

**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

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**INTERNAL REGULATIONS ON CORPORATE  
GOVERNANCE**

**CONSTRUCTION MATERIAL & INTERIOR  
DECORATION JOINT STOCK COMPANY**

*(Enacted according to the Resolution of the 2025 Annual General Meeting of  
Shareholders Construction Material & Interior Decoration Joint Stock Company)*

*Ho Chi Minh City, April 25, 2025*

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## **Chapter I: GENERAL PROVISIONS**

### **Article 1. Governing scope and applicable entities**

1. Governing scope: These Regulations which is built as the Circular No. 116/2020/TT-BTC dated December 31st, 2020 of the Minister of Finance, provide for the contents such as Roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the General Director; Procedures for meetings of the General Meeting of Shareholders; Nomination, self-nomination, election, dismissal and removal of members of the Board of Directors, the Board of Supervisors, the General Director and Other activities in accordance with the Company's Charter and other applicable laws and regulations.

2. Applicable entities: These Regulations apply to members of the Board of Directors, the Board of Supervisors, the General Director and other related persons.

### **Article 2. Definitions**

1. “Charter capital” means the total face value of shares that have been sold or subscribed upon establishment of the Company as prescribed in Article 6 of this Charter.

2. “The Law of Enterprise” is the Enterprise Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and amended and supplemented by Law No. 03/2022/QH15 on January 11, 2022;

3. “The Securities Law” is the Securities Law No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 15, 2017, and amended and supplemented by Law No. 56/2024/QH15 on November 29, 2024;

4. “Establishment date” means the day on which the Company’s first Certificate of Enterprise Registration (Certificate of Business Registration and equivalent documents) is issued

5. “Executives” include the General Director, Deputy General Director, chief accountant prescribed by the Board of Directors;

6. “Managers” include the President of the Board of Directors, members of the Board of Directors, the General Director prescribed by the Board of Directors or the General Meeting of Shareholders;

7. “Related persons” are the organizations and individuals defined in Clause 46 Article 4 of the Law on Securities;

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8. “Shareholder” means an individual or organization that owns at least one share of the Company;

9. “Major shareholder” is defined in Clause 18 Article 4 of the Law on Securities;

10. “Member of the Board of Supervisors” means Supervisors;

11. “Stock Exchanges” include Vietnam Exchange and its subsidiary companies;

12. “The non-executive members of the Board of Directors” means the members of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant in accordance with the company's Charter.

13. “Shareholder/Delegate Eligibility Check Committee” means is the department in charge of determining the conditions for conducting the General Meeting of Shareholders in accordance with the law and the Company's Charter.

14. “the Company” means Construction Material & Interior Decoration Joint Stock Company

15. BOD means the Board of Directors

16. “Self-nomination” means Candidacy

17. BOS means the Board of Supervisors

18. VSDC means Viet Nam Securities Depository and Clearing Corporation

19. “Delegate” mean Shareholders, authorized representatives of Shareholders

20. “Person in charge of corporate governance” is the person with the responsibilities and powers specified in Article 281 of Decree 155/2020/ND-CP.

21. “Online meeting” means a form of organizing a meeting of the General Meeting of Shareholders using electronic means to transmit images and sounds through the internet environment, allowing shareholders in different locations to monitor the proceedings of the general meeting, discuss and vote on issues of the meeting.

22. “Electronic voting” means Shareholders vote by Electronic voting System defined with These Regulations.

23. “Username” and “password” include username and password information uniquely issued by the Company to each shareholder.

24. “Contact address” means the registered address of the head office of an organization; the person's permanent residence or place of work or other address that

the person registers with the business as a contact address.

25. In this regulation, references to one or more provisions or legal documents shall include any amendments, supplements, or replacements of those documents

## **Chapter II: GENERAL MEETING OF SHAREHOLDERS**

### **I. REGULATIONS FOR THE GMS TO RATIFY RESOLUTIONS BY VOTE AT THE GMS (FACE-TO-FACE MEETINGS, ONLINE MEETINGS, BOTH FACE-TO-FACE AND ONLINE MEETINGS)**

#### **SECTION 1: GENERAL PROVISIONS**

##### **Article 3. Roles, rights and obligations of the General Meeting of Shareholders**

Roles, rights, and obligations of the General Meeting of Shareholders (GMS) are defined in Article 138 of the Law on Enterprises No. 59/2020/QH14, as amended and supplemented by Law No. 03/2022/QH15, the Law on Securities No. 54/2019/QH14, as amended and supplemented by Law No. 56/2024/QH15, and in Articles 14 and 15 of the Company's Charter.

##### **Article 4. Authority to convene the GMS**

*(Pursuant to Article 140 the Law on Enterprises and Article 14 the Company's Charter)*

1. The Board of Directors shall convene the annual GMS and extraordinary ones. The Board of Directors shall convene an extraordinary GMS in the following cases:

a. It is considered necessary for the Company's interests by the Board of Directors;

b. The remaining number of Board of Directors or Board of Supervisors is smaller than the minimum number prescribed by law;

c. It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises; the request shall be made in writing, specify the reasons for convening such a meeting, and bear signatures of relevant shareholders. The written request may be made into multiple copies with signatures of relevant shareholders;

d. It is requested by the Board of Supervisors;

e. Other cases prescribed by law and this Charter.

2. The Board of Directors shall determine the opening date of the GMS within [60] days from the day on which the number of members of the Board of Directors or members of the Board of Supervisors mentioned in Point b Clause 3 of this Article, or from the date of request mentioned in Point c and Point d Clause 3 of this Article;

3. In the case the Board of Directors fails to convene the GMS as prescribed in Point a Clause 2 of this Article, the Board of Supervisors shall convene the GMS instead of the Board of Directors within the next 30 days as prescribed in Clause 3 Article 140 of the Law on Enterprises;

4. In the case the Board of Supervisors fails to convene the GMS as prescribed in Clause 3 of this Article, the shareholder or group of shareholders mentioned in Point c Clause 1 of this Article is entitled to request the Company's representatives to convene the GMS in accordance with the Law on Enterprises;

5. In this case, the requesting shareholder or group of shareholders may request the business registration authority to supervise the process of convening, conducting and decision-making of the GMS. The costs of convening and conducting the GMS shall be reimbursed by the Company. These costs do not include the costs incurred by the shareholders during their participation in the GMS, including lodging and travel costs.

6. The GMS shall be conducted following the procedures specified in Clause 5 Article 140 of the Law on Enterprises.

### **Article 5. The personnel of The GMS**

*(Pursuant to Article 146 the Law on Enterprises and Clause 2 Article 20 the Company's Charter)*

#### **1. Chairman and The Presiding**

a. The President of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the GMS if it is convened by the Board of Directors. If the President of the Board of Directors is absent or not able to work, other members of the Board of Directors shall elect one of them as the chair under the majority rule. In the case a chairman cannot be elected, the Head of the Board of Supervisors shall preside over the election of the chair among the participants by the GMS, in which case the person who receives the most votes shall chair the meeting;

b. In the case specified in Point a of this Clause, the person that signs the decision to convene the GMS preside over the election of the chair by the GMS. The person who receives the most votes shall chair the meeting;

c. The chairman is entitled to implement necessary measures for making sure the meeting is kept in order, adheres to the approved agenda and reflects the needs of the majority of participants;

d. The chairman who convenes the GMS has the rights to:

- Request all participants to undergo inspection or other lawful and reasonable security measures;

- Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the chair's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures.

e. The chairman is entitled to delay the meeting after an adequate number of participants have registered for up to 03 days from the initial meeting date. The GMS may only be delayed or relocated in the following cases:

- The current location does not have adequate convenient seats for all participants;

- Communications equipment is not sufficient for discussion and voting by participating shareholders;

- The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting;

f. Other rights and obligations prescribed by applicable regulations of law.

g. The presiding that include at least 01 person, include a chairman and other members (if any)

h. Tasks of The Presiding

- To administer the activities of the Company's General Meeting of Shareholders according to the expected agenda of the Board of Directors approved by the General Meeting of Shareholders;

- Guidelines for Delegate and the meetings to discuss issues in the agenda;

- Submit draft, verdict of issues for the meeting to vote

- Answer issues requested by the Meeting;

- Settle issues that incurred during the General Meeting.

i. Work principles of The Presiding: The Presiding works on the principle of

collectivity, democratic centralization, and majority decision-making.

2. The secretary of the General Meeting:

a. The chair shall appoint one or some people as secretaries of the meeting

b. Tasks of The secretary of the General Meeting

- Fully, accurately and truthfully recorded the documents at the meeting;
- Receipt of comment registration forms of shareholders/ Delegate
- Preparation of the minutes and the resolution of the GMS;
- Assist The chairman in disclosing information related to the GMS and and

notifying the Shareholders as prescribed in the law and the company's Charter;

- Other tasks at the request of the Chairman.

3. The vote counting board:

a. The GMS shall elect one or some persons to the vote counting board at the request of the chairman;

b. Tasks of The vote counting board:

- Disseminate the principles, rules and guidelines on how to vote.
- Counting and recording ballots, making records of vote counting, announcing results; transfer the minutes to the Chairman for approval of voting results.

- Quickly notify the voting results to the secretary.

- Consider and report to the General Meeting cases of violation of voting rules or letters of complaint about voting results.

4. Shareholder/Delegate Eligibility Check Committee

a. The person who convenes the GMS as prescribed in Article 140 of the Law on Enterprises, assign one or some personnel to verify the Shareholders' eligibility to attend the meeting /Delegate for the meeting. The Shareholder/Delegate Eligibility Check Committee must consist of at least two members, including one Chairperson and at least one additional member.

b. Tasks of Shareholder/Delegate Eligibility Check Committee:

- Check the eligibility and situation of Shareholders and authorized representative of Shareholders attending the meeting.

- The Head of the Shareholder Eligibility Verification Committee shall report to the General Meeting of Shareholders on the situation of shareholders attending the meeting. If the meeting has a sufficient number of shareholders and authorized

representatives have the right to attend the meeting representing more than 50% of the total number of, the meeting of the General Meeting of Shareholders of the Company shall be held.

- Participate in counting votes and other contents before establishing the Vote Counting Committee.

**Article 6. Prepare a list of shareholders entitled to participate in the GMS and notify the finalization of the list of shareholders entitled to attend the General Meeting of Shareholders**

*(Pursuant to Point a Clause 2 Article 18 of the company's charter; Regulations on Performance of Corporate actions of VSDC)*

1. The company must disclose information on the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date.

2. The Company shall carry out procedures for making a list of shareholders and related procedures as prescribed in the Regulation on the exercise of rights of the Vietnam Securities Depository and Clearing Corporation or other provisions of law (applicable when the Company does not register securities at VSDC).

**Article 7. Notice of convening the General Meeting of Shareholders**

*(Pursuant to Article 143 of the Law on Enterprises No. 59/2020/QH14)*

1. The convener of the General Meeting of Shareholders must send a notice of invitation to all shareholders on the list of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date. The notice of invitation to the meeting must include the name, address of the head office, and the enterprise code; name, contact address of shareholders, time, place of meeting and other requirements for meeting participants.

2. The notice of invitation to the meeting shall be sent by the method to ensure that the contact address of the shareholder is reached and posted on the company's website.

3. The notice of invitation to the meeting must be enclosed with the following documents:

a. Meeting agenda, documents used in the meeting and draft resolutions for each issue in the meeting agenda;

b. Ballot/election ballot. Note, In the case of inviting the General Meeting of Shareholders online, the voting/election ballot does not need to be enclosed with the notice of invitation to the meeting.

4. The invitation and meeting documents mentioned in Clause 3 of this Article may be uploaded on the company's website (if any) instead of sending physical invitations and documents. In this case, the invitation shall contain instructions on how to download the documents.

**Article 8. The meeting agenda and documents of the GMS**

*(Pursuant to Article 142 the Law on Enterprises and Article 18 the Company's Charter)*

1. The person who convenes the GMS shall prepare the agenda in the regulations of Article 18 the Company's Charter

2. The shareholder or group of shareholders specified in Clause 2 Article 12 of the Company's Charter is entitled to propose additional issues to the GMS agenda. The proposal shall be made in writing and sent to the company at least 05 working days before the opening date. The proposal shall contain the names of shareholders, the number of each type of shares of the shareholder, contact address, nationality, number of citizen identity card, identity card, passport or other lawful personal identification for individual shareholders; name, identification number of the enterprise or number of the establishment decision, address of the head office for shareholders being organizations; the number and type of shares held by such shareholders, and the proposed issues.

3. In the case the proposal mentioned in Clause 2 of this Article is rejected by the person who convenes the GMS, a written response and explanation must be provided at least 02 days before the opening day. In the case the convener of the General Meeting of Shareholders or the proposer proposes to exchange/discuss, the two parties must discuss/discuss before the convener of the meeting replies in writing about the refusal. A proposal may only be rejected in the following cases:

a. The proposal is sent against the regulations of Clause 2 of this Article;

b. At the time of petition, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as prescribed in Clause 2 Article 12 of the company's charter;



- c. The issue exceeds the jurisdiction of the GMS;
- d. Other cases prescribed by the company's charter.

4. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 2 of this Article in the draft agenda and content of the meeting, except In the cases stipulated in Clause 3 of this Article; the proposal will be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

### **Article 9. How to register and authorize participation in the General Meeting of Shareholders**

*(Pursuant to Article 144 of the Enterprise Law; Clause 1, 2, 5 of Article 20 of the Company Charter)*

1. Procedures for registering to attend the General Meeting of Shareholders before the meeting date:

a. The registration process for attending the General Meeting of Shareholders is clearly outlined in the Notice of Meeting, which includes contacting the Company or sending the Registration Form (attached to the Notice of Meeting sent to shareholders) to the Company.

b. Shareholders may choose the method of registration to attend the General Meeting of Shareholders as stated in the notice, which includes:

- Attending and voting/electing in person at the meeting;
- Authorize another representative to attend and vote/elect at the meeting, in accordance with the provisions of Clause 2 of this Article (In the cases where more than one representative is appointed, the specific number of shares and voting/decision-making rights delegated to each representative must be clearly stated).
- Attend and vote/elect via online conference, electronic voting, or other electronic formats.
- Submit voting/election ballots to the meeting via mail, fax, or email.
- Other forms of registration to attend the General Meeting of Shareholders that comply with the provisions of the Law.
- The company must make every effort to apply modern information technology so that shareholders can participate and express their opinions at the

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General Meeting of Shareholders effectively, including guiding shareholders on voting through online General Meetings, electronic voting, or other electronic formats as provided in Article 144 of the Enterprise Law and the Company's Charter.

2. Regulations on the authorization to attend the general meeting:

a. Shareholders or their authorized representatives shall perform the authorization in accordance with Article 16 of the Company's Charter;

b. The delegation of authority to individuals or organizations to represent shareholders at the General Meeting of Shareholders, as stipulated in Point a of Clause 2 of this Article, must be in written form. The authorization document must comply with civil law provisions and must clearly state the name of the shareholder granting the authority, the name of the individual or organization receiving the authority, the number of shares being authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, as well as the signatures of both the granting and receiving parties.

c. Voting ballots of authorized representatives attending the meeting within the scope of the authorization remain valid in the following cases:

- The principal has died, been declared legally incompetent, or lost their ability to act in civil matters;

- The principal has revoked the authorization;

- The principal has annulled the authority of the delegate. This provision does not apply when the Company receives notification of any of the aforementioned events prior to the commencement of the General Shareholders' Meeting or before the meeting is reconvened.

### **Article 10. Conditions for conducting the GMS**

*(Pursuant to Article 19 the Company's Charter)*

1. The GMS shall be conducted when it is participated by a number of shareholders that represent more than 50% of the votes;

2. In the case the conditions for conducting the meeting prescribed in Clause 1 of this Article are not fulfilled, the second invitation shall be sent within 30 days from the first meeting date unless otherwise prescribed by the company's charter. The second GMS shall be conducted when it is participated by a number of shareholders that represent at least 33% of the votes; the specific ratio shall be

specified in the company's charter.

3. In the case the conditions for conducting the second meeting prescribed in Clause 2 of this Article are not fulfilled, the third invitation shall be sent within 30 days from the second meeting date unless otherwise prescribed by the company's charter. The third GMS shall be conducted regardless of the number of votes represented by the participants.

**Article 11. Methods for ratifying resolutions of the GMS**

*(Pursuant to Article 147 the Law on Enterprises and Article 22 the Company's Charter)*

1. The GMS shall decide ratification of resolutions by voting
  - a. Face-to-face meetings
  - b. Online meetings
  - c. Both face-to-face and online meetings
2. The GMS shall decide ratification of resolutions by questionnaire survey  
(Regulations in Section II – This Chapter):
  - a. Send the survey by mail, fax, or email.
  - b. Send the survey by electronic voting.
  - c. Send the survey by mail, fax, or email combined with electronic voting.

**Article 12. The GMS shall approve the following issues**

*(Pursuant to Article 147 and Article 167 the Law on Enterprises and Article 15 the Company's Charter)*

1. Ratify the orientation for development of the company
2. Take actions against violations committed by members of the Board of Directors and Supervisors that cause damage the company and its shareholders;
3. The company's annual business plan;
4. The annual financial statement has been audited;
5. The report of the Board of Directors on its performance and that of its members;
6. The report of the Board of Supervisors on the company's business performance, performance of the Board of Directors, the General Director;
7. The report of the Board of Supervisors on its performance and that of the Supervisors;

8. Decide the types of authorized shares, quantity of each type and transfer of shares by founders within the first 03 years after the establishment date; decide the annual dividends of each type of shares;
9. Election, dismissal and discharge of members of the Board of Directors and members of the Board of Supervisors;
10. Decide investment in or sale of assets that are worth at least 35% of the total assets written in the latest financial statement;
11. Revisions to the Company's Charter;
12. Ratify annual financial statements;
13. Repurchase of over 10% of shares of each type;
14. Decide reorganization or dissolution of the company;
15. The decision on the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors.
16. Approve, Revise and Regulate internal regulations on company administration, operation of the Board of Directors and the Board of Supervisors;
17. Approval for the list of accredited audit organizations; whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors where necessary;
18. The number of members of The Board of Directors and The number of members of Board of Supervisors;
19. Division, consolidation, merger or conversion of the Company;
20. Conclusion of contracts and transactions with the entities specified in Clause 1 Article 167 of the Law on Enterprises that are worth at least 35% of the Company's total assets written in the latest financial statement;
21. Transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;
22. Other issues prescribed by law and this Charter.

**Article 13. Conditions for ratification of a resolution**

*(Pursuant to Article 21 the Company's Charter)*

1. A resolution on the following issues shall be passed if it receives the approval of shareholders representing at least 65% of the total voting shares of all

shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

- a. Types of shares and quantity of each type;
  - b. Change of business lines;
  - c. Changes to the Company's organizational structure;
  - d. Investment projects or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement;
  - e. Re-organization, dissolution of the Company;
  - f. Extension of company operation;
2. Resolutions shall be passed when they receive the approval of shareholders holding more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

In the case of election of members of the Board of Directors and the Board of Supervisors, if the number of candidates is less than or equal to the number of members of the Board of Directors/ Board of Supervisors to be elected, the election of members of the Board of Directors/ Board of Supervisors may be carried out by the method of accumulating votes as prescribed in Clause 3, Article 148 of the Law on Enterprises or by voting ( approve, disagree, have no opinion). The voting rate approved by the voting method shall comply with Clause 2, Article 21 of the company's charter.

3. A resolution of the GMS that is voted for by 100% of the voting shares shall be lawful and effective even if the procedures for convening the meeting and ratifying the resolution are not conformable with the Law on Enterprises and the Company's Charter.

#### **Article 14. Announcement of Vote Counting Results**

The ballot counting committee will verify, compile, and report the results of each issue to the Chairperson. The results of the vote counting will be announced by the Chairman/ballot counting committee immediately before the meeting is adjourned.

#### **Article 15. Procedures for Contesting Shareholders' Meeting Resolutions**

*(Pursuant to Article 132, 151 the Law on Enterprises)*

1. The shareholders that have voted against the resolution on reorganization of the company or change of shareholders' rights and obligations in the company's charter are entitled to request the company to repurchase their shares. The request shall be made in writing and specify the shareholder's name and address, quantity of shares of each type, offered prices, reasons for requesting the repurchase. The request shall be sent to the company within 10 days from the day on which the previously mentioned resolution is ratified by the GMS.

2. The company shall repurchase shares at the request of its shareholders in accordance with Clause 1 of this Article at market prices or at the prices calculated in accordance with the rules in the company's charter within 90 days from the receipt of the request. In the case an agreement on the prices cannot be reached, the parties may hire a valuation organization to determine the price. The company shall introduce at least 03 valuation organizations for the shareholders to make the final decision.

3. Within 90 days from the receipt of the resolution or minutes of the GMS or the vote counting record, the shareholder or group of shareholders mentioned in Clause 2 Article 115 of this Law is entitled to request the court or an arbitral tribunal to consider invalidating the resolution in part or in full in the following cases:

a. The procedures for convening the GMS and issuing decisions prescribed in this Law and the company's charter are not followed, except for the cases specified in Clause 2 Article 152 of this Law;

b. The contents of the resolution violations the law or the company's charter.

#### **Article 16. Preparation of the GMS minutes**

*(Pursuant to Article 23 the Company's Charter)*

1. Minutes of all GMS shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:

a. The enterprise's name, headquarters address, identification number;

b. Time and location of the GMS;

c. Agenda and contents of the meeting;

d. Full names of the chair and secretaries;

e. Summary of developments of the meeting and comments made during the

meeting on each issue in the meeting agenda;

f. The number of shareholders and their votes; a list of registered shareholders, shareholders' representatives that participated in the meeting, their holdings and votes;

g. Total votes on each issue, voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes and abstentions; corresponding ratios of these votes to total number of votes of all shareholders attending and voting at the meeting;

h. Summarizing the number of votes for each candidate (if any);

i. Ratified issues and ratios of affirmative votes;

j. Full name and signatures of the chair and secretaries. In the case the chair or a secretary refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members of the Board of Directors and have adequate information prescribed in this Clause. The minutes shall specify that the chair or secretary refuses to sign it.

2. The GMS minutes shall be completed and ratified before the meeting ends. The chair and secretaries or other persons that sign the minutes shall be jointly responsible for its truthfulness and accuracy.

3. The minutes in Vietnamese and foreign languages have equal legal value. In the case of discrepancies between the Vietnamese version and the foreign language version, the former shall apply.

#### **Article 17. Announcing the resolution, the minute of the GMS**

*(Pursuant to Article 23 the Company's Charter)*

1. Resolutions, minutes of the GMS, the list of registered participating shareholders bearing their signatures, meeting participation authorization documents, documents enclosed to the minutes (if any) and documents enclosed to the invitations shall be retained at the Company's headquarters.

2. Resolutions, minutes of the GMS and documents enclosed to the minutes shall be disclosed in accordance with regulations of law on disclosure of information on the securities market.

#### **SECTION 2: SPECIFIC REGULATIONS FOR EACH VOTING METHOD AT THE MEETING**

**Section 2.1: Specific regulations for voting in an in-person meeting**

**Article 18. How to Register for Attendance at the Shareholders' General Meeting**

*(Based on the provisions in Clause 1, Article 20 of the company's charter)*

Before the meeting starts, the company must carry out the shareholder registration process and must continue to register until all shareholders eligible to attend are checked in, following these steps:

a. When registering shareholders, representatives confirm their attendance at the General Meeting of Shareholders (GMS), after which the company issues each representative a voting card/ballot, which includes the registration number, the shareholder's name, the name of the authorized representative, and the number of votes for that shareholder.

b. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by indicating approval, disapproval, or abstaining. The results of the voting are announced by the Chair/Counting Committee immediately before the meeting adjourns. The meeting elects those responsible for vote counting or supervising the vote counting as suggested by the Chair. The number of members on the counting committee is determined by the General Meeting of Shareholders based on the Chair's recommendation;

c. Shareholders or authorized representatives of shareholders who are organizations or individuals who arrive after the meeting has started are allowed to register immediately and then participate and vote at the meeting right after registering. The Chair is not responsible for pausing the meeting to allow late shareholders to register, and the validity of matters voted on earlier is not changed.

**Article 19. Voting on Issues at the General Meeting of Shareholders**

*(Based on the provisions in the Working Regulations; Election Regulations at the General Shareholders' Meeting)*

1. General Principles:

a. All issues on the agenda and content of the meeting of the General Shareholders' Meeting must be discussed and voted on publicly by the General Shareholders.

b. The voting cards, ballots, and election ballots are printed by the Company,



stamped with the official seal, and sent directly to representatives at the meeting (along with the set of documents for attending the General Shareholders' Meeting). Each representative is issued a Voting Card/Ballot. The Voting Card/Ballot clearly states the representative's code, full name, number of shares owned, and any proxy voting rights received by that representative.

2. Regulations on the validity of voting cards and ballots

a. Voting Card:

- **Valid Voting Card:** a card according to the pre-printed template issued by the Organizing Committee, stamped with the official seal of the Company, not erased, scratched, torn, damaged, etc., and doesn't contain any additional content outside the provisions for this Card.

- **Invalid Voting Card:** The content does not comply with the regulations of the valid Voting Card.

b. Voting Ballot

- **Valid Voting Ballot:** a ballot according to the pre-printed template issued by the Organizing Committee, stamped with the official seal of the Company, not erased, scratched, torn, damaged, etc., and doesn't contain any additional content outside the provisions for this ballot. In the case of direct voting/remote voting (via mail, fax, email, or other means as stipulated in the company charter), it must be signed and clearly state the full name (written by hand) of the attending representative and be sent to the ballot counting committee before the voting time. On the voting ballot, the voting content is valid if the representative marks one (01) in one of three (03) voting boxes.

- **Invalid Voting Ballot:** The content does not comply with the regulations of the valid Voting Ballot.

c. Election voting ballot

- **Valid voting ballot:** is a ballot printed according to the official template provided by the organizing committee, bearing the company's official stamp, without any erasures, corrections, tears, or damage, and does not contain any additional content outside what's allowed for this ballot. In the case of direct voting or remote voting (via mail, fax, email, or other means as specified in the company's charter), it must have the signature and clearly written full name (handwritten) of the attending delegate and be submitted to the ballot counting committee before the

vote counting begins.

- **Invalid voting ballot:**

- The content does not comply with the regulations for a valid voting ballot;
- The number of candidates voted for by the delegate exceeds the number of candidates to be voted;
- The total number of votes cast for candidates by shareholders or representatives exceeds the total number of votes allowed;
- Other regulations as stipulated in the election rules for the general meeting of shareholders and the company's charter.

**Article 20. Voting procedures at the direct General Meeting of Shareholders**

*(Based on the regulations in the Working Rules of the General Meeting of Shareholders)*

1. General principles

- The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting occurs through raising cards, direct voting, electronic voting, or other electronic forms.

- Delegates cast their votes to Approve, Disapprove, or Abstain on an issue put to vote at the meeting by raising their voting card or filling out the choices on the Voting Slip.

2. Voting methods

a. Voting by card: When voting by raising the voting card, the front of the voting card must be held up facing the Board of Directors. If a delegate does not raise the voting card in all three votes of Approve, Disapprove, or Abstain on an issue, it is considered a vote of approval for that issue. If a delegate raises the voting card more than once when voting for Approve, Disapprove, or Abstain on an issue, it is deemed an invalid vote. In the voting method using raised cards, the members of the Delegate Qualification Inspection Committee/Voting Committee mark the delegate codes and the corresponding voting numbers for each delegate who Approves, Disapproves, Abstains, and Invalid votes.

b. Voting by ballot:

- When voting is conducted through direct ballots: for each item, delegates

choose one of three options “Approve,” “Disapprove,” or “No Opinion” printed on the Voting Slip by marking “X” or “✓” in their chosen box and returning the Voting Slip to the Voting Committee before the voting time. The Voting Slip must have the delegate's signature and clearly written full name (in handwriting).

- When voting is conducted via electronic voting or other electronic methods: for each item, delegates choose one of three options "Agree", "Disagree", "No Opinion" that has been set up in the electronic voting system for the conference. After that, delegates confirm their votes to ensure the electronic voting system records the results.

### **Article 21. Voting Method for Direct Shareholder Meetings**

*(Based on the regulations in the election rules at the shareholder meeting)*

#### **1. General principles**

- Follow the laws and the company’s charter correctly;  
- Voting is conducted via direct ballots, electronic voting, or other electronic methods.

- Members of the ballot counting committee cannot be listed among the nominees or self-nominate for the Board of Directors and the Board of Supervisors.

#### **2. Forms of voting**

##### **a. Cumulative voting method**

- Each delegate has a total number of votes corresponding to the total number of shares owned, representing ownership multiplied by the number of members to be elected;

- Delegates present have the right to allocate all of their total voting shares to one or several candidates;

- If there are changes in candidates on the day of the meeting, the ballot counting committee is responsible for issuing new ballots and collecting old ones (if any) before the vote counting begins;

- In the event of accidental selection confusion, delegates should contact the ballot counting committee to obtain a new ballot and must submit the old one;

- How to fill out the ballot: Each delegate receives ballots. The specific instructions for filling out the ballot are detailed in the election rules approved at the shareholder meeting;

- Election winning principle:

• The winner is determined based on the number of votes received from highest to lowest, starting from the candidate who received the highest votes until the required number of members is elected.

• In the case where two or more candidates receive the same number of votes for the last elected board member, a re-election will be held among those candidates who received the same number of votes or selection based on the criteria defined in the election rules approved at the shareholder meeting or the company's charter.

b. Voting by resolution: Implemented according to the provisions in Item b, Clause 2, Article 20 of these regulations.

### **Article 22. Voting Procedures at the General Shareholders' Meeting**

*(Based on the regulations outlined in the Working regulations of the General Shareholders' Meeting)*

The voting procedures are conducted as follows:

- Collecting voting cards/ballots (according to the voting method) for each voting issue, the total number of valid votes, invalid votes, votes in favor, votes against, and abstentions; the corresponding percentages of the total votes cast by the shareholders attending and voting at the meeting as stipulated in the Company's Charter;
- Compiling ballots according to the cumulative voting method, the total number of valid votes, invalid votes, the number of votes for each candidate, and other contents as specified in the Company's Charter.

### **Section 2.2: Specific Regulations for Voting in Online Meetings**

#### **Article 23. How to Register to Attend the Online Shareholders' Meeting**

The procedure for registering to attend the online Shareholders' Meeting before the meeting starts is clearly outlined in the notice for the meeting, which includes:

##### **1. Participation Requirements:**

- Must be on the list of shareholders eligible to attend the Shareholders' Meeting as established according to the Company's notice regarding the exercise of rights.

- Authorized representatives must meet the legal requirements and the company's charter.

##### **2. Technical Requirements: Representatives need to have electronic devices**

connected to the internet (e.g., computer, tablet, mobile phone, or other electronic devices with internet access...).

3. How Attendance of Representatives at the Online Shareholders' Meeting is Recorded: Representatives are marked as attending the online Shareholders' Meeting by the electronic voting system when they access the system using the provided login information in accordance with Article 24 of these regulations and confirm their participation in the online Shareholders' Meeting within the electronic voting system.

**Article 24. Providing login information and conducting electronic voting**

1. The access link to the electronic voting system, username, password, and any other identification factors (if any) required to attend the virtual shareholders' meeting will be provided in the meeting invitation (or in the format of login information notification determined by the Board of Directors). Delegates are responsible for keeping their username, password, and any other identification factors secure to ensure that only they can vote on the electronic voting system and are fully accountable for the information registered.

2. If a delegate needs their login information to be resent, the meeting organizer can notify them through various channels: in person, by mail, email, phone, or any other method specified by the Board of Directors. The provision of login information is based on shareholder information from the shareholder list compiled by the Vietnam Securities Depository and Clearing Corporation according to the notice for attending the Company's AGM.

3. Delegates use their username, password, or other identification factors (if any) to access the electronic voting system to confirm their participation in the online AGM and conduct electronic voting according to the agenda of the online shareholders' meeting.

**Article 25. Delegating a Representative to Attend the Online Shareholders' Meeting**

When delegating online, shareholders should follow the guidelines outlined in Section 2 of Article 9 of these regulations, keeping in mind the following requirements:

- Shareholders need to provide complete information for the online delegation, especially the information of the delegate, including: phone number, fax number, email, or other contact details as per the bylaws. This is necessary for issuing a username, password, and other identification factors (if applicable) for the delegate.
- The Power of Attorney for attending the online shareholders' meeting must include all signatures, clearly stating the full name (handwritten) and seal (if it's an organization) of both the delegator and the delegate. The original proxy document must be submitted before the official opening of the meeting. If a shareholder has not attended the meeting and has delegated online, the delegation is effective once the company receives the original proxy document until the meeting is adjourned.
- Shareholders who have attended the meeting cannot delegate their attendance to others.
- To revoke the delegation for shareholders who have delegated online: the shareholder must submit an official document requesting the revocation of the online delegation to the company before the official opening of the meeting. If the delegate has already attended the meeting, the effective time of the revocation will be counted from when the company receives the official document requesting the revocation, and the validity of decisions made before will not change.

#### **Article 26. Discussion at the Online Shareholders' General Meeting**

##### 1. Principles:

- Discussions can only take place within the specified time and must relate to the topics presented in the agenda of the shareholders' meeting;
- Only authorized representatives are allowed to participate in the discussion;
- Representatives who wish to contribute must register their discussion topics according to the specific procedures outlined in the meeting regulations;
- The Secretariat will organize the representatives' questions and forward them to the chairperson.

##### 2. Responding to representatives' comments:

- Based on the discussion content from the representatives, the chairperson or a member appointed by the chairperson will respond to their comments;
- If time constraints prevent immediate answers during the meeting, any unanswered questions will be addressed by the company through other means.

**Article 27. Form of Approval for Resolutions by Online Shareholders' Meeting**

- The Shareholders' Meeting approves Resolutions within its authority through electronic voting.

**Article 28. Online Voting Procedures**

1. Voting method for resolutions:

- Representatives choose one of three voting options: “Agree,” “Disagree,” or “No Opinion” for each issue put to a vote at the meeting, as set up in the electronic voting system.

- Then, representatives confirm their votes so the electronic voting system can record the results.

2. Election voting method:

- Cumulative voting method: If the company’s charter does not specify otherwise, voting for members of the Board of Directors and the Board of Supervisors must be conducted through cumulative voting. Accordingly, representatives will vote following the guidelines in the online election regulations approved at the Shareholders' Meeting. Representatives then confirm their votes for the electronic voting system to register the results.

- Voting by ballot (if applicable): This is conducted according to the voting procedures outlined in Section 1 of this Article.

3. Other regulations when conducting electronic voting:

- If representatives do not complete all voting issues on the meeting agenda, the issues that have not been voted on will be regarded as representatives not participating in the vote for those issues.

- In the case additional issues arise outside of the submitted agenda, representatives may vote on these supplementary issues. If representatives do not vote on these newly arisen issues, it will be considered that they did not participate in the vote for those issues.

- Representatives can change their voting results (but cannot cancel previous votes); this includes the voting results for additional issues outside the agenda of the meeting. The online system only records the final vote count for resolutions and elections at the end of the electronic voting period.

- In the case of cumulative voting, an invalid ballot is one where the total number of votes for the candidates exceeds the total number of votes allocated to the representative delegates counted at the time of the election results or any other regulations as guided by the Online Voting Regulations approved by the shareholders' meeting.

- The timing for electronic voting is specified in the working regulations for the meeting. During this period, delegates can access the electronic voting system and vote twenty-four (24) hours a day and seven (07) days a week, except In the cases of system maintenance or other reasons beyond the Company's control. Once the voting period ends, the system will not record any further electronic voting results from the delegates.

#### **Article 29. Online Voting Process**

- When representatives cast votes/elections, the number of votes is recorded in the electronic voting system. Based on the results of the votes/elections through electronic voting, the ballot counting committee compiles the voting results according to the following principles:

- Compiling the voting results (according to the voting method) for each voting issue, including the total number of valid votes, invalid votes, approvals, disapprovals, and abstentions; the corresponding percentages based on the total votes of the attending and voting shareholders as stipulated in the Company's Charter;

- Compiling the election votes through cumulative voting, totaling the valid votes, invalid votes, the number of votes for each candidate, and other content as prescribed in the Company's Charter.

#### **Article 30. Minutes of the Online General Shareholder Meeting**

- Implement according to the provisions of Article 16 of these regulations.

- The venue stated in the minutes of the online shareholder meeting is where the Chairperson is present to conduct the meeting. This venue must be located in Vietnam.

- The method for approving the minutes of the general shareholder meeting is specifically regulated in the company's work regulations for the general shareholder meeting.



***Section 2.3: Specific regulations for voting procedures at in-person meetings combined with online participation***

**Article 31. How to register to attend the General Shareholders' Meeting in person combined with online participation**

Follow the regulations in Clause 1, Article 9 and Article 23 of these regulations.

**Article 32. Authorizing a representative to attend the General Shareholders' Meeting in person combined with online participation**

Follow the regulations in Clause 2, Article 9 and Article 25 of these regulations.

**Article 33. Form of passing resolutions at the General Shareholders' Meeting in person combined with online participation**

Follow the regulations in Article 11 and Article 27 of these regulations.

**Article 34. How to vote at the General Shareholders' Meeting in person combined with online participation**

Follow the regulations in Article 20, Article 21, and Article 28 of these regulations.

**Article 35. How to count votes at the General Shareholders' Meeting in person combined with online participation**

Follow the regulations in Article 22 and Article 29 of these regulations.

**Article 36. Preparing the meeting minutes at the General Shareholders' Meeting in person combined with online participation**

Follow the regulations in Article 16 and Article 30 of these regulations.

**II. REGULATIONS ON THE GENERAL MEETING OF SHAREHOLDERS VIA RESOLUTIONS THROUGH WRITTEN CONSULTATION**

**Article 37. Cases where shareholders can be consulted in writing**

*(Based on the provisions of Article 22 of the company's charter)*

The following items can be approved through written shareholder consultation:

- a. Amendments and additions to the contents of the Company's charter;
- b. Approval, addition, adjustment of internal regulations on corporate

governance, regulations on the operation of the Board of Directors, and regulations on the operation of the Board of Supervisors;

- c. Development orientation of the Company;
- d. Types of shares and the total number of each type of shares;
- e. Election, dismissal, or removal of members of the Board of Directors and the Board of Supervisors;
- f. Decisions to invest in or sell assets valued at or above 35% of the total asset value recorded in the Company's most recent financial report;
- g. Approval of the annual financial report.
- h. Restructuring or dissolving the Company.
- i. Changing industries, professions, and business fields;
- j. Changing the organizational structure of the Company's management;
- k. Other issues deemed necessary by the Board of Directors for the benefit of the Company.

**Article 38. Cases where written opinions are not allowed**

The Board of Directors can collect shareholders' opinions in writing whenever deemed necessary, except for organizing the annual general meeting of shareholders.

**Article 39. The order and procedures for holding the General Shareholders' Meeting to pass resolutions through written opinion collection**

*(Based on the provisions in point a Clause 2 Article 18; Articles 22, 24 of the company's charter)*

1. The company must announce information regarding the establishment of the shareholders' list and send out opinion collection forms at least ten (10) days before the final registration date.

2. The Board of Directors must prepare the opinion collection forms, draft resolutions for the General Shareholders' Meeting, explanatory documents for the draft resolutions, and send these to all voting shareholders no later than ten (10) days prior to the deadline for submitting the completed opinion forms. The requirements and methods for sending the opinion collection forms and accompanying documents must follow the regulations in Clause 3 Article 18 of the Company's Charter.

3. The opinion collection forms must include the following main contents:
- Name, address of the head office, and business registration number;

- Purpose of collecting opinions;
  - Full name, contact address, nationality, and legal document number of individuals for individual shareholders; name, business registration number or legal document number of organizations, and address of the head office for organizational shareholders; or full name, contact address, nationality, and legal document number of individuals representing the organizational shareholders; quantity of shares of each type and the voting ballots of the shareholders;
  - Issues requiring opinions for decision-making;
  - Voting options including approval, disapproval, and no opinion for each issue being voted on;
  - Voting plan (if any);
  - Deadline for returning the completed opinion forms to the Company;
  - Full name and signature of the Chairman of the Board of Directors.
4. Sending the shareholder vote ballot in writing
- a. Shareholders send their completed ballots to the Company by mail, fax, or email:
- The ballot must be signed with full name (handwritten) and stamped (if it's an organization) by the representative.
  - If mailed, the ballot must be enclosed in a sealed envelope, and no one is allowed to open it before the counting of votes. In the case of fax or email, the ballot must remain confidential until the counting of votes.
  - Ballots sent to the Company after the deadline specified in the ballot or those that have been opened if sent by mail, or disclosed if sent by fax or email are considered invalid. Ballots that are not sent are treated as abstaining from the vote.
- b. Shareholders send the ballot electronically
- i. Providing access accounts
- The access account information will be communicated to representatives along with the shareholder vote ballot via secure mail.
  - If a representative requests the access information again, the Company may provide it through various means: in person, by mail, email, phone, or any other method prescribed by the Board of Directors. The provision of access information is based on the list of shareholders compiled by the Vietnam Securities Depository and Clearing Corporation following the Company's notice to exercise shareholder

voting rights in writing.

ii. Electronic voting implementation

- Principles of implementation

- Delegates can only vote on the electronic voting system starting from the time they receive the shareholder opinion form until the deadline for returning the form as announced by the Company.

- During the voting period as announced by the Company, delegates can access the electronic voting system and vote 24 hours a day, 7 days a week, unless there's system maintenance or other reasons beyond the Company's control.

- During the announced voting period, delegates can change their voting decision on the electronic voting system. Once the voting period ends as announced by the Company, delegates cannot change their voting results, and the final results will be counted by the Company and announced.

- Method of implementation

- Delegates use the access account provided by the Company to directly access the electronic voting system to view the information related to the voting session that has been posted on the system and make their voting decisions on each voting item that needs shareholders' opinions.

c. Shareholders send their completed opinion forms back to the Company via mail, fax, or email, along with using the electronic voting system for voting.

Follow the regulations in points a and b of Clause 3 of this Article.

4. Counting votes and preparing the Minutes of the vote:

The organizing committee is responsible for conducting the vote count and preparing the minutes of the vote under the supervision of the Board of Supervisors or shareholders who do not hold management positions in the Company. The minutes must include the following main contents:

- Name, address of the headquarters, business registration number;
- Purpose and issues to be voted on for resolution approval;
- Number of shareholders with the total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting votes, along with an

appendix listing shareholders participating in the vote;

- Total votes for, against, and abstentions for each issue, total votes for each candidate (if any);
- Issues approved and the corresponding approval ratios;
- Full name and signature of the Chair of the Board of Directors, the vote counter, and the vote supervisor.

Members of the Board of Directors, the vote counter, and the vote supervisor are jointly responsible for the honesty and accuracy of the voting minutes; they are also jointly liable for damages arising from decisions approved as a result of dishonest or inaccurate voting.

5. Resolutions and Voting Minutes:

a. The voting minutes and resolutions must be sent to the shareholders within fifteen (15) days from the date the voting ends. The sending of the voting minutes and resolutions can be replaced by posting on the Company's electronic information page within twenty-four (24) hours from the end of the voting.

b. The resolution is approved through a written opinion from shareholders, which is valid just like a resolution passed during a shareholders' meeting.

6. Document storage: The answered opinion ballots, vote counting minutes, the approved resolution, and related documents sent along with the opinion ballot must be kept at the Company's headquarters.

7. Request to annul the Decision of the General Meeting of Shareholders through written opinion: Within ninety (90) days from the date of receiving the resolution or the vote counting minutes of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2 of Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the General Meeting of Shareholders' resolution in the following cases:

a. The procedure for convening the meeting and making decisions by the General Meeting of Shareholders seriously violates the provisions of the Enterprise Law and the company's charter, except for the case provided in Clause 3 of Article 21 of the company's charter.

b. The content of the resolution violates the law or the company's charter.

**Chapter III: BOARD OF DIRECTORS**

**SECTION 1: GENERAL PROVISIONS**

**Article 40. Role, Rights, and Obligations of the Board of Directors**

(Based on the provisions of Articles 278, 297 of the Government's Decree No. 155/2020/ND-CP)

In addition to the responsibilities and obligations specified in the Law on Enterprises and the company's charter, the Board of Directors also has the following responsibilities and obligations:

1. Assume responsibility to the shareholders for the company's operation;
2. Ensure equal treatment for all shareholders; respect interests of people with interests relevant to the company;
3. Ensure that the company's operation is conformable with law, the company's charter and regulations;
4. Formulate operating regulations of the Board of Directors; submit them to the GMS for ratification and post it on the company's website;
5. Supervise and prevent conflict of interest between members of the Board of Directors, the Board of Supervisors, the General Director/Director and other executive officers, including improper use of the company's assets and taking abuse of transactions with related parties;
6. Formulate the company administration regulations and submit them to the GMS for ratification in accordance with Article 270 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;
7. Designate the person in charge of corporate governance;
8. Provide training in company administration and necessary skills for members of the Board of Directors, the Director/General Director and other executive officers of the company;
9. Report on the BOD's activities at the General Meeting of Shareholders according to current legal regulations.
10. Public companies report on their administration at the annual GMS and disclose information in their annual reports in accordance with regulations of securities laws on information disclosure.

11. Other rights and obligations as stipulated in the Company's charter and internal corporate governance regulations.

**Article 41. Rights, Obligations, and Responsibilities of Board Members**

*(Based on the provisions of Article 277 of the Government's Decree No. 155/2020/ND-CP)*

1. Members of the Board of Directors have all the rights specified in the Law on Securities, relevant laws, the company's charter, and internal regulations on corporate governance including the right to be provided with information and documents about the finance and business performance of the company and its units. The process for providing information is outlined in the Appendix of these regulations. Recipients of such information are responsible for maintaining confidentiality and using the information solely for the assigned duties.
2. Recipients of such information are responsible for maintaining confidentiality and using the information solely for the assigned duties:
  - a. Perform their duties in an honest and prudent manner for the best interests of the company and its shareholders;
  - b. Attend all meetings of the Board of Directors and comment on the raised issues;
  - c. Promptly and fully inform the Board of Directors of the remunerations paid by the subsidiary companies, associate companies and other organizations;
  - d. Inform the Board of Directors during the nearest meeting of transactions between the company, subsidiary companies and companies over 50% charter capital of which is held by the public company with members of the Board of Directors and their related persons; transactions between the company with companies whose founders or executive officers are members of the Board of Directors over the last 03 years from the transaction date;
  - e. Disclose information when trading the company's shares as prescribed by law.

**SECTION 2: REGULATIONS ON NOMINATION, CANDIDACY,**

## **ELECTION, REMOVAL, AND DISMISSAL OF BOARD MEMBERS**

### **Article 42. Number, Term, and Structure of Members of the Board of Directors**

*(Based on the provisions in Article 26 of the company's charter)*

1. The number of members of the Board of Directors is five (05) persons.
2. The term of office of a member of the Board of Directors shall not exceed 05 years and has no term limit. In the case the term of office all members of the Board of Directors end at the same time, all of them will remain members of the Board of Directors until new members are elected and take over the work.
3. Structure of Board members:
  - a. The corporate board structure must ensure that at least one-third of the total board members are non-executive members. The company limits the number of board members who also hold executive positions to maximize the independence of the Board.
  - b. A member of the Board of Directors loses their status as a member In the cases of dismissal, removal or replacement by the General Meeting of Shareholders as stipulated in Article 160 of the Law on Enterprises.
  - c. A member of the Board of Directors continues to exercise all rights and obligations until the General Meeting of Shareholders approves their dismissal, except for the right to attend and vote at Board meetings and the right to receive remuneration as a Board member upon the company being notified of the following circumstances:
    - The member who with limited legal capacity; incapacitated people; people having difficulties controlling their behavior
    - The member is being facing criminal prosecution, kept in temporary detention, serving an imprisonment sentence, serving an administrative penalty in a correctional institution or rehabilitation center, has limited legal capacity or is incapacitated, is not able to control his/her own behaviors, is banned by the court from holding certain positions or doing certain works
    - The Board decides to accept the resignation of a Board member as provided in Article 9 of the Board of Directors' operating regulations.



- d. The appointment of members to the Board of Directors must be publicly announced in accordance with legal provisions regarding information disclosure in the stock market.
- e. Members of the Board of Directors are not required to be shareholders of the Company.

**Article 43. Standards and Conditions for Board Members**

*(Based on the provisions of Clause 1, Clause 2, Article 155 of the Enterprise Law, Article 275 of the Government's Decree No. 155/2020/ND-CP)*

- 1. Members of the Board of Directors shall satisfy the standards and conditions specified in Clause 1 and Clause 2 Article 155 of the Law on Enterprises and the company's charter.
- 2. President of the Board of Directors must not concurrently hold the position of Director/General Director of the same public company.
- 3. Members of the Board of Directors of company may concurrently hold the position of member of Board of Directors of up to 05 other companies.

**Article 44. Nomination and self-nomination of members of the Board of Directors**

*(Based on the provisions of Article 274 of the Government's Decree No. 155/2020/ND-CP; Clauses 1, 2, 3, 4, Article 25 of the Company's Charter)*

- 1. Shareholders or groups of shareholders holding at least 10% of the total outstanding shares are entitled to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the Company's Charter. Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to 20% of the total voting shares are entitled to nominate one (01) candidate; from over 20% to 30%, they can nominate a maximum of two (02) candidates; from over 30% to 50%, they can nominate a maximum of three (03) candidates; from over 50% to 65%, they can nominate a maximum of four (04) candidates; and from over 65%, they can nominate a maximum of five (05) candidates. The nomination document must specify the name of the shareholder or group of shareholders, the number of each type of shares held

by the shareholder or group at the time of nominating the candidates for the Board of Directors, along with relevant candidate information (candidate's profile) as stipulated in Article 25 of the Company's Charter.

The nomination of candidates for the General Meeting of Shareholders:

- In the event that a shareholder or a group of shareholders submits a written proposal to nominate candidates for the Board of Directors at least fifteen (15) days before the opening of the General Meeting, the Board of Directors is responsible for considering the proposal and passing it within five (5) days from the date of receipt of the nomination proposal. They must also publish information related to the candidates at least ten (10) days prior to the date of the General Meeting. If there is a decision to reject a candidate, the Board must inform the proposing shareholder or group of shareholders in writing within five (5) days from the date of the Board's decision, clearly stating the reasons for the rejection.
- If a shareholder or group of shareholders makes a nomination less than 15 days before the opening of the General Meeting, the Board of Directors will send a notice regarding the timeline for reviewing the nomination documents to the shareholder or group of shareholders within three (3) days from the date of receiving the nomination. During this review period, the Board will publish candidate information as soon as it approves the nomination documents. If the Board does not have sufficient time to review as previously communicated, it will present the nomination information at the General Meeting.

The nomination of candidates through written shareholder opinions:

- The Board of Directors is responsible for announcing the Regulations for nominating candidates for the Board of Directors (including the application form and related information regarding nominations) as soon as the Board decides to conduct a written opinion poll on the elections.
- In the event that a Shareholder or a group of Shareholders submits a written proposal to nominate a candidate for the Board of Directors at least five (5) days before the Company is required to send ballots and accompanying documents to all voting Shareholders, the Board of Directors is responsible for considering and passing the proposal within five (5) days from the date of

receipt. If a decision is made to reject the nominated candidate, the Board must notify the proposing Shareholder or group of Shareholders in writing within five (5) days from the date of the Board's decision, providing clear reasons for the rejection.

- If a Shareholder or group of Shareholders does not submit their nomination within the minimum period of five (5) days, the Company must send ballots and accompanying documents to all voting Shareholders, and the Board of Directors will not accept the proposal for the candidate nomination, reporting this at the nearest General Meeting of Shareholders (if held).
- 2. In the case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the company's charter and administration regulations. This must be announced before the GMS starts to vote for members of the Board of Directors as prescribed by law.
- 3. In the case the number of candidates nominated by the incumbent Board of Directors, as specified in Clause 2 of this Article, is still insufficient, the Board of Directors shall declare that the number of candidates for the Board of Directors is inadequate no later than five (5) days before the opening of the General Meeting of Shareholders. The Board of Directors shall facilitate other shareholders to make nominations in accordance with the Company's Charter, Internal Regulations on Company Administration and Regulations on Operation of the Board of Directors. The incumbent Board of Directors' organization of additional nominations by other shareholders must be declared before the General Meeting of Shareholders votes to elect members to the Board of Directors as prescribed by law.

**Article 45. Method for Electing Members of the Board of Directors**

*(According to the provisions of Clause 3, Article 148 of the Enterprise Law and Clause 2, Article 21 of the Company Charter)*

1. The election of members of the Board of Directors shall be cumulative voting, which means a shareholder will a number of votes that is proportional to that shareholder's holding multiplied by (x) the number of members of the Board of Directors and a shareholder may use all or part of the votes for one or some

candidates. Successful candidates shall be chosen according to the votes they receive in descending order until the number of members of the Board of Directors reaches the minimum number specified in the company's charter. In the case 02 or more candidates receive the same number of votes for the last member of the Board of Directors, these candidates will undergo an additional election or be chosen according to the criteria specified in the election regulations or company's charter.

2. If the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of Board members may be conducted either through the cumulative voting method specified in Clause 3, Article 148 of the Enterprise Law or through a voting method (*affirmative votes, negative votes and abstentions*). The approval ratio for this voting method is carried out according to Clause 2, Article 21 of the Company Charter.

**Article 46. Cases of Dismissal, removal, replacement and addition of members of the Board of Directors**

*(According to Article 160 of the Enterprise Law)*

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors from office in the following cases:
  - a) He/she does not fully satisfy the requirements specified in Article 155 of this Law;
  - b) He/she hands in a resignation and is accepted;
  - c) Other cases prescribed by the company's charter.
2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
  - a) He/she fails to participate in activities of the Board of Directors for 06 consecutive months, except in force majeure events;
  - b) Other cases prescribed by the company's charter.
3. Where necessary, the General Meeting of Shareholders shall replace members of the Board of Directors; dismiss, remove members of the Board of Directors In the cases other than those specified in Clause 1 and Clause 2 of this Article.
4. The Board of Directors shall convene the General Meeting of Shareholders to elect additional members of Board of Directors in the following cases:
  - a) The number of members of the Board of Directors decreases by more than one third of the number specified in the company's charter. The Board of

Directors shall convene the General Meeting of Shareholders within 60 days from that day;

- b) Except the cases specified in Point a of this Clause, the nearest General Meeting of Shareholders shall elect new members to replace the dismissed, removed members.

**Article 47. Announcement of election, removal and dismissal of members of the Board of Directors;**

After the decision is made regarding the election, removal, dismissal of members of the Board of Directors, the company is responsible for publicly announcing this information internally within the company and to relevant authorities, through public media, and on the company's website in accordance with the procedures and regulations of current law.

**Article 48. How to nominate candidates for members of the Board of Directors;**

*(Based on the provisions of Article 274 of Decree No. 155/2020/ND-CP; Clause 1, Article 25 of the Company Charter)*

1. After candidates for members of the Board of Directors have been nominated as prescribed in Clause 1, Article 44 of this Regulation, the public company shall publish information about these candidates at least 10 days before the opening date of the General Meeting of Shareholders on the company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the company if he/she is given the position of member of the Board of Directors. Information about candidates includes:
  - a) Full name, date of birth;
  - b) Qualifications;
  - c) Work experience;
  - d) Other managerial positions (including positions in the Board of Directors of other companies);
  - e) dd) Interests relevant to the company and the company's related parties;
  - f) Other information (if any) specified in the company's charter.

The public company shall publish information about the companies in which the candidates are holding the position of members of the Board of Directors and other managerial positions and their interests in these companies (if any).

**Article 49. Election, removal and dismissal of the President of the Board of Directors.**

*(Based on the provisions of Article 29 of the Company Charter)*

1. The Board of Directors and Vice Chairmen of the Board of Directors (if any) are elected, removed and dismissed from office by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors cannot concurrently serve as the General Director.
3. The President of the Board of Directors has the following rights and obligations:
  - a) Plan the activities of the Board of Directors;
  - b) Draw up agenda and prepare documents for meetings of the Board of Directors; convene and chair the meetings;
  - c) Organize the ratification of resolutions and decisions of the Board of Directors;
  - d) Supervise the implementation of resolutions and decisions of the Board of Directors;
  - e) Chair the General Meeting of Shareholders;
  - f) Other rights and obligations prescribed by Law and the company's charter.
4. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed, removed the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or dismissal, removal notification.
5. In the case the President of the Board of Directors is not present or not able to perform his tasks, he/she shall authorize another member in writing to perform the rights and obligations of the President of the Board of Directors in accordance with the company's charter. In the case no member is authorized or the President is dead, missing, detained, serving an imprisonment sentence, serving an administrative penalty in a correctional institution or rehabilitation center, making a getaway; has limited legal capacity or is incapacitated, has difficulty controlling his/her behavior, is prohibited by the court from holding certain positions or doing certain works, one of the Board of Directors shall convene a meeting with the remaining members to elect one of them as the interim President under the majority rule until a new decision is issued by the Board of Directors.

**SECTION 3: REMUNERATION, BONUSES, AND OTHER BENEFITS**  
**FOR MEMBERS OF THE BOARD OF DIRECTORS**

**Article 50. Remuneration, bonuses, and other benefits for members of the Board of Directors**

*(Based on the provisions of Article 28 of the Company Charter)*

1. The company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
2. Members of the Board of Directors are entitled to receive remuneration and bonuses. Remuneration is calculated according to the number of working days required to fulfill the duties of each Board member and the daily rate of remuneration. The Board of Directors will determine the remuneration for each member based on consensus. The total remuneration and bonuses for the Board are decided by the General Meeting of Shareholders at the annual meeting.
3. Remuneration for each member of the Board of Directors is recorded as a business expense of the Company according to the regulations on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions or those working in committees of the Board or performing other tasks outside the usual responsibilities of a Board member may receive additional remuneration in the form of a lump sum payment, salary, commission, profit share, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors have the right to be reimbursed for all reasonable travel, accommodation, and related expenses they incur while performing their duties as Board members, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board.
6. Members of the Board of Directors may have liability insurance purchased by the Company, upon approval from the General Meeting of Shareholders. This insurance does not cover liabilities of Board members arising from violations of the law and the Company's charter.

**SECTION 4: THE PROCEDURES FOR HOLDING MEETINGS OF THE**  
**BOARD OF DIRECTORS**

**Article 51. Minimum number of meetings per month/quarter/year**

*(Based on the provisions of Article 157 of the Enterprise Law; Article 30 of the Company Charter)*

1. The President of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 working days from the election of that Board of Directors. This meeting shall be convened and chaired by the member that received the highest number of votes. In the case more than one member received the same highest number of votes, one of them will be elected by the members under majority rule to convene the meeting of the Board of Directors.
2. Meetings of the Board of Directors shall be held at least quarterly and on an ad hoc basis.

**Article 52. Cases in which an ad hoc meeting of the Board of Directors must be convened;**

*(Based on the provisions of Article 157 of the Enterprise Law; Article 30 of the Company Charter)*

1. The President of Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a. It is requested by the Board of Supervisors;
  - b. It is requested by the General Director or at least 05 other executives;
  - c. It is requested by at least 02 members of the Board of Directors;
  - d. Other cases deemed necessary according to the Company Charter.
2. The request mentioned in Clause 1 of this Article shall be made in writing and specify the issues that need discussing and deciding within the jurisdiction of the Board of Directors.
3. The President of the Board of Directors shall convene the meeting within 07 working days from the day on which the request mentioned in Clause 1 of this Article, and no later than three (03) working days before the meeting. The Board meeting must be held no more than ten (10) working days from the date the Company receives the request. Otherwise, he/she shall be responsible for the damage to the company and the requesting person is entitled to convene the meeting of the Board of Directors.

**Article 53. Announcement of the meeting of the Board of Directors and the**



**Right to Attend meeting of Board of Supervisors members**

*(Based on the provisions of Article 157 of the Enterprise Law; Article 30 of the Company Charter)*

1. The President of the Board of Directors or the person that convenes the meeting shall send the invitations at least 03 working days before the meeting date. The invitation shall specify the meeting time, location, meeting format, agenda, issues to be discussed. The invitation shall be enclosed with meeting documents and votes.
2. The invitations can be sent physically, by phone, fax, electronically or by other methods prescribed by the company's charter to the registered mailing address of each member of the Board of Directors.
3. The President of the Board of Directors or the person that convenes the meeting shall send the same invitations and documents to the Supervisors.
4. The Supervisors are entitled to participate in meetings of the Board of Directors and discuss but must not vote.

**Article 54. Conditions for carrying out meetings of the Board of Directors**

*(Based on the provisions of Article 157 of the Enterprise Law; Article 30 of the company's charter)*

A meeting of the Board of Directors shall be conducted when it is participated in by at least three fourths (3/4) of the members. In the case a meeting cannot be conducted due to inadequate number of participants, the second meeting shall be convened within 07 days from the first meeting date and no later than three (03) working days before the meeting. The Board meeting must be held no more than ten (10) days from the date of the first meeting. The second meeting shall be conducted when it is participated in by more than 50% of the members.

**Article 55. Voting method**

*(Based on Article 30 of the Company Charter)*

1. The Board of Directors approves resolutions and decisions through voting at meetings, soliciting opinions in writing, or other forms as specified in the Company Charter. It will be considered that a member participates in and votes at the meeting of the Board of Directors in the following cases:
  - a. Participate and vote at the meeting;

- b. Authorizes another person to participate in the meeting and vote on their behalf according to the provisions in Article 57 of this Regulation;
  - c. Participate and vote at online meeting; e- voting or in other electronic forms;
  - d. Send votes by mail, fax or email;
  - e. Send the deciding ballot by other means as prescribed by law (if any).
2. A vote is sent by post shall be put in a closed envelope and be delivered to the President of the Board of Directors at least 01 hour before the opening time. Votes shall only be open in the presence of all participants.

**Article 56. Method for ratification of resolutions of the Board of Directors**

*(Based on Article 30 of the Company Charter)*

A resolution or decision of the Board of Directors is considered approved if it receives the support of a majority (more than half) of the members present at the meeting; in the case of a tie, the final decision rests with the opinion of the Chair of the Board.

It is important to note that a member of the Board may not vote on transactions that provide benefits to themselves or their related parties, as stipulated by the Enterprise Law and Article 43 of the Company Charter.

**Article 57. Authorization of other persons to participate in meetings of the Board of Directors**

*(Based on Article 30 of the Company Charter)*

The members shall participate in all meetings of the Board of Directors. A member may authorize another Board member or a non-member (if approved by a majority of Board members) to attend meetings and vote on their behalf.

**Article 58. Preparation of the minutes of meeting of the Board of Directors**

*(Based on the provisions of Article 158 of the Enterprise Law)*

The minutes of all meetings of the Board of Directors shall be taken. Audio recordings and other electronic forms are optional. The minutes shall be written in Vietnamese language, may be translated into foreign languages, and shall contain the following information:

- a) The company's name, EID number, headquarter address;
- b) Time and location of the meeting;

- c) Purposes and agenda of the meeting;
- d) Full names of participating members and the persons authorized to participate in the meeting and how they participate; full names of non-participating members and their excuses;
- e) The issues to be discussed and voted on at the meeting;
- f) Summary of comments of each participating member in chronological order;
- g) Voting result, the members that cast affirmative votes, negative votes and abstentions;
- h) Ratified decisions and corresponding ratio of affirmative votes;
- i) Full names, signatures of the chair and the minute taker, except the case in Article 59 of these regulations.

The minutes and meeting documents shall be retained at the company's headquarters.

The Vietnamese and foreign language copies of the minutes have the same legal value. In the case of any discrepancy between them, the Vietnamese copy shall prevail.

The chairman, the minute taker and the persons who sign the minutes shall be responsible for its accuracy and truthfulness.

**Article 59. Cases in which the chair and/or secretary refuse to sign minutes of meetings of the Board of Directors**

*(Based on the provisions of Article 158 of the Enterprise Law)*

In the case the chair and the minute take refuse to sign the minutes, they will be effective if they are signed by all of the other members of the Board of Directors and contain all the information prescribed in Points a, b, c, d, e, g and h of Article 58 of these regulations, then the minutes shall be valid.

**Article 60. Announcement of resolutions and decisions of the Board of Directors**

After issuing a Resolution/Decision of the Board of Directors, the Company is responsible for publicly announcing this information internally within the company and to relevant authorities, through public media, and on the Company's website in accordance with the procedures and regulations of current law.

**SECTION 5: SUB-COMMITTEES OF THE BOARD OF DIRECTORS**

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**Article 61. Sub-committees of the Board of Directors**

*(Based on Article 31 of the Company's Charter)*

1. Where necessary, the Board of Directors may establish subcommittees to oversee development policies, personnel, compensation, internal audits, and risk management. The number of subcommittee members shall be determined by the Board of Directors, with a minimum of 02 members, including a member of the Board of Directors and an external member. Non-executive members of the Board of Directors must hold a majority in the subcommittee, and one of these members shall be appointed as the Head of the Subcommittee by the decision of the Board of Directors. The subcommittee's operations must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only effective with a majority of members present and voting at the subcommittee meeting.
2. The implementation of decisions from the Board of Directors or the subcommittee must align with current legal regulations and the provisions of the Company's Charter and internal governance regulations.

**SECTION 6: REGULATIONS ON SELECTION, DESIGNATION, REMOVAL AND DISMISSAL OF THE PERSON IN CHARGE OF COMPANY ADMINISTRATION**

**Article 62. Standards of the Person in charge of Company Administration**

*(Based on Article 281 of Decree 155/2020/ND-CP, Clause 2 of Article 32 of the Company Charter)*

The Person in charge of Company Administration must not concurrently work for the accredited audit organization that is auditing the company's financial statements.

**Article 63. Designation of Person in charge of Company Administration**

*(Based on Article 281 of Decree 155/2020/ND-CP, Clause 1 of Article 32 of the Company Charter)*

The Board of Directors of the public company shall appoint at least 01 person in charge of company administration, who will assist in administration works and may concurrently hold the position of the company's secretary as prescribed in Clause 5 Article 156 of the Enterprise Law.

**Article 64. Cases of Removal and Dismissal of the Person in charge of Company Administration**

1. The Board of Directors may remove or dismiss the person in charge of corporate administration as needed, provided it complies with existing labor laws.
2. The person in charge of corporate administration may be removed by resolution of the General Meeting of Shareholders.

**Article 65. Announcement of the designation, Removal and dismissal of the Person in charge of Company Administration**

After the decision to appoint, remove and dismiss the Person in charge of Company Administration, the Company is responsible for publicly announcing this information internally within the company and to relevant authorities, through public media, and on the Company's website in accordance with the procedures and regulations of current law.

**Article 66. Rights and obligations of the Person in charge of Company Administration**

*(Based on Clause 3, Article 32 of the Company Charter)*

The person in charge of company administration has the following rights and obligations:

- a) Provide consultancy for the Board of Directors in organizing the General Meeting of Shareholders and performance of relevant tasks between the company and its shareholders;
- b) Prepare for meetings of the Board of Directors, the Board of Supervisors and the GMS as requested by the Board of Directors or the Board of Supervisors;
- c) Provide consultancy on meeting procedures;
- d) Participate in the meetings;
- e) Provide consultancy on procedures for lawful issuance of resolutions of the Board of Directors
- f) Provide financial information, minutes of meetings of the Board of Directors and other information for members of the Board of Directors and the Board of Supervisors;
- g) Supervise and report to the Board of Directors on the company's information disclosure;
- h) Assist in contact between parties with relevant interests;

- i) Protect confidentiality of in accordance with regulations of law and the company's charter;
- j) Other rights and obligations prescribed by law.

## **Chapter IV: THE MEMBERS OF THE BOARD OF SUPERVISORS**

### **SECTION 1: GENERAL PROVISIONS**

#### **Article 67. Roles, rights and obligations of the Board of Supervisors, responsibilities of members thereof.**

*(Based on Article 287, Article 288 of Decree No. 155/2020/ND-CP)*

1. Members of the Board of Supervisors have all the rights specified in the Law on Enterprises, relevant laws and the company's charter, regulations on operation of the Board of Supervisors including the right to be provided with information and documents about company's operation. Members of the Board of Directors, the General Director and other executives of the enterprise shall fully and promptly provide information as requested by members of the Board of Supervisors.

2. Members of the Board of Supervisors shall comply with regulations of law, the company's charter, regulations on operation of the Board of Supervisors and professional ethics in performance of their duties.

3. In addition to the rights and obligations in Article 170 of the Law on Enterprises and the company's charter, the Board of Supervisors also has the following rights and obligations:

a. Submit and request the GMS to approve the list of accredited audit organizations, which will audit the company's financial statements; choose the accredited audit organization that audits the company's operation; discharge accredited auditors where necessary.

b. Take responsibility to the shareholders for the supervision tasks performed by the Board of Supervisors.

c. Supervise the company's finance, lawfulness of operation of members of the Board of Directors, the General Director and other executive officers.

d. Cooperate with the members of the Board of Directors, the General Director and shareholders.

e. Send a written notice to the members of the Board of Directors within 48 hours after discovery of violations against the law or the company's charter by a

member of the members of the Board of Directors, General Director or another executive of the company, and request the violator to stop committing the violations and take remedial measures.

f. Formulate operating regulations of the Board of Supervisors and submit them to the GMS for ratification.

g. Submit reports to the GMS in accordance with Article 290 of Decree 155/2020/ND-CP.

4. The Board of Supervisors is responsible for receiving requests to look up books and records of common shareholders as prescribed in Clause 1, Article 45 of the Company's Charter and implementing requests to provide information as requested to the Board of Directors, General Director or other managers. The process for requesting information is specified in the Appendix to this Regulation. The person provided with information is responsible for keeping the information provided confidential and using it for the right purpose for the assigned work.

## **SECTION 2: REGULATIONS ON TERM OF OFFICE, QUANTITY, COMPOSITION, STRUCTURE OF MEMBERS OF THE BOARD OF SUPERVISORS**

### **Article 68. Term of office, quantity, composition and structure of members of the Board of Supervisors**

*(Based on the provisions of Article 168 of the Enterprise Law, Clause 1 of Article 38, and Article 39 of the Company Charter)*

1. The Board of Supervisors of a public company has 03 members.

2. The term of office of members of the Board of Supervisors shall not exceed 05 years without term limit.

3. Members of the Board of Supervisors are not necessarily shareholders of the Company.

4. The head of the Board of Supervisors shall be elected by the Board of Supervisors among the members. The head of the Board of Supervisors shall be elected and dismissed under the majority rule. Rights and obligations of The head of the Board of Supervisors shall be specified in the company's charter. More than half of the Board of Supervisors shall have permanent residences in Vietnam. The head

of the Board of Supervisors shall have a bachelor's degree in economics, finance, accounting, audit, law, business administration or a major that is relevant to the enterprise's business operation, unless higher standards are prescribed in the company's charter.

5. In the case the term of office of all members of Board of Supervisors expires before an election can be carried out, the existing members of Board of Supervisors shall keep performing until Board of Supervisors are elected and take over the job.

**Article 69. Requirements to be satisfied by members of the Board of Supervisors.**

*(Based on the provisions of Article 169 of the Enterprise Law, Clause 2 of Article 38 of the Company Charter)*

1. A members of the Board of Supervisors shall satisfy the following standards and requirements:

a. He/she is not in one of the persons specified in Clause 2 Article 17 of Law on Enterprises;

b. His/her major is economics, finance, accounting, audit, law, business administration or a major that is relevant to the enterprise's business operation;

c. He/she is not a relative of any of the members of the Members of the Board of Directors, General Director and other executives;

d. He/she is not the company's executive, is not necessarily a shareholder or employee of the company unless otherwise prescribed by the company's charter;

e. He/she is not work in the company's accounting or finance department;

f. He/she is not a member of employee of the accredited audit organization that is auditing the company's financial statements over the last 03 years;

g. Other requirements specified in provisions of relevant laws.

2. In addition to the standards and requirements specified in Clause 1 of this Article, members of the Board of Supervisors ensure all the conditions and regulations in Clause 02, Article 169 of the Enterprise Law.

3. The head of the Board of Supervisors shall have a bachelor's degree or higher in economics, finance, accounting, audit, law, business administration or another major that is relevant to the enterprise's operation, unless higher qualifications are required by the company's charter.



**Article 70. Nomination and self-nomination of members of the Board of Supervisors.**

*(Pursuant to the provisions of Article 285 of Decree No. 155/2020/ND-CP; Article 37 of the company charter)*

1. The nomination and candidacy of members of the Board of Supervisors shall be conducted in accordance with the provisions of Clause 1, Article 25 of the Company Charter and Clause 1, Article 44 of this Regulation. Shareholders or groups of shareholders holding from 10% to less than 30% of the total voting shares are entitled to nominate a maximum of one (01) candidate; those holding from 30% to less than 50% may nominate a maximum of two (02) candidates; and those holding 50% or more may nominate a maximum of three (03) candidates.

2. In the event that the number of candidates for the Board of Supervisors through nominations and candidacies as stipulated in Clause 5, Article 115 of the Enterprise Law is insufficient, the incumbent Board of Supervisors may nominate additional candidates in accordance with the provisions of the Company Charter, the internal governance regulations of the Company, and the operational regulations of the Board of Supervisors. The additional nominations by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

3. If the number of candidates nominated additionally by the incumbent Board of Supervisors under Clause 2 of this Article is still insufficient, the Board of Supervisors shall announce information regarding the insufficient number of candidates for the Board of Supervisors no later than five (05) days before the opening of the General Meeting of Shareholders. The incumbent Board of Supervisors shall organize for other shareholders to nominate candidates in accordance with the provisions of the Company Charter, the internal governance regulations of the Company, and the operational regulations of the Board of Supervisors. The organization by the incumbent Board of Supervisors for other shareholders to nominate additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

**Article 71. Method for election, dismissal and discharge of members of the**

**Board of Supervisors.**

*(Based on the provisions of Clause 3, Article 148 of the Enterprise Law No. 59/2020/QH14, Clause 2, Article 21 of the Company Charter)*

1. The election of members of the Board of Supervisors shall be cumulative voting, which means a share holder will a number of votes that is proportional to that shareholder's holding multiplied by (x) the number of members of the Board of Supervisors and a shareholder may use all or part of the votes for one or some candidates. Successful candidates shall be chosen according to the votes they receive in descending order until the number of members of the Board of Supervisors reaches the minimum number specified in the company's charter. In the case 02 or more candidates receive the same number of votes for the last members of the Board of Supervisors, these candidates will undergo an additional election or be chosen according to the criteria specified in the election regulations or company's charter.

2. If the number of candidates is less than or equal to the number of members of the Board of Supervisors to be elected, the election of members of the Board of Supervisors may be conducted by cumulative voting as stipulated in Clause 3, Article 148 of the Enterprise Law, or by means of voting (in favor, against, or abstaining). The voting ratio for approval through the voting method shall be carried out in accordance with Clause 2, Article 21 of the company's charter.

**Article 72. Cases of dismissal, discharge of members of the Board of Supervisors.**

*(Based on the provisions of Article 174 of the Enterprise Law)*

1. The GMS shall dismiss a members of the Board of Supervisors from office in the following cases:

- a. He/she does not fully satisfy the standards and requirements specified in Article 169 of this Law;
- b. He/she hands in a resignation and is accepted;
- c. Other cases specified in the charter.

2. The GMS shall dismiss any members of the supervisory in the following cases:

- a. He/she fails to perform his/her duties;
- b. He/she fails to perform his/her rights and obligations for 06 consecutive

months, except in force majeure events;

c. He/she commits multiple, serious violations of any members of the supervisory's duties prescribed by this Law and the charter;

d. Other cases specified in resolutions of the GMS.

3. The members of the Board of Supervisors shall continue to exercise all rights and obligations until the General Meeting of Shareholders approves the dismissal of the Board of Supervisors member, except for the right to attend and vote at Board of Supervisors meetings and the right to receive remuneration, immediately upon the Company receiving notification of the following circumstances:

- The members of the Board of Supervisors is restricted in their civil capacity, has lost their civil capacity, or has difficulties in perception and self-control.
- The members of the Board of Supervisors is under criminal investigation, is in custody, is serving a prison sentence, is undergoing administrative penalties at a compulsory rehabilitation facility, a compulsory education facility, or is prohibited by the Court from holding a position, practicing a profession, or performing certain jobs.
- The Board of Supervisors has made a decision to accept the resignation of members of the Board of Supervisors, in accordance with the provisions of Article 9 of the Operational Regulations of the Board of Directors.

**Article 73. Announcement of election, dismissal and discharge of members of the Board of Supervisors.**

After the decision to elect, dismiss, or remove the Inspector is made, the Company is responsible for announcing this information internally within the Company and to relevant authorities, through public media, and on the Company's website in accordance with the procedures and regulations of current law.

**Article 74. Salaries and other benefits of members of the Board of Supervisors.**

*(Based on the provisions of Article 172 of the Enterprise Law)*

1. The Members of the Board of Supervisors shall receive salaries, remunerations, bonuses and other benefits under the decision of the GMS. The GMS shall decide the salaries, remunerations, bonuses and other benefits and annual budget of the Board of Supervisors.

2. The Members of the the Board of Supervisors shall the reasonable costs of accommodation, travel and independent counseling services reimbursed. The total costs must not exceed the annual budget of the Board of Supervisors which has been approved by the GMS, unless otherwise decided by the GMS.

3. Salaries and operating costs of the Board of Supervisors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement.

## **Chapter V: GENERAL DIRECTOR**

### **Article 75. Roles, responsibilities, rights and obligations of the General Director.**

*(Based on the provisions of Clauses 2 and 4, Article 35 of the Company Charter)*

1. The General Director manages the day-to-day business operations of the Company; is supervised by the Board of Directors, and is responsible to the Board of Directors and before the law for the exercise of his or her delegated powers and the performance of his or her delegated obligations.

2. The General Director has the following rights and obligations:

a. Decide on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors and the Chairman of the Board of Directors;

b. Implement the resolutions and decisions of the Board of Directors and the Chairman of the Board of Directors;

c. Organize the implementation of the Company's business plans and investment proposals;

d. Propose the organizational structure and internal management regulations of the Company;

e. Recruit, assign, dismiss, reward, and discipline employees, except for management positions under the authority of the Board of Directors and the Chairman of the Board of Directors;

f. Decide on salaries, bonuses, and other benefits for employees in the Company, except for management positions under the authority of the Board of

Directors and the Chairman of the Board of Directors;

g. Propose plans for dividend payments or handling business losses;

h. The General Director is responsible to the Board of Directors and before the law for the exercise of his or her delegated powers and the performance of his or her delegated obligations.

i. Other rights and obligations as prescribed by law, the Company's Charter, internal regulations on corporate governance, and according to the resolutions and decisions of the Board of Directors, decisions of the Chairman of the Board of Directors, and the employment contract signed with the Company.

**Article 76. Term of office of, requirements to be satisfied by the General Director.**

*(Based on the provisions in Clause 5, Article 162 of the Enterprise Law; Clause 3, Article 35 of the Company Charter)*

The term of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The General Director must meet the following standards and conditions:

a. He/she is not one of the persons specified in Clause 2 Article 17 of the Enterprise Law;

b. He/she is not a relative of any of the executives, Supervisors of the company and the parent company; the representatives of state investments and the enterprise' investment in the company and the parent company;

c. He/she has professional qualifications and experience of business administration.

**Article 77. Nomination, self-nomination of the General Director.**

Members of the Board of Directors and the Executive Board have the right to nominate candidates for the position of General Director in accordance with the standards and conditions specified in Article 76 of this Regulation and to present them to the Board for consideration when the Company needs to seek a General Director.

**Article 78. Appointment, dismissal, signing contracts, and termination of contracts for the General Director.**

*(Based on Clause 1, Clause 5 of Article 35 of the company charter)*

The Board of Directors shall designate one of its members or hire a person as the General Director.

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

The Board of Directors has the authority to sign/terminate contracts and decide on the terms of employment contracts as stipulated in Point i, Clause 2, Article 27 and Article 35 of the company's charter.

**Article 79. Announcement of designation, dismissal, conclusion and termination of the contract with the General Director.**

After the decision to elect, dismiss, or remove the General Director is made, the Company is responsible for announcing this information internally within the Company and to relevant authorities, through public media, and on the Company's website in accordance with the procedures and regulations of current law.

**Article 80. Salary and other benefits of the General Director.**

*(Based on Clause 3, Clause 4 of Article 34 of the company charter)*

1. The General Director's salary and bonuses shall be decided by the Board of Directors.

2. Salaries of members of the General Director and other executives shall be recorded as the company's expenses in accordance with regulations of law on corporate income tax in a separate section of the company's consolidated financial statement and shall be reported at the annual GMS.

**Chapter VI: OTHER ACTIVITIES**

**SECTION 1: REGULATIONS ON COOPERATION BETWEEN THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS AND THE GENERAL DIRECTOR INCLUDE:**

**Article 81. Procedures for convening, announcing meetings, taking minutes, announcing results of meetings between the Board of Directors, the Board of Supervisors and the General Director**

Procedures for convening, announcing meetings, taking minutes, announcing

results of meetings between the Board of Directors, the Board of Supervisors and the General Director are carried out according to the procedures and sequence for convening Board of Directors meetings as stipulated in Section 4, Chapter 3 of this Regulation.

**Article 82. Notification of resolutions and decisions of the Board of Directors to the Board of Supervisors**

*(Based on the provisions in Clause 1, Article 171 of the Law on Enterprise)*

The resolutions/decisions and minutes of the Board of Directors meetings, after being issued, must be sent to the Supervisors at the same time and by the same means as those for the members of the Board of Directors.

**Article 83. Notification of resolutions and decisions of the Board of Directors to the General Director**

The resolutions/decisions of the Board of Directors (regarding the responsibilities, entitlements and obligations of the General Director) after being issued must be sent to the General Director at the same time and by the same means as those for the members of the Board of Directors.

**Article 84. Cases in which the General Director and the Board of Supervisors demand a meeting of the Board of Directors be convened, and issues that need consultation with the Board of Directors**

*(Based on the provisions in Point h, Clause 3, Article 162 of the Law on Enterprise, Article 288 of the Government's Decree No. 155/2020/ND-CP, Clause 4, Article 35, Article 40 of the Company Charter)*

1. Cases to propose convening a meeting of the Board of Directors:

a. The Board of Supervisors may propose to convene a meeting of the Board of Directors in the following cases:

- Upon the request of shareholders/group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprise.

- When it is deemed that the rights to access information and documents related to the company's operations by the Supervisors have not been fulfilled according to current laws and the Company Charter.

- When acts of violating laws or the Company Charter by members of the Board

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of Directors, the General Director, and other executives of the business are discovered after having made a written notification to the Board of Directors as stipulated in Clause 5, Article 40 of the Company Charter but the violators have not rectified their violations or taken adequate remedial measures.

b. The General Director may propose to convene a meeting of the Board of Directors in the following cases:

- When it is deemed that the rights of the General Director as stipulated in Article 35 of the Company Charter are not being exercised.

- When acts of violating laws or the Company Charter by other executives of the business are discovered after having made a written notification to the Board of Directors but the violators have not rectified their violations or taken adequate remedial measures.

2. Issues that the General Director needs to consult with the Board of Directors:

a. Propose to the Board of Directors regarding organizational structure, internal management regulations of the Company;

b. Propose measures to enhance the operations and management of the Company;

c. The General Director reports annually to the Board of Directors on issues related to employees and executives;

d. The General Director reports annually to the Board of Directors on issues related to the Company's relationships with trade unions according to the best standards, practices, and management policies, as well as the provisions outlined in this Charter, the Company's regulations, and current laws;

e. Consult the Board of Directors regarding the audited financial statements (including the balance sheet, income statement, and projected cash flow statement) for each financial year that must be submitted for approval by the Board of Directors;

f. Propose plans for dividend distribution or settlement of business losses;

g. Consult the Board of Directors to approve detailed business plans for the next financial year;

h. Other contents that are deemed in the Company's interest.

3. Issues the General Director needs to consult the Chairman of the Board of Directors: When addressing issues or implementing decisions within the jurisdiction of the Chairman of the Board of Directors.



**Article 85. Reports of the General Director to the Board of Directors on the implementation of assigned tasks and entitlements**

*(Based on the provisions in Appendix IV of Circular No. 96/2020/TT-BTC, Clause 4, Article 35 of the Company Charter)*

1. Report on the implementation of the resolutions of the Board of Directors and the General Meeting of Shareholders, business plans, and investment plans of the Company that have been approved by the Board of Directors and the General Meeting of Shareholders;

2. Periodically every quarter and annually report assessments of the Company's financial situation and operating performance;

3. Report on improvements in organizational structure, policies, management;

4. Report annually on the implementation of obligations towards the environment, community, and employees;

5. Report on the implementation of other contents authorized by the Board of Directors and the General Meeting of Shareholders;

6. Report on other issues as required by the Board of Directors.

**Article 86. Review the implementation of resolutions and other authorized issues from the Board of Directors to the General Director.**

Based on the report of the General Director regarding the performance of the assigned tasks and entitlements stipulated in Article 75 of this Regulation, the Board of Directors will conduct a review of the results of implementing resolutions and other authorized issues from the Board of Directors with the General Director.

**Article 87. Issues that the General Director must report, provide information, and the method of notification to the Board of Directors and Board of Supervisors**

*(Based on the provisions of Clause 3, Article 291 of the Government's Decree No. 155/2020/ND-CP, Article 35, Clause 3, Article 43, Article 45 of the Company Charter)*

1. Issues that the General Director must report, provide information, and the method of notification to the Board of Directors:

a. The contents as per Article 84 of this Regulation;

- b. The General Director is obliged to inform the Board of Directors of transactions between the company, subsidiaries, and other companies controlled by the Company over 50% of charter capital with them or with their related persons as prescribed by law.
  - c. Other contents that require opinions or reports to the Board of Directors must be submitted at least seven (07) working days in advance, and the Board of Directors will respond within seven (07) working days.
  - d. For contracts and transactions as provided in Clause 1, Article 167 of the Law on Enterprise, with a value less than 35% of the company's total assets according to the latest financial statement (or a smaller ratio or value specified in the company's charter), the person that signs the contract or conducts the transaction on behalf of the company shall send a notification to the members of the Board of Directors and Supervisors of the related persons together with the draft contract or transaction summary. The Board of Directors shall decide whether to approve the contract or transaction within 15 days from the day on which the notification is received unless a different deadline is specified in the company's charter. Members of the Board of Directors that are related to the parties to the contract or transaction must not vote.
2. Issues that the General Director must report, provide information, and the method of notification to the Board of Supervisors:
- a. Reports from the General Director presented to the Board of Directors or other documents issued by the company must be sent to the Supervisors at the same time and by the same method as to the members of the Board of Directors.
  - b. The General Director and other executives must provide complete, accurate, and timely information and documents related to the management, operation, and business activities of the company as required by the Supervisors or the Board of Supervisors, except for information related to the company's business secrets.
  - c. The method of notification to the the Board of Supervisors is the same as that for the Board of Directors.

**Article 88. Coordination of control, management, and supervision activities among members of the Board of Directors, the Supervisors, and the**

**General Director according to their specific tasks**

1. Coordination between the Board of Supervisors and Board of Directors:

The Board of Supervisors has the role of supervising, coordinating, consulting, and providing complete, timely, and accurate information. Specifically:

a. Regularly inform the Board of Directors of operational results, consult the Board of Director's opinions before presenting reports, conclusions, and recommendations to the General Meeting of Shareholders.

b. In meetings of the Board of Supervisors, the Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the accredited audit organization to attend and answer questions that need clarification.

c. Periodic and unexpected inspections by the Board of Supervisors must have written conclusions (no later than fifteen (15) days from the conclusion date) sent to the Board of Directors to provide additional bases to assist the Board of Directors in managing the Company. Depending on the level and results of the inspection, the Board of Supervisors must discuss and reach an agreement with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In the case of disagreement, an authorized opinion can be recorded in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders.

d. If the Board of Supervisors detects any violations of the law or breaches of the Company Charter by members of the Board of Directors, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, requiring the violator to stop committing the violations and take remedial measures.

e. Supervisors are obligated to inform the Board of Directors of transactions between the Company, subsidiaries, and other companies controlled by the Company over 50% of charter capital with them or with their related persons as prescribed by law.

f. For recommendations concerning the operational and financial situation of the Company, the Board of Supervisors must send a written document along with related materials at least fifteen (15) days prior to the intended response date.

g. Recommendations to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors will respond within seven (07) working days.

h. The Board of Directors facilitate the Board of Supervisors in exercising its rights and obligations.

2. Coordination between Board of Supervisors and the General Director:

The Board of Supervisors has the function of checking and supervising.

a. In meetings of the Board of Supervisors, the Board of Supervisors has the right to request the General Director (simultaneously requesting members of the Board of Directors, the General Director, and representatives of the accredited audit organization) to attend and respond to issues that need clarification regarding matters of interest to the Supervisors.

b. Periodic and unexpected inspections by the Board of Supervisors must have conclusions in writing (no later than fifteen (15) days from the conclusion date) sent to the General Director to provide additional bases to assist the General Director in managing the Company. Depending on the level and results of the inspection, the Board of Supervisors must discuss and reach an agreement with the General Director before reporting to the General Meeting of Shareholders. In the case of disagreement, an authorized opinion can be recorded in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders.

c. Supervisors have the right to request the General Director to facilitate access to documents and materials related to the Company's business activities (excluding information classified as business secrets of the company) at the headquarters or the location of document storage, for the purpose of implementing the assigned tasks of the members of the Board of Supervisors if approved by the Board of Supervisors. The process for information requests is regulated in the Appendix of this Regulation. The recipient of the information is responsible for maintaining the confidentiality of the information provided and using it for the intended business purpose.

d. Requests for management and operational information, business situation reports, and financial statement must be sent to the Company at least forty-eight (48) working hours before the intended response time. The Board of Supervisors is not allowed to use unpublished information from the company or disclose it to others

for related transactions.

e. Recommendations regarding measures to amend, supplement, and improve the management structure, supervision, and operation of the company's business activities by the Board of Supervisors must be sent to the General Director at least seven (07) working days prior to the intended response date.

f. The General Director facilitate the Board of Supervisors in exercising its rights and obligations.

3. Coordination between the General Director and the Board of Directors: The General Director represents the operation of the Company, ensuring continuous and effective functioning.

a. When there are proposals regarding the organizational structure or internal management regulations of the company, the General Director must send them to the Board of Directors as early as possible, but no less than seven (07) days before the date when those matters need to be decided.

b. The General Director report annually to the Board of Directors on issues related to employees and executives.

c. The General Director report annually to the Board of Directors on issues regarding the company's relations with trade union organizations in accordance with standards, practices, and best governance policies, along with practices and policies specified in this Charter, company regulations, and current law.

d. The General Director is obligated to notify the Board of Directors of transactions between the Company, subsidiaries, and other companies controlled by the Company with over 50% of charter capital, with them or with their related persons as prescribed by law.

e. Any other matters requiring opinions as specified in Clause 2, Article 84 of this Regulation must be sent to the Board of Directors at least seven (07) working days before the intended response date from the Board of Directors.

**SECTION 2: REGULATIONS ON ANNUAL ASSESSMENT OF REWARDS AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, BOARD OF SUPERVISORS, GENERAL DIRECTOR AND OTHER COMPANY EXECUTIVES**

**Article 89. Regulations on performance assessment of Board of Directors**

**members, Supervisors, General Director and other executives**

1. The Board of Directors is responsible for developing performance evaluation standards for all members of the Board of Directors, the General Director and other executives.

2. Performance evaluation standards must harmonize the interests of business executives with the long-term interests of the Company and shareholders. The financial and non-financial indicators used in the evaluation are carefully considered and decided by the Board of Directors at each time. In particular, non-financial indicators can be mentioned as: interests of related parties, operational efficiency, progress and improvements achieved, etc.

3. Annually, based on the assigned functions, tasks and established evaluation criteria/achieved results, the Board of Directors organizes the evaluation of the performance of Board members.

4. The evaluation of the performance of the Supervisors is organized and implemented according to the method mentioned in the organizational structure and operation of the Board of Supervisors.

5. The evaluation of the performance of other executives is according to internal regulations or can be based on the self-evaluation of the performance of these executives.

**Article 90. Rewards**

1. The Board of Directors or Compensation and Benefit Committee (if any) shall be responsible for setting up the reward system. Rewards shall be based on results of assessment activities according to Article 89 of this Regulation.

2. Methods of reward are: money, stock (Employment Stock Ownership Plan) or the others decided by the Board of Directors or Compensation and Benefit Committee. The General Director shall plan the methods of reward and get approval from the Board of Directors or the General Meeting of Shareholders when beyond the authority of the Board of Directors.

3. The reward regime for members of the Board of Directors and Supervisors shall be decided by the General Meeting of Shareholders.

4. The source of funds to reward the company's executives is drawn from the Company's Bonus and Welfare Fund, and other legal sources. The reward level is

based on the actual annual business results, proposed by the General Director, approved by the Board of Directors, or submitted to the General Meeting of Shareholders for approval In the case of exceeding authority.

**Article 91. Discipline**

1. The Board of Directors is responsible for establishing disciplinary measures based on the nature and severity of the violation. The highest disciplinary measure is dismissal or demotion.

2. Members of the Board of Directors, Supervisors, and company executives who do not fulfill their duties with honesty, diligence, and prudence as required shall be personally responsible for any damage they cause.

3. Members of the Board of Directors, Supervisors, and business executives who violate the law or the Company's regulations while performing their duties shall, depending on the severity of the violation, be subject to disciplinary action, administrative sanctions, or criminal prosecution in accordance with the law and the Company's Charter. In the event that members of the Board of Directors, Supervisors, or business executives cause damage to the interests of the Company, shareholders, or others, they shall be required to compensate in accordance with the law.

**Chapter VII: REGULATION AMENDMENT**

**Article 92. Regulation supplement and amendment**

1. Supplements or amendments to this Regulation must be considered and approved by the Company's General Meeting of Shareholders.

2. In the case regulations of law that are relevant to the Company's operation are not mentioned in this Regulation or new regulations of law contradict the contents of this Regulation, the regulations of law shall be applied to regulate the Company's operation.

**Chapter VIII: EFFECTIVE DATE**

**Article 93. Effective date**

1. This Regulation consists of 8 Chapters and 93 Articles, fully ratified by the General Meeting of Shareholders of Construction Material & Interior Decoration Joint Stock Company (CMID) on April 25<sup>th</sup>, 2025, and the full validity of this Regulation is accepted by all parties.

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2. This is the only and official Internal Regulations on Corporate Governance.
3. Copies and extracts of this Regulation shall be effective when they bear the signature of the President of the Board of Directors or the General Director.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



*Trương Minh Tuyên*