

PHU NHUAN JEWELRY JOINT STOCK COMPANY



**INTERNAL REGULATION ON CORPORATE
GOVERNANCE**

Ho Chi Minh City, April 16th, 2024

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CHAPTER I

GENERAL REGULATIONS

Article 1. Applicable entities and governing scope

- 1.1. Governing scope: This Internal Regulation on Corporate Governance outlines the fundamental principles governing corporate governance to safeguard the lawful rights and interests of shareholders. It governs the roles, authorities, duties, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director. Additionally, it covers the order and procedures of the General Meeting of Shareholders, nomination, candidacy, election, removal, and dismissal of members of the Board of Directors, Audit Committee, Committees, Subcommittees, and Departments of the Board of Directors, as well as the General Director and authorized representatives of the Company at other organizations. Furthermore, it addresses the organization, coordination, and evaluation of activities, operational budgets, salaries, remunerations, and benefits of the entities listed in Article 1.2 of this Regulation, along with other activities as stipulated in the Company's Charter and relevant legal provisions.
- 1.2. Applicable entities: This Regulation applies to members of the Board of Directors, Audit Committee, Committees, Subcommittees, and Departments of the Board of Directors, as well as the General Director, other business executives, authorized representatives of the Company at other organizations, and other relevant individuals.
- 1.3. This regulation is published on the website of Phu Nhuan Jewelry Joint Stock Company.

Article 2. Definitions

- 2.1. The following terms are defined as follows:
 - a. "Corporate governance" refers to a system of rules designed to ensure the effective direction and control of the Company for the benefit of Shareholders and Persons with related interests. Principles of corporate governance include:
 - Ensuring the presence of an effective governance structure;
 - Safeguarding the rights of Shareholders;
 - Promoting fairness among Shareholders;
 - Ensuring the participation of parties with related interests;
 - Upholding transparency in the Company's operations; and
 - Effective leadership and control by the Board of Directors.
 - b. "Working days" refer to the days of the week, excluding Saturdays, Sundays, and any other holidays or days off as stipulated by law and the internal regulations of the Company.
 - c. "This Regulation" refers to the Internal Regulations on Corporate Governance of Phu Nhuan Jewelry Joint Stock Company and any related documents that amend, supplement, or replace it.
 - d. "Company" refers to Phu Nhuan Jewelry Joint Stock Company.

- e. "Office of the Board of Directors" refers to an office under the Board of Directors, established in accordance with the resolution/decision of the Board of Directors to assist in its functions, as well as Committees, Subcommittees, Departments, and the Chairperson of the Board of Directors as outlined in Article 11 of the Board of Directors' Regulations.
- f. Any other terms utilized in the Regulation shall be interpreted as specified in Article 2 of the Company's Charter.

Article 3. General provisions

- 3.1. The headings of each chapter, article, and clause of the Regulation are provided for convenience only and do not influence the interpretation of the provisions within these Regulation;
- 3.2. Within the Regulation, any mention of provisions or documents shall encompass amendments, supplements, or replacements made to them.

CHAPTER II

GENERAL MEETING OF SHAREHOLDERS

Article 4. Rights of Shareholders

Shareholders of the Company possess all rights outlined in Article 24 of the Company's Charter.

Article 5. Ensuring the rights of Shareholders

- 5.1. The Company is committed to safeguarding the lawful rights of all Shareholders, irrespective of their organizational status, individual identity, nationality, or shareholding size (majority or minority Shareholders).
- 5.2. Members of the Board of Directors, General Director, and Business Executives shall respect and conduct themselves fairly to uphold all legal rights of Shareholders as stipulated by law, the Company's Charter, and its Internal Management Regulations.

Article 6. General Meeting of Shareholders

- 6.1. The Company outlines the procedures and protocols for convening and conducting voting at the General Meeting of Shareholders in accordance with the stipulations of the Law on Enterprises, relevant legal statutes, and the Company's Charter. This encompasses the following key contents:
 - a. Authorization to call a General Meeting of Shareholders;
 - b. Public announcement of the shareholder list eligible to attend the General Meeting;
 - c. Issuance of official notices convening the General Meeting of Shareholders;
 - d. Agenda and proceedings of the General Meeting of Shareholders;
 - e. Procedures for shareholder registration for attendance at the General Meeting of Shareholders;
 - f. Requirements for the conduct of the meeting;

- g. Logistics and organization of the General Meeting of Shareholders;
 - h. Voting methods, tallying of votes, and announcement of voting results at the General Meeting of Shareholders;
 - i. Drafting the minutes of the General Meeting of Shareholders;
 - j. Protocols for contesting resolutions or decisions made at the General Meeting of Shareholders;
 - k. Public disclosure of resolutions or decisions adopted at the General Meeting of Shareholders;
 - l. Passing resolutions or decisions through the collection of written opinions; and
 - m. Other contents.
- 6.2. The Company meticulously complies to the prescribed order and procedures for convening the General Meeting of Shareholders, as delineated by relevant legal frameworks, the Company's Charter, the Regulation, and Internal Management Regulations.
- 6.3. Every year, the Company must convene an Annual General Meeting of Shareholders in accordance with the Company's Charter. The Annual General Meeting of Shareholders does not employ the method of collecting written opinions from Shareholders.
- 6.4. The Company endeavors to leverage modern information technology to facilitate Shareholders' participation and feedback during the General Meeting of Shareholders. Shareholders are provided with avenues for attendance and expression of opinions through online meetings, electronic voting, or other electronic means as outlined in Article 144 of the Law on Enterprises and the Company's Charter.
- 6.5. The General Meeting of Shareholders may convene through physical attendance, virtual attendance, or a hybrid format combining both, as determined by the resolution/decision of the Board of Directors.

In case when the General Meeting of Shareholders is conducted through virtual attendance or a combination of physical attendance and virtual attendance, the Board of Directors is empowered to consult the service provider for online meeting services to formulate regulations pertaining to meeting organization and associated voting procedures. Furthermore, the Board of Directors holds the authority to select an appropriate service provider for online meeting services to facilitate the General Meeting of Shareholders.

Article 7. Order and Procedures for Convening and Voting at the General Meeting of Shareholders

- 7.1. Authority to convene the General Meeting of Shareholders: The Board of Directors convenes the annual and extraordinary General Meetings of Shareholders rests with the Board of Directors. An extraordinary General Meeting of Shareholders is convened by the Board of Directors in accordance with the circumstances delineated in Clause 4, Article 30 of the Company's Charter.
- 7.2. Notice of Closing the List of Shareholders Eligible to Attend the General Meeting of Shareholders:

- a. The compilation of the list of Shareholders entitled to attend the General Meeting of Shareholders is based on the list of securities owners furnished by the Vietnam Securities Depository Center, as stipulated in Section 2.1, Clause 2, Article 32 of the Company's Charter; and
 - b. The list of shareholders eligible to attend the General Meeting of Shareholders must encompass essential details, including the full name, permanent address, nationality, citizen identification card number, identity card, passport, or valid personal identification card for individual shareholders. For legal shareholders who are entities, the list should include the name, enterprise code or establishment decision number, head office address, as well as the number of shares of each type, quantity, and the registration date of each shareholder.
- 7.3. The notification convening the General Meeting of Shareholders is conducted in accordance with the provisions outlined in Clause 3, Article 32 of the Company's Charter.
- 7.4. Agenda and content of the General Meeting of Shareholders:
- a. The person convening the General Meeting of Shareholders is tasked with preparing the agenda and content of the meeting;
 - b. Shareholders or groups of Shareholders specified in Clause 9. Article 24 of the Company's Charter possesses the right to propose issues for inclusion in the General Meeting of Shareholders agenda. Such proposals must be submitted in writing to the Company no later than three (03) working days before the meeting's commencement date. The proposal must distinctly specify the shareholder's name, the quantity of each type of shareholder's shares, and the proposed agenda item for the General Meeting of Shareholders;
 - c. Should the person convening the General Meeting of Shareholders reject a proposal as specified in Clause 7.4(b) of this Article, a written response detailing the rationale must be provided at least two (02) working days before the meeting's opening date. The person convening the General Meeting of Shareholders may only decline a proposal under the following circumstances:
 - The proposal was improperly submitted as stipulated in Clause 7.4(b) of this Article;
 - The proposed issue falls outside the decision-making purview of the General Meeting of Shareholders; and
 - Other scenarios outlined in the Company's Charter.
 - d. The person convening the General Meeting of Shareholders must incorporate the recommendations outlined in Clause 7.4(b) of this Article into the proposed agenda and meeting content, except in the case specified in Clause 7.4(c) of this Article. The proposal will be formally added to the agenda and meeting content upon approval by the General Meeting of Shareholders.

- 7.5. Conditions for conducting a General Meeting of Shareholders are specified in Clause 6, Article 30, Company's Charter.
- 7.6. Registration to attend the General Meeting of Shareholders:
- a. Shareholders opt to register to attend the General Meeting of Shareholders before the meeting's opening date, following the instructions provided in the meeting notice, which may include:
 - Registration via email or fax;
 - Appointment of an authorized representative to attend the meeting. If an organizational shareholder appoints more than one representative, the number of authorized shares for each representative must be clearly specified; or
 - Other registration methods prescribed by the Board of Directors in accordance with the laws.
 - b. On the day of the General Meeting of Shareholders, the Company facilitates the registration procedures for attending shareholders in line with Clause 2, Article 33 of the Company's Charter.
- 7.7. Voting Procedure: The voting form and method for each issue are determined in the Working Regulations endorsed by the General Meeting of Shareholders before its commencement.
- 7.8. Counting votes is conducted as follows:
- a. Before commencing the General Meeting of Shareholders, the Chairperson may appoint a vote counting committee upon request. This committee comprises no fewer than three (03) members. For contentious matters or upon shareholders' request, the Company may engage a neutral organization to oversee vote counting.
 - b. Vote counting adheres to the Meeting's Working Regulations and voting/election procedures, in accordance with Clause 14, Article 33 of the Company's Charter. The results are documented in a vote counting record, signed by all members of the vote counting committee. Subsequently, voting cards, vote counting minutes, and associated documents are sealed and handed over to the meeting chairperson at the General Meeting of Shareholders' conclusion.
- 7.9. The total number of shares with voting rights for, against, or expressing no opinion on each issue voted upon will be publicly announced by the chairperson or the vote counting committee. These tallies will be recorded in the minutes of the General Meeting of Shareholders after the vote counting process.
- 7.10. Minutes of the General Meeting of Shareholders are prepared in accordance with the provisions outlined in Article 35 of the Company's Charter.
- 7.11. Resolutions/decisions made during the General Meeting of Shareholders must adhere to disclosure requirements stipulated in securities laws. They are to be published on the

Company's website within twenty-four (24) hours following the conclusion of the General Meeting of Shareholders.

- 7.12. The procedure for collecting written opinions from shareholders to approve resolutions/decisions of the General Meeting of Shareholders follows the guidelines set forth in Article 36 of the Company's Charter.
- 7.13. Shareholders and groups of shareholders specified in Clause 9 of Article 24 of the Company's Charter retain the right to request a court or arbitrator(s) to review and invalidate resolutions/decisions of the General Meeting of Shareholders, as outlined in Article 37 of the Company's Charter.

CHAPTER III

THE BOARD OF DIRECTORS

Article 8. Board of Directors

- 8.1. The number and term of members of the Board of Directors are determined in accordance with the specifications outlined in Clause 2 and Clause 3 of Article 38 of the Company's Charter.
- 8.2. The composition of the Board of Directors ensures a harmonious mix of executive, non-executive, and independent members. The number of independent members conforms to the requirements specified in Clause 2 of Article 38 of the Company's Charter.
- 8.3. The Board of Directors establishes Committees, Subcommittees, Departments, and/or the Office of Board of Directors to provide assistance and support in the management activities of the Company and its subsidiary entities. This is in line with the Company's Charter, the Regulation, the Regulations of Board of Directors, the Regulations governing the organization and functioning of Committees, Subcommittees, and Departments, as well as the Company's Internal Management Regulations.

Article 9. Rights and Responsibilities of the Board of Directors

- 9.1. The Board of Directors bears the responsibility to the Shareholders for overseeing the Company's management; ensures the Company's activities adhere to legal stipulations, resolutions/decisions of the General Meeting of Shareholders, the Company's Charter, the Regulation, the Regulations of Board of Directors, and the Internal Management Regulation of the Company; upholds impartial treatment towards all Shareholders and acknowledges the interests of Stakeholders.
- 9.2. The Board of Directors is obligated to fully adhere to the rights and responsibilities delineated in the Law on Enterprises, resolutions/decisions of the General Meeting of Shareholders, the Company's Charter, the Regulation, the Regulations of Board of Directors, and the Internal Management Regulation of the Company.
- 9.3. The Company delineates the order and procedures for nominating, standing for election, dismissing, and removing members of the Board of Directors, as well as the arrangements for organizing the Board of Directors meetings, and the processes for coordinating

activities between the Board of Directors and the General Director. These encompass the following key aspects:

- a. Order and procedures for nominating, standing for election, dismissing, and removing members of the Board of Directors:
 - Standards for the Members of the Board of Directors;
 - Nomination and candidacy of the Members of the Board of Directors;
 - Procedures for electing the Members of the Board of Directors;
 - Circumstances for dismissal or removal of the Members of the Board of Directors; and
 - Notification regarding the election, dismissal, and removal of Board members.
- b. Order and procedures for organizing meetings of the Board of Directors:
 - Issuance of notices for meetings of the Board of Directors, detailing the agenda, time, venue, relevant documents, and voting paper for the Members of the Board of Directors who cannot attend the meeting;
 - Conditions for convening meetings of the Board of Directors;
 - Protocols for voting during meetings of the Board of Directors;
 - Procedures for passing resolutions/decisions of the Board of Directors;
 - Compilation of minutes for meetings of the Board of Directors; and
 - Notification for resolutions/decisions of Board of Directors.
- c. Processes and procedures for coordinating activities between the Board of Directors and the General Director:
 - Processes and procedures for convening, issuing meeting invitations, recording minutes, and announcing outcomes of meetings between the Board of Directors and the General Director;
 - Notification for resolutions/decisions of the Board of Directors to the General Director and Business Executives;
 - Instances where the General Director seeks to convene a meeting of the Board of Directors and matters necessitating the Board of Directors' opinion;
 - Reports of the General Director to the Board of Directors on task implementation and delegated powers;
 - Evaluation of the implementation of resolution/decision, and tasks related to the authorization, decentralization or delegation of power by the Board of Directors to the General Director;

- Reporting requirements, information provision, and from the General Director to the Board; and Issues that the General Director must report, provide information and notification methods to the Board of Directors; and
 - Coordinated oversight, management, and supervision activities between the Members of the Board of Directors and the General Director as per specific roles and responsibilities of the Members of the Board of Directors.
- 9.4. The Board of Directors establishes protocols for the selection, appointment, and dismissal of Business Executives, encompassing the following key aspects:
- a. Establishing criteria for the selection of Business Executives;
 - b. The process for appointing Business Executives;
 - c. Execution of labor contracts with Business Executives;
 - d. Cases for the dismissal of Business Executives; and
 - e. Issuing notices regarding the appointment and dismissal of Business Executives.
- 9.5. The Board of Directors is tasked with developing an evaluation mechanism for assessing the performance of Business Executives, as well as determining rewards and disciplinary measures.
- 9.6. The Board of Directors is obligated to present reports on its activities at the Annual General Meeting of Shareholders, as stipulated in Article 13 of the Regulation.
- 9.7. The Board of Directors may authorize, decentralize, or delegate its powers to subjects in accordance with resolutions and decisions, as outlined in Clause 6 of Article 39 of the Company's Charter, Article 12 of the Regulations of the Board of Directors, and the Internal Management Regulation of the Company.

Further details regarding authorization, decentralization, or delegation of power at this Article will be specifically outlined in the Regulations of the Board of Directors and the Internal Management Regulation of the Company.

Article 10. Procedures for Nomination, Candidacy, Election, Removal, and Dismissal of Members of the Board of Directors

- 10.1. Members of the Board of Directors must meet the standards set forth for Members of the Board of Directors as outlined in Clause 1, Article 40 of the Company's Charter. A member of the Board of Directors of the Company may not concurrently serve as a member of the Board of Directors for more than five (05) other companies.
- 10.2. Nomination and candidacy procedures for Members of the Board of Directors are conducted in accordance with the provisions outlined in Clauses 3 and 4, Article 40 of the Company's Charter. Shareholders or a group of Shareholders wishing to nominate candidates for Members of the Board of Directors must submit a notice of nomination to the convener of the General Meeting of Shareholders at least fifteen (15) days prior to the meeting date. The notice should include shareholder details, total voting shares held, full name of the nominated candidate, and relevant information about the candidate as specified in Clause 2, Article 40 of the Company's Charter.

- 10.3. Information regarding candidates for members of the Board of Directors is disclosed in accordance with the provisions of Clause 2, Article 40 of the Company's Charter to allow Shareholders to familiarize themselves with the candidates before voting.
- 10.4. The election of Members of the Board of Directors, conducted via cumulative voting method, must adhere to regulations approved by the General Meeting of Shareholders prior to the election and ensure compliance with regulations outlined in Clause 4, Article 34 of the Company's Charter.
- 10.5. A member of the Board of Directors no longer has the status of a member of the Board of Directors when any of the circumstances specified in Clause 5, Article 40 of the Company's Charter arise.
- 10.6. The Company discloses information regarding the nomination, candidacy, election, dismissal, and removal of Members of the Board of Directors in accordance with securities laws.
- 10.7. The Board of Directors shall elect one (01) independent member of the Board of Directors to serve as the Head of the independent members of the Board of Directors.

The Head of the independent members of the Board of Directors may be removed or dismissed under circumstances similar to those applicable to members of the Board of Directors or for failure to fulfill assigned responsibilities and obligations.

The Head of the independent members of the Board of Directors shall abstain from voting when the removal, or dismissal of the Head of the independent members of the Board of Directors is under consideration.

Article 11. Rights and Responsibilities of Members of the Board of Directors

- 11.1. Members of the Board of Directors possess rights and responsibilities in accordance with legal provisions, the Company's Charter, the Regulation, the Board of Directors' Regulations, the Company's Internal Management Regulations, and resolutions/decisions of the Board.
- 11.2. Members of the Board of Directors must diligently and conscientiously exercise their rights and responsibilities for the ultimate benefit of Shareholders and the Company.
- 11.3. Members of the Board of Directors have the right to access all information and documents concerning the Company's operations as stipulated in Article 46 of the Company's Charter.
- 11.4. The rights and responsibilities of the Chairperson and Vice Chairperson of the Board of Directors adhere to the provisions outlined in Article 41 of the Company's Charter, the Regulation, the Board of Directors' Regulations, and the Company's Internal Management Regulations.
- 11.5. The rights and responsibilities of the Chairperson of the Independent Members of the Board of Directors are specified in Clause 3, Article 42 of the Company's Charter, the Board of Directors Regulation, this Regulation, the Company's internal management regulations, and resolutions/decisions of the Board of Directors.

11.6. The Company has the option to procure liability insurance for Members of the Board of Directors upon approval from the General Meeting of Shareholders. However, this insurance coverage excludes liabilities of Members of the Board of Directors stemming from violations of the laws, the Company's Charter, the Regulation, the Board of Directors' Regulations, and the Company's Internal Management Regulations.

Article 12. Procedures for organizing Board of Directors meetings

- 12.1. Board of Directors meetings are conducted in accordance with the Company's Charter, the Regulation, and the Board of Directors' Regulations.
- 12.2. Types of meetings include initial, regular, and extraordinary meetings:
- a. For the election of additional Members of the Board of Directors, the initial meeting follows the guidelines outlined in Clause 1, Article 44 of the Company's Charter;
 - b. The Board of Directors Chairperson convenes regular meetings as per the Company's Charter, the Regulation, and the Board of Directors' Regulations, ensuring adherence to Clause 2, Article 44 of the Company's Charter; and
 - c. The Board of Directors Chairperson or a person has authority to convene extraordinary meetings of the Board of Directors may convene such extraordinary meetings according to the provisions of Clauses 3 and 5, Article 44, Company's Charter. The person with authority to request the Chairperson to convene an extraordinary meeting must submit a written request, clearly stating the purpose, issues to be discussed and decisions within the authority of the Board of Directors.
- 12.3. Notices, agendas, and relevant documents for meetings are distributed to Members of the Board of Directors in accordance with Clause 6, Article 44 of the Company's Charter.
- 12.4. Conditions for conducting a meeting of the Board of Directors comply with the Clause 7, Article 44, Company's Charter.
- 12.5. Forms of Organizing Board of Directors Meetings:
- a. Face-to-face meetings;
 - b. Online meetings, which may also be combined with face-to-face sessions, telephone meetings, or other formats as per Clauses 10 and 11, Article 44 of the Company's Charter; or
 - c. Collection of written opinions: The Board of Directors may gather written opinions from its members as per the provisions of the Board of Directors' Regulations.
- 12.6. Voting methods during Board of Directors meetings adhere to the guidelines outlined in Clause 9, Article 44 of the Company's Charter, the Regulation, and the Board of Directors' Regulations.
- 12.7. Resolutions/decisions during Board of Directors meetings are adopted in accordance with Clause 9.6, Article 44 of the Company's Charter. Resolutions/decisions gathered through soliciting written opinions must comply with the provisions of Clause 13, Article 44 of the Company's Charter.

- 12.8. Board of Directors meetings are documented through minutes and may be recorded in audio or other electronic formats. Meeting minutes must be meticulously prepared in line with the Company's Charter, the Regulation, and the Board of Directors' Regulations. The chairperson and the person recording the minutes are accountable for the accuracy and integrity of the meeting minutes. Minutes and meeting materials must be retained at the Company's headquarters as required by laws and the Company's Charter. In instances where the chairperson or the person recording the minutes refuses to sign the minutes, but all other attending Members of the Board of Directors have signed and the minutes contain all requisite details as per Clause 1, Article 158, Law on Enterprises, the minutes remain valid. It must be explicitly stated in the minutes that the chairperson and the person recording the minutes declined to sign. The signatories are jointly liable for the precision of the minutes, and the chairperson and the person recording the minutes bear personal responsibility for any resultant enterprise harm due to refusal to sign the minutes in compliance with the Law on Enterprises, Company's Charter, and related laws.
- 12.9. The Board of Directors Chairperson is responsible for circulating the meeting minutes to Members of the Board of Directors in line with Clause 14, Article 44 of the Company's Charter. Members of the Board of Directors sign the meeting minutes.
- 12.10. The Board of Directors notifies resolutions/decisions to the General Director and Business Executives within seventy-two (72) hours of their passing and publicly discloses information as mandated by securities laws.
- 12.11. Beyond the meetings outlined in this Article, the Board of Directors is empowered to convene informal gatherings and discussions regarding professional matters or specific company issues that are not considered formal meetings and not have to convene, organize, or document the meeting minutes as outlined in this Regulation. It's important to note that such gatherings and discussions do not constitute formal Board of Directors meetings for the purpose of issuing resolutions or voting on any matters. To clarify, meetings under this provision include interactions among Board of Directors members, regular meetings between the Board of Directors and Committees, Subcommittees, Departments, or the Business Executives, between Committees, Subcommittees, Departments and the Business Executives stipulated by this Regulation, Regulation of the Board of Directors, and the Company's Internal Management Regulations.

Article 13. Report on the Activities of the Board of Directors at the Annual General Meeting of Shareholders

- 13.1. The report on the activities of the Board of Directors presented at the Annual General Meeting of Shareholders must encompass, at minimum, the following components:
 - a. Evaluation of the Company's performance during the fiscal year;
 - b. Outcomes of tasks executed as authorized, decentralized, or delegated by the General Meeting of Shareholders;
 - c. Activities of the Audit Committee;
 - d. Result of supervision for the General Director and Business Executives;
 - e. Forward-looking plans for the upcoming financial year;

- f. Summary of the Board of Directors' activities, meetings, resolutions/decisions, and performance assessment;
- g. Details on remuneration, benefits, and operating expenditures allocated to the Board of Directors and each member of the Board of Directors.

Article 14. Operating Budget and Compensation of the Board of Directors

- 14.1. The Board of Directors formulates an annual operating budget, encompassing the operational expenses of Committees, Subcommittees, and Departments supporting the Board's activities, excluding salaries of executive members of the Board of Directors. The estimated operating budget of the Board of Directors requires approval from the General Meeting of Shareholders during the Annual General Meeting of Shareholders.
- 14.2. Compensation, remuneration, bonuses, and all other operational expenses for Board members are determined as per the provisions outlined in Clauses 10 and 12, Article 40 of the Company's Charter.
- 14.3. The operating budget of the Board of Directors is overseen and administered by the Chairperson of the Board of Directors and is diligently recorded and accounted for by the Company in accordance with laws.
- 14.4. The total amount disbursed to the Board of Directors and each member of the Board of Directors, as stipulated in Clause 11, Article 40 of the Company's Charter, must be included in details in the Company's Annual Report and disclosed to Shareholders during the Annual General Meeting of Shareholders.

CHAPTER IV

AUDIT COMMITTEE

Article 15. Audit Committee

- 15.1. The composition and terms of Audit Committee members adhere to the guidelines set forth in Article 47 of the Company's Charter.
- 15.2. The criteria for selecting and appointing the Chairperson of the Audit Committee are in accordance with Clauses 3, 4, and 5 of Article 47 of the Company's Charter.

Article 16. Rights and Responsibilities of the Audit Committee

The Audit Committee possesses the rights and responsibilities delineated in Article 48 of the Company's Charter, Article 9 of the Board of Directors' Regulations, and the Company's Internal Management Regulations.

Article 17. Procedures for Appointment, Dismissal, and Removal of Audit Committee Members

- 17.1 The appointment, dismissal, and removal of the Chairperson and other members of the Audit Committee are recommended by the Chairperson of the Board of Directors and must be sanctioned by the Board of Directors during Board of Directors meetings.

17.2 The procedures for appointing, dismissing, and removing the Chairperson and other members of the Audit Committee are documented in writing, with resolutions or decisions issued and information disclosed in compliance with securities laws.

Article 18. Organization of Audit Committee Meetings

18.1. The Audit Committee shall convene meetings in accordance with Article 50 of the Company's Charter and the Operating Regulations of the Audit Committee.

18.2 The meeting form is determined by the Chairperson of the Audit Committee. The Audit Committee possesses the authority and is required to provide a five (05) working day advance notice to invite the General Director and Business Executives to attend the meeting, present and clarify the topics requested by the Audit Committee during the meeting. The General Director and Business Executives are permitted to engage in discussions and offer commentary on meeting matters but are not granted voting rights.

Article 19. Report of Independent Members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders

19.1. Independent members of the Board of Directors in the Audit Committee are tasked with reporting on activities during the Annual General Meeting of Shareholders as stipulated in Article 49 of the Company's Charter.

19.2. The reports of the Audit Committee as outlined in Article 49 of the Company's Charter must be distributed to the Members of the Board of Directors and the General Director thirty (30) days prior to the scheduled date of the Annual General Meeting of Shareholders.

Article 20. Operational Expenses of the Audit Committee

20.1. Members of the Audit Committee are entitled to compensation, benefits, and reimbursement of operational expenses in accordance with the regulations of the Board of Directors.

20.2. The operational expenses of the Audit Committee, salaries, allowances, etc. of other personnel in the Audit Committee, are managed in compliance with laws, the Company's Charter, the Operating Regulations of the Audit Committee, and the Company's Internal Management Regulations.

CHAPTER V

COMMITTEES, SUBCOMMITTEES, AND DEPARTMENTS UNDER THE BOARD OF DIRECTORS

Article 21. Committees, Subcommittees, and Departments under the Board of Directors; and Office of the Board of Directors, other offices, agencies and divisions

21.1. The Board of Directors is empowered to establish Committees, Subcommittees, and/or Departments to provide support to the Board of Directors in managing the Company and its affiliated group of companies, where the Company acts as the parent entity. The organizational structure, functions, tasks, powers, and obligations of these Committees, Subcommittees, and Departments shall be implemented in accordance with the provisions

outlined in Article 43 of the Company's Charter, resolutions/decisions of the Board of Directors, the Regulation, Regulations of the Board of Directors, Regulations on the Organization and Operation of Committees, Subcommittees, and Departments, as well as the Internal Management Regulation of the Company.

- 21.2. The Board of Directors establishes the Office of the Board of Directors, other offices, agencies and divisions to provide assistance in alignment with laws. Salaries and other benefits for employees working within the Office of the Board of Directors, other offices, agencies or divisions shall adhere to the provisions of the law, the Company's Charter, and the Company's Internal Management Regulations.
- 21.3. The Board of Directors is required to notify the General Director and Business Executives of the details pertaining to the Committees, Subcommittees, and Departments, the Office of the Board of Directors, other offices, agencies and divisions specified in this Article within seventy-two (72) hours from the date the resolution/decision is passed. Additionally, information related to these subjects must be disclosed to the public in accordance with the securities laws.

Article 22. Operating Budget of Committees, Subcommittees, Departments, and Office of the Board of Directors, other offices, agencies and divisions

- 22.1. The annual operating budget for each Committee, Subcommittee, Department, the Office of the Board of Directors, as well as other offices, agencies and divisions is determined annually by the General Meeting of Shareholders. Additionally, the General Meeting of Shareholders may authorize, decentralize, or delegate authority to the Board of Directors to make such annual budgetary decisions.
- 22.2. Based on the resolutions/decisions of the Board of Directors, members serving on the Committees, Subcommittees, Departments, Office of the Board of Directors, as well as other offices, agencies and divisions may receive compensation for their responsibilities and work at Committees, Subcommittees, Departments, Office of the Board of Directors, other offices, agencies and divisions.

CHAPTER VI

CORPORATE GOVERNANCE OFFICERS

Article 23. Standards of the Corporate Governance Officers

- 23.1. The number and term of the Corporate Governance Officers shall adhere to the regulations outlined in Clause 1, Article 56, Company's Charter.
- 23.2. Apart from the criteria stated in Clause 2, Article 56, Company's Charter, the Corporate Governance Officers must meet the following additional requirements, unless otherwise decided by the Board of Directors:
 - a. They cannot be the spouse, biological parent, adoptive parent, biological child, adopted child, biological sibling, or adopted sibling of any member of the Board of Directors, General Director, or other Business Executives; and

- b. They cannot concurrently hold positions as a board of directors member, general director, or business executive in other enterprises operating within the same industries and business sectors as the Company.

Article 24. Selection, Appointment and Dismissal of Corporate Governance Officers

- 24.1. The Board of Directors selects the Corporate Governance Officers from a pool of candidates, as introduced by Board members, who meet the criteria outlined in Clause 2, Article 56 of the Company's Charter and Clause 2, Article 23 of the Regulation. Candidates' profiles and commitments must be provided to Members of the Board of Directors at least three (03) days prior to the meeting to select the Corporate Governance Officers.
- 24.2. The Board of Directors appoints the Corporate Governance Officers through a resolution or decision of the Board of Directors made during a meeting.
- 24.3. The Board of Directors has the authority to dismiss the Corporate Governance Officers based on a resolution or decision of the Board of Directors in accordance with applicable laws, the Company's Charter, and the Regulation, provided it does not contradict labor laws. The Corporate Governance Officers may be dismissed under the following circumstances:
 - a. No longer meeting the qualifications outlined in the Company's Charter and the Regulation;
 - b. Failing to fulfill assigned duties and responsibilities or failing to exercise rights and obligations for three (03) consecutive months, except in cases of force majeure;
 - c. Engaging in serious or repeated violations of the obligations specified in the Law on Enterprises, the Company's Charter, and the Regulation;
 - d. Submitting a written resignation to the Board of Directors, which is subsequently approved; or
 - e. Based on a resolution or decision of the Board of Directors.
- 24.4. The Board of Directors is responsible for publicly announcing both the appointment and dismissal of the Corporate Governance Officers in accordance with securities laws. Resolutions or decisions regarding the appointment or dismissal must be posted on the Company's website within twenty-four (24) hours of being passed by the Board of Directors.

Article 25. Rights and Obligations of Corporate Governance Officers

- 25.1. The Corporate Governance Officers hold rights and obligations as outlined in Clause 3, Article 56 of the Company's Charter, and the Regulation, along with any additional rights and obligations determined by the Board of Directors upon appointment.
- 25.2. The Corporate Governance Officers are prohibited from delegating their rights and obligations, including those specified in the Company's Charter and the Regulation, to another individual, including their assistant, without prior approval from the Board of Directors.

CHAPTER VII

COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, AUDIT COMMITTEE, AND GENERAL DIRECTOR

Article 26. Principles of Coordination of Management, Administration, and Control Activities

- 26.1. The Board of Directors is responsible for managing the Company and directing, controlling and supervising the activities of the General Director and Business Executives. The General Director, in turn, manages the day-to-day operations of the Company. These management, administration, and control are conducted in accordance with the Company's Charter, the Regulation, the Board of Directors' Regulations, and the Internal Management Regulation of the Company.
- 26.2. The Board of Directors, along with its Committees, Subcommittees, Departments and members, should refrain from interfering with or obstructing the General Director and Business Executives in their operations. However, if the General Director or Business Executive makes a decision or signs a document that violates legal provisions, the Company's Charter, the Regulation, or Internal Management Regulation of the Company, the Board of Directors has the authority to request suspension of such actions. If necessary, the Board of Directors may convene a meeting to address the responsibilities of the General Director or Business Executive, and take legal action to claim damages for any harm caused to the Company.
- 26.3. Resolutions and decisions made by the Board of Directors are binding on the General Director and Business Executives. In the event of disagreement with such resolutions or decisions, the General Director or Business Executives must submit a written protest to the Board of Directors before taking any actions. This process aligns with the provisions outlined in the Company's Charter, the Regulation, the Board of Directors' Regulations, and the Internal Management Regulation of the Company.

Article 27. Process and Procedures for Coordinating Activities Between the Board of Directors, Audit Committee, and General Director

- 27.1. Processes and procedures for coordinating activities between the Board of Directors and the Audit Committee:
- a. The Board of Directors:
 - Issuing meeting invitations and accompanying documents to Members of the Board of Directors;
 - Distributing minutes, resolutions/decisions, and relevant documents of the Board of Directors to both the General Director and the Audit Committee; and
 - Requests for input from Members of the Board of Directors: Responses are expected within five (05) days from the date of the request.
 - b. The Audit Committee:

- The Audit Committee must provide written reports directly to the Board of Directors without interference while carrying out its duties; and
 - Requests for input from the Board of Directors: The Board of Directors is required to respond within five (05) days from the date of receiving the request.
- c. Collaboration between the Board of Directors and the Audit Committee:
- The Audit Committee is entitled to access documents pertaining to the Company's operations and engage in discussions with other Members of the Board of Directors, the General Director, Chief Accountant, and Business Executives to gather necessary information;
 - Proposing risk management policies to the Board of Directors and suggesting solutions for handling risks arising in the Company's operations;
 - Drafting a written report and submitting it to the Board of Directors if it identifies instances where Members of the Board of Directors, the General Director, and Business Executives fail to fulfill their responsibilities as outlined in the Law on Enterprises and the Company's Charter; and
 - Developing the Operational Regulations of the Audit Committee and seeking approval from the Board of Directors.

27.2. Processes and Procedures for Coordinating Activities Between the Board of Directors and the General Director:

- a. Coordination of activities between the Board of Directors and the General Director:
- In urgent situations, the Board of Directors may request the General Director or Business Executive to provide information on the Company's operations, which must be submitted to the Board of Directors within twenty-four (24) hours. The Board of Directors is prohibited from using unauthorized information or disclosing it to others for relevant transactions;
 - For matters requiring the opinion of the General Director or Business Executive, responses must be provided within three (03) days from the date of the request; and
 - Issues falling within the authority of the Board of Directors for approval, as per legal provisions and the Company's Charter, must be responded to by the Board of Directors within seven (07) days from the General Director's proposal or request, unless other deadlines are mutually agreed upon.
- b. Relationship Between the Board of Directors and the General Director:
- The General Director is responsible for implementing the resolutions/decisions of the Board of Directors. This includes:
 - + Refusing to implement decisions made by the Chairperson, Vice Chairperson, Members of the Board of Directors, or Committees, Subcommittees, and Departments of the Board of Directors if deemed contrary to laws, the Company's Charter, the Regulation,

resolutions/decisions of the General Meeting of Shareholders and the Board of Directors, or contrary to the Company's interests. Immediate notification to the Board of Directors through the Audit Committee is mandatory;

- + Reporting immediately to the Board of Directors any issues detrimental to the Company's interests discovered while implementing resolutions/decisions for considering adjustments of these resolutions/decisions. If adjustments are not made by the Board of Directors, Committees, Subcommittees, or Departments of the Board of Directors, the General Director must still implement them but reserves the right to express opinions and make recommendations to the Board of Directors.
- + Besides submitting tasks to the Board of Directors, the General Director can proactively manage the Company's operations according to decentralized regulations and the working process issued by the Board of Directors. In urgent cases such as natural disasters, enemy sabotage, fires, incidents, and other urgent situations, where immediate action is necessary to prevent damage to the Company's interests, the General Director may decide on measures beyond their authority, but must promptly inform the Chairperson of the Board of Directors afterward.
- If the General Director is not a member of the Board of Directors, he/she has the right to attend Board meetings, participate in discussions, and offer opinions but cannot vote.
- During meetings organized by Committees, Subcommittees, and Departments, the Head of Committees, Subcommittees, and Departments concludes the meeting.
- Members of the Board of Directors may attend meetings chaired by the General Director or Business Executive when deemed necessary. Members of the Board of Directors have the right to express opinions but cannot conclude the meeting.
- When invited to external meetings, except for personal invitations, the General Director assigns a Company representative based on the meeting's nature.

27.3. Coordination of Work Between the Board of Directors and the General Director:

- a. The Board of Directors and the General Director engage in discussions at least once a quarter.
- b. Committees, Subcommittees, and Departments of the Board of Directors may proactively request discussions with the General Director, ensuring at least one (01) week's advance notice and/or mutual agreement on the timing. The General Director reserves the right to decline such discussions but must notify the Chairperson of the Board of Directors.

- 27.4. Procedures and order for convening, announcing meeting invitations, recording minutes, and announcing results of meetings between the Board of Directors and the General Director are conducted similarly to meetings of the Board of Directors as specified in Article 12 of the Regulation.
- 27.5. The General Director and the Business Executive have the right to request the convening of a Board of Directors meeting according to the provisions of Article 44 of the Company's Charter.
- 27.6. Notification of Resolutions/Decisions of the Board of Directors:
- a. Resolutions/decisions of the Board of Directors, reports on the supervision results of the General Director and Business Executives, and reports evaluating the Company's business activities and management by the Board of Directors must be sent to the General Director no later than three (03) days from the approval date.
 - b. Reports, conclusions, and recommendations of the Board of Directors sent to the General Meeting of Shareholders, in addition to those specified in the Company's Charter, must be sent to the General Director no later than seven (07) days prior to the date of submission to the General Meeting of Shareholders.
- 27.8. Relationship between the Audit Committee and the General Director:
- a. The Audit Committee has the right to access documents related to the Company's operations, discuss with the General Director to gather information for the Audit Committee's activities, and request the General Director's attendance at Audit Committee meetings, and attend meetings of the General Director as necessary.
 - b. Prepare a written report and submit it to the Board of Directors if the General Director fails to fulfill their responsibilities as prescribed in the Law on Enterprises and the Company's Charter.
 - c. In case of conflict between the Audit Committee and the General Director, the Audit Committee shall propose a resolution to the Chairperson of the Board of Directors for decision-making.

Article 28. Providing Information at the Request of Members of the Board of Directors:

- 28.1. Members of the Board of Directors have the right to request the General Director, the Business Executives, and managers of units within the Company to provide information and documents regarding the financial situation and business operations of the Company and its units, as outlined in the Company's Charter and the Regulation.
- 28.2. When requiring information and documents related to the Company's operations, beyond what has already been made public or shared in meetings or periodic reports, Members of the Board of Directors must submit a request form via email or text to the Chairperson of the Board of Directors, the General Director, and the requested individual at least five (05) days before the anticipated date of delivery. The request form should specify the list and format of requested information and documents, the delivery timeline, the recipient's address, and the intended use of the requested materials.

- 28.3. The Chairperson of the Board of Directors may discuss with requesting Members of the Board of Directors about the content of the request form and how to ensure the security of the requested information and documents.
- 28.4. The requested individual must provide timely, comprehensive, and accurate information and documents according to the request form of the member of the Board of Directors. Additionally, the requested individual should request the member of the Board of Directors to directly verify, sign, and return the information delivery form, including cases where information and documents are sent via registered mail to the address specified in the request form.
- 28.5. Upon completion of providing information, the requested individual must promptly inform the Chairperson of the Board of Directors and the General Director regarding the list, summary of content, format of the provided information and documents, issuance details, time and location of provision, and provide a copy of the information delivery receipt within twenty-four (24) hours of receiving it from the member of the Board of Directors.
- 28.6. Members of the Board of Directors must adhere to the Company's regulations on information security when visiting the Company's premises, contacting and collaborating with the General Director's executive team, participating in meetings with the General Director and the executive team, and receiving provided information and documents.

Article 29. Issues the General Director must Report and Provide Information to the Board of Directors:

- 29.1. The General Director is obligated to report and furnish information to the Board of Directors concerning matters falling within the decision-making purview of the Board of Directors as regulated in the Company's Charter and the Regulation.
- 29.2. The General Director may convey reports and furnish information to the Board of Directors via periodic reports, specific topic reports, and ad-hoc reports as stipulated in the Regulation and in accordance with the reporting framework established by the Company. Additionally, the General Director may present reports directly at meetings convened with the Board of Directors.

Article 30. Report of the General Director

- 30.1. The General Director is required to provide a monthly report to the Board of Directors regarding the execution of assigned rights and responsibilities delineated in Article 52 of the Company's Charter, as well as in accordance with resolutions and decisions made by the General Meeting of Shareholders and the Board of Directors. This report should encompass matters authorized, delegated, or decentralized by the Board of Directors. If deemed necessary, the Board of Directors may request the General Director to promptly submit reports or provide weekly updates on specific contents and issues of interest to the Board of Directors.
- 30.2. At the conclusion of each quarter, six-month period, and fiscal year, the General Director must compile and furnish to the Board of Directors a comprehensive report evaluating the Company's operations, following the format prescribed by the Board of Directors.

- 30.3. Việc ủy quyền đó phải được thông báo trước cho Hội đồng quản trị và được chấp thuận. With the exception of the report evaluating the Company's operations, the General Director may delegate the responsibility of reporting to the Business Executive within the Company's management structure, as stipulated in this Article. Any such delegation must be communicated in advance to the Board of Directors and receive approval.
- 30.4. Reports submitted by the General Director as outlined in this Article must adhere to the regulations and formats specified in the Company's reporting system. They should accurately reflect the relevant contents and issues requiring reporting, and must be submitted punctually.
- 30.5. The Board of Directors is tasked with providing feedback on the implementation of resolutions and decisions made by the General Meeting of Shareholders and the Board of Directors, as well as on matters for which the Board of Directors has authorized, decentralized, or delegated authority to the General Director for implementation.

CHAPTER VIII

BUSINESS EXECUTIVES

Article 31. Order and Procedures for Appointing, Dismissing, and Removing Business Executives:

- 31.1. The Board of Directors is responsible for determining and publicly announcing the competency standards required for selecting business executives within its decision-making authority. These competency standards, established by the Board of Directors, must align with legal provisions, the Company's Charter, and its internal personnel management regulations. In the case of the General Director, the Board of Directors must adhere to the regulations outlined in Article 51 of the Company's Charter.
- 31.2. Business Executives are appointed, dismissed, and removed of their duties, signed labor contracts, decided on salaries and other benefits by the Board of Directors based on recommendations put forth by the General Director or at least three (03) Members of the Board of Directors. The Board of Directors exercises these powers in accordance with the Company's Charter, the Regulation, and its internal personnel management regulations. The Chairperson of the Board of Directors may be authorized in writing by the Board of Directors to make decisions regarding the appointment, dismissal, and removal of Business Executives. Appointments are made for specified terms, and Business Executives may be reappointed based on the resolutions/decisions of the Board of Directors.
- 31.3. The Chairperson of the Board of Directors serves as the Company's representative for signing labor contracts with appointed Business Executives.
- 31.4. The Board of Directors determines the procedures for dismissing and removing the General Director in accordance with the provisions outlined in Article 53 of the Company's Charter. In the event of the dismissal or removal of the General Director, the Board of Directors must appoint an interim replacement until a new General Director is

selected and appointed in accordance with the provisions of Article 53 of the Company's Charter.

- 31.5. The Board of Directors has the authority to dismiss or remove the Business Executives from their duties under the following circumstances:
- a. Submission of a letter of resignation or termination of the labor contract with the Company;
 - b. Failure to accomplish assigned tasks for two (02) consecutive years;
 - c. Displaying attitudes and behaviors during the course of work that, in the assessment of the Board of Directors, significantly adversely affect the Company;
 - d. Failure to meet the standards and conditions outlined in the Company's Charter, the Regulation, or violation of the regulations pertaining to the rights and responsibilities of Business Executives as specified in the Company's Charter, the Regulation, and the Company's Internal Management Regulations; or
 - e. The position of the Business Executive becomes redundant due to changes in the Company's organizational structure as decided by the Board of Directors.
- 31.6. The Board of Directors is responsible for announcing the appointment, labor contract signings, dismissal, and removal of Business Executives in compliance with legal requirements and disclosure regulations outlined in securities laws.
- 31.7. The Board of Directors possesses the authority to appoint, dismiss, remove from duty, and oversee authorized representatives of the Company in other organizations. This authority may be authorized, decentralized, delegated to the General Director by the Board of Directors.
- 31.8. The General Director holds the right to propose a structure, including the number and titles of Business Executives and authorized representatives of the Company in other organizations (including but not limited to subsidiaries, affiliated companies, and branches of Company), for the consideration of the Board of Directors. Additionally, the General Director may advise the Board of Directors on decisions regarding salary, remuneration, other benefits, and terms of labor contracts with Business Executives. The General Director may also propose appointments, dismissals, removal from duty, decisions on salaries, remuneration, other benefits, and termination of labor contracts for positions of the Business Executives and authorized representatives of the Company in other organizations.

Article 32. Responsibilities and Obligations of the Company's Authorized Representatives at Other Organizations:

- 32.1. The Company's authorized representatives at other organizations hold responsibilities, powers, and obligations as owners, shareholders, or capital-contributing members at those organizations as determined by resolutions/decisions of the Board of Directors, Article 57 of the Company's Charter, the Regulation, Board of Directors' Regulations, and Internal Management Regulations.

- 32.2. If there are multiple authorized representatives of the Company at other organizations, the head of the authorized representatives is accountable for organizing the fulfillment of their obligations as outlined in Clause 2, 3 of Article 57 of the Company's Charter.
- 32.3. Regarding matters governed by the regulations of the Board of Directors, the Company's Charter, the Regulation, Board of Directors' Regulations, and Internal Management Regulations, the Company's authorized representative at other organizations must seek consultation from the Board of Directors before voting. The Company's authorized representative at other organizations must send a written consultation to the Chairperson of the Board of Directors at least three (03) working days before the scheduled voting date. The Company's authorized representative at other organizations must vote in accordance with the decisions made by the Board of Directors and promptly update the voting results within three (03) working days after voting at the other organization.
- 32.4. The Board of Directors has the power to delegate, decentralize, or authorize to the General Director or other individual the power to (i) decide on matters related to subsidiary companies, organizations in which the Company holds shares/equity, and representatives authorized by the Company at other organizations, and (ii) supervise the representatives authorized by the Company at other organizations.
- 32.5. The Board of Directors shall establish detailed regulations concerning standards, appointment, dismissal or removal, and remuneration, salary, and other benefits, as well as the process of seeking the opinion of the Board of Directors, supervising and evaluating the representatives authorized by the Company at other organizations.

CHAPTER IX

RELATED PERSONS AND PERSONS WITH RELATED INTERESTS

Article 33. Publicizing the list of related persons and persons with related interests:

- 33.1. The Company is required to publicly disclose the list of related persons and persons with related interests in accordance with the provisions outlined in Article 59 of the Company's Charter.
- 33.2. Individuals such as shareholders, authorized representatives of shareholders, members of the Board of Directors, and Business Executives who wish to review, extract, or copy part or all of the declared content specified in Clause 1 of this Article must submit a written request simultaneously to the Chairperson of the Board of Directors and the General Director at least three (03) days prior to the scheduled date of review, extraction, or copying. The request must include information about the requester, details of the content to be reviewed, extracted, or copied, and the specific stage for review, extraction, or copying.
- 33.3. Upon receiving a request, the Board of Directors will arrange and notify the requester in the quickest manner possible, providing a suitable time during the Company's working hours at the Company's headquarters to review, extract, or copy the declared content as specified in the request. If copying is requested, the requester must initial all pages of the

copied declaration content, with the Board of Directors retaining one (01) copy of the signed declaration content.

- 33.4. Requesters who wish to review, extract, or copy the declared content specified in this Article must adhere to the relevant information security regulations of the company.
- 33.5. Any opinions provided by the requester regarding the declared contents must be promptly communicated by the Board of Directors to the General Director.

Article 34. Transactions with Related Persons

- 34.1. Contracts and transactions involving Related Persons must adhere to the guidelines outlined in Article 60 of the Company's Charter. When engaging in transactions with Related Persons, the Company is obligated to sign a written contract based on principles of equality and voluntariness. The content of the contract must be clear and specific, and information regarding these transactions must be disclosed to Shareholders upon request.
- 34.2. The Company implements necessary measures to prevent Related Persons from interfering in the Company's operations or causing harm to the Company's interests through controlling the purchase and sale channels of goods or manipulating prices.
- 34.3. Necessary measures are also taken by the Company to prevent Majority Shareholders and Related Persons from engaging in transactions that could result in the loss of capital, assets, or other resources of the Company.
- 34.4. Approval of contracts and transactions between the Company and Related Persons follows the procedures outlined in Article 60 of the Company's Charter.

Article 35. Responsibility to maintain honesty and avoid conflicts of interest among Members of the Board of Directors, General Directors, and Business Executives

- 35.1. Members of the Board of Directors, the General Directors, and the Business Executives are required to disclose any related persons and persons with related interests as per the stipulations of the Law on Enterprises, the Law on Securities, and the regulations outlined in the Company's Charter and the Regulation.
- 35.2. It is mandatory for Members of the Board of Directors, General Directors, and Business Executives to inform the Board of Directors about any transactions between the Company, its subsidiaries, and companies under the Company's control, and the individual or entity related to them. The Company must disclose information regarding the resolutions or decisions of the General Meeting of Shareholders or the Board of Directors approving these transactions within twenty-four (24) hours on the Company's website and report them to the Ho Chi Minh City Stock Exchange and the State Securities Commission.
- 35.3. A member of the Board of Directors is prohibited from voting on transactions in which they or a related person are involved. This includes transactions that could provide material or immaterial benefits to the Board member, even if the conflict of interest has not been explicitly identified.

Article 36. Ensuring the legal rights of Persons with related interests

- 36.1. The Company is obligated to uphold the legal rights of Persons with related interests, encompassing banks, creditors, employees, consumers, suppliers, communities, and other related parties.
- 36.2. The Company should actively engage with Persons with related interests by:
- a. Furnishing all essential information to banks and creditors to aid them in evaluating the Company's operational and financial status and making decisions; and/or
 - b. Encouraging Persons with related interests to voice their opinions on business operations, financial status, and crucial decisions affecting their interests by directly engaging with the Board of Directors and the General Director.
- 36.3. The General Meeting of Shareholders, Board of Directors, General Director, and Business Executives must consistently uphold and safeguard the legal rights and interests of the Company's employees; always take into account and prioritize the welfare of employees in their decision-making processes. Additionally, the General Meeting of Shareholders, Board of Directors, General Director can engage in consultations with employees or their representative organizations before reaching decisions when deemed necessary.
- 36.4. The Company is mandated to fully adhere to labor, environmental, and social regulations and operate with a sense of responsibility towards the community and society at large.

CHAPTER X

INFORMATION DISCLOSURE

Article 37. Regular Disclosure of Information

- 37.1. The Company is mandated to fully, accurately and promptly disclose periodic and extraordinary information regarding its production and business activities, financial status, and corporate governance to Shareholders and the public. Moreover, the Company must promptly and comprehensively disclose any other information that could potentially impact stock prices or influence the decisions of Shareholders and investors.
- 37.2. Information disclosure must be executed in a manner that ensures fair and simultaneous access for Shareholders and the investing public. The language used in information disclosure should be clear, easily understandable, and devoid of any elements that could mislead Shareholders and the public.

Article 38. Disclose Information on Corporate Governance

- 38.1. The Company is required to disclose information regarding the corporate governance situation at the Annual General Meeting of Shareholders and in the Company's Annual Report, following the guidelines set forth by securities laws.
- 38.2. The Company must periodically report every six (06) months and disclose information about the corporate governance situation, adhering to the regulations stipulated by securities laws.

Article 39. Responsibility for Reporting and Disclosing Information of Members of the Board of Directors, General Directors, and Business Executives

In addition to the responsibilities outlined in the Regulation, members of the Board of Directors, the General Directors, and the Business Executives are accountable for reporting and disclosing information about transactions in the following scenarios:

- 39.1. Transactions between the Company and enterprises in which the aforementioned individuals serve as members, founding shareholders, or business managers during the three (03) years preceding the transaction.
- 39.2. Transactions between the Company and enterprises where related persons of the aforementioned individuals serve as members of the board of directors, general directors, or majority shareholders.

CHAPTER XI OTHER TERMS

Article 40. Annual Evaluation of Members of the Board of Directors, General Director, and Business Executives

40.1. Activity Rating:

- a. The Board of Directors is tasked with developing the content, standards, and methods for evaluating the performance of members of the Board of Directors, General Director, and Business Executives.
- b. At the first meeting of each fiscal year, based on the Company's detailed annual business plan, the Board of Directors and General Director will determine the evaluation criteria, standards, and methods for assessing the performance of positions under their authority for that fiscal year. The Board of Directors' performance evaluation is conducted using an expert method, with the final result being the average of the evaluations of Members of the Board of Directors.
- c. The specific procedures and order for conducting meetings for performance evaluation and announcing the evaluation results of Board members are outlined in the Board of Directors' Regulations.
- d. Evaluation of the General Director and Business Executives' activities follows the terms of their labor contracts and the Company's Internal Management Regulation and must be completed within sixty (60) days from the end of the fiscal year.

40.2. Reward and Discipline:

- a. The Board of Directors implements publicly written rewards, with or without cash, based on the performance of Members of the Board of Directors, General Director, and Business Executives. The budget for rewards is sourced from the Board of Directors' performance bonus, as determined by the resolution/decision of the Annual General Meeting of Shareholders.

- b. The Board of Directors applies public written disciplinary measures with the highest form of disciplinary action being a recommendation to the General Meeting of Shareholders for dismissal.
- c. The forms of rewards and disciplinary actions, along with the process, procedures for organizing reward and discipline meetings and announcing the reward and discipline results for members of the Board of Directors, are outlined in the Board of Directors' Regulations.
- d. Rewarding and disciplining the General Director and Business Executives is carried out according to the terms of their labor contracts and the Company's Internal Management Regulations.

Article 41. Application of Good Practices on Corporate Governance according to International Standards

- 41.1. Members of the Board of Directors, General Directors, and Business Executives are required to participate in basic training courses on corporate governance at reputable training facilities.
- 41.2. The Company organizes activities to enhance the understanding of corporate governance among members of the Board of Directors, General Director, and Business Executives, striving to apply good practices on corporate governance aligned with international standards for a listed company.

Article 42. Supplements and Amendments to the Regulation

- 42.1. Supplements and amendments to the Regulation must be considered and decided upon by the General Meeting of Shareholders.
- 42.2. In cases where there are provisions of law related to corporate governance not mentioned in the Company's Charter and the Regulation, the provisions of that law will automatically apply. Similarly, if the Company's Charter contradicts the provisions in the Regulation, the Company's Charter will prevail.

Article 43. Effect

- 43.1. This Regulation, consisting of 11 Chapters and 43 Articles, was approved by the General Meeting of Shareholders and will come into effect on April 16th, 2024. It supersedes and annuls the Internal Regulations on Corporate Governance issued on April 27th, 2023.
- 43.2. This Regulation is the sole official document of the Company, produced in three (03) copies, all having equal validity.
- 43.3. Copies or excerpts of the Regulation are deemed valid only when signed by the Chairperson of the Board of Directors, the legal representative of the Company, or certified by a competent agency/organization.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRPERSON**

CAO THI NGOC DUNG