Affiliated Company*” means any entity in which the Company directly or indirectly owns from twenty percent (20%) to less than fifty percent (50%) of the voting rights (unless otherwise agreed) and which is organized in a form of enterprise prescribed by the Law on Enterprises;
 - g. “*Shareholder(s)*” means any individual, legal entity or any other organization owning at least one (01) share of the Company, whose name and other information required by law are recorded in the Company’s Shareholders Register as the owner of such shares;
 - h. “*Major Shareholder*” means a shareholder owning five percent (5%) or more of the voting shares of the Company;
 - i. “*General Meeting of Shareholders*” means the highest decision-making body of the Company, as prescribed in Point a, Clause 2, Article 10 and Article 13 of this Charter;
 - j. “*Company Charter*” means the Charter of Southern Airports Services Joint Stock Company;
 - k. “*Dependent Unit*” includes the Representative Office, branches and business locations of the Company established with the approval of the Board of Directors;
 - l. “*Board of Directors*” means the management body of the Company, as prescribed in Point b, Clause 2, Article 10 and having the powers and obligations set out in Article 29 of this Charter;
 - m. “*Law on Securities*” means the Law on Securities No. 54/2019/QH14 passed by the National Assembly on 26 November 2019, as amended and supplemented by Law No. 56/2024/QH15 dated 29 November 2024, or any superseding legal instrument then in effect;

- n. “*Law on Enterprises*” means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on 17 June 2020, as amended and supplemented by Law No. 76/2025/QH15 dated 17 June 2025, or any superseding legal instrument then in effect;
- o. “*Date of Establishment*” means the date on which the Company was first granted its Enterprise Registration Certificate;
- p. “*Related Person*” means an individual or organization as prescribed in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
- q. “*Legal Representative*” means the individual representing the Company in exercising rights and performing obligations arising from transactions of the Company, as specified in Article 3 of this Charter;
- r. “*Company Executive*” or “*Executive*” means the Chief Executive Officer, Deputy General Managers, Chief Accountant and other executives appointed by decision of the Board of Directors based on the proposal of the Chief Executive Officer;
- s. “*Company Manager*” or “*Manager*” means the Chairperson of the Board of Directors, members of the Board of Directors, Chief Executive Officer, Deputy General Managers, Chief Accountant and other managerial positions approved by the Board of Directors;
- t. “*Person in Charge of Corporate Governance*” means the person appointed by the Board of Directors to assist in the corporate governance of the Company and having the rights and obligations prescribed in Article 37 of this Charter;
- u. “*Stock Exchange*” means the Vietnam Stock Exchange and its subsidiaries;
- v. “*Shareholders Register*” means the register of shareholders prescribed in Article 122 of the Law on Enterprises;
- w. “*Operating Term*” means the duration of operation of the Company as specified in Clause 5, Article 2 of this Charter and any extension amendments (if any) approved by the General Meeting of Shareholders;
- x. “*Chief Executive Officer*” means the person responsible for the daily business operations of the Company, as prescribed in Point d, Clause 2, Article 10 and having the duties and powers set out in Article 40 of this Charter;
- y. “*State Securities Commission*” means the agency under the Ministry of Finance responsible for advising and assisting the Minister of Finance in performing state management of securities and the securities market;
- z. “*Vietnam*” means the Socialist Republic of Vietnam;
- aa. “*VSDC*” means the Vietnam Securities Depository and Clearing Corporation;
- bb. “*Voting Capital*” means share capital pursuant to which the holder has the right to vote on matters falling within the authority of the General Meeting of Shareholders;
- cc. “*Charter Capital*” means the total par value of shares that have been sold and as prescribed in Clause 1, Article 6 of this Charter.
- 2. In this Charter, references to any provision or other document shall include any amendments thereto or documents replacing or superseding such provision or document.

3. The headings (including Chapter and Article headings) of this Charter are inserted for convenience of reference only and shall not affect the interpretation or contents of the provisions of this Charter.
4. Words or terms defined in the Law on Enterprises, the Law on Securities and other relevant laws and regulations (unless inconsistent with the subject matter or context) shall have the same meanings when used in this Charter.

CHAPTER II. COMPANY NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING TERM AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations and Operating Term of the Company

1. Company Name:
 - Vietnamese name: Công ty Cổ phần Dịch vụ Hàng không Sân Bay Tân Sơn Nhất
 - English name: Southern Airports Services Joint Stock Company
 - Abbreviated name: **SASCO**
2. The Company is a joint stock company having legal personality in accordance with the applicable laws of Vietnam.
3. The registered office of the Company is:
Head office address: Tan Son Nhat International Airport, Tan Son Hoa Ward, Ho Chi Minh City.
 - Tel: (028) 3 8448 358
 - Fax: (84-8) 3 8447 812
 - E-mail: sasco@sasco.com.vn
 - Website: www.sasco.com.vn
4. The Company may establish dependent units to carry out the Company's business objectives in accordance with resolutions of the Board of Directors and within the scope permitted by law.
5. Unless the Company is dissolved pursuant to Article 67 of this Charter, the term of operation of the Company shall be indefinite.

Article 3. Legal Representative of the Company

1. The Company shall have one (01) Legal Representative. The Chief Executive Officer shall be the Legal Representative of the Company.
2. Responsibilities of the Legal Representative of the Company:
 - a. A Legal Representative shall be liable for damages caused to the Company in accordance with civil laws and other relevant legal provisions.
 - b. A Legal Representative of the Company shall bear personal responsibility for damages suffered by the Company due to violations of the responsibilities of a Company Manager

as prescribed in Points b, c, and d, Clause 1, Article 41 of this Charter.

3. The Company must ensure that at least one Legal Representative is always residing in Vietnam. In the event that only one Legal Representative residing in Vietnam remains, such Legal Representative must, before departing from Vietnam, authorize in writing another individual residing in Vietnam to exercise the rights and perform the obligations of the Legal Representative. In such case, the Legal Representative shall remain responsible for the exercise of the delegated rights and performance of the delegated obligations.

CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

Article 4. Objectives of the Company

1. The Company's business objectives are:
To conduct business profitably; to preserve and develop the equity capital invested in the Company; to ensure employment, income and living standards for its employees.
2. The Company shall engage in multi-sector and multi-industry business operations while ensuring a focus on its core business activities. A core business activity means any business line, industry, field of business, or product/service line of the Company (including those of its Subsidiaries) that satisfies one of the following conditions:
 - a. Contributes ten percent (10%) or more of the Company's total consolidated net revenue in either of the two (02) most recent financial years, based on the Company's audited consolidated financial statements; or
 - b. Contributes ten percent (10%) or more of the Company's total consolidated gross profit (or profit before tax) in either of the two (02) most recent financial years, based on the Company's audited consolidated financial statements.
 - c. Other business activities determined by the Board of Directors to be core and important to the Company's development strategy from time to time.
3. The registered business lines of the Company are:

Other non-specialized retail sale:

4719 (Main)

Details: Duty-free business. Retail sale of food, foodstuffs, beverages, cigarettes, pipe tobacco, handicrafts and fine arts products, gold (excluding gold bullion trading), silver, gemstones, cultural products (with contents permitted for circulation); agricultural, forestry and aquatic raw materials; live animals (excluding operations at the head office and rare animals); chemicals used in agriculture (excluding plant protection chemicals); construction materials; motor vehicles, motorcycles and parts and accessories for motor vehicles; gasoline, oil and grease (excluding mechanical processing, waste recycling and electroplating at the head office); non-agricultural raw materials, scrap and waste

materials (excluding operations at the head office); machinery, equipment and spare parts for industrial, agricultural and fishery sectors; chemicals (excluding those used in agriculture); sundry goods, machinery, equipment and personal and household items; books, newspapers and magazines (with contents permitted for circulation); gasoline, oil, grease, lubricants, seasonings, condiments, sauces, aquatic products and aquatic feed (excluding operations at the head office). Import and export of goods serving passengers.

Spa and steam bath services 9623

- Details: *Spa services, steam bath services, massage, body massage, foot reflexology and mineral mud bath services.*

Real estate business and business of land use rights owned, used or leased by the owner or user 6810

- Details: *Real estate business. Warehouse and residential leasing; leasing of houses for business purposes. Office and residential leasing services.*

Postal and express delivery services 5320

- Details: *Postal and parcel services; express delivery services for goods..*

Passenger transport by road in urban and suburban areas (excluding bus transport) 4931

- Details: *Road transport agency services; tourist passenger transport; fixed-route passenger transport under contracts by taxi and bus.*

Manufacture of other products of wood; manufacture of products from bamboo, rattan, straw and plaiting materials 1629

- Details: *Wood processing and manufacture of products from wood, bamboo, rattan, straw and plaiting materials. (Not operating at the head office)*

Fruit tree cultivation 0121

(Not operating at the head office)

Travel agency activities 7911

Advertising 7310

Market research and public opinion polling	7320
<i>(Excluding information prohibited by the State and investigation services)</i>	
Wired, wireless and satellite telecommunications activities	6110
Mining of minerals and fertilizer minerals	0891
<i>- Details: Mining and processing of mineral mud (Not operating at the head office)</i>	
Manufacture of other food products not elsewhere classified	1079
<i>- Details: Manufacture of seasonings, condiments and sauces (Not operating at the head office)</i>	
Manufacture of prepared meals and ready-to-eat food (not operating at the head office)	1075
Processing and preserving of fish, crustaceans and molluscs and products thereof	1020
Manufacture of wooden beds, cabinets, tables and chairs (not operating at the head office)	3101
Manufacture of metal beds, cabinets, tables and chairs (not operating at the head office)	3102
Manufacture of beds, cabinets, tables and chairs made of other materials (not operating at the head office)	3109
Warehousing and storage	5210
<i>(excluding warehousing business)</i>	
Organization of trade promotion and commercial promotion activities	8230
<i>(excluding the use of fire and explosion effects; excluding the use of explosives, flammable substances and chemicals as props or equipment for artistic performances, events and film production)</i>	
Other business support service activities not elsewhere classified	8299
<i>Details: Import and export of goods traded by the Company</i>	

Completion of construction works	4330
Architectural and related technical consultancy activities	7110
<i>- Details: Architectural design of construction works. Architectural design of civil and industrial construction works. Supervision of construction of civil and industrial construction works.</i>	
Hotels and similar accommodation	5510
<i>- Details: Hotels (meeting star-rating standards and not operating at the head office)</i>	
Restaurants and mobile food service activities	5610
<i>- Details: Restaurants. Provision of in-flight catering services. Provision of food and beverage services under contracts.</i>	
Tour operation	7912
<i>- Details: Services supporting the promotion and organization of tours; domestic travel business; international travel business.</i>	
Other amusement and recreation activities	9329
<i>- Details: Operation of swimming beaches, discotheques and karaoke establishments (not operating in Ho Chi Minh City). Swimming, water sports, boating, yachting, air sports, parachuting, and activities of fitness, bodybuilding and aerobics clubs.</i>	
Hairdressing services	9621
<i>(excluding activities causing bleeding)</i>	
Marine aquaculture (excluding operations at the head office)	0321
Manufacture of non-alcoholic beverages and mineral water (excluding operations at the head office)	1105
Silviculture, forest care and forest tree nursery activities (excluding operations at the head office)	0210
Repair and maintenance of motorcycles	9532
Construction of residential buildings	4101
Construction of non-residential buildings	4102

- Details: Construction of civil, industrial, technical and transportation works.

Business management consultancy and other management consultancy activities 7020

- Details: Bidding consultancy (excluding financial, accounting and legal consultancy)

Other supporting activities for transportation 5229

- Details: Maritime brokerage services. Customs clearance services. Transport safety inspection services. Towing of damaged vehicles. Freight forwarding, cargo handling and packaging services. Airline ticket agency services. Port operation and management. Provision of aviation technical and commercial services; installation of aviation ground support equipment (excluding airport operation business, air transport business, and excluding mechanical processing, waste recycling and electroplating at the head office).

Pipeline transport (not operating at the head office) 4940

Other specialized wholesale 4671

(Wholesale of primary-form plastics)

Retail sale of automotive fuel 4730

(Excluding liquefied petroleum gas (LPG))

Urban bus passenger transport 4921

Bus passenger transport between urban and suburban areas and inter-provincial bus passenger transport 4922

Other bus passenger transport 4929

Other road passenger transport 4932

(Details: Intraprovincial and interprovincial passenger transport by trucks. Road passenger transport)

Service activities incidental to railway transportation 5221

(excluding gas liquefaction for transportation and excluding railway infrastructure business)

Service activities incidental to air transportation 5223

(Details: Service activities supporting air transportation)

Service activities incidental to road transportation 5225

Renting and leasing of motor vehicles	7710
Other credit granting activities	6495
<i>- Details: Foreign exchange agency services</i>	
Other tourism-related activities	7990
Other food service activities	5629
<i>- Details: Airline catering services and railway catering services.</i>	

Other business lines in accordance with the provisions of law.

Article 5. Scope of Business and Operations of the Company

1. During its operation, the Company may change its business lines in accordance with the law, subject to approval by the General Meeting of Shareholders, registration/notification of changes to enterprise registration contents with the business registration authority, and publication on the National Business Registration Portal (dangkykinhdoanh.gov.vn) in compliance with applicable laws.
2. The Company must satisfy all business conditions when conducting business in conditional investment and business sectors as prescribed by law and must maintain such conditions throughout its business operations. The Chief Executive Officer shall be responsible for implementing this provision.
3. The Company is entitled to plan and carry out all business activities in accordance with the law and this Charter, and to take appropriate measures to achieve the Company's objectives.
4. The Company has the function of directly engaging in production and business and making financial investments in its Subsidiaries; and of managing, directing and controlling its Subsidiaries in proportion to its holding of the Charter Capital of such Subsidiaries in accordance with the law and this Charter.
5. The Company may conduct business activities in other sectors not prohibited by law, consistent with the Company's orientation and coordination and as approved by the General Meeting of Shareholders.

CHAPTER IV. CHARTER CAPITAL, SHARES, SHAREHOLDERS

Article 6. Charter Capital, Shares, Shareholders

1. The Charter Capital of the Company is VND 1,334,813,100,000 (One trillion three hundred thirty-four billion eight hundred thirteen million one hundred thousand Vietnamese Dong). The total Charter Capital of the Company is divided into 133,481,310 shares with a par value of VND 10,000 (ten thousand Vietnamese Dong) per share, of which:
 - Ordinary shares: 133,481,310 shares
 - Preference shares: 0 shares

2. The Company may change its Charter Capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.
3. The shares of the Company as at the date of adoption of this Charter comprise ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each class of shares are prescribed in Article 11 and Article 12 of this Charter.
4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with the provisions of law. A holder of preference shares is called a preference shareholder. Preference shares comprise: voting preference shares; dividend preference shares; redeemable preference shares; and other preference shares as prescribed by the General Meeting of Shareholders. A shareholder holding preference shares shall have the rights and obligations corresponding to each class of preference shares in accordance with the provisions of law.
5. The Company may purchase shares issued by the Company itself in the manner prescribed in this Charter and applicable law.
6. Each share of the same class confers upon its holder equal rights, obligations and interests within that class of shares. Where the Company has classes of preference shares, the rights and obligations attached to each class of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders.
7. Ordinary shares may not be converted into preference shares. Preference shares may be converted into ordinary shares by resolution of the General Meeting of Shareholders.
8. The Company may issue other classes of securities upon unanimous approval in writing by the General Meeting of Shareholders and in accordance with the laws on securities and the securities market.
9. The number of shares which the Company is authorized to offer is the total number of shares which the General Meeting of Shareholders resolves to offer for the purpose of raising capital from time to time, as recorded in the resolutions of the General Meeting of Shareholders. The Board of Directors shall determine the timing, method and offering price of the shares. The offering price of the shares shall not be lower than the market price at the time of the offering or the latest book value of the shares, except in the following cases:
 - a. Shares offered to all shareholders in proportion to their existing shareholdings in the Company;
 - b. Shares offered to a securities broker or an underwriting organization/securities company, if any. In such case, the discount rate and the discount amount must be approved by the General Meeting of Shareholders; or
 - c. Shares issued to employees under an employee stock ownership plan (ESOP) approved by the General Meeting of Shareholders, if any.
 - d. Other cases pursuant to a resolution of the General Meeting of Shareholders.
10. When offering ordinary shares, the Company must first offer them to existing shareholders in proportion to their respective shareholdings. Where the Company

wishes to offer the shares in another manner, such offering must be approved by the General Meeting of Shareholders with the affirmative vote of at least sixty-five percent (65%) of the total votes of all shareholders attending and voting at the meeting. The Company must give written notice of the offering, specifying the number of shares, and allow shareholders a subscription period of at least twenty (20) working days.

With respect to the shares not fully subscribed by shareholders, the Board of Directors shall have the right to distribute such shares to other persons. However, the Board of Directors must first offer the remaining shares to the other shareholders of the Company before offering them to outsiders. The terms of such offering shall not be more favourable than those initially offered to the existing shareholders, unless approved by the General Meeting of Shareholders or unless the shares are sold through the Stock Exchange.

Article 7. Share Certificates and Shareholders Register

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.
2. A share certificate is a certificate issued by the Company, an accounting book-entry, or electronic data evidencing ownership of one or more shares of the Company. A share certificate must contain all particulars prescribed by the Law on Enterprises.
3. Within thirty (30) days from the date of full submission of the application file for transfer of share ownership in accordance with the Company's regulations, or within thirty (30) days from the date of full payment for the shares in accordance with the Company's share issuance plan (or such other time limit as prescribed in the issuance terms), the holder of the shares shall be issued a share certificate. The holder of the shares shall not be required to pay the Company the cost of printing the share certificate.
4. Where a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be re-issued a share certificate by the Company at such shareholder's request, provided that the shareholder produces evidence of ownership of the shares and pays all related costs to the Company. The shareholder's request must contain the following particulars:
 - a. Information on the share certificate that was lost, damaged or otherwise destroyed;
 - b. An undertaking to assume responsibility for any disputes arising from the re-issuance of the new share certificate.
5. Shareholders Register: The Company must establish and maintain a Shareholders Register from the date of issuance of its first Enterprise Registration Certificate. The Shareholders Register must be in writing and in an electronic data file containing all particulars prescribed by the Law on Enterprises.
6. The Shareholders Register shall be registered and maintained at the head office of the Company and at the Vietnam Securities Depository and Clearing Corporation (VSDC).
7. In the event of any change to the information contained in the Shareholders Register relating to any shareholder, such shareholder shall be responsible for notifying the Company so that the shareholder's information in the Shareholders Register at the VSDC may be amended. The Company shall not be liable where the Company is unable to

contact and/or unable to deliver letters or documents to a shareholder because the shareholder's address does not exist, or is inaccurate or incomplete for the purposes of such contact and/or delivery. Any such failure to contact or to deliver letters or documents shall not affect the procedures for convening the General Meeting of Shareholders, collecting shareholders' opinions, delivering documents to shareholders, or the validity of resolutions of the General Meeting of Shareholders adopted in accordance with the law.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates of the Company shall be issued bearing the signature of the Legal Representative and the seal of the Company.

Article 9. Transfer of Shares

1. All shares are freely transferable unless otherwise provided in this Charter or by law. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
2. All shares listed on the Stock Exchange shall be transferred in accordance with the laws on securities and the regulations of the Stock Exchange.
3. An individual or organization acquiring shares shall become a shareholder immediately after the information relating to such share transfer is registered in the Shareholders Register or on the date the book-entry is made in the securities depository account at the VSDC. Only shareholders whose names are recorded in the Shareholders Register shall be regarded as lawful shareholders of the Company.
4. Shares that have not been fully paid up may not be transferred and shall not carry the related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from owner's equity, the right to purchase newly offered shares, and other benefits prescribed by law.
5. A transfer shall be effected by contract or by transaction on the securities market. In the case of a transfer by contract, the transfer instrument must be signed by the transferor and the transferee or their authorized representatives. In the case of a transaction on the securities market, the order and procedures for the transfer shall be carried out in accordance with the laws on securities.

CHAPTER V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION

Article 10. Organizational Structure, Management and Supervision

1. The Company shall be organized, managed and operated under the following model: the General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Chief Executive Officer.
2. The management organizational structure of the Company comprises:
 - a. **General Meeting of Shareholders:** The General Meeting of Shareholders is the highest decision-making body of the Company and shall exercise all of its powers without being limited or affected by the powers of the Board of Directors under this Charter;

- b. **Board of Directors:** The Board of Directors is the management body of the Company, governed by the highest standards of corporate governance and administration, and is responsible for managing the Company in the best interests of all shareholders;
- c. **Supervisory Board:** The Supervisory Board is responsible for supervising the Board of Directors and the operation, management and administration of the Company, and is accountable to the General Meeting of Shareholders and to the law for the performance of its assigned rights and obligations.
- d. **Chief Executive Officer:** The Chief Executive Officer is responsible for managing the day-to-day business operations of the Company and is accountable to the Board of Directors and to the law for the performance of the assigned rights and obligations.

CHAPTER VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of Shareholders

- 1. Ordinary shareholders shall have the following rights:
 - a. Attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or in such other form as prescribed by the Company Charter and by law. Each ordinary share carries one vote;
 - b. Receive dividends at the rate resolved by the General Meeting of Shareholders;
 - c. Have priority to purchase new shares in proportion to each shareholder's holding of ordinary shares in the Company;
 - d. Freely transfer their shares to other persons, except in the cases prescribed in Clause 3, Article 120 of the Law on Enterprises, where the Company Charter provides restrictions on the transfer of shares, and other relevant provisions of law;
 - e. Examine, search and extract information relating to names and contact addresses recorded in the list of shareholders with voting rights; request correction of inaccurate information relating to themselves;
 - f. Examine, search, extract or copy the Company Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - g. Upon dissolution or bankruptcy of the Company, receive a portion of the remaining assets in proportion to their shareholding in the Company;
 - h. Request the Company to redeem their shares in the cases prescribed in Article 132 of the Law on Enterprises;
 - i. Be treated equally. Each share of the same class confers upon the holding shareholder equal rights, obligations and interests. Where the Company has classes of preference shares, the rights and obligations attached to each class of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
 - j. Have full access to periodic and extraordinary information disclosed by the Company in accordance with the provisions of law;

- k. Have their lawful rights and interests protected; request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
- l. Other rights as prescribed by law.
- 2. A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights:
 - a. Request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises. Such request for convening a General Meeting of Shareholders must be made in writing and must contain the following particulars: the full name, contact address, nationality and legal document number of the individual, in the case of an individual shareholder; the name, enterprise code or legal document number of the organization and the address of its head office, in the case of a corporate shareholder; the number of shares and the date of share registration of each shareholder, the total number of shares of the group of shareholders and their percentage of ownership in the total shares of the Company; and the grounds and reasons for requesting the convening of the General Meeting of Shareholders. The request must be accompanied by documents and evidence of the violations of the Board of Directors, the extent of such violations, or of decisions made beyond its authority. The shareholder or group of shareholders shall be fully liable before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of the General Meeting of Shareholders.
 - b. Examine, search and extract the minutes book and resolutions and decisions of the Board of Directors, half-year and annual financial statements, reports of the Supervisory Board, contracts and transactions requiring approval of the Board of Directors, and other documents, except documents relating to the trade secrets and business secrets of the Company;
 - c. Request the Board of Directors, the Chief Executive Officer, and the Supervisory Board to examine and provide explanations on specific matters relating to the management and operation of the Company whenever deemed necessary. Such request must be made in writing and must contain the following particulars: the full name, contact address, nationality and legal document number of the individual, in the case of an individual shareholder; the name, enterprise code or legal document number of the organization and the address of its head office, in the case of a corporate shareholder; the number of shares and the date of share registration of each shareholder, the total number of shares of the group of shareholders and their percentage of ownership in the total shares of the Company; and the matters to be examined and the purpose of the examination;
 - d. Propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and be sent to the Company no later than seven (07) working days prior to the opening date. The proposal must specify the name of the shareholder, the number of shares of each class held by the shareholder, and the matters proposed for inclusion in the meeting agenda;

- e. Other rights as prescribed by law and this Charter.
- 3. A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination of candidates to the Board of Directors and the Supervisory Board shall be carried out as follows:
 - a. Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the shareholders attending the meeting of the formation of such group before the opening of the General Meeting of Shareholders;
 - b. Based on the number of members of the Board of Directors and the Supervisory Board, a shareholder or group of shareholders referred to in this Clause shall have the right to nominate one or more persons, as resolved by the General Meeting of Shareholders, as candidates to the Board of Directors and the Supervisory Board. Where the number of candidates nominated by a shareholder or group of shareholders is fewer than the number of candidates they are entitled to nominate as resolved by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.
 - c. Other rights as prescribed by law and this Charter.
- 4. A corporate shareholder shall have the right to appoint one or more authorized representatives to exercise its rights as a shareholder of the Company in accordance with the provisions of law; where there is more than one authorized representative, the specific number of shares for each authorized representative must be determined. Where a corporate shareholder does not determine the corresponding number of shares for each authorized representative, the shares shall be divided equally among all authorized representatives. The appointment, termination or replacement of an authorized representative must be notified to the Company and shall take effect only from the date on which the Company receives the written notice. The written instrument appointing an authorized representative must contain the following principal particulars:
 - a. The name, enterprise code and address of the head office of the shareholder;
 - b. The number of authorized representatives and the corresponding shareholding percentage of each authorized representative;
 - c. The full name, contact address, nationality and legal document number of each individual authorized representative;
 - d. The corresponding term of authorization of each authorized representative, specifying the commencement date of the authorization;
 - e. The full name and signature of the authorized representative and of the Legal Representative of such shareholder. Where a corporate shareholder has no representative, or where the representative of a corporate shareholder is unable to perform the authorized tasks, the Legal Representative of such corporate shareholder shall have the right to represent the corporate shareholder in exercising the rights of that corporate shareholder.

Article 12. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. Pay in full and on time for the shares they have undertaken to purchase.
2. Not withdraw capital contributed in ordinary shares from the Company in any form, except where the shares are redeemed by the Company or purchased by another person. Where a shareholder withdraws part or all of the contributed share capital in breach of this Clause, such shareholder and the persons having related interests in the Company shall be jointly liable for the debts and other property obligations of the Company up to the value of the shares withdrawn and the damage incurred.
3. Comply with the Company Charter and the Internal Management Regulations of the Company.
4. Comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Keep confidential the information provided by the Company in accordance with the Company Charter and the law; use the information provided solely for the purpose of exercising and protecting their lawful rights and interests; and strictly refrain from disseminating, copying or sending the information provided by the Company to any other organization or individual.
6. Attend meetings of the General Meeting of Shareholders and exercise voting rights in the following forms:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another individual or organization to attend and vote at the meeting;
 - c. Attending and voting via online conference, electronic voting or other electronic means;
 - d. Sending the voting ballot to the meeting by post, facsimile or email;
 - e. Sending the voting ballot to the Company by other means or in other forms.
7. Bear personal liability where, in the name of the Company in any form, they commit any of the following acts:
 - a. Violating the law;
 - b. Conducting business or other transactions for their own benefit or for the benefit of another organization or individual;
 - c. Paying debts that are not yet due in the face of financial risks to the Company.
8. Upon any change in personal information or contact address, a shareholder must notify such change accurately and promptly to the securities depository organization or to the Company (where the shares have not been deposited).
9. A major shareholder shall not abuse its position to adversely affect the rights and interests of the Company or of other shareholders in accordance with the provisions of law and the Company Charter; and shall be obliged to disclose information in accordance with the provisions of law.
10. Fulfil other obligations as prescribed by applicable law.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders having voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year, within four (04) months from the end of the financial year. The Board of Directors may resolve to extend the annual General Meeting of Shareholders where necessary, but by no more than six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide matters prescribed by law and the Company Charter, in particular the approval of the audited annual financial statements. Members of the Board of Directors and members of the Supervisory Board must attend the annual General Meeting of Shareholders to answer shareholders' questions at the meeting; in the event of force majeure preventing attendance, members of the Board of Directors and members of the Supervisory Board must report in writing to the Board of Directors and the Supervisory Board. Where the audit report on the Company's annual financial statements contains material qualifications, an adverse audit opinion or a disclaimer of opinion, the Company must invite a representative of the approved audit organization that audited the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative of the approved audit organization shall be responsible for attending the Company's annual General Meeting of Shareholders.

The annual General Meeting of Shareholders may be held online via the internet. Shareholders may register to attend the meeting and exercise their voting rights on the matters at the meeting via the internet in a convenient and effective manner.

A shareholder attending and voting online shall also be deemed to have attended the meeting in person. Accordingly, shareholders who log in to the Company's online meeting/voting system shall be deemed to be attending in person, and the voting results shall have the same validity as those of shareholders voting in person at the General Meeting of Shareholders.

- a. Shareholders shall attend the General Meeting of Shareholders by using the login code provided by the organizing committee of the General Meeting of Shareholders to log in to the system when the General Meeting of Shareholders is convened;
- b. The login code of a shareholder shall be prescribed by the organizing committee in accordance with the requirements of the online service provider at the time of holding the General Meeting of Shareholders;
- c. After a shareholder (or an authorized person) logs in to the online General Meeting of Shareholders system, the shareholder may exercise its rights in accordance with this Charter and the Law on Enterprises;
- d. The Company shall issue appropriate Regulations on the Online General Meeting of

- Shareholders for each session of the General Meeting of Shareholders.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a. The Board of Directors deems it necessary in the interests of the Company;
 - b. The number of remaining members of the Board of Directors, independent members of the Board of Directors (in the case of a listed company), non-executive members, or members of the Supervisory Board is fewer than the minimum number required by law;
 - c. At the request of a shareholder or group of shareholders referred to in Clause 2, Article 11 of the Company Charter; the request to convene a General Meeting of Shareholders must be made in writing, stating the reasons for and purpose of the meeting, and bearing the signatures of all relevant shareholders, or the written request may be made in multiple counterparts collectively bearing the signatures of all relevant shareholders;
 - d. At the request of the Supervisory Board;
 - e. The quarterly, six (06)-month or audited annual financial statements reflect that the owner's equity has decreased by one half (1/2) compared with the figure at the beginning of the period;
 - f. Other cases as prescribed by law and this Charter.
 4. Convening an extraordinary General Meeting of Shareholders:
 - a. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors, non-executive members of the Board of Directors or members of the Supervisory Board falls below the level prescribed in Point b, Clause 3 of this Article, or from the date of receipt of a request prescribed in Point c and Point d, Clause 3 of this Article;
 - b. Where the Board of Directors fails to convene a General Meeting of Shareholders in accordance with Point a, Clause 4 of this Article, then within the following thirty (30) days, the Supervisory Board shall convene the General Meeting of Shareholders in place of the Board of Directors in accordance with Clause 3, Article 140 of the Law on Enterprises;
 - c. Where the Supervisory Board fails to convene a General Meeting of Shareholders in accordance with Point b, Clause 4 of this Article, the shareholder or group of shareholders referred to in Point c, Clause 3 of this Article shall have the right to request a representative of the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;
 - d. In such case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening and conducting the meeting and for adopting resolutions of the General Meeting of Shareholders. All costs of convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such costs shall not include expenses incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel expenses;

- e. The procedures for holding the General Meeting of Shareholders shall be as prescribed in Clause 5, Article 140 of the Law on Enterprises.

Article 14. Rights and Obligations of the General Meeting of Shareholders

- 1. The General Meeting of Shareholders shall have the following rights and obligations:
 - a. Approve the development orientation of the Company;
 - b. Decide on the classes of shares and the total number of shares of each class authorized to be offered; decide on the annual dividend rate for each class of shares;
 - c. Determine the number of members of the Board of Directors and the Supervisory Board; elect, remove from office and dismiss members of the Board of Directors and members of the Supervisory Board;
 - d. Decide on investments or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements;
 - e. Decide on amendments and supplements to the Company Charter;
 - f. Decide on the redemption of more than ten percent (10%) of the total number of sold shares of each class;
 - g. Review and deal with violations committed by members of the Board of Directors or members of the Supervisory Board that cause damage to the Company and its Shareholders;
 - h. Decide on the reorganization and dissolution (liquidation) of the Company and appoint the liquidator;
 - i. Decide on the budget or the total amount of remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
 - j. Approve the Internal Corporate Governance Regulations and the Regulations on the Operation of the Board of Directors and the Supervisory Board;
 - k. Approve the list of approved audit firms; decide on the approved audit firm to audit the Company's operations; and dismiss the approved auditor where deemed necessary;
 - l. Approve the execution of contracts and transactions with related parties as prescribed in Clause 10, Article 53 of this Charter;
 - m. The annual business plan of the Company;
 - n. Approve the annual financial statements;
 - o. The report of the Board of Directors on the governance and the results of the operations of the Board of Directors and of each member of the Board of Directors;
 - p. The report of the Supervisory Board on the business results of the Company and on the results of the operations of the Board of Directors and the Chief Executive Officer;
 - q. The self-assessment report on the results of the operations of the Supervisory Board and of the Supervisors;
 - r. The dividend rate for each share of each class;

- s. Other matters as prescribed by law and this Charter.
2. The annual General Meeting of Shareholders shall discuss and approve the matters prescribed in Points m, n, o, p, q and r of Clause 1 of this Article and other matters within its authority.
3. All resolutions and matters included in the meeting agenda must be brought to discussion and vote at the meeting of the General Meeting of Shareholders.
4. With respect to matters approved under previous resolutions of the General Meeting of Shareholders that have not yet been implemented, the Board of Directors must report to the General Meeting of Shareholders at its next meeting. Where there is any change to matters falling within the decision-making authority of the General Meeting of Shareholders, the Board of Directors must submit such change to the General Meeting of Shareholders at its next meeting for approval prior to implementation.

Article 15. Authorization to Attend the General Meeting of Shareholders

1. A shareholder, or the authorized representative of a corporate shareholder, may attend the meeting in person or authorize one or more other individuals or organizations to attend the meeting, or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization of an individual or organization to attend the General Meeting of Shareholders as a representative in accordance with Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content and scope of the authorization, the term of the authorization, and the signatures of the authorizing party and the authorized party.

A person authorized to attend the General Meeting of Shareholders must submit the power of attorney upon registration for the meeting before entering the meeting room; alternatively, the power of attorney may be sent by the shareholder to the Company or to the location specified in the notice convening the meeting no later than forty-eight (48) hours before the General Meeting of Shareholders is held. In the case of sub-authorization, the person attending the meeting must additionally produce the original power of attorney of the shareholder or of the authorized representative of the corporate shareholder (if not previously registered with the Company).

3. The voting ballot of a person authorized to attend the meeting within the scope of the authorization shall remain valid upon the occurrence of any of the following events, except where:
 - a. The authorizing person has died, has had their legal capacity restricted, or has lost their legal capacity;
 - b. The authorizing person has revoked the appointment under the authorization;
 - c. The authorizing person has revoked the authority of the person exercising the authorization.

This provision shall not apply where the Company receives notice of any of the above

events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 16. Variation of Rights

1. Any variation or cancellation of the special rights attached to a class of preference shares shall take effect upon approval by shareholders representing sixty-five percent (65%) or more of the total votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on any matter that adversely varies the rights and obligations of shareholders holding preference shares shall be adopted only if approved by shareholders holding preference shares of the same class attending the meeting who hold seventy-five percent (75%) or more of the total preference shares of that class, or by shareholders holding preference shares of the same class holding seventy-five percent (75%) or more of the total preference shares of that class where the resolution is adopted by way of written opinion.
2. A meeting of shareholders holding a class of preference shares to approve the above variation of rights shall be valid only where there are at least two (02) shareholders (or their authorized representatives) holding at least one third (1/3) of the par value of the issued shares of that class. Where the above quorum is not met, the meeting shall be reconvened within the following thirty (30) days, and the holders of shares of that class (irrespective of the number of persons and the number of shares) present in person or through authorized representatives shall be deemed to constitute the required quorum. At such meetings of shareholders holding preference shares, the holders of shares of that class present in person or through representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.
3. The procedures for conducting such separate meetings shall be carried out in a manner similar to the provisions of Article 18 through Article 21 of this Charter.
4. Unless the terms of issuance of the shares provide otherwise, the special rights attached to classes of shares carrying preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be varied where the Company issues additional shares of the same class.

Article 17. Convening Meetings, Meeting Agenda and Notice of Invitation to the General Meeting of Shareholders

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases prescribed in Clause 3, Article 13 of this Charter.
2. The person convening the General Meeting of Shareholders must carry out the following tasks:
 - a. List of shareholders: The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared on the basis of the Shareholders Register and the register of securities holders of the Company;
 - Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of dispatch of

the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the record date.

- The list of shareholders entitled to attend the General Meeting of Shareholders must contain the full name, permanent address, nationality and number of the citizen identity card, identity certificate, passport or other lawful personal identification of individual shareholders; the name, enterprise code or establishment decision number and address of the head office of corporate shareholders; and the number of shares of each class and the number and date of shareholder registration of each shareholder.
 - Shareholders shall have the right to inspect, search, extract and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; and to request correction of inaccurate information or supplementation of necessary information concerning themselves in such list. Company Managers must promptly provide the information in the Shareholders Register and correct or supplement inaccurate information at the request of shareholders; and shall be liable to compensate for damage arising from any failure to provide, or any untimely or inaccurate provision of, the information in the Shareholders Register as requested.
 - The order and procedures for requesting the provision of information in the Shareholders Register shall be carried out in accordance with the provisions of law.
- b. Prepare the agenda and contents of the meeting;
 - c. Prepare the documents for the meeting;
 - d. Prepare draft resolutions of the General Meeting of Shareholders in accordance with the intended contents of the meeting;
 - e. Determine the time and venue of the meeting;
 - f. Notify and send the notice of the meeting of the General Meeting of Shareholders to all shareholders entitled to attend;
 - g. Other tasks in support of the meeting.
3. The notice of invitation to the General Meeting of Shareholders shall be sent by email, and/or through secured courier services to the registered contact address of the Shareholder, and/or by other means ensuring delivery to the Shareholder. Where the Company sends the notice of the meeting by email, the email address of the shareholder receiving the notice shall be the address stored and provided by the VSDC, or the email address registered by the shareholder with the Company.

At the same time, the notice shall be published on the website of the Company and of the State Securities Commission, and of the Stock Exchange on which the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the notice of invitation to all shareholders on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the meeting. The agenda of the General Meeting of Shareholders and the documents relating to the matters to be voted on at the meeting shall be sent to the shareholders or posted on the website of the Company. Where the documents are not

enclosed with the notice of the General Meeting of Shareholders, the notice of invitation must clearly state the link to all meeting documents so that shareholders may access them, including:

- a. The meeting agenda and the documents to be used at the meeting;
 - b. The list and detailed information of the candidates, in the case of the election of members of the Board of Directors or members of the Supervisory Board;
 - c. Voting ballots;
 - d. Draft resolutions in respect of each matter on the meeting agenda.
4. A shareholder or group of shareholders referred to in Clause 2, Article 11 of this Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and must be sent to the Company no later than seven (07) working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of shares of each class held by the shareholder, and the matter proposed for inclusion in the meeting agenda.
5. The person convening the General Meeting of Shareholders shall have the right to reject a proposal referred to in Clause 4 of this Article in any of the following cases:
- a. The proposal is not submitted in accordance with Clause 4 of this Article;
 - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares as prescribed in Clause 2, Article 11 of this Charter;
 - c. The matter proposed does not fall within the decision-making authority of the General Meeting of Shareholders;
 - d. Other cases as prescribed by law and this Charter.
6. The person convening the General Meeting of Shareholders must accept and include a proposal referred to in Clause 4 of this Article in the intended agenda and contents of the meeting, except in the cases prescribed in Clause 5 of this Article; a proposal shall be formally added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 18. Conditions for Conducting a Meeting of the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be conducted where the shareholders attending represent more than fifty percent (50%) of the total votes.
2. Where the first meeting does not satisfy the conditions for being conducted as prescribed in Clause 1 of this Article, the person convening the meeting shall cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the intended date of the first General Meeting of Shareholders. The second General Meeting of Shareholders shall be conducted only where the attendees are shareholders and authorized representatives attending the meeting representing at least thirty-three percent (33%) of the total votes.

3. Where the second meeting does not satisfy the conditions for being conducted as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third meeting of the General Meeting of Shareholders shall be conducted irrespective of the total number of votes of the shareholders attending.
4. Only the General Meeting of Shareholders shall have the right to change the meeting agenda enclosed with the notice of invitation as prescribed in Article 17 of this Charter.

Article 19. Procedures for Conducting Meetings and Voting at Meetings of the General Meeting of Shareholders

1. Before the opening of the meeting, the registration of shareholders attending the General Meeting of Shareholders must be carried out.
2. Upon registration of shareholders, the Company shall issue to each shareholder or authorized representative having voting rights a voting card/voting ballot/election ballot, bearing the registration number, the full name of the shareholder, the full name of the authorized representative and the number of votes/election votes of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting shall be conducted by voting in favour, against, or abstaining. The vote counting results shall be announced by the Chairperson/the Vote Counting Committee immediately before the closing of the meeting. The meeting shall elect the persons responsible for counting the votes or supervising the vote counting at the proposal of the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;

A shareholder, the authorized representative of a corporate shareholder, or an authorized person arriving after the meeting has opened shall have the right to register immediately and thereafter to participate and vote at the meeting immediately upon registration. The Chairperson shall not be responsible for suspending the meeting to allow late-arriving shareholders to register, and the validity of matters already voted on shall not be affected.

3. The election of the Chairperson, the secretary and the vote counting committee shall be as follows:
 - a. The Chairperson of the Board of Directors shall act as Chairperson, or shall authorize another member of the Board of Directors to act as Chairperson of meetings convened by the Board of Directors; where the Chairperson is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of their number as Chairperson of the meeting on a majority basis; where no Chairperson can be elected, the Head of the Supervisory Board shall preside so that the General Meeting of Shareholders elects the Chairperson of the meeting, and the person receiving the highest number of votes shall act as Chairperson of the meeting;
 - b. In other cases, the person signing the notice convening the General Meeting of Shareholders shall preside so that the General Meeting of Shareholders elects the Chairperson of the meeting, and the person receiving the highest number of votes shall act as Chairperson of the meeting;

- c. The Chairperson shall appoint one or more persons as secretary of the meeting, and a Committee for Verification of Shareholder/Delegate Credentials to serve the meeting;
- d. The General Meeting of Shareholders shall elect one or more persons to the vote counting committee at the proposal of the Chairperson of the meeting.
- 4. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically determine the time allocated to each matter in the contents of the meeting agenda.
- 5. The Chairperson shall have the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of the attendees.
- 6. The General Meeting of Shareholders shall discuss and vote on each matter in the contents of the agenda by the following means:
 - a. Raising voting cards;
 - b. Collecting voting cards;
 - c. Such other means as decided by the Working Regulations of the General Meeting of Shareholders.

The voting results shall be announced by the Chairperson to the General Meeting of Shareholders before the closing of the meeting.
- 7. A shareholder or an authorized person attending the meeting who arrives after the meeting has opened may still register and shall have the right to participate in voting immediately upon registration. In such case, the validity of matters already voted on shall not be affected.
- 8. The person convening the General Meeting of Shareholders shall have the right to:
 - a. Require all attendees to submit to inspection or such other lawful and reasonable security measures;
 - b. Request the competent authority to maintain order at the meeting; and expel from the General Meeting of Shareholders any person who fails to comply with the Chairperson's authority to conduct the meeting, deliberately causes disorder, obstructs the normal progress of the meeting, or fails to comply with security inspection requirements;
- 9. The decision of the Chairperson on the order and procedures, or on events arising outside the agenda of the General Meeting of Shareholders, shall be final and conclusive.
- 10. The person convening the meeting or the Chairperson of the meeting of the General Meeting of Shareholders shall have the right to adjourn a General Meeting of Shareholders that has the required number of registered attendees to another time, or to change the venue of the meeting, in the following cases:
 - a. The meeting venue does not have sufficient convenient seating for all attendees;
 - b. The communication facilities at the meeting venue do not ensure that attending shareholders are able to participate, discuss and vote;
 - c. An attendee obstructs or causes disorder, giving rise to a risk that the meeting will not

be conducted fairly and lawfully;

The maximum period of adjournment shall not exceed three (03) days from the intended opening date of the meeting.

11. Where the Chairperson adjourns or suspends the General Meeting of Shareholders contrary to Clause 10 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson in conducting the meeting until its conclusion; and all resolutions adopted at such meeting shall be valid and enforceable.
12. Where the Company applies modern technology to hold the General Meeting of Shareholders by way of an online meeting, the Company shall be responsible for ensuring that shareholders are able to attend and vote by electronic ballot or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP issued by the Government on 31 December 2020.

Article 20. Forms of Adoption of Resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall adopt decisions within its authority by way of voting at a meeting or by way of collecting written opinions.
2. Resolutions of the General Meeting of Shareholders on the following matters must be adopted by way of voting at a meeting of the General Meeting of Shareholders:
 - a. Amendment and supplementation of the Company Charter;
 - b. Approval of the development orientation of the Company;
 - c. Decisions on the classes of shares and the total number of shares of each class authorized to be offered;
 - d. Election, removal from office and dismissal of members of the Board of Directors and of the Supervisory Board;
 - e. Decisions on investments or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements;
 - f. Approval of the annual financial statements;
 - g. Reorganization or dissolution of the Company.

Article 21. Conditions for Adoption of Resolutions of the General Meeting of Shareholders

1. A resolution on the following matters shall be adopted if approved by shareholders representing sixty-five percent (65%) or more of the total votes of all shareholders attending and voting at the meeting, except in the cases prescribed in Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises:
 - a. The classes of shares and the total number of shares of each class;
 - b. Changes to the business lines and business sectors;
 - c. Changes to the management organizational structure of the Company;

- d. Investment projects or the sale of assets having a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements;
 - e. Reorganization or dissolution of the Company;
 - f. Amendment and supplementation of the Company Charter;
2. Resolutions shall be adopted where approved by shareholders holding fifty-one percent (51%) or more of the total votes of all shareholders attending and voting at the meeting, except in the cases prescribed in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.
 3. The election of members of the Board of Directors and of the Supervisory Board must be carried out by the cumulative voting method in accordance with Clause 3, Article 148 of the Law on Enterprises.
 4. Resolutions of the General Meeting of Shareholders must be notified to the shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date of adoption; where the Company has a website, the sending of the resolutions may be replaced by posting them on the Company's website.

Article 22. Authority and Procedures for Collecting Written Opinions of Shareholders to Adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following provisions:

1. The Board of Directors shall have the right to collect written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders where it deems necessary in the interests of the Company, except in the cases prescribed in Clause 2, Article 20 of this Charter.
2. The Board of Directors must prepare the opinion poll forms, the draft resolutions of the General Meeting of Shareholders and the documents explaining the draft resolutions, and send them to all shareholders having voting rights no later than ten (10) days before the deadline for returning the opinion poll forms. The preparation of the list of shareholders to whom opinion poll forms are sent shall be carried out in accordance with Point a, Clause 2, Article 17 of this Charter. The requirements and the manner of sending the opinion poll forms shall follow the method of sending notices of invitation to meetings prescribed in Clause 3, Article 17 of this Charter. The documents relating to the matters on which opinions are sought shall be posted on the Company's website.
3. The opinion poll form must contain the following principal particulars:
 - a. The name, address of the head office and enterprise code;
 - b. The purpose of collecting opinions;
 - c. The full name, contact address, nationality and legal document number of individual shareholders; the name, enterprise code or legal document number and address of the head office of corporate shareholders; or the full name, contact address, nationality and legal document number of the representative of a corporate shareholder; and the number

of shares of each class and the number of votes of the shareholder;

- d. The matters on which opinions are sought for the adoption of a decision;
 - e. The voting options, comprising in favour, against and abstain;
 - f. The deadline for returning the completed opinion poll form to the Company;
 - g. The full name and signature of the Chairperson of the Board of Directors.
4. A shareholder may return the completed opinion poll form to the Company by one of the following means:
- a. By post. The completed opinion poll form must bear the signature of the individual shareholder, of the authorized representative, or of the Legal Representative of a corporate shareholder. The opinion poll form returned to the Company must be enclosed in a sealed envelope, and no person shall have the right to open it before the counting of votes;
 - b. By fax or email. An opinion poll form returned to the Company by fax or email must be kept confidential until the time of the counting of votes.

Opinion poll forms returned to the Company after the deadline specified in the opinion poll form, or which have been opened in the case of delivery by post or disclosed in the case of delivery by fax or email, shall be invalid. An opinion poll form that is not returned shall be deemed a non-participating vote;

5. The Board of Directors shall organize the counting of votes and prepare a vote counting minutes in the presence of the Supervisory Board or of a shareholder not holding a managerial position in the Company.

The vote counting minutes must contain the following principal particulars:

- a. The name, address of the head office and enterprise code;
- b. The purpose of, and the matters on which opinions were sought for, the adoption of the resolution;
- c. The number of shareholders, with the total number of votes, that participated in the voting, distinguishing between the number of valid votes and the number of invalid votes, and the voting method, together with an appendix listing the shareholders that participated in the voting;
- d. The total number of votes in favour, against and abstaining in respect of each matter;
- e. The matters that have been adopted;
- f. The full names and signatures of the Chairperson of the Board of Directors, the Legal Representative of the Company, the person supervising the counting of votes and the person counting the votes.

The members of the Board of Directors, the Legal Representative of the Company, the person counting the votes and the person supervising the counting of votes shall be jointly liable for the truthfulness and accuracy of the vote counting minutes; and shall be jointly liable for any damage arising from decisions adopted as a result of dishonest or inaccurate vote counting;

6. The minutes of the vote counting results must be sent to the shareholders within fifteen (15) days from the date of completion of the counting of votes. Where the Company posts the vote counting results on its website, it must do so within twenty-four (24) hours from the time of completion of the counting of votes.
7. The completed opinion poll forms, the vote counting minutes, the adopted resolutions and the related documents enclosed with the opinion poll forms must all be retained at the head office of the Company.
8. A resolution adopted by way of collecting written opinions of shareholders, if approved by shareholders holding fifty-one percent (51%) or more of the total votes of all shareholders having voting rights, shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 23. Resolutions and Minutes of Meetings of the General Meeting of Shareholders

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and retained in other electronic form. The minutes must be prepared in Vietnamese, may additionally be prepared in a foreign language, and must contain the following principal particulars:
 - a. The name, address of the head office and enterprise code;
 - b. The time and venue of the meeting of the General Meeting of Shareholders;
 - c. The meeting agenda and the contents of the meeting;
 - d. The full names of the Chairperson and the secretary;
 - e. A summary of the proceedings of the meeting and of the opinions expressed at the meeting of the General Meeting of Shareholders in respect of each matter on the meeting agenda;
 - f. The number of shareholders and the total number of votes of the shareholders attending the meeting, together with an appendix listing the registered shareholders and shareholder representatives attending the meeting with their corresponding numbers of shares and votes;
 - g. The total number of votes in respect of each matter voted on, clearly stating the voting method and the total number of valid votes, invalid votes, votes in favour, votes against and abstentions, and the corresponding percentages of the total number of votes of the shareholders attending the meeting;
 - h. The matters that have been adopted and the corresponding percentages of votes by which they were adopted;
 - i. The full names and signatures of the Chairperson and the secretary. Where the Chairperson or the secretary refuses to sign the minutes of the meeting, such minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and if they contain all the particulars prescribed in this Clause. The minutes of the meeting shall clearly record the refusal of the Chairperson or the secretary to sign the minutes.

2. The minutes of the meeting of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The Chairperson and the secretary of the meeting, or any other person signing the minutes of the meeting, shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.
3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. Where there is any discrepancy in content between the Vietnamese minutes and the foreign-language minutes, the content of the Vietnamese minutes shall prevail.
4. The resolutions and minutes of meetings of the General Meeting of Shareholders, the appendix listing the shareholders registered to attend the meeting together with the shareholders' signatures, the powers of attorney to attend the meeting, all documents attached to the minutes (if any), and the related documents enclosed with the notice of invitation to the meeting must be disclosed in accordance with the laws on information disclosure on the securities market and must be retained at the head office of the Company.

Article 24. Validity of Resolutions of the General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders shall take effect from the date of adoption or from the effective time stated in such resolution.
2. Resolutions of the General Meeting of Shareholders adopted by one hundred percent (100%) of the total shares carrying voting rights shall be lawful and valid even where the order and procedures for adopting such resolutions were not duly complied with.
3. Where a shareholder or group of shareholders requests a Court or an Arbitration to annul a resolution of the General Meeting of Shareholders in accordance with Article 25 of this Charter, such resolution shall remain valid and enforceable until the Court or the Arbitration decides otherwise, except where provisional emergency measures are applied pursuant to a decision of the competent authority.

Article 25. Request for Annulment of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of a resolution or minutes of a meeting of the General Meeting of Shareholders, or of the minutes of the results of the counting of votes on the collection of opinions of the General Meeting of Shareholders, a shareholder or group of shareholders referred to in Clause 2, Article 11 of this Charter shall have the right to request a Court or an Arbitration to consider and annul a resolution, or part of the contents of a resolution, of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and for the decision-making of the General Meeting of Shareholders were not duly complied with in accordance with the Law on Enterprises and the Company Charter, except in the cases prescribed in Clause 2, Article 24 of this Charter.
2. The contents of the resolution violate the law or the Company Charter.

CHAPTER VII. BOARD OF DIRECTORS

Article 26. Candidacy and Nomination of Members of the Board of Directors

1. Where the candidates for the Board of Directors have been determined, the Company must disclose information relating to the candidates on the Company's website at least ten (10) days before the opening date of the meeting of the General Meeting of Shareholders so that shareholders may learn about such candidates before voting. Candidates for the Board of Directors must provide a written undertaking as to the truthfulness and accuracy of the personal information disclosed, and must undertake to perform their duties honestly, prudently and in the best interests of the Company if elected as members of the Board of Directors. The information relating to candidates for the Board of Directors to be disclosed shall include:
 - a. Full name and date of birth;
 - b. Professional qualifications;
 - c. Work history;
 - d. Other managerial positions held (including positions on the board of directors of other companies);
 - e. Interests related to the Company and to the related parties of the Company;
 - f. The Company shall be responsible for disclosing information on the companies in which the candidate holds the position of member of the board of directors, on other managerial positions held, and on the interests of the candidate for the Board of Directors related to the company (if any).
2. A shareholder or group of shareholders holding the following percentages of shares carrying voting rights shall have the right to nominate candidates for the Board of Directors as follows:
 - a. From ten percent (10%) to less than twenty percent (20%) of the voting shares: entitled to nominate a maximum of 01 (one) candidate;
 - b. From twenty percent (20%) to less than thirty percent (30%) of the voting shares: entitled to nominate a maximum of 02 (two) candidates;
 - c. From thirty percent (30%) to less than forty percent (40%) of the voting shares: entitled to nominate a maximum of 03 (three) candidates;
 - d. From forty percent (40%) to less than fifty percent (50%) of the voting shares: entitled to nominate a maximum of 04 (four) candidates;
 - e. From fifty percent (50%) to less than sixty percent (60%) of the voting shares: entitled to nominate a maximum of 05 (five) candidates;
 - f. From sixty percent (60%) to less than seventy percent (70%) of the voting shares: entitled to nominate a maximum of 06 (six) candidates;
 - g. From seventy percent (70%) or more of the voting shares: entitled to nominate a maximum of 07 (seven) candidates.
3. Where the number of candidates for the Board of Directors, through nomination and candidacy, is still insufficient to meet the required number under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional

candidates or organize nominations in accordance with the Company Charter, the Internal Corporate Governance Regulations and the Regulations on the Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors, in accordance with the provisions of law.

4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2 of Article 155 of the Law on Enterprises and in Article 28 of this Charter.

Article 27. Composition and Term of Office of Members of the Board of Directors

1. The number of members of the Board of Directors shall be five (05).
2. The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms. An individual may be elected as an independent member of the Board of Directors of a single company (in the case of a listed company) for no more than two (02) consecutive terms. Where the terms of office of all members of the Board of Directors expire at the same time, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and to take over their work.

3. The composition of the Board of Directors shall be as follows:

The composition of the Board of Directors must ensure at least one (01) non-executive member where the Company has from three (03) to five (05) members of the Board of Directors.

In the case of a listed company, the number of independent members of the Board of Directors of the listed company must satisfy the following requirements:

- a. At least one (01) independent member where the Company has from three (03) to five (05) members of the Board of Directors;
- b. At least two (02) independent members where the Company has from six (06) to eight (08) members of the Board of Directors;
- c. At least three (03) independent members where the Company has from nine (09) to eleven (11) members of the Board of Directors.

The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors.

4. A member of the Board of Directors shall cease to hold the capacity of member of the Board of Directors where such member is removed from office, dismissed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the laws on information disclosure on the securities market.

Article 28. Standards and Conditions for Membership of the Board of Directors; and Rights and Responsibilities of Members of the Board of Directors

1. A member of the Board of Directors must satisfy the following standards and conditions:
 - a. Having full legal capacity, and not falling within the categories of persons prohibited from managing an enterprise as prescribed in Clause 2, Article 17 of the Law on Enterprises;
 - b. Having professional qualifications and experience in the business management of the Company, and not necessarily being a shareholder of the Company;
 - c. A member of the Board of Directors may concurrently serve as a member of the Board of Directors or Members' Council of no more than five (05) other companies.
2. A member of the Board of Directors need not be a shareholder of the Company.
3. An independent member of the Board of Directors (in the case of a listed company) must satisfy the following standards and conditions:
 - a. Not being a person currently working for the Company, the parent company or a subsidiary of the Company; and not being a person who has worked for the Company, the parent company or a subsidiary of the Company within at least the three (03) immediately preceding years;
 - b. Not being a person currently receiving salary or remuneration from the Company, other than the allowances to which members of the Board of Directors are entitled under the applicable regulations;
 - c. Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, natural sibling is a Major Shareholder of the Company, or a Company Manager of the Company or of a subsidiary of the Company;
 - d. Not being a person who directly or indirectly holds at least one percent (1%) of the total shares carrying voting rights of the Company;
 - e. Not being a person who has served as a member of the Board of Directors or of the Supervisory Board of the Company within at least the five (05) immediately preceding years, except where appointed for two (02) consecutive terms.
4. Rights and obligations of members of the Board of Directors
 - a. Members of the Board of Directors shall have all the rights prescribed by the Law on Securities, the relevant legislation and the Company Charter, including the right to be provided with information and documents on the financial position and business operations of the Company and of the units within the Company.
 - b. Members of the Board of Directors shall have the obligations prescribed in the Company Charter and the following obligations:
 - (i) To perform their duties honestly and prudently, in the best interests of the shareholders and of the Company;
 - (ii) To attend all meetings of the Board of Directors and to express their opinions on the matters brought to discussion;

- (iii) To report promptly and fully to the Board of Directors any remuneration received from Subsidiaries, affiliated companies and other organizations;
- (iv) To make information disclosures when carrying out transactions in the Company's shares in accordance with the provisions of law;
- (v) To be loyal to the interests of the Company and its shareholders; and not to abuse their position or office, or to use the information, know-how, business opportunities or other assets of the Company, for personal gain or to serve the interests of any other organization or individual.

Each independent member of the Board of Directors (in the case of a listed company) must prepare an assessment report on the operations of the Board of Directors.

Article 29. Powers and Obligations of the Board of Directors

1. The Board of Directors is the management body of the Company and has full authority to act in the name of the Company to decide and exercise the rights and obligations of the Company that do not fall within the authority of the General Meeting of Shareholders.
2. The Board of Directors shall have the following rights and duties:
 - a. Decide on the Company's strategy, medium-term development plans and annual business plans. Specifically, the Board of Directors shall organize the preparation of the Company's annual business plan before 31 December of the immediately preceding year or 31 January of that year.
 - b. Provide direction and make decisions on strategies and policy frameworks relating to sustainability development, digital transformation, and risk management regulations appropriate to the Company's development context;
 - c. Recommend the classes of shares and the total number of shares of each class authorized to be offered;
 - d. Decide on the sale of unsold shares within the number of shares of each class authorized to be offered; and decide on the raising of additional capital by other means;
 - e. Decide on the selling price of the shares and bonds of the Company;
 - f. Decide on the redemption of shares in accordance with Clauses 1 and 2 of Article 133 of the Law on Enterprises;
 - g. Decide on investments or the sale of assets with a value of less than thirty-five percent (35%) of the total value of the enterprise's assets recorded in the Company's most recent financial statements;
 - h. Decide on solutions for market development, marketing and technology;
 - i. Approve purchase, sale, borrowing, lending and contracts with a value equal to or greater than thirty-five percent (35%) of the total value of the enterprise's assets recorded in the Company's most recent financial statements. This provision shall not apply to contracts and transactions falling within the approval authority of the General Meeting of Shareholders prescribed in Article 14 and Article 44 of this Charter and under the provisions of law.

- j. Elect, remove from office and dismiss the Chairperson of the Board of Directors; appoint and remove from office, enter into and terminate contracts with the Executive Board, the Person in Charge of Corporate Governance, the Chief Accountant, the members of the committees under the Board of Directors and other key Company Managers; decide on the salaries and other benefits of such Company Managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, and decide on the remuneration and other benefits of such persons;
 - k. Supervise and direct the Chief Executive Officer and other Company Managers in conducting the day-to-day business of the Company;
 - l. Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of Subsidiaries and Dependent Units, and on capital contributions to or acquisition of shares in other enterprises.
 - m. Approve the agenda and the contents of the documents for meetings of the General Meeting of Shareholders; convene meetings of the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to adopt decisions;
 - n. Submit the annual financial settlement report to the General Meeting of Shareholders;
 - o. Recommend the dividend rate to be paid; decide on the time limit and procedures for the payment of dividends or for dealing with losses arising in the course of business;
 - p. Recommend the reorganization or dissolution of, or a petition for bankruptcy of, the Company;
 - q. Decide on the issuance of the Regulations on the Operation of the Board of Directors and the Internal Corporate Governance Regulations after their approval by the General Meeting of Shareholders; and of the Company's Regulations on Information Disclosure;
 - r. Core business activities: according to the criteria and as decided by the Board of Directors, including but not limited to the expansion or contraction of core business activities, and changes to the business model or mode of operation;
 - s. Salaries, bonuses, remuneration and expenses of the committees and the assisting bodies under the Board of Directors;
 - t. Other rights and duties as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company Charter.
3. The Board of Directors shall adopt decisions by voting at a meeting or by collecting written opinions. Each member of the Board of Directors shall have one vote.
 4. In performing its functions, rights and obligations, the Board of Directors shall strictly comply with the provisions of law, the Company Charter and the decisions of the General Meeting of Shareholders. Where a resolution or decision adopted by the Board of Directors contravenes the provisions of law, a resolution of the General Meeting of Shareholders or the Company Charter and causes damage to the Company, the members who voted in favour of such resolution or decision shall be jointly and personally liable for such resolution or decision and must compensate the Company for the damage; members who voted against such resolution or decision shall be exempted from liability.

In such case, shareholders of the Company shall have the right to request a Court or an Arbitration to suspend the implementation of, or to annul, such resolution or decision.

5. No member of the Board of Directors shall be jointly liable for any act or liability of any Company Manager merely by reason of the fact that such Company Manager was appointed or designated by the Board of Directors, and/or was nominated or designated by that member of the Board of Directors, and/or that such Company Manager is a related person of that member of the Board of Directors.
6. The Board of Directors must report to the General Meeting of Shareholders on its operations, specifically:
 - a. The report of the Board of Directors on the governance and the results of the operations of the Board of Directors and of each member of the Board of Directors;
 - b. The remuneration, operating expenses and other benefits of the Board of Directors and of each member of the Board of Directors in accordance with Clause 3, Article 163 of the Law on Enterprises and Clause 4, Article 30 of this Charter;
 - c. A summary of the meetings of the Board of Directors and of the decisions of the Board of Directors;
 - d. A report on transactions between the Company and its Subsidiaries, on the one hand, and members of the Board of Directors and their related persons, on the other; and on transactions between the Company and any company in which a member of the Board of Directors is a founding member or has been a Company Manager within the three (03) years immediately preceding the time of the transaction;
 - e. The activities of the independent members of the Board of Directors and the results of each independent member's assessment of the operations of the Board of Directors (for a listed company);
 - f. The activities of the other committees under the Board of Directors (if any);
 - g. The results of the supervision of the Chief Executive Officer;
 - h. The results of the supervision of other Executives;
 - i. Future plans.
7. In addition, the Board of Directors shall have the following responsibilities:
 - a. To be accountable to the shareholders for the operations of the Company.
 - b. To treat all shareholders equally and to respect the interests of persons having interests related to the Company.
 - c. To ensure that the operations of the Company comply with the provisions of law, the Charter and the internal regulations of the Company.
 - d. To develop the Regulations on the Operation of the Board of Directors, submit them to the General Meeting of Shareholders for approval, and publish them on the Company's website.
 - e. To supervise and prevent conflicts of interest of members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other Company

Managers, including the improper use of the Company's assets and the abuse of related-party transactions.

- f. To develop the Internal Corporate Governance Regulations and submit them to the General Meeting of Shareholders for approval in accordance with Article 270 of Decree No. 155/2020/ND-CP issued by the Government on 31 December 2020.
- g. To organize training and coaching on corporate governance and the necessary skills for members of the Board of Directors, the Chief Executive Officer, the Person in Charge of Corporate Governance and other Company Managers.
- h. To pay dividends to shareholders in accordance with the provisions of law after approval by the annual General Meeting of Shareholders.

Article 30. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors, the Chief Executive Officer and Other Company Managers

1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors, and salaries and bonuses to the Chief Executive Officer and other Company Managers, based on business results and performance.
2. Members of the Board of Directors shall be entitled to work remuneration and bonuses. Work remuneration shall be calculated on the basis of the number of working days necessary to complete the duties of a member of the Board of Directors and the daily rate of remuneration. The Board of Directors shall estimate the remuneration for each member on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.
3. The Chief Executive Officer shall be paid a salary and bonuses. The salary and bonuses of the Chief Executive Officer shall be decided by the Board of Directors.
4. The remuneration of each member of the Board of Directors and of the committees of the Board of Directors, and the salaries of the Chief Executive Officer and other Company Managers, shall be accounted for as business expenses of the Company in accordance with the laws on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at its annual meeting.
5. A member of the Board of Directors who holds an executive position, or a member of the Board of Directors who serves on the committees of the Board of Directors (if any), or who performs other work outside the scope of the ordinary duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee per engagement, a salary, commission, a percentage of profits, or in such other form as resolved by the Board of Directors;
6. Members of the Board of Directors shall have the right to be reimbursed for all travel, meal, accommodation and other reasonable expenses that they have incurred in discharging their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, of the Board of Directors or of the committees of the Board of Directors.

7. Members of the Board of Directors may have liability insurance purchased for them by the Company upon approval by the General Meeting of Shareholders. Such insurance shall not cover the liabilities of members of the Board of Directors arising from breaches of the law and of the Company Charter.

Article 31. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, removed from office and dismissed by the Board of Directors from among the members of the Board of Directors.
2. The Chairperson of the Board of Directors may not concurrently serve as the Chief Executive Officer.
3. The Chairperson of the Board of Directors shall have the following rights and obligations:
 - a. To establish the programme and operating plans of the Board of Directors;
 - b. To ensure that the Board of Directors sends the annual financial statements, the report on the operations of the Company, the audit report and the inspection report of the Board of Directors to the shareholders at the General Meeting of Shareholders;
 - c. To prepare the agenda, contents and documents for meetings; to convene, preside over and act as Chairperson of meetings of the Board of Directors;
 - d. To organize the adoption of resolutions and decisions of the Board of Directors;
 - e. To decide on the collection of written opinions of the members of the Board of Directors for the adoption of matters falling within the decision-making authority of the Board of Directors under this Charter, in cases where it is deemed unnecessary to convene an extraordinary meeting of the Board of Directors. To approve the form and content of the voting ballots.
 - f. To supervise and urge the organization of the implementation of the resolutions and decisions of the Board of Directors and of the committees under the Board of Directors (if any);
 - g. To act as Chairperson of meetings of the General Meeting of Shareholders;
 - h. To sign the labour contract with the Chief Executive Officer on behalf of the Board of Directors.
 - i. To sign, on behalf of the Board of Directors, the decisions and other documents of the Board of Directors after obtaining the agreement of more than 50% of the total members of the Board of Directors (expressed directly through the adoption of a resolution at a meeting or through the collection of written opinions) in respect of matters falling within the decision-making authority of the Board of Directors;
 - j. To assign members of the Board of Directors to perform duties within the corporate governance function of the Company; to monitor and urge members of the Board of Directors in the course of performing their corporate governance duties; to assess the performance of each member, of the committees (if any) and of the councils of the Board of Directors at least once a year, and to confirm to the General Meeting of Shareholders

that the Board of Directors' assessment results are satisfactory prior to reappointment or removal from office;

- k. Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.
- 4. Where the Chairperson of the Board of Directors submits a letter of resignation or is removed from office or dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the letter of resignation or of the removal from office or dismissal.
- 5. Where the Chairperson of the Board of Directors is absent or unable to perform their duties, the Chairperson must authorize another member in writing to exercise the rights and obligations of the Chairperson of the Board of Directors. Where there is no authorized person, or where the Chairperson of the Board of Directors dies, is missing, is held in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification establishment or compulsory education establishment, has absconded from their place of residence, has limited or lost legal capacity, has difficulty in cognition or in controlling their conduct, or is prohibited by a Court from holding office, practising a profession or performing certain work, the remaining members shall elect one of their number to hold the office of Chairperson of the Board of Directors on the principle of approval by a majority of the remaining members, until a new decision of the Board of Directors is made.
- 6. Where deemed necessary, the Chairperson of the Board of Directors shall recruit and appoint a company secretary to assist the Board of Directors and the Chairperson of the Board of Directors in performing the obligations within their authority in accordance with the provisions of law and the Company Charter. The company secretary shall have the following rights and obligations:
 - a. To assist in organizing the convening of meetings of the General Meeting of Shareholders and of the Board of Directors; and to take the minutes of meetings;
 - b. To assist the members of the Board of Directors in exercising the rights and performing the obligations assigned to them;
 - c. To assist the Board of Directors in applying and implementing corporate governance principles;
 - d. To assist the Company in developing shareholder relations and in protecting the lawful rights and interests of shareholders;
 - e. To assist the Company in duly complying with its obligations to provide information, to disclose information and to carry out administrative procedures;
 - f. The company secretary shall be responsible for keeping information confidential in accordance with the provisions of law and the Company Charter.
 - g. Other rights and obligations as prescribed in the Company Charter.
- 7. Where deemed necessary and not in breach of any prohibition of law, the Chairperson of the Board of Directors may grant a case-by-case or standing authorization, or delegate authority, to (an)other member(s) of the Board of Directors to sign documents and

materials on behalf of the Chairperson of the Board of Directors and to exercise certain powers, responsibilities and duties of the Chairperson of the Board of Directors. The authorized member(s) of the Board of Directors shall be accountable to the Chairperson of the Board of Directors for the performance of the authorized work.

Article 32. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the term of the Board of Directors, within seven (07) working days from the date of conclusion of the election of the Board of Directors for that term. Such meeting shall be convened and presided over by the member receiving the highest number of votes or the highest percentage of votes. Where more than one member receives the highest and equal number or percentage of votes, the members shall vote on a majority basis to select one (01) of their number to convene the meeting of the Board of Directors.
2. The Board of Directors may hold periodic or extraordinary meetings. Meetings of the Board of Directors shall be held at the head office of the Company or at another location.
3. Meetings of the Board of Directors shall be convened by the Chairperson of the Board of Directors where deemed necessary, but at least one meeting must be held each quarter.
4. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors in any of the following cases:
 - a. Upon the proposal of the Supervisory Board or of an independent member of the Board of Directors (in the case of a listed company);
 - b. Upon the proposal of the Chief Executive Officer or of at least five (05) other Company Managers;
 - c. Upon the proposal of at least two (02) members of the Board of Directors;
The proposal must be made in writing and must clearly state the purpose, the matters to be discussed and the decisions falling within the authority of the Board of Directors;
 - d. Where the independent audit firm performing the audit of the Company's financial statements so requests, the Chairperson of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the situation of the Company;
 - e. Other cases as prescribed by the Company Charter.
5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of a proposal prescribed in Clause 4 of this Article. Where the Chairperson fails to convene a meeting of the Board of Directors upon such proposal, the Chairperson shall be liable for any damage caused to the Company; and the proposing person shall have the right to convene the meeting of the Board of Directors in place of the Chairperson of the Board of Directors.
6. The Chairperson of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of invitation no later than three (03) working days before the date of the meeting. The notice of invitation must specifically state the time and venue of the meeting, the agenda, and the matters to be discussed and decided.

The notice of invitation must be accompanied by the documents to be used at the meeting and the member's voting ballot.

The notice of invitation shall be sent by post, fax, email or other means, but must ensure delivery to the contact address of each member of the Board of Directors registered with the Company.

7. The Chairperson of the Board of Directors or the convening person shall send the notice of invitation and the accompanying documents to the Supervisors and to the Chief Executive Officer who is not a member of the Board of Directors in the same manner as to the members of the Board of Directors. Supervisors shall have the right to attend meetings of the Board of Directors and to participate in discussions, but shall not have the right to vote.

8. A meeting of the Board of Directors shall be conducted where three quarters (3/4) or more of the total number of members attend.

Where a meeting convened in accordance with this Clause does not have the required number of attending members, a second meeting may be convened within seven (07) days from the intended date of the first meeting. In such case, the meeting shall be conducted if more than one half (1/2) of the members of the Board of Directors attend.

9. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in the following cases:

- a. Attending and voting in person at the meeting;
- b. Authorizing another person to attend the meeting in accordance with Clause 10 of this Article;
- c. Attending and voting by way of an online conference or other similar form;
- d. Sending a voting ballot to the meeting by post, fax or email.

Where a voting ballot is sent to the meeting by post, the voting ballot must be enclosed in a sealed envelope and must be delivered to the Chairperson of the Board of Directors no later than one hour before the opening of the meeting. Voting ballots shall be opened only in the presence of all attendees of the meeting.

A resolution of the Board of Directors shall be adopted where more than 50% of the total number of members attending the meeting vote in favour; in the event of a tie, the final decision shall rest with the side supported by the opinion of the Chairperson of the Board of Directors.

10. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend a meeting if approved by a majority of the members of the Board of Directors.

11. Voting.

- a. Each member of the Board of Directors, or authorized person, present in person in an individual capacity at a meeting of the Board of Directors shall have one vote. A member of the Board of Directors may not vote on any contract, transaction or proposal in which

such member or a person related to such member has an interest and where that interest conflicts, or may conflict, with the interests of the Company;

- b. Subject to Point c, Clause 11 of this Article, where a matter arises at a meeting of the Board of Directors concerning the extent of the interest of a member of the Board of Directors or concerning the voting right of a member, and such matter is not resolved by the voluntary waiver of the voting right by that member of the Board of Directors, such matter shall be referred to the Chairperson of the meeting, and the ruling of the Chairperson in relation to all other members of the Board of Directors shall be final, except where the nature or scope of the interest of the member of the Board of Directors concerned has not been properly disclosed;
 - c. A member of the Board of Directors who benefits from a contract prescribed in Article 53 of this Charter shall be deemed to have a material interest in such contract.
12. Members of the Supervisory Board and the Chief Executive Officer who are not members of the Board of Directors shall have the right to attend meetings of the Board of Directors and to participate in discussions, but shall not have the right to vote.
 13. Disclosure of interests: A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been entered into, or is intended to be entered into, with the Company, and who knows that they have an interest therein, must disclose the nature and content of such interest at the meeting at which the Board of Directors first considers the matter of entering into such contract or transaction. Where a member of the Board of Directors is unaware that they or a related person has an interest at the time the contract or transaction is entered into with the Company, such member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after such member becomes aware that they have or will have an interest in the transaction or contract concerned.
 14. Voting: The Board of Directors shall adopt resolutions and make decisions by following the affirmative opinion of a majority of the members of the Board of Directors present (more than 50%). In the event that the votes in favour and against are equal, the vote of the Chairperson of the Board of Directors shall be the deciding vote.
 15. Meetings by telephone or other means: A meeting of the Board of Directors may be held in the form of deliberations among the members of the Board of Directors where all or some of the members are in different locations, provided that each member participating in the meeting is able to:
 - Hear each of the other members of the Board of Directors participating in the meeting when they speak;
 - If they so wish, address all other attending members simultaneously.

Communication among the members may be affected directly by telephone or by other means of communication (whether the use of such means occurs at the time of adoption of this Charter or thereafter), or by a combination of all such methods. For the purposes of this Charter, a member of the Board of Directors participating in such a meeting shall be deemed to be "present" at that meeting. The venue of a meeting held in accordance

with this provision shall be the location at which the largest group of members of the Board of Directors is assembled, or, if there is no such group, the location at which the Chairperson of the meeting is present.

Decisions adopted at a telephone meeting duly organized and conducted shall take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending such meeting.

16. Collection of written opinions of members of the Board of Directors: Where necessary, the Chairperson of the Board of Directors may collect the written opinions of the members of the Board of Directors in order to adopt matters within its authority, in accordance with the following procedures:
 - a. Send the opinion poll form, together with the related documents and the draft resolution, to the members of the Board of Directors;
 - b. The members of the Board of Directors shall vote as requested by the Chairperson of the Board of Directors and shall return the completed opinion poll form within the time limit stated in the opinion poll form;
 - c. The Chairperson of the Board of Directors shall appoint a Vote Counting Committee to verify the voting results of the members of the Board of Directors and to prepare the vote counting minutes;
 - d. On the basis of the vote counting results, the Chairperson of the Board of Directors shall, on behalf of the Board of Directors, sign and issue the resolution of the Board of Directors on the matters approved by the members of the Board of Directors. A resolution of the Board of Directors adopted by way of collecting written opinions shall have the same effect and validity as a resolution adopted by the members of the Board of Directors at a duly convened and duly held meeting.

Article 33. Minutes of Meetings of the Board of Directors

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded or recorded and retained in other electronic form. The Chairperson of the Board of Directors shall be responsible for sending the minutes of meetings of the Board of Directors to the members, and such minutes shall constitute authentic evidence of the business conducted at the meeting unless an objection to the contents of the minutes is raised within ten (10) days from the date of dispatch.
2. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and must contain the following principal particulars:
 - a. The name, address of the head office and enterprise code;
 - b. The purpose, agenda and contents of the meeting;
 - c. The time and venue of the meeting;
 - d. The full name of each member attending the meeting or of each person authorized to attend the meeting; and the full names of the members not attending and the reasons therefor;
 - e. The matters discussed and voted on at the meeting;

- f. A summary of the opinions expressed by each member attending the meeting, in the order of the proceedings of the meeting;
 - g. The voting results, clearly recording the members voting in favour, against and abstaining;
 - h. The matters that have been adopted;
 - i. The full names and signatures of the Chairperson and of the person taking the minutes, except in the cases prescribed in Clause 4 of this Article.
3. The Chairperson and the person taking the minutes shall be liable for the truthfulness and accuracy of the contents of the minutes of the meeting of the Board of Directors.
 4. Where the Chairperson or the person taking the minutes refuses to sign the minutes of the meeting, such minutes shall nevertheless be valid if signed by all other members of the Board of Directors who attended and agreed to approve the minutes, and if they contain all the particulars prescribed in Clause 2 of this Article. The minutes of the meeting shall clearly record the refusal of the Chairperson or of the person taking the minutes to sign the minutes. The persons signing the minutes of the meeting shall be jointly liable for the accuracy and truthfulness of the contents of the minutes of the meeting of the Board of Directors. The Chairperson and the person taking the minutes shall be personally liable for any damage caused to the enterprise as a result of their refusal to sign the minutes of the meeting, in accordance with the Law on Enterprises, this Charter and the relevant legislation.
 5. The minutes of meetings of the Board of Directors and the documents used at the meetings must be retained at the head office of the Company.
 6. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. Where there is any discrepancy in content between the Vietnamese minutes and the foreign-language minutes, the content of the Vietnamese minutes shall prevail.
 7. Any matter approved by more than 50% of the total number of members attending the meeting, as recorded in the minutes of the meeting of the Board of Directors, must be embodied in a resolution for adoption.

Article 34. Right of Members of the Board of Directors to Be Provided with Information

1. Members of the Board of Directors shall have the right to require the Chief Executive Officer, the Deputy General Managers, or the managers of the units within the Company to provide and explain information and documents on the financial position and business operations of the Company and of the units within the Company.
2. The Company Manager so required must provide the information and documents requested by the member of the Board of Directors in a timely, complete and accurate manner.

Article 35. Removal from Office, Dismissal and Replacement of Members of the Board of Directors

1. The General Meeting of Shareholders shall remove a member of the Board of Directors from office in the following cases:

- a. The member does not satisfy the standards and conditions prescribed in Article 28 of this Charter;
- b. The member has submitted a letter of resignation which has been accepted.
2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors where such member fails to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
3. Where deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors, or to remove from office or dismiss a member of the Board of Directors, in cases other than those prescribed in Clauses 1 and 2 of this Article.

Article 36. Committees under the Board of Directors

1. The Board of Directors may establish subordinate committees to be responsible for development policy, human resources, remuneration and bonuses, internal audit and risk management. The number of members of a committee shall be decided by the Board of Directors and shall be at least three (03) persons, comprising members of the Board of Directors and external members. Independent members of the Board of Directors (in the case of a listed company) and/or non-executive members of the Board of Directors should constitute a majority of the committee, and one of such members shall be appointed as Head of the Committee by decision of the Board of Directors. The activities of a committee must comply with the regulations and directions of the Board of Directors. A resolution of a committee shall be valid only where a majority of its members attend and vote in favour at a meeting of the committee.
2. The implementation of decisions of the Board of Directors, or of a committee subordinate to the Board of Directors, must be consistent with the applicable provisions of law and with the provisions of the Company Charter and the Internal Corporate Governance Regulations.

Article 37. Person in Charge of Corporate Governance

1. The Board of Directors of the Company must appoint at least one (01) person in charge of corporate governance to support corporate governance work at the enterprise. The Person in Charge of Corporate Governance may concurrently serve as company secretary in accordance with Clause 5, Article 156 of the Law on Enterprises. The activities of the Person in Charge of Corporate Governance must be in accordance with the regulations and directions of the Board of Directors.
2. The Person in Charge of Corporate Governance may not concurrently work for the approved audit organization performing the audit of the Company's financial statements.
3. The Person in Charge of Corporate Governance shall have the following rights and obligations:
 - a. To advise the Board of Directors on the organization of meetings of the General Meeting of Shareholders in accordance with the applicable regulations, and on related matters between the Company and its shareholders;

- b. To prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
- c. To advise on the procedures for meetings;
- d. To attend meetings;
- e. To advise on the procedures for preparing resolutions of the Board of Directors in accordance with the provisions of law;
- f. To provide financial information, copies of the minutes of meetings of the Board of Directors and other information to the members of the Board of Directors and the members of the Supervisory Board;
- g. To supervise and report to the Board of Directors on the Company's information disclosure activities;
- h. To act as the focal point of contact with stakeholders;
- i. To keep information confidential in accordance with the provisions of law;
- j. To be accountable to the Board of Directors for the results of their work;
- k. Other rights and obligations as prescribed by law.

CHAPTER VIII. CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES

Article 38. Organization of the Management Apparatus

The management and executive apparatus of the Company comprises the Chief Executive Officer, the Deputy General Managers and the Chief Accountant, appointed by the Board of Directors. The Chief Executive Officer and the Deputy General Managers may concurrently be members of the Board of Directors, and shall be appointed or dismissed by the Board of Directors by a resolution duly adopted in accordance with the provisions of law.

The management and executive apparatus of the Company shall be accountable to, and under the leadership of, the Board of Directors of the Company.

Article 39. Executives

1. Executives comprise the Chief Executive Officer, the Deputy General Managers, the Chief Accountant and such other executives as decided by the Board of Directors on the proposal of the Chief Executive Officer, as prescribed in Point r, Clause 1, Article 1 of this Charter.
2. On the proposal of the Chief Executive Officer and with the approval of the Board of Directors, the Company may recruit other Executives in such numbers and to such standards as are consistent with the Company's structure and management regulations prescribed by the Board of Directors. Executives of the enterprise shall be responsible for supporting the Company in achieving the objectives set for its operations and organization.

3. The Chief Executive Officer shall be paid a salary and bonuses. The salary and bonuses of the Chief Executive Officer shall be decided by the Board of Directors.
4. The salaries of Executives shall be accounted for as business expenses of the Company in accordance with the laws on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at its annual meeting.

Article 40. Appointment, Removal from Office, Duties and Powers of the Chief Executive Officer

1. The Board of Directors shall appoint one of its members, or engage another person, as Chief Executive Officer, and shall sign a contract stipulating the salary, remuneration, benefits and other terms relating to the employment.
2. The term of office of the Chief Executive Officer shall be five (05) years and the Chief Executive Officer may be reappointed for an unlimited number of terms. The appointment may cease to be effective pursuant to the provisions of the labour contract. The Chief Executive Officer must not be a person prohibited by law from holding such position.
3. The Chief Executive Officer is the person who manages the day-to-day business of the Company; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and to the law for the performance of the rights and obligations assigned. The Chief Executive Officer must at all times act in good faith and in the interests of the Company in making decisions on matters relating to the day-to-day business operations of the Company.
4. The Chief Executive Officer must satisfy the following standards and conditions:
 - a. Having full legal capacity and full civil act capacity, and not falling within the categories of persons not permitted to manage an enterprise as prescribed in Clause 2, Article 17 of the Law on Enterprises;
 - b. Having professional qualifications and experience in the business administration of the Company.
 - c. Not being a person having a family relationship with a Company Manager or Supervisor of the Company or of the parent company; or with a representative of the State capital portion or a representative of an enterprise's capital portion at the Company or the parent company.
 - d. The Chief Executive Officer must not be a related person of a Company Manager or Supervisor of the Company or of the parent company, or of a representative of the State capital portion or a representative of an enterprise's capital portion at the Company or the parent company.
 - e. Other standards as prescribed by law.
5. The Chief Executive Officer shall have the following rights and obligations:
 - a. To decide on matters relating to the day-to-day business of the Company, including signing financial and commercial contracts on behalf of the Company, and organizing and managing the day-to-day business operations of the Company in accordance with best management practices. The Board of Directors shall have the right to issue internal

- management regulations on the day-to-day business of the Chief Executive Officer in order to delegate authority appropriately;
- b. To manage the business operations of the Company in accordance with the matters approved by the General Meeting of Shareholders and/or the Board of Directors regarding the Development Orientation, the Strategic Decisions, and the medium-term development plans and annual business plans of the Company;
 - c. To decide to apply measures beyond their authority in cases of force majeure or emergency (such as natural disaster, fire or incident) where there is a risk to human life or health, or damage of up to 35% of the total value of the Company's assets recorded in the most recent financial statements, and to be responsible for such decisions, while reporting to the Board of Directors within twenty-four (24) hours for further resolution;
 - d. To organize the implementation of, and to comply with, the resolutions and decisions of the Board of Directors and of the General Meeting of Shareholders; and to ensure the implementation of the directions and supervision of the Board of Directors;
 - e. To organize the implementation of the business plans and investment plans of the Company;
 - f. To recommend plans for the organizational structure and internal management regulations of the Company; and to exercise the authority to issue internal management documents in accordance with the delegation set out in the internal management regulations issued by the Board of Directors; to issue internal management regulations for the operation of the Company's executive organization system consistent with the regulations and the scope of delegation prescribed by the Board of Directors;
 - g. To appoint, remove from office and dismiss managerial positions within the Company, other than those positions falling within the authority of the Board of Directors;
 - h. To decide on the salaries and other benefits of employees of the Company, including Company Managers falling within the appointment authority of the Chief Executive Officer;
 - i. To recruit employees;
 - j. To recommend the number and identity of the Executives that the Company needs to recruit, for appointment or removal from office by the Board of Directors in accordance with the internal regulations, and to recommend the remuneration, salaries and other benefits of the Executives for decision by the Board of Directors;
 - k. To recommend plans for the payment of dividends or for dealing with business losses;
 - l. To seek the approval of the Board of Directors in respect of framework contracts / master contracts that do not specify a particular value, and contracts falling outside the core business activities (including any type of contract or business model that the Board of Directors has not previously permitted to be applied), before entering into and performing such contracts.
 - m. Other rights and obligations as prescribed by law and by the resolutions and decisions of the Board of Directors.
6. The Chief Executive Officer must manage the day-to-day business of the Company in

accordance with the provisions of law, the Company Charter, the labour contract signed and the appointment decision with the Company, and the resolutions and decisions of the Board of Directors. Where the Chief Executive Officer manages the business contrary to these provisions and thereby causes damage to the Company, the Chief Executive Officer shall be liable before the law and must compensate the Company for the damage.

7. The capacity of Chief Executive Officer of the Company shall cease in the following cases:
 - a. Removal from office, dismissal or termination of the contract. The Board of Directors may dismiss the Chief Executive Officer where two thirds (2/3) or more of the members of the Board of Directors vote in favour (in which case the vote of the Chief Executive Officer themselves shall not be counted), and may appoint a new Chief Executive Officer as replacement;
 - b. The person no longer satisfies the conditions for serving as Chief Executive Officer prescribed in Clause 4 of this Article;
 - c. The person has submitted a letter of resignation which has been accepted by the Board of Directors;
 - d. The person has lost or has limited civil act capacity pursuant to a decision of a Court;
 - e. Other cases as prescribed by law.
8. Where the Chief Executive Officer is removed from office, the Board of Directors must temporarily designate a person to assume the duties of the Chief Executive Officer. Within thirty (30) working days, the Board of Directors must carry out the procedures for appointing a new Chief Executive Officer.
9. The Chief Executive Officer may authorize the Deputy General Managers or other officers of the Company in writing to deal with or carry out certain specified work on their behalf, but the Chief Executive Officer shall remain responsible for such authorization.
10. A person authorized by the Chief Executive Officer shall be accountable to the Chief Executive Officer and to the law for the work performed under the authorization.

CHAPTER IX. RESPONSIBILITIES AND BENEFITS OF COMPANY MANAGERS

Article 41. Responsibilities of Company Managers

1. Members of the Board of Directors, the Chief Executive Officer and other Company Managers shall have the following responsibilities:
 - a. Exercise assigned rights and duties in strict compliance with the Law on Securities, the Law on Enterprises, relevant legislation, the Company Charter, and resolutions of the General Meeting of Shareholders and of the Board of Directors;
 - b. Exercise the assigned rights and duties honestly, prudently and to the best of their ability so as to ensure the maximum lawful interests of the Company and of its shareholders;
 - c. Be loyal to the interests of the Company and of its shareholders; not use the information,

know-how or business opportunities of the Company, and not abuse their position, office or the assets of the Company, for personal gain or to serve the interests of any other organization or individual;

- d. Notify the Company promptly, fully and accurately of the enterprises which they and their related persons own or in which they hold a controlling capital contribution or shareholding; such notification shall be posted at the head office and branches of the Company.
 - e. Other obligations as prescribed by the Company Charter and by law.
2. Members of the Board of Directors, the Chief Executive Officer and other Company Managers who breach the provisions of Clause 1 of this Article shall be personally or jointly liable to compensate for the interests lost, to return the interests received, and to pay full compensation for the damage to the Company and to third parties in accordance with the provisions of law and, if applicable, this Charter.

Article 42. Disclosure of Related Interests

Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other Company Managers must disclose their related interests in accordance with the Law on Enterprises and the relevant legal instruments. The disclosure of interests and of the related persons of the Company shall be carried out in accordance with the following provisions:

1. The Company must compile and update the list of related persons of the Company in accordance with Point p, Clause 1, Article 1 of this Charter, together with their respective transactions with the Company;
2. Members of the Board of Directors, Supervisors, the Chief Executive Officer and other Company Managers must declare to the Company their related interests, including:
 - a. The name, enterprise code, address of the head office and business lines of any enterprise in which they hold a capital contribution or shares; and the percentage and time of ownership of such capital contribution or shares;
 - b. The name, enterprise code, address of the head office and business lines of any enterprise in which their related persons jointly or individually hold a capital contribution or shares exceeding ten percent (10%) of the Charter Capital;
3. The declaration prescribed in Clause 2 of this Article must be made within seven (07) working days from the date on which the related interest arises; any amendment or supplementation must be notified to the Company within seven (07) working days from the date of the respective amendment or supplementation;
4. The disclosure, review, extraction and copying of the list of related persons and of the related interests declared under Clauses 1 and 2 of this Article shall be carried out as follows:
 - a. The Company must notify the list of related persons and related interests to the General Meeting of Shareholders at its annual meeting;
 - b. The list of related persons and related interests shall be retained at the head office of the Company; where necessary, part or all of the contents of such list may be retained at the branches of the Company;

- c. Shareholders, authorized representatives of shareholders, members of the Board of Directors, the Supervisory Board, the Chief Executive Officer and other Company Managers shall have the right to review, extract and copy part or all of the contents of the declaration during working hours;
- d. The Company must facilitate access by the persons prescribed in Point c of this Clause to review, extract and copy the list of related persons of the Company and other contents in the fastest and most convenient manner; and must not obstruct or create difficulties for them in exercising this right. The order and procedures for reviewing, extracting and copying the contents of the declaration of related persons and related interests shall be carried out in accordance with the provisions of law.
- 5. Members of the Board of Directors and the Chief Executive Officer who, in their own name or in the name of another person, perform work in any form within the scope of the business of the Company must explain the nature and content of such work to the Board of Directors and the Supervisory Board, and may perform such work only with the approval of more than 50% of the total remaining members of the Board of Directors; where such work is performed without declaration or without the approval of the Board of Directors, all income derived from such activity shall belong to the Company.

Article 43. Right to Institute Legal Action against Members of the Board of Directors and the Chief Executive Officer

- 1. A shareholder or group of shareholders holding at least one percent (1%) of the total ordinary shares shall have the right, in their own name or in the name of the Company (where authorized by the Company), to institute legal action for personal liability or joint liability against a member of the Board of Directors or the Chief Executive Officer in the following cases:
 - a. Breach of the obligations of a Company Manager as prescribed in Article 41 of this Charter;
 - b. Failure to duly exercise the rights and perform the duties assigned; failure to implement, or incomplete or untimely implementation of, resolutions of the Board of Directors;
 - c. Exercising the rights and performing the duties assigned contrary to the provisions of law, the Company Charter or resolutions of the General Meeting of Shareholders;
 - d. Using the information, know-how or business opportunities of the Company for personal gain or to serve the interests of another organization or individual;
 - e. Using their position or office, and using the assets of the Company, for personal gain or to serve the interests of another organization or individual;
 - f. Other cases as prescribed by law.
- 2. The order and procedures for instituting legal action shall be carried out in accordance with the corresponding provisions of the law on civil procedure. Where a shareholder or group of shareholders institutes legal action in the name of the Company, the costs of the action shall be accounted for as costs of the Company, except where the claim of the member instituting the action is dismissed.

3. A shareholder or group of shareholders referred to in this Article shall have the right to review, search and extract the necessary information pursuant to a decision of the Court or the Arbitration, before or in the course of the legal action. The shareholder or group of shareholders must maintain the condition set out in Clause 1 of Article 43 of this Charter.

Article 44. Contracts and Transactions Requiring Approval by the General Meeting of Shareholders or the Board of Directors

1. Contracts and transactions between the Company and the following persons must be approved by the General Meeting of Shareholders or the Board of Directors:
 - a. Shareholders, and authorized representatives of shareholders, holding more than ten percent (10%) of the total ordinary shares of the Company, and their related persons;
 - b. Members of the Board of Directors, the Chief Executive Officer, and their related persons;
 - c. Enterprises prescribed in Clause 2 of Article 42 of this Charter.

2. The contracts and transactions referred to in Clause 1 of this Article shall be approved by the General Meeting of Shareholders or the Board of Directors in accordance with Article 53 of this Charter. Where the matter falls within the authority of the Board of Directors, the representative of the Company signing the contract must notify the members of the Board of Directors and the Supervisors of the related persons in respect of such contract or transaction, enclosing the draft contract or the principal contents of the transaction. The Board of Directors shall decide whether to approve the contract or transaction within fifteen (15) days from the date of receipt of the notice; members having a related interest shall not have the right to vote.

Where the matter falls within the authority of the General Meeting of Shareholders, the representative of the Company signing the contract must notify the Board of Directors and the Supervisors of the related persons in respect of such contract or transaction, enclosing the draft contract or an explanation of the principal contents of the transaction. The Board of Directors shall submit the draft contract or the explanation of the principal contents of the transaction to a meeting of the General Meeting of Shareholders or shall collect the written opinions of the shareholders. In such case, shareholders having a related interest shall not have the right to vote; the contract or transaction shall be approved in accordance with Clauses 1 and 4 of Article 148 of the Law on Enterprises.

3. A contract or transaction shall be invalid pursuant to a decision of the Court and shall be dealt with in accordance with the provisions of law where it is entered into otherwise than in accordance with this Article and causes damage to the Company; the person signing the contract or transaction, and the shareholders, members of the Board of Directors and the Chief Executive Officer concerned, shall be jointly liable to compensate for the damage arising and to return to the Company the profits derived from the performance of such contract or transaction.
4. The Company must disclose related contracts and transactions in accordance with the relevant provisions of law.

CHAPTER X. SUPERVISORY BOARD

Article 45. Candidacy and Nomination of Members of the Supervisory Board

1. The candidacy and nomination of members of the Supervisory Board shall be carried out in the same manner as prescribed in Clauses 1 and 2 of Article 26 of this Charter.
2. Where the number of candidates for the Supervisory Board, through nomination and candidacy, is insufficient to meet the required number, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Company Charter, the Internal Corporate Governance Regulations and the Regulations on the Operation of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Supervisory Board, in accordance with the provisions of law.

Article 46. Composition of the Supervisory Board

1. The number of members of the Supervisory Board of the Company shall be three (03). The term of office of a member of the Supervisory Board shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall within the following categories:
 - a. Persons working in the accounting or finance department of the Company;
 - b. Persons who are members or employees of the independent audit firm that performed the audit of the Company's financial statements within the three (03) immediately preceding years.

Article 47. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among the members of the Supervisory Board; the election, removal from office and dismissal shall be on a majority basis. More than one half of the members of the Supervisory Board must be permanently resident in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following disciplines: economics, finance, accounting, auditing, law, business administration, or a discipline related to the business operations of the enterprise.
2. Rights and obligations of the Head of the Supervisory Board:
 - a. To convene meetings of the Supervisory Board;
 - b. To require the Board of Directors, the Chief Executive Officer and other Executives to provide relevant information for reporting to the Supervisory Board;
 - c. To prepare and sign the report of the Supervisory Board, after consulting the Board of Directors, for submission to the General Meeting of Shareholders.

Article 48. Rights and Obligations of the Supervisory Board

The Supervisory Board shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises and in the Company Charter, together with the following rights

and obligations:

1. To propose and recommend that the General Meeting of Shareholders approve the list of approved audit organizations to perform the audit of the Company's financial statements; to decide on the approved audit organization to perform the examination of the Company's operations; and to dismiss the approved auditor where deemed necessary.
2. To be accountable to the shareholders for its supervisory activities.
3. To supervise the financial position of the Company and compliance with the law in the activities of members of the Board of Directors, the Chief Executive Officer and other Company Managers.
4. To ensure coordination of its activities with the Board of Directors, the Chief Executive Officer and the shareholders.
5. Where the Supervisory Board discovers any act in breach of the law or of the Company Charter by a member of the Board of Directors, the Chief Executive Officer or another Executive of the enterprise, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, requiring the person committing the breach to cease the breach and to provide remedial measures.
6. To develop the Regulations on the Operation of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP of the Government dated 31 December 2020.
8. To have the right to access the records and documents of the Company retained at the head office, branches and other locations; and to have the right to attend the workplaces of Company Managers and employees of the Company during working hours.
9. To discuss with the independent auditors the nature and scope of the audit before the audit commences.
10. To seek independent professional or legal advice and to ensure the participation of experts from outside the Company with appropriate experience and professional qualifications in the work of the Company where deemed necessary.
11. To discuss the difficulties and outstanding issues identified from the results of interim or year-end audits, as well as any matters that the independent auditors wish to discuss.
12. To review the management letter of the audit firm and the responses of the Company's management.
13. To review the Company's report on its internal control systems before approval by the Board of Directors.
14. To review the results of internal investigations and the responses of management.
15. To have the right to require the Board of Directors, members of the Board of Directors, the Chief Executive Officer and other Company Managers to provide full, accurate and timely information and documents on the management, administration and business operations of the Company.

16. The information and documents which the Supervisory Board is permitted to access and collect are described as follows:
 - a. Where access to information of the Company is required, a member of the Supervisory Board shall be obliged to state the reasons in the written request for provision, and must maintain absolute confidentiality of the information and documents collected in the course of supervising the activities of the Company. Disclosure of such information and documents shall be permitted only at the request of a competent authority, in which case the Board of Directors must be notified before provision, or in such other cases as prescribed by law.
 - b. The information and documents referred to above include:
 - (i) Notices of invitation to meetings together with the related documents, and the opinion poll forms of members of the Board of Directors;
 - (ii) Minutes and resolutions of the Board of Directors;
 - (iii) Reports of the Chief Executive Officer;
 - (iv) Records and documents relating to the business operations and the financial statements of the Company (including at Company level, business division level, business unit level and Subsidiary level);
 - (v) Reports assessing the management work of the Board of Directors;
 - (vi) Other relevant documents.
 - c. The Chief Executive Officer shall be responsible for arranging the provision of the documents and information requested by the Supervisory Board;
17. To exercise such other rights and perform such other duties as prescribed by the Company Charter and by decisions of the General Meeting of Shareholders.

Article 49. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least twice (02) a year, and the number of members attending a meeting must be at least two thirds (2/3) of the members of the Supervisory Board. The minutes of meetings of the Supervisory Board shall be prepared in detail and clearly. The person taking the minutes and the members of the Supervisory Board attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Supervisory Board must be retained in order to determine the responsibility of each member of the Supervisory Board.
2. The Supervisory Board shall have the right to require members of the Board of Directors, the Chief Executive Officer and the representative of the approved audit organization to attend and to answer matters requiring clarification.

Article 50. Salaries, Remuneration, Bonuses and Other Benefits of Members of the Supervisory Board

1. Supervisors shall be paid salaries or remuneration and shall be entitled to other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salaries and remuneration and the annual operating budget of the Supervisory Board.

2. Supervisors shall be reimbursed for meal, accommodation and travel expenses, and for the costs of using independent advisory services, at reasonable levels. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.
3. The salaries and operating expenses of the Supervisory Board shall be accounted for as business expenses of the Company in accordance with the laws on corporate income tax and the relevant legislation, and must be presented as a separate item in the Company's annual financial statements.

Article 51. Responsibilities of Members of the Supervisory Board

1. To comply strictly with the law, the Company Charter, resolutions of the General Meeting of Shareholders and professional ethics in exercising the rights and performing the duties assigned.
2. To exercise the rights and perform the duties assigned honestly, prudently and to the best of their ability so as to ensure the maximum lawful interests of the Company and of its shareholders.
3. To be loyal to the interests of the Company and of its shareholders; not to use the information, know-how or business opportunities of the Company, and not to abuse their position, office or the assets of the Company, for personal gain or to serve the interests of any other organization or individual.
4. Other obligations as prescribed by law.
5. Where a member of the Supervisory Board breaches the obligations prescribed in Clauses 1, 2, 3 and 4 of this Article and thereby causes damage to the Company or to another person, such member shall be personally or jointly liable to compensate for such damage.
6. All income and other benefits obtained by a Supervisor as a result of a breach must be returned to the Company.
7. Where a Supervisor is discovered to have committed a breach in exercising the rights and performing the obligations assigned, the person making the discovery must notify the Board of Directors and the Supervisory Board in writing, and must require the person committing the breach to cease the breach and to provide remedial measures.

Article 52. Removal from Office and Dismissal of Supervisors

1. The General Meeting of Shareholders shall remove a Supervisor from office in the following cases:
 - a. The person no longer satisfies the standards and conditions for serving as a Supervisor prescribed in Clause 2 of Article 46 of this Charter;
 - b. The person has submitted a letter of resignation which has been accepted.
2. The General Meeting of Shareholders shall dismiss a Supervisor in the following cases:
 - a. Failure to complete the duties or work assigned;
 - b. Failure to exercise their rights and perform their obligations for six (06) consecutive months, except in cases of force majeure;

- c. Repeated breaches, or serious breach, of the obligations of a Supervisor as prescribed by the Law on Enterprises and the Company Charter;
- d. Other cases pursuant to a resolution of the General Meeting of Shareholders.

CHAPTER XI. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES

Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other Executives shall be responsible for performing their duties, including duties in their capacity as members of the committees of the Board of Directors, honestly and prudently in the interests of the Company.

Article 53. Duty of Honesty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other Company Managers shall not be permitted to use business opportunities that may benefit the Company for personal purposes; nor shall they use information obtained by virtue of their office for personal gain or to serve the interests of any other organization or individual, but shall use it solely to serve the interests of the Company.
2. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other Company Managers shall be obliged to notify the Board of Directors of all interests that may conflict with the interests of the Company and from which they may benefit through economic legal entities, transactions or other individuals. The aforesaid persons may use such opportunities only where the members of the Board of Directors having no related interest have resolved not to pursue the matter.
3. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other Company Managers shall be obliged to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its Subsidiaries and other companies in which the public company holds more than fifty percent (50%) of the Charter Capital, on the one hand, and such persons themselves or their related persons, on the other, in accordance with the provisions of law. With respect to the aforesaid transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with the securities laws on information disclosure.
4. Members of the Board of Directors shall not vote on any transaction that confers a benefit on such member or on a related person of such member, in accordance with the Law on Enterprise and the Company Charter.
5. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other Company Managers, and their related persons, shall not use or disclose to others any inside information in order to carry out related transactions.

6. When entering into transactions with related persons, the Company must execute a written contract on the principles of equality and voluntariness. The Company shall apply the necessary measures to prevent shareholders and their related persons from carrying out transactions that result in the loss of capital, assets or other resources of the Company.
7. The Company shall not provide loans or guarantees to individual shareholders or to the individual related persons of such shareholders.
8. The Company shall not provide loans or guarantees to corporate shareholders or to the individual related persons of such shareholders, except where the shareholder is a Subsidiary which has no State-held shares or capital contribution and which contributed capital to, or acquired shares in, the Company before 1 July 2015.
9. The Company shall not provide loans or guarantees to the related persons of corporate shareholders, except where the Company and the organization that is a related person of the shareholder are companies within the same group or companies operating as a group of companies, including a parent company–subsidiary structure or an economic group; and such transaction must be approved by the General Meeting of Shareholders if the value of the transaction is thirty-five percent (35%) or more of the total value of assets recorded in the Company's most recent financial statements, or must be approved by the Board of Directors if the value of the transaction is less than thirty-five percent (35%) of the total value of assets recorded in the Company's most recent financial statements; and provided further that the organization that is a related person is not a shareholder of the Company as prescribed in Clause 9 of this Article.
10. The Company may carry out the following transactions only where they have been approved by the General Meeting of Shareholders:
 - a. The provision of loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer or other Company Managers who are not shareholders, and to the individuals and organizations related to such persons. Where loans or guarantees are provided to an organization related to a member of the Board of Directors, a member of the Supervisory Board, the Chief Executive Officer or another Company Manager, and the Company and that organization (other than where the organization is a shareholder of the Company as prescribed in Clause 9 of this Article) are companies within the same group or companies operating as a group of companies, including a parent company–subsidiary structure or an economic group, the General Meeting of Shareholders shall approve transactions with a value of thirty-five percent (35%) or more of the total value of assets recorded in the Company's most recent financial statements;
 - b. A transaction with a value of thirty-five percent (35%) or more, or a transaction resulting in an aggregate transaction value arising within 12 months from the date of the first transaction of thirty-five percent (35%) or more of the total value of assets recorded in the most recent financial statements, between the Company and any of the following persons:

- (i) Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, other Company Managers, and the related persons of such persons;
 - (ii) Shareholders, and authorized representatives of shareholders, holding more than ten percent (10%) of the total ordinary share capital of the Company, and their related persons;
 - (iii) Enterprises related to the persons prescribed in Clause 2 of Article 164 of the Law on Enterprises.
- c. Contracts and transactions for borrowing, lending or the sale of assets with a value greater than ten percent (10%) of the total value of assets recorded in the most recent financial statements, between the Company and a shareholder holding fifty-one percent (51%) or more of the total shares carrying voting rights, or a related person of such shareholder.
11. The Company may carry out the following transactions only where they have been approved by the Board of Directors:
- a. Loans or guarantees prescribed in Point a, Clause 10 of this Article that do not fall within the authority of the General Meeting of Shareholders;
 - b. Contracts and transactions prescribed in Point b, Clause 10 of this Article with a value of less than thirty-five percent (35%) of the total value of assets recorded in the Company's most recent financial statements;
 - c. Contracts and transactions for borrowing, lending or the sale of assets prescribed in Point c, Clause 10 of this Article with a value equal to or less than ten percent (10%) of the total value of assets recorded in the Company's most recent financial statements.
12. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other Company Managers, and their related persons, shall not be permitted to purchase, sell or otherwise deal in any form in the shares of the Company or of a Subsidiary of the Company at a time when they possess information that will certainly affect the price of such shares and that is not known to other shareholders.

Article 54. Liability for Damage and Indemnification

- 1. Members of the Board of Directors, Supervisors, the Chief Executive Officer and other Executives who breach their obligations and their duties of honesty and prudence, or who fail to perform their obligations, shall be liable for the damage caused by their breach.
- 2. The Company shall indemnify any person who has been, is or may become a party to any claim, action or prosecution (including civil and administrative matters, but excluding actions in which the Company is the plaintiff) where such person has been or is a member of the Board of Directors, a Supervisor, the Chief Executive Officer, another Executive, an employee or an authorized representative of the Company, has performed or is performing duties under the authorization of the Company, has acted honestly and prudently in the interests of the Company in compliance with the law, and there is no evidence establishing that such person has breached their responsibilities.

3. The indemnifiable costs include the costs of judgments, fines and amounts actually payable (including legal fees) in resolving such matters within the limits permitted by law. The Company may purchase insurance for such persons in order to avoid the aforesaid indemnification liabilities.

CHAPTER XII. RIGHT TO INSPECT THE BOOKS AND RECORDS OF THE COMPANY

Article 55. Right to Inspect Books and Records

1. Ordinary shareholders shall have the right to inspect books and records, specifically as follows:
 - a. Ordinary shareholders shall have the right to review, look up, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request correction of their own incorrect information; review, look up, extract or copy the Company Charter, the minutes of meetings of the General Meeting of Shareholders and the resolutions of the General Meeting of Shareholders;
 - b. Shareholders or groups of shareholders mentioned in Clause 2, Article 11 of this Charter shall have the right to review, look up, and extract the minutes book and resolutions/decisions of the Board of Directors, the semi-annual and annual financial statements, the reports of the Supervisory Board, contracts and transactions requiring approval by the Board of Directors, and other documents, other than documents relating to the trade secrets and business secrets of the Company;
 - c. Any request for inspection made by another authorized representative of a shareholder must be accompanied by a power of attorney from the shareholder whom such person represents, or a notarized copy of such power of attorney.
2. Members of the Board of Directors, Supervisors, the Chief Executive Officer and other Executives shall have the right to inspect the Shareholders Register of the Company, the list of shareholders, and other books and records of the Company for purposes related to their office, provided that such information is kept confidential.
3. The Company shall retain this Charter and any amendments and supplements to the Charter, the Enterprise Registration Certificate, the regulations, the documents evidencing title to assets, the minutes and resolutions of meetings of the General Meeting of Shareholders and of the Board of Directors, the reports of the Board of Directors and of the Supervisory Board, the annual financial statements, the accounting books and any other documents required by law, at the head office or at another location, provided that the shareholders and the business registration authority are notified of the place where such documents are retained.
4. Shareholders shall have the right to be provided with one copy of the Company Charter by the Company free of charge. This Charter must be published on the Company's website.

CHAPTER XIII. EMPLOYEES AND LABOR UNION

Article 56. Employees and Labor Union

1. The Chief Executive Officer must prepare plans and report to the Board of Directors, upon request, on matters relating to the recruitment, dismissal, salaries, social insurance, welfare, rewards and discipline of employees and of the Executives of the Company.
2. The Chief Executive Officer must prepare plans for approval by the Board of Directors on matters relating to the Company's relationship with the Labor Union organization, in accordance with best management standards, practices and policies, the practices and policies prescribed in this Charter, the regulations of the Company and the applicable provisions of law.

CHAPTER XIV. DISTRIBUTION OF PROFITS

Article 57. Distribution of Profits

1. Each year, the Company shall use its after-tax profits as follows:
 - a. To offset losses of previous years (if any);
 - b. To appropriate to the development investment fund;
 - c. To appropriate to the reward and welfare fund;
 - d. To appropriate to the bonus fund for the Board of Directors, the Supervisory Board and the Board of Management, and to such other funds as decided by the General Meeting of Shareholders;
 - e. To pay dividends to shareholders in accordance with this Charter.
2. The rates of appropriation to the above funds shall be decided by the General Meeting of Shareholders on the proposal of the Board of Directors, in accordance with the provisions of law.
3. The General Meeting of Shareholders shall decide the annual rate and form of dividend payment out of the retained profits of the Company.
4. The Company shall not pay interest on any dividend payment or on any payment relating to a class of shares.
5. The Board of Directors may recommend that the General Meeting of Shareholders approve the payment of all or part of the dividend in shares, and the Board of Directors shall be the body implementing such decision. Where approved by the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of ordinary shares are to receive dividends in ordinary shares in lieu of cash dividends. The additional shares issued for such dividend payment shall be recorded as fully paid shares on the basis that the value of the shares paid as dividend must be equivalent to the amount of the cash dividend.
6. Where dividends or other amounts relating to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks on the basis of the bank account details provided by the shareholder. Where the Company has made a transfer in accordance with the bank details provided by the shareholder and that shareholder does not receive the money, the Company shall not be

liable for the amount that the Company has transferred to such shareholder. The payment of dividends in respect of shares listed or registered for trading on the Stock Exchange may be carried out through a securities company or the Vietnam Securities Depository and Clearing Corporation.

7. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision determining a specific date as the record date for finalizing the list of shareholders. As at that date, the persons registered as shareholders or as holders of other securities shall be entitled to receive dividends in cash or in shares, and to receive notices or other documents.
8. Other matters relating to the distribution of profits shall be carried out in accordance with the relevant provisions of law.

CHAPTER XV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING SYSTEM

Article 58. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.
2. With the prior approval of the competent authority, where necessary, the Company may open bank accounts abroad in accordance with the provisions of law.
3. The Company shall carry out all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks with which the Company has opened accounts.

Article 59. Financial Year

The financial year of the Company shall commence on 1 January each year and end on 31 December of the same year. The first financial year shall commence on the date on which the business registration authority issues the Enterprise Registration Certificate and end on 31 December of the year in which such Enterprise Registration Certificate is issued.

Article 60. Accounting System

1. The accounting system used by the Company shall be the Vietnamese Accounting Standards (VAS) or such other accounting system as approved by the Ministry of Finance.
2. The Company shall keep its accounting books in Vietnamese. The Company shall retain accounting records according to the types of business activities in which the Company engages. Such records must be accurate, up to date, systematic and sufficient to evidence and explain the transactions of the Company.
3. The Company shall use the Vietnamese Dong as its accounting currency unit.
4. All material accounting and financial documents and reports required by law and/or requested by the Board of Directors must be approved and signed by the Chief Executive Officer and the Chief Accountant.

CHAPTER XVI. FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE OBLIGATIONS

Article 61. Annual, Semi-Annual and Quarterly Financial Statements

1. The Company must prepare annual financial statements, and the annual financial statements must be audited in accordance with the provisions of law. The Company shall disclose the audited annual financial statements in accordance with the laws on information disclosure on the securities market and shall submit them to the competent State authority.
2. The annual financial statements must include all reports, appendices and notes required by the laws on corporate accounting. The annual financial statements must reflect truthfully and objectively the operating situation of the Company.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws on information disclosure on the securities market, and must submit them to the competent State authority.

Article 62. Annual Report

The Company must prepare and disclose an Annual Report in accordance with the laws on securities and the securities market.

Article 63. Information Disclosure and Public Announcements

1. The Company must make full, accurate and timely periodic and extraordinary information disclosures in accordance with the Law on Securities, the regulations of the Stock Exchange and the relevant legal instruments.
2. The manner of information disclosure shall be carried out in accordance with the securities laws so as to ensure that shareholders and the investing public have fair access. The language used in information disclosure must be clear, easy to understand and must avoid causing misunderstanding among shareholders and the investing public.

CHAPTER XVII. AUDIT OF THE COMPANY

Article 64. Audit

1. The General Meeting of Shareholders shall appoint an independent audit firm, or approve a list of independent audit firms and authorize the Board of Directors to decide on the selection of one of them, to perform the audit of the Company's financial statements for the following financial year on the terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the annual financial statements of the Company.
3. The independent auditor performing the audit of the Company's financial statements shall be entitled to attend meetings of the General Meeting of Shareholders, to receive the notices and other information relating to meetings of the General Meeting of Shareholders, and to express opinions at the meeting on matters relating to the audit of the Company's financial statements.

CHAPTER XVIII. COMPANY SEAL AND CONFIDENTIALITY

Article 65. Company Seal

1. The seal of the Company comprises a seal made at a seal-engraving establishment (one (01) seal) or a seal in the form of a digital signature in accordance with the laws on electronic transactions. The seal of the Company and of its branches and representative offices (if any) shall be circular in shape, shall use red ink and shall contain the particulars prescribed by law.
2. The seal shall be kept at the head office of the Company and at the offices of its branches and representative offices (if any), and must be strictly managed.
3. The Board of Directors and the Chief Executive Officer shall use and manage the seal in accordance with the applicable provisions of law.

Article 66. Confidentiality

Without the prior written consent of the Board of Directors, no member of the Board of Directors or of the Supervisory Board, no Company Manager or Executive, and no shareholder or related person, shall be permitted to disclose any information relating to the Company or to the business operations of the Company, other than the provision of information to shareholders, Company Managers, Executives, the Supervisory Board, auditors and other individuals and organizations in compliance with the provisions of law and at the request of the competent State authority.

CHAPTER XIX. DISSOLUTION OF THE COMPANY

Article 67. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a. Expiry of the Operating Term stated in the Company Charter without a decision to extend it;
 - b. Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - c. Revocation of the Enterprise Registration Certificate, unless the Law on Tax Administration provides otherwise;
 - d. Other cases as prescribed by law.
2. The dissolution of the Company before the expiry of its term (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to, or approved by, the competent authority (where mandatory) in accordance with the applicable regulations.

Article 68. Extension of Operations

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months before the expiry of the Operating Term so that shareholders may vote on the extension of the Company's operations at the proposal of the Board of Directors.

2. The Operating Term shall be extended where shareholders representing sixty-five percent (65%) or more of the total votes of all shareholders attending the meeting of the General Meeting of Shareholders vote in favour.

Article 69. Liquidation

1. At least six (06) months before the expiry of the Operating Term of the Company, or after a decision to dissolve the Company has been made, the Board of Directors must establish a Liquidation Committee comprising three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its own operating regulations. The members of the Liquidation Committee may be selected from among the employees of the Company or from independent experts. All costs relating to the liquidation shall be paid by the Company in priority to the other debts of the Company.
2. The Liquidation Committee shall be responsible for reporting to the business registration authority the date of its establishment and the date of commencement of its operations. From that time, the Liquidation Committee shall act on behalf of the Company in all matters relating to the liquidation of the Company before the Court and the administrative authorities.
3. The proceeds from the liquidation shall be applied in the following order of priority:
 - a. The liquidation costs;
 - b. Salaries, severance allowances, insurance and other entitlements of employees under the collective labour agreement and the labour contracts entered into;
 - c. Taxes and payments of a tax nature payable by the Company to the State;
 - d. Loans (if any);
 - e. Other debts of the Company;
 - f. The balance remaining after payment of all the debts referred to in Points a through e of Clause 3 of this Article shall be distributed to the shareholders. Preference shares (if any) shall be paid in priority.

CHAPTER XX. RESOLUTION OF INTERNAL DISPUTES

Article 70. Resolution of Internal Disputes

1. Where any dispute or claim arises in relation to the operations of the Company or to the rights of shareholders, arising out of this Charter or out of any right or obligation prescribed by the Law on Enterprises, other laws or administrative regulations, between:
 - a. a shareholder and the Company; or
 - b. a shareholder and the Board of Directors, the Supervisory Board, the Chief Executive Officer or another Executive.
 - c. The parties concerned shall endeavour to resolve such dispute through negotiation and conciliation. Except where the dispute relates to the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall

preside over the resolution of the dispute and shall require each party to present the factual elements relating to the dispute within thirty (30) working days from the date on which the dispute arose. Where the dispute relates to the Board of Directors or the Chairperson of the Board of Directors, either party may request the appointment of an independent expert to act as arbitrator for the dispute resolution process.

2. Where no conciliation decision is reached within six (06) weeks from the commencement of the conciliation process, or where the decision of the conciliator is not accepted by the parties, either party may refer the dispute for resolution to the competent People's Court.
3. Each party shall bear its own costs relating to the negotiation and conciliation procedures. The costs of the Court shall be borne by the party determined by the Court.

CHAPTER XXI. SUPPLEMENTATION AND AMENDMENT OF THE CHARTER

Article 71. Company Charter

1. Any amendment or supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.
2. Where the law contains provisions relating to the operations of the Company that are not addressed in this Charter, or where new provisions of law differ from the provisions of this Charter, such provisions shall apply to govern the operations of the Company.
3. In the event of any conflict, the mandatory provisions of Vietnamese law and/or the regulations of the Stock Exchange shall prevail; the relevant provisions of this Charter shall be effective to the extent permitted by law and shall be void to the extent of the conflict, without affecting the remaining provisions of this Charter.

CHAPTER XXII. EFFECTIVE DATE

Article 72. Effective Date

1. This Charter, comprising 22 chapters and 72 articles, was unanimously adopted by the General Meeting of Shareholders of Southern Airports Services Joint Stock Company on October 8, 2026, and the shareholders jointly approved the full effect of this Charter.
2. This Charter is the sole and official charter of the Company.
3. Copies or extracts of the Company Charter shall be valid where signed by the Chairperson of the Board of Directors or by at least one half (1/2) of the total members of the Board of Directors.

LEGAL REPRESENTATIVE
TỔNG GIÁM ĐỐC

DƯ KIM THĂNG

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

**SOUTHERN AIRPORTS SERVICES
JOINT STOCK COMPANY**



Ho Chi Minh City, October 8, 2026

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Pursuant to the Law on Securities dated November 26, 2019 (as amended and supplemented);

Pursuant to the Law on Enterprises dated June 17, 2020 (as amended and supplemented);

Pursuant to Government Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities (as amended and supplemented);

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance providing guidance on a number of provisions on corporate governance applicable to public companies under Government Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter on Organization and Operation of Southern Airports Services Joint Stock Company ("SASCO" or the "Company");

The Board of Directors has developed the Internal Regulations on Corporate Governance of SASCO, which were approved by the General Meeting of Shareholders under Resolution No.04-NQ/SASCO-DHDCĐ-2026 dated October 8, 2026.

The Internal Regulations on Corporate Governance of SASCO comprise the following provisions:

Article 1. Scope and applicable entities

1. **Scope:** These Internal Regulations on Corporate Governance prescribe the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors and the Chief Executive Officer; the order and procedures for convening meetings of the General Meeting of Shareholders; the nomination, candidacy, election, dismissal and removal of members of the Board of Directors and the Supervisory Board and the Chief Executive Officer; and other activities in accordance with the Company's Charter and other applicable laws.
2. **Applicable entities:** These Regulations apply to members of the Board of Directors, the Supervisory Board, the Chief Executive Officer and related persons.
3. **Interpretation of terms:** Terms not defined in these Regulations shall have the meanings prescribed in the Company's Charter and relevant laws.
 - 3.1. *Core business* means any business line, trade, business sector or product/service line of the Company (including its subsidiaries) that satisfies any of the following conditions:
 - a. Contributes ten percent (10%) or more of the Company's total consolidated net revenue in either of the two (02) most recent financial years, based on the Company's audited consolidated financial statements; or
 - b. Contributes ten percent (10%) or more of the Company's total consolidated gross profit (or profit before tax) in either of the two (02) most recent financial years, based on the Company's audited consolidated financial statements.
 - c. Other business activities determined by the Board of Directors to be core and important to the Company's development strategy from time to time.
 - 3.2. *Daily business activities* or *ordinary-course business activities* mean the following

- activities of the Company, unless otherwise decided by the Board of Directors:
- a. operating the Company as a multi-sector and multi-business enterprise while ensuring a primary focus on its core business activities;
 - b. deciding on and approving working-capital mobilization plans with a value not exceeding VND 60 (sixty) billion;
 - c. deciding on investment, procurement, upgrade and major repair of assets with a value not exceeding VND 05 (five) billion per asset unit, asset system or batch of assets, in accordance with the annual plan approved by the Board of Directors;
 - d. deciding on the liquidation or disposal of assets with an original cost not exceeding VND 08 (eight) billion per asset unit, asset system or batch of assets. Liquidation or disposal includes the destruction or sale for liquidation of technically obsolete assets; irreparably damaged assets; and assets that have expired or retain use value but are damaged, degraded or inefficiently used;
 - e. deciding on the establishment, dissolution or merger of teams, units, functional departments under operating units and equivalent bodies; and issuing organizational and operational regulations of such units in accordance with the organizational chart, functions and duties approved by the Board of Directors;
 - f. deciding on the appointment/dismissal of managerial positions of the Company in accordance with the staffing plan approved by the Board of Directors, except for positions whose appointment/dismissal falls within the authority of the Board of Directors;
 - g. recruiting employees and entering into employment contracts and related documents with Company employees. For employees holding managerial positions appointed by the Board of Directors, the Chief Executive Officer shall sign their employment contracts pursuant to the Board of Directors' decision;
 - h. deciding on salaries and other benefits of Company employees, except for the Executive Board and the Chief Accountant. Salaries, remuneration and other benefits of the Executive Board and the Chief Accountant shall be decided by the Board of Directors;
 - i. evaluating, rewarding and disciplining Company employees. For employees holding managerial positions appointed by the Board of Directors, the Chief Executive Officer shall issue reward or disciplinary decisions pursuant to the Board of Directors' decision and labor laws;
 - j. issuing human-resources management regulations and procedures in accordance with the Company's Charter, the Company's Internal Regulations on Corporate Governance and decisions of the Board of Directors; and
 - k. other activities assigned to the Chief Executive Officer for implementing resolutions and decisions of the General Meeting of Shareholders and the Board of Directors (including, without limitation, the business plan and the Company's development orientations), in accordance with law and requirements of competent state authorities.
4. **Principles of application:** These Regulations shall be applied consistently with law and the Company's Charter. In the event of any discrepancy, the document of higher legal effect shall prevail; the Board of Directors shall promptly submit amendments to these Regulations to the General Meeting of Shareholders for matters falling within its authority.

Article 2. General Meeting of Shareholders

1. Roles, rights and obligations of the General Meeting of Shareholders:

- 1.1. The General Meeting of Shareholders comprises all shareholders entitled to vote and is the highest decision-making body of the Company.
- 1.2. The General Meeting of Shareholders shall have the following rights and obligations:
 - a. Approve the development orientation of the Company;
 - b. Decide on the classes of shares and the total number of shares of each class authorized to be offered; decide on the annual dividend rate for each class of shares;
 - c. Determine the number of members of the Board of Directors and the Supervisory Board; elect, remove from office and dismiss members of the Board of Directors and members of the Supervisory Board;
 - d. Decide on investments or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements;
 - e. Decide on amendments and supplements to the Company Charter;
 - f. Decide on the redemption of more than ten percent (10%) of the total number of sold shares of each class;
 - g. Review and deal with violations committed by members of the Board of Directors, or members of the Supervisory Board that cause damage to the Company and its Shareholders;
 - h. Decide on the reorganization and dissolution (liquidation) of the Company and appoint the liquidator;
 - i. Decide on the budget or the total amount of remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
 - j. Approve the Internal Corporate Governance Regulations and the Regulations on the Operation of the Board of Directors and the Supervisory Board;
 - k. Approve the list of approved audit firms; decide on the approved audit firm to audit the Company's operations; and dismiss the approved auditor where deemed necessary;
 - l. Approve the execution of contracts and transactions with related parties as prescribed in Clause 10, Article 53 of the Company's Charter;
 - m. The annual business plan of the Company;
 - n. Approve the annual financial statements;
 - o. The report of the Board of Directors on the governance and the results of the operations of the Board of Directors and of each member of the Board of Directors;
 - p. The report of the Supervisory Board on the business results of the Company and on the results of the operations of the Board of Directors and the Chief Executive Officer;
 - q. The self-assessment report on the results of the operations of the Supervisory Board and of the Supervisors;
 - r. The dividend rate for each share of each class;
 - s. Other matters as prescribed by law and the Company's Charter.

- 1.3. The annual General Meeting of Shareholders shall discuss and approve the matters prescribed in Points m, n, o, p, q and r of Point 1.2 Clause 1 Article 2 of these Regulations and other matters within its authority.
- 1.4. All resolutions and matters included in the meeting agenda must be brought to discussion and vote at the meeting of the General Meeting of Shareholders.
- 1.5. With respect to matters approved under previous resolutions of the General Meeting of Shareholders that have not yet been implemented, the Board of Directors must report to the General Meeting of Shareholders at its next meeting. Where there is any change to matters falling within the decision-making authority of the General Meeting of Shareholders, the Board of Directors must submit such change to the General Meeting of Shareholders at its next meeting for approval prior to implementation.
2. **Order and procedures for a General Meeting of Shareholders to adopt resolutions by voting at the meeting:**
 - 2.1. Authority to convene the General Meeting of Shareholders:
The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders in accordance with Article 17 of the Company's Charter.
 - 2.2. Preparation of the list of shareholders entitled to attend the meeting:
 - a. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the Company's register of shareholders or register of securities holders. The list shall be prepared no more than 10 days before the date on which the notice of invitation to the General Meeting of Shareholders is sent.
 - b. The list of shareholders entitled to attend the General Meeting of Shareholders must contain the full name, permanent address, nationality and number of the citizen identity card, identity certificate, passport or other lawful personal identification of each individual shareholder; the name, enterprise identification number or establishment decision number and head-office address of each institutional shareholder; and the number of shares of each class and the number and date of shareholder registration of each shareholder.
 - c. Shareholders have the right to inspect, review, extract and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; and to request correction of inaccurate information or supplementation of necessary information concerning themselves in such list. The Company's managers shall promptly provide information in the register of shareholders and correct or supplement inaccurate information at a shareholder's request, and shall compensate for damage caused by failure to provide, untimely provision of, or inaccurate provision of information in the register of shareholders as requested.
 - d. The order and procedures for requesting information from the register of shareholders shall comply with law.
 - 2.3. Notice of record date for the list of shareholders entitled to attend the General Meeting of Shareholders:
The Company shall disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date.
 - 2.4. Notice convening the General Meeting of Shareholders:

- a. The person convening the General Meeting of Shareholders shall send a notice of invitation to all shareholders on the list of shareholders entitled to attend no later than 21 days before the opening date (calculated from the date on which the notice is validly sent or dispatched). The notice must specify the Company's name, head-office address and enterprise identification number; the shareholder's full name and permanent address; the time and venue of the meeting; and other requirements applicable to attendees.
 - b. The notice of invitation shall be sent by email and/or guaranteed delivery service to the shareholder's registered contact address and/or by other means ensuring delivery to the shareholder, and shall concurrently be posted on the Company's website. The notice shall specify where and how the meeting documents may be downloaded. Where the Company sends the notice by email, the shareholder's email address shall be the address stored and provided by the Vietnam Securities Depository and Clearing Corporation (VSDC) or the address registered by the shareholder with the Company.
- 2.5. Agenda and contents of the General Meeting of Shareholders:
- a. The person convening the General Meeting of Shareholders shall prepare the meeting agenda and contents.
 - b. A shareholder or group of shareholders specified in Clause 2 Article 11 of the Charter has the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company no later than seven (07) working days before the opening date. It must specify the shareholder's name, the number of shares of each class held by the shareholder or equivalent information, and the matter proposed for inclusion in the agenda.
 - c. The person convening the General Meeting of Shareholders may reject a proposal specified in Item b Point 2.5 Clause 2 Article 2 of these Regulations in any of the following cases:
 - (i) The proposal is not submitted in accordance with Item b Point 2.5 Clause 2 Article 2 of these Regulations;
 - (ii) At the time of submission, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares as prescribed in Clause 2 Article 11 of the Company's Charter;
 - (iii) The proposed matter falls outside the decision-making authority of the General Meeting of Shareholders;
 - (iv) Other cases prescribed by law and the Company's Charter.
 - d. The person convening the General Meeting of Shareholders shall accept and include a proposal specified in Item b Point 2.5 Clause 2 Article 2 of these Regulations in the proposed agenda and contents of the meeting, except in the case specified in Clause 5 Article 17 of the Company's Charter; the proposal shall be officially added to the agenda and contents if approved by the General Meeting of Shareholders.
- 2.6. Authorization of representatives to attend the General Meeting of Shareholders:
- a. A shareholder or an authorized representative of an institutional shareholder may attend the meeting in person, authorize one or more other individuals or organizations to attend, or attend by any of the methods specified in Clause 3 Article 144 of the Law on Enterprises.

- b. Authorization of an individual or organization to attend the General Meeting of Shareholders must be made in writing. The instrument of authorization shall be prepared in accordance with civil law and must specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the contents and scope of authorization, the authorization period, and the signatures of the authorizing party and the authorized party.
- c. An authorized attendee shall submit the instrument of authorization when registering before entering the meeting room; alternatively, the shareholder may send it to the Company or the meeting venue specified in the notice of invitation no later than 48 hours before the General Meeting of Shareholders. In the case of sub-authorization, the attendee shall also present the original instrument of authorization from the shareholder or authorized representative of an institutional shareholder (unless it has already been registered with the Company).
- d. For an institutional shareholder, its legal representative has the right to represent it in exercising shareholder rights in the Company in accordance with Article 11 of the Company's Charter and law, unless the shareholder has authorized another individual or organization in writing to exercise its rights.
- e. Votes cast by an authorized attendee within the scope of authorization shall remain valid upon the occurrence of any of the following events, except where:
 - (i) The authorizing person has died, has restricted civil act capacity or has lost civil act capacity;
 - (ii) The authorizing person has revoked the authorization;
 - (iii) The authorizing person has revoked the authority of the person granting the authorization.

This provision shall not apply where the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the reconvened meeting.

2.7. Registration for attendance at the General Meeting of Shareholders:

- a. Before the opening of the meeting, the registration of shareholders attending the General Meeting of Shareholders must be carried out.
- b. Upon registration of shareholders, the Company shall issue to each shareholder or authorized representative having voting rights a voting card/voting ballot/election ballot, bearing the registration number, the full name of the shareholder, the full name of the authorized representative and the number of votes/election votes of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting shall be conducted by voting in favour, against, or abstaining. The vote counting results shall be announced by the Chairperson/the Vote Counting Committee immediately before the closing of the meeting. The meeting shall elect the persons responsible for counting the votes or supervising the vote counting at the proposal of the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;
- c. A shareholder, the authorized representative of a corporate shareholder, or an authorized person arriving after the meeting has opened shall have the right to register immediately and thereafter to participate and vote at the meeting immediately upon registration. The Chairperson shall not be responsible for suspending the meeting to

allow late-arriving shareholders to register, and the validity of matters already voted on shall not be affected.

2.8. Conditions for conducting the meeting:

- a. A meeting of the General Meeting of Shareholders shall be conducted where the shareholders attending represent more than fifty percent (50%) of the total votes.
- b. Where the first meeting does not satisfy the conditions for being conducted as prescribed in Clause 1 of this Article, the person convening the meeting shall cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the intended date of the first General Meeting of Shareholders. The second General Meeting of Shareholders shall be conducted only where the attendees are shareholders and authorized representatives attending the meeting representing at least thirty-three percent (33%) of the total votes.
- c. Where the second meeting does not satisfy the conditions for being conducted as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third meeting of the General Meeting of Shareholders shall be conducted irrespective of the total number of votes of the shareholders attending.
- d. Only the General Meeting of Shareholders shall have the right to change the meeting agenda enclosed with the notice of invitation as prescribed in Article 17 of the Company's Charter.

2.9. Forms of adopting resolutions of the General Meeting of Shareholders:

- a. The General Meeting of Shareholders shall adopt decisions within its authority by voting at a meeting, collecting written opinions or other methods prescribed by the Company's Charter and applicable laws.
- b. Resolutions of the General Meeting of Shareholders on the following matters must be adopted by way of voting at a meeting of the General Meeting of Shareholders:
 - (i) Amendment and supplementation of the Company Charter;
 - (ii) Approval of the development orientation of the Company;
 - (iii) Decisions on the classes of shares and the total number of shares of each class authorized to be offered;
 - (iv) Election, removal from office and dismissal of members of the Board of Directors and of the Supervisory Board;
 - (v) Decisions on investments or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements;
 - (vi) Approval of the annual financial statements;
 - (vii) Reorganization or dissolution of the Company.

2.10. Voting methods:

The General Meeting of Shareholders shall discuss and vote on each matter in the agenda by any of the following methods:

- a. Raising voting cards;
- b. Collecting voting cards;
- c. Other methods decided under the Working Regulations of the General Meeting of Shareholders.

The Chairperson shall announce the voting results to the General Meeting of Shareholders before the meeting closes.

2.11. Vote-counting method:

- a. Votes shall be counted by aggregating voting cards/ballots marked approval, disapproval or no opinion.
- b. If an issue arises and a shareholder makes a request consistent with law that is approved by the General Meeting of Shareholders, the Company shall appoint an independent organization to collect and count the votes.

2.12. Conditions for adoption of resolutions:

- a. A resolution on the following matters shall be adopted if approved by shareholders representing sixty-five percent (65%) or more of the total votes of all shareholders attending and voting at the meeting, except in the cases prescribed in Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises:
 - (i) The classes of shares and the total number of shares of each class;
 - (ii) Changes to the business lines and business sectors;
 - (iii) Changes to the management organizational structure of the Company;
 - (iv) Investment projects or the sale of assets having a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements; unless the Company's Charter prescribes another ratio or value;
 - (v) Reorganization or dissolution of the Company;
 - (vi) Amendment and supplementation of the Company Charter;
- b. Resolutions shall be adopted where approved by shareholders holding fifty-one percent (51%) or more of the total votes of all shareholders attending and voting at the meeting, except in the cases prescribed in Item a Point 2.12 Clause 2 Article 2 of these Regulations and Clauses 3, 4 and 6 Article 148 of the Law on Enterprises.
- c. The election of members of the Board of Directors and of the Supervisory Board must be carried out by the cumulative voting method in accordance with Clause 3, Article 148 of the Law on Enterprises.

2.13. Announcement of vote-counting results:

The Vote Counting Committee shall verify, aggregate and report to the Chairperson the vote-counting results for each matter. The Chairperson/Vote Counting Committee shall announce the results immediately before the meeting closes.

2.14. Objection to resolutions of the General Meeting of Shareholders:

- a. A shareholder who has voted against a resolution on the reorganization of the Company or a change to the rights and obligations of shareholders as stipulated in the Company's Charter shall have the right to request the Company to repurchase such shareholder's shares. The request must be made in writing and specify the shareholder's name and address, the number of shares of each class, the proposed selling price and the reason for requesting the repurchase. The request must be submitted to the Company within ten (10) days from the date on which the General Meeting of Shareholders adopts the resolution on the matters specified in this Clause.
- b. The Company shall repurchase shares at the request of a shareholder specified in Item a Point 2.14 Clause 2 Article 2 of these Regulations at the market price or a price calculated according to the principles prescribed in the Company's Charter within 90 days after receiving the request. If the parties cannot agree on the price, they may

- request a valuation organization to determine it. The Company shall introduce at least 03 valuation organizations for the shareholder to select, and such selection shall be final.
- c. Within 90 days after receiving a resolution or minutes of the General Meeting of Shareholders or the minutes of vote-counting results for written opinions, a shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises may request a court or arbitration tribunal to consider and annul the resolution or part thereof in any of the following cases:
 - (i) The order and procedures for convening the meeting and adopting decisions of the General Meeting of Shareholders seriously violate the Law on Enterprises or the Company's Charter, except as provided in Clause 2 Article 152 of the Law on Enterprises;
 - (ii) The contents of the resolution violate law or the Company's Charter.
- 2.15. Preparation of minutes of the General Meeting of Shareholders:
- a. The General Meeting of Shareholders shall be recorded in minutes and may be audio-recorded or recorded and retained in another electronic form. The minutes shall be prepared in Vietnamese, may additionally be prepared in a foreign language, and shall contain the matters prescribed in Article 23 of the Company's Charter.
 - b. The minutes shall be completed and approved before the meeting ends. The Chairperson and secretary of the meeting, or other persons signing the minutes, shall be jointly liable for the truthfulness and accuracy of their contents.
 - c. Minutes prepared in Vietnamese and in a foreign language have equal legal validity. In the event of any discrepancy, the Vietnamese version shall prevail.
- 2.16. Disclosure of resolutions and minutes of the General Meeting of Shareholders:
- a. A resolution of the General Meeting of Shareholders shall be notified to shareholders entitled to attend the meeting within 15 days from its adoption. If the Company has a website, such notification may be replaced by posting the resolution on the Company's website.
 - b. Resolutions and minutes of the General Meeting of Shareholders shall be disclosed in accordance with laws on information disclosure in the securities market and retained at the Company's head office.
- 3. Order and procedures for adopting resolutions of the General Meeting of Shareholders by collection of written opinions:**
- 3.1. Cases in which written opinions may or may not be collected: As prescribed in Point 2.9 Clause 2 Article 2 of these Regulations.
 - 3.2. The Board of Directors may collect shareholders' written opinions to adopt a resolution of the General Meeting of Shareholders when deemed necessary in the interests of the Company.
- Order and procedures for adopting resolutions by collection of written opinions:
- a. The Board of Directors shall prepare opinion forms, a draft resolution of the General Meeting of Shareholders and explanatory documents, and send them to all shareholders entitled to vote no later than ten (10) days before the deadline for returning the completed opinion forms. The list of shareholders shall be prepared in accordance with Point 2.2 Clause 2 Article 2 of these Regulations. The requirements and method for sending opinion forms shall follow the method for sending meeting

invitations prescribed in Point 2.4 Clause 2 Article 2 of these Regulations. Documents concerning the matters submitted for opinion shall be posted on the Company's website.

- b. The opinion form shall contain the particulars prescribed in Clause 3 Article 22 of the Company's Charter.
- c. A shareholder may return a completed opinion form to the Company by any of the following methods:
 - (i) By post. The completed opinion form must bear the signature of the individual shareholder or the authorized representative or legal representative of an institutional shareholder. It must be enclosed in a sealed envelope, which no person may open before the votes are counted;
 - (ii) By fax or email. Opinion forms returned by fax or email shall remain confidential until the time of vote counting.
 - (iii) Opinion forms received after the deadline specified therein, opened if sent by post, or disclosed if sent by fax or email shall be invalid. An opinion form not returned shall be deemed a non-participating vote;
- d. The Board of Directors shall organize the vote count and prepare minutes thereof in the presence of the Supervisory Board or a shareholder who does not hold a managerial position in the Company.

The minutes of vote counting shall contain the particulars prescribed in Clause 5 Article 22 of the Company's Charter. Members of the Board of Directors, the Company's legal representative, vote counters and vote-count supervisors shall be jointly liable for the truthfulness and accuracy of the minutes and for damage arising from decisions adopted as a result of dishonest or inaccurate vote counting;

- e. The minutes of vote-counting results shall be sent to shareholders within fifteen (15) days after completion of the vote count. If the Company posts the results on its website, it shall do so within twenty-four (24) hours after completion of the vote count;
- f. Completed opinion forms, minutes of vote counting, the adopted resolution and related documents enclosed with the opinion forms shall be retained at the Company's head office.
- g. A resolution adopted by collection of shareholders' written opinions shall be approved by shareholders owning fifty-five percent (55%) or more of the total votes of all shareholders entitled to vote and shall have the same validity as a resolution adopted at a General Meeting of Shareholders.

4. Order and procedures for an online General Meeting of Shareholders to adopt resolutions:

An online General Meeting of Shareholders shall be organized in accordance with law, ensuring the lawful rights and interests of shareholders and compliance with the following provisions:

- 4.1. Notice convening an online meeting:
 - a. The notice shall comply with Point 2.4 Clause 2 Article 2 of these Regulations.
 - b. Voting/election ballots need not accompany the notice of invitation.
- 4.2. Registration for attendance at an online General Meeting of Shareholders:

- The method for registering to attend an online General Meeting of Shareholders before the opening date shall be clearly stated in the meeting notice and shall include:
- a. Eligibility conditions:
 - (i) The attendee's name must appear on the list of shareholders entitled to attend the General Meeting of Shareholders prescribed in Point 2.2 Clause 2 Article 2 of these Regulations.
 - (ii) An authorized representative must be eligible to attend under law and the Company's Charter.
 - b. Technical requirements:
A shareholder/shareholder representative must have an internet-connected electronic device.
 - c. Recognition of shareholders/shareholder representatives attending an online General Meeting of Shareholders:
 - (i) A shareholder/shareholder representative shall be recorded by the electronic voting system as attending the online General Meeting of Shareholders when accessing the system using the credentials provided in accordance with Item d Point 4.2 Clause 4 Article 2 of these Regulations. Login and logout times and attendance status must be logged by the system to determine whether the meeting conditions are satisfied.
 - d. Provision of login credentials and electronic voting:
 - (i) A shareholder shall attend the General Meeting of Shareholders by using the login code provided by the Organizing Committee to access the system when the meeting is conducted.
 - (ii) The shareholder login code shall be determined by the Organizing Committee in accordance with the requirements of the online service provider at the time of the meeting.
 - (iii) After a shareholder (or an authorized representative) logs into the online General Meeting of Shareholders system, the shareholder may exercise the rights prescribed in the Charter and the Law on Enterprises.
 - (iv) A shareholder attending online shall be deemed to attend the General Meeting of Shareholders in person. Accordingly, a shareholder who logs in to the Company's online meeting/voting system shall be deemed present in person, and the voting results shall have the same validity as votes cast in person at the General Meeting of Shareholders.
- 4.3. Authorization of representatives to attend an online General Meeting of Shareholders:
- a. Authorization shall comply with Point 2.6 Clause 2 Article 2 of these Regulations, except where the specific provisions on online authorization below provide otherwise.
 - b. Certain requirements for online authorization:
 - (i) Shareholders shall provide all information required for online authorization, particularly the proxy's telephone number, contact address and email address. Such information forms the basis for issuing the proxy's username, access password and other identification factors (if any);
 - (ii) Validity of direct authorization: An authorization shall be legally valid only if all of the following conditions are satisfied:

- (A) The shareholder completes all information in the online authorization form and completes the online authorization process;
- (B) The instrument of authorization printed from the online form contains the signatures and full names of both the authorizing party and the proxy and, for an organization, its seal;
- (C) The Company receives the original instrument of authorization before the official opening of the General Meeting of Shareholders;
- (iii) Revocation of online authorization: A shareholder shall send the Company an official written request to revoke the online authorization before the official opening of the meeting. The revocation takes effect at the time the Company receives such official request.
- (iv) If the Company receives a revocation request after the meeting opens, the revocation shall not affect the proxy's right to attend or the validity of any vote/election ballot already cast by the proxy on any agenda item of the online General Meeting of Shareholders.

4.4. Conditions for conducting the meeting:

- a. The conditions for conducting an online General Meeting of Shareholders shall comply with Point 2.8 Clause 2 Article 2 of these Regulations.
- b. The Company shall issue appropriate Regulations on Online General Meetings of Shareholders for each meeting.

4.5. Online discussion:

- a. Principles:
 - (i) Discussion may take place only within the prescribed period and within the scope of matters presented in the agenda of the General Meeting of Shareholders;
 - (ii) Only shareholders/shareholder representatives may participate in discussions;
 - (iii) A shareholder/shareholder representative wishing to comment shall register the discussion content in the manner specifically prescribed in the meeting's working regulations;
 - (iv) The Secretariat shall arrange shareholders'/shareholder representatives' discussion matters in registration order and submit them to the Chairperson.
- b. Responses to comments of shareholders/shareholder representatives:
 - (i) Based on the discussion content, the Chairperson or a member designated by the Chairperson shall respond to shareholders'/shareholder representatives' comments.
 - (ii) Due to time constraints, questions not answered directly at the meeting shall be answered by the Company afterward.

4.6. Form and conditions for adopting resolutions at an online General Meeting of Shareholders:

An online General Meeting of Shareholders shall adopt resolutions within its authority by electronic voting. The conditions for adoption shall comply with Point 2.12 Clause 2 Article 2 of these Regulations.

4.7. Online voting method:

- a. Method for casting votes:

- (i) For each matter submitted for voting and configured in the electronic voting system, a shareholder/shareholder representative shall select one of three options: Approval, Disapproval or No Opinion;
- (ii) The shareholder/shareholder representative shall then confirm the vote so that the electronic voting system records the result.
- b. Method for casting election votes:
Election voting shall be conducted online by cumulative voting in compliance with law and the Company's Charter.
- 4.8. Online vote-counting method:
 - a. When a shareholder/shareholder representative casts a vote, all voting results shall be recorded in the system in accordance with the following principles: the number of votes in favor, the number of votes against, and the number of abstentions for each matter, together with the time of recording and the ballot identification number, to facilitate verification and reconciliation..
 - b. Online election results shall be recorded in the system using the cumulative voting method; the election results and successful candidates shall be recorded in compliance with law and the Company's Charter.
- 4.9. Announcement of online vote-counting results:
Based on the vote-counting minutes specified in Point 4.8 Clause 4 Article 2 of these Regulations, the Vote Counting Committee shall verify, aggregate and report to the Chairperson the results for each agenda item. The Chairperson /Vote Counting Committee shall announce the voting/election results immediately before the meeting closes.
- 4.10. Preparation of minutes of an online General Meeting of Shareholders:
 - a. The minutes shall be prepared in accordance with Point 2.15 Clause 2 Article 2 of these Regulations;
 - b. The venue stated in the minutes shall be the place where the Chairperson is present to conduct the meeting. Such place must be within the territory of Vietnam.
 - c. The method for approving minutes of an online General Meeting of Shareholders shall be specifically prescribed in the Company's working regulations for that meeting.
- 4.11. Disclosure of resolutions and minutes of an online General Meeting of Shareholders:
Resolutions and minutes of an online General Meeting of Shareholders shall be disclosed in accordance with Point 2.16 Clause 2 Article 2 of these Regulations.
- 4.12. Matters concerning the order and procedures for online General Meetings of Shareholders that are not prescribed in this Clause 4 shall be governed by the corresponding provisions of Clause 2 Article 2 of these Regulations.
- 5. Order and procedures for a General Meeting of Shareholders held in a hybrid in-person and online format to adopt resolutions:**
A General Meeting of Shareholders held in a hybrid in-person and online format shall be organized in accordance with law and the corresponding provisions of Clauses 2 and 4 Article 2 of these Regulations.

Article 3. Board of Directors

- 1. Roles, rights and obligations of the Board of Directors and responsibilities of its members:**
 - 1.1. The Board of Directors is the management body of the Company and has full authority, on behalf of the Company, to decide and exercise the Company's rights and obligations that do not fall within the authority of the General Meeting of Shareholders.
 - 1.2. The Board of Directors has the rights and duties prescribed in Clause 2 Article 29 of the Company's Charter.
 - 1.3. A member of the Board of Directors may request the Chief Executive Officer, a Deputy General Manager or the manager of any unit of the Company to provide and explain information and documents concerning the financial condition and business operations of the Company and its units. The requested manager shall provide such information and documents promptly, fully and accurately.
- 2. Nomination, candidacy, election, dismissal and removal of members of the Board of Directors:**
 - 2.1. Term of office and number of members of the Board of Directors:

The Board of Directors consists of five (05) members. The term of office of a member shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms. At least 03 members must permanently reside in Vietnam. An individual may serve as an independent member of the Company's Board of Directors (if the Company is listed) for no more than two (02) consecutive terms.
 - 2.2. Composition, qualifications, conditions, rights and responsibilities of members of the Board of Directors: As prescribed in Articles 27 and 28 of the Company's Charter.
 - 2.3. Nomination and candidacy for membership of the Board of Directors:
 - a. A shareholder or group of shareholders owning at least 10% of the total ordinary shares may nominate candidates to the Board of Directors in accordance with Clause 2 Article 26 of the Company's Charter, specifically:
 - (i) From 10% to less than 20% of voting shares: up to 01 (one) candidate;
 - (ii) From 20% to less than 30% of voting shares: up to 02 (two) candidates;
 - (iii) From 30% to less than 40% of voting shares: up to 03 (three) candidates;
 - (iv) From 40% to less than 50% of voting shares: up to 04 (four) candidates;
 - (v) From 50% to less than 60% of voting shares: up to 05 (five) candidates;
 - (vi) From 60% to less than 70% of voting shares: up to 06 (six) candidates;
 - (vii) From 70% or more of voting shares: up to 07 (seven) candidates.
 - b. Candidates shall be nominated to the Board of Directors as follows:
 - (i) Ordinary shareholders forming a group to nominate candidates to the Board of Directors shall notify the attending shareholders of the formation of the group before the General Meeting of Shareholders opens;
 - (ii) Based on the number of members of the Board of Directors, a shareholder or group of shareholders may nominate one or more candidates in accordance with Item a Point 2.3 of this Clause. Where the number of candidates nominated by a shareholder or group of shareholders is fewer than the number they are entitled to nominate under Item a Clause 2.3 hereof, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

2.4. Method for electing members of the Board of Directors:

Members of the Board of Directors shall be elected by cumulative voting, whereby each shareholder has a total number of votes equal to the number of shares owned multiplied by the number of members to be elected and may allocate all or part of such votes to one or more candidates. Successful candidates shall be determined in descending order of votes, beginning with the candidate receiving the highest number, until the number of members prescribed in the Company's Charter is reached. If two or more candidates receive the same number of votes for the final seat, a re-election shall be held among those candidates or selection shall be made according to the criteria prescribed in the Company's Charter or the election regulations.

2.5. Cases of dismissal, removal and supplementation of members of the Board of Directors: As prescribed in Article 35 of the Company's Charter.

2.6. Notice of election, dismissal and removal of members of the Board of Directors:

The election, dismissal and removal of members of the Board of Directors shall be disclosed in accordance with law and the Company's Information Disclosure Regulations.

2.7. Introduction of candidates for membership of the Board of Directors:

a. Information concerning candidates for the Board of Directors (where candidates have been identified in advance) shall be disclosed on the Company's website at least ten (10) days before the opening of the General Meeting of Shareholders so that shareholders may review it before voting. The list of nominated or self-nominated candidates (together with their curricula vitae and information) shall be publicly posted at the Company's head office and the meeting venue. Information disclosed about each candidate shall include at least:

- (i) Full name and date of birth;**
- (ii) Professional qualifications;**
- (iii) Employment history;**
- (iv) Companies in which the candidate currently holds a managerial position;**
- (v) Interests related to the Company (if any);**
- b. A candidate for the Board of Directors shall provide a written undertaking that the disclosed personal information is truthful, accurate and reasonable, and shall undertake to perform the duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors.**

2.8. Election, dismissal and removal of the Chairperson:

- a. The Chairperson of the Board of Directors shall be elected, dismissed and removed by the Board of Directors from among its members.**
- b. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors for the relevant term, held within 07 working days after completion of the election of that Board. The member receiving the highest number or percentage of votes shall convene and chair the meeting. If two or more members receive the same highest number or percentage of votes, the members shall select one of them by majority vote to convene the meeting.**

3. Remuneration and other benefits of members of the Board of Directors: As prescribed in Article 30 of the Company's Charter.

4. Order and procedures for meetings of the Board of Directors:

- 4.1. Minimum number of meetings by month/quarter/year: The Board of Directors may hold regular or extraordinary meetings at the Company's head office or elsewhere. Meetings shall be convened by the Chairperson of the Board of Directors when deemed necessary, but at least once every quarter.
- 4.2. Cases requiring an extraordinary meeting of the Board of Directors:
The Chairperson of the Board of Directors shall convene a meeting upon the occurrence of any of the following:
- a. A request by the Supervisory Board or an independent member of the Board of Directors (if the Company is listed);
 - b. A request by the Chief Executive Officer or at least 05 other managers;
 - c. A request by at least 02 members of the Board of Directors;
The request must be made in writing and specify the purpose and matters falling within the authority of the Board of Directors that require discussion and decision.
 - d. At the request of the independent audit firm auditing the Company's financial statements, the Chairperson of the Board of Directors shall convene a meeting to discuss the audit report and the Company's condition;
 - e. Other cases prescribed in the Company's Charter.
The Chairperson of the Board of Directors shall convene a meeting within 07 working days after receiving a request specified in Item a Point 4.2 Clause 4 Article 3 of these Regulations. If the Chairperson of the Board of Directors fails to do so, the Chairperson of the Board of Directors shall be liable for damage caused to the Company, and the requesting person may convene the meeting in place of the Chairperson.
- 4.3. Notice of a meeting of the Board of Directors (including the time, venue, agenda and matters for discussion and decision):
- a. The Chairperson of the Board of Directors or other convener shall send the notice of invitation no later than 03 working days before the meeting date. The notice shall specify the time, venue, agenda and matters for discussion and decision, and shall be accompanied by meeting documents and members' voting ballots.
 - b. The notice may be sent by post, fax, email or other means, provided that it reaches the contact address registered by each member with the Company.
 - c. The Chairperson of the Board of Directors or convener shall send the notice and accompanying documents to Supervisors and to the Chief Executive Officer, if not a member of the Board of Directors, in the same manner as to Board members.
- 4.4. Right of members of the Supervisory Board and the Chief Executive Officer who are not members of the Board of Directors to attend Board meetings: They may attend and discuss matters but may not vote.
- 4.5. Conditions for conducting a meeting of the Board of Directors:
- a. A meeting may be conducted when at least three quarters (3/4) of the total members are present.
 - b. If a meeting convened under this Clause lacks the required attendance, a second meeting shall be convened within 07 days from the intended date of the first meeting. The second meeting may be conducted if more than one half (1/2) of the members are present.

4.6. Voting methods:

a. A member shall be deemed to attend and vote at a meeting in any of the following cases:

- (i) Attending and voting in person at the meeting;
- (ii) Authorizing another person to attend in accordance with Point 4.8 Clause 4 Article 3 of these Regulations;
- (iii) Attending and voting by online conference or another similar method;
- (iv) Sending a voting ballot to the meeting by post, fax or email.

A voting ballot sent by post must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one hour before the meeting opens. It may be opened only in the presence of all attendees.

4.7. Adoption of resolutions of the Board of Directors:

A resolution shall be adopted if approved by a majority of attending members (more than 50%). In the event of an equality of votes for and against, the final decision shall follow the opinion of the Chairperson.

4.8. Authorization by a member of another person to attend a Board meeting:

Members shall fully attend meetings of the Board of Directors. A member may authorize another person to attend if approved by a majority of the members.

4.9. Preparation of minutes of meetings of the Board of Directors:

a. Meetings shall be recorded in minutes and may be audio-recorded or recorded and retained in another electronic form. The Chairperson of the Board of Directors shall send the minutes to the members, and such minutes shall constitute conclusive evidence of the business conducted at the meeting unless an objection is raised within ten (10) days after dispatch. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language, and shall contain the particulars prescribed in Article 33 of the Company's Charter. In the event of any discrepancy, the Vietnamese version shall prevail.

b. Any matter approved by more than 50% of all attending members and recorded in the minutes shall be formalized as a resolution of the Board of Directors.

4.10. If the Chairperson and/or secretary refuses to sign the minutes, the minutes shall remain valid if signed and approved by all other attending members and if they contain all particulars prescribed in Point 4.9 Clause 4 Article 3 of these Regulations. The minutes shall state the refusal of the Chairperson or minute-taker to sign. The signatories shall be jointly liable for the accuracy and truthfulness of the minutes. The Chairperson and minute-taker shall be personally liable for damage caused to the enterprise by their refusal to sign in accordance with the Law on Enterprises, the Company's Charter and relevant laws.

4.11. Notification of resolutions and decisions of the Board of Directors:

The Company shall disclose information internally and to relevant authorities (if requested), or through the mass media and on the Company's website, in accordance with applicable order and law.

5. Collection of written opinions of members of the Board of Directors:

When necessary, the Chairperson of the Board of Directors may collect members' written opinions to approve matters within the Board's authority according to the following procedures:

- 5.1. Sending an opinion form together with relevant documents and a draft resolution to the members;
- 5.2. Members shall vote as requested by the Chairperson of the Board of Directors and return their completed opinion forms by the deadline specified therein;
- 5.3. The Chairperson of the Board of Directors shall appoint a Vote Counting Committee to verify the voting results;
- 5.4. A resolution by written opinion shall be adopted if approved by a majority of members entitled to vote (more than 50%). In the event of an equality of votes for and against, the final decision shall follow the opinion of the Chairperson;
- 5.5. Based on the vote-counting results, the Chairperson of the Board of Directors shall, on behalf of the Board of Directors, sign and issue the resolution on matters approved by the members. A resolution adopted by written opinion has the same effect and validity as a resolution adopted at a duly convened and conducted meeting.
6. **Authority of the Board of Directors to appoint/dismiss personnel:**
 - 6.1. Positions appointed/dismissed by the Board of Directors include:
 - a. The Chief Executive Officer and Deputy Chief Executive Officers of the Company;
 - b. The Chief Accountant;
 - c. Heads of units directly under the Company;
 - d. The Person in Charge of Corporate Governance;
 - e. Heads of teams/committees directly under the Board of Directors;
 - f. The head of the internal audit function.
 - 6.2. In the event that the head of a unit under the Company or the head of a Team/Committee under the Board of Directors ceases employment, the removal of such person from office shall automatically take effect from the cessation date specified in the decision on termination of the labour contract. The Board of Directors shall not be required to issue a separate removal decision in such cases.
7. **Committees under the Board of Directors:** The Board may establish committees for development policy, personnel, remuneration, internal audit, risk management and other necessary fields in accordance with Article 36 of the Company's Charter and law.
8. **Selection, appointment and dismissal of the Person in Charge of Corporate Governance:**
 - 8.1. Qualifications of the Person in Charge of Corporate Governance:
The Person in Charge of Corporate Governance must satisfy the following qualifications:
 - a. Having knowledge of law;
 - b. Not concurrently working for the accredited audit firm auditing the Company's financial statements;
 - c. Other qualifications prescribed by law and decided by the Board of Directors.
 - 8.2. Appointment of the Person in Charge of Corporate Governance:
The Board of Directors of the Company shall appoint at least one person in charge of corporate governance to assist with corporate governance matters at the Company. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on

Enterprises. The person in charge of corporate governance shall perform their duties in accordance with applicable laws and the directions of the Board of Directors.

8.3. Dismissal and removal of the Person in Charge of Corporate Governance:

The Board of Directors may dismiss or remove the Person in Charge of Corporate Governance when necessary, provided that applicable labor laws are observed.

8.4. Rights and obligations of the Person in Charge of Corporate Governance; As prescribed in Clause 3 Article 37 of the Company's Charter.

Article 4. Supervisory Board

1. Roles, rights and obligations of the Supervisory Board and responsibilities of its members: As prescribed in Articles 48 and 51 of the Company's Charter.

2. Term of office, number, composition and structure of the Supervisory Board:

2.1. Term of office, number, composition and structure of the Supervisory Board:

a. The Supervisory Board consists of three (03) members. More than one half of its members must permanently reside in Vietnam.

b. Supervisors shall be elected by the General Meeting of Shareholders. Their term of office shall not exceed five (05) years, and they may be re-elected for an unlimited number of terms.

c. If the terms of all Supervisors expire at the same time and new Supervisors have not yet been elected, the outgoing Supervisors shall continue exercising their rights and performing their duties until the new Supervisors are elected and assume office.

2.2. Qualifications and conditions of members of the Supervisory Board: As prescribed in Article 46 of the Company's Charter.

2.3. Nomination and candidacy for membership of the Supervisory Board:

a. A shareholder or group of shareholders owning at least 10% of the total ordinary shares may nominate candidates to the Supervisory Board in accordance with Article 45 of the Company's Charter. Nominations shall be made as follows:

(i) Ordinary shareholders forming a group to nominate candidates to the Supervisory Board shall notify attending shareholders of the formation of the group before the General Meeting of Shareholders opens;

(ii) Based on the number of members of the Supervisory Board, a shareholder or group of shareholders specified in this Clause may nominate one or more candidates in accordance with Article 45 of the Company's Charter. Where the number of candidates nominated by a shareholder or group of shareholders is fewer than the number they are entitled to nominate under Article 45 of the Company's Charter, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

2.4. Method for electing members of the Supervisory Board: The provisions of Point 2.4 Clause 2 Article 3 of these Regulations shall apply *mutatis mutandis*.

2.5. Cases of dismissal and removal of members of the Supervisory Board: As prescribed in Article 52 of the Company's Charter.

2.6. Notice of election, dismissal and removal of members of the Supervisory Board:

The Company shall disclose information to relevant authorities and on its website in accordance with applicable order and law.

2.7. Salaries and other benefits of members of the Supervisory Board:

- a. Supervisors shall receive salaries or remuneration and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total annual salaries, remuneration and operating budget of the Supervisory Board.
- b. Supervisors shall be reimbursed for reasonable meal, accommodation and travel expenses and the cost of independent advisory services. The total remuneration and expenses shall not exceed the annual operating budget approved by the General Meeting of Shareholders, unless otherwise decided by it.
- c. Salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with corporate income tax law and relevant laws and shall be presented as a separate item in the Company's annual financial statements.

Article 5. Chief Executive Officer

1. Roles, responsibilities, rights and obligations of the Chief Executive Officer:

- 1.1. The Chief Executive Officer manages the Company's daily business operations, is supervised by the Board of Directors, and is accountable to the Board of Directors and before law for exercising the assigned rights and duties. In deciding matters concerning the Company's daily business operations. The Chief Executive Officer shall at all times act in good faith and in the interests of the Company when making decisions on matters relating to the Company's day-to-day business operations.
- 1.2. Before execution and performance, the Chief Executive Officer shall obtain the Board of Directors' approval for master/framework agreements that do not specify a particular value and for contracts outside the core business activities (including contract types or business models not previously authorized by the Board of Directors).
- 1.3. The Chief Executive Officer shall obtain the Board of Directors' approval for tender submissions and/or new or renewed lease contracts for business premises at terminals that fall outside the approved plan;
- 1.4. The Chief Executive Officer has the rights and obligations prescribed in Clause 5 Article 40 of the Company's Charter.

2. Appointment, dismissal, execution and termination of contracts with the Chief Executive Officer:

- 2.1. Term of office, qualifications and conditions of the Chief Executive Officer:
 - a. The term of office of the Chief Executive Officer is five (05) years, and the Chief Executive Officer may be reappointed for an unlimited number of terms. The appointment may cease to be effective pursuant to the employment contract. The Chief Executive Officer must not be a person prohibited by law from holding this position.
 - b. The Chief Executive Officer must satisfy the qualifications and conditions prescribed in Clause 4 Article 40 of the Company's Charter.
- 2.2. Nomination, candidacy, dismissal and removal of the Chief Executive Officer:
A person shall cease to hold office as the Company's Chief Executive Officer in any of the following cases:

- a. Dismissal, removal from office or termination of the contract. The Board of Directors may remove the Chief Executive Officer from office if at least two-thirds (2/3) of its members vote in favour thereof (excluding the vote of the Chief Executive Officer) and appoint a new Chief Executive Officer as a replacement;
 - b. No longer satisfying the requirements for serving as Chief Executive Officer as prescribed at Point 2.1, Clause 2, Article 5 of these Regulations;
 - c. Submission of a resignation letter which is approved by the Board of Directors;
 - d. Has lost or has limited civil act capacity pursuant to a court decision;
 - e. Other cases prescribed by law.
- 2.3. Appointment of and execution of an employment contract with the Chief Executive Officer:
- The Board of Directors shall appoint one of its members or hire another person as Chief Executive Officer and shall enter into a contract prescribing the salary, remuneration, benefits and other terms of employment.
- 2.4. Dismissal of and termination of the employment contract with the Chief Executive Officer:
- If the Chief Executive Officer is dismissed, the Board of Directors shall temporarily designate a person to perform the Chief Executive Officer's duties. Within thirty (30) working days, it shall complete the procedures for appointing a new Chief Executive Officer.
- 2.5. Notice of appointment, dismissal, execution or termination of a contract with the Chief Executive Officer:
- The Company shall disclose information to relevant authorities and on its website in accordance with applicable order and law.
- 2.6. Salary and other benefits of the Chief Executive Officer: As prescribed in Article 39 of the Company's Charter.

Article 6. Coordination among the Board of Directors, the Supervisory Board and the Chief Executive Officer

1. The Board of Directors, the Supervisory Board and the Chief Executive Officer shall coordinate according to the following principles:
 - 1.1. Convening meetings, issuing meeting notices, preparing minutes and announcing meeting results among the Board of Directors, the Supervisory Board and/or the Chief Executive Officer shall be carried out in writing and retained in the corporate governance records;
 - 1.2. Resolutions and decisions of the Board of Directors shall be promptly sent to the Supervisory Board and the Chief Executive Officer, except for information whose access is restricted by law;
 - 1.3. The Chief Executive Officer shall implement resolutions and decisions of the Board of Directors and report on progress, difficulties and risks together with proposed measures;
 - 1.4. The Supervisory Board, the Chief Executive Officer or another person entitled under the Company's Charter may request a meeting of the Board of Directors, specifying the matters to be considered;



- 1.5. The Chief Executive Officer shall provide periodic and ad hoc reports and governance information at the request of the Board of Directors or the Supervisory Board;
- 1.6. The Board of Directors shall direct, inspect and supervise the implementation of resolutions, the delegation and authorization of authority to the Chief Executive Officer, and daily business activities falling within the Chief Executive Officer's authority;
- 1.7. The list of reports and data, deadlines, responsible focal points and methods of providing information shall be standardized to ensure completeness, accuracy, timeliness and confidentiality;
- 1.8. The parties shall coordinate in compliance control, risk management, related-party transactions, conflicts of interest and information disclosure.
2. Annually, the Board of Directors shall lead, with input from the Supervisory Board, an assessment of the performance of the Board of Directors, its committees, the Supervisory Board, the Chief Executive Officer and managers as a basis for proposing or applying rewards, remuneration, dismissal, removal or disciplinary measures within the proper authority. The assessment results shall be reported to the Annual General Meeting of Shareholders in accordance with law and the Company's Charter.
3. The Board of Directors, the Supervisory Board and the Chief Executive Officer may coordinate in developing Regulations on Coordination among them based on the rules prescribed in Clauses 1 and 2 of this Article.
4. The Board of Directors, the Supervisory Board and the Chief Executive Officer shall coordinate in developing strategies and policy frameworks for sustainable development, digital transformation, information security, internal control and risk management appropriate to the Company's development context.

Article 7. Effectiveness

These Internal Regulations on Corporate Governance of Southern Airports Services Joint Stock Company comprise 7 Articles and take effect from October 8, 2026.

ON BEHALF OF THE BOARD OF DIRECTORS

ns **CHAIRPERSON** *ns*



NGUYỄN HẠNH

**REGULATIONS ON THE OPERATION
OF THE BOARD OF DIRECTORS
SOUTHERN AIRPORTS SERVICES
JOINT STOCK COMPANY**



Ho Chi Minh City, October 8, 2026

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Pursuant to the Law on Securities dated 26 November 2019 (as amended and supplemented);

Pursuant to the Law on Enterprises dated 17 June 2020 (as amended and supplemented);

Pursuant to Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities (as amended and supplemented);

Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies under Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of Southern Airports Services Joint Stock Company (the "Company");

Pursuant to Resolution No.04-NQ/SASCO-DHĐCĐ-2026 of the General Meeting of Shareholders dated October 8, 2026;

The Board of Directors has formulated the Regulations on the Operation of the Board of Directors of the Company, which were approved by the General Meeting of Shareholders under Resolution No.04-NQ/SASCO-DHĐCĐ-2026 dated October 8, 2026;

The Regulations on the Operation of the Board of Directors of Southern Airports Services Joint Stock Company comprise the following provisions:

Chapter I

GENERAL PROVISIONS

Article 1. Scope of Regulation and Applicable Subjects

1. **Scope of regulation:** These Regulations on the Operation of the Board of Directors prescribe the organizational structure, operating principles, authorities and obligations of the Board of Directors and its members in accordance with the Law on Enterprises, the Company's Charter and other relevant laws.
2. **Applicable subjects:** These Regulations apply to the Board of Directors and its members.
3. **Interpretation of terms:** Terms not defined in these Regulations shall be construed in accordance with the Internal Regulations on Corporate Governance, the Company's Charter and relevant laws.
4. **Principles of application:** These Regulations shall be applied consistently with applicable laws, the Company's Charter and the Internal Regulations on Corporate Governance. In case of any inconsistency, the instrument having higher legal effect shall prevail; the Board of Directors shall promptly submit to the General Meeting of Shareholders amendments to these Regulations for matters falling within the authority of the General Meeting of Shareholders.

Article 2. Operating Principles of the Board of Directors

1. The Board of Directors operates on a collective basis. Each Board member bears individual responsibility for his/her assigned duties and, collectively, responsibility before the General Meeting of Shareholders and the law for the Board's resolutions and decisions concerning the development of the Company.

2. The Board of Directors assigns the Chief Executive Officer responsibility for organizing and managing the implementation of the Board's resolutions and decisions within the authority delegated under the Company's Charter and the Internal Regulations on Corporate Governance. The assignment of duties, delegation of authority or authorization does not transfer the Board's supervisory responsibility.
3. The Chief Executive Officer may not independently decide matters beyond the scope of day-to-day business operations as prescribed by the Company's Charter and the Internal Regulations on Corporate Governance. Before entering into and performing any such contracts, the Chief Executive Officer must obtain the Board of Directors' approval (where the Board has authority) for master/framework agreements that do not specify a particular value, and contracts outside the Company's core business activities (including types of contracts or business models that have never been approved for application by the Board of Directors).

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and Obligations of Board Members

1. Board members have all rights provided under the Law on Securities, relevant laws and the Company's Charter, including the right to be provided with information and documents concerning the financial position and business operations of the Company and its units.
2. Board members have the obligations prescribed by the Company's Charter and the following obligations:
 - a. Perform their duties honestly and prudently in the best interests of the shareholders and the Company;
 - b. Fully attend meetings of the Board of Directors and provide opinions on matters submitted for discussion;
 - c. Promptly and fully report to the Board of Directors any remuneration received from subsidiaries, affiliated companies and other organizations;
 - d. Report to the Board of Directors at its next meeting any transactions between the Company, its subsidiaries or other companies over which the Company controls more than 50% of charter capital, and Board members and their related persons; and transactions between the Company and a company in which a Board member has been a founding member or enterprise manager during the three (03) years immediately preceding the transaction;
 - e. Make the required information disclosures when conducting transactions in the Company's shares in accordance with law;
 - f. Remain loyal to the interests of the Company and its Shareholders; do not abuse one's position or title or use the Company's information, know-how, business opportunities or other assets for personal gain or for the benefit of any other organization or individual.
3. Each Independent Director (in the case of a listed company) must prepare an assessment report on the performance of the Board of Directors.

Article 4. Right of Board Members to Access Information

1. A Board member has the right to request the Chief Executive Officer, Deputy General Manager, Chief Accountant or another Manager of the Company to provide and explain information and documents concerning the financial position and business operations of the Company and its units (including, without limitation, subsidiaries, affiliated companies and dependent units of the Company), as well as other information and documents necessary for the exercise of the Board member's rights and obligations.
2. The Manager from whom information is requested must provide timely, complete and accurate information and documents in accordance with the Board member's request under these Regulations.
3. A request for information shall be made in writing or submitted through the document management system or the email address registered with the Company and must clearly specify:
 - a) The content, scope and period of the information or documents to be provided;
 - b) The form of provision;
 - c) The deadline for receipt of the information or documents; and
 - d) Any requirement for explanation or confirmation by the Manager, if applicable.
4. In urgent cases, a Board member may make a request verbally, by telephone or through another means of communication, but must confirm the request in writing or by email within one (01) working day.
5. The Manager from whom information is requested must acknowledge receipt of the request within one (01) working day and provide complete, accurate and truthful information and documents within three (03) working days from receipt of the request. For complex information or documents requiring consolidation from multiple units or extraction from archived records, the provision period shall not exceed seven (07) working days. Where information or documents are required for a Board meeting, provision must be completed before the meeting materials are circulated (no later than [03] working days before the meeting) or within another period requested by the Board member, having regard to the urgency of the matter.
6. If the information or documents cannot be provided within the prescribed period, the Manager from whom the request was made must notify the Board member in writing before the deadline, stating the reasons, the portion of information already available, the measures being taken and the expected completion date. Any extension must not exceed five (05) working days, unless otherwise agreed at the request of the Board member.
7. Information and documents must be provided directly to the requesting Board member and simultaneously sent to the Company's Corporate Governance Officer for recording and filing. Confidential information must still be provided through an appropriate secure method; the confidential nature of information is not a basis for refusing to provide it to a Board member. Where the law prohibits disclosure or requires partial restriction, the Manager must provide the information that may lawfully be disclosed and notify the Board member in writing, clearly stating the legal basis for the refusal or restriction.

8. Where a Manager fails to provide, provides late, incompletely or inaccurately, the requested information or documents, the Board member may request the Chief Executive Officer, the Chairperson of the Board of Directors or the Board of Directors to direct the provision thereof and consider the responsibility of the relevant individual. Failure to properly comply with an information request shall be considered in the assessment of duty performance and in determining responsibility under the Company's Charter, internal regulations and applicable law.
9. Board members are responsible for using the information and documents provided solely for the proper performance of their duties; maintaining confidentiality and not providing such information to any third party, except where requested by a competent authority or otherwise provided by law. The right to request information must not be used to obstruct the Company's normal operations or serve the personal interests of a Board member or any other organization or individual.
10. Where necessary, to support independent and objective decision-making and protect the interests of the Company, the Board of Directors or the Chairperson of the Board of Directors may require the Company to engage independent advisors (legal, financial, audit, etc.) to assess information and documents provided by the Board of Management. The costs of engaging independent advisors shall be borne by the Company within the annual operating budget of the Board of Directors approved by the General Meeting of Shareholders.

Article 5. Term of Office and Number of Board Members

1. The Board of Directors consists of five (05) members.
2. The term of office of a Board member shall not exceed five (05) years and may be renewed for an unlimited number of terms. An individual may be elected as an Independent Director of the Company (in the case of a listed company) for no more than two (02) consecutive terms.
3. If all Board members simultaneously complete their terms of office, they shall continue to serve as Board members until new members are elected to replace them and assume their duties.

Article 6. Standards and Conditions for Board Members

1. Board members must satisfy the following standards and conditions:
 - a. Have full civil capacity and not fall within any category prohibited from managing an enterprise under Clause 2, Article 17 of the Law on Enterprises;
 - b. Possess professional qualifications and experience in business management or in the Company's business sector, industry or business lines, and are not required to be shareholders of the Company unless otherwise provided by the Company's Charter;
 - c. A Board member of the Company may concurrently serve as a member of the Board of Directors or Members' Council of no more than five (05) other companies;
 - d. Other standards and conditions as prescribed by the Company's Charter.
2. Independent Board Members (in the case of a listed company) must satisfy the following standards and conditions:
 - a. Not be currently working for the Company, its parent company or any subsidiary of

- the Company; and not have worked for the Company, its parent company or any subsidiary of the Company at any time during the three (03) years immediately preceding;
- b. Not receive a salary or remuneration from the Company, except for allowances payable to Board members in accordance with applicable regulations;
- c. Not have a spouse, biological or adoptive father or mother, biological or adoptive child, or full sibling who is a major shareholder of the Company or a Manager of the Company or any subsidiary of the Company;
- d. Not directly or indirectly own at least one percent (1%) of the total voting shares of the Company;
- e. Not have previously served as a Board member or member of the Board of Supervisors of the Company at any time during the five (05) years immediately preceding, except where continuously appointed for two (02) terms.

Article 7. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, dismissed or removed by the Board of Directors from among its members.
2. The Chairperson of the Board of Directors of the Company may not concurrently serve as Chief Executive Officer.
3. The Chairperson of the Board of Directors has the following rights and obligations:
 - a. Prepare the agenda and operating plan of the Board of Directors;
 - b. Ensure that the Board of Directors submits the annual financial statements, the Company's operational report, audit report and the Board's inspection report to Shareholders at the General Meeting of Shareholders;
 - c. Prepare the agenda, contents and materials for meetings; convene, chair and preside over meetings of the Board of Directors;
 - d. Organize the adoption of resolutions and decisions of the Board of Directors;
 - e. Decide to obtain written opinions from Board members for approval of matters within the Board's decision-making authority under the Company's Charter where the Chairperson considers it unnecessary to convene an extraordinary Board meeting. Approve the form and contents of the voting form;
 - f. Supervise and urge the organization and implementation of resolutions and decisions of the Board of Directors and its committees (if any);
 - g. Preside over meetings of the General Meeting of Shareholders;
 - h. On behalf of the Board of Directors, sign the employment contract with the Chief Executive Officer;
 - i. On behalf of the Board of Directors, sign decisions and other documents of the Board after more than fifty percent (50%) of the total number of Board members have agreed (directly by adopting a resolution at a meeting or by written consultation) on matters within the Board's decision-making authority;
 - j. Assign Board members to perform duties within the Company's governance functions; monitor and urge Board members in performing their corporate

governance duties; assess the performance of each Board member, committee (if any) and Board council at least once a year, and confirm to the General Meeting of Shareholders that the Board has achieved the required assessment results before reappointment or dismissal;

- k. Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.
- 4. If the Chairperson of the Board of Directors submits a resignation or is removed or dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or the date of removal or dismissal.
- 5. If the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another Board member in writing to exercise the rights and obligations of the Chairperson in accordance with the principles set out in the Company's Charter. If no authorized person is available, or if the Chairperson dies, is missing, is detained, is serving a prison sentence, is subject to administrative handling at a compulsory rehabilitation establishment or compulsory educational establishment, has absconded from his/her place of residence, has restricted or lost civil capacity, has difficulty in awareness or control of conduct, or has been prohibited by a court from holding office, practicing a profession or performing certain work, the remaining Board members shall elect one of their number to serve as Chairperson by a majority of the remaining members until a new decision is issued by the Board of Directors.
- 6. Where deemed necessary, the Chairperson of the Board of Directors may recruit and appoint a Company Secretary to assist the Board and the Chairperson in performing duties within their authority in accordance with law and the Company's Charter. The Company Secretary has the following rights and obligations:
 - a. Assist in organizing and convening meetings of the General Meeting of Shareholders and the Board of Directors; prepare meeting minutes;
 - b. Assist Board members in exercising their assigned rights and performing their obligations;
 - c. Assist the Board of Directors in applying and implementing corporate governance principles;
 - d. Assist the Company in developing shareholder relations and protecting the lawful rights and interests of shareholders; assist the Company in properly complying with its obligations regarding information provision, disclosure and administrative procedures;
 - e. Maintain confidentiality of information in accordance with law and the Company's Charter;
 - f. Other rights and obligations as prescribed by the Company's Charter.
- 7. Where deemed necessary and not prohibited by law, the Chairperson of the Board of Directors may grant case-specific or standing authorization, or delegate authority to one or more other Board members to sign documents on behalf of the Chairperson and exercise certain authorities, responsibilities and duties of the Chairperson. Authorized Board members shall be accountable to the Chairperson for the performance of the authorized duties.

Article 8. Dismissal, Removal, Replacement and Addition of Board Members

1. The General Meeting of Shareholders shall dismiss a Board member in the following cases:
 - a. Failure to satisfy the standards and conditions prescribed in Article 155 of the Law on Enterprises and Article 28 of the Company's Charter;
 - b. Submission of a resignation that has been accepted;
 - c. Other cases prescribed by the Company's Charter.
2. The General Meeting of Shareholders shall remove a Board member in the following cases:
 - a. Failure to participate in Board activities for six (06) consecutive months, except in force majeure circumstances;
 - b. Other cases prescribed in Article 35 of the Company's Charter.
3. Where deemed necessary, the General Meeting of Shareholders may decide to replace a Board member and dismiss or remove a Board member in cases other than those specified in Clauses 1 and 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional Board members in the following cases:
 - a. The remaining number of Board members or Independent Board Members (in the case of a listed company) is lower than the minimum number prescribed by law. In this case, the Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of members decreases by more than one-third;
 - b. The number of Independent Board Members decreases and no longer satisfies the ratio prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;
 - c. Except in the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace a Board member who has been dismissed or removed at its next meeting.

Article 9. Election, Dismissal and Removal of Board Members

1. A shareholder or group of shareholders holding the following percentages of voting shares has the right to nominate candidates to the Board of Directors as follows:
 - a. Holding from 10% to less than 20% of voting shares: may nominate a maximum of one (01) candidate;
 - b. Holding from 20% to less than 30% of voting shares: may nominate a maximum of two (02) candidates;
 - c. Holding from 30% to less than 40% of voting shares: may nominate a maximum of three (03) candidates;
 - d. Holding from 40% to less than 50% of voting shares: may nominate a maximum of four (04) candidates;
 - e. Holding from 50% to less than 60% of voting shares: may nominate a maximum of five (05) candidates;

- f. Holding from 60% to less than 70% of voting shares: may nominate a maximum of six (06) candidates;
 - g. Holding 70% or more of voting shares: may nominate a maximum of seven (07) candidates.
- 2. The nomination of candidates to the Board of Directors shall be conducted as follows:
 - a. Common shareholders forming a group to nominate candidates to the Board of Directors must notify the shareholders attending the meeting of the formation of such group before the opening of the General Meeting of Shareholders;
 - b. Based on the number of Board members, a shareholder or group of shareholders may nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for the Board. If the number of candidates nominated by a shareholder or group of shareholders is lower than the number they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.
 - 3. If the number of Board candidates resulting from nomination and self-nomination remains insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance and these Regulations on the Operation of the Board of Directors. Any additional candidates introduced by the incumbent Board must be clearly disclosed before the General Meeting of Shareholders votes to elect Board members in accordance with law.
 - 4. Where candidates have been identified, the shareholder or group of shareholders must submit the nomination/self-nomination dossier to the Board of Directors by the deadline specified in the meeting invitation so that the Company can make the required disclosure at least ten (10) days before the opening of the General Meeting of Shareholders.
 - 5. The Board of Directors (or the Human Resources Committee under the Board, if any) is responsible for receiving and reviewing the validity of nomination/self-nomination dossiers. The Board may refuse to include a candidate in the list submitted to the General Meeting of Shareholders if the candidate fails to satisfy the standards prescribed in Article 6 of these Regulations or if the dossier is submitted late or is incomplete as required by law and the Company's Charter.
 - 6. Voting for election of Board members must be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the number of shares held multiplied by the number of Board members to be elected, and may allocate all or part of such votes to one or more candidates. Elected Board members shall be determined by the number of votes received, from highest to lowest, beginning with the candidate receiving the highest number of votes until the number of members prescribed by the Company's Charter is reached. If two or more candidates receive the same number of votes for the final Board seat, a re-election shall be conducted among the tied candidates or selection shall be made in accordance with the election regulations or the Company's Charter.

7. The election, dismissal and removal of Board members shall be decided by the General Meeting of Shareholders by voting or electronic voting (in the case of an online meeting).

Article 10. Notice of Election, Dismissal and Removal of Board Members

1. Where Board candidates have been identified, the Company must disclose information relating to the candidates at least ten (10) days before the opening of the General Meeting of Shareholders on the Company's website so that Shareholders may review the candidates before voting. Each Board candidate must provide a written undertaking as to the truthfulness and accuracy of the disclosed personal information and undertake to perform his/her duties honestly, prudently and in the best interests of the Company if elected as a Board member. Information relating to Board candidates to be disclosed includes:
 - a. Full name, date, month and year of birth;
 - b. Professional qualifications;
 - c. Employment and professional history;
 - d. Other management positions held (including Board positions in other companies);
 - e. Interests related to the Company and its related parties;
 - f. Other information (if any) as prescribed by the Company's Charter.
 - g. The Company is responsible for disclosing information on companies in which a candidate currently serves as a Board member or holds other management positions, and any interests of the candidate related to the Company (if any).
2. Notice and disclosure of information on the results of the election, dismissal and removal of Board members shall comply with applicable guidance on information disclosure.

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and Obligations of the Board of Directors

1. The Board of Directors is the Company's management body and has full authority, in the name of the Company, to make decisions and exercise the Company's rights and perform its obligations, except for rights and obligations falling within the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board has the following authorities and obligations:
 - a. Decide on the Company's strategy, medium-term development plans and annual business plan. Specifically, the Board of Directors shall organize the preparation of the Company's annual business plan by 31 December of the preceding year or by 31 January of the relevant year;
 - b. Set directions and decide on strategies and policy frameworks for sustainable development, digital transformation and risk governance appropriate to the Company's development context;

- c. Recommend the classes of shares and the total number of shares of each class that may be offered for sale;
- d. Decide to sell unsold shares within the number of shares authorized for offering of each class; decide to raise additional capital through other forms;
- e. Decide the selling price of the Company's shares and bonds;
- f. Decide on repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- g. Decide on investment in or sale of assets valued at less than thirty-five percent (35%) of the Company's total asset value stated in its latest financial statements;
- h. Decide on solutions for market development, marketing and technology;
- i. Approve purchase, sale, borrowing, lending and other contracts and transactions with a value of thirty-five percent (35%) or more of the total asset value stated in the Company's latest financial statements, except for contracts and transactions falling within the authority of the General Meeting of Shareholders under Articles 14 and 44 of the Company's Charter and applicable law.
- j. Elect, dismiss and remove the Chairperson of the Board of Directors; appoint, dismiss, enter into contracts with and terminate contracts with members of the Executive Board, the Company's Corporate Governance Officer and Chief Accountant, members of committees under the Board and other key Managers; decide their salaries, remuneration, bonuses and other benefits; appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies, and decide their remuneration and other benefits;
- k. Supervise and direct the Chief Executive Officer and other Managers in the day-to-day management of the Company's business operations;
- l. Decide on the Company's organizational structure and internal management regulations; decide on the establishment of subsidiaries and dependent units and on capital contributions to and acquisition of shares in other enterprises;
- m. Approve the agenda and meeting materials for the General Meeting of Shareholders; convene the General Meeting of Shareholders or obtain written opinions for the General Meeting of Shareholders to approve resolutions;
- n. Submit the annual financial statements for approval to the General Meeting of Shareholders;
- o. Recommend the dividend rate; decide the timing and procedures for dividend payment or treatment of losses arising in the course of business;
- p. Recommend reorganization or dissolution of the Company; request the bankruptcy of the Company;
- q. Decide to issue the Regulations on the Operation of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; and the Company's regulations on information disclosure;
- r. Determine the list of specific business activities deemed to be core business activities under the definition in Clause 2, Article 4 of the Company's Charter and the Internal Regulations on Corporate Governance;

- s. Salaries, bonuses, remuneration and expenses of committees and bodies assisting the Board of Directors;
 - t. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws and the Company's Charter.
3. The Board of Directors adopts resolutions and decisions by voting at meetings, written consultation or other forms prescribed by the Company's Charter. Each Board member has one vote.
 4. Where a resolution or decision adopted by the Board of Directors contravenes law, a resolution of the General Meeting of Shareholders or the Company's Charter and causes damage to the Company, the members who voted in favor shall be jointly and severally personally liable for such resolution or decision and shall compensate the Company for the damage; members who voted against the resolution or decision shall be exempt from liability. In such case, the Company's Shareholders have the right to request a court or arbitration to suspend the implementation of or annul such resolution or decision.
 5. Each Board member shall not be jointly liable for any act or liability of any Manager solely because such Manager was appointed or designated by the Board of Directors and/or nominated or designated by that Board member and/or is a related person of that Board member.

Article 12. Duties and Authorities of the Board of Directors in Approving and Entering into Contracts and Transactions

1. The Board of Directors has authority to approve:
 - a. Loans or guarantees specified in Point a, Clause 10, Article 53 of the Company's Charter that do not fall within the authority of the General Meeting of Shareholders;
 - b. Contracts and transactions valued at less than thirty-five percent (35%) of the total asset value stated in the Company's latest financial statements, or transactions resulting in an aggregate transaction value incurred within twelve (12) months from the date of the first transaction remaining below thirty-five percent (35%) of such total asset value, with any of the following parties:
 - (i) Board members, members of the Board of Supervisors, the Chief Executive Officer, other Managers and their related persons;
 - (ii) Shareholders and authorized representatives of shareholders holding more than ten percent (10%) of the Company's total ordinary shares, and their related persons;
 - (iii) Enterprises related to the persons specified in Clause 2, Article 164 of the Law on Enterprises and Clause 2, Article 42 of the Company's Charter;
 - c. Loan, lending or asset-sale contracts and transactions valued at or below ten percent (10%) of the total asset value stated in the Company's latest financial statements between the Company and a Shareholder holding fifty-one percent (51%) or more of the total voting shares or a related person of such Shareholder.
 - d. Other contracts and transactions falling within the Board's approval authority under Article 11 of these Regulations, the Company's Charter and applicable law.
2. The Company representative signing a contract or transaction must notify Board members and members of the Board of Supervisors of the related parties to such

contract or transaction and provide the draft contract or principal terms of the transaction. The Board of Directors shall decide whether to approve the contract or transaction within fifteen (15) days from receipt of the notice, unless the Company's Charter prescribes another period; a Board member having a related interest in a party to the contract or transaction shall not have voting rights.

Article 13. Responsibilities of the Board of Directors in Convening an Extraordinary General Meeting of Shareholders

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a. The Board of Directors considers it necessary in the interests of the Company;
 - b. The remaining number of Board members, Independent Board members (in the case of a listed company), non-executive Board members or members of the Board of Supervisors is lower than the minimum number prescribed by law;
 - c. At the request of a shareholder or group of shareholders specified in Clause 2, Article 11 of the Company's Charter; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting and bearing the signatures of the relevant shareholders, or the request may be made in multiple counterparts bearing all required signatures of the relevant shareholders;
 - d. At the request of the Board of Supervisors;
 - e. Quarterly, six-month or audited annual financial statements show that equity has fallen by one-half (1/2) compared with the beginning of the period. Where quarterly, six-month or annual financial statements show that equity has decreased by ten percent (10%) or more compared with the beginning of the period but has not reached the above mandatory threshold, the Chief Executive Officer must submit to the Board of Directors an explanatory report, risk assessment and remediation plan; the Board must promptly consider remedial measures and decide whether to convene an extraordinary General Meeting of Shareholders when deemed necessary in the interests of the Company;
 - f. Other cases as prescribed by law and the Company's Charter.
2. Convening an Extraordinary General Meeting of Shareholders
The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date on which the remaining number of Board members, Independent Board Members (in the case of a listed company), non-executive Board members or members of the Board of Supervisors is as specified in Point b of Clause 1 of this Article, or from receipt of a request specified in Points c and d of Clause 1 of this Article;
3. The person convening the General Meeting of Shareholders must perform the following tasks:
 - a. Prepare the list of shareholders entitled to attend the meeting;
 - b. Provide information and resolve complaints relating to the shareholder list;
 - c. Prepare the agenda and contents of the meeting;

- d. Prepare meeting materials;
- e. Draft resolutions of the General Meeting of Shareholders according to the expected meeting contents; prepare the list and detailed information of candidates in the case of election of Board members or members of the Board of Supervisors;
- f. Determine the time and venue of the meeting;
- g. Send meeting invitations to each shareholder entitled to attend in accordance with the Law on Enterprises;
- h. Perform other tasks serving the meeting.

Article 14. Committees Assisting the Board of Directors

1. The Board of Directors may establish committees under its authority to be responsible for development policies, human resources, remuneration, internal audit and risk management. The number of committee members shall be decided by the Board and must be at least three (03), including Board members and external members. Independent Board Members (in the case of a listed company) / non-executive Board members should constitute a majority of the committee, and one of these members shall be appointed as Chair of the committee by decision of the Board. The activities of a committee must comply with the regulations and directions of the Board. A committee resolution shall only take effect when approved by a majority of members attending and voting at the committee meeting.
2. The Board of Directors may issue operating regulations for each committee, clearly specifying its composition, term of office, scope of work, access to information, budget, meeting and voting mechanisms, handling of conflicts of interest and reporting regime. Committees shall perform advisory, review and recommendation functions and shall not replace or transfer the decision-making authority or responsibilities of the Board; dissenting views must be fully reported to the Board of Directors.
3. The implementation of decisions of the Board of Directors or its committees must comply with applicable laws and the Company's Charter and Internal Regulations on Corporate Governance.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board within seven (07) working days from the date on which the election of the Board is completed. This meeting shall be convened and chaired by the member receiving the highest number or highest percentage of votes. If more than one member receives the same highest number or percentage of votes, the members shall elect, by majority, one of them to convene the Board meeting.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairperson of the Board of Directors shall convene a Board meeting in the following cases:

- a. At the request of the Board of Supervisors or an Independent Director (in the case of a listed company);
 - b. At the request of the Chief Executive Officer or at least five (05) other Managers;
 - c. At the request of at least two (02) Board members;
 - d. Where requested by the independent audit firm conducting the audit of the Company's financial statements, the Chairperson must convene a Board meeting to discuss the audit report and the Company's situation;
 - e. Other cases prescribed by the Company's Charter.
4. A request specified in Clause 3 of this Article must be made in writing and clearly state the purpose, matters to be discussed and decisions within the authority of the Board of Directors.
 5. The Chairperson must convene the Board meeting within seven (07) working days from receipt of a request specified in Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, the Chairperson shall be responsible for any damage caused to the Company; the requesting person has the right to replace the Chairperson in convening the Board meeting.
 6. The Chairperson or person convening a Board meeting must send the meeting invitation no later than three (03) working days before the meeting. The invitation must specifically state the time and venue, agenda, matters for discussion and decision. The invitation must be accompanied by the materials to be used at the meeting and the members' voting forms.
 7. Notice of invitation to a Board meeting may be sent by post, telephone, fax, email or other means and must reach the registered contact address of each Board member.
 8. The Chairperson or person convening the meeting shall send the meeting invitation and accompanying materials to members of the Board of Supervisors and the Chief Executive Officer who is not a Board member in the same manner as to Board members.
 9. Members of the Board of Supervisors have the right to attend Board meetings and to participate in discussions but have no voting rights.
 10. A Board meeting may be conducted when at least three-fourths ($\frac{3}{4}$) of the total number of members attend. If a meeting convened under this provision does not have sufficient attendees, a second meeting shall be convened within seven (07) days from the scheduled date of the first meeting. In such case, the meeting may proceed if more than one-half ($\frac{1}{2}$) of the Board members attend.
 11. A Board member shall be deemed to attend and vote at a meeting in the following cases:
 - a. Attend and vote directly at the meeting;
 - b. Authorize another person to attend and vote in accordance with Clause 12 of this Article;
 - c. Attend and vote via online conference, electronic voting or another electronic form;
 - d. Send a voting form to the meeting by post, fax or email.

12. Where a voting form is sent to the meeting by post, it must be enclosed in a sealed envelope and delivered to the Chairperson no later than one (01) hour before the opening of the meeting. The voting form may only be opened in the presence of all persons attending the meeting.
13. Members must fully attend Board meetings. A member may authorize another person to attend and vote if approved by a majority of Board members. The authorization to attend and vote must be made in writing.
14. A Board resolution or decision shall be adopted if approved by a majority of members attending the meeting (more than 50%); in the event of an equal number of votes, the final decision shall be that of the Chairperson.
15. Voting in cases involving a conflict of interest shall be conducted in accordance with the Company's Charter and the law on enterprises.

Article 16. Minutes of Board Meetings

1. Board meetings must be recorded in minutes and may be audio-recorded, recorded and stored in other electronic forms. The Chairperson is responsible for sending the Board meeting minutes to the members, and such minutes shall constitute authentic evidence of the matters conducted at the meeting unless an objection to the contents of the minutes is raised within ten (10) days from the date of delivery. Minutes must be prepared in Vietnamese and may also be prepared in a foreign language and shall include the following principal contents:
 - a. Name, head office address and enterprise registration number;
 - b. Time and venue of the meeting;
 - c. Purpose, agenda and contents of the meeting;
 - d. Full names of each member attending the meeting or authorized attendee, and full names of members not attending and the reasons;
 - e. Matters discussed and voted on at the meeting;
 - f. Summary of the opinions expressed by each member attending the meeting in the order in which the meeting proceeded;
 - g. Voting results, clearly identifying members voting in favor, against and abstaining;
 - h. Matters approved and the corresponding approval ratio;
 - i. Full names and signatures of the Chairperson and minute-taker, except as provided in Clause 2 of this Article.
2. If the Chairperson or minute-taker refuses to sign the minutes, the minutes shall nevertheless be valid if all other Board members attending the meeting agree to approve and sign the minutes and the minutes contain all contents required under Points a, b, c, d, e, f, g and h of Clause 1 of this Article. The minutes must clearly state that the Chairperson or minute-taker refused to sign. Persons signing the minutes shall be jointly responsible for the accuracy and truthfulness of the contents of the Board meeting minutes. The Chairperson and minute-taker shall bear personal liability for any damage caused to the enterprise by refusing to sign the minutes in accordance with the Law on Enterprises, the Company's Charter and relevant laws.

3. The Chairperson, minute-taker and persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the Board meeting minutes.
4. Board meeting minutes and materials used at the meeting must be kept at the Company's head office. Provision, extraction or copying of Board meeting minutes to organizations or individuals other than Board members and members of the Board of Supervisors requires the consent of the Chairperson in order to ensure the confidentiality of the Company's internal information.
5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy in content between the Vietnamese and foreign-language versions, the Vietnamese version shall prevail.
6. Matters approved by a majority of members attending the meeting (more than 50%) and recorded in the Board meeting minutes must be formalized into a resolution for approval.

Article 17. Written Consultation of Board Members

Where necessary, the Chairperson of the Board of Directors may obtain written opinions from Board members to approve matters within the Board's authority according to the following procedures:

1. Send the voting form together with relevant documents and the draft resolution to Board members. The voting form must clearly specify each matter, voting option, response deadline, supporting documents and a verifiable method of delivery and receipt;
2. Board members shall vote as requested by the Chairperson and return the completed voting form within the deadline stated therein;
3. The Chairperson shall appoint a Vote Counting Committee to verify the voting results of Board members;
4. A Board resolution shall be passed by written consultation if approved by more than fifty percent (50%) of Board members entitled to vote; in the event of an equal number of votes, the final decision shall be that of the Chairperson. A member having a related interest shall not vote on a matter involving a conflict of interest.
5. Failure to return the voting form within the deadline stated in the voting form shall be deemed non-participation in the vote.
6. The vote-counting results must be recorded in vote-counting minutes and retained together with the resolution dossier.
7. Based on the vote-counting results, the Chairperson, on behalf of the Board of Directors, shall sign and issue the Board resolution on matters approved by Board members. A Board resolution adopted by written consultation shall have the same effect and validity as a resolution approved by Board members at a duly convened and properly conducted meeting.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 18. Submission of Annual Reports

1. At the end of the financial year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:
 - a. The Board of Directors' activity report as prescribed in Point c, Clause 3, Article 139 of the Law on Enterprises and the Company's Charter, which must include the following contents:
 - (i) Remuneration, operating expenses and other benefits of the Board of Directors and each Board member as prescribed in Clause 3, Article 163 of the Law on Enterprises and the Company's Charter.
 - (ii) Summary of Board meetings and Board decisions.
 - (iii) Report on transactions between the Company and its subsidiaries, and Board members and their related persons; and transactions between the Company and companies in which a Board member has been a founding member or enterprise manager during the three (03) years immediately preceding the transaction.
 - (iv) Activities of Independent Board Members and the assessment results of each Independent Director regarding the performance of the Board of Directors (for listed companies).
 - (v) Activities of other committees under the Board of Directors (if any).
 - (vi) Results of supervision of the Chief Executive Officer.
 - (vii) Results of supervision of other executives.
 - (viii) Future plans.
 - b. The Company's business performance report;
 - c. Financial statements;
 - d. Report assessing the Company's management and administration;
 - e. Appraisal report of the Board of Supervisors.
2. The reports specified in Points a, b and c of Clause 1 of this Article must be sent to the Board of Supervisors for appraisal no later than thirty (30) days before the opening of the annual General Meeting of Shareholders, unless otherwise provided by the Company's Charter.
3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors and the audit report must be kept at the Company's head office no later than ten (10) days before the opening of the annual General Meeting of Shareholders. A shareholder who has continuously held Company shares for at least one (01) year has the right, individually or together with a lawyer, accountant or practicing auditor, to directly review the reports specified in this Article.

Article 19. Remuneration, Bonuses and Other Benefits of Board Members

1. The Company may pay remuneration and bonuses to Board members based on business results and performance.
2. Board members shall receive remuneration and bonuses. Work remuneration shall be calculated based on the number of working days necessary to complete the duties of a Board member and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member on the principle of consensus. The total remuneration and bonuses of the Board shall be decided by the General Meeting of Shareholders at its annual meeting.
3. The remuneration of each Board member and Board committee shall be accounted for as a business expense of the Company in accordance with corporate income tax laws, presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.
4. A Board member holding an executive position, serving on a Board committee (if any), or performing other work beyond the ordinary duties of a Board member may receive additional remuneration in the form of a lump-sum payment per assignment, salary, commission, profit-sharing percentage or another form pursuant to a Board resolution.
5. Board members are entitled to reimbursement of all travel, meals, accommodation and other reasonable expenses incurred in performing their duties as Board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or Board committees.
6. Board members may be provided with liability insurance by the Company after approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of Board members arising from violations of law or the Company's Charter.

Article 20. Disclosure of Related Interests

Unless the Company's Charter contains stricter provisions, disclosure of interests and related persons of the Company shall be conducted as follows:

1. Board members of the Company must declare to the Company their related interests, including:
 - a. The name, enterprise registration number, head office address, business lines and sectors of an enterprise in which they own contributed capital or shares; and the percentage and date of ownership of such contributed capital or shares;
 - b. The name, enterprise registration number, head office address, business lines and sectors of an enterprise in which their related persons jointly own or individually own contributed capital or shares exceeding ten percent (10%) of charter capital.
2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises; any amendment or supplement must be notified to the Company within seven (07) working days from the date of the corresponding amendment or supplement.
3. A Board member who, in his/her own name or in the name of another person, undertakes work in any form within the scope of the Company's business activities

must explain the nature and content of such work to the Board of Directors and the Supervisory Board and may only undertake such work upon approval by more than fifty percent (50%) of the total number of remaining Board members; if such work is undertaken without disclosure or without Board approval, all income derived from such activity shall belong to the Company.

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 21. Relationship among Board Members

1. The relationship among Board members is one of coordination. Board members are responsible for informing one another of relevant matters in the course of handling their assigned work.
2. In handling work, the Board member assigned primary responsibility must proactively coordinate where a matter relates to an area under another Board member's responsibility. Where Board members have differing opinions, the member with primary responsibility shall report to the Chairperson for consideration and decision within the Chairperson's authority, or organize a meeting or obtain opinions from Board members in accordance with law, the Company's Charter and these Regulations.
3. Where responsibilities are reassigned among Board members, the relevant work, files and documents must be handed over. The handover must be made in writing and reported to the Chairperson of the Board of Directors.

Article 22. Relationship with the Board of Management

1. The relationship between the Board of Directors and the Board of Management is one of coordination based on the coordination principles prescribed in Article 6 of the Internal Regulations on Corporate Governance.
2. The Board of Directors, the Board of Management and the Chief Executive Officer shall coordinate based on the following principles:
 - a. The convening of meetings, issuance of meeting invitations, preparation of minutes and notification of meeting results among the Board of Directors, Board of Management and Chief Executive Officer must be made in writing and retained in the governance records;
 - b. Board resolutions and decisions shall be promptly sent to the Chief Executive Officer, except for information whose access is restricted by law;
 - c. The Chief Executive Officer shall organize the implementation of Board resolutions and decisions and report on progress, difficulties, risks and remedial measures;
 - d. The Chief Executive Officer or another person/entity authorized under the Company's Charter may request the convening of a Board meeting and clearly state the matters to be considered;
 - e. The Chief Executive Officer shall provide periodic and ad hoc reports and governance information at the request of the Board of Directors;
 - f. The Board of Directors shall direct, inspect and supervise the implementation of resolutions, the delegation and authorization granted to the Chief Executive Officer, and day-to-day business activities falling within the Chief Executive Officer's authority;

- g. The list of reports, data, deadlines, points of contact and methods for providing information must be standardized to ensure completeness, accuracy, timeliness and confidentiality;
- h. The parties shall coordinate in controlling compliance, managing risks, handling related-party transactions and conflicts of interest, and making information disclosures.

Article 23. Relationship with the Board of Supervisors

1. The relationship between the Board of Directors and the Board of Supervisors is one of coordination based on the coordination principles prescribed in Article 6 of the Internal Regulations on Corporate Governance. The working relationship between the Board of Directors and the Board of Supervisors or Audit Committee shall be based on the principles of equality and independence, while maintaining close coordination and mutual support in performing their duties.
2. Upon receipt of inspection minutes or consolidated reports from the Board of Supervisors, the Board of Directors is responsible for reviewing them and directing the relevant departments to develop plans and promptly implement corrective measures.

Chapter VII

IMPLEMENTATION PROVISIONS

Article 24. Effectiveness

The Regulations on the Operation of the Board of Directors of Southern Airports Services Joint Stock Company consist of seven (07) Chapters and twenty-four (24) Articles and shall take effect from October 8, 2026. The Board of Directors shall be responsible for organizing the implementation of and publishing these Regulations on the Company's website. Any amendment or supplement to these Regulations shall fall within the authority of the General Meeting of Shareholders and shall be carried out in accordance with law and the Company's Charter.

**FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS**

[Signature] **CHAIRMAN**



NGUYỄN HẠNH

REGULATIONS
ON THE ORGANIZATION AND OPERATION OF
THE SUPERVISORY BOARD
SOUTHERN AIRPORTS SERVICES
JOINT STOCK COMPANY



Ho Chi Minh City, October 8, 2026

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Pursuant to the Law on Securities dated 26 November 2019, as amended and supplemented;

Pursuant to the Law on Enterprises dated 17 June 2020, as amended and supplemented;

Pursuant to Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented;

Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance providing guidance on certain matters of corporate governance applicable to public companies under Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter on Organization and Operation of Southern Airports Services Joint Stock Company;

Pursuant to Resolution of the General Meeting of Shareholders No.04-NQ/SASCO-DHĐCĐ-2026 dated October 8, 2026;

The Supervisory Board has developed the Regulations on the Operation of the SASCO Supervisory Board, which were approved by the General Meeting of Shareholders under Resolution No.04-NQ/SASCO-DHĐCĐ-2026 dated October 8, 2026;

The Regulations on the Operation of the SASCO Supervisory Board consist of the following provisions:

CHAPTER I

GENERAL PROVISIONS

Article 1. Interpretation of Terms

1. For the purposes of these Regulations on the Organization and Operation of the Supervisory Board of Southern Airports Services Joint Stock Company (*hereinafter referred to as the "Regulations"*), the following terms shall be construed as follows:
 - a. "Company" or "SASCO" means Southern Airports Services Joint Stock Company;
 - b. "General Meeting of Shareholders" means the General Meeting of Shareholders of Southern Airports Services Joint Stock Company;
 - c. "SASCO Charter" means the Charter on Organization and Operation of Southern Airports Services Joint Stock Company;
 - d. "Board of Directors" means the Board of Directors of Southern Airports Services Joint Stock Company;
 - e. "Supervisory Board" means the Supervisory Board of Southern Airports Services Joint Stock Company;
 - f. "Supervisory Board Member" means a member of the Supervisory Board of Southern Airports Services Joint Stock Company;
 - g. "Board of Management" means the Chief Executive Officer, Deputy General Managers and Chief Accountant of Southern Airports Services Joint Stock Company;
 - h. "Related Person" means an individual or organization having a direct or indirect

relationship with Southern Airports Services Joint Stock Company in accordance with the Law on Enterprises and the Law on Securities;

- i. "Internal Control System" means the set of mechanisms, policies, regulations, internal procedures and information technology-based control systems established by SASCO in compliance with applicable laws and implemented to ensure the prevention, detection and timely handling of risks and the achievement of established objectives;
 - j. "SASCO-affiliated Unit" or "Unit" means a functional department, office division or branch of Southern Airports Services Joint Stock Company.
2. Other terms and expressions used in these Regulations shall have the meanings prescribed in the Internal Regulations on Corporate Governance, the Company Charter and relevant laws.
 3. Principle of application: These Regulations shall be applied consistently with applicable laws, the Company Charter and the Internal Regulations on Corporate Governance. In the event of any inconsistency, the document having higher legal validity shall prevail; the Supervisory Board shall promptly submit proposed amendments to these Regulations to the General Meeting of Shareholders with respect to matters falling within the authority of the General Meeting of Shareholders.

Article 2. Purpose, Scope of Regulation and Applicable Subjects

1. These Regulations prescribe the organizational structure, qualifications, conditions, duties and powers of the Supervisory Board and Supervisory Board Members in accordance with the Law on Enterprises, the Company Charter and other relevant regulations.
2. The Supervisory Board, Units and individuals of SASCO involved in the organization and operation of the Supervisory Board shall comply with the SASCO Charter, these Regulations and other relevant provisions of law.

Article 3. Principles of Organization and Operation

1. The Supervisory Board shall be organized and operate in compliance with applicable laws, the Charter and SASCO's regulations.
2. The Supervisory Board shall exercise its assigned rights and perform its assigned duties independently, objectively, honestly, prudently and loyally so as to ensure the maximum lawful interests of the Company and its Shareholders.
3. The Supervisory Board shall operate on a collective basis; each Supervisory Board Member shall bear individual responsibility for his/her assigned scope of work and shall jointly be accountable to the General Meeting of Shareholders and before the law for the activities and decisions of the Supervisory Board.

CHAPTER II

SUPERVISORY BOARD MEMBERS (SUPERVISORS)

Article 4. Rights, Obligations and Responsibilities of Supervisory Board Members

1. Supervisory Board Members shall strictly comply with applicable laws, the SASCO Charter, Resolutions of the General Meeting of Shareholders and professional ethics in exercising their assigned rights and performing their assigned duties.
2. Supervisory Board Members shall exercise their assigned rights and perform their assigned duties honestly, prudently and to the best of their ability so as to ensure the maximum lawful interests of SASCO and its Shareholders.
3. Supervisory Board Members shall remain loyal to the interests of SASCO and its Shareholders and shall not use information, know-how, business opportunities, their position or title, or SASCO's assets for personal gain or for the benefit of other organizations or individuals.
4. Supervisory Board Members shall promptly, fully and accurately notify the Board of Directors and the Supervisory Board in writing of any interests they may have in economic organizations or other personal transactions that may give rise to a conflict of interest within seven (07) working days from the date on which such related interest arises and may only take advantage of such opportunities after the Board of Directors has reviewed and approved them.
5. Supervisory Board Members shall perform other obligations as prescribed by the Company Charter and applicable laws.
6. Where a Supervisory Board Member breaches the responsibilities prescribed in Clauses 1, 2, 3, 4 and 5 of this Article and thereby causes damage to SASCO or another person, such Supervisory Board Member shall be personally or jointly liable for compensation for such damage.
Any income or other benefits obtained by a Supervisory Board Member as a result of such breach shall be returned to SASCO.
7. Where a Supervisory Board Member is discovered to have breached his/her assigned rights or obligations, the person discovering such breach shall notify the Board of Directors and the Supervisory Board in writing and request the violating person to cease the violation and take remedial measures.

Article 5. Organizational Structure of the Supervisory Board

1. The Supervisory Board shall consist of three (03) members, including one (01) Head of the Supervisory Board. The term of office of a Supervisory Board Member shall not exceed five (05) years, and a member may be re-elected for an unlimited number of terms.
2. More than half of the Supervisory Board Members must permanently reside in Vietnam.
3. Where the terms of office of Supervisory Board Members expire at the same time and new Supervisory Board Members have not yet been elected, the outgoing Supervisory Board Members shall continue to exercise their rights and perform their obligations until the new Supervisory Board Members are elected and assume office.

Article 6. Qualifications and Conditions for Supervisory Board Members

A Supervisory Board Member must satisfy the following qualifications and conditions:

1. Not falling within the categories specified in Clause 2, Article 17 of the Law on

Enterprises;

2. Having received training in economics, finance, accounting, auditing, law, business administration or another discipline relevant to SASCO's business activities;
3. Not being a person having a family relationship with a member of the Board of Directors, the Chief Executive Officer or any other manager;
4. Not being a manager of the Company and not necessarily being a shareholder or employee of the Company;
5. Not working in SASCO's accounting or finance departments;
6. Not being a member or employee of an approved audit organization that has audited SASCO's financial statements during the immediately preceding three (03) years;
7. Satisfying other qualifications and conditions prescribed by relevant laws and the SASCO Charter.

Article 7. Head of the Supervisory Board

1. The Head of the Supervisory Board must hold at least a university degree in economics, finance, accounting, auditing, law, business administration or another discipline relevant to SASCO's business activities and satisfy the conditions prescribed in the Company Charter.
2. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; election, dismissal and removal shall be decided by majority vote.
3. Rights and duties of the Head of the Supervisory Board: In addition to organizing and implementing the powers and duties prescribed in Articles 12 and 13 of these Regulations, the Head of the Supervisory Board shall have the following specific rights and duties:
 - a. Assume overall responsibility for the activities of the Supervisory Board; lead the development, amendment and supplementation of the Regulations on the Operation of the Supervisory Board; prepare work plans and assign specific duties to Supervisory Board Members; supervise and direct each Supervisory Board Member in exercising his/her assigned rights and performing his/her assigned duties;
 - b. Convene and chair meetings of the Supervisory Board;
 - c. Request the Board of Directors, the Chief Executive Officer and other managers to provide relevant information for reporting to the Supervisory Board;
 - d. On behalf of the Supervisory Board, request the Chairperson of the Board of Directors to convene a meeting of the Board of Directors in accordance with the Law on Enterprises and the Company Charter;
 - e. On behalf of the Supervisory Board, replace the Chairperson of the Board of Directors in convening a meeting of the Board of Directors in accordance with the Law on Enterprises and the Company Charter;
 - f. Prepare and sign reports of the Supervisory Board, after consulting the Board of Directors, for submission to the General Meeting of Shareholders;
 - g. On behalf of the Supervisory Board, sign documents falling within the authority of

- the Supervisory Board;
- h. Attend meetings of the Board of Directors and Board of Management and express opinions without voting rights. Where his/her opinion differs from a Resolution or Decision of the Board of Directors, he/she may request that such opinion be recorded in the minutes of the Board of Directors meeting and report it to the General Meeting of Shareholders in accordance with applicable regulations;
 - i. Exercise other rights and perform other duties in accordance with applicable laws and the SASCO Charter.

Article 8. Nomination and Candidacy of Supervisory Board Members

- 1. A shareholder or group of shareholders holding at least ten percent (10%) of the total ordinary shares shall have the right to nominate candidates to the Supervisory Board, specifically as follows:
 - a. From 10% to less than 20% of voting shares: up to one (01) candidate;
 - b. From 20% to less than 30% of voting shares: up to two (02) candidates;
 - c. From 30% to less than 40% of voting shares: up to three (03) candidates;
 - d. From 40% to less than 50% of voting shares: up to four (04) candidates;
 - e. From 50% to less than 60% of voting shares: up to five (05) candidates;
 - f. From 60% to less than 70% of voting shares: up to six (06) candidates;
 - g. From 70% or more of voting shares: up to seven (07) candidates.
- 2. The nomination of candidates to the Supervisory Board shall be conducted as follows:
 - a. Ordinary shareholders forming a group for the purpose of nominating candidates to the Supervisory Board shall notify shareholders attending the General Meeting of Shareholders of the formation of such group prior to the opening of the meeting;
 - b. Based on the number of Supervisory Board Members, a shareholder or group of shareholders shall be entitled to nominate one or more candidates in accordance with Clause 1, Article 8 of these Regulations. Where the number of candidates nominated by a shareholder or group of shareholders is lower than the number they are entitled to nominate under Clause 1, Article 8 of these Regulations, the remaining candidates may be nominated by the Board of Directors, the Supervisory Board and other shareholders.
- 3. Where the number of candidates nominated or self-nominated for the Supervisory Board remains insufficient as required under Clause 1 of this Article, the incumbent Supervisory Board shall introduce additional candidates or organize nominations in accordance with the Company Charter, the Internal Regulations on Corporate Governance and the Regulations on the Operation of the Supervisory Board. Any additional candidates introduced by the incumbent Supervisory Board must be clearly disclosed before the General Meeting of Shareholders votes to elect Supervisory Board Members in accordance with applicable laws.

Article 9. Election, Dismissal and Removal of Supervisory Board Members

- 1. The election, dismissal and removal of Supervisory Board Members shall fall within the authority of the General Meeting of Shareholders.

2. Voting for the election of Supervisory Board Members shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of Supervisory Board Members to be elected, and each shareholder may allocate all or part of his/her total votes to one or more candidates. Successful candidates shall be determined according to the number of votes received in descending order, beginning with the candidate receiving the highest number of votes, until the number of members prescribed in the SASCO Charter is reached. Where two (02) or more candidates receive an equal number of votes for the final position on the Supervisory Board, a re-election shall be held among those candidates receiving an equal number of votes, or the candidate shall be selected in accordance with the criteria prescribed in the Election Regulations or the Company Charter.

Article 10. Cases of Dismissal and Removal of Supervisory Board Members

1. The General Meeting of Shareholders shall dismiss a Supervisory Board Member in any of the following cases:
 - a. The member no longer satisfies the qualifications and conditions prescribed in Article 6 of these Regulations;
 - b. The member submits a resignation and such resignation is accepted;
 - c. Other cases prescribed in the SASCO Charter.
2. The General Meeting of Shareholders shall remove a Supervisory Board Member in any of the following cases:
 - a. Failure to complete assigned duties or tasks;
 - b. Failure to exercise his/her rights or perform his/her obligations for six (06) consecutive months, except in force majeure circumstances;
 - c. Repeated or serious breach of the obligations of a Supervisory Board Member as prescribed by the Law on Enterprises and the SASCO Charter;
 - d. Other cases pursuant to a Resolution of the General Meeting of Shareholders.

Article 11. Notification of Election, Dismissal and Removal of Supervisory Board Members

1. Where candidates for the Supervisory Board have been identified, the Company shall disclose information relating to such candidates on SASCO's website at least ten (10) days before the opening date of the General Meeting of Shareholders so that shareholders may review information about the candidates before voting. A candidate for the Supervisory Board must provide a written undertaking regarding the truthfulness and accuracy of the personal information disclosed and undertake to perform his/her duties honestly, prudently and in the best interests of SASCO if elected as a Supervisory Board Member. Information relating to a Supervisory Board candidate to be disclosed shall include:
 - a. Full name and date of birth;
 - b. Professional qualifications;
 - c. Employment history;
 - d. Other managerial positions;

- e. Interests related to the Company and the Company's related parties;
 - f. Other information, if any, as prescribed by the SASCO Charter;
 - g. SASCO shall disclose information on companies in which the candidate currently holds managerial positions and any interests of the candidate related to the Company, if any.
2. Notification of the results of the election, dismissal and removal of Supervisory Board Members shall be carried out in accordance with applicable regulations on information disclosure.

CHAPTER III

OPERATION OF THE SUPERVISORY BOARD

Article 12. Rights, Obligations and Responsibilities of the Supervisory Board

The Supervisory Board is a body elected by the General Meeting of Shareholders to represent the Shareholders in independently, objectively and honestly supervising and evaluating all business, governance and management activities of SASCO and SASCO's financial condition, and shall be accountable to the General Meeting of Shareholders for the performance of its assigned duties.

The rights and duties of the Supervisory Board shall include:

1. Supervising the Company's financial condition and the compliance of the Board of Directors and the Chief Executive Officer with applicable laws in the management and operation of the Company.
2. Being accountable to the Shareholders for its supervisory activities.
3. Ensuring coordination with the Board of Directors, the Chief Executive Officer and Shareholders.
4. Developing the Regulations on the Operation of the Supervisory Board and submitting them to the General Meeting of Shareholders for approval.
5. Reporting at meetings of the General Meeting of Shareholders in accordance with Article 290 of Government Decree No. 155/2020/ND-CP dated 31 December 2020.
6. Having the right to access Company records and documents kept at the head office, branches and other locations and to enter the workplaces of Company managers and employees during working hours.
7. Examining the reasonableness, legality, honesty and prudence in the management and administration of business activities, and the systematic nature, consistency and appropriateness of accounting, statistical and financial reporting activities.
8. Reviewing the completeness, legality and truthfulness of SASCO's business performance reports, annual and six-month financial statements and reports evaluating the management activities of the Board of Directors, and submitting its appraisal report at the Annual General Meeting of Shareholders. Reviewing contracts and transactions with Related Persons that fall within the approval authority of the Board of Directors or the General Meeting of Shareholders and making

recommendations on contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders.

9. Reviewing, inspecting and evaluating the effectiveness and efficiency of the Company's internal control, internal audit, risk management and early-warning systems.
10. Reviewing SASCO's accounting books, accounting records and other documents and the management and administration of SASCO's activities whenever deemed necessary, pursuant to a Resolution of the General Meeting of Shareholders, or at the request of a shareholder or group of shareholders specified in Clause 2, Article 11 of the SASCO Charter.
11. At the request of a shareholder or group of shareholders specified in Clause 2, Article 11 of the SASCO Charter, the Supervisory Board shall conduct an inspection within seven (07) working days from receipt of the request. Within fifteen (15) days from completion of the inspection, the Supervisory Board shall report on the matters requested to be inspected to the Board of Directors and the requesting shareholder or group of shareholders. The inspection under this Clause shall not obstruct the normal activities of the Board of Directors or disrupt the management of SASCO's business operations.
12. Inspecting specific matters relating to the management and operation of SASCO at the request of a shareholder.
13. Recommending to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement or improve the organizational structure for the management, supervision and administration of SASCO's business operations.
14. Where any violation of law and/or breach of responsibilities by a Company manager and/or breach of the SASCO Charter by a Board of Directors Member, the Chief Executive Officer or another manager is discovered, the Supervisory Board shall notify the Board of Directors in writing within forty-eight (48) hours and request the violating person to cease the violation and take remedial measures.
15. Having the right to attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors and other meetings of SASCO.
16. Having the right to use independent consultants, the internal audit function and SASCO's internal inspection and control systems in order to perform its assigned duties. Where necessary, the Head of the Supervisory Board may request the Chairperson of the Board of Directors and the Chief Executive Officer to approve the use of Company officers and employees for implementation of the Supervisory Board's work program. Such use must be within the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders and comply with SASCO's administrative, safety and confidentiality procedures. The cooperation of the Chairperson of the Board of Directors and the Chief Executive Officer shall not be conditional upon their approval of the contents, conclusions or recommendations of the Supervisory Board and shall not unreasonably delay or obstruct supervisory activities;
17. Consulting the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.

18. Requesting the Board of Directors to convene an Extraordinary General Meeting of Shareholders.
19. Requesting the Chairperson of the Board of Directors to convene a meeting of the Board of Directors.
20. Requesting and receiving information relating to Related Persons and transactions with Related Persons.
21. Proposing and recommending that the General Meeting of Shareholders approve the list of approved independent audit organizations to audit SASCO's Financial Statements; an approved audit organization to inspect SASCO's activities where deemed necessary; the dismissal of an approved auditor where deemed necessary; audit fees; and other related matters.
22. Seeking independent professional or legal advice and ensuring the participation of external experts with appropriate experience and professional qualifications in SASCO's activities where deemed necessary.
23. Reviewing the management letter issued by the Independent Auditor and the responses of SASCO's Management.
24. Reviewing the results of internal investigations and the responses of the Board of Directors and Board of Management.
25. Having the right to appoint members to participate in inspection and internal audit teams organized by the Company at the Company's offices, branches or member units.
26. Exercising other rights and performing other obligations in accordance with the Law on Enterprises, the SASCO Charter and Resolutions of the General Meeting of Shareholders.

Article 13. Right of the Supervisory Board to Receive Information

1. Documents and information shall be provided to Supervisory Board Members at the same time and in the same manner as they are provided to Board of Directors Members, including:
 - a. Meeting notices, written voting forms for Board of Directors Members and accompanying documents;
 - b. Resolutions, Decisions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
 - c. Reports submitted by the Chief Executive Officer to the Board of Directors; management reports of the Board of Directors; accounting books, accounting documents, financial statements, management reports, audit reports, files relating to transactions with Related Persons, relevant contracts and decisions; documents regarding business and financial activities of SASCO, its affiliated Units, branches and subsidiaries; and/or other documents issued by SASCO or reasonably required for the performance of the Supervisory Board's duties;
 - d. The Company Secretary shall ensure that copies of all financial information and other information provided to Board of Directors Members are simultaneously provided to Supervisory Board Members.

2. Supervisory Board Members shall have the right to access SASCO's records and documents kept at the head office, branches and other locations and to enter the workplaces of SASCO managers and employees during working hours.
3. Supervisory Board Members shall be provided with the tools and facilities necessary for inspection activities and shall have the right to request the heads of the Company's Branches, Departments and Divisions to provide data, documents, information and explanations on activities as required for supervisory purposes.
4. The Board of Directors, the Chief Executive Officer and other managers shall fully, accurately and promptly provide information and documents on the management, administration and business operations of SASCO at the request of a Supervisory Board Member or the Supervisory Board. When requesting such information, the Supervisory Board Member shall specify the reasons in the written request.

Article 14. Supporting Function of the Supervisory Board

The Board of Directors and the Board of Management shall facilitate the Supervisory Board's access to documents, internal reports, production and business data, etc., and its use of the Company's advisory and supporting personnel, professional consulting services where necessary, or a dedicated support function for the Supervisory Board, so that the Supervisory Board may exercise its powers and perform its duties as effectively as possible.

Article 15. Responsibilities of the Supervisory Board in Convening Extraordinary General Meetings of Shareholders

1. The Supervisory Board shall be responsible for convening a General Meeting of Shareholders in place of the Board of Directors within thirty (30) days where the Board of Directors fails to convene a General Meeting of Shareholders in any of the following circumstances:
 - a. The remaining number of Board of Directors Members, independent members of the Board of Directors (in case of a listed company), non-executive Board of Directors Members or Supervisory Board Members falls below the number required by law;
 - b. At the request of a shareholder or group of shareholders specified in Clause 2, Article 11 of the SASCO Charter;
 - c. Where the Supervisory Board requests the convening of an Extraordinary General Meeting of Shareholders but the Board of Directors fails to do so.
2. Where quarterly, six-month or annual financial statements show that shareholders' equity has decreased by ten percent (10%) or more compared with the opening balance but has not yet reached the threshold requiring a meeting to be convened under the Company Charter, the Supervisory Board shall have the right to investigate the reasons, request the Chief Executive Officer to provide an explanation and submit remedial measures, and recommend that the Board of Directors convene, or request the convening of, an Extraordinary General Meeting of Shareholders where deemed necessary in the interests of SASCO.
3. Where the Supervisory Board fails to convene a General Meeting of Shareholders as required, the Supervisory Board shall compensate the Company for any resulting damage.
4. Expenses incurred in convening and conducting a General Meeting of Shareholders

pursuant to Clause 1 of this Article shall be reimbursed by the Company.

Article 16. Working Regime of the Supervisory Board

1. Supervisory activities shall be carried out regularly by the Supervisory Board for the purpose of preventing, detecting and promptly addressing violations of SASCO's Charter, regulations and rules at SASCO's head office.
2. During the performance of its duties, the Head of the Supervisory Board shall be responsible for providing full and timely information and regularly exchanging views with the Chairperson of the Board of Directors on matters relating to supervision and inspection.
3. All reports, conclusions and recommendations of the Supervisory Board, before being sent to the Board of Directors for consultation or submitted to the General Meeting of Shareholders, shall be circulated within the Supervisory Board for comments and approved by majority vote. A Supervisory Board Member shall have the right to reserve his/her opinion in the Supervisory Board's report.

Article 17. Meetings of the Supervisory Board

1. The Supervisory Board shall meet at least two (02) times per year and may convene extraordinary meetings to promptly address urgent matters. Meetings of the Supervisory Board shall be convened and chaired by the Head of the Supervisory Board. A meeting of the Supervisory Board shall be conducted where at least two-thirds (2/3) of the Supervisory Board Members are present.
2. At Supervisory Board meetings, the Head of the Supervisory Board may request Board of Directors Members, the Chief Executive Officer, specialists from functional departments, Company office personnel and independent auditors to attend, provide explanations and express opinions on matters under the Supervisory Board's consideration.

Article 18. Adoption of Decisions of the Supervisory Board

1. Each Supervisory Board Member attending a meeting shall have one vote. Where a Supervisory Board Member is unable to attend a meeting, he/she may authorize in writing another Supervisory Board Member who is entitled to vote to cast a vote on his/her behalf.
2. A decision of the Supervisory Board shall be adopted if approved by more than fifty percent (50%) of the Supervisory Board Members entitled to vote and attending the meeting. In the event of an equality of votes, the final decision shall follow the opinion of the Head of the Supervisory Board or the member authorized by the Head of the Supervisory Board to chair the meeting where the Head is absent.
3. Where the Supervisory Board seeks written opinions for the purpose of adopting a decision on a matter, such decision shall be adopted if approved by more than fifty percent (50%) of the Supervisory Board Members entitled to vote. In the event of an equality of votes, the final decision shall follow the opinion of the Head of the Supervisory Board. A decision of the Supervisory Board adopted by written consultation shall have the same validity as a decision adopted by Supervisory Board Members at a duly convened and conducted meeting.

Article 19. Minutes of Supervisory Board Meetings

1. Minutes of Supervisory Board meetings shall be prepared in detail and clearly in Vietnamese and shall be signed by the minute-taker and all Supervisory Board

Members attending the meeting. The minutes shall include the following contents:

- a. Date, month and year, and commencement and closing times;
 - b. Whether the meeting is a regular or extraordinary meeting; in the case of an extraordinary meeting, the reason for and person requesting the meeting;
 - c. Participants and absentees;
 - d. Matters discussed;
 - e. Voting results on each matter, including the numbers of votes in favor, against and abstaining; opinions of individual members, reserved opinions, disclosed conflicts of interest, if any; and conclusions and recommendations on each matter.
2. The chairperson of the meeting shall manage and distribute the minutes of the Supervisory Board meeting to the Supervisory Board Members.
 3. Minutes of Supervisory Board meetings shall be retained and preserved by the SASCO Supervisory Board in order to determine the responsibilities of each Supervisory Board Member.

CHAPTER IV

REPORTING AND DISCLOSURE OF INTERESTS

Article 20. Submission of Annual Reports

Reports of the Supervisory Board at the Annual General Meeting of Shareholders shall include the following:

1. A report on SASCO's business performance and on the performance of the Board of Directors and Board of Management for submission to the Annual General Meeting of Shareholders for approval.
2. A self-assessment report on the performance of the Supervisory Board and each Supervisory Board Member.
3. Remuneration, operating expenses and other benefits of the Supervisory Board and Supervisory Board Members.
4. A summary of Supervisory Board meetings and the conclusions and recommendations of the Supervisory Board; results of supervision of SASCO's operational and financial condition.
5. A report assessing transactions between SASCO, its subsidiaries and other companies in which SASCO holds control over more than fifty percent (50%) of the charter capital, and members of the Board of Directors, the Chief Executive Officer and persons related to such members; and transactions between SASCO and companies in which a member of the Board of Directors, the Chief Executive Officer or another executive has been a founding member or manager during the three (03) years preceding the transaction.
6. Results of supervision of the Board of Directors, the Chief Executive Officer and other executives of the Company.
7. Results of the assessment of coordination between the Supervisory Board, the Board of Directors, the Chief Executive Officer and Shareholders.

8. Proposals and recommendations for the General Meeting of Shareholders to approve the list of approved audit organizations to audit SASCO's Financial Statements and for an approved audit organization to inspect SASCO's activities where deemed necessary.

Article 21. Salaries and Other Benefits

1. Supervisory Board Members shall receive salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the aggregate amount of salaries, remuneration, bonuses and other benefits and the annual operating budget of the Supervisory Board.
2. Supervisory Board Members shall be reimbursed for reasonable accommodation, travel and independent consulting service expenses. The total amount of such remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Supervisory Board shall be included in SASCO's business operating expenses in accordance with corporate income tax laws and other relevant laws and shall be presented as a separate item in SASCO's annual financial statements.

Article 22. Disclosure of Related Interests

1. Supervisory Board Members shall declare to SASCO their related interests, including:
 - a. Name, enterprise registration number, head-office address and business lines of enterprises of which they are owners or in which they own capital contributions or shares; and the ownership percentage and date on which such ownership or capital contribution arose;
 - b. Name, enterprise registration number, head-office address and business lines of enterprises in which their Related Persons are owners or jointly or individually own capital contributions or shares representing more than ten percent (10%) of charter capital.
2. The declaration prescribed in Clause 1 of this Article shall be made within seven (07) working days from the date on which the related interest arises. Any amendment or supplementation shall be notified to SASCO within seven (07) working days from the date of the corresponding amendment or supplementation.
3. Supervisory Board Members and their Related Persons may only use information obtained by virtue of their positions for the benefit of SASCO.
4. Supervisory Board Members shall notify the Board of Directors and the Supervisory Board in writing of transactions between SASCO, its subsidiaries or other companies in which SASCO controls more than fifty percent (50%) of charter capital, on the one hand, and a Supervisory Board Member or the Related Persons of such Supervisory Board Member, on the other hand, in accordance with applicable laws. Where the foregoing transactions are approved by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose information on the relevant Resolutions in accordance with securities laws on information disclosure.

5. Supervisory Board Members and their Related Persons shall not use or disclose internal information to other persons for the purpose of conducting related transactions.

CHAPTER V

RELATIONSHIPS IN THE OPERATION OF THE SUPERVISORY BOARD

Article 23. Relationships among Supervisory Board Members

Supervisory Board Members shall be independent of and not subordinate to one another, while coordinating and cooperating in common activities to ensure the proper performance of the responsibilities, rights and duties of the Supervisory Board in accordance with applicable laws and the SASCO Charter. The Head of the Supervisory Board shall coordinate the general activities of the Supervisory Board but shall not have the authority to control other Supervisory Board Members.

Article 24. Relationship with the General Meeting of Shareholders

1. The Supervisory Board shall at all times give due regard to the interests of Shareholders and shall be accountable to Shareholders for reviewing the accuracy, truthfulness and reasonableness of data and records relating to the Company's activities.
2. The Supervisory Board shall report on its activities at the Annual General Meeting of Shareholders and shall conduct extraordinary inspections and report on relevant matters upon receipt of a request from a shareholder or group of shareholders specified in Clause 2, Article 11 of the SASCO Charter.

Article 25. Relationship with the Board of Directors

1. The Supervisory Board shall be independent of the Company's Board of Directors and shall perform the function of supervising the activities of the Board of Directors.
2. The Supervisory Board shall closely coordinate with the Board of Directors in the course of its operations; monitor the Board of Directors' directions in rectifying and addressing violations in accordance with recommendations made by the Supervisory Board following inspections and re-inspections; advise the Board of Directors on the selection of an independent audit firm or recommend the engagement of experts; and consult the Board of Directors before submitting reports, results and recommendations to the General Meeting of Shareholders.

Article 26. Relationship with the Board of Management

1. The Supervisory Board shall be independent of the Company's Board of Management and shall perform the function of supervising the Board of Management. The Chief Executive Officer and other managers of the Company shall fully, accurately and promptly provide information and documents regarding the management, administration and business operations of SASCO, as well as facilities required for inspection and supervision, at the request of a Supervisory Board Member or the Supervisory Board.
2. The Board of Management shall notify the Supervisory Board of the time and location

of regular management meetings or other specialized meetings relating to SASCO's business operations and provide relevant documents, if any.

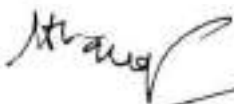
3. Reports submitted by the Chief Executive Officer to the Board of Directors shall simultaneously be provided to the Supervisory Board in accordance with applicable regulations. The Chief Executive Officer shall arrange for the preparation and submission of reports requested by the Supervisory Board for supervisory and inspection activities in accordance with applicable regulations.
4. The Chief Executive Officer shall be responsible for implementing recommendations of the Supervisory Board or reporting to the Board of Directors any points of disagreement with such recommendations and implementing the directions of the Board of Directors, while simultaneously notifying the Supervisory Board of relevant matters.

CHAPTER VI IMPLEMENTATION PROVISIONS

Article 27. Effectiveness

These Regulations on the Organization and Operation of the Supervisory Board of Southern Airports Services Joint Stock Company consist of six (06) Chapters and twenty-seven (27) Articles and shall take effect from October 8, 2026. Any amendment or supplementation to these Regulations must be approved by the General Meeting of Shareholders on the basis of a draft prepared by the Supervisory Board.

**FOR AND ON BEHALF OF
THE SUPERVISORY BOARD
HEAD OF THE BOARD**




LUU QUOC HOANG

PROPOSAL

Re “Dismissal of a Member of the Board of Directors and Proposal for the Election of an Additional Member of the Board of Directors for the Remaining Term of Office 2024 – 2029”

To: GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its amendments, supplements and implementing regulations;*
- *The Law on Securities No. 54/2019/QH14 dated 26 November 2019 and its amendments, supplements and implementing regulations;*
- *Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*
- *Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance guiding a number of provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP;*
- *The Charter on Organization and Operation of Southern Airports Services Joint Stock Company (“the Company/ SASCO”);*

The Board of Directors respectfully submits to the General Meeting of Shareholders the following matter:

1. Dismissal of a Member of the Board of Directors:

- *Based on the documents referred to in the legal grounds of this Proposal;*
- *Pursuant to Resolution No. 426/NQ-HDQT dated 28 July 2026 of the Board of Directors of Airports Corporation of Vietnam – JSC (ACV) regarding the termination of the appointment of Mr. Nguyen Van Hung Cuong as ACV’s Representative of Capital at SASCO and his cessation of participation as a member of the Board of Directors of SASCO (“Resolution 426”);*
- *Based on the resignation letter dated 30 July 2026 of Mr. Nguyen Van Hung Cuong;*

The Board of Directors of SASCO respectfully submits to the General Meeting of Shareholders for approval the dismissal of Mr. Nguyen Van Hung Cuong from the position of Member of the Board of Directors, in accordance with Article 35 of the Charter on Organization and Operation of SASCO.

2. Election of an additional Member of the Board of Directors for the remaining term of office 2024 – 2029:

- 2.1. Number of additional members of the Board of Directors to be elected: **01 person.** *(In accordance with the Company’s Charter)*

2.2. Qualifications and conditions:

In accordance with the Law on Enterprises and the Company's Charter.

3. List of candidates for the Board of Directors:

- 3.1. On 17 September 2026, the Board of Directors of SASCO issued Notice No. 124-2026/SASCO-HDQT to the Shareholders regarding the nomination and candidacy for election of Members of the Board of Directors and made the required information disclosure in accordance with regulations.
- 3.2. Pursuant to the Nomination Letter of the Board of Directors of ACV regarding the nomination of Mr. Du Kim Thang as a candidate for Member of the Board of Directors of SASCO for the remaining term of office 2024 – 2029.
- 3.3. **Information of the candidate nominated for election as an additional Member of the Board of Directors:**

Mr. DU KIM THANG

Nationality: Vietnamese

Date of birth: 15 April 1972

Place of birth: Ha Noi

Citizen Identification Card No.: 031072017131 – Date of issue: 13 January 2022 – Place of issue: Police Department for Administrative Management of Social Order.

Permanent address: 25/37/6 Cuu Long Street, Tan Son Hoa Ward, Ho Chi Minh City.

Professional qualifications: Master of Business Administration – Tarlac State University; Chemical Engineering – Ho Chi Minh City University of Technology.

Based on the qualifications, conditions, and valid application documents, the above-mentioned candidate meets the requirements to be included in the list of candidates for election as a Member of the Board of Directors. In addition, the number of 01 candidate meets the required number for the election of an additional Member of the Board of Directors.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the above list of candidates for the election of an additional Member of the Board of Directors for the remaining term of office 2024 – 2029, and respectfully requests the General Meeting to review the Election Regulations of the General Meeting in order to proceed with the election procedures at the General Meeting.

Respectfully yours.

ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN



NGUYEN HANH

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

NOMINATION LETTER
FOR CANDIDACY AS MEMBER OF THE BOARD OF DIRECTORS
Southern Airports Services Joint Stock Company

To: Southern Airports Services Joint Stock Company

Shareholder name: **AIRPORTS CORPORATION OF VIETNAM - JSC**

Enterprise Registration No.: 0311638525, first registered on 22/03/2012; 13th amendment registered on 24/6/2026.

Issued by: Ho Chi Minh City Department of Finance.

Legal representative (if any): Mr. **NGUYEN CAO CUONG**

Total shares owned: 49.07% of the joint stock company's charter capital.

Our Corporation hereby nominates:

Mr.: **DU KIM THANG**

Citizen ID No.: 031072017131 Date of issue: 13/01/2022

Issued by: Police Department for Administrative Management of Social Order.

Address: 25/37/6 Cuu Long, Tan Son Hoa Ward, Ho Chi Minh City

Phone: 0903831540

to stand as a candidate for the position of Member of the Board of Directors of Southern Airports Services Joint Stock Company (SASCO), term 2024 – 2029.

Sincerely,

Ho Chi Minh City, 17 September 2026

NOMINATOR



Nguyễn Cao Cường

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

1. Personal information

2. Professional qualifications

Period	Institution / Training provider	Qualification
04/2014 – 09/2014	IATA	Certificate: Aviation Security
04/2013 – 04/2015	Tarlac State University	Master of Business Administration

3. Work experience

Period	Position	Organization
12/1993 – 12/1995	Specialist	Sub-Institute of Food Industry in Ho Chi Minh City
12/1995 – 1/2006	Team Leader	Tan Son Nhat Cargo Services Co., Ltd.
1/2006 – 4/2010	Specialist	Tan Son Nhat Operations Center
4/2010 – 10/2013	Deputy Head of Operations Department	Saigon Cargo Service Joint Stock Company
10/2013 – 5/2016	Deputy Director	Con Dao Airport – Branch of Airports Corporation of Vietnam
5/2016 – present	Director	Con Dao Airport – Branch of Airports Corporation of Vietnam – JSC

4. Management positions (Board of Directors, Executive Board, Board of Management) currently held/nominated in other organizations

No.	Organization	Business Registration Certificate	Position	Start date in position

5. Candidate's commitments

- I commit that, if elected as a member of the Board of Directors/Supervisory Board, I will make every effort to fulfil my duties as a member in accordance with the law and the company's regulations; remain absolutely loyal to the company's interests; and comply with the regulations on avoiding conflicts of interest between myself and the company.

- I commit that the information declared above is entirely accurate, complete and truthful; if any of it is false, I shall bear full responsibility before the law.

Ho Chi Minh City, 17 September 2026.

CANDIDATE

(signature and full name)

**CONFIRMATION BY
COMPETENT AUTHORITY**

(local authority or current workplace)



Nguyễn Cao Cường

Du Kim Thang

Ho Chi Minh City, October 6, 2026.

REGULATIONS ON NOMINATION, SELF-NOMINATION, AND ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020, and relevant amendments, supplements, and guiding documents;*
- *The Law on Securities No. 54/2019/QH14 dated 26 November 2019, and relevant amendments, supplements, and guiding documents;*
- *Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*
- *Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance guiding a number of provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP;*
- *The Charter of Southern Airports Services Joint Stock Company ("Company/SASCO");*
- *The Internal Corporate Governance Regulations of Southern Airports Services Joint Stock Company.*

The Election and Vote-Counting Committee of the General Meeting hereby announces the Regulations on Nomination, Self-Nomination, and Election of Members of the Board of Directors of SASCO at the 2026 Extraordinary General Meeting of Shareholders of Southern Airports Services Joint Stock Company as follows:

I. Explanation of terms/ abbreviations

- Company : Southern Airports Services Joint Stock Company
- BOD : Board of Directors
- SB : Supervisory Board
- OC : Organizing Committee of the General Meeting
- GMS : General Meeting of Shareholders
- Delegate : Shareholder, representative (authorized person)

II. Chairperson at the General Meeting

The Chairperson at the meeting is responsible for presiding over the election, with specific duties as follows:

- Introduce the list of nominees for the Board of Directors;
- Resolve election complaints (if any).

III. Number, Term and Criteria for Members of the Board of Directors:

- Number of Board of Directors members : 01 person

- Term of office: The remaining period of the 2024 – 2029 term.
- 1. **Right to Nominate and Self-Nominate Candidates for the Board of Directors:**
 - Shareholders or groups of shareholders owning at least 10% of the total common shares shall have the right to nominate candidates for the Board of Directors. The nomination of candidates for the Board of Directors shall be carried out as follows:
 - + Common shareholders may form a group to nominate candidates for the Board of Directors and must notify the other shareholders attending the General Meeting of Shareholders of such grouping before the opening of the General Meeting of Shareholders;
 - + Based on the number of members of the Board of Directors, the shareholders or groups of shareholders specified in this Clause shall have the right to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors. In case the number of candidates nominated by a shareholder or group of shareholders is fewer than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.
- 2. **Eligibility Criteria for Candidates for the Board of Directors** *(According to the Law on Enterprises, Decree No. 155/2020/ND-CP and the Company's Charter):*
 - Must have full legal capacity and not fall under the category of persons prohibited from managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises No. 59/2020/QH14;
 - Must possess professional qualifications and experience in business administration or in the company's business sector and are not required to be shareholders of the company;
 - A member of the Board of Directors may concurrently serve as a member of the Board of Directors of no more than five (05) other companies.

IV. Election Principles

- Comply with the provisions of applicable laws and the Company's Charter.
- The number of votes held by each shareholder shall be determined based on the number of voting shares owned by the shareholder or represented by the shareholder under authorization. The election results shall be determined based on the total number of votes received by each candidate.
- Each shareholder Delegate may use only one ballot corresponding to the number of shares owned or represented.
- The Election and Vote-Counting Committee shall be nominated by the Chairing Committee and approved by the General Meeting. Members of the Election and Vote-Counting Committee must not be included in the list of nominees or candidates for the Board of Directors.

V. Election Method

1. The cumulative voting method shall be applied *(in accordance with Clause 3, Article 148 of the Law on Enterprises 2020):*
 The total number of votes held by each shareholder = The total number of voting shares owned by the shareholder or represented under authorization x The number of members of the Board of Directors to be elected.

2. Delegates attending the Meeting shall have the right to allocate all of their voting rights to one or more candidates.

VI. Ballots and Cases of Invalid Ballots

1. Ballot and Voting Instructions:

- a. The ballot shall be printed on **pink paper** and bear the (hanging) seal of SASCO.
- b. Ballot content:
 - Section 1: Information of the shareholder participating in the election (Full name of the shareholder, Number of shares owned, Total number of votes entitled to cast);
 - Section 2: List of candidates for members of the Board of Directors.

2. A ballot is valid if it falls into any of the following cases:

- The total number of votes allocated to the candidates must be stated in absolute numbers and must be less than or equal to the total number of votes the shareholder is entitled to cast;
- The ballot is left blank.

3. Cases of Invalid Ballots

- Ballots not in accordance with the form prescribed by the Company or without the Company's seal;
- Ballots that have been erased, altered, contain incorrectly written candidate names, or include names not on the list of candidates approved by the General Meeting of Shareholders prior to the voting;
- Ballots containing additional information or added symbols;
- Ballots that are not intact;
- Ballots in which the total number of voting rights allocated by the shareholder to candidates exceeds the total number of votes entitled to be cast as stated on the ballot;
- Ballots not filled out using absolute numbers.

VII. Election Procedures and Determination of Election Results

1. Voting and Vote Counting

- 1.1 The Election and Vote-Counting Committee shall inspect the ballot box in the presence of representatives of the shareholders;
- 1.2 Voting shall commence once the distribution of election ballots is completed and shall conclude after the last shareholder has cast their ballot into the ballot box;
- 1.3 Vote counting must be conducted immediately after voting ends;
- 1.4 The vote counting results shall be recorded in writing and publicly announced by the Head of the Election and Vote-Counting Committee at the General Meeting.

2. Principles for Determining Elected Candidates

- Elected candidates shall be determined based on the number of votes received in descending order, starting from the candidate with the highest number of votes until the required number of members is reached.
- In the event that two (02) or more candidates receive an equal number of votes for the final seat, a re-election shall be conducted among the candidates receiving the same number of votes.
- If the first round of voting does not result in the full number of required members being elected, subsequent rounds of voting shall be conducted until the required number of

members is fulfilled.

VIII. Preparation and Announcement of the Vote Counting Minutes

1. After the vote counting is completed, the Election and Vote-Counting Committee shall prepare the Vote Counting Minutes.
2. The Vote Counting Minutes shall include:
 - 2.1 Total number of voting rights;
 - 2.2 Total number of shareholders participating in the voting;
 - 2.3 The proportion of voting rights of shareholders participating in the voting compared to the total voting rights of shareholders attending the Meeting (based on the cumulative voting method);
 - 2.4 Number and proportion of valid and invalid ballots;
 - 2.5 Number and proportion of voting rights for each candidate for the Board of Directors;
 - 2.6 Announcement of the name of the elected member of the Board of Directors.
3. The full text of the Vote Counting Minutes must be publicly announced at the General Meeting.

IX. Effectiveness

These Regulations shall take effect immediately upon approval by the General Meeting of Shareholders.

These Regulations shall cease to be effective upon the conclusion of the 2026 Extraordinary General Meeting of Shareholders of Southern Airports Services Joint Stock Company.

The foregoing constitutes the full Regulations on the nomination, self-nomination, and election of members to be elected to the Board of Directors of SASCO at the 2026 Extraordinary General Meeting of Shareholders of Southern Airports Services Joint Stock Company, respectfully submitted to the General Meeting of Shareholders for consideration and approval.

**ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**

- Recipients:
- Shareholders;
 - Archive: Board of Directors.



NGUYEN HANH