

**PHU NHUAN JEWELRY JOINT STOCK COMPANY**



**REGULATION ON OPERATION  
OF THE BOARD OF DIRECTORS**

**Ho Chi Minh City, April 16<sup>th</sup>, 2024**

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**CHAPTER I**  
**GENERAL REGULATIONS**

**ARTICLE 1. BASIS OF ISSUANCE**

- 1.1 This Regulation is established in accordance with the provisions stipulated in the Law on Enterprises, Law on Securities, the Company’s Charter, and the Corporate Governance Regulation of Phu Nhuan Jewelry Joint Stock Company.
- 1.2 This Regulation is formulated based on the resolution/decision of the Annual General Meeting of Shareholders held on April 16<sup>th</sup>, 2024, of Phu Nhuan Jewelry Joint Stock Company.

**ARTICLE 2. DEFINITIONS**

- 2.1 “**Committee**”, “**Sub-committee**”, or “**Department**”, depending on the specific context, shall have the meaning as defined in Article 2 of the Company’s Charter.
- 2.2 “**Working day**” means the days of the week, excluding Saturdays, Sundays, and public holidays or other days off as stipulated by law and internal regulations of the Company.
- 2.3 “**Notice**” means notice by email or in writing.
- 2.4 “**Document**” means records, reports, writings, information.
- 2.5 “**This Regulation**” means the Regulation on Operation of the Board of Directors of Phu Nhuan Jewelry Joint Stock Company and related amended, supplemented or replaced documents.
- 2.6 “**Office of the Board of Directors**” means an office of the Board of Directors established by resolution/decision of the Board of Directors to assist the Board of Directors, Committees, Sub-committees, and Departments and the Chairperson of the Board of Directors in accordance to Article 11 of this Regulation.
- 2.7 Other terms and phrases utilized in this Regulation shall be interpreted as defined in Article 2 of the Company’s Charter.

**ARTICLE 3. GENERAL REGULATIONS**

- 3.1 This Regulation prescribes the operations of the Board of Directors of Phu Nhuan Jewelry Joint Stock Company.
- 3.2 This Regulation applies to members of the Board of Directors, Committees, Sub-committees, Departments, and other related individuals or organizations as stipulated in the Company’s Charter, the Corporate Governance Regulations, and the Internal Management Regulations of the Company.
- 3.3 The provisions in this Regulation shall be understood consistently with the Company’s Charter, the Corporate Governance Regulations, and the Internal Management Regulations of the Company.

- 3.4 In this Regulation, any reference to any provision or document shall include its amended, supplemented, or replaced provisions or documents.
- 3.5 Matters not addressed in this Regulation shall be subject to the Company's Charter, the Corporate Governance Regulations, the Internal Management Regulations of the Company, and relevant laws in force. If there are new provisions in the Company's Charter, the Corporate Governance Regulations, the Internal Management Regulations of the Company or laws that conflict with this Regulation, the new provisions shall prevail.

## **CHAPTER II**

### **STRUCTURE OF THE BOARD OF DIRECTORS**

#### **ARTICLE 4. STRUCTURE OF THE BOARD OF DIRECTORS**

- 4.1 The Board of Directors is the governing department of the Company, empowered to make decisions and undertake responsibilities that fall outside the scope of the General Meeting of Shareholders, in accordance with the provisions of applicable laws, the Company's Charter, resolutions/decisions of the General Meeting of Shareholders, the Corporate Governance Regulations, this Regulation and the Internal Management Regulations of the Company.
- 4.2 The quantity, terms, and criteria of members of the Board of Directors are stipulated in Articles 38 and 40 of the Company's Charter.
- 4.3 The Board of Directors may establish Committees, Sub-committees, and Departments to support the Board of Directors in the management activities of the Company and/or group of companies of which the Company is the parent company, as regulated in resolutions/decisions of the Board of Directors, Article 43 of the Company's Charter and Article 10 of the Corporate Governance Regulations, this Regulation and the Internal Management Regulations of the Company.
- 4.4 The Board of Directors may establish the Office of the Board of Directors, other offices, agencies or divisions to assist the Board of Directors, Committees, Sub-committees, Departments, and the Chairperson of the Board of Directors, in accordance with the provisions of Article 11 of this Regulation.
- 4.5 The Board of Directors designates independent members of the Board of Directors to undertake reporting, monitoring, evaluation, and other pertinent tasks as stipulated by laws, the Charter, Corporate Governance Regulations, and the Company's internal management regulations.

#### **ARTICLE 5. RIGHTS AND OBLIGATIONS OF BOARD OF DIRECTORS**

- 5.1 The Board of Directors has rights and obligations as stipulated in resolutions/decisions of the General Meeting of Shareholders, the Company's Charter, the Corporate Governance Regulations, this Regulation, and the Internal Management Regulations of the Company.

- 5.2 The Board of Directors organizes the execution of rights and obligations according to the sequence, procedures, and deadlines stipulated in resolutions/decisions of the General Meeting of Shareholders, the Company's Charter, the Corporate Governance Regulations, this Regulation, and the Internal Management Regulations of the Company.
- 5.3 The Board of Directors is empowered to engage the Committees, Sub-committees, Departments, Business Executives, and independent advisory parties to handle responsibilities falling within the purview of the Board of Directors' rights and obligations.
- 5.4 The Board of Directors is empowered to employ the Company's seal and other operational resources when executing duties falling under the purview of the Board of Directors' rights and obligations.

#### **ARTICLE 6. CHAIRPERSON AND VICE CHAIRPERSON OF THE BOARD OF DIRECTORS**

- 6.1 The Chairperson and Vice Chairperson of the Board of Directors have the rights and duties as prescribed in the resolutions/decisions of the Board of Directors, the Company's Charter, the Corporate Governance Regulations, this Regulation, and the Internal Management Regulations of the Company. The Chairperson of the Board of Directors works full-time at the Company.
- 6.2 Rights and duties of the Chairperson of the Board of Directors are specified in the resolutions/decisions of the Board of Directors, Article 41 of the Company's Charter, the Corporate Governance Regulations, this Regulation, and the Internal Management Regulations of the Company, specifically as follows:
  - 6.2.1 Organize the assignment of tasks to members of the Board of Directors to carry out the duties and rights of the Board of Directors;
  - 6.2.2 Prepare operational agenda and plans of the Board of Directors;
  - 6.2.3 Preparing the agenda, content, and necessary documents for meetings of the Board of Directors, as well as convening and presiding over these meetings;
  - 6.2.4 Coordinate the process of adopting resolutions/decisions of the Board of Directors;
  - 6.2.5 Monitor the process of implementing resolutions/decisions of the Board of Directors;
  - 6.2.6 Sign documents under the authority of the Board of Directors;
  - 6.2.7 Be the Chairperson of the General Meeting of Shareholders;
  - 6.2.8 Ensure that the Board of Directors sends annual financial reports, reports on Company activities, audit reports and inspection reports of the Board of Directors to Shareholders at the General Meeting of Shareholders; and

- 6.2.9 Retains the authority to authorize, decentralize, or delegate powers in accordance with the resolutions/decisions of the Board of Directors, the Company Charter, the Corporate Governance Regulations, these Regulations, the Internal Management Regulations of the Company, and assumes accountability for such authorization, decentralization, or delegation of powers.
- 6.3. Following the conclusion of decisions falling under its authority, the Chairperson of the Board of Directors is obligated to inform the Board of Directors, the General Director, and the Business Executives as per the directives outlined in resolutions/decisions of the Board of Directors, the Company's Charter, the Corporate Governance Regulations, this Charter and the Internal Management Regulations of the Company.
- 6.4. The Chairperson of the Board of Directors is responsible for reporting to the Board of Directors regarding the fulfillment of tasks authorized, decentralized, or delegated by the Board of Directors, as stipulated in resolutions/decisions of the Board of Directors, the Company's Charter, the Corporate Governance Regulations, this Charter and the Internal Management Regulations of the Company, as well as the implementation of resolutions/decisions of the Board of Directors.
- 6.5. The Chairperson of the Board of Directors is empowered to grant, in writing, for a duration not exceeding three (03) months, the authority to the Vice Chairperson of the Board of Directors or a Board member to execute one or multiple rights and obligations.
- 6.6. The Chairperson is obliged to authorize, in writing, to the Vice Chairperson of the Board of Directors the powers and responsibilities of the Chairperson, should the Chairperson be absent or unable to fulfill their duties continuously for thirty (30) days or more.
- 6.7. The delegation of authority by the Chairperson of the Board of Directors must be notified to all members of the Board of Directors, the General Director, and the Business Executives.

## **ARTICLE 7. MEMBERS OF THE BOARD OF DIRECTORS**

- 7.1 Members of the Board of Directors possess both rights and responsibilities outlined in the resolutions/decisions of the Board of Directors, the Company's Charter, the Corporate Governance Regulations, this Regulation, corporate governance documents, and the Internal Management Regulations of the Company. A member of the Board of Directors is prohibited from authorizing, decentralizing, or delegating rights to a non-Board member to exercise the rights and obligations of a member of the Board of Directors, unless specified otherwise in resolutions/decisions of the Board of Directors, the Company's Charter, the Corporate Governance Regulations, this Regulation and the Internal Management Regulations of the Company.
- 7.2 Members of the Board of Directors are responsible for overseeing the Committees, Sub-committees, Departments, fields, projects and are tasked with planning activities; reviewing and evaluating documents pertaining to the Committees, Sub-committees,

Departments or delegated fields and projects before presenting them to the Board of Directors.

- 7.3 Members of the Board of Directors are required to allocate sufficient time for engaging with the General Director and the Business Executives to discuss the Company's operational status; review documents and collaborate with one another. During discussions and decision-making processes on matters within their authority, members of the Board of Directors must articulate clear and well-informed opinions based on awareness and understanding of the issue, prioritizing the Company's best interests.
- 7.4 Members of the Board of Directors are responsible for reviewing and providing feedback on matters falling within their purview within the specified timeframe outlined in the Company's Charter, the Corporate Governance Regulations, this Regulation and the Internal Management Regulations of the Company.
- 7.5 The Head of Independent Member of the Board of Directors is responsible for coordinating the activities of the Independent Members of the Board of Directors; serving as a liaison between the Chairperson of the Board of Directors and other members of the Board of Directors as needed, and fulfilling additional rights and obligations outlined in the resolutions/decisions of the Board of Directors, the Corporate Governance Regulations, this Regulation and the Internal Management Regulations of the Company.

## **ARTICLE 8. REMOVAL, DISMISSAL OF MEMBER OF THE BOARD OF DIRECTORS**

- 8.1 Members of the Board of Directors may be removed or dismissed as outlined in Article 40 of the Company's Charter and Article 10 of the Corporate Governance Regulations.
- 8.2 In case the Chairperson of the Board of Directors is removed or dismissed, the remaining members of the Board of Directors must, within five (05) working days, convene a meeting of the Board of Directors to elect a new Chairperson of the Board of Directors.
- 8.3 In case the head of independent member of the Board of Directors is removed or dismissed, the Board of Directors shall elect a new head of independent member of the Board of Directors at the next scheduled meeting of the Board of Directors, or at the following meeting after the relevant independent member of the Board of Directors is additionally elected. In this case, the head of independent member of the Board of Directors is not allowed to vote.

## **ARTICLE 9. AUDIT COMMITTEE**

The Audit Committee possesses the rights and obligations as specified in Article 161 of the Law on Enterprises, Article 48 of the Company's Charter, and the following rights and obligations:

- 9.1 Oversee the accuracy of the Company's financial reports and official announcements pertaining to its financial performance;



- 9.2 Assess the Company's internal control systems and risk management;
- 9.3 Review transactions with Related Persons under the approved authority of the Board of Directors or the General Meeting of Shareholders, and provide recommendations on transactions requiring approval from the Board of Directors or the General Meeting of Shareholders;
- 9.4 Recommend the selection of an independent auditing company, remuneration, and related contract terms with the auditing company, for approval by the Board of Directors prior to submission to the Annual General Meeting of Shareholders;
- 9.5 Monitor and evaluate the independence and objectivity of the auditing firm and the efficacy of the audit process, particularly in cases where non-audit services are utilized by the Company;
- 9.6 Supervise to ensure compliance with the law, requirements of State agencies, and other internal regulations of the Company;
- 9.7 Manage the Internal Audit Department/Board to fulfill the functions and duties of the Audit Committee; and
- 9.8 Develop the Regulations on Operation of the Audit Committee and the Regulations on Internal Audit according to the provisions of law and submit them to the Board of Directors for approval.

#### **ARTICLE 10. COMMITTEES, SUB-COMMITTEES, AND DEPARTMENTS UNDER THE BOARD OF DIRECTORS**

- 10.1 The Board of Directors determines the composition, functions, authority, responsibilities, budgetary allocations, and staffing of the Committees, Sub-Committees and/or Departments according to the provisions of the resolutions/decisions of the Board of Directors, Article 43 of the Company's Charter, Article 21 of the Corporate Governance Regulations, this Regulation, the Regulations on Organization and Operation of Committees, Sub-Committees and Departments, as well as the Internal Management Regulations of the Company.
- 10.2 Depending on each specific circumstance, the Committees, Sub-Committees, and Departments are endowed with rights, obligations, and responsibilities pertaining to their respective domains, including:
  - 10.2.1. Reviewing and presenting matters and issues within the purview of decision-making by the General Meeting of Shareholders, Board of Directors or Chairperson of the Board of Directors to the Board of Directors, Chairperson of the Board of Directors;
  - 10.2.2. Overseeing and periodically reporting to the Board of Directors on the progress of programs and projects approved by the Board of Directors;

- 10.2.3. Receiving, reviewing, and providing evaluation and appraisal opinions on projects, content, and issues submitted by the Chairperson of the Board of Directors or the General Director for Board of Directors' decision-making;
  - 10.2.4. Advising the Board of Directors and Chairperson of the Board of Directors;
  - 10.2.5. Conducting research, updating, and informing the Board of Directors, Chairperson of the Board of Directors, and the General Director on enhancements, methodological changes, and management tools;
  - 10.2.6. Conducting inspections and evaluations of the Company's activities across all facets; Proposing enhancements and modifications to bolster efficiency and standards in the Company's operations; and
  - 10.2.7. Exercising rights, fulfilling obligations, and undertaking other duties stipulated in resolutions/decisions of the Board of Directors, the Company's Charter, the Corporate Governance Regulations, this Charter, the Regulations on the Organization and Operation of Committees, Sub-committees, Departments and the Internal Management Regulations of the Company.
- 10.3 The duties, remuneration, allowances, and other benefits of members serving on the Committees, Sub-committees, and/or Departments are determined by the Chairperson of the Board of Directors following consultations with the respective head of the Committees, Sub-committees and Departments.
- 10.4 Members of Committees, Sub-committees and/or Departments are entrusted with safeguarding the confidentiality of information in accordance with legal provisions, the Company's Charter, the Corporate Governance Regulations, and the Internal Management Regulations of the Company. Should the disclosure of information to other entities or individuals during the course of their duties lead to harm to the Company or its Shareholders, they shall assume personal liability and provide compensation for the damages incurred.
- 10.5 The Board of Directors retains the authority to disband the Committees, Sub-committees, or Departments in accordance with legal provisions, the Regulations on the Organization and Operation of Committees, Sub-committees, and Departments, and the Internal Management Regulations of the Company. Dissolution may occur if these entities fail to meet their objectives, have fulfilled their designated tasks, or when it is deemed beneficial for the Company's interests. Upon dissolution, all activities and pertinent documents of these entities shall be transferred to another Committee, Sub-committee, or Department under the authority of the Board of Directors or the Office of the Board of Directors for continued oversight.
- 10.6 Committees, Sub-Committees, and Departments are entitled to utilize the Company's resources in fulfilling their responsibilities under the rights, obligations, and duties outlined for them.

**ARTICLE 11. OFFICE OF THE BOARD OF DIRECTORS, OTHER OFFICES, AGENCIES AND DIVISIONS**

11.1 The Office of the Board of Directors, other offices, agencies and divisions comprise corporate governance officers designated in accordance with Article 24 of the Corporate Governance Regulations, along with a limited number of specialists and secretaries appointed by the Chairperson of the Board of Directors, not exceeding seven (07) individuals. The responsibilities of the Office of the Board of Directors, other offices, agencies and divisions encompass:

- 11.1.1 Assist the Board of Directors, Committees, Sub-committees, and Departments, as well as the Chairperson of the Board of Directors, in preparing plans and documents within their respective responsibilities;
- 11.1.2 Record minutes of meetings of the Board of Directors, Committees, Sub-committees and Departments, as well as meetings between the Board of Directors and the General Director;
- 11.1.3 Dispatch documents and information regarding the activities of the Board of Directors to members of the Board of Directors, the General Director, and the Business Executives;
- 11.1.4 Receive and forward to the Chairperson of the Board of Directors, Committees, Sub-committees, and Departments any documents sent to the Board of Directors, Committees, Sub-committees and Departments;
- 11.1.5 Send documents of the Board of Directors, Committees, Sub-committees, and Departments to members of the Board of Directors, the General Director, the Business Executives, and other relevant organizations or individuals as instructed by the Chairperson of the Board of Directors;
- 11.1.6 Organize the storage and ensure easy access to, and retrieval of documents related to the activities of the Board of Directors;
- 11.1.7 Support the Chairperson of the Board of Directors in cultivating shareholder relations and implementing corporate governance principles;
- 11.1.8 Monitor and report to the Board of Directors, Chairperson of the Board of Directors regarding the Company's adherence to disclosure and transparency obligations; and
- 11.1.9 Provide administrative support for the Board of Directors, Committees, Sub-committees, and Departments as well as the Chairperson of the Board of Directors.

11.2 One of the corporate governance officers may be appointed as the head of the Office of the Board of Directors, other offices, agencies and divisions. The duties, salary, allowances, bonuses, and other benefits of the corporate governance officers, specialists,

and secretaries in the Office of the Board of Directors, other offices, agencies and divisions shall be determined by the Chairperson of the Board of Directors.

- 11.3 Employees of the Office of the Board of Directors, other offices, agencies and divisions are obligated to maintain the confidentiality of information in accordance with the provisions of the law, the Company's Charter, the Corporate Governance Regulations, this Regulation, and the Internal Management Regulations of the Company. If the disclosure of information to other organizations or individuals during their work processes causes damage to the Company or its Shareholders, they shall assume personal responsibility and compensate for the damage.

## **ARTICLE 12. AUTHORIZATION, DECENTRALIZATION, OR DELEGATION OF AUTHORITY BY THE BOARD OF DIRECTORS**

- 12.1 Apart from the regulations outlined in resolutions/decisions of the General Meeting of Shareholders, the Company's Charter, the Corporate Governance Regulations, this Charter, and the Internal Management Regulations of the Company, the Board of Directors reserves the right to authorize, decentralize or delegate to Committees, Sub-committees, and Departments, the Chairperson of the Board of Directors, members of Board of Directors, the Business Executives, or authorized representatives of the Company in other organizations to fulfill certain responsibilities and exercise rights of the Board of Directors in accordance with legal regulations.
- 12.2 The authorization, decentralization, or delegation of authority by the Board of Directors must be documented in writing, clearly outlining the subject, scope, responsibilities, duration, and conditions of such authorization, decentralization, or delegation, following deliberation and decision-making at meetings of the Board of Directors. The Board of Directors retains the right to revoke such authorization, decentralization, or delegation of authority in this Article by sending a written notice to the authorized, decentralized or delegated individual or entity.
- 12.3 The authorized, decentralized or delegated individual or entity shall refrain from further delegating it to another party, except where expressly permitted by a written of authorization, decentralization, or delegation of authority, resolution/decision of the Board of Directors, the Company's Charter, the Corporate Governance Regulations, this Charter or the Internal Management Regulations of the Company.

Reauthorization, re-decentralization, or redelegation of authority must be documented in writing and clearly outline the subject, content, responsibilities, duration, and conditions of such actions. The content of reauthorization, re-decentralization, or redelegation of authority must not surpass the scope of the original authorization.

The parties that have been re-authorized, re-decentralized, or re-delegated must inform the Board of Directors within three (03) days from the date of such action, unless otherwise specified by resolutions/decisions of the Board of Directors and the Internal Management Regulations of the Company. The Board of Directors retains the right to

reject, disagree with, or not fully approve the reauthorization, re-decentralization, or redelegation. In such instances, the parties that have been re-authorized, re-decentralized, or re-delegated must promptly cease such actions in accordance with the resolution/decision of the Board of Directors.

- 12.4 The parties that have been authorized, decentralized, or delegated must adhere to the provisions of the law, the Company's Charter, the Corporate Governance Regulations, this Charter, resolutions/decisions of the Board of Directors, the Internal Management Regulations of the Company, and the documents of authorization, decentralization, or delegation. They are required to periodically report to the Board of Directors on the implementation of authorized, decentralized or delegated matters, and they bear responsibility in case of negligence or violation of regulations resulting in damage to the Company.
- 12.5 Despite the authorization, decentralization, or delegation outlined in this Article, the Board of Directors retains the rights and obligations that have been authorized, decentralized, or delegated, and has the authority to exercise these rights and obligations at any time as per resolutions/decisions of the Board of Directors. To prevent misunderstanding, the Board of Directors reserves the right to reject any decision made by the authorized, decentralized, or delegated party or the re-authorized, re-decentralized, or re-delegated party.
- 12.6 The authorized, decentralized, or delegated party, as well as the re-authorized, re-decentralized, or re-delegated party under this Article must be free from conflicts of interest with the Company, and must not be Related Parties of the delegating, authorizing or assigning party, and must adhere to confidentiality provisions while performing the authorized, decentralized, or delegated tasks.
- 12.7 The Board of Directors and the delegated, authorized, or assigned party shall refrain from delegating, authorizing, or assigning tasks to the General Director and/or the Business Executives and their Related Parties to supervise the activities of the General Director and/or relevant Business Executives, or to implement resolutions/decisions of the Board of Directors related to the General Director and/or the Business Executives, unless the Board of Directors decides otherwise.
- 12.8 The Board of Directors has the authority to appoint or designate one or more offices, Committees, Sub-committees, Departments or individuals working at or under the management of the Company to supervise the authorization, decentralization, or delegation under this Regulation.
- 12.9 In regard to the tasks, responsibilities, or authorities that have been authorized, decentralized, or delegated, the Board of Directors shall not assume any responsibilities arising from or related to the actions of the delegated, authorized, or assigned party, including (i) violations or non-compliance with the provisions of the law, the Company's Charter, the Corporate Governance Regulations, this Charter, the Internal

Management Regulations of the Company, and the documents of authorization, decentralization, or delegation, and (ii) the performance of tasks beyond the scope of the authorization, decentralization, or delegation.

#### **10.2.8.**

### **10.2.9.CHAPTER III**

#### **a. OPERATIONS OF THE BOARD OF DIRECTORS**

#### **ARTICLE 13. METHODS OF DOCUMENT TRANSMISSION**

- 13.1 Each member of the Board of Directors is required to register their official telephone number, email address, and contact address with the Office of the Board of Directors. Any changes to this information must be promptly communicated to the Office of the Board of Directors in writing within three (03) working days.
- 13.2 Documents shall be considered as sent to a member of the Board of Directors if they have been transmitted simultaneously by at least two (02) methods, including email and express mail. The Office of the Board of Directors is responsible for confirming the receipt of documents with the member of the Board of Directors via telephone. Documents sent by a member of the Board of Directors to the Chairperson of the Board of Directors or the Office of the Board of Directors may also be dispatched simultaneously by the aforementioned two (02) methods.
- 13.3 The suitable method of document submission shall be determined by the Chairperson of the Board of Directors based on the nature and security requirements of the document.

#### **ARTICLE 14. MEETINGS OF THE BOARD OF DIRECTORS**

- 14.1 The Board of Directors is obligated to convene regular quarterly meetings (01) and may also convene extraordinary meetings. These meetings can be held either face-to-face, online, or through a hybrid format that combines face-to-face and online participation when all or some members of the Board of Directors are located at different locations, and each attending member of the Board of Directors must be capable of (i) hearing each other participating member speak and (ii) addressing all other attending members simultaneously (if desired), whether at the company's headquarters or elsewhere. This arrangement is in accordance with the provisions outlined in Article 44 of the Company's Charter, Article 12 of the Corporate Governance Regulations, and this Regulation.
- 14.2 Each member of the Board of Directors holds the right to propose topics for discussion at a convened meeting through written submission. The proposal should clearly outline the issue to be added, its basis, and any accompanying documents, if applicable. This proposal must be sent to the authorized convener of the meeting at least three (03) working days prior to the meeting date. The authorized convener of the meeting of the Board of Directors has the discretion to include the proposed issue in the agenda.

- 14.3 It is the responsibility of a Board of Directors member to inform the Office of the Board of Directors, at least two (02) working days before the meeting date, regarding their attendance, non-attendance, delegation to another individual, and voting intentions by submitting voting ballots.
- 14.4 The corporate governance officer is tasked with keeping the documents intended for the meeting of the Board of Directors updated, as included in the meeting invitation, and notifying members of the Board of Directors of any agenda changes, alterations in meeting content, or document modifications before the commencement of the meeting of the Board of Directors.
- 14.5 The procedure for conducting meetings of the Board of Directors is as follows:
- 14.5.1 The corporate governance officers report on the attendees, the number of authorization letters, and the number of votes sent;
  - 14.5.2 The meeting chairperson presents the purpose, agenda, and content of the meeting;
  - 14.5.3 Meeting attendees discuss the raised issues;
  - 14.5.4 Members exercise their right to vote to approve resolutions/decisions of the Board of Directors according to the provisions of the Company's Charter, the Corporate Governance Regulations, and this Regulation; and
  - 14.5.5 The corporate governance officers read back the main contents recorded in the minutes of the meeting of the Board of Directors for attendees to review. The Chairperson of the meeting then signs to confirm the minutes before concluding the meeting.
- 14.6.1 The Chairperson of the meeting of the Board of Directors has the authority to take necessary and reasonable measures to manage the meeting in accordance with the announced agenda and content. The meeting chairperson may also postpone the meeting or part of its content to another time or conclude the meeting under the following circumstances: The information facilities at the meeting location do not ensure meeting attendees to participate in discussion and voting, in case the meeting is held in the meeting format specified in Clauses 10 and 11 of Article 44 of the Company's Charter; or
- 14.6.2 New documents related to the content of the meeting being discussed have emerged. However, the majority of members of the Board of Directors realize that the effects and impacts of these documents on the issue being discussed have not been assessed.
- 14.7 Members of the Board of Directors may vote to approve resolutions/decisions of the Board of Directors by raising hands, secret voting, sending votes electronically, or employing other suitable methods. In the case of secret voting, members of the Board of Directors must express their opinions on the voting form, sign it, and deliver it to the

corporate governance officers. These voting forms of members of the Board of Directors are considered integral part of the minutes of the meeting of the Board of Directors.

14.8 Minutes of meetings of the Board of Directors must be prepared in Vietnamese and may also be drafted in foreign languages. Should there be any disparity in content between the Vietnamese and foreign language versions, the content in the Vietnamese version shall prevail. Minutes of the meeting of the Board of Directors must contain the following main contents:

14.8.1 Company name, head office address, enterprise code;

14.8.2 Purpose, agenda, and content of the meeting;

14.8.3 Time and location of the meeting;

14.8.4 Full names of all attending members or authorized representatives, along with their method of attendance; and the full names of members not in attendance, along with the reasons;

14.8.5 Items discussed and voted on during the meeting;

14.8.6 Summary of opinions from each attending member, following the progression of the meeting;

14.8.7 Clear presentation of voting results, indicating members who agree, disagree, or have no opinion;

14.8.8 Approved items; and

14.8.9 Full name and signature of the meeting chairperson and the individual recording the minutes.

14.9 In addition to the formal meetings outlined in this Regulation, the Board of Directors retains the authority to convene meetings or discussions concerning specific professional matters or Company issues that do not necessitate formal summoning, organization, and documentation as prescribed in this Regulation. It should be noted that these meetings or discussions are not deemed formal meetings of the Board of Directors for the purpose of issuing resolutions/decisions or voting on any matter.

## **ARTICLE 15. MEETINGS OF COMMITTEES, SUB-COMMITTEES, AND DEPARTMENTS UNDER THE BOARD OF DIRECTORS**

15.1 The Committees, Sub-committees, and Departments have the flexibility to convene either regularly or irregularly, either face-to-face or online, at the Company's headquarters or any other suitable location. The respective heads of each Committee, Sub-committee, and Department are responsible for convening and chairing their meetings.

15.2 The respective head of each Committee, Sub-Committee and/or Department is required to issue meeting invitations to members of the Committee, Sub-Committee and/or Department at least two (02) working days prior to the scheduled meeting date. These



invitations must include details such as the meeting time, location, agenda, and topics to be discussed and decided upon.

Meetings of the Committee, Sub-Committee, and/or Department may take place either face-to-face, online, or in a hybrid format, accommodating members located in different places. However, in hybrid meetings, all participating members must have the ability to (i) hear each other speak during discussions, and (ii) address all other attendees simultaneously if necessary.

- 15.3 Meetings of the Committee, Sub-Committee and/or Department will commence only if a majority of its members are present. Should the meeting fail to meet this requirement, a second meeting shall be arranged within seven (07) working days from the initially scheduled date. Unless stated otherwise in the Regulations governing the organization and functioning of the Committee, Sub-committee, and Department, the second meeting will proceed if more than half of its members are in attendance.
- 15.4 The head of the Committee, Sub-Committee and/or Department may extend invitations to members of the Board of Directors, the General Director, the Business Executives and other relevant individuals to attend meetings of the Committee, Sub-Committee and/or Department. Invited attendees are entitled to engage in discussions and express their viewpoints during the meeting but are not granted voting privileges.
- 15.5 Members of the Committee, Sub-committee, and/or Department cast their votes through a show of hands or other suitable methods. Decisions within the Committee, Sub-committee, and/or Department are deemed valid when a majority of attending members vote in favor during the meeting. Unless otherwise outlined in the Regulations governing the organization and functions of the Committee, Sub-committee, and Department, in case of a tie in votes, the ultimate decision lies with the judgment of the head of the Committee, Sub-committee, and/or Department.
- 15.6 The minutes of Committee, Sub-committee, and Department meetings are prepared in a manner consistent with the minutes of meeting of the Board of Directors. These minutes, along with the documents utilized during the meetings, must be archived at the Company's headquarters in accordance with legal requirements and the Company's administrative procedures.
- 15.7 Decisions made during Committee, Sub-committee, and Department meetings are transmitted to the Board of Directors within three (03) working days following the conclusion of the meeting. The Board of Directors convenes a session to review, deliberate, and sanction the decisions put forth by the Committee, Sub-committee, and/or Departments.
- 15.8 The Committee, Sub-committee, and Department are obligated to adhere to, execute diligently, and fulfill their roles and duties in accordance with the provisions outlined in the Company's Charter, the Corporate Governance Regulations, this Regulation, Regulations governing the organization and operation of the Committee, Sub-

committee, and Department, the Internal Management Regulations of the Company, resolutions/decisions issued by the Board of Directors, and any authorizations, decentralizations, or delegations granted by the Board of Directors.

**ARTICLE 16. COLLECTING THE WRITTEN OPINION OF MEMBERS OF THE BOARD OF DIRECTORS**

- 16.1 In cases where convening a meeting is deemed unnecessary, the Chairperson of the Board of Directors may seek written opinions from members of the Board of Directors on matters falling within the purview of the Board of Directors' approval authority.
- 16.2 The Chairperson of the Board of Directors shall prepare opinion forms, draft resolutions/decisions of the Board of Directors, and explanatory documents for the draft resolutions/decisions of the Board of Directors. These documents shall be sent to the registered addresses of members of the Board of Directors via the document delivery method specified in Article 13 of this Regulation. The opinion forms must contain the following key elements
- 16.2.1 Name, head office address, enterprise code;
  - 16.2.2 Purpose of collecting opinions;
  - 16.2.3 Full name, permanent address, nationality, identity card number, passport or other legal personal identification of members of the Board of Directors;
  - 16.2.4 Issue requiring opinions for approval;
  - 16.2.5 Voting options include Approve, Disapprove and Abstain;
  - 16.2.6 Deadline for submitting completed opinion forms to the Chairperson of the Board of Directors; and
  - 16.2.7 Full name and signature of the Chairperson of the Board of Directors;
- 16.3 The duration provided for members of the Board of Directors to review and respond shall be reasonable and contingent upon the nature of the issue requiring feedback. However, under no circumstances shall this period be less than three (03) working days nor exceed fifteen (15) working days from the date of receipt of the opinion forms.
- 16.4 Within the stipulated timeframe indicated on the opinion forms, members of the Board of Directors must submit their responses to the Chairperson of the Board of Directors using one of the following methods. Members of the Board of Directors are prohibited from delegating others to respond to the opinion forms. The methods for submitting the opinion polling forms are as follows
- 16.4.1 Submission via secure mail: The responded opinion forms, bearing the signature of members of the Board of Directors, must be enclosed in a sealed envelope. No individual is authorized to open the envelope prior to vote counting; and

- 16.4.2 Submission via electronic mail: Opinion forms sent to the Chairperson of the Board of Directors through electronic mail must be treated confidentially until the time of vote counting.
- 16.5 Opinion forms submitted to the Chairperson of the Board of Directors after the specified deadline indicated on the forms, or those that have been opened in the case of physical mail or disclosed in the case of electronic mail, shall be deemed invalid. members of the Board of Directors who fail to submit opinion forms shall be considered as not participating in the voting process.
- 16.6 The Chairperson of the Board of Directors, in the presence of the General Director, shall oversee the vote counting process and compile the vote counting record. This record must include the following key details:
- 16.6.1 Name, head office address, enterprise code;
  - 16.6.2 Purpose and issues requiring opinions for the approval of resolutions/decisions;
  - 16.6.3 The total number of participating members in the vote, distinguishing between valid and invalid votes, along with the method of voting and a list of members involved in the vote;
  - 16.6.4 The aggregate count of votes indicating Approve, Disapprove and Abstain votes for each item;
  - 16.6.5 Approved items; and
  - 16.6.6 Full names and signatures of the Chairperson of the Board of Directors, the supervisor overseeing the vote counting, and the individual responsible for counting the votes.
- 16.7 The Chairperson of the Board of Directors, the supervisor overseeing the vote counting, and the individual tallying the votes bear joint responsibility for the accuracy and integrity of the vote counting minutes. They are accountable for any inaccuracies or damages resulting from decisions made based on dishonest or erroneous vote counting.
- 16.8 The vote counting minutes must be disseminated to members of the Board of Directors, Committees, Sub-committees, and Departments, as well as to the General Director, within three (03) working days from the date of completion of the vote counting process.
- 16.9 The completed opinion forms, the vote counting record, the approved resolutions/decisions, and any relevant documents appended to the opinion forms shall be archived at the Company's headquarters in compliance with the Company's document retention policies.

**ARTICLE 17. APPROVING RESOLUTIONS/DECISIONS OF THE BOARD OF DIRECTORS**

- 17.1 The approval of resolutions/decisions by the Board of Directors shall adhere to the guidelines outlined in the Company's Charter, the Corporate Governance Regulations, and this Regulation.
- 17.2 Matters falling within the authority of the Board of Directors shall be determined through voting during face-to-face meetings, online sessions, or combined gatherings as delineated in the Company's Charter. Alternatively, decisions may be reached by soliciting written opinions from members of the Board of Directors as stipulated in Clause 1 of Article 16 of this Regulation.
- 17.3 Resolutions/decisions of the Board of Directors are approved in the following circumstances:
  - 17.3.1 Endorsed by a majority of attending members of the Board of Directors during voting at the meeting of the Board of Directors. In the event of a tie, the ultimate decision shall rest upon the Chairperson of the Board of Directors; or
  - 17.3.2 Approved by a majority of members of the Board of Directors through the collection of written opinions.
- 17.4 Members of the Board of Directors retain the right to express reservations if they disagree with a resolution/decision of the Board of Directors, but they are obligated to comply with said resolution/decision. These reservations shall be duly noted in the minutes of the meeting of the Board of Directors.
- 17.5 The Board of Directors must ensure the timely resolution of the following contents and issues:
  - 17.5.1 The proposal for the development direction of the Company, changes in the business sectors and fields of the Company shall be notified at least twenty-one (21) days prior to the scheduled date of the General Meeting of Shareholders for decision-making;
  - 17.5.2 The proposal related to reorganization, dissolution, bankruptcy of the Company shall be notified at least ninety (90) days prior to the date of convening the General Meeting of Shareholders for decision-making;
  - 17.5.3 The proposal concerning the issuance of bonds, convertible bonds into shares, and warrants for shareholder purchase of shares at a predetermined price shall be notified at least twenty-one (21) days prior to the scheduled date of the General Meeting of Shareholders for decision-making;
  - 17.5.4 Determination of the level of interim dividend and the timing of interim dividend advance payment must occur at least thirty (30) days before the final registration date for dividend payment;
  - 17.5.5 Approval of the business plan, detailed financial plan for the next financial year proposed by the General Director, prior to the scheduled date of the Annual General Meeting of Shareholders;

- 17.5.6 Approval of the operational plan of the Board of Directors for the next financial year proposed by the Chairperson of the Board of Directors, prior to the scheduled date of the Annual General Meeting of Shareholders;
- 17.5.7 Assessment of the effectiveness of the General Director, the Business Executives activities during the financial year and determination of their salaries, allowances, and other benefits for the next financial year, within ninety (90) days from the end of the financial year;
- 17.5.8 Approval of the activities report of the Board of Directors during the financial year at least twenty-one (21) days prior to the scheduled date of the Annual General Meeting of Shareholders; and
- 17.5.9 Approve the agenda, content of documents serving the Annual General Meeting of Shareholders at least twenty-one (21) days before the scheduled date of the Annual General Meeting of Shareholders.

#### **ARTICLE 18. OTHER MATTERS**

- 18.1 Following the acquisition of resolutions/decisions from the General Meeting of Shareholders or the Board of Directors, the Chairperson of the Board of Directors shall be responsible for signing all contracts, documents, and other papers of the Company in the process of implementing the matters related to the resolution/decision of the General Meeting of Shareholders or the Board of Directors.
- 18.2 The Board of Directors is tasked with selecting an independent advisory firm, either through meeting approval or by soliciting the written opinions of members of the Board of Directors. The chosen independent advisory firm must possess relevant expertise and experience in the pertinent field requiring consultation and must be free from any conflicts of interest with the Company. The budget earmarked for engaging the independent advisory firm is encompassed within the operational budget of the Board of Directors.

#### **ARTICLE 19. PREVENTION OF CONFLICTS OF INTEREST**

- 19.1 Members of the Board of Directors are obligated to disclose any related interests as delineated in Article 59 of the Company's Charter and Article 34 of the Corporate Governance Regulations.
- 19.2 Contracts and transactions between the Company and members of the Board of Directors or affiliated parties are subject to review and approval in accordance with the provisions outlined in Article 60 of the Company's Charter and Article 34 of the Corporate Governance Regulations.
- 19.3 The Board of Directors is mandated to scrutinize and adjudicate on matters specified in Section 2, Article 19 of this Regulation during the meeting of the Board of Directors within a period of ten (10) working days from the occurrence of the event.

#### **ARTICLE 20. OPERATING BUDGET OF THE BOARD OF DIRECTORS**

- 20.1 The operational budget for the financial year of the Board of Directors includes:
- 20.1.1 Operational expenses of the Board of Directors, including expenses related to implementing human resource policies for members of the Board of Directors, operational expenses of Committees, Sub-committees and Departments and expenditures for engaging independent advisory firms, if necessary;
  - 20.1.2 Salaries, remuneration and other benefits of members of the Board of Directors; and
  - 20.1.3 The salaries, allowances and other benefits for the personnel of the Office of the Board of Directors, other offices, agencies and divisions along with the operational expenses incurred by the Office of the Board of Directors, other offices, agencies and divisions.
- 20.2 The Office of the Board of Directors drafts the operational budget for the Board of Directors for the upcoming financial year, subject to discussion by the Board of Directors prior to its presentation at the Annual General Meeting of Shareholders. This draft budget is formulated based on projected programs and operational plans of the Board for the financial year, along with policies for members of the Board of Directors and the average operational expenses over the preceding two (02) financial years.
- 20.3 Upon approval by the General Meeting of Shareholders, the Chairperson of the Board of Directors shall announce regulations pertaining to the allocation and utilization of the operational budget of the Board of Directors.
- 20.4 Members of the Board of Directors are required to utilize the operational budget within the defined scope and allocation set by the Chairperson of the Board of Directors. For expenditures exceeding the allocated budget, prior approval from the Chairperson of the Board of Directors must be obtained.
- 20.5 The Chairperson of the Board of Directors oversees the utilization of the operational budget, providing regular updates to members of the Board of Directors on a quarterly basis and submitting a report on the utilization of the operational budget prior to the Annual General Meeting of Shareholders.

#### 10.2.10. CHAPTER IV

##### a. COORDINATION BETWEEN BOARD OF DIRECTORS, GENERAL DIRECTOR AND AUDIT COMMITTEE

#### ARTICLE 21. COORDINATION WITH AUDIT COMMITTEE

- 21.1 The interaction between the Board of Directors and the Audit Committee is characterized by coordination. Their working relationship is built upon principles of equality and independence, fostering close coordination and mutual assistance in fulfilling their respective responsibilities.

21.2 Upon receiving inspection reports or consolidated reports from the Audit Committee, the Board of Directors assumes the responsibility of reviewing them thoroughly. Subsequently, relevant departments are directed to devise plans and promptly implement any necessary adjustments based on the findings.

## **ARTICLE 22. COORDINATION WITH GENERAL DIRECTOR**

22.1 The Board of Directors and the Chairperson of the Board of Directors regularly supervise the management of the General Director, and the Business Executives in accordance with the provisions of the Company's Charter, the Corporate Governance Regulations, this Regulation, and the Internal Management Regulations of the Company.

22.2 The Board of Directors, Committees, Sub-committees, and Departments, as well as members of the Board of Directors, are entitled to access documents, decisions of the General Director, the Business Executives, and documents of the Company as outlined in the Company's Charter and the Corporate Governance Regulations.

22.3 The General Director and the Business Executives must participate in meetings and report to the Board of Directors, Committees, Sub-committees and Departments, as well as the Chairperson of the Board of Directors, in accordance with the provisions of the Company's Charter, the Corporate Governance Regulations and the Internal Management Regulations of the Company.

22.4 Members of the Board of Directors have the right as follows:

22.4.1 Attend the Company's workplaces during working hours and conduct inspections, supervision by notifying the Chairperson of the Board of Directors and the General Director at least two (02) working days in advance and follow the schedule arranged by the General Director;

22.4.2 Engage, exchange ideas, and collaborate with the executive team of the General Director by notifying the Chairperson of the Board of Directors and the General Director at least two (02) working days in advance and following the schedule arranged by the General Director; and

22.4.3 Participate in meetings of the General Director by notifying the Chairperson of the Board of Directors and the General Director at least one (01) working day in advance; being entitled to express their views and opinions in a personal capacity without representing the Board of Directors, and they do not have voting rights.

22.5 Whenever deemed necessary, the Board of Directors, Committees, Sub-committees, and Departments, as well as members of the Board of Directors, may request reports or explanations from the General Director and the Business Executives regarding matters within their authority. This request should be communicated to the concerned party at

least seven (07) working days in advance, specifying the content, timing, and location of the report or explanation.

The General Director and the Business Executives reserve the right to decline requests for reporting, explanation from the Committees, Sub-committees, Departments and members of the Board of Directors but must inform the Chairperson of the Board of Directors accordingly.

22.6 The Board of Directors, Committees, Sub-committees, Departments, and the Chairperson of the Board of Directors have the authority to request the opinion of the General Director and Business Executives on matters falling under their purview, either through meetings or written correspondence. In the case of seeking written opinions, the relevant parties must provide necessary documents related to the subject matter to the General Director and Business Executives. The opinions provided by the General Director and Business Executives in response to such requests are not binding on the aforementioned entities.

### **ARTICLE 23. MEETING WITH GENERAL DIRECTOR**

23.1 The collaboration between the Board of Directors and the General Director shall adhere to the guidelines outlined in Article 27 of the Corporate Governance Regulations.

23.2 The Chairperson of the Board of Directors is responsible for sending meeting invitations to both members of the Board of Directors and the General Director. These invitations must include details such as the time, location, agenda, meeting content, and any pertinent documents related to the discussion topics.

23.3 The General Director is entitled to propose additional discussion topics for the convened meeting in writing. Such proposals should specify the supplementary issues, the rationale behind the addition, and any accompanying documents, if applicable. These proposals must be submitted to the Chairperson of the Board of Directors at least two (02) working days prior to the meeting date, and the Chairperson decides on their inclusion in the meeting agenda.

23.4 The meeting will proceed only if at least one-half (1/2) of the total number of members of the Board of Directors and the General Director are present. The Chairperson of the Board of Directors presides over the meeting, while the corporate secretary is responsible for recording the meeting minutes.

23.5 The Chairperson of the Board of Directors has the authority to invite the General Director and other individuals to attend meetings with the General Director. Those invited to the meeting are granted the right to speak and participate in the discussions.

23.6 The meeting procedures mirror those of a typical meeting of the Board of Directors.

23.7 All opinions and discussions of attending members are meticulously recorded by the corporate secretary and compiled into meeting minutes akin to those of a meeting of the Board of Directors.



- 23.8 The outcomes of the meeting between the Board of Directors and the General Director must be conveyed to members of the Board of Directors, the General Director, and the Business Executives following the meeting's conclusion.
- 23.9 Meeting invitations, documents related to the meeting agenda, and meeting minutes must be retained at the Company in accordance with the Company's document retention policy.

**ARTICLE 24. EXCHANGE OF INFORMATION WITH GENERAL DIRECTOR**

- 24.1 The exchange of information between the Board of Directors, Committees, Sub-committees, Departments, and the Chairperson of the Board of Directors with the General Director shall adhere to the guidelines outlined in the Company's Charter, the Corporate Governance Regulations, this Regulation, and the Internal Management Regulations of the Company.
- 24.2 All resolutions/decisions made by the Board of Directors, Committees, Sub-committees, Departments, and the Chairperson of the Board of Directors must be promptly sent to the General Director and Business Executives in accordance with the provisions set forth in the Company's Charter, the Corporate Governance Regulations, this Regulation, and the Internal Management Regulations of the Company.
- 24.3 The Board of Directors is required to provide the General Director and the Business Executives with the yearly, quarterly, and monthly programs and operational plans of the Board of Directors within three (03) working days from the date of approval of such programs and operational plans.

**10.2.11.**

**10.2.12. CHAPTER V**

**a. EVALUATION OF PERFORMANCE, SALARY AND COMPENSATION FOR THE MEMBERS OF BOARD OF DIRECTORS**

**ARTICLE 25. EVALUATION OF OPERATIONAL EFFECTIVENESS**

- 25.1 The Board of Directors determines the parameters, standards, and methodologies for assessing the efficiency of its activities and the performance of its members.
- 25.2 The assessment meeting for the effectiveness of the Board of Directors and its members will only be held once the Company has projected its financial results for the fiscal year.
- 25.3 The Chairperson of the Board of Directors directs the corporate governance officers to compile self-assessment forms, documentation, and relevant data pertaining to the parameters, standards, and methodologies for assessing operational effectiveness. These are sent to members of the Board of Directors at least ten (10) working days before the scheduled assessment meeting.

- 25.4 members of the Board of Directors are required to submit their evaluations of the Board's effectiveness and their individual performance to the Chairperson of the Board at least three (03) working days before the assessment meeting.
- 25.5 During the meeting, the Chairperson of the Board of Directors presents the compiled evaluations and allows adequate time for members to exchange ideas and discuss. Following the discussion, members conduct evaluations through secret ballots. Each evaluation ballot includes the evaluator's name, evaluation criteria, results for each criterion, and the evaluator's signature.
- 25.6 The Chairperson of the Board of Directors announces the results of each evaluation ballot without revealing the evaluator's identity. The corporate governance officers record and calculate the final evaluation results for each criterion. The overall evaluation results are determined as the average of the evaluations submitted by members of the Board of Directors.
- 25.7 The outcomes of the effectiveness assessment of the Board of Directors and members of the Board of Directors are communicated to all members of the Board and the General Director upon the conclusion of the assessment meeting.

## **ARTICLE 26. COMMENDATION AND DISCIPLINE**

- 26.1 The Board of Directors determines commendation or disciplinary actions for its members as outlined in Clause 2, Article 40 of the Corporate Governance Regulations and this Regulation.
- 26.2 Commendation may take the form of a written acknowledgment with or without accompanying monetary rewards. The cash reward amount is decided by the Board of Directors during the commendation or disciplinary meeting for members of the Board. The reward sum is deducted from the total commendation budget of the Board of Directors for the fiscal year as decided by the General Meeting of Shareholders.
- 26.3 Forms of discipline include written reprimands, warnings, and proposals for dismissal to be presented at the General Meeting of Shareholders.
- 26.4 The Board of Directors commends a member when at least four (04) members recognize exceptional performance or significant contributions impacting the Board's effectiveness or the Company's business outcomes.
- 26.5 The Board of Directors disciplines a member when at least four (04) members identify:
- 26.5.1 Breach of duties outlined in the Company's Charter, the Corporate Governance Regulations, this Regulation, and the Company's Internal Management Regulations;
  - 26.5.2 Failure to fulfill assigned tasks by the Board of Directors or the Chairperson of the Board of Directors; or

- 26.5.3 Absence from meetings of the Board of Directors or failure to respond to written opinion surveys from the Chairperson of the Board of Directors on three (03) or more occasions within one (01) year.
- 26.6 The Chairperson of the Board of Directors convenes a meeting to commend or discipline members of the Board of Directors per Article 44 of the Company's Charter and this Regulation, within ten (10) working days of receiving commendation or disciplinary proposals from at least four (04) members of the Board of Directors. The written proposal must specify the individual under consideration, the primary reasons for commendation or discipline, the intended form of commendation or discipline, and any supporting documents.
- 26.7 Members of the Board of Directors are prohibited from submitting voting forms or authorizing others to attend commendation or disciplinary meetings for members of the Board of Directors. The meeting for commendation or disciplinary action must be attended by the four (04) proposing members of the Board of Directors and the individual proposed for commendation or discipline.
- 26.8 The procedure for organizing commendation and disciplinary meetings is as follows:
- 26.8.1 The corporate governance officer reports on attendance.
  - 26.8.2 The Chairperson of the Board of Directors presents the meeting's purpose, agenda, and content.
  - 26.8.3 The four (04) proposing members of the Board of Directors present their viewpoints, rationale, and assessments.
  - 26.8.4 The individual proposed for commendation or discipline offers their relevant opinions.
  - 26.8.5 Attendees discuss the commendation or disciplinary proposals.
  - 26.8.7 Members of the Board of Directors vote on resolutions/decisions as per the Company's Charter and the Corporate Governance Regulations; and
  - 26.8.9 The corporate governance officer reviews the key contents of the meeting minutes for all attendees, and the Chairperson confirms by signing the minutes.
- 26.9 The outcomes of commendation or disciplinary actions for members of the Board of Directors must be communicated to all members of the Board of Directors and the General Director within three (03) days following the conclusion of the commendation or disciplinary meeting for members of the Board of Directors.

**ARTICLE 27. COMPENSATION, ALLOWANCES, OTHER BENEFITS AND BONUS**

- 27.1 members of the Board of Directors shall receive salaries, allowances, bonuses, and other benefits as specified in Clause 10, 11, 12, and 13 of Article 40 of the Company's Charter,

Clause 1 and 2 of Article 14 of the Corporate Governance Regulations, this Regulation, and resolutions/decisions of the Annual General Meeting of Shareholders.

- 27.2 Based on the annual budget approved by the Annual General Meeting of Shareholders, the Board of Directors shall decide the monthly salary of the Chairperson of the Board of Directors and the monthly allowances and bonuses of members of the Board of Directors in accordance with the principle of consensus.
- 27.3 If the Board of Directors confirms that members of the Board of Directors undertake tasks outside the scope of their duties, they may receive additional bonuses in the form of a lump-sum fee per occasion, commission, or other forms as determined by the Board of Directors.
- 27.4 Based on the approved operational budget for the financial year by the Annual General Meeting of Shareholders, the Chairperson of the Board of Directors decides on the types and amounts of other expenses for members of the Board of Directors. Other expenses may include but are not limited to travel, communication, training, seminars, health insurance, and medical check-ups.
- 27.5 Based on the total amount of bonuses approved for the financial year by the General Meeting of Shareholders and the performance evaluation results, the Board of Directors decides on the bonuses for each Board of Directors member for the financial year using a method that corresponds to the performance of each Board of Directors member.
- 27.6 The total amount of salaries, allowances, benefits, bonuses, and other expenses of members of the Board of Directors must be presented in the Board of Directors' activity report and in other Company reports during the financial year in accordance with Clause 6 of Article 38 of the Company's Charter and Clause 4 of Article 14 of the Corporate Governance Regulation.

## **CHAPTER VI**

### **IMPLEMENTATION**

#### **ARTICLE 28. IMPLEMENTATION**

- 28.1 Amendments or supplements to this Regulation may be made by resolution or decision of the General Meeting of Shareholders.
- 28.2 This Regulation shall be distributed to members of the Board of Directors, the Committees, Sub-committees, Departments, the General Director, the Business Executives, the Office of the Board of Directors, other offices, agencies and divisions and shall be kept at the Company's Office.
- 28.3 The Chairperson of the Board of Directors is responsible for organizing the implementation of this Regulation and shall periodically report to the Board of Directors every six (06) months regarding its implementation.

**ARTICLE 29. EFFECTIVENESS**

This Regulation, consisting of 06 Chapters and 29 Articles, shall be effective from April 16<sup>th</sup>, 2024. This Regulation replaces and annul the Regulation on Operation of the Board of Directors issued on April 27<sup>th</sup>, 2023.

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

**CAO THI NGOC DUNG**