

Hanoi, April 16, 2026

PROPOSAL

On the approval for promulgation of the new Charter, the Internal Regulation on Corporate Governance, and the Regulation on the Operation of the Board of Directors

TO: THE GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter of Vietnam National Seed Group Joint Stock Company (the "Company");
- Pursuant to the current context and governance requirements of the Company,

In recent years, the National Assembly has promulgated the Law amending and supplementing a number of articles of the Law on Enterprises (effective from July 1, 2025) and the Law amending and supplementing a number of articles of the Law on Securities (effective from January 1, 2025). These legal instruments have introduced a number of new provisions affecting the validity of certain corresponding contents of the Company's Charter, the Internal Regulation on Corporate Governance, and the Regulation on the Operation of the Board of Directors.

In addition, upon review, certain provisions of the Company's Charter and the aforesaid two Regulations are no longer consistent with the Company's actual production and business operations. Some contents lack flexibility, have not kept pace with management and operational requirements, and have caused difficulties in the governance, administration, and implementation of business activities. At the same time, the internal documents still contain certain provisions referring to Decree No. 71/2017/ND-CP dated June 6, 2017 and Circular No. 95/2017/TT-BTC dated September 22, 2017, which are no longer in effect. These shortcomings have led to obstacles in application and have not fully satisfied the requirements for transparency and governance standards under the prevailing laws.

On that basis, the review, development, and re-promulgation of the Company's internal governance documents are necessary in order to: (i) ensure full and timely compliance with the new legal regulations; (ii) harmonize the internal regulatory framework with the Company's organizational model and development orientation in the new phase; (iii) align with good corporate governance practices, enhance transparency, governance efficiency, and risk control; and (iv) further protect the lawful rights and interests of shareholders.

Accordingly, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the promulgation of new internal documents within the authority of the General Meeting of Shareholders, specifically as follows:

1. Approval of the promulgation of the new Company Charter, replacing the Charter issued in 2021;
2. Approval of the promulgation of the new Internal Regulation on Corporate Governance, replacing the Regulation issued in 2024;
3. Approval of the promulgation of the new Regulation on the Operation of the Board of Directors, replacing the Regulation issued in 2021.

Note: In accordance with Clause 4, Article 143 of the Law on Enterprises, the Company has published the draft documents, including the Charter, the Internal Regulation on Corporate Governance, and the Regulation on the Operation of the Board of Directors, on the Company's website at www.vinaseed.com.vn, under the section “**Investor Relations / General Meeting of Shareholders / 2026**”, together with the set of documents for soliciting shareholders' opinions.

Respectfully submitted to the General Meeting of Shareholders for approval!

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRWOMAN**

(signed and sealed)

NGUYEN THI TRA MY

TRANSLATION

DRAFT

CHARTER

OF ORGANIZATION AND OPERATION

Vietnam National Seed Group Joint Stock Company

Hanoi, April 16, 2026



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CHAPTER I

DEFINITION OF TERMS OF THE CHARTER

Article 1. Interpretation

- 1.1** The following terms and abbreviation in this Charter shall be perceived as follows:
- a. **“Charter capital”** is the total par value of the shares sold or registered when establishing the Company and regulated in Article 7 of this Charter.
 - b. **“Enterprises Law”** is referred to Enterprise Law No. 59/2020/QH14 dated 17/6/2020 and its amending, supplementing, replacing documents.
 - c. **“Securities Law”** is referred to Securities Law No.54/2019/QH14 dated 26/11/2019 and its amending, supplementing, replacing documents.
 - d. **“Date of Establishment”** is the date when the enterprise is first granted the Enterprise Registration Certificate.
 - e. **“Company Managers”** are executing personnel, including Chairman of the BOD, members of BOD, CEO and Deputy CEO.
 - f. **“Company executive managers”** are CEO, Deputy CEO, Chief Financial Official, Chief Accountant.
 - g. **“Non-executive member of BOD”** is the member other than Company executive managers specified in this Company’s Charter.
 - h. **“Independent members of BOD”** are member specified in Clause 2, Article 155 of the Enterprises Law.
 - i. **“Audit Committee”** is a committee under the BOD which performs the internal audit function.
 - j. **“Related Person”** is an individual, organization stipulated in Clause 23, Article 4 of the Enterprises Law and Clause 46 Article 4 of the Securities Law.
 - k. **“Company”** means Vietnam National Seed Group Joint Stock Company.
 - l. **“The Meeting”** means General Meeting of Shareholders of the Company.
- 1.2** In this Charter, references to one or several other documents or regulations shall encompass the amended or replaced ones.
- 1.3** Headings and titles (Chapters, Articles of this Charter) are used for easy understanding and shall not affect the content of this Charter.

CHAPTER II

NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICE AND OPERATION DURATION AND LEGAL REPRESENTATIVE OF COMPANY

Article 2. Names, type, head office, branches and representative office, stamp of Company

- 2.1** Company name:
- Company name in Vietnamese: **CÔNG TY CỔ PHẦN TẬP ĐOÀN GIỐNG CÂY TRỒNG VIỆT NAM**

- Company name in English: **Vietnam National Seed Group JSC**
 - Abbreviated name: **VINASEED**
- 2.2** The Company is the joint stock company having legal status as an entity in accordance with the applicable law of Vietnam.
- 2.3** Registered head office:
- Head office address: No. 1, Luong Dinh Cua Street, Kim Lien Ward, Hanoi, Vietnam.
 - Tel: (084-24) 38523294
 - Email: nsc@vinaseed.com.vn Website: www.vinaseed.com.vn
- 2.4** The Company's branches and representative offices shall be established in order to fulfill its targets in compliance with the decision of the BOD and laws of Vietnam.
- 2.5** The Company has an official seal, decided by the BOD, which is engraved in accordance with the law and the Company's Charter or seal in the form of digital signature in accordance with the law on electronic transactions. The BOD, CEO stipulates the principle of using and managing the seal according to the law.

Article 3. Legal representative of the Company

- 3.1.** The Company shall have 02 (two) legal representatives which is Chairwoman of the Board of Directors.
- 3.2.** The legal representative of the Company is an individual who represents the Company in exercising the rights and performing the obligations arising from the Company's transactions, who represents the Company as the petitioner in civil matters, as the plaintiff, defendant, or person with related rights and obligations before Arbitration or Courts, and who performs other rights and obligations in compliance with the law.
- 3.3.** The legal representative of the Company must reside in Vietnam. In case the legal representative leaves Vietnam, they must delegate their authority in writing to another individual residing in Vietnam to carry out the rights and obligations of the legal representative. In this case, the legal representative remains responsible for the delegated rights and obligations.
- 3.4.** In the event that the authorized delegation period expires as stipulated in Article 3.2 of this Charter, and the company's legal representative has not returned to Vietnam and there is no other delegation, the authorized individual continues to carry out the rights and obligations of the legal representative until the legal representative returns to work at the Company or until the Members' Council decides to appoint another person as the legal representative of the Company.
- 3.5.** If the legal representative of the Company is absent from Vietnam for more than 30 days without delegating authority to another person to carry out the rights and obligations of the legal representative; or if they pass away, go missing, are subject to criminal prosecution, are detained, are serving a prison sentence, are undergoing compulsory administrative measures at compulsory rehabilitation or compulsory education establishments, are restricted or deprived of civil act capacity, have difficulty in perception or self-control, or are prohibited by the Court from holding positions or from practicing certain professions or jobs, then the Members' Council appoints another person as the legal representative of the Company.

- 3.6.** Responsibilities of the legal representative of the Company:
- a. Responsibilities of the legal representative of the Company:
- Perform the assigned rights and obligations in an honest, prudent, and optimal manner in order to ensure the lawful interests of the Company;
 - Remain loyal to the interests of the Company; not take advantage of his/her position or title, nor use trade secrets, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals;
 - Promptly, fully, and accurately notify the Company of any enterprises in which he/she or his/her Related Person is the owner, or holds shares or capital contribution, in compliance with the Enterprises Law.
 - Fulfill other responsibilities as prescribed by the Enterprises Law and other relevant laws.
- b. The legal representative of the Company shall be personally liable for any damage caused to the Company arising from a breach of the above-mentioned responsibilities.

CHAPTER III

OBJECTIVES, SCOPE OF BUSINESS AND OPERATION

Article 4. Business objectives of Company

4.1 The company's business lines include:

No.	Field/Industry	Code
1	Multiplication and care of agricultural seedlings	0130
2	Wholesale of rice, wheat, other cereal products, wheat flour	4631
3	Other specialized wholesale not elsewhere classified <i>Details: Wholesale of fertilizers and agrochemical products.</i>	4679
4	Seed treatment for propagation <i>Details: Packaging and storage of plant varieties and materials for crop production.</i>	0164
5	Manufacture of other specialized machines not elsewhere classified <i>Details: Direct import and export of plant varieties and materials serving the production of plant varieties.</i>	8299
6	Food retail <i>Details: Retail of the following goods:</i> - <i>Fresh, frozen or preserved, processed fruits and vegetables.</i> - <i>Fresh, frozen and processed meat and meat products of livestock and poultry.</i> - <i>Fresh, frozen and processed fishery products.</i> - <i>Other food products.</i>	4722
7	Mixed farming and livestock farming <i>Details: Crop cultivation</i>	0150

8	Wholesale of food	4632
9	<p>Wholesale of agricultural and forestry raw materials (except wood, bamboo) and live animals.</p> <p>Details:</p> <ul style="list-style-type: none"> - Business in plant varieties and materials for crop production. - Wholesale of paddy, wheat, corn and other cereal grains. - Wholesale of seeds and oil-bearing fruits. - Wholesale of flowers and plants. - Wholesale of other raw agricultural and forestry products, residues, waste and by-products used for animal feed. - Wholesale of paddy, wheat, maize and other cereal grains, including those used as seeds. - Wholesale of flowers and plants, including ornamental plants and those used for propagation. - Wholesale of feed for livestock, poultry and aquaculture. - Wholesale of semi-finished products, residues and waste derived from agricultural products used for processing livestock, poultry and aquaculture feed. 	4620 (Primary business line)
10	Food retail	4721
11	<p>Retail sale of other new goods (except automobiles, motorcycles, motorbikes and accessories)</p> <p>Details:</p> <ul style="list-style-type: none"> - Retail of fresh flowers, ornamental plants, seeds, fertilizers, pet animals and pet food. - Retail of fertilizers and agrochemical products. - Retail of non-food products not elsewhere classified. 	4773
12	Growing vegetables, beans and flowers	0118
13	Processing and preserving fruits and vegetables	1030
14	Production of feed for livestock, poultry and aquatic animals	1080
15	<p>Financial service support activities not elsewhere classified</p> <p>Details: <i>Investment consulting activities</i></p>	6619
16	<p>Real estate business, land use rights of owners, users or tenants</p> <p>Details: <i>Real estate business (limited to the activities specified in Clause 1, Article 10 of the Law on Real Estate Business).</i></p>	6810
17	<p>Business management consulting activities and other management consulting activities</p> <p>(Excluding legal consultancy and representation, accounting and</p>	7020

	<i>auditing services, tax consultancy, and securities services.)</i>	
18	Growing coffee trees	0126
19	Growing cashew trees	0123
20	Growing tea trees	0127
21	Production of fertilizers and nitrogen compounds	2012
22	Production of other food products not elsewhere classified Details: - Roasting and filtering of coffee. - Manufacture of coffee products such as instant coffee, filter coffee, coffee extracts and coffee concentrates. - Blending of tea and additives. - Manufacture of tea extracts and preparations, including tea-based beverages.	1079
23	Scientific research and technological development in the field of agricultural science	7214

4.2 Objective of operation of the Company

The objectives of the Company are to mobilize and use capital source efficiently in production and business in order to obtain maximum legal profits; create stable jobs for employees and workers; increase value for shareholders; conduct taxation obligations and other financial obligations in accordance with applicable laws.

Article 5. Scope of business and operation of the Company

- 5.1** The Company is entitled to set up business plans and carry out business lines posted in National Business Registration Portal, this Charter and applicable law and take appropriate measures to achieve set goals as well.
- 5.2** The Company will be able to do business lines in other fields provided that they are allowed by law and approved by GMS.

Article 6. Limitation of foreign ownership ratio

Limitation of foreign ownership ratio at the Company shall be in compliance with applicable laws.

CHAPTER IV

CHARTER CAPITAL, SHARE, FOUNDING SHAREHOLDER

Article 7. Charter capital, share, founding shareholder

- 7.1** As at the date of adoption of this Charter, the Company's charter capital is VND 175,869,880,000 (in words: One hundred seventy-five billion eight hundred sixty-nine million eight hundred eighty thousand Vietnamese Dong);
- The Charter Capital is divided into 17,586,988 shares carrying its par value of VND 10,000 /share.
- 7.2** The Company may change its Charter Capital upon approval of the GMS granted in accordance with law.
- 7.3** The Company's shares on the date of passing this Charter include common and preferred shares (if any). Rights and duties of shareholder holding each kind of share shall be defined at the Article 13 and 14 of this Charter.
- 7.4** The Company can issue other preferred shares with the approval of the GMS and in compliance with applicable law.
- 7.5** The existing shareholders must be given the priority to buy the common shares in proportion with their ownership of the Company, unless the GMS decides differently. The Company's BOD will decide on the remaining shares which are not registered for purchase. BOD may sell those shares to other people in suitable condition and measure as decided by the Board, however, those shares cannot be sold at more favorable conditions than those sold to the existing shareholders, unless the shares are sold by auction in the Stock Exchange.
- 7.6** The Company may buy the shares issued by the Company in a way defined in this Charter and the existing law.
- 7.7** The Company may issue other shares pursuant to approval of the GMS and regulations of laws.

Article 8. Share certificate

- 8.1** The Company's shareholders are granted with share certificates correlative with numbers and types of the shares they hold for non-custodial shareholders.
- 8.2** Share certificates are certificates issued by the Company, book entries, or electronic data which certify ownership of one or an amount of shares of the company. A share certificate must contain the information mentioned in Clause 1 Article 121 of the Enterprise Law.
- 8.3** Within the period of 30 (thirty) days since sufficient proposal documents are submitted for transferring ownership of shares in accordance with Company's regulations or within the period of 02 (two) months (or other period according to issuing terms and conditions) since the full payment for purchasing the shares as per the regulations at the Company's share issuance plan, the share owner is granted with share certificate. The share owner shall not have to pay the Company for the share printing expense.
- 8.4** In case the certificate of shares is lost, damaged or damaged, the owner of shares may be requested by the Company to be re-issued with a new share certificate at the request of such shareholder. A shareholder request must include the following:
- a) Information about shares that have been lost, damaged or otherwise damaged;

- b) Commitment to be responsible for any disputes arising from the re-issuance of new shares;
- c) Pay all incurred expenses in connection with the reissuance of the share certificate to the Company.

Article 9. Other securities certificates

The bond certificates or other securities certificates of the Company will be issued with Company's seal and signature of the legal representative of the Company.

Article 10. Share transfer

- 10.1** All the shares are freely transferred unless the law, the Charter or issuance regulations regulate differently. The shares listed, registered for transaction on the Stock Exchange will be transferred pursuant to the regulations of the law on securities and securities market.
- 10.2** Shares which have not yet been fully paid shall not either be transferred or entitled to related rights and benefits such as receiving dividends, receiving shares issued to increase share capital from equity, purchasing new shares and other benefits according to the laws.

Article 11. Share reclamation

- 11.1** Where a shareholder fails to pay in full and on time the amount payable to purchase shares, the BOD shall notify and have the right to request such shareholder to pay the unpaid amount, take other responsibilities in proportion to the total par value of the registered shares for the Company's financial obligations arising from the failure to pay in full.
- 11.2** An announcement requiring the above-mentioned payment must specify the new time-limit for payment (at least (07) seven days from the date on which the announcement is sent) and place for payment, and state that the shares which have not yet been fully paid for shall be withdrawn in case of failure to make payment as required.
- 11.3** In case the requirements in the announcement are not satisfied, the BOD may have the right to reclaim the number of shares which have not been paid in full and in time.
- 11.4** The reclaimed shares are considered as authorized shares for offer as stipulated under Clause 3 Article 112 of the Enterprise Law. BOD may authorize or directly sell or re-allocate those shares in a manner that the BOD consider suitable.
- 11.5** The owner of the reclaimed shares shall have to abandon his/her status as the shareholder, however he/she will have to pay relevant amount and be responsible for the total par value of shares registered to buy for the financial obligations of the Company arising at the time of reclamation as per the decision of the Board from the day of reclamation to the day of payment. BOD has full rights to decide on coercing the shareholder to make the payment entire share value at the time of reclamation (including as not limited to: the interest no more than 9% per year).
- 11.6** The announcement of the reclamation shall be sent to the owner holding reclaimed shares before the time of reclamation. The reclamation will still take effect regardless of negligent or mistaken sending of the announcement.

CHAPTER V

STRUCTURE OF ORGANIZATION, MANAGEMENT AND SUPERVISION

Article 12. Structure of organization, management and supervision

12.1 The Company's structure of organization and management includes:

- General Meeting of Shareholders;
- Board of Directors;
- Chief Executive Officer.

12.2 The Company ensures that at least 20% of the BOD members are independent members and establish an internal Audit Committee under the BOD. Independent members of the BOD and Audit Committee shall be in charge of participating in supervising and organizing the control of the Company's management, internal audit.

CHAPTER VI

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 13. Shareholders' rights

13.1 Ordinary shareholders have rights to:

- a. Attend and give opinions at the General Meetings of Shareholders; exercise the right to vote directly or via an authorized representative at the GMS or exercise distance voting. Each ordinary share has one vote;
- b. Receive dividends at a rate decided by the GMS;
- c. Freely transfer the shares that have been paid for in full in accordance with this Charter and current law;
- d. Pre-emptive rights over new shares in proportion with the number of common shares they own;
- e. Review, inspect and extract information relating to shareholders and request to alter their incorrect information;
- f. Review, inspect and extract or copy Company's Charter, Meeting Minutes and Resolutions of the GMS;
- g. Receive remaining asset of the Company in proportion with his/her shareholding ratio when the company is dissolved or bankrupt;
- h. Request the Company to re-purchase their shares in the cases as stated in Article 132 in the Enterprise Law;
- i. Be treated equally. Each share of the same class gives the owner the same rights, obligations and interests. In case the Company has types of preference shares, the rights and obligations associated with those types of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders.
- j. Have full access to periodic and unusual information published by the Company in accordance with the law;

- k. To have their legitimate rights and interests protected; propose suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders, the Board of Directors in accordance with the Law on Enterprises;
- l. Other rights provided by law and this Charter.

13.2 Shareholder or group of shareholders owning at least 5% of the total of the common shares shall have rights to:

- a. Request BOD to convene GMS in accordance with Clause 3 Article 115 and 140 of the Enterprise Law;
- b. Review, look up, extract the number of minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, contracts, transactions must be approved by the Board of Directors and other documents, except documents relating to trade secrets, business secrets of the Company;
- c. Request the Audit Committee to look over specific matters associated to the Company's management, operation if necessary. The Request must be in written form, including names of shareholders, permanent address, nationality, Personal Identification Number for individual shareholder; names, enterprise code or number of establishment decision or business registration, head office address for organizational shareholders, the total number of shares of a shareholder and the time to be registered as shareholder; the total number of shares of a group of shareholders and ownership ratio in the Company's total shares; matters needed to be investigated and the aims of investigation;
- d. Propose the issue to be included in the agenda of the General Meeting of Shareholders. The petition must be in writing and sent to the Company at least 15 days before the opening date. The recommendation must clearly state the name of the shareholder, the number of shares of each type of shareholder, and the proposed issues to be included in the meeting agenda;
- e. Nominate people to the Board of Directors. The nomination is made as follows:

Ordinary shareholders who form groups to nominate candidates to the Board of Directors must notify the meeting shareholders of the meeting before the opening of the meeting;

Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this Clause is entitled to nominate one or several people according to the decision of the General Meeting of Shareholders as candidates for the Board of Directors. In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.
- f. Other rights stipulated in the law and this Charter.

Article 14. Obligations of Shareholders

Ordinary Shareholders take the following obligations:

- 14.1** Observe Company's Charters and internal regulations; follow Decisions made by GMS and the BOD;

- 14.2** Attend Meeting of GMS and exercise voting right via the following forms:
- a. Directly attend and vote at the Meeting;
 - b. Authorize other person to attend and vote at the Meeting;
 - c. Attend and vote via online Meeting, remote voting, electronic voting, or a combination of such methods;
 - d. Sends votes to the Meeting by post, fax, or email.
- 14.3** Pay fully and on time the committed amount of capital to buy share as;
- 14.4** Fulfill other duties provided by law;
- 14.5** Confidential the information provided by the Company in accordance with the company's charter and law; only use the information provided to exercise and protect its legitimate rights and interests; It is strictly forbidden to distribute or copy or send information provided by the Company to other organizations or individuals;
- 14.6** Not to withdraw the capital contributed by ordinary shares from the Company in any form, except when the shares are repurchased by the Company or by someone else. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this clause, such shareholder and the person with related interests in the Company must be jointly responsible for the debts and other assets obligations of the Company within the value of the shares were withdrawn and damages occurred;
- 14.7** Take personal liability when performing one of the following activities in the name of the Company:
- a. Violations of law;
 - b. Doing business or other transactions for personal interests or for interests of others;
 - c. Payment of undue debts while the company is facing financial risk.

Article 15. General Meeting of Shareholders

- 15.1** The General Meeting of Shareholders includes all shareholders with voting rights, is the highest decision-making body of the Company. The Annual General Meeting of Shareholders is held 01 (once) a year and within four (04) months from the end of the fiscal year. The Board of Directors decides to extend the annual General Meeting of Shareholders in case necessary, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The venue of the meeting of the General Meeting of Shareholders is determined to be the place where the chair attends the meeting and must be in the territory of Vietnam.
- 15.2** BOD has the rights to summon the annual GMS Meeting and select appropriate venue for the Meeting. The annual GMS has the power to decide the matters regulated by the law and Charter, especially approve the annual financial statement and budget plan for next year. In case audited annual financial report has material exceptions, an adverse auditing opinion or a disclaimer of opinion, the Company shall invite a representative of the approved independent auditing firm that audited the financial statements to attend the Annual General Meeting of Shareholders, and such representative shall be obliged to attend the Company's Annual General Meeting of Shareholders..

- 15.3** BOD shall convene the extraordinary Meetings of shareholders in the following cases:
- a. BOD considers it necessary for the benefits of the Company;
 - b. If the last number of members of BOD, independent members of BOD is less than quorum regulated by law;
 - c. Shareholder or group of shareholders as mentioned in Article 13.2, 13.3 of this Charter request to convene the GMS. The request must be made in writing, stating the reason and aims of the Meeting, signed by relevant shareholders (or the request can be made in a number of papers to collect all signatures of relevant shareholders);
 - d. Other cases in accordance with law and this Charter.

15.4 Summon the extraordinary GMS

- a. The BOD must convene the GMS within 30 (thirty) days since number of member of BOD, independent member of BOD falls to the level specified in Article 15.3.c or upon receipt of a request specified in Article 15.3.c and Article 15.3.e of this Charter;
- b. Where BOD does not summon GMS as regulated in Article 15.4.a, within the 30 (thirty) days, shareholder and group of shareholders stipulated in Article 13.2 of this Charter has to right to represent the Company to convene the GMS as prescribed in Clause 4 Article 140 of the Enterprise Law.

In this case, shareholder and group of shareholders in this Article summoning GMS may request Business Registration Division to monitor the the procedures for summoning, organize and dopting resolutions the Meeting if necessary. Expenses for the summons and carrying out GMS shall be reimbursed by the Company. Personal expenditure to attend the Meeting including accommodation and travelling spent by shareholders is excluded from the above-mentioned expense.

- c. The meeting of the General Meeting of Shareholders must perform the tasks specified in Clause 5 Article 140 of the Enterprises Law.

Article 16. Authorities and responsibilities of the shareholders' Meeting

16.1 The annual GMS has the following rights and obligations:

- a. Approve the Company's development orientation;
- b. Decide the type of shares and the total number of shares of each class to be offered; decide the annual dividend rate of each type of shares;
- c. Elect, dismiss and replace members of the Board of Directors;
- d. Decide investment transaction/sale of assets with a value of 35% or more of the total value of assets of the Company, recorded in the latest audited financial statements;
- e. Supplement and amend the Company's Charter;
- f. Decide to repurchase over 10% of total issued shares of each class;
- g. Examining and handling violations of members of the Board of Directors causing damage to the Company and the Company's shareholders;
- h. Decide to reorganize, dissolve the Company;
- i. Decide the budget or total remuneration, bonus and other benefits for the Board of Directors;

- j. Approve the Company's Internal Governance Charter and the Board of Directors' Operating Charter;
- k. Approve the list of approved auditing firms; decide that the auditing company is approved to inspect the company's operations, dismiss the approved auditor when deemed necessary;
- l. Approve the signing of contracts and transactions with the subjects specified in Clause 1 Article 167 of the Enterprises Law with a value equal to or greater than 35% of the total value of the Company's assets as recorded in the latest audited or reviewed financial statements of the Company;
- m. Approve loan, lending, or asset sale contracts and transactions with a value greater than 10% of the total assets of the Company as recorded in the latest audited or reviewed financial statements of the Company between the Company and a shareholder holding 51% or more of the total voting shares, or such shareholder's Related Person(s);
- n. Approve loans or guarantees for members of the Board of Directors, the Chief Executive Officer, other Company Managers who are not shareholders, and their Related Persons, except for cases under the authority of the Board of Directors as provided in Article 40.5 of the Charter;
- o. Approve transactions with a value of 35% or more, or transactions that result in an aggregate transaction value within twelve (12) months from the date of the first transaction reaching 35% or more of the total assets of the Company as recorded in the latest audited or reviewed financial statements of the Company, conducted between the Company and any of the following parties:
 - Members of the Board of Directors, the CEO, other Company Managers, and their Related Persons;
 - Shareholders, authorized representatives of shareholders holding more than 10% of the total ordinary shares of the Company, and their Related Persons;
 - Enterprises related to the entities specified in Clause 2, Article 164 of the Enterprises Law.
- p. Other rights and obligations in accordance with law.

16.2 The General Meeting of shareholders discusses and approves the following issues:

- a. The annual business plan of the Company;
- b. Audited annual financial statements;
- c. Reports of the Board of Directors and results of activities of the Board of Directors and each member of the Board of Directors, independent members of the Board of Directors are responsible for reporting at the Annual General Meeting of Shareholders;
- d. Dividend rate for each share of each class;
- e. Number of members of the Board of Directors;
- f. Election, dismissal and removal of members of the Board of Directors;
- g. Decide the budget or total remuneration, bonus and other benefits for the Board of Directors;

- h. Approve the list of approved auditing firms; decide that the auditing company is approved to examine the company's operations when deeming it necessary;
 - i. Supplement and amend the company's Charter, unless the General Meeting of Shareholders has authorized the Board of Directors to perform in each specific case;
 - j. Class of shares and number of new shares to be issued for each class of shares;
 - k. Division, separation, consolidation, merger or conversion of the Company;
 - l. Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
 - m. Decide to invest or sell assets with a value of [35%] or more of the total asset value recorded in the latest audited or reviewed financial statements of the Company;
 - n. Decide to repurchase over 10% of total sold shares of each class;
 - o. The Company signs contracts and transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the latest audited or reviewed financial statements of the Company;
 - p. Approve the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities and / or other documents. amendment and supplement (if any);
 - q. Approving the internal regulations on corporate governance and the Board of Directors' Operation Regulations;
 - r. Other issues under the authority of the General Meeting of Shareholders in accordance with this Charter and the provisions of law.
- 16.3** All resolutions and issues included in the agenda must be discussed and voted at the General Meeting of Shareholders.

Article 17. Authorize attend the General Meeting of Shareholders

- 17.1** Shareholders to attend the GMS in accordance with the law can authorize their representatives to attend. In a case of having more than one authorized legal representative is appointed, the specific number of shares and the specific number of votes authorized to each representative must be specified.
- 17.2** The authorization for a representative to attend the General Meeting of Shareholders must be made in writing. The authorization document is made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the individual, the authorized organization, the number of authorized shares, the content of authorization, the scope of authorization, term of authorization, signatures of the principal and the authorized party.
- 17.3** The person authorized to attend the meeting of the General Meeting of Shareholders must submit the written authorization when registering to attend the meeting before attending the meeting. In case of re-authorization, meeting attendees must present the original authorization document of the shareholder, the authorized representative of shareholder who is an organization (if it has not been registered with the Company before).

- 17.4** In case a lawyer signs the appointment of a representative on behalf of the principal, the appointment of a representative in this case will be considered valid only if the appointment of that representative is presented with the document. Authorize a lawyer (if not previously registered with the Company).
- 17.5** The votes of the authorized person attending the meeting within the scope of authorization are still valid in one of the following cases:
- a. The principal is dead, has limited civil act capacity or has lost his / her civil act capacity;
 - b. The principal has rescinded the authorization designation;
 - c. The principal has revoked the authority of the person performing the authorization.

This provision does not apply in case the Company receives notice of one of the above events before the opening of the meeting of the General Meeting of Shareholders or before the meeting is re-convened.

Article 18. Change of rights

- 18.1** Changes or cancellation of specific rights attached to one preferred shares shall be valid if to be approved by shareholders holding at least 65% common shares. Resolution of the General Meeting of Shareholders on the content that changes the rights and obligations of shareholders who own preferred shares shall only be approved if the number of preferred shareholders of the same type attending the meeting owns 75% of the total number of preferred shares. That type or more agrees or is approved by the preferred shareholders of the same type owning 75% of the total number of such preferred shares in case of passing a resolution in the form of written opinion.
- 18.2** The organization of a Meeting for the shareholder holding preferred shares to change above mentioned rights shall be valid if at least 02 (two) shareholders (or their authorized representatives) are present and each of them holds at least 1/3 (one-third) of the par value of the issued shares of such class. Where the number of attendees as required above is insufficient, the Meeting shall be reconvened within a period of thirty (30) days and the holders of shares of such class (not depending on the number of holders and the number of shares) who are present directly or via an authorized representative shall be considered to be a sufficient number of attendees. At the Meeting of shareholder holding preferred shares as mentioned above, the holders of the shares of such class who are present directly or via an authorized representative may request a secret ballot. Each share of the same category shall have equal voting right at the Meeting as mentioned above.
- 18.3** The procedures for conducting such separate Meetings shall be implemented in accordance with Articles 20, 21 and 22 of this Charter.
- 18.4** Except where otherwise stipulated by the terms of an issue of shares, special rights attached to various classes of shares with preference rights regarding some or all issues on distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

Article 19. Convening the GMS, agenda and notice of GMS

- 19.1** BOD shall convene the GMS, or the GMS shall be convened in the cases stipulated in Article 15.4.b of this Charter.
- 19.2** The person convening the GMS shall carry out the following duties:
- a. Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting of the General Meeting of Shareholders shall be made no later than 10 (ten) days before the date of sending the notice of invitation to the meeting of the General Meeting of Shareholders. The company must disclose information on the making of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days prior to the final registration date;
 - b. Prepare the agenda and contents of the Meeting;
 - c. Prepare the documents of the Meeting
 - d. Draft resolution of the Meeting according to planned agenda of the Meeting;
 - e. Determine the time and venue for holding the GMS;
 - f. Inform and send a notice of the Meeting of the GMS to all shareholders entitled to attend the Meeting.
 - g. Other works for the Meeting.
- 19.3** Invitation to attend the Meeting of the GMS shall be sent to all shareholders by a method that ensures it reaches the shareholder's contact address, or be sent from email of the Company to the shareholder's email address registered with the Vietnam Securities Depository and Clearing Corporation; and at the same time be published on the Company's website, State Securities Committee and, Stock Exchange, in accordance with legal regulation.
- 19.4** The convener of the General meeting of shareholders must send the meeting invitation to all shareholders in the list of shareholders entitled to attend the meeting at least 21 (twenty one) days before the opening date of the meeting (from the date of for which the notice is duly sent or dispatched, paid for a fee or placed in the mailbox).
- 19.5** Agenda of the GMS, documents related to issues voted, in Meeting shall be delivered to shareholders and/or posted on website of Company. If documents have not been attached to notice of GMS, invitation notice shall clearly state link uploading all Meeting documents so that shareholder can access, including:
- a. Meeting agenda, documents used during the Meeting;
 - b. List and information of nominees of members of BOD;
 - c. Voting slip;
 - d. Draft of resolution for each issue in Proposal of the agenda.
- 19.6** A shareholder or group of shareholders referred to in Article 13.2 of this Charter shall have the right to propose issues to be included in the agenda of a Meeting of the GMS. The proposal must be made in writing and must be sent to the Company at least 03 (three) business days before the time of opening of the GMS. The proposal must contain the full names of the shareholders, the number and class of shares held by them, and the items proposed to be included on the agenda.

- 19.7** The convener of a meeting of the General Meeting of Shareholders has the right to reject the recommendation specified in Article 19.6 in one of the following cases:
- a. The petition was not sent on time or is insufficient, or is not in the correct content;
 - b. At the time of the petition, the shareholder or group of shareholders does not hold 05% or more of the common shares or more as prescribed in Article 13.2 of the Charter;
 - c. The proposed issue is not within the jurisdiction of the General Meeting of Shareholders;
 - d. Other cases as provided for by law and this Charter.
- 19.8** The convener of the General Meeting of Shareholders must accept and include the recommendations specified in Clause 6 of this Article into the proposed agenda and content of the meeting, except for the case specified in Clause 7 of this Article; The proposal is officially added to the agenda and content of the meeting if it is approved by the General Meeting of Shareholders.

Article 20. Conditions for convening the GMS

- 20.1** The GMS shall be convened when the number of attending shareholders represents at least 50% of the total voting shares.
- 20.2** In case the first meeting is not eligible for conducting as prescribed in Clause 1 of this Article, the notice of invitation for the second meeting shall be sent within a period of 30 (thirty) days from the date scheduled date to convene the first GMS. The GMS which is convened for a second time shall be conducted when the number of attending shareholders and authorized representatives represent from 33% of the voting shares.
- 20.3** If the second GMS In case the second meeting is not eligible to conduct as prescribed in Clause 2 of this Article, the notice of invitation for the third meeting must be sent within 20 (twenty) days from the date scheduled to convince the second GMS. The third GMS shall be conducted irrespective of the total number of votes of attending shareholders or authorized representatives.

Article 21. Procedures for conducting and voting at the GMS

- 21.1** Shareholders, or Proxies can register via email, but still have to carry and present the notice of invitation, personal identification, letter of proxy and other documents necessary with the Organizing Committee to register at the GMS. Shareholders can submit prior information about the authorization documents to the Organizing Committee before opening the Meeting.
- 21.2** Before opening of the Meeting of the GMS, the Company must carry out procedures to register and must do the registration until all shareholders who are entitled to attend the meeting have registered in the following order:
- a. When conducting the registration, the Company grants to each shareholder or authorized representative with the right to vote 01 (one) vote, on which the registration number, full name of the shareholder, full name of the representative is authorized and the number of votes of that shareholder. The General Meeting of Shareholders elects the people responsible for counting votes or supervising the counting of votes at the proposal of the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

- b. Any shareholder or authorized representative who comes after opening of the GMS shall be registered and shall have the right to immediately participate in voting upon completion of the registration. The Chairman shall not pause the GMS for the late shareholders to register, and effectiveness of any prior voting which has already been completed shall not be changed.
- 21.3** The election of the chairman, secretary and the vote counting committee is stipulated as follows:
- a. The Chairman of the BOD shall preside over the GMS convened by the BOD. If the Chairman of the BOD is absent or temporarily incapable of working, the BOD members shall vote to elect one of the members of the BOD based on principle of majority.
- b. Except for this case in Clause a of this Article, the person who signs to convene the GMS shall preside over the Meeting to vote to elect the Chairperson of the Meeting among the attendees and the person who has highest number of votes will be chairperson of the Meeting.
- c. The Chairman appoints one or several people to be secretary of the meeting.
- d. The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the chairman of the meeting.
- 21.4** The agenda and contents of GMS must be ratified by the shareholders during the opening session. The agenda must specify the time designated for each issue on the agenda.
- 21.5** The chairman is entitled to take necessary and reasonable measures to control the Meeting in an orderly manner and in conformity with the ratified agenda so that it reflects the demands of the majority of participants:
- a. Arrange seats for attendees at the venue of the GMS;
- b. Ensure the safety of all attendees who are present at the Meeting;
- c. Create favorable conditions for shareholders to attend (or continue to attend) the GMS.
- The convener of the meeting of the General Meeting of Shareholders has the right to change the above measures and apply all necessary measures. The applied measures may be the issuance of admission permits or use of other options.
- 21.6** The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting for, against and without opinion. The voting results were announced by the chairman just before the meeting was closed.
- 21.7** Shareholders or authorized persons arriving after the meeting has opened are still registered and have the right to participate in voting right after registration; in this case, the validity of the previously voted contents does not change.
- 21.8** The Chairman of the General Meeting can postpone the General Meeting of Shareholders with the full number of participants registered to attend the meeting no more than 03 working days from the date of the intended opening of the meeting and only postpone the meeting or change the meeting location in case the followings:
- a. The meeting place does not have enough seats for all meeting participants;
- b. The means of communication at the meeting place are not guaranteed for shareholders attending, discussing and voting;

c. Having attendees obstruct, disturb the order, risk making the meeting not conducted fairly and legally.

21.9 The convener of the General Meeting of Shareholders has the right to request the shareholders or authorized representatives attending the meeting of the General Meeting of Shareholders to be examined or other legal and reasonable security measures. In case there is a shareholder or an authorized representative that fails to comply with the above provisions on inspection or security measures, the convener of the General Meeting of Shareholders, after careful consideration, has the right to refuse or expel that person.

21.10 In case the above mentioned measures applied to the GMS takes, the convener may, when making decision about venue of the Meeting:

- a. Announce that the GMS shall be held at the venue as stated in the notice of the Meeting and the Chairperson of the Meeting shall be present at the venue (“The official Location of the Meeting”);
- b. Make arrangements so that shareholders or authorized representatives who fail to attend the Meeting in accordance with this Article or people who wish to attend the Meeting at a location different from the Official Location of the Meeting may still attend the GMS.

A notice on holding the GMS shall not be required to state the detailed measures taken in accordance with this Article.

21.11 In case the chairman postpones or suspends the meeting of the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from the attendees to replace the chairman to run the meeting until the end; All resolutions passed at that meeting are effective for implementation.

21.12 In the event that Shareholder register for remote voting, Shareholder can contact with the Company to register and receive remote voting slip. After voted, Shareholder has to send the voting slip to the Organizing Committee prior to the time of voting. At the time of registration for Shareholders attending the Meeting, the Company will open Shareholders’ letter to check the information of Shareholders. The votes of eligible shareholders will be put into the ballot box and will be checked with the votes distributed at the Meeting. Voting information will be kept confidential until the time of counting votes.

21.13 A shareholder is considered to have attended and voted at the General Meeting of Shareholders in the following cases:

- a. The shareholder attends and directly casts votes at the Meeting;
- b. The shareholder authorizes another person to attend and cast votes at the Meeting;
- c. The shareholder attends and casts votes through online Meeting, electronic voting, remote voting or by other means;
- d. The shareholder sends votes to the Meeting by post, fax, or email.

21.14 In case the Company applies modern technology to organize the General Meeting of Shareholders through an online meeting, the Company is responsible for ensuring that shareholders attend, vote by means of electronic voting or other forms as prescribed in

Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law and any amending or supplementing documents.

Article 22. Approval of resolutions of the GMS

22.1 Except for the case specified in in Article 18.1 and Article 23.8 of this Charter, the Resolution on the following contents of the General Meeting of Shareholders shall be passed if there are 65% or more of the total number of votes with voting rights of all. Shareholders attending the meeting agreed:

- a. Amendment and supplement of the Charter;
- b. Types of shares and total number of shares of each class;
- c. Change industry, industry and business areas;
- d. Change of the company's organizational structure and management;
- e. Investment project or transaction of buying, selling, pledging or mortgaging assets or other secured or guaranteed transactions of the Company or its branches with a value of 35% or more of the total asset value of the Company calculated according to the latest financial statements.
- f. Reorganize or dissolve the Company

22.2 Decisions of the General Meeting of Shareholders on other issues within the authority of the General Meeting of Shareholders are approved when it is approved by the number of shareholders holding more than 50% of the total votes of all attending shareholders, unless otherwise specified in Clauses 1 and Clause 3 this Article.

22.3 The election of members of the Board of Directors must comply with the principle of cumulative voting as prescribed in Clause 3 Article 148 of the Enterprises Law.

22.4 Any resolution of the GMS which is passed with 100% of voting shares shall be legitimate and effective even if order and procedures for passing such Resolution are not in compliance with regulations.

Article 23. Authority and procedures for collecting written opinions in order to pass resolutions of the GMS

23.1 BOD shall have the right to collect written opinions in order to pass a resolution of the GMS, if it is considered necessary for the interests of the Company, including the case specified in Clause 2, Article 147 of the Law on Enterprises.;

23.2 BOD must prepare written opinion forms, a draft of the resolution of the GMS and other documents explaining the draft resolution. BOD shall send, announce documents to shareholders within appropriate time for vote and send no later than ten (10) days before the ending date of collecting ideas. Requirement and form of sending written opinion forms and attached documents is conducted in accordance with regulations under from Article 19.3, 19.5 of this Charter.

23.3 The written opinion form must contain the following basic information:

- a. Name, head office address, number of the enterprise registration certificate;
- b. Purpose of collecting written opinions;

- c. Full name, permanent address, nationality, Personal Identification Number of a shareholder being an individual; name, number of business registration of a shareholder being organization or name, permanent address, nationality, Personal Identification Number of a shareholder being an organization; number of shares of each class and number of votes of the shareholder;
- d. Issue subjected under written opinions to decide;
- e. Voting options comprising agreement, non-agreement, or no opinion for each issue of getting written opinions;
- f. Time-limit within which the completed written opinion form must be returned to the Company;
- g. Full name and signature of the Chairman of the BOD;

23.4 Written opinion form can be returned to the Company in the following forms:

- a. By post: The answered opinion form must be signed by individual shareholder, authorized representative or legal representative of institutional shareholder. Every written opinion form sent to the company must be put into sealed envelopes. Envelopes must not be opened before counting time;
- b. By email. Written opinion forms sent by email must be kept confidential until the vote counting time.

Written opinion forms sent to the company after the deadline written therein, written opinion forms sent by post in envelopes that are opened, written opinion forms sent by email that are revealed are all invalid. If the written opinion form is not submitted, it will be excluded from voting.

23.5 BOD shall conduct counting of the votes and shall prepare minutes of the counting of the votes in the presence of the Secretary to the BOD, or the person in charge of internal governance, or a shareholder who is not manager of the Company. The minutes of counting of votes shall contain the following basic particulars:

- a. Name, head office address, number of the Enterprise Registration Certificate;
- b. Purpose of collection of written opinions and issues subjected under written opinions to decide;
- c. Number of shareholders with total numbers of votes who have participated in the voting, classifying the votes into valid and invalid and method of sending written opinion form, and including an appendix being a list of the shareholders who participated in the voting;
- d. Total number of votes for, against and abstentions on each voting matter;
- e. Matters approved;
- f. Full name and signature of the Chairman of the BOD, vote counting supervisors, and vote counters.

Members of the BOD, vote counters and vote counting supervisors are jointly responsible for the truthfulness, accuracy of the vote counting record; jointly responsible for damage caused by the decisions decided based on untruthful, incorrect counts of votes;

- 23.6** Minutes of counting of votes and resolutions must be sent to shareholders within 15 (fifteen) days from the end of vote counting. The sending of minutes of counting of votes and resolutions which can be replaced by posting must be published on the website of the Company within 24 (twenty four) hours from the end of vote counting.
- 23.7** Written opinion forms which were returned, the minutes of counting of votes, the full text of the resolution which was passed and related documents sent with all of the written opinion forms must be kept at the head office of the Company.
- 23.8** The resolution subjected under written opinions of shareholders shall be passed if it is approved by a number of shareholders owned over 50% of votes of all shareholders and has the same value as the one passed at the Meeting of the GMS.

Article 24. Minutes and Resolution of the General Meeting of Shareholders

- 24.1** The GMS must be recorded in writing, audio recordings, or other electronic means of recordings. The Meeting minutes must be made in Vietnamese language (additional English is permitted) and has the following information:
- a. Name, company number, headquarter address of the enterprise;
 - b. Time and location of the GMS;
 - c. Agenda and contents of the Meeting;
 - d. Full names of the chair and secretary;
 - e. Summary of the Meeting and opinions given at the GMS with regard to each issue on the agenda;
 - f. The number of shareholders and total number of votes of attending shareholders; list of registered shareholders, representatives of shareholders, corresponding amount shares and votes;
 - g. Total votes on each issue, specifying the voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes; corresponding ratio to total votes of attending shareholders;
 - h. The issues ratified and corresponding ratio of affirmative votes;
 - i. Signatures of the chair and secretary. If the chair or secretary refuses to sign the meeting minutes, such minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and fully contain the contents as prescribed in this Clause. Minutes of the meeting clearly state that the chairman and secretary refused to sign the minutes of the meeting
- 24.2** The minutes made in Vietnamese language and English shall have equal legal effectiveness. In case of any discrepancies between the Vietnamese version and foreign language version, the Vietnamese version shall prevail.
- 24.3** The minutes and resolution of the GMS must be posted on the Company's website within 24 (twenty-four) hours from the end of the Meeting.

Article 25. Request to rescind resolutions of the GMS

- 25.1** Within 90 (ninety) days from the date of receipt of the minutes of Meeting or minutes of the written opinions counting, members of the BOD, CEO and shareholders, group of

shareholders regulated at Article 13.2 of this Charter shall have rights to request the Court/Arbitrator to consider annulling of the resolution of the GMS in the following cases:

- a. The order and procedures for convening the GMS or collecting written opinions and passing a resolution of the GMS did not comply with the Enterprise Law and this Charter unless otherwise stipulated in Article 22 of this Charter;
- b. Contents of the Resolution contravene the law or this Charter.

25.2 If decision of GMS is annulled under decision of Court or Arbitrator, person convening the annulled GMS may consider to re-convene the GMS within 30 (thirty) days in accordance with order and procedures as specified in Enterprise Law and this Charter.

CHAPTER VII

BOARD OF DIRECTORS

Article 26. Nominate, Self-nominate candidates for BOD

26.1 In case the candidates have been determined information about the candidates of the BOD shall be provided in the Meeting documents of the GMS and posted on the website of the Company at least 10 (ten) days prior to opening of the GMS so that shareholders can examine information about the candidates before voting. Candidates of the BOD shall make written warranty on truthfulness, correctness and appropriation of their publicized personal information and that they shall accomplish their duties faithfully, cautious and in the best interest of the Company if being selected as members of the BOD.

26.2 The publicized information of candidates to be nominated as members of BOD shall include the followings:

- a. Name, date of birth;
- b. Qualification;
- c. Work experience;
- d. Name of other management position (including position as member of the BOD in other company);
- e. Interest related to the Company and its related parties;
- f. The company discloses information about the companies in which the candidate holds the position of member of the Board of Directors, other managerial positions and the interests related to the applicant;
- g. Other information (if any).

26.3 Shareholders holding ordinary shares for a continuous period of at least six (06) months shall have the right to aggregate their voting rights to nominate candidates for the Board of Directors. The nomination rights of a shareholder or a group of shareholders holding the corresponding number of shares shall be determined as follows:

The right to nominate candidates of a shareholder or group of shareholders holding the corresponding number of shares is prescribed as follows:

- from 5% to less than 10% of shares with voting rights, shall be entitled to nominate 01 (one) candidate;

- from 10% to less than 30% of shares with voting rights, shall be entitled to nominate 02 (two) candidates;
- from 30% to less than 40% of shares with voting rights, shall be entitled to nominate 03 (three) candidates;
- from 40% to less than 50% of shares with voting rights, shall be entitled to nominate 04 (four) candidates,
- from 50% to less than 60% of shares with voting rights, shall be entitled to nominate 05 (five) candidates;
- from 60% to less than 70% of shares with voting rights, shall be entitled to nominate 06 (six) candidates;
- from 70% to less than 80% of shares with voting rights, shall be entitled to nominate 07 (seven) candidates;
- from 80% to less than 90% of shares with voting rights, shall be entitled to nominate up to 08 (eight) candidates.

26.4 In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate more candidates or hold a nomination according to the mechanism specified by the Company in the Charter, Internal Regulations on corporate governance. Procedures for the incumbent Board of Directors to introduce candidates to the Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

Article 27. Composition and term of office of members of the BOD

- 27.1** The number of members of the Board of Directors is at least 05 (five) and at most 11 (eleven), the specific number of members for each term shall be decided by the General Meeting of Shareholders. The term of office of a member of the Board of Directors does not exceed 05 (five) years and may be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors of a company for no more than 2 consecutive terms. In case all members of the Board of Directors terminate at the same term, such members will continue to be members of the Board of Directors until a new member is elected to replace and take over the work.
- 27.2** The composition of the Board of Directors of the company must ensure that at least one-third (1/3) of the total number of Board members are non-executive members.
- 27.3** The number of independent members of the Board of Directors must meet the following requirements:
- a. There must be at least 01 (one) independent member if the company has from 03 (three) to 05 (five) members of the Board of Directors;
 - b. There must be at least 02 (two) independent members if the company has from 06 (six) to 08 (eight) members of the Board of Directors;
 - c. There must be at least 03 (three) independent members if the company has from 09 (nine) to 11 (eleven) members of the Board of Directors

- 27.4** The member of the Board of Directors is no longer a member of the Board of Directors in case he is dismissed, removed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises a.
- 27.5** Information on appointment of member of the BOD shall be disclosed in accordance with regulations on securities and securities market.
- 27.6** Members of the BOD may not necessarily be shareholders of the Company.

Article 28. Right and obligations of the BOD

- 28.1** The Board of Directors is the governing body of the Company, has full authority on behalf of the Company to decide and perform the company's rights and obligations, except for the rights and obligations under the authority of the General Meeting of Shareholders.
- 28.2** Rights and obligations of the BOD shall be stipulated by law, this Charter and resolutions of the GMS. Specifically, the BOD shall have the following powers and duties:
- a. Decide the medium-term development strategy, plan and annual business plan of the Company;
 - b. To recommend types of shares and the total number of shares to be offered for each class;
 - c. Decide to sell unsold shares within the number of authorized shares of each class; decide to raise more capital in other forms;
 - d. Deciding the selling price of shares and bonds of the Company;
 - e. Decide to redeem shares according to the provisions of Clauses 1 and 2, Article 133 of the Law on Enterprises;
 - f. To decide on investment plans and investment projects within the competence and limits according to the provisions of law;
 - g. Decide on market development, marketing and technology solutions;
 - h. Through contracts of purchase, sale, loan, loan and contract, other transactions with a value of 35% or more of the total value of assets recorded in the latest audited or reviewed financial statements of the Company, except contracts, transactions within the competence to decide of the General Meeting of Shareholders according to the provisions of Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
 - i. Election, dismissal and removal from office of the Chairman of the Board of Directors; appoint, dismiss, sign contract, terminate contract with respect to the Chief Executive Officer; appoint, dismiss Deputy CEO, Chief Accountant, Chief Financial Officer and other executive managers; decide the salaries, remuneration, bonuses and other benefits of those managers; appoint an authorized representative to join the Members' Council / Board of Directors or the General Meeting of Shareholders in another company, and decide on the remuneration and other benefits of such persons;
 - j. Supervising and directing the Chief Executive Officer and other executive managers in the day-to-day business operations of the Company;

- k. Resolving complaints of the Company to the business operator as well as deciding to choose a representative of the Company to resolve issues related to legal procedures for such executives;
 - l. Decide the organizational structure of the Company, decide on the establishment or dissolution of subsidiaries, branches, representative offices and the capital contribution, purchase and sale of shares of other enterprises;
 - m. Proposing the reorganization or dissolution of the Company; claim bankruptcy of the Company;
 - n. To decide on the issuance of the Internal Audit Charter and the Operating Charter of the Audit Committee under the Board of Directors;
 - o. Approve the agenda, content of documents serving the meeting of the General Meeting of Shareholders, convene a meeting of the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
 - p. Proposed annual dividend rate; decide the deadline and procedures for paying dividends or dealing with losses incurred in the business process;
 - q. Submit annual audited financial statements to the General Meeting of Shareholders;
 - r. Other rights and obligations in accordance with the law
- 28.3** The Board of Directors must report to the General Meeting of Shareholders the results of the activities of the Board of Directors in accordance with Article 280 of the Government's Decree No. 155/2020 / ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.
- 28.4** Except where the law and this Charter stipulates otherwise, the BOD may authorize staff or other executive managers to deal with work on behalf of the Company.

Article 29. Remuneration, salary and other benefits of the members of the BOD

- 29.1** The Company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.
- 29.2** Members of the BOD shall be entitled to remuneration. The total remuneration and bonuses for the BOD shall be determined by the GMS. This remuneration shall be distributed to members of the BOD as agreed by the BOD or shall be distributed amongst all members equally if the BOD fails to reach an agreement. The total remuneration and bonuses of the Board of Directors shall be determined by the General Meeting of Shareholders at the annual general meeting.
- 29.3** Remuneration paid to members of the BOD shall be accounted for as a business expense of the Company in accordance with the provisions of the law on corporate income tax, and shall be shown as a separate item in the annual financial statements of the Company and must be reported to the General Meeting of Shareholders at the annual meeting
- 29.4** Any member of the BOD who holds an executive position or who works on committees of the BOD or who performs other work which is, in the opinion of the Board, beyond the scope of the normal duties of a member of a BOD may be paid extra remuneration in the form of a lump sum payment each time, or salary, commission, profit percentage or other form as decided by the BOD.

- 29.5** Members of the BOD shall be entitled to reimbursement for the cost of meals, accommodation, travel and other reasonable expenses disbursed in order to fulfill his/her responsibilities as a member of the Board, including expenses arising out of attendance at Meetings of the Board or of committees of the Board, or the GMS.

Article 30. Chairman of the BOD

- 30.1** The Chairman of the Board of Directors is elected from among the members of the Board and dismissed / dismissed by the members of the Board of Directors.
- 30.2** The Chairman of the Board of Directors shall not concurrently hold the position of Chief Executive Officer.
- 30.3** The Chairman of the Board of Directors has the following rights and obligations:
- a. Making action plans and programs of the Board of Directors;
 - b. Prepare agenda, content, documents for the meeting; convene and chair and chair the meetings of the Board of Directors;
 - c. Organizing the approval of resolutions and decisions of the Board of Directors;
 - d. Supervising the implementation of the resolutions and decisions of the Board of Directors;
 - e. Chairman of the meeting of the General Meeting of Shareholders;
 - f. Other rights and obligations prescribed in the Law on Enterprises and this Charter.
- 30.4** In case the Chairman of the Board of Directors is absent or unable to perform his / her duties, he must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person and / or the Chairman must be absent due to force majeure reasons or the inability to perform his duties in accordance with the law, the remaining members appoint the real Vice Chairman. present the duties of the Chairman of the Board. In case the Vice Chairman is also absent at the same time, the remaining members elect one of the members on the principle that the majority of the members remain to perform the duties of the Chairman until there is a new decision of the Board of Directors.
- 30.5** The Chairman can be discharged by decision of the BOD. When the Chairman of the BOD resign or are removed, the BOD must elect persons to replace them within a period of 10 (ten) days from the date of receiving the resignation or being dismissed or dismissed.

Article 31. Meetings of the BOD

- 31.1** Chairman is elected by the BOD in the first Meeting of the BOD in during their term of office. The first Meeting shall be held within 07 (seven) working days from the date the BOD to be elected for that term. This Meeting shall be convened by the member who gains the highest number or percentage of votes. If more than one member gains the same highest number or percentage of votes, such elected members shall elect one (1) person amongst them to convene the Meeting by a majority vote.
- 31.2** Meeting of the BOD must be at least 01 (one) Meeting every quarter may be an extraordinary meetings.
- 31.3** The Chairman of BOD must convene a Meeting in the following case:
- a. There is suggestion of the CEO or at least 05 (five) executive managers;
 - b. There is suggestion of independent member of the BOD;

- c. There is suggestion of at least 02 (two) members of the BOD;
 - d. Other cases (if any).
- 31.4** The proposal specified in Article 31.3 must be made in writing, clearly stating the purpose, issues to be discussed and decisions under the authority of the Board of Directors
- 31.5** Chairman of the BOD must convene a Meeting of the BOD within 07 (seven) working days from the date of receipt of request as mentioned in Article 31.3. If the Chairman of the BOD does not convene a Meeting pursuant to the request, then the Chairman shall be liable for loss caused to the Company; any person who makes a request for a Meeting as referred to in Article 31.3 has the right to convene a Meeting of the BOD.
- 31.6** The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the meeting invitation at least 03 (three) working days before the meeting date. The meeting invitation must specify the time and location of the meeting, agenda, issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and votes of the members.
- The invitation to a meeting of the Board of Directors can be sent by invitation, phone, fax or electronic means and guaranteed to reach the contact address of each member of the Board of Directors registered at the Company.
- 31.7** A Meeting of the BOD shall be conducted if at least $\frac{3}{4}$ (three-quarters) of the members of the Board are present in person or via their authorized representatives if it is accepted by majority of members of the BOD.
- If quorum for the Meeting is not satisfied, Meeting shall be reconvened second time within 07 (seven) days from the initial Meeting date. The second Meeting shall be conducted if more than $\frac{1}{2}$ (one half) members of BOD attend the Meeting.
- 31.8** A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:
- a. Attend and vote directly at the meeting;
 - b. Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
 - c. Attend and vote through online conferences, electronic voting, mail, fax, email; or other electronic forms
- 31.9** Meeting of the BOD can be held online or mixture among its members when all or some of members are in different location provided that all members participating in the Meeting can:
- a. Listen to the opinions of other members of the BOD attending the meeting;
 - b. Speak to other BOD' members at the same time. Discussion between members can be implemented directly via telephone or other means of communication or combination of these methods. Members of the BOD participating in such Meeting are considered "present" at the Meeting. Venue of the Meeting can be the place where most members are present or where the Chairman is present.
- Decisions passed during an online or semi-online meeting are duly organized and conducted, with effect at the conclusion of the meeting but must be confirmed by the signatures in the minutes of all Board members attended this meeting.

31.10 If the voting ballot is sent to the Meeting via mail, it must be contained in sealed envelope and must be delivered to Chairman of the BOD at least 01 (one) hour prior to the opening of the Meeting. Voting ballot must be opened with the witness of all participants.

31.11 Voting

- a. Except for regulations in Article 31.11.b, each member of the BOD or his or her authorized person as stipulated in Article 31.8, who participating as an individual in a Meeting of the BOD shall have 01 (one) vote, provided that such arrangement is approved by a majority of the members of the Board of Directors.;
- b. A member of the BOD shall not be permitted to vote on a contract, transaction or proposal in which such member or his/her Related Person has an interest contrary to or possibly contrary to the interests of the Company. Member of the BOD shall not be included in the minimum number of attendees required to be present to hold a Meeting of the BOD regarding resolutions on which such member does not have the right to vote;
- c. As regulated in Article 31.11.d, when an issue arises at a Meeting regarding interest or voting right of a member of the BOD but such member does not voluntarily waive his/her voting right, decision of the Chairman of the Meeting shall be final, except where the nature or scope of the interest of the relevant members of the BOD has not been fully announced;
- d. Any member of the BOD who benefits from one of the contracts stipulated in Articles 40.5.a and 40.5.b of this Charter shall be considered to have a significant interest in such contract.

31.12 BOD shall pass resolutions and make decisions by the agreement of majority of members of the BOD present at the Meeting. Where the number of votes which agree and the number of votes which do not agree are equal, then the Chairman shall have casting vote.

31.13 Resolution in form of written opinion shall be approved based on agreement of majority of members of the BOD having the voting rights. This resolution shall have the same effect and validity as a resolution passed by members of the BOD at the Meeting.

Article 32. Committees of the BOD

32.1 BOD establishes its committees to be in charge of the Company's development policies, human resources, compensation, internal audit, system monitoring and risk management.

The number of members of each Committee will be decided by the BOD, and should be at least 03 (three), and may include members of the Board of Directors and external members. Independent members/non-executive members of the BOD should account for majority of the committee and a person among them will be appointed by the BOD to be Head of the committee.

Operation of the committee must comply with the rules stipulated by the BOD. Resolutions of the committee shall only take effect if majority of members attending and voting at Meeting of the committee are members of the BOD.

- 32.2** Implementation of decision of the BOD, a committee of the BOD or member of a committee must comply with current legal regulations and Company Charter.

Article 33. Persons in charge of corporate governance

- 33.1** The Board of Directors must appoint at least 01 (one) person to be the person in charge of governance to support the effective corporate governance. The person in charge of corporate governance can concurrently act as the company secretary according to the provisions of Clause 5, Article 156 of the Law on Enterprises.
- 33.2** The person in charge of corporate governance cannot concurrently work for an approved audit organization that is auditing the financial statements of the Company.
- 33.3** A person in charge of corporate governance has the following rights and obligations:
- a. Advising the BOD on the organization the GMS in compliance with regulations and law and other works related to relationship between the Company and shareholders;
 - b. Preparing Meetings of the BOD, the Audit Committee and GMS at the request of the BOD or the Audit Committee;
 - c. Advising on the procedures of Meetings;
 - d. Participating in Meetings;
 - e. Advising on procedures for resolutions of the BOD in accordance with regulations of law;
 - f. Providing financial information, copies of Meeting minutes of the BOD and other information for members of the BOD and the Audit Committee;
 - g. Monitoring and reporting to the BOD on the operation of information disclosure of the company;
 - h. Be a liaison point with stakeholders;
 - i. Ensuring the confidentiality of information in accordance with regulations of law and the Company's Charter;
 - j. Other rights and obligations in accordance with regulations of law and Company's Charter.

CHAPTER VIII

CHIEF EXECUTIVE OFFICER AND OTHER MANAGERS

Article 34. Organization of management structure

Management system of the Company must ensure the managerial structure is responsible before the BOD and under the leadership of the BOD.

The company has CEO, Chief Accountant and other positions appointed by the BOD. The appointment, dismissal and removal of the above positions must be made by resolution of the BOD adopted properly.

Article 35. Company executives

- 35.1** The company executive includes the Chief Executive Officer, Deputy Chief Executive Officer.
- 35.2** At the proposal of the Chief Executive Officer and with the approval of the Board of Directors, the company is authorized to recruit other operators with the number and standards suitable for the organizational structure and management regulations of the Company prescribed by the Board of Directors. Business operators must be responsible and conscientious to support the Company in achieving its goals in operation and organization.
- 35.3** The Chief Executive Officer is paid salary and bonus. Salaries and bonuses of the Chief Executive Officer are decided by the Board of Directors.
- 35.4** Salary of the operator is calculated into the business expenses of the Company in accordance with the law on corporate income tax, which is presented as a separate item in the annual financial statements of the Company and must be reported to the General Meeting of Shareholders at the annual general meeting.

Article 36. Appointment, removal, duties and powers of CEO

- 36.1** BOD shall appoint a member of the BOD or another person as the CEO; sign contract which stipulates the salary rate, remuneration, benefits and other relevant terms.
- 36.2** The Chief Executive Officer shall manage the daily business operations of the Company; be subject to the supervision of the Board of Directors; and be responsible to the Board of Directors and before the law for the performance of his/her assigned rights and obligations.
- 36.3** The term of office of the CEO does not exceed 05 (five) years and may be reappointed. The appointment may be invalidated on the basis of the provisions of the labor contract. The CEO shall not be a person prohibited by law to hold this position and he/she shall meet the criteria and condition under the laws and Charter of Company.
- 36.4** The CEO has the following powers and responsibilities:
- a. To decide on matters relating to the daily business operations of the Company that do not fall within the authority of the Board of Directors.
 - b. To implement the resolutions of the BOD and the GMS, business and investment plans of the Company approved by the BOD and the GMS;
 - c. To propose to the Board of Directors plans on the organizational structure and internal management regulations of the Company;
 - d. To appoint, dismiss and remove managers of the Company, except for those positions falling within the authority of the Board of Directors to decide;
 - e. To decide on salaries and other benefits of employees of the Company, including managers falling within the appointment authority of the Chief Executive Officer;
 - f. To recruit employees;
 - g. To propose plans for dividend distribution or handling of business losses; and, no later than 30 November each year, to submit to the Board of Directors for approval a detailed

business plan for the following financial year, based on the requirements of the relevant budget and the five (05)-year financial plan;

- h. To prepare the quarterly, annual and long-term estimates of the Company (hereinafter referred to as estimate) for quarterly, annual and long-term management activities of the Company under the business plan. The annual estimate (including balance sheet, report on the result of business and operation and report on expected cash flows) for each fiscal year must be presented for approval of the BOD and must include the information required by regulations of the Company; To perform other rights and obligations in accordance with applicable laws, this Charter, the Company's internal regulations, resolutions of the Board of Directors, and the employment contract entered into with the Company.

- 36.5** The BOD may dismiss the CEO when the majority of BOD attending the Meeting has the right to vote and appoint a new CEO for substitution.

CHAPTER IX

AUDIT COMMITTEE

Article 37. Right and duties of the Audit Committee

- 37.1** The Audit Committee is established by BOD, to perform supervision function on the principle of independence, truthfulness, objectiveness and confidentiality. The provisions on the functions and duties of the Audit Committee shall be specifically set out in the Internal Regulations on Corporate Governance, the Internal Audit Regulations, the Operating Regulations of the Internal Audit Committee, and other relevant internal rules and regulations.
- 37.2** The Audit Committee shall have the right to communicate with members of the BOD, CEO and other Company's executives to collect fully, accurately and promptly information and documents on the management, administration and operations of the Company to serve the activities of the Audit Committee.
- 37.3** The Audit Committee shall have the right to receive all copies of resolutions, minutes of the GMS and the BOD, financial information, other information and documents.
- 37.4** Develop and submit to the Board of Directors risk detection and management policies; propose to the Board of Directors solutions to handle risks arising in the operations of the Company.
- 37.5** Make a written report to the Board of Directors when detecting that members of the Board of Directors, Chief Executive Officer and other executive managers fail to fulfill their responsibilities according to the provisions of the Law on Enterprises and the Company Charter.
- 37.6** Having the right to request the representatives of the approved auditing organization to attend and respond to matters related to the audited financial statements at the meetings of the Audit Committee.
- 37.7** Use legal advice, accounting or other external consulting services when necessary
- 37.8** The Audit Committee may issue regulations on operation and submit to the Board for approval. The Audit Committee must hold at least 02 (two) Meetings each year and the

Meeting is conducted when there are 2/3 (two-thirds) or more members attending the Meeting.

- 37.9** Remuneration, salary and other benefits of members of the Audit Committee are decided by the BOD.

Members of the Audit Committee shall be paid for accommodation, travel and other expenses reasonably incurred when they attend Meetings of the Audit Committee or carry out their other activities.

Article 38. Structure of the Audit Committee

- 38.1** The number of members of the Audit Committee shall be 02 (two) or more people. The term of a member of the Audit Committee shall not exceed 05 (five) years and may be re-elected with an unlimited number of terms.

- 38.2** The members of the Audit Committee are appointed by the Board of Directors. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.

- 38.3** A member of the Audit Committee must have knowledge of accounting and auditing, have a general understanding of the law and operations of the Company and do not fall into the following cases:

- a. Work in the accounting and finance department of the Company;
- b. Be a member or employee of an auditing organization approved to audit financial statements of the company in the previous 03 (three) consecutive years

- 38.4** The Head of the Audit Committee has the following rights and responsibilities:

- a. Convene a Meeting of the Audit Committee;
- b. Communicate with the Board of Directors, the Chief Executive Officer, and other operators to collect relevant information for the operation of the Audit Committee;
- c. Prepare and sign the report of the Audit Committee to be submitted to the BOD.

CHAPTER X

DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, AUDIT COMMITTEE, CHIEF EXECUTIVE OFFICER AND OTHER MANAGERS

Article 39. Prudent responsibilities

Any member of the BOD, the CEO and other executive managers shall be responsible to perform his/her duties including duties in the capacity of member of the committees of the BOD in a truthful and prudent manner for the benefit of Company.

Article 40. Responsibilities to be honest and to avoid conflicts of interests

- 40.1** Members of BOD, CEO and other executive managers must publish the related interests in compliance with regulations stipulated in Article 164 of Law on Enterprises and other relevant law.

- 40.2** Members of the Board of Directors, the Chief Executive Officer, other executive managers and related persons shall only use information obtained by virtue of their positions for the benefit of the Company.
- 40.3** Members of the Board of Directors, members of the Internal Audit Committee, the Chief Executive Officer and other executive managers are obliged to notify the Board of the transactions between the Company, its subsidiaries and other companies under the control of the Company. control over 50% or more of the charter capital with that subject itself or with his / her related persons according to the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions in accordance with the securities law on information disclosure.
- 40.4** Member of the Board of Directors is not allowed to vote on a transaction that brings benefits to that member or his / her related persons in accordance with the Law on Enterprises and the Company Charter.
- 40.5** Contract or transaction between the Company and one or many members of the BOD, the CEO, other executive managers, or people relating to them shall not be void in the following cases:
- a. With respect to a contract valued at less than 35% of the total value of assets recorded in the latest audited or reviewed financial statements of the Company, the important contents of contract or transaction and the relationship and interests of the member of the BOD, the CEO, other executive managers are reported to the BOD. In addition, the BOD permits the contract or transaction to be executed on the basis of the majority votes of members of the Board of Directors without related interests. The Board of Directors decides to approve the contracts, transactions within 15 days from the date of receiving the notice;
 - b. With respect to a contract valued at 35% or more of the total value of assets recorded in the latest audited or reviewed financial statements of the Company, the important contents of contract or transaction and the relationship and interests of the member of the BOD, the CEO, other executive managers is reported to the shareholders who have no related interests and are entitled to vote on such issue, and such shareholders vote in favor of such contract or transaction;
 - c. The provisions of Points a and b above are also applicable in cases where the company grants loans or guarantees to related organizations of members of the Board of Directors, Chief Executive Officer, other managers whom the company may not provide where the Company and such organizations are companies in the same group or have a parent-subsidary relationship;
 - d. An independent consultancy organization considers that such contract or transaction is fair and reasonable in all respects involving the shareholders of the Company at the time when such contract or transaction is permitted to be executed, or approved by the BOD or GMS.

Member of the BOD, CEO and other executive managers or the individuals and organizations related to them must not use the non-public information of the Company or disclose that information for other persons to perform related transactions.

Article 41. Liability for damage and compensation

- 41.1** Member of the BOD, CEO and other executive managers, who breach their honest and prudent duties, and responsibilities, fail to fulfill their obligations with due diligence and professional competence, shall be liable for the damage caused by their breaches.
- 41.2** Company shall compensate for those who have been, are or may become a party involved in the complaints, lawsuits and prosecution (including civil and administrative cases, and not the lawsuits initiated by the Company as the petitioner) if that person was or is a member of the BOD, CEO, other executive managers, employees, or representatives authorized by the Company or that person has or is implementing at the request of the Company as member of BOD, executive managers, employees, or authorized representative of the Company provided that he or she has acted honestly and prudently and diligently for the benefit without conflict with the best interests of the Company, on the basis of compliance with the law and no evidence to confirm that that person has violated his/her responsibilities.
- 41.3** When performing the tasks or executing the work as authorized by the Company, the member of the BOD, other executive managers, employees, or authorized representatives of the Company shall be compensated by the Company when becoming a party in complaints, lawsuits and prosecution (except for the lawsuits where the petitioner is the company) in the following cases:
- a. To have acted honestly, prudently and diligently for the interests and not conflicted with the interests of the Company;
 - b. To comply with the law and there is no evidence to confirm non-performance of their responsibilities.
- 41.4** The compensation includes accrued expenses (including attorney fees), judgment expense, fines, amounts payable arising actually or is considered to be reasonable when dealing with these cases in the framework of the law allowed. The Company can buy insurance for these people to avoid the compensation liability above mentioned.

CHAPTER XI**RIGHTS TO INVESTIGATE BOOKS AND RECORDS OF THE COMPANY****Article 42. Rights to investigate books and records of the Company**

- 42.1** A common shareholder has the right to look up books and records, specifically as follows:
- a. Common shareholders have the right to review, look up and extract information about names and contacts in the list of shareholders with voting rights; request to correct their inaccurate information; review, look up, extract or copy the company's charter, minutes of the meeting of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - b. Shareholders or groups of shareholders owning from 05% of the total number of common shares or more have the right to review, look up, extract the minutes book and resolutions, decisions of the Board of Directors, reports of the Audit Committee, mid-year and annual financial statements, contracts, transactions must be through the Board

of Directors and other documents, except for documents related to trade secrets, business secrets of the Company.

- 42.2** In case an authorized representative of a shareholder and a group of shareholders request to look up books and records, there must be a power of attorney of the shareholder and group of shareholders that that person represents or a notarized copy of the paper.
- 42.3** Members of the BOD, CEO and other executive managers shall be entitled to check the book of shareholder registration of the Company, the list of shareholders and other books and records of the Company for purposes relating to their positions provided that such information must be kept confidential.
- 42.4** The Company must keep this Charter and the amendments of the Charter, the business registration certificate, the regulations, the documents proving the ownership of assets, resolutions of the GMS and the Boards of Directors, the minutes of the GMS and the Boards of Directors, the reports of the BOD, the reports of the Audit Committee, the annual financial statements, accounting books and any other documents as prescribed by law at the headquarters or another place, provided that the shareholders and the business registration agency shall be informed of the document storage location.
- 42.5** The Charter of Company must be published on the website of the Company.

CHAPTER XII

STAFF AND TRADE UNION

Article 43. Staff and trade union

- 43.1** The CEO must make a plan for the BOD to approve the issues related to recruitment, labor, compulsory termination of employment, salary, social insurance, welfare, rewards and discipline for employees and executive managers.
- 43.2** The CEO must make plans for the BOD to approve the issues related to the Company's relationship with the trade union organizations under the standards, practices and the best management policies. The practices and policies specified in this Charter, the company's regulations and current regulations of law.

CHAPTER XIII

PROFIT DISTRIBUTION

Article 44. Profit distribution

- 44.1** The GMS shall decide the rate of dividend payment and the form of an annual dividend payment from the retained revenue of the Company.
- 44.2** The Company shall not pay interest on the payment of dividends or the amounts paid related to a class of stocks.
- 44.3** The BOD may request the GMS to approve the payment of all or part of the dividend in stocks and the BOD is the executing agency of this decision.

- 44.4** In case the dividends or other amounts related to a class of stock is paid in cash, the Company shall pay in Vietnam dong. The payment can be done directly or through the banks based on detailed information provided by the shareholders. If the Company has transferred in accordance with the bank details provided by shareholders but those shareholders do not receive money, the Company shall not be responsible for the failure to receive. The payment of dividends of the shares listed in the stock exchange can be carried out through a securities company or the Vietnam Securities Depository and Clearing Corporation.
- 44.5** Pursuant to the Law on Enterprises, the Law on Securities, the BOD shall adopt a resolution to determine a specific date to finalize the list of shareholders. By that day, those who register as a shareholders or owners of securities are entitled to receive dividends, interests, profit distribution, stocks, notice or other documents.
- 44.6** Other issues related to the profit distribution shall be made in accordance with the law.

CHAPTER XIV

BANK ACCOUNT, RESERVE FUND, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 45. Bank account

- 45.1** The Company shall open a bank account in a Vietnam's bank or foreign banks which is allowed to operate in Vietnam.
- 45.2** Under the prior approval of the authorities, in necessary cases, the Company can open a bank account in an oversea bank in conformity with legal regulations.
- 45.3** The Company will carry out all payment and accounting transaction through Vietnam dong bank or foreign currency account at banks where the Company opens the bank account.

Article 46. Fiscal year

The Company's fiscal year begins on the first date of January each year and ends on December 31 of such year. The first fiscal year starts from the date of issuance of the business registration certificate and ends on December 31 immediately after the date of issuance of the Enterprise Registration Certificate.

Article 47. Accounting system

- 47.1** The accounting system that the Company uses is the Vietnam Accounting System (VAS) or the enterprise accounting regime, or any other specific accounting regime issued by a competent authority and approved by the Ministry of Finance.
- 47.2** The Company shall maintain its accounting books and records in Vietnamese and retain accounting records in accordance with the laws on accounting and other relevant laws. These documents must be correct, updated, systematical, and be sufficient to prove and explain transactions of the Company.
- 47.3** The Company uses Vietnam dong in the accounting. In cases the Company has business operations arising mainly in a foreign currency, the Company may select such

foreign currency as its accounting unit, take responsibility for such choice and notify to tax authority that directly manages the Company.

Article 48. Appropriation of Funds

On an annual basis, depending on its business performance, the Company shall appropriate from its after-tax profits to various funds in accordance with applicable laws and the Company's internal regulations. The purposes and principles for the use of such funds shall be specifically provided for in the Company's Financial Management Regulations.

CHAPTER XV

ANNUAL REPORT, FINANCIAL STATEMENT AND RESPONSIBILITIES FOR DISCLOSURE OF INFORMATION

Article 49. Annual, six-month and quarterly statements

- 49.1.** The Company must prepare annual financial statements and be audited in accordance with the law. The Company publishes the annual financial statements that have been audited in accordance with the law on disclosure of information on the stock market and submitted to competent state agencies.
- 49.2.** Annual financial statements must include annex reports and disclosures in accordance with the law on corporate accounting. Annual financial statements must truthfully and objectively reflect the operating situation of the Company.
- 49.3.** The Company must prepare and publish the reviewed 06 (six) month financial statements and the quarterly financial statements in accordance with the law on disclosure of information on the stock market, and posted on the website of the Company. company and submit it to the competent state authority.

Article 50. Annual report

The Company must prepare and publish annual report in accordance with the law on securities and securities markets.

Article 51. Audit

- 51.1** The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of such firms to audit the Company's financial statements for the following fiscal year, based on the terms and conditions agreed with the Board of Directors.
- 51.2** The audit report must be attached to the annual financial statements of the Company.
- 51.3** The independent auditor auditing the Company shall be allowed to attend the GMS and be entitled to receive notices and other information related to the GMS that the shareholders are entitled to receive and express their opinions on issues related to the audit.

CHAPTER XVI

TERMINATION OF OPERATION AND LIQUIDATION

Article 52. Dissolution of the company

52.1 The Company may be dissolved in the following cases:

- a. Being dissolved ahead of time by decision of the GMS;
- b. Being revoked the Enterprise Registration Certificate unless otherwise prescribed by the Law on Tax Administration;
- c. Other cases as prescribed by regulations of law.

52.2 The dissolution of the Company shall be decided by the GMS, the BOD shall implement the decision. This decision on dissolution must be announced or approved by the competent authority (if required) as prescribed by laws.

Article 53. Liquidation

53.1 BOD must establish a Liquidation Committee consisting of three members, no less than (06) six months after a decision on dissolution of the Company is made. The liquidation committee shall consist of three (03) members. The GMS shall appoint (02) two members to the committee and the BOD shall appoint one (01) member from an independent auditing firm. The Liquidation Committee shall make its operational rules. Members of the Liquidation Committee may be selected from the employees of the Company or independent experts. All expenses relating to liquidation shall be paid by the Company in priority to other debts of the Company.

53.2 The Liquidation Committee shall be responsible to report its date of establishment and date of commencement of operation to the business registration agencies. Since that time, the Liquidation Committee shall represent the Company in all work related to the liquidation before a Court and administrative authorities.

53.3 Receivables from the liquidation shall be paid in the following order:

- a. Liquidation expenses;
- b. Wages, severance allowances, social insurance and other interests of employees under the signed collective labor agreements and labor contracts;
- c. Tax payable to State;
- d. Other debts of Company;
- e. Remaining balance after payment of all debts from item (a) to (d) above shall be distributed to the shareholders. The preferred shares are prioritized for prior payment.

CHAPTER XVII

INTERNAL DISPUTE RESOLUTION

Article 54. Internal dispute resolution

54.1 Where a dispute or a complaint related to the operation of the Company or to the rights and obligations of the shareholders as stipulated in the Charter of Company, the Law on Enterprises and other laws stipulating between:

- a. Shareholders and the Company;
- b. Shareholder with the BOD, the CEO or other executive manager,

The relevant parties shall resolve such disputes through negotiation and conciliation. Except where such disputes are related to the BOD or the Chairman of the BOD, the Chairman of the BOD shall preside over resolution of the dispute and shall require each party to present the real factors in the dispute within a period of (15) fifteen business days from the date of arising such disputes. If the dispute involves the BOD or the Chairman of the BOD, any party may require Head of the Audit sub-Committee to appoint an independent expert who shall act as arbitrator during the course of resolution of the dispute.

54.2 If a decision cannot be reached via reconciliation within (06) six weeks from the beginning of the reconciliation process or if the decision of the reconciler is not accepted by the parties, then any party may bring such dispute to economic arbitration tribunal or to the economic court.

54.3 The parties shall bear their own costs related to the negotiation and mediation procedures. The payment of the costs of the court shall comply with the judgment of the Court.

CHAPTER XVIII

SUPPLEMENTATION AND AMENDMENT OF CHARTER

Article 55. The Company's Charter

55.1 The supplementation and amendment of this Charter must be considered and decided by the GMS. The General Meeting of Shareholders may authorize the Board of Directors to consider and decide on the amendment and supplementation of the Company's Charter in certain specific cases, provided that such authorization is expressly stated in a resolution of the General Meeting of Shareholders.

55.2 If legal provisions related to the Company's operations have not been mentioned in this Charter or in the case of the new provisions of law other than the provisions of this Charter, such provisions of the law shall be automatically applied to regulate operation of the Company.

Article 56. Miscellaneous

56.1 This Charter has 18 chapters and 56 articles and was approved, amended, and supplemented by the General Meeting of Shareholders of the Company on 16 April 2026.

56.2 This Charter is made in two (02) copies of equal value, which be kept at the headquarter of the Company.

LEGAL REPRESENTATIVE OF COMPANY
Chairwoman of Board of Directors

NGUYEN THI TRA MY

TRANSLATION

DRAFT

INTERNAL REGULATIONS

CORPORATE GOVERNANCE

VIETNAM NATIONAL SEED GROUP JOINT STOCK COMPANY

Hanoi, April 16, 2026



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CHAPTER I

GENERAL PROVISIONS

Article 1. Purpose and scope of Regulation

- 1.1. This Internal Regulation on Corporate Governance (“Internal Regulation” or “Regulation”) shall apply to The PAN Group JSC., is made in accordance with the Law on Enterprises, the Law on Securities, the guiding documents, the Charter of the Company and the best international practices on corporate governance in accordance with conditions in Vietnam.
- 1.2. This Regulation prescribes the principles of corporate governance to protect the legal rights and interests of shareholders, establish the standards for behavior and professional ethics of members of the Board of Directors, Chief Executive Officer and managers of the Vietnam National Seed Group Joint Stock Company.

Article 2. Subject of compliance

- 2.1. Shareholder of the Company.
- 2.2. Board of Directors, Members of Board of Directors, managers, person in charge of corporate governance.
- 2.3. Other Departments and individuals who are related to the governance of the Company.

Article 3. Interpretation

The following terms shall be defined as follows:

- 3.1. Corporate governance is a system of regulations to ensure that the company shall be directed and controlled effectively for the interests of shareholders and those involved in the company. Corporate governance principles include:
 - Ensuring an effective governance structure;
 - Ensuring the rights of shareholders;
 - Ensuring equitable treatment among shareholders;
 - Ensuring the role of those who has interests related to the company;
 - Transparency in operation of the company;
 - The Board of Directors and the Chief Executive Officer shall effectively lead and oversee the Company.
- 3.2. The “Company” is the Vietnam National Seed Group Joint Stock Company.
- 3.3. “Company Executives” means Chief Executive Officer, Deputy Chief Executive Officer, Chief Accountant, Chief Financial Officer and other managers according to Company’s Charter.
- 3.4. “Related Person” is an individual, organization stipulated in the Clause 23 Article 4 of the Law on Enterprise, Clause 4 Article 46 of the Law on Securities.
- 3.5. Non-executive member of the Board of Directors is a member of the Boards of Directors other than Chief Executive Officer, Deputy Chief Executive Officer, Chief Accountant, and other managers appointed by the Board of Directors.
- 3.6. Independent member of the Board of Directors is a member of the Boards of Directors stipulated in the Clause 2 Article 155 of the Law on Enterprise.
- 3.7. In this Regulation, references to one or several other provisions or legal documents shall encompass the amended or replaced ones.

CHAPTER II

ORDER, PROCEDURE ON CONVENTION AND VOTING IN THE GENERAL MEETING OF SHAREHOLDERS

Article 4. Announcement of decision on list of eligible shareholders to attend the General Meeting of Shareholders

- 4.1. Board of Directors must announce the day to finalize list of eligible shareholders to attend the General Meeting of Shareholders at least twenty (20) days before the final registration date; the announcement must be posted on the Company's website.
- 4.2. The list of eligible shareholders to attend the General Meeting of Shareholders must be made no earlier than ten (10) working days prior to date of sending notice of the General Meeting of Shareholders. The order, procedure to finalize the list of shareholders shall comply with regulations of Vietnam Securities Depository and Clearing Corporation.

Article 5. Invitation to attend the General Meeting of Shareholders

- 5.1. Invitation to attend the Meeting of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholder's contact address, or be sent from email of the Company to the shareholder's email address registered with the Vietnam Securities Depository and Clearing Corporation; and at the same time be published on the Company's website, State Securities Committee and, Stock Exchange, in accordance with legal regulation.
- 5.2. The convener of the General Meeting of Shareholders must send the notice to all shareholders in the List of eligible shareholders to attend the meeting at least twenty one (21) days before the date of the meeting (such period to be calculated from the date the notice is validly sent or delivered, the payment date of delivery fee, or the date the notice is put in a post-box).
- 5.3. Agenda of the General Meeting of Shareholders, documents related to issues voted in Meeting shall be delivered to shareholders and/or posted on website of Company. If documents have not been attached to notice of General Meeting of Shareholders, invitation notice shall clearly state link uploading all meeting documents so that shareholder can access, including:
 - a. Meeting agenda, documents used during the meeting;
 - b. List and information of nominees of members of Board of Directors;
 - c. Draft of Resolution for each Proposal of the agenda.

Article 6. Procedure to register for attendance of the General Meeting of Shareholders

- 6.1. Shareholders, or Proxies can register via email or phone, but still have to carry and present the notice of invitation, personal identification, letter of proxy and other documents necessary with the Organizing Committee to register at the General Meeting of Shareholders.
- 6.2. Shareholders can submit prior information about the authorization documents to the Organizing Committee before opening the Meeting.
- 6.3. Before opening of the General Meeting of Shareholders, the Company must carry out procedures to register shareholders. When a shareholder is registered, the Company shall grant shareholder or his/her proxies a voting slip which states registration number, full name of the shareholder, full name of the proxies and the number of votes entitled to such shareholder.
- 6.4. Shareholder or proxy comes after opening of the General Meeting of Shareholders shall be registered and shall have the right to immediately participate in voting upon completion of the registration. The Chairman shall not pause the General Meeting of Shareholders for the late shareholders to register, and effectiveness of any prior voting which has already been completed shall not be changed.

Article 7. Procedure of voting

- 7.1. When conducting registration of shareholders, the Company will issue to each Shareholder or Proxy one (01) voting slip, on which the registration number/code, full name of Shareholders, full name of Proxies (if any) and number of votes of such shareholder are filled in.
- 7.2. Typically, Shareholders or Proxies will put the voting slip into the sealed voting box for the Vote-Counting Committee to conduct the vote-counting.
- 7.3. In the event that Shareholder register for remote voting, shareholder can contact with the Company to register and receive remote voting slip. After voted, Shareholder has to send the voting slip to the Organizing Committee prior to the time of voting. At the time of registration for shareholders attending the meeting, the Company will open Shareholders' letter to check the information of shareholders. The votes of eligible shareholders will be put into the ballot box and will be checked with the votes distributed at the meeting. Voting information will be kept confidential until the time of counting votes.

Article 8. Procedure of vote counting

- 8.1. The General Meeting of Shareholders shall vote to elect persons in charge of counting the votes or supervising the counting as proposed by chairperson. The number of members of Vote Counting Board shall be decided by the General Meeting of Shareholders in accordance with proposal of the chairperson.
- 8.2. The votes counting should be carried out immediately after the vote is finished. Valid voting slips must be printed in prescribed template of the Company, contain no deletion, correction or added contents which are not agreed upon by the General Meeting of Shareholders before the vote.
- 8.3. Company will strenuously apply an electronic software with bar code technology for vote counting to avoid errors.

Article 9. Notice of votes counting result

Votes counting result shall be made in writing and shall be publicized by the Vote Counting Board after summarizing the results of votes counting and it shall read publicly in the General Meeting of Shareholders.

Article 10. Minutes of the General Meeting of Shareholders

- 10.1. The General Meeting of Shareholders must be recorded in writing, or audio recordings, or other electronic means of recordings. The meeting minutes must be made in Vietnamese language, translated into English and has the following information:
 - a. Name, number of the enterprise registration certificate, headquarter address of the enterprise;
 - b. Time and location of the General Meeting of Shareholders;
 - c. Agenda and contents of the meeting;
 - d. Full names of the chair and secretary;
 - e. Summary of the meeting and opinions given at the General Meeting of Shareholders with regard to each issue of the agenda;
 - f. The number of shareholders and total number of votes of attending shareholders; list of registered shareholders, representatives of shareholders, corresponding amount shares and votes;
 - g. Total votes on each issue, specifying the voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes; corresponding ratio to total votes of attending shareholders;
 - h. The issues ratified and corresponding ratio of affirmative votes;

- i. Signatures of the chair and secretary. In case the chair or secretary refuses to sign the meeting minutes, such minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and fully contain the contents as prescribed in this Clause. The minutes of the meeting clearly state that the chair and secretary refused to sign the minutes.
 - k. The minutes made in Vietnamese and English language shall have equal legal effectiveness. In case of any discrepancies between the Vietnamese version and foreign language version, the Vietnamese version shall prevail.
- 10.2. The minutes of the General Meeting of Shareholders must be completed and ratified before the end of the meeting. The chair and secretary are jointly responsible for the truthfulness and accuracy of the minutes.
- 10.3. The minutes of the General Meeting of Shareholders must be posted on the Company's website within 24 hours from the date of the meeting.

Article 11. Publication of the General Meeting of Shareholders' Resolution

The Resolution of the General Meeting of Shareholders must be posted on the Company's website and sent to the SSC, HOSE within 24 hours from the date of the meeting and shall be published under provisions of Law on Securities.

Article 12. Passing Resolutions of the General Meeting of Shareholders by collecting written opinions

- 12.1. Board of Directors shall have the right to collect written opinions in order to pass a Resolution of the General Meeting of Shareholders, if it is considered necessary for the interests of the Company, including in the cases specified in Clause 2, Article 147 of the Law on Enterprises;
- 12.2. Board of Directors must prepare written opinion forms, a draft of the Resolution of the General Meeting of Shareholders and other documents explaining the draft Resolution. Board of Directors shall send, announce documents to shareholders within sufficient time for vote and in any case no later than ten (10) days before the expiry date of collecting written opinion. Requirement and form of sending forms to collect written opinion and attached documents is conducted in accordance with regulations under Article 19 of Charter of Company.
- 12.3. The written opinion form must contain the following main items:
 - a. Name, address, number of the enterprise registration certificate of the Company;
 - b. Purpose of collecting written opinions;
 - c. Full name, permanent address, nationality, identity card number, passport or other lawful personal identification in respect of a shareholder being an individual; name, number of business registration of a shareholder being organization or name, permanent address, nationality, identity card number, passport or other lawful personal identification of authorized representative of a shareholder being an organization; number of shares of each class and number of votes of the shareholder;
 - d. Issue on which it is necessary to obtain opinions for approval;
 - e. Voting options comprising agreement, non-agreement, or no opinion for each issue of voting;
 - f. Time-limit within which the completed written opinion form must be returned to the Company;
 - g. Full name and signature of the legal representatives of the Company;
- 12.4. Written opinion form can be returned to the Company by the following methods:
 - a. By post: Any completed written opinion form must bear the signature of a shareholder being an individual or the legal representative of a shareholder being an organization or individual, legal representative of the proxies. Every written opinion form sent to the company must be put into sealed envelopes. Envelopes must not be opened before counting;

- b. By email. Written opinion forms sent email must be kept confidential until the vote counting time.
- Written opinion forms sent to the company after the deadline stated therein, absentee ballots sent by post in envelopes that are opened, written opinion forms sent by fax or email that are revealed are all invalid. If the written opinion forms are not submitted, it will be excluded from voting.
- 12.5. Board of Directors shall conduct counting of the votes and shall prepare minutes of the counting of the votes in the presence of the Secretary to the Board of Director, or the person in charge of internal governance, or of a shareholder who is not manager of Company. The minutes of counting of votes shall contain the following particulars:
- Name, head office address, number of the Enterprise Registration Certificate;
 - Purpose of collection of written opinions and issues on which it is necessary to obtain written opinions in order to pass a Resolution;
 - Number of shareholders with total numbers of votes who have participated in the voting, classifying the votes into valid and invalid and method of sending written opinion forms, and including an appendix being a list of the shareholders who participated in the voting;
 - Total number of votes for, against and abstentions on each voting matter;
 - Issues approved;
 - Full name and signature of the Chairman of the Board of Directors, the legal representative of the Company, vote counting supervisors, and vote counters.
- Members of the Board of Directors, vote counters and vote counting supervisors are jointly responsible for the truthfulness, accuracy of the vote counting record; jointly responsible for damage caused by the decisions ratified because of untruthful, incorrect counts of votes;
- 12.6. The minutes of results of counting of votes and the resolution must be sent to the shareholders within fifteen (15) days since the end of vote counting. The minutes must be posted on the Company's website instead of being sent to shareholders within twenty-four (24) hours from the end of vote counting instead of being sent to shareholders.
- 12.7. Written opinion form which was returned, the minutes of vote counting, the full text of the Resolution which was passed and related documents sent with all of the written opinion forms must be kept at the head office of the Company.
- 12.8. The Resolution in form of collecting written opinions from shareholders shall be passed if it is approved by a number of shareholders that owns more than 50% of votes and has the same value as the one passed at the meeting of the General Meeting of Shareholders.
- 12.9. In case the Company applies modern technology to organize the General Meeting of Shareholders through an online meeting, the Company is responsible for ensuring that shareholders can attend, vote by electronic voting or by other means of voting according to Article 144 of the Law on Enterprises and Clause 3, Article 273 of the Government's Decree No. 155 / ND-CP dated December 31, 2020 on guiding some articles of Securities Law.

Article 13. Procedure of objection the Resolution of the General Meeting of Shareholders

Within 90 days from the date of receipt of minutes of meeting or minutes of counting votes via the written opinion, members of the Board of Directors, Chief Executive Officer, shareholders, group of shareholders regulated at Clause 2 Article 13 of Charter of Company shall have powers to request the Court or Arbitrator to consider annulling Resolution of the General Meeting of Shareholders in the following cases:

- The order and procedures for convening the General Meeting of Shareholders or collecting absentee ballot and passing a Resolution of the General Meeting of Shareholders did not comply

with the Law on Enterprise and this Charter unless otherwise stipulated in Article 22 of Charter of Company;

- b. Contents of the Resolution contravene the law or Charter of Company.

CHAPTER III

NOMINATION, SELF-NOMINATION, ELECTION, DISMISSAL DISCHARGING MEMBERS OF BOARD OF DIRECTORS FROM DUTY

Article 14. Standards for members of the Board of Directors

1. Members of the Board of Directors must:
 - a. Be legally competent, not be banned from business administration as prescribed in Clause 2 Article 17 of Law on Enterprise;
 - b. Have qualifications and experience of business administration and not necessarily be shareholders of the Company.
 - c. Members of the Board of Directors may concurrently hold the position of Members of the Board of Directors or members of the Members' Council for maximum 05 other companies.
2. Unless otherwise prescribed by regulations of law on securities, independent members of Board of Directors prescribed in Point b, Clause 2, Article 155 of Law on Enterprise must:
 - a. Not be a current employee of the company or its subsidiaries; not be a person that used to work for the Company or the Company's subsidiaries over the previous 03 consecutive years;
 - b. Not be a person receiving salaries, wages from the Company, except for the benefits to which Members of the Board of Directors are entitled;
 - c. Not have a spouse, birth parent, adoptive parent, birth child, adopted child, or sibling being a major shareholder of the Company, being a manager of the Company or the Company's subsidiary;
 - d. Not directly or indirectly hold at least 1% of the Company's voting shares;
 - e. Not ever hold the position of Member of the Board of Directors, the Control Board over at least 05 consecutive preceding years.

Article 15. Introduction of candidates for the Board of Directors

In case the candidates have been determined information about the candidates of the Board of Directors shall be provided in the meeting documents of the General Meeting of Shareholders and posted on the website of the Company at least 10 days prior to opening of the General Meeting of Shareholders so that shareholders can examine information about the candidates before voting. Candidates of the Board of Directors shall make written warranty on truthfulness, cautious and in the best interest of the Company correctness and appropriation of their publicized personal information and that they shall accomplish their duties faithfully if being selected as members of the Board of Directors.

The publicized information of candidates to be nominated as members of Board of Directors shall at least include the followings:

- a. Name, date of birth;
- b. Qualification;
- c. Work experience;
- d. Names of companies which the candidates hold position as members of the Board of Directors or other management positions;
- e. Interest related to the Company and its related parties;

- h. Name of shareholder or group of shareholders to nominate that candidate (if any);
- f. The public company is responsible for disclosing information about the companies that the candidate holds the position of member of the Board of Directors, other management positions and interests related to the candidate's companies;
- g. Other information (if any).

Article 16. Nomination, self-nomination member for the Board of Directors of shareholder, group of shareholders

- 16.1. Shareholders who hold voting rights shall have the right to aggregate the number of voting rights to nominate candidates to the Board of Directors. The right to nominate candidates of a shareholder or a group of shareholders holding respective shares is specified as follows:
- From 5% to less than 10% of shares with voting rights shall be entitled to nominate one (01) candidate;
 - From 10% to less than 30% shall be entitled to nominate two (02) candidates;
 - From 30% to less than 40% shall be entitled to nominate three (03) candidates;
 - From 40% to less than 50% percent shall be entitled to nominate four (04) candidates;
 - From 50% to less than 60% shall be entitled to nominate five (05) candidates;
 - From 60% to less than 70% shall be entitled to nominate six (06) candidates;
 - From 70% to less than 80% shall be entitled to nominate seven (07) candidates,
 - From 80% to less than 90% shall be entitled to nominate up to eight (08) candidates.
- 16.2. If number of nominated and self-nominated candidates is insufficient according to Clause 5 Article 115 of the Law on Enterprise, the incumbent Board of Directors may nominate additional candidates or organize a nomination in accordance with method stipulated by the Company's Charter in an Internal Regulation. Procedures for the Board of Directors to nominate additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the laws.

Article 17. Voting for members of the Board of Directors

Members of the Board of Directors shall be elected by cumulative voting in accordance with Clause 3 Article 148 of the Law on Enterprise. Accordingly, each shareholder shall have a number of votes that is proportional to his/her shares multiplied by (x) the number of members of the Board of Directors and the shareholder may cast part of or all of his/her votes for one or some candidates. Elected Members of the Board of Directors shall be determined by the number of votes they receive in descending order, starting from the candidates that receive the most votes until the number of members is sufficient according to the company's Charter. If there are 02 or more candidates that receive the same votes for the last position of the Board of Directors, they shall be voted again or selected according to the voting criteria or the company's Charter.

Article 18. Dismissal, discharging, replacing and adding member of the Board of Directors from duty

- 18.1. A member of the Board of Directors shall be dismissed if he or she:
- a. Ineligible to be member of the Board of Directors in accordance with provisions of the Law on Enterprise or prohibited to hold position of member of the Board of Directors by the laws;
 - b. Sent resignation letter to the Company which is approved;
 - c. Suffers a mental disorder and the other members of the Board of Directors has expert proof to evidence that they loss of capacity for civil acts;
 - d. Other cases as regulated under the laws, Charter and this Regulation.
- 18.2. Members of the Board of Directors may be discharged from duty:
- a. As per decision of the General Meeting of Shareholders;

- b. Absent from meetings of the Board of Directors for a consecutive period of six (06) months, except for force majeure event;
 - c. The member provides wrong personal information to the Company when nominating/self-nominating as candidate for the members of the Board of Directors;
 - d. Other cases as regulated under the laws, Charter and this Regulation.
- 18.3. When necessary, the General Meeting of Shareholders decides to replace the members of the Board of Directors; dismiss and discharge members of the Board of Directors if it is not specified in Article 18.1 and 18.2 of this Regulation.
- 18.4. The Board of Directors must convene the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
- a. The number of members of the Board of Directors is reduced by more than one third compared with the number specified in the Company's charter. In this case, the Board of Directors must convene the General Meeting of Shareholders within 60 (sixty) days from the date the number of members is reduced by more than one third;
 - b. The number of independent members of the Board of Directors decreased, less than the rate required by Point b Clause 1 Article 137 of the Law on Enterprises;
 - c. Except for the case specified in Point a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the dismissed or discharged member at the earliest possible meeting.

Article 19. Publication on election, dismissal, discharging from duty member of the Board of Directors

The Resolution of the General Meeting of Shareholders on election, dismissal, discharging member of the Board of Directors from duty must be posted on the Company's website within 24 (twenty-four) hours from the date of the meeting General Meeting of Shareholders and shall be published under provisions of the laws.

CHAPTER IV

ORDER, PROCEDURE OF MEETING OF THE BOARD OF DIRECTORS

Article 20. Notice of meeting of the Board of Directors

- 20.1. The Board of Directors must meet at least once a quarter (01) time and may hold an extraordinary meeting. The cases that must be convened are specified in Article 31.2 of the Company Charter.
- 20.2. The notice of a meeting of the Board of Directors must be sent to members of the Board of Director at least three (03) working days' prior the meeting date. Member of the Board of Directors may refuse the invitation by a written notice and such refusal may be amended or annulled by written document of such member. The notice of meeting of the Board of Directors must be made in writing and in Vietnamese; it must provide sufficient information about agenda, time and venue of the meeting; and it must be accompanied with necessary documents on the issues for discussion and voting at the meeting and voting slips for members of the Board of Directors.
- 20.3. A notice of invitation shall be sent by post, fax, and electronic mail or by other means, but must arrive at registered address of each member of the Board of Directors.
- 20.4. Other regulations on convening a meeting of the Board of Directors are specified in Article 31 of the Company's Charter.

Article 21. Conditions of meeting of the Board of Directors

- 21.1. A meeting of the Board of Directors shall be conducted if at least three-quarters (3/4) of the members of the Board of Directors are present.
- 21.2. If quorum for the meeting is not satisfied, meeting shall be reconvened the second time within seven (07) days from the initial meeting date. The second meeting shall be conducted if more than one half (1/2) members of Board of Directors attend the meeting.
- 21.3. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:
 - a. Attend and vote directly at the meeting;
 - b. Authorize another person to attend the meeting and vote in accordance with Article 31.11.a of the Charter.

Article 22. Participation and Voting by Online Meetings, Electronic Voting, Voting by Correspondence, Fax or Email, or Other Electronic Means; Voting Methods

- 22.1. Except for regulations in Article 31.11.b of Company Charter, each member of the Board of Directors or his or her authorized person as stipulated in Article 31.8 of Company Charter participating as an individual in a meeting of the Board of Directors shall have one vote if approved by a majority of the members of the Board of Directors.
- 22.2. A member of the Board of Directors shall not be permitted to vote on contracts, transactions or proposals in which such member or his/her Related Person has an interest contrary to or possibly contrary to the interests of the Company. If a member does not have the right to vote on a Resolution, their presence shall not be calculated in the minimum number of attendees required to hold a meeting of the Board of Directors to approve such Resolution decisions.
- 22.3. As regulated in Article 31.11.d of the Company Charter, when an issue arises at a meeting regarding interest or voting right of a member of the Board of Directors but such member does not voluntarily waive his/her voting right, the Chairman of the meeting shall make final decision on this issue, unless nature or extents of the relevant interest of the members has not been fully disclosed;
- 22.4. Any member of the Board of Directors who benefits from one of the contracts stipulated in Articles 41.5.a and 41.5.b of Company Charter shall be considered to have a significant interest in such contract.

Article 23. Passing Resolution of the Board of Directors

- 23.1. Board of Directors shall pass Resolutions and make decisions by the agreement of majority of members of the Board of Directors present at the meeting. If number of the votes which agree and number of the votes which do not agree are equal, then the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.
- 23.2. Resolution to be approved by written opinions shall be approved if it is agreed by majority of members of the Board of Directors having the voting rights. This Resolution shall have the same effect and validity as a Resolution passed by voting of members of the Board of Directors at a meeting.

Article 24. Minutes of the Board of Directors

Meetings of the Board of Directors shall be recorded in writing, audio recordings, or other electronic means. The minutes must be made in Vietnamese languages (additional foreign languages are permitted) and contain the following information:

- a. Company's name, enterprise identification number, address of the headquarter;
- b. Purposes, agenda, and contents of the meeting;

- c. Time and venue of the meeting;
- d. Full name of each attending member or their proxy, method of participation; full name of every member who does not attend and reasons for their absence;
- e. Issues for discussion and vote at the meeting;
- f. Summary of opinions given by each attending member in chronological order;
- g. Voting result, specifying the member that casts affirmative votes, negative votes, and abstentions;
- h. The issues that have been ratified;
- i. Full names, signatures of the chair and the person who write the minutes.

The Chairman and the person who write the minutes shall be responsible for truthfulness and accuracy of the minutes of the Board of Directors meeting.

Article 25. Online meeting of the Board of Directors

The meeting of the Board of Directors can be held in the form of an online conference between the members of the Board of Directors when all or some of the members are at different places with the conditions specified in Article 31.9 of the Company Charter.

CHAPTER V

ESTABLISHMENT AND OPERATION OF COMMITTEES OF THE BOARD OF DIRECTORS

Article 26. Committees of the Board of Directors; Structure, Standards of member, Chiefs of Committees; Establishment of Committees, Responsibilities of Committees and each member

- 26.1. Board of Directors may establish its committee in charge of key matters of the Company at each stages. Number of members of each committee will be decided by the Board of Directors and it should be at least three (3) including members of the Board of Directors and may include non-board members. Independent members/non-executive members of the Board of Directors should account for majority of the committee and a person among them will be appointed by the Board of Directors to be Head of the committee. Operation of the committee must comply with the rules stipulated by the Board of Directors. Resolutions of the committee shall only take effect if majority of members attending and voting at meeting of the sub-committee are members of the Board of Directors.
- 26.2. Implementation of decision of the Board of Directors, a committee of the Board of Directors or member of a committee must comply with current legal regulations and Company Charter.

Article 27. Structure of the Audit Committee

- 27.1. The number the Audit Committee member shall be 02 (two) to 05 (five) people, details shall be determined by the Board of Directors as necessary. Term of the Audit Committee member shall not exceed 05 (five) years and may be re-elected with an unlimited number of terms.
- 27.2. Members of the Audit Committee are appointed by the Board of Directors from independent Board of Directors members and other individuals who meet the conditions and standards prescribed by the law.
- 27.3. Head of the Audit Committee must be the independent member of Board of Directors as appointed by the Board. The Head of the Audit Committee has the following rights and responsibilities:
 - a. Convene a meeting of the Audit Committee;

- b. Request the Board of Directors, Chief Executive Officer and other executive managers to provide relevant information for reporting;
- c. Prepare and sign the report of the Audit Committee to be submitted to the Board of Directors.

Article 28. Restriction with member of the Audit Committee in audit performance

- 28.1. Audit Committee members are not allowed to conduct audit on regulations, internal policies, procedures and processes that the Audit Committee member is key personnel to build these regulations, internal policies, procedures and processes
- 28.2. Audit Committee members do not have rights and interest conflicts with the audited units and departments; are not allowed conduct audit to units and departments that their managers are related persons with the Audit Committee member.
- 28.3. Audit Committee members are not allowed to conduct audit on activities and units/departments that the Audit Committee member had been in-charge or managed within previous 3 years from the date on which they cease to perform such activities or manage such departments.

Article 29. Criteria of Audit sub-Committee member

Members of the Audit Committee must satisfy with criteria and requirements as provided in Company Charter.

Article 30. Rights and responsibilities of the Audit Committee

- 30.1. The Audit Committee shall have the following duties:
 - a. To assess independently the suitability and compliance of the General Meeting of Shareholders, and the Board of Directors with the legal policies, Charter of the company and resolutions of the General Meeting of Shareholders and the Board of Directors;
 - b. To inspect, review and assess the adequacy, efficiency and effectiveness of the internal control system under the Chief Executive Officer in order to render this system perfectly;
 - c. To assess the compliance of the business operation with the internal policies and procedures;
 - d. To advise the establishment of internal policies and procedures;
 - e. To assess the compliance with the laws, the control of the measures to ensure the safety of the Company's assets;
 - f. To assess the internal audit through the financial information and course of the business operations;
 - g. To assess the process for determining, evaluating and managing the business risks;
 - h. To assess the efficiency of the operations;
 - i. To assess the compliance with the contractual commitments;
 - j. To implement the control of the information technology system;
 - k. To investigate the internal violations in the Company;
 - l. To implement the internal audit of the Company and its subsidiaries;
 - m. To make annual internal audited report, audit plans to submit for the Board of Directors' approval and conduct internal audit activities as approved plans;
 - n. To make extra-ordinary audit, consultancy as requested by the Board of Directors;
 - o. To advise the Company in selecting and controlling the independent audit services; maintaining the regular correspondence with independent audit organizations for effective cooperation;

- p. To implement other tasks and duties as provided by laws and regulations and requested by the Board of Directors.
- 30.2. The Audit Committee shall have the following rights:
- a. The Audit Committee is entitled to request members of the Board of Directors, Chief Executive Officer and other Company's executive managers to provide fully, accurately and promptly information and documents on the management, administration and operations of the Company.
 - b. The Audit Committee is entitled to receive all copies of resolutions, minutes of the General Meeting of Shareholders and the Board of Directors, financial information, other information and documents; at the same time and in the manner that the Person in charge of corporate governance provides for the Shareholders and other Board of Directors' members.

Article 31. Meetings of the Audit Committee

- 31.1. Audit Committee meetings are periodic or extra-ordinary by onsite voting, absentee voting, or otherwise stipulated in Regulation on Operation of the Audit Committee.
- 31.2. The Audit Committee must hold at least 02 (two) meetings each year. Extra-ordinary meeting can be convened as per request of:
 - a. Board Chairman or at least two (2) Board members;
 - b. Chief Executive Officer;
- 31.3. The Head of Audit Committee is responsible for convening periodic and extra-ordinary meetings within seven (07) working days upon request under Clause 2 of this Article, and determine the appropriate mode/method of meeting to facilitate all members to participate.
- 31.4. The Audit Committee meeting is duly organized when 2/3 (two-third) of the Audit sub-Committee members have participated. The Head of Audit Committee may invite the Company Executives and managers of relevant units to participate the meeting. Invited executives and managers will present their opinion as requested by the Audit Committee, but have no voting rights.
- 31.5. Audit Committee decisions are on majority vote principle, each Audit Committee member has one (1) vote. The Head of Audit Committee will have the casting vote in case of equality of votes.
- 31.6. An Audit Committee member is not allowed to vote on the issue related to the sector that the member is in charge.
- 31.7. The Head of Audit Committee will report the Board Chairman on key contents as soon as end of the Audit sub-Committee meeting, and make audit report to the Board in the first subsequent period meeting of the Board or otherwise as requested by the Board.

Article 32. Dismissal, discharging from duty member of the Audit Committee

- 32.1. Member of the Audit Committee shall be dismissed in the following cases:
 - a. No longer satisfies the criteria and conditions prescribed by the law;
 - b. Their resignation letter to be submitted and approved;
 - c. Other cases as stipulated by regulations of the law.
- 32.2. Member of the Audit Committee shall be discharged from duty in the following cases:
 - a. Falling to fulfill his or her assigned duties or work;
 - b. Committing a material breach or committing a number of breaches of the obligations of Member of the Audit Committee as stipulated in Law on Enterprises and Charter of the Company;

- c. Pursuant to a decision of the Board of Directors.
- d. Other cases as stipulated by the law.

CHAPTER VI

SELECTION, APPOINTMENT AND DISMISSAL OF MANAGER

Article 33. Standards of Manager

- 33.1. Manager must have full legal capacity for civil acts and not be banned from enterprise management as prescribed in Clause 2 Article 17 of the Law on Enterprise.
- 33.2. Manager must have relevant expertise and experience in business administration of Company.

Article 34. Appointment of Manager

- 34.1. The company has Chief Executive Officer, Deputy Chief Executive Officer, Chief accountant and other positions appointed by the Board of Directors. The appointment, dismissal and removal of the above positions must be made by Resolution of the Board of Directors.
- 34.2. At request of the Chief Executive Officer and approval of the Board of Directors, the Company shall recruit other position of managers with the quantity and quality consistent with Company's structure and management regulation of the Company as decided by the Board of Directors from time to time. The managers owe a duty of due diligence to serve the Company to achieve goals in operation and organization.

Article 35. Chief Executive Officer

The Chief Executive Officer shall take responsibilities before the Board of Directors and the General Meeting of Shareholders for implementation of assigned duties and powers and must report if required.

Article 36. Signing labour contract with Manager

Salary, remuneration, benefits and other terms of the labor contract with the Chief Executive Officer shall be decided by the Board of Directors. Labor contract of other managers shall be decided by the Board of Directors after consultation with the Chief Executive Officer.

Article 37. Dismissal of Manager

The Board of Directors may dismiss the Chief Executive Officer when majority of members who have the right to vote agree on the dismissal.

Article 38. Notice of appointment, dismissal of Manager

Notice of appointment, dismissal of Manager must follow the Charter and regulations on securities law.

CHAPTER VII

COORDINATION OF THE BOARD OF DIRECTORS AND CHIEF EXECUTIVE OFFICER

Article 39. Procedures, order of convening, notice of meeting, minutes, notice of meeting results of the Board of Directors and the Chief Executive Officer

- 39.1. The Chairman of Board of Directors must convene a meeting without delay in case of no reasonable reason, if Chief Executive Officer make a written request specifying purposes of

meeting and issues which need to be discussed and decided under the authority of the Board of Directors.

- 39.2. Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of request as stipulated Clause 1 of this Article. If the Chairman of the Board of Directors does not convene a meeting pursuant to the request, then the Chairman shall be liable for loss which may cause to the Company; any person who makes a request for a meeting as referred to in Clause 1 of this Article has the right to convene a meeting of the Board of Directors.
- 39.3. The notice of meeting, meeting minutes and notice of meeting results shall be made in accordance with the provisions of the Company's Charter and Law on Enterprises.

Article 40. Cases where the Chief Executive Officer propose to convene a meeting of the Board of Directors

Within the scope of their functions, the Chief Executive Officer may propose convening a meeting of the Board of Directors to resolve necessary matters. Matters to be consulted the Board of Directors shall comply with provisions of the Charter and the Law on Enterprises.

Article 41. Reports of the Chief Executive Officer to the Board of Directors

The Chief Executive Officer reports to the Board of Directors on implementation of Resolutions of the General Meeting of Shareholders, the Board of Directors; report on the performance of business tasks and operation of the Company and other reports as required by the Board of Directors.

Article 42. Reviewing the performance of Resolutions and other authorized matters of the Board of Directors to Chief Executive Officer

The Board of Directors shall monitor and supervise the implementation of Resolutions and other matters which are authorized the Chief Executive Officer and conduct review if any violations shall be detected.

Article 43. Matters which must be reported and provided information by the Chief Executive Officer and methods of notification to the Board of Directors

Matters must be reported and provided information by the Chief Executive Officer and methods of notification to the Board of Directors, the Audit Committee shall be conducted in accordance with this Regulation, Company's Charter and Law on Enterprises.

Article 44. Coordination of the members of the Board of Directors and the Chief Executive Officer

The coordination of the members of the Board of Directors and the Chief Executive Officer per their specific tasks shall be carried out in accordance with this Regulation, the Company's Charter and the Law on Enterprises.

CHAPTER VIII

ANNUAL EVALUATION FOR REWARDS AND DISCIPLINING OF MEMBERS OF BOARD OF DIRECTORS, CHIEF EXECUTIVE OFFICER AND OTHER MANAGERS

Article 45. Evaluation of operation, rewards and disciplining

The Board of Directors is responsible to formulate and approve policies, mechanisms for evaluation of operation, rewards and disciplining of members of the Board of Directors, Board of Management and other managers.

CHAPTER IX**PERSON IN CHARGE OF CORPORATE GOVERNANCE****Article 46. Standards of persons in charge of corporate governance**

The person in charge of corporate governance must meet the following criteria:

- a. Must have knowledge of law.
- b. Must not concurrently work for an approved audit organization that is auditing the financial statements of the Company.
- c. Other criteria as prescribed by law, this Charter, and resolutions of the Board of Directors.

Article 47. Appointment of persons in charge of corporate governance

The Board of Directors assigns at least one (01) person to be in charge of corporate governance to support efficient corporate governance of the Company. The term of office of the persons in charge of corporate governance will be decided by the Board of Directors.

Article 48. Dismissal of person in charge of corporate governance

The Board of Director shall dismiss a person in charge of corporate governance when necessary if the dismissal does not violate the current labour laws.

Article 49. Notice of appointment, dismissal of persons in charge of corporate governance

Notice of appointment, dismissal of person in charge of corporate governance must follow the Company's Charter and laws.

CHAPTER X**IMPLEMENTATION****Article 50. Supplementation and Amendment of Regulation**

- 50.1. The supplementation and amendment of this Regulation must be decided by the General Meeting of Shareholders. The content of supplementation, amendment must comply the related current law.
- 50.2. In case there are provisions of the law related to the Company's operations have not been mentioned in this Regulation or in the case of difference between the new provisions of law and provisions of this Regulation, such provisions of the law shall prevail to be applied and regulate operation of the Company.

Article 51. Effect of Regulation

This Regulation was amended, supplemented and approved by the General Meeting of Shareholders on April 16th, 2026. The Shareholders, the Board of Directors, managers and related Departments/ individuals shall be responsible for implementation of this Regulation.

LEGAL REPRESENTATIVE OF COMPANY
Chairwoman of Board of Directors

NGUYEN THI TRA MY

TRANSLATION

DRAFT

REGULATIONS

ON THE OPERATION OF THE BOARD OF DIRECTORS
Vietnam National Seed Group Joint Stock Company

Hanoi, April 16, 2026



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CHAPTER I

GENERAL PROVISIONS

Article 1. Scope of Regulation and Applicable Subjects

- 1.1. Scope of Regulation: These Regulations on the Operations of the Board of Directors of Vietnam National Seed Group Joint Stock Company (hereinafter referred to as the “Company”) stipulate the organizational structure, operating principles, powers, and obligations of the Board of Directors and its members in accordance with the Enterprise Law, the Company’s Charter, and other relevant laws.
- 1.2. Applicable Subjects: These Regulations apply to the Board of Directors, members of the Board of Directors, and individuals related to the operations of the Board of Directors of the Company.

Article 2. Principles of Operation of the Board of Directors

- 2.1. The Board of Directors operates on the principle of collective decision-making. Members of the Board of Directors are personally responsible for their assigned duties and jointly responsible before the General Meeting of Shareholders and the law for resolutions and decisions of the Board of Directors concerning the Company’s development.
- 2.2. The Board of Directors assigns the Chief Executive Officer to organize and implement the execution of resolutions and decisions of the Board of Directors.

CHAPTER II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and Obligations of Members of the Board of Directors

- 3.1. Members of the Board of Directors shall have all rights as prescribed under the Enterprise Law, the Securities Law, other relevant laws, and the Company’s Charter, including the right to be provided with information and documents regarding the financial status and business operations of the Company and its subsidiaries.
- 3.2. Members of the Board of Directors shall have obligations as prescribed in the Company’s Charter and the following duties:
 - a. Perform their duties honestly and prudently for the best interests of the shareholders and the Company;
 - b. Attend all meetings of the Board of Directors and provide opinions on matters brought up for discussion;
 - c. Timely and fully report to the Board of Directors on remuneration received from subsidiaries, affiliates, and other organizations in which they represent the Company;
 - d. Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, or other entities under the Company’s control of more than 50% of charter capital and the members of the Board of Directors and their related persons; as well as transactions between the Company and entities where the Board member has been a founding shareholder or a manager within the past three (03) years prior to the transaction;
 - e. Disclose information when trading the Company’s shares in accordance with applicable laws.
- 3.3. Each independent members of the Board of Directors shall prepare evaluation reports on the operations of the Board of Directors.

Article 4. Right of Members of the Board of Directors to Access Information

- 4.1. Members of the Board of Directors shall have the right to request the Chief Executive Officer and other managers of the Company to provide information and documents regarding the Company's financial status and business operations, as well as those of its subsidiaries.
- 4.2. The managers so requested must promptly, fully, and accurately provide the information and documents as required by the Board members. The order and procedures for requesting and providing information shall be in accordance with the Company's Charter or internal regulations.

Article 5. Term and Number of Members of the Board of Directors

- 5.1. The number of members of the Board of Directors shall be not fewer than five (05) and not more than eleven (11), with the specific number for each term to be decided by the General Meeting of Shareholders.
- 5.2. The term of office of a Board member shall not exceed five (05) years and may be re-elected for an unlimited number of terms. The term of a Board member appointed or replaced shall be the remaining term of the Board of Directors. An individual may serve as an independent member of the Board of Directors of the Company for no more than two (02) consecutive terms.
- 5.3. In case all members of the Board of Directors simultaneously terminate their term of office, such members shall continue to act as members of the Board until new members are elected to replace them and assume office.

Article 6. Standards and Conditions of Members of the Board of Directors

- 6.1. Members of the Board of Directors must satisfy the following standards and conditions:
 - a. Not being subject to the cases prescribed in Clause 2, Article 17 of the Enterprise Law;
 - b. Having professional qualifications and experience in business administration or in the Company's business sectors, and not necessarily being a shareholder of the Company;
 - c. Not concurrently serving as a member of the board of directors, a member of the Members' Council of more than five (05) other companies;
 - d. Meeting other standards and conditions as prescribed in the Company's Charter.
- 6.2. Independent members of the Board of Directors must also satisfy the following standards and conditions:
 - a. Not currently working for the Company or its subsidiaries; not having worked for the Company or its subsidiaries for at least the previous three (03) consecutive years;
 - b. Not receiving salaries or remuneration from the Company, except allowances granted to Board members as prescribed;
 - c. Not having a spouse, biological/adoptive parents, biological/adoptive children, or siblings who are major shareholders of the Company, or who are managers of the Company or its subsidiaries;
 - d. Not directly or indirectly holding at least 1% of the Company's total voting shares;
 - e. Not having previously served as a member of the Company's Board of Directors for at least the past five (05) consecutive years, except when consecutively appointed for two (02) terms.
- 6.3. An independent member of the Board of Directors must notify the Board of Directors if he/she no longer satisfies the standards and conditions stipulated in Clause 2 of this Article, and shall automatically cease to be an independent member of the Board of Directors from the date such standards and conditions are no longer met. The Board of Directors must report the case

where an independent member no longer satisfies the standards and conditions at the nearest General Meeting of Shareholders, or convene a General Meeting of Shareholders to elect an additional or replacement independent member within six (06) months from the date of receiving such notice from the concerned independent member.

Article 7. Chairman of the Board of Directors

- 7.1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.
- 7.2. The Chairman shall not concurrently hold the position of Chief Executive Officer.
- 7.3. The Chairman shall have rights and obligations as prescribed in the Company's Charter.
- 7.4. In the event that the Chairman of the Board of Directors resigns or is removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or removal. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman in accordance with the principles stipulated in the Company's Charter.

In the event that no authorization is made, or the Chairman of the Board of Directors dies, goes missing, is held in custody, is serving a prison sentence, is subject to administrative handling measures at a compulsory rehabilitation center or compulsory education center, absconds from residence, is restricted in or loses civil act capacity, has cognitive or behavioral difficulties, or is prohibited by a court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one member among themselves to act as Chairman of the Board of Directors on the principle of majority approval of the remaining members, until a new decision is made by the Board of Directors.

- 7.5. Where deemed necessary, the Board of Directors shall decide on the appointment of a Corporate Secretary. The Corporate Secretary shall have rights and obligations as prescribed by the Enterprise Law and the Company's Charter.

Article 8. Dismissal, Removal, Replacement, and Additional Election of Members of the Board of Directors

- 8.1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - a. Failing to satisfy the standards and conditions stipulated in Article 155 of the Enterprise Law;
 - b. Submitting a resignation letter which is accepted;
 - c. Other cases as prescribed in the Company's Charter.
- 8.2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
 - a. Failing to participate in activities of the Board of Directors for six (06) consecutive months, except in force majeure events;
 - b. Other cases as prescribed in the Company's Charter.
- 8.3. When deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss, or remove members of the Board of Directors in addition to the cases specified in Clauses 1 and 2 of this Article.
- 8.4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

- a. The number of members of the Board of Directors is reduced by more than one-third of the number prescribed in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date of such reduction;
- b. The number of independent members of the Board of Directors falls below the statutory ratio required by law;
- c. Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace those who have been dismissed or removed at the nearest meeting.

Article 9. Method of Election, Dismissal, and Removal of Members of the Board of Directors

- 9.1. Shareholders of common shares shall have the right to cumulate their voting rights to nominate candidates for the Board of Directors. The right of shareholders to nominate candidates is specifically provided in Article 26 of the Company's Charter.
- 9.2. The nomination of candidates for the Board of Directors shall be conducted as follows:
 - a. Common shareholders forming a group to nominate candidates for the Board of Directors must notify the meeting participants of such grouping before the opening of the General Meeting of Shareholders;
 - b. Based on the number of members of the Board of Directors, a shareholder or group of shareholders specified in Clause 1 of this Article shall be entitled to nominate one or more candidates, as decided by the General Meeting of Shareholders. In case the number of candidates nominated by such shareholders is fewer than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors and other shareholders.
- 9.3. In case the number of candidates for the Board of Directors, through nomination and candidacy, remains insufficient, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with Clause 5, Article 115 of the Enterprise Law, the Company's Charter, the internal corporate governance regulations, and these Regulations on the Board of Directors' Operations. The introduction of additional candidates by the incumbent Board must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Directors in accordance with the law.
- 9.4. The election of members of the Board of Directors shall be conducted by the method of cumulative voting, whereby each shareholder shall have a total number of votes equal to the number of shares held multiplied by the number of Board members to be elected, and may allocate all or part of his/her votes to one or more candidates. Elected members shall be determined based on the number of votes received in descending order, starting from the candidate with the highest number of votes, until the number of members stipulated in the Company's Charter is filled.

In case two (02) or more candidates receive the same number of votes for the final Board seat, a re-election shall be conducted among the tied candidates, or the decision shall be made according to the election regulations or the Company's Charter.
- 9.5. The election, dismissal, and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders based on the principle of voting.

Article 10. Notification of Election, Dismissal, and Removal of Members of the Board of Directors

- 10.1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening of the General Meeting of Shareholders on the Company's website so that shareholders may review

such candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information, and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. The information relating to candidates for the Board of Directors to be disclosed shall include:

- a. Full name, date of birth;
 - b. Professional qualifications;
 - c. Working experience;
 - d. Other managerial positions (including positions on the boards of directors of other companies);
 - e. Interests related to the Company and its related parties;
 - f. Other relevant information (if any).
 - g. The Company shall be responsible for disclosing information on companies in which the candidate is holding a position as a member of the board of directors, other managerial positions, and interests related to the Company (if any).
- 10.2.** The notification of the results of election, dismissal, and removal of members of the Board of Directors shall be carried out in accordance with regulations on information disclosure.

CHAPTER III

BOARD OF DIRECTORS

Article 11. Rights and Obligations of the Board of Directors

- 11.1.** The Board of Directors is the managing body of the Company and shall be fully authorized to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations under the authority of the General Meeting of Shareholders.
- 11.2.** The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the rights and obligations provided in Article 28 of the Company's Charter.
- 11.3.** The Board of Directors shall adopt resolutions and decisions by voting at meetings, collecting written opinions, combining voting at meetings and online meetings, or other forms as provided in the Company's Charter. Each member of the Board of Directors shall have one (01) voting right.
- 11.4.** In case a resolution or decision of the Board of Directors is passed in contravention of laws, resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who voted in favor of such resolution or decision shall be jointly and severally liable on a personal basis for such resolution or decision and must compensate the Company for any resulting loss; members who voted against such resolution or decision shall be exempted from liability. In this case, shareholders of the Company shall have the right to request the Court to suspend the implementation or annul such resolution or decision.

Article 12. Duties, Powers of the Board of Directors in Approving and Entering into Contracts

- 12.1.** The Board of Directors shall approve contracts and transactions valued at less than thirty-five percent (35%) of the total assets of the Company as recorded in the most recent reviewed or

audited financial statements, or transactions which, when aggregated over a period of twelve (12) months from the date of the first transaction, have a total value of less than thirty-five percent (35%) of such total assets, between the Company and any of the following parties:

- a. Members of the Board of Directors, the Chief Executive Officer, other managers, and their related persons and organizations;
- b. Shareholders or authorized representatives of shareholders holding more than ten percent (10%) of the Company's total common shares and their related persons;
- c. Enterprises related to the persons specified in Clause 1, Article 19 of these Regulations.

12.2. The representative of the Company signing such contract or transaction must notify the members of the Board of Directors and the Supervisory Board of the related parties to such contract or transaction, together with the draft contract or principal contents thereof. The Board of Directors shall decide on the approval of such contract or transaction within fifteen (15) days from the date of receipt of the notification; members of the Board of Directors who have an interest related to the parties to the contract or transaction shall not have the right to vote.

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

13.1. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 15 of the Company's Charter.

13.2. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in accordance with Clause 4, Article 15 of the Company's Charter.

13.3. The person convening the General Meeting of Shareholders must carry out the following tasks:

- a. Prepare the list of shareholders entitled to attend the meeting;
- b. Provide information and settle complaints relating to the list of shareholders;
- c. Prepare the agenda and contents of the meeting;
- d. Prepare documents for the meeting;
- e. Draft resolutions of the General Meeting of Shareholders according to the proposed contents of the meeting; prepare the list and details of candidates in case of election of members of the Board of Directors;
- f. Determine the time and venue of the meeting;
- g. Send notices of invitation to shareholders entitled to attend the meeting in accordance with the Enterprise Law;
- h. Perform other tasks in service of the meeting.

Article 14. Committees Assisting the Board of Directors

14.1. The Board of Directors may establish committees under its authority to assist the Board of Directors in accordance with the Enterprise Law and Article 32 of the Company's Charter. Such committees shall be responsible for researching, advising, and reporting to the Board of Directors on matters as requested by the Board of Directors and on matters within the scope of their respective responsibilities as prescribed.

14.2. The implementation of decisions of the Board of Directors, or of the committees under the Board of Directors, must comply with applicable laws and the Company's Charter.

CHAPTER IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

Meetings of the Board of Directors shall be conducted in accordance with Article 31 of the Company's Charter.

Article 16. Minutes of Meetings of the Board of Directors

- 16.1.** Meetings of the Board of Directors must be recorded in minutes and may also be audio recorded, video recorded, or kept in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and shall include the following principal contents:
- a. Name, address of the head office, enterprise registration number;
 - b. Time and venue of the meeting;
 - c. Purpose, agenda, and contents of the meeting;
 - d. Full names of each attending member or authorized representative and the method of attendance; full names of members absent and reasons for absence;
 - e. Matters discussed and voted on at the meeting;
 - f. Summary of opinions expressed by each attending member in the order of the meeting's proceedings;
 - g. Voting results, specifying members voting for, against, and abstaining;
 - h. Matters adopted and the corresponding voting ratios;
 - i. Full names and signatures of the chairman of the meeting and the minute-taker, except in the case provided in Clause 2 of this Article.
- 16.2.** In case the chairman and the minute-taker refuse to sign the minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and fully contain the contents specified at Points a, b, c, d, e, f, g, and h, Clause 1 of this Article.
- 16.3.** The chairman, the minute-taker, and those who sign the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors' meeting.
- 16.4.** The minutes of meetings of the Board of Directors and documents used at the meetings must be kept at the head office of the Company.
- 16.5.** The minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

CHAPTER V

REPORTS AND DISCLOSURE OF INTERESTS

Article 17. Annual Reporting

- 17.1.** At the end of each fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:
- a. Report on the Company's business results;

- b. Financial statements;
 - c. Report on the activities of the Board of Directors.
- 17.2.** The reports specified in Clause 1 of this Article must be kept at the Company's head office and disclosed in accordance with applicable laws.

Article 18. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors

The remuneration, bonuses, and other benefits of members of the Board of Directors shall be regulated in Article 29 of the Company's Charter.

Article 19. Disclosure of Related Interests

The disclosure of interests and related persons of the Company shall be carried out as follows:

- 19.1.** Members of the Board of Directors must declare to the Company their related interests, including:
- a. The name, enterprise registration number, head office address, and business lines of any enterprise in which they own contributed capital or shares; the ratio and time of such ownership;
 - b. The name, enterprise registration number, head office address, and business lines of any enterprise in which their related persons together or separately own contributed capital or shares representing more than ten percent (10%) of the charter capital.
- 19.2.** The declaration under Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises; any amendment or supplement must be notified to the Company within seven (07) working days from the date of such amendment or supplement.
- 19.3.** A member of the Board of Directors who, in his/her own name or on behalf of another person, carries out any work in any form within the scope of the Company's business must explain the nature and contents of such work to the Board of Directors and may only proceed with the majority approval of the remaining members of the Board of Directors; if such work is carried out without disclosure or without approval by the Board of Directors, all income derived therefrom shall belong to the Company.

CHAPTER VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 20. Relationship among Members of the Board of Directors

- 20.1.** The relationship among members of the Board of Directors shall be cooperative, whereby members are responsible for informing each other of relevant matters in the course of performing their assigned tasks.
- 20.2.** In performing their tasks, the Board member assigned principal responsibility must proactively coordinate with others when issues relate to the areas overseen by other members. In case of differing opinions among members, the member with principal responsibility shall report to the Chairman of the Board of Directors for consideration and decision within his/her authority, or the Chairman may convene a meeting or seek written opinions of Board members in accordance with law, the Company's Charter, and these Regulations.

- 20.3.** In case of reassignment among members of the Board of Directors, such members must hand over related work, records, and documents. The handover must be made in writing and reported to the Chairman of the Board of Directors.

Article 21. Relationship with the Chief Executive Officer and the Executive Apparatus

In its managerial role, the Board of Directors issues resolutions and decisions to be implemented by the Chief Executive Officer and the executive apparatus, and concurrently supervises and monitors the implementation of such resolutions and decisions.

Article 22: Relationship with the Audit Committee

- 22.1.** The relationship between the Board of Directors and the Audit Committee shall be one of coordination. Their working relationship shall be based on equality and independence, while maintaining close cooperation and mutual support in performing their duties.
- 22.2.** Upon receipt of inspection minutes or consolidated reports from the Audit Committee, the Board of Directors shall be responsible for reviewing them and directing the relevant departments to prepare plans and take timely corrective actions.

CHAPTER VII

IMPLEMENTATION PROVISIONS

Article 23: Implementation

- 23.1.** The Regulation on the Operation of the Company's Board of Directors, consisting of 7 chapters and 23 articles, was unanimously amended, supplemented, and approved at the Annual General Meeting of Shareholders held on April 16, 2026
- 23.2.** Matters not provided for in these Regulations shall be implemented in accordance with applicable laws, the provisions of the Company's Charter, and/or the Company's internal corporate governance regulations.
- 23.3.** In the event of any change in law or any inconsistency between these Regulations and the Company's Charter or internal corporate governance regulations, the relevant provisions of law, the Charter, and the internal corporate governance regulations of the Company shall prevail.

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

NGUYEN THI TRA MY