

**CÔNG BỐ THÔNG TIN BẤT THƯỜNG  
EXTRAORDINARY INFORMATION DISCLOSURE**

Kính gửi: Ủy ban Chứng khoán Nhà nước/ Sở Giao dịch Chứng khoán Việt Nam/ Sở Giao dịch  
Chứng khoán Hà Nội/ Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh

To: State Securities Commission of Vietnam/ Vietnam Exchange/ Hanoi Stock Exchange/  
Hochiminh Stock Exchange

1. Tên tổ chức/Name of organization: Công ty Cổ phần Xây dựng Coteccons/ Coteccons Construction Joint Stock Company
  - Mã chứng khoán/ Stock code: CTD
  - Địa chỉ/Address: 236/6 Điện Biên Phủ, P. Gia Định, TP. Hồ Chí Minh/ 236/6 Dien Bien Phu Street, Gia Dinh Ward, Ho Chi Minh City
  - Điện thoại liên hệ/ Tel.: (84) (28) 35142255 Fax: (84) (28) 35142277
  - E-mail: bodsecretary@coteccons.vn
2. Nội dung thông tin công bố/ Contents of disclosure:
  - Điều lệ Công ty Cổ phần Xây dựng Coteccons (sửa đổi lần thứ 28)/ Charter of Coteccons Construction Joint Stock Company (28th amendment)
  - Quy chế nội bộ về quản trị công ty của Công ty Cổ phần Xây dựng Coteccons/ Internal Regulations on Corporate Governance of Coteccons Construction Joint Stock Company
  - Quy chế hoạt động của Hội đồng quản trị Công ty Cổ phần Xây dựng Coteccons/ Regulations on Operation of the Board of Directors of Coteccons Construction Joint Stock Company
  - Quy chế tổ chức và hoạt động của Ban kiểm soát Công ty Cổ phần Xây dựng Coteccons / Regulations on Organization and Operation of the Board of Supervisors of Coteccons Construction Joint Stock Company

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 21/10/2026 tại đường dẫn: <https://coteccons.vn/investor-relations-vn/> This information was published on the company's website on 21 October 2026, as in the link <https://www.coteccons.vn/en/investor-relations/>.

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

Tài liệu đính kèm/  
Attached documents:

Đại diện tổ chức  
Organization representative  
Người ủy quyền công bố thông tin  
Person authorized to disclosure information



**ĐINH THỊ HỒNG THẨM**



# **CHARTER OF**

## **COTECCONS CONSTRUCTION JOINT STOCK COMPANY**

### **(28<sup>th</sup> AMENDMENT)**

**HO CHI MINH CITY, OCTOBER 20, 2026**

**Head Office:** 236/6 Dien Bien Phu, Gia Dinh Ward, TP.HCM

**Tel:** 84-28 35142255 **Fax:** 84-28 35142277

**Web:** [www.coteccons.vn](http://www.coteccons.vn) **Email:** [contact@coteccons.vn](mailto:contact@coteccons.vn)

## INTRODUCTION

This Charter of Cotecons Construction Joint-Stock Company (hereinafter “**The Company**”.) - is the legal basis for all operations of the Company, a joint stock company incorporated and operating under the Enterprise Law, Law on Securities and related regulations. This Charter, the resolutions, decisions of the Shareholders’ Meeting and the Board of Directors and other decisions issued by the Company, which have been approved legitimately in conformity with the relevant laws, will become binding rules and regulations to conduct the business operations of the Company.

We, the shareholders attending the Shareholders’ Meeting, have discussed and agreed to authorize the Charter amendments:

|                        |                                                                      |
|------------------------|----------------------------------------------------------------------|
| The first time         | on March 30, 2005;                                                   |
| The second time        | on March 25, 2006;                                                   |
| The third time         | on April 20, 2007;                                                   |
| The fourth time        | on April 4, 2008;                                                    |
| The fifth time         | on April 10, 2009;                                                   |
| The sixth time         | on April 15, 2010;                                                   |
| The seventh time       | on April 21, 2011;                                                   |
| The eighth time        | on May 22, 2012                                                      |
| The ninth time         | on April 25, 2013;                                                   |
| The tenth time         | on August 5, 2015;                                                   |
| The eleventh time      | on December 4, 2015;                                                 |
| The twelfth time       | according to the Shareholders’ Meeting resolution on April 12, 2016; |
| The thirteenth time    | on June 14, 2016;                                                    |
| The fourteenth time    | on August 25, 2016;                                                  |
| The fifteenth time     | on October 18, 2016;                                                 |
| The sixteenth time     | on November 17, 2016;                                                |
| The seventeenth time   | according to the Shareholders’ Meeting resolution on June 29, 2017;  |
| The eighteenth time    | on January 10, 2018;                                                 |
| The nineteenth time    | on February 20, 2019;                                                |
| The twentieth time     | according to the Shareholders’ Meeting resolution on June 30, 2020.  |
| The twenty-first time  | according to the Shareholders’ Meeting resolution on April 26, 2021  |
| The twenty-second time | according to the Shareholders’ Meeting resolution on April 25, 2022  |
| The twenty-third time  | according to the Shareholders’ Meeting resolution on April 25, 2023  |
| The twenty-fourth time | according to the BOD resolution on October 16, 2023                  |
| The twenty-fifth time  | according to the BOD resolution on February 02, 2026                 |
| The twenty-sixth       | according to the BOD resolution on May 14, 2026                      |

|                  |                                                     |
|------------------|-----------------------------------------------------|
| The twenty-seven | according to the GMS Resolution on August 18, 2026  |
| The twenty-eight | according to the GMS Resolution on October 20, 2026 |

## **I. DEFINITIONS AND TERMINOLOGIES IN THE CHARTER**

### **Article 1. Definitions**

1. Terminology in this Charter is defined as follows:

- a) *Chartered Capital* refers to the total par value of shares which are sold or registered to purchase when the company issues shares to increase capital and as defined in Article 6 of this Charter;
- b) *Voting capital* is the share capital whereby the owner has the right to vote on matters falling under the deciding authority of the General Meeting of Shareholders;
- c) *Enterprise Law* refers to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020
- d) *The Securities Law* means the Law on Securities No.54/2019/QH14 passed by the National Assembly on November 26, 2019
- d) *Vietnam* means the Socialist Republic of Vietnam;
- e) *Date of Establishment* refers to the date when the Company was granted an Enterprise Registration Certificate (Business Registration Certificate) for the first time;
- g) *Senior Managers* mean the Director (General Director), Deputy Director (Deputy General Director), Chief Accountant and other executives as prescribed by the company's charter;
- h) *Executives* refers to the Chairman of Board of Directors, Board of Directors members, Director (General Director) and other individual managers in accordance with the company's charter;
- i) *Related Persons* refers to any individual or organization defined in Clause 46 of Article 4 of the Securities Law
- k) *Shareholders* are all individuals or entities own at least one share of the Company;
- l) *Founding Shareholders* means a shareholder owning at least one common share and signing under the Company's list of founding shareholders in accordance with the Law on Enterprises;
- m) *Major shareholder* means a shareholder as defined in Clause 18, Article 4 of the Securities Law
- n) *Operating Term* refers to the operating term of the Company as stipulated in Article 2 of this Charter and extension (if any) ratified by the General Meeting of Shareholders
- o) *The Stock Exchange* are the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, any article or document used for reference will include all subsequent changes or replacement documents.

3. Headings (chapter or article of this Charter) are used for reference only and do not affect the content of this Charter.

## **II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATION, OPERATING TERM AND LEGAL REPRESENTATIVES OF THE COMPANY.**

### **Article 2. Name, Form, Headquarters, Branches, Representative Offices, Business location and Operating Term of the Company**

1. The legal name of the Company:

- Vietnamese name: **CÔNG TY CỔ PHẦN XÂY DỰNG COTECCONS**
- English name: **COTECCONS CONSTRUCTION JOINT STOCK COMPANY**
- Transaction name: **COTECCONS GROUP**
- Abbreviation name: **COTECCONS**

2. The Company is a joint-stock company and has a legal status in accordance with the current Law of Vietnam.

3. The registered headquarters of the Company:

- Address: 236/6 Dien Bien Phu Street, Ward 17, Binh Thanh District, HCM City.
- Telephone: (84.28) 35142255 - 35142266
- Fax: (84.28) 35142277
- E-mail: [contact@coteccons.vn](mailto:contact@coteccons.vn)
- Website: [www.coteccons.vn](http://www.coteccons.vn)

4. The Company can open branches and representative offices in its business area to carry out the Company's objectives in accordance with the resolutions of the Board of Directors and to the extent of the prevailing laws. Currently, the Company has:

***a. The Company has a representative office in Hanoi:***

- Representative office name : REPRESENTATIVE OFFICE OF COTECCONS CONSTRUCTION JOINT STOCK COMPANY
- Address : Room CP2.08.04, 8th Floor, Tower 2, Office Complex at No. 29 Lieu Giai Street, Ngoc Ha Ward, Hanoi City, Viet Nam
- Telephone : (84.24) 37834851
- Fax : (84.24) 37834850

***b. The Company has a representative office in Binh Duong:***

- Branch name : BRANCH OF COTECCONS CONSTRUCTION JOINT STOCK COMPANY
- Address : Land Lot No. 1423 under Map Sheet B2 and Land Lots Nos. 103 and 106, An Phu Ward, Ho Chi Minh City, Viet Nam
- Telephone : (84.650) 713390

- Fax : (84.650) 713389

**c. Branch of Coteccons Construction Joint Stock Company in Taiwan:**

- Address : 6F, No. 178, Fuxing N. Road, Zhongshan District,  
Taipei City, Taiwan  
- Telephone : (+886) 2 2715 2900  
- Fax : (+886) 2 2715 2955

**d. Guangzhou Representative Office of Coteccons Vietnam Construction Joint Stock Company**

- Address : Room 213, 9th Floor, No. 123 Yuexiu South Road,  
Yuexiu District, Guangzhou City, China

5. The company has an unlimited Operating Term from the Date of Establishment, unless its operation is terminated prior to the term specified in Clause 2, Article 54 of this Charter.

**Article 3. Legal Representatives of the Company**

Company has two legal representatives being the Chairman and Director or General Director.

**III. OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY**

**Article 4. Objectives of the Company**

1. The business lines of the company:

| No. | Name of business lines                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Name of business lines |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|
| 1   | Manufacture of machinery for mining, quarrying and construction<br>Detail: Production of construction machinery and equipment.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 2824                   |
| 2   | Other specialized wholesale not elsewhere classified<br>Details: Export, import, export rights and import rights in respect of iron, steel, structural steel components; other construction materials and installation equipment; construction materials, machinery, equipment, spare parts, technological production lines for the construction and building materials manufacturing industries; and construction machinery and equipment.<br>(Excluding the exercise of export rights, import rights and distribution rights in respect of goods included in the List of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights or distribution rights, and excluding the trading of goods and services included in the list of goods and services subject to the State monopoly in the commercial sector) | 4679                   |
| 3   | Construction of railways<br>(Excluding investment in the construction of cemetery, graveyard infrastructure for the purpose of transferring land use rights together with such infrastructure, and the trading of goods and services included in the list of goods and services subject to the State monopoly in the commercial sector)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 4211                   |
| 4   | Construction of roads                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 4212                   |

|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                   |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
|    | (Excluding investment in the construction of cemetery, graveyard infrastructure for the purpose of transferring land use rights together with such infrastructure, and the trading of goods and services included in the list of goods and services subject to the State monopoly in the commercial sector)                                                                                                                                                                                                                                                                                                                             |                                   |
| 5  | Electrical installation<br>Detail: Installation of MEP systems;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 4321                              |
| 6  | Other construction installation<br>Detail: Installation of non-electrical, plumbing, heating or air conditioning systems or industrial machinery in the construction and civil engineering industry; Installation of industrial equipment systems in the construction and civil engineering industry such as: Elevator, Escalators, Automated Doors, Lighting System, Vacuum System, Sound System, System of equipment used for entertainment.                                                                                                                                                                                          | 4329                              |
| 7  | Other activities auxiliary to financial services not elsewhere classified<br>Detail: Investment consultancy service (excluding financial, accounting and legal consultancy services).                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 6619                              |
| 8  | Architectural and engineering activities and related activities<br>Detail:<br><ul style="list-style-type: none"> <li>- Master planning design for construction projects;</li> <li>- Architectural design of civil and industrial works;</li> <li>- Interior and exterior design of construction works;</li> <li>- Design of heating, ventilation, air-conditioning and climate control systems for civil and industrial works;</li> <li>- Mechanical and electrical system design for construction works;</li> <li>- Design of civil and industrial construction works;</li> <li>- Design of urban technical infrastructure.</li> </ul> | 7110                              |
| 9  | Construction of residential buildings<br>(Excluding investment in the construction of cemetery, graveyard infrastructure for the purpose of transferring land use rights together with such infrastructure, and the trading of goods and services included in the list of goods and services subject to the State monopoly in the commercial sector)                                                                                                                                                                                                                                                                                    | <b>4101</b><br><b>(main code)</b> |
| 10 | Construction of non-residential buildings<br>(Excluding investment in the construction of cemetery, graveyard infrastructure for the purpose of transferring land use rights together with such infrastructure, and the trading of goods and services included in the list of goods and services subject to the State monopoly in the commercial sector)                                                                                                                                                                                                                                                                                | 4102                              |
| 11 | Construction of electrical works<br>(Excluding investment in the construction of cemetery, graveyard infrastructure for the purpose of transferring land use rights together with such infrastructure, and the trading of goods and services included in the list of goods and services subject to the State monopoly in the commercial sector)                                                                                                                                                                                                                                                                                         | 4221                              |

|    |                                                                                                                                                                                                                                                                                                                                                                                   |      |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|
| 12 | Construction of water supply and drainage works<br>(Excluding investment in the construction of cemetery, graveyard infrastructure for the purpose of transferring land use rights together with such infrastructure, and the trading of goods and services included in the list of goods and services subject to the State monopoly in the commercial sector)                    | 4222 |
| 13 | Construction of telecommunications and communication constructions<br>(Excluding investment in the construction of cemetery, graveyard infrastructure for the purpose of transferring land use rights together with such infrastructure, and the trading of goods and services included in the list of goods and services subject to the State monopoly in the commercial sector) | 4223 |
| 14 | Construction of other utility projects<br>(Excluding investment in the construction of cemetery, graveyard infrastructure for the purpose of transferring land use rights together with such infrastructure, and the trading of goods and services included in the list of goods and services subject to the State monopoly in the commercial sector)                             | 4229 |
| 15 | Construction of hydraulic structures<br>(Excluding investment in the construction of cemetery, graveyard infrastructure for the purpose of transferring land use rights together with such infrastructure, and the trading of goods and services included in the list of goods and services subject to the State monopoly in the commercial sector)                               | 4291 |
| 16 | Construction of mining and quarrying facilities<br>(Excluding investment in the construction of cemetery, graveyard infrastructure for the purpose of transferring land use rights together with such infrastructure, and the trading of goods and services included in the list of goods and services subject to the State monopoly in the commercial sector)                    | 4292 |
| 17 | Construction of manufacturing facilities<br>(Excluding investment in the construction of cemetery, graveyard infrastructure for the purpose of transferring land use rights together with such infrastructure, and the trading of goods and services included in the list of goods and services subject to the State monopoly in the commercial sector)                           | 4293 |
| 18 | Construction of other civil engineering projects<br>(Excluding investment in the construction of cemetery, graveyard infrastructure for the purpose of transferring land use rights together with such infrastructure, and the trading of goods and services included in the list of goods and services subject to the State monopoly in the commercial sector)                   | 4299 |
| 19 | Demolition<br>Details: Demolition of construction works.                                                                                                                                                                                                                                                                                                                          | 4311 |
| 20 | Site preparation                                                                                                                                                                                                                                                                                                                                                                  | 4312 |

|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |      |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|
|    | (Excluding blasting services)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |      |
| 21 | Plumbing, heat and air-conditioning installation<br>(Excluding the installation of refrigeration equipment (freezing equipment, cold storage systems, ice-making machines, air-conditioning systems, and water chillers) using R22 refrigerant in the seafood processing sector, and excluding mechanical processing, waste recycling, and electroplating activities at the head office)                                                                                                                                                                                                                                                                                                                             | 4322 |
| 22 | Building completion and finishing<br>(Excluding investment in the construction of cemetery, graveyard infrastructure for the purpose of transferring land use rights together with such infrastructure, and the trading of goods and services included in the list of goods and services subject to the State monopoly in the commercial sector)                                                                                                                                                                                                                                                                                                                                                                     | 4330 |
| 23 | Other specialized construction activities<br>(Excluding investment in the construction of cemetery, graveyard infrastructure for the purpose of transferring land use rights together with such infrastructure, and the trading of goods and services included in the list of goods and services subject to the State monopoly in the commercial sector)                                                                                                                                                                                                                                                                                                                                                             | 4390 |
| 24 | Specialized design activities<br>Detail: Interior decoration activities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 7410 |
| 25 | Wholesale of other machinery, equipment and supplies<br>Details: Wholesale of construction machinery and equipment, construction materials, spare parts, and technological production lines for the construction and building materials manufacturing industries.<br>(Excluding the exercise of export rights, import rights and distribution rights in respect of goods included in the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights or distribution rights, and excluding the trading of goods and services included in the list of goods and services subject to the State monopoly in the commercial sector) | 4659 |
| 26 | Wholesale construction materials and other installation supplies<br>Details: Wholesale of construction machinery and equipment, and construction materials.<br>(Excluding the exercise of export rights, import rights and distribution rights in respect of goods included in the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights or distribution rights, and excluding the trading of goods and services included in the list of goods and services subject to the State monopoly in the commercial sector)                                                                                                       | 4673 |

2. The objectives of the Company are mobilizing and using the capital effectively in its fields of business in order to maximize profits, to increase benefits for Shareholders, to create jobs and income for its employees, and to fulfill its tax obligations to the State as well as to develop the company stronger and greater.

#### **Article 5. Business scope and operations**

The Company is allowed to plan and to execute all business activities which are mentioned in the Enterprise Registration Certificate and this Charter, in accordance with the current Law, as well as to carry out all suitable and useful measures to obtain the objectives of the Company. The Company is able to pursue any other business activities not prohibited by law and approved by General Meeting of Shareholders.

#### **IV. CHARTERED CAPITAL, SHARES AND FOUNDING SHAREHOLDERS**

##### **Article 6. Chartered Capital, Shares, Founding Shareholders**

1. Charter capital of the Company is 1,140,264,670,000 (In words: One trillion one hundred forty billion two hundred sixty-four million six hundred seventy thousand Vietnamese dong).

The total charter capital of the Company is divided into 114,026,467 shares with a par value of VND 10,000 per share.

2. The Company can change its Chartered Capital when the General Meeting of Shareholders issues its approval in line with the prevailing regulations of the Law.

3. All shares issued by the Company on the date of this Charter's approval are ordinary shares. The rights and obligations attached to ordinary shares are defined in Article 12 and Article 13 of this Charter.

4. The Company can issue other preferred shares when the General Meeting of Shareholders issues its approval in line with the prevailing regulations of the Law.

5. Shareholders will be given priority to buy new ordinary shares in proportions corresponding to the percentage of ordinary shares currently held by each shareholder in the company, except for other cases given in General Meeting of Shareholders' decisions. Any shares which are not purchased following the offering announcement will be decided by the Company's Board of Directors. The Board of Directors can allocate the shares to the candidates with conditions and methods which Board of Directors deems suitable, but those shares cannot be purchased with the terms that are more advantageous than the terms offered to the Shareholders, unless otherwise agreed by the General Meeting of Shareholders.

6. The Company can buy back its issued shares in any methodology in this Charter and the current Law.

7. The Company may issue other types of securities in accordance of the Law

8. Maximum foreign ownership ratio in the Company: Comply with the Law.

##### **Article 7. Share certificates**

1. All Shareholders have the right to be granted a share certificate corresponding to the number and type of their shares.

2. Shares are securities that certify the legal rights and interests of the owner to a portion of share capital of the issuer. Shares must have all the contents specified in Clause 1, Article 121 of the Enterprise Law.

3. Within 14 days from the date of submitting sufficient documents for the shares transfer according to the regulations of the Company, or within two months (or a longer period as stipulated in terms of issue) since the date of full payment as stipulated in the Company shares' issuance plan, the owner of shares will be granted a certificate. Shareholders will not pay to the Company any printing cost or any other fees.

4. In case a share certificate is lost or damaged, it will be reissued at the request of its shareholder. The request shall contain:

- a) Information about the lost or damaged certificate;
- b) The commitment to take responsibility for disputes caused by its reissuance.

#### **Article 8. Other securities certificates**

All forms of bonds or other securities of the Company will be issued with the seal and signature of the legal representative of the Company.

#### **Article 9. Share transfer**

1. All shares can be transferred freely except the Charter and Law have other regulations, shares listed and registered for trading on the Stock Exchange are transferred in accordance with the law on securities and securities market.

2. Shares which have not been paid in full would not be transferred and perceived any benefits such as the right to receive dividends, right to receive shares issued to increase share capital from owner's equity, right to buy new shares to be offered for sale.

#### **Article 10. Share reclamation**

1. If a Shareholder does not make complete and on-schedule payment for his stock purchase, Board of Directors can send a notice to the Shareholder at any time requiring full payment of the purchase price and responsible for the total par value of shares registered to buy for the financial obligations of the Company arising from the Shareholder does not make complete and on-schedule payment.

2. The notice mentioned above will include a new deadline for payment (a minimum of seven days from the date the notice is sent) and venue for payment, and will clearly state that in the event that payment is not made according to the request, any shares not yet completely paid for will be reclaimed.

3. The Board of Directors can reclaim all shares does not make complete and on-schedule payment.

4. A share which is reclaimed are considered as authorized shares with the following regulations in Clause 3 Article 112 Enterprise Law. The BOD may directly sell or authorize to sell or re-distribute such shares to, on the conditions and in the manner the BOD considers appropriate.

5. A Shareholder who owns shares which are reclaimed must abandon his Shareholder status in relation to those shares, but still to take responsibility for the total par value of shares registered to buy for the financial obligations of the Company arising at the reclaim under a decision of the Board of Directors from the date of reclaim to the date of payment.

6. When a share is reclaimed, a notice about the reclamation will be sent to the person who owned

the share before the date of reclamation; but in no case will the reclamation be made invalid for reasons of omission or carelessness in the sending of the notice.

## **V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL**

### **Article 11. Organizational structure, management and control**

Organizational structure, management and control include:

1. General Meeting of Shareholders.
2. Board of Directors.
3. Board of Supervisors.
4. General Director.

## **VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

### **Article 12. Rights of Shareholders**

1. Owners of ordinary shares have the following rights:

a) attend and speak at the General Meeting of Shareholders and exercise the voting right in person at the General Meeting of Shareholders or through an authorized representative or another form accordance with this Charter's Company and Law. Each ordinary share has one vote.

b) to receive dividends according to decision by General Meeting of Shareholders;

c) to be prioritized in buying new shares offered for sale with an amount corresponding to the number of ordinary shares which they are holding

d) to freely transfer shares to others, in accordance with this Charter and the Law, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Enterprises Law and other relevant laws;

d) access names and addresses on the list of voting shareholders; request rectification of incorrect information about themselves;

e) to consider, look up and make an extraction or copy of this Charter, the minutes of the General Meeting of Shareholders and the resolutions of General Meeting of Shareholders;

g) in the case of the Company's dissolution, to receive assets of the Company in an amount corresponding to the number of shares they are holding;

h) to request the Company to re-purchase their shares in cases stipulated Article 132, Enterprise Law;

i) Right of fair treatment. Each share of the same type gives the owner the same rights, obligations and interests. In case the Company has types of preference shares, the rights and obligations associated with those types of preference shares must be approved by General Meeting of Shareholders and fully disclosed to the Shareholder;

k) Right to fully access to periodic and extraordinary information published by the Company in accordance with the law;

l) to have their legitimate rights and interests protected; propose suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders, the Board of Directors by the Enterprises Law;

m) other rights in accordance with the Law and this Charter.

2. A Shareholder or a group of Shareholders holding more than 5% of the total ordinary shares will have additional rights as following:

a) to nominate members of Board of Directors or the Board of Supervisors in accordance with the Enterprises Law and this Charter;

b) to request the Board of Directors to convene General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Enterprises Law;

c) to review, lookup, extract minutes book and resolutions, decisions of the Board of Directors, half-yearly and annual financial statements, reports of the Board of Supervisors, contracts, and transactions must be passed by the Board of Directors and other documents, except documents related to trade secrets of the Company;

d) to request the Board of Supervisors to inspect each particular issue relating to the management and administration of the operations of the Company in cases where it is considered necessary. The request must be in writing, must contain full name, address, nationality, legal personal identification of an individual shareholder, names, number of business registration or legal document numbers, head office address of an organizational shareholder; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; the subject to be inspected and purposes of the inspection.

đ) Propose the issue to be included in the agenda of the General Meeting of Shareholders. The proposals must be made in writing and sent to the Company at least three working days ahead of the date of the General Meeting of Shareholders. The proposal must include details about the name of Shareholder, the number and type of shares which they are holding, and the issues proposed for the agenda;

e) other rights as stipulated in the Law and this Charter.

### **Article 13. Obligations of Shareholders**

Ordinary Shareholders have the following obligations:

1. To pay in full and on-schedule for the number of registered shares.

2. It is not allowed to withdraw the capital contributed by ordinary shares from the Company in any form, except in the case where the company or other people buy back the shares. Where a shareholder withdraws part of or all of the contributed capital in contravention of this clause, such shareholder and related people in the Company shall be jointly liable for the debts and other liabilities to the extent of the value of withdrawn shares and occurred damages.

3. To abide by this Charter and the Corporate Governance regulation.
4. To abide by this decisions of the Board of Directors, and resolutions of the General Meeting of Shareholders.
5. To protect the confidentiality of information provided by the company in accordance with the company's charter and the law; only use the provided information to perform and protect their lawful rights and interests; do not spread or share information provided by the company to any other organization or individual
6. To attend the meeting of the General Meeting of Shareholders and exercise the right to vote through the following forms:
  - a) Attend and vote directly at the meeting;
  - b) Authorize another individuals or organizations to attend and vote at the meeting
  - c) Attend and vote via online conferences, electronic voting or other electronic forms;
  - d) Send votes to the meeting by mail, fax and email.
7. To take personal responsibility in the event that he or she performs one of the following acts under any form in the name of the Company:
  - a) Breaching of the law;
  - b) Doing business and other transactions for personal benefits of himself or herself or other organizations or individuals;
  - c) Paying debts in advance of term in case the Company is likely to be in financial problem.
8. To complete other obligations as prescribed by the current Law.

#### **Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders comprises all the shareholders having the voting rights and it has the highest jurisdiction of the Company. The General Meeting of Shareholders must be held annually within four (04) months since the end of financial year. The Board of Directors decides to extend the Annual General Meeting of Shareholders when necessary, but not more than 6 months since the end of financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The location of the meeting shall be determined as the place where the chairperson attends the meeting and must be held at a venue in Vietnam.
2. The Annual General Meeting of Shareholders is convened by the Board of Directors and held at a venue in Vietnam as decided each time by the Board of Directors. The Annual General Meeting of Shareholders decides on issues allowed by the Charter and the Law, especially will approve the audited annual financial statements. In case the Company's audited annual financial statements contain material exceptions, conflicting opinions, or refuses, the Company must invite representatives of the approved auditing organizations to audit the report. The representative of the auditing organization above is responsible for attending the Annual General Meeting of Shareholders of the Company

3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the Company's benefits;
- b) The number of Board of Directors members, independent members of the Board of Directors, members of the Board of Supervisors is lower than the number required by the Law; or the number of members of the Board of Directors is reduced by more than one-third compared to the number of members specified in this Charter;
- c) A Shareholder or a group of Shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law requests the convening of a meeting with a written petition which gives details about the reasons for and purposes of the meeting and have enough signatures of related shareholders or the written request to be made in many copies and gathered together with the signatures of the related shareholders;
- d) At the request of the Board of Supervisor;
- đ) Other cases as prescribed by the Law and this Charter.

4. Convening an Extraordinary General Meeting of Shareholders:

- a) The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the remaining number of members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors falls below the minimum number of members prescribed by law, or from the date of receiving the requests mentioned in Clause 3(c),(d) of this Article. If the number of members of the Board of Directors is reduced by more than one-third of the number of members stipulated in this Charter, the time limit for convening the meeting shall be 60 days from the date on which such event occurs. If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and the members of the Board of Directors must compensate the Company for any damage arising.
- b) If the Board of Directors does not convene the meeting as stipulated in Clause 4 (a) Article 14, within the following 30 days, the Board of Supervisors will act on behalf of the Board of Directors to convene the meeting as stipulated in Clause 3 Article 140 of Enterprise Law. If the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed, the Board of Supervisors must compensate the Company for any damage arising.
- c) If the Board of Supervisors does not convene the meeting as stipulated in Clause 4 (b) Article 14, the Shareholder or group of Shareholders as regulated in Clause 3 (c) Article 14 shall have the rights to act on behalf of the Board of Directors and the Board of Supervisors to convene the General Meeting of Shareholders, as stipulated in the Enterprise Law.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Register to supervise the order and procedures for convene, and making decisions of the General Meeting of Shareholders. The Company will pay for all expenses needed to convene and conduct a General Meeting of Shareholders. These expenses do not include the costs incurred by Shareholders while participating in the General Meeting of Shareholders, such as travel and accommodation charges.

- d) Procedures for organizing the General Meeting of Shareholders are specified in Clause 5 Article 140 of the Enterprises Law.

## **Article 15. Rights and obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the following rights and obligations:

- a) Approve Company's Development Orientation;
- b) Approve the types of shares and amount of each type of shares which shall be issued; the annual dividend rates for each type of shares in conformity;
- c) Elect, remove, dismiss members of the Board of Directors and of the Board of Supervisors;
- d) Decide on investment or sale of assets of with the value equal to or more than 35% of the total asset value of the Company written in the latest financial statement of the Company;
- d) Amend and modify the Charter;
- e) Approve the annual financial reports;
- g) Re-purchases over 10% each type of the issued shares;
- h) Examine violations of the Board of Directors or the Board of Supervisors that cause damages to the Company and the shareholders of the Company;
- i) Re-organize and dissolve of the Company;
- k) Decide on the budget or the total remuneration, bonus and other benefits for the Board of Directors, Board of Supervisors;
- l) Approve the Corporate Governance regulations of the company, regulations of organization and operation of the Board of Directors and the Board of Supervisors;
- m) Approve the list of independent audit companies; choose independent audit companies carry out audit of the company; dismiss independent audits where necessary;
- n) Other rights and obligations prescribed by Law.

2. The General Meeting of Shareholders discuss and ratify the following issues:

- a) The Company's annual business plan;
- b) Audited annual financial statements;
- c) Reports of the Board of Directors on the governance and results of operations of the Board of Directors and each member of the Board of Directors;
- d) Report of the Board of Supervisor on the business results of the Company, operation results of the Board of Directors, General Director;
- d) The report of the Board of Supervisor on its performance and that of the member's Board of Supervisor;
- e) Dividend of each type of shares;

- g) Number of members of the Board of Directors, Board of Supervisor;
- h) The election, removal, dismissal of members of the Board of Directors and of the Board of Supervisors;
- i) Decision on the budget or the total remuneration, bonus and other benefits for the Board of Directors, Board of Supervisors;
- k) Approve the list of independent audit companies; choose independent audit companies carry out audit of the company; dismiss independent audits where necessary;
- l) The amendments and modifications of the Charter;
- m) The types of shares and amount of each type of shares which shall be issued;
- n) The division, separation, consolidation, merger or transformation of the Company;
- o) The re-organization and dissolution (terminations) of the Company and the appointment of liquidators;
- p) Decision on investment or sale of assets of with the value equal to or more than 35% of the total asset value of the Company written in the latest financial statement of the Company;
- q) Company re-purchases over 10% each type of the issued shares;
- r) The Company enters into contracts or transaction with those who are defined in Clause 1, Article 167 of the Enterprise Law with a value of 35% or more of the total value of assets of the Company recorded the most recent financial statements
- s) Approve the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law, and any documents amending, supplementing, or replacing it from time to time.
- t) Approve the Corporate Governance regulations of the company, regulations of organization and operation of the Board of Directors and the Board of Supervisors;
- u) Other issues according to the provisions of Law and this Charter.

3. The General Meeting of Shareholders must discuss and vote on resolutions about issues raised on the meeting agenda.

#### **Điều 16. Authorized to attend the General Meeting of Shareholders**

1. Shareholders, authorized representatives of organization shareholders may directly attend the meeting or authorize one or some other individuals or organizations to attend the meeting or to attend the meeting through one of the prescribed forms in Clause 3, Article 144 of the Enterprises Law.

2. The authorization for representative individuals or organizations to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document is made according to the provisions of civil law and must clearly state the name of the authorized shareholder, the name of the individual, the authorized organization, the number of

authorized shares, the content of authorization, the scope of authorization, term of authorization, signatures of the principal and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, meeting attendees must present the initial authorization document of shareholder, the authorized representative of shareholder who is an organization (if it has not been registered with the Company before).

3. The votes of the authorized person attending the meeting within the scope of authorization are still valid in one of the following cases:

- a) dies or is unable to control his behavior;
- b) annuls the authorization;
- c) has the authorized person's rights annulled.

However, this will not apply if the Company receives a notice about one of the issues mentioned above before the meeting or before the meeting is reconvened.

#### **Article 17. Changes of rights**

1. Special rights attached to each share category can be changed or annulled with agreements from at least 65% total number of votes of all attending shareholders. Resolution of the General Meeting of Shareholders on the content that changes the rights and obligations of shareholders who own preferred shares shall only be approved if the number of preferred shareholders of the same type attending the meeting is at least 75% of the total Preferred shares of that type approved or approved by preferred shareholders of the same type owning 75% or more of that type of preferred shares in case of passing a resolution in the form of written opinion.

2. To organize such a meeting, it is necessary to have at least two Shareholders (or their Proxies) in attendance, who are holding at least one-third of the face value of shares of the issued share category (but if the meeting does not have the number of delegates as mentioned above, the meeting will be re-organized within 30 days after that, and any persons holding shares in that category who attends directly or through a Proxy will be seen as a sufficient number of attendees). At these private meetings, anyone who is holding shares of that category and is present at the meeting, or has a Proxy at the meeting, has the right to request a secret ballot. Each person will be given one vote for each of the shares of that category which he owns.

3. The procedures of the private meetings are implemented similarly to the regulations in Articles 19, 20 and 21 of this Charter.

4. Unless the terms of share issue are defined differently, special rights related to the division of profits or assets of the Company attached to shares with preferential rights will not be changed if more shares of the same category are issued.

#### **Article 18. General Meeting of Shareholders, agenda and announcement**

1. The Board of Directors convene the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors will convene the extraordinary General Meeting of Shareholders according to the cases specified in Clause 3, Article 14 of this Charter.

2. People who convene a General Meeting of Shareholders are required to complete the following tasks:

a) Prepare a list of all Shareholders eligible to participate in and to vote at the meeting. The list shall be compiled not more than 10 days before the date of sending the invitation. The company must disclose information on the making of a list of shareholders entitled to attend the meeting of the General Meeting of Shareholders at least 20 days prior to the final registration date;

b) Prepare the agenda and content of the meeting;

c) Prepare the materials of the meeting

d) Draft resolutions of the General Meeting of Shareholders according to the proposed contents of the meeting;

d) Determine the time and venue of the meeting;

e) Announce and send invitation letter to all shareholders eligible to participate in the meeting;

g) Other tasks of the meeting.

3. Notice of the General Meeting of Shareholders is sent to all shareholders by a method to ensure the contact address of shareholders, announced on the media of the Stock Exchange and posted on the website of the Company simultaneously. The person who convenes the General Meeting of Shareholders shall send invitations to all shareholders on the list of shareholders entitled to participate in the General Meeting of Shareholders at least 21 days before the meeting (from the date the notice is properly sent). The agenda of the General Meeting of Shareholders and documents relating to the issues to be voted at the meeting shall be sent to the shareholders and/or posted on the website of the Company. If the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice must specify the website address so that shareholders can access, include:

a) Agenda, materials of the meeting;

b) Lists and details of the candidates in case of election of Board of Directors members, Board of Supervisors members;

c) Voting paper;

d) Draft resolution of each issue in the agenda.

4. The proposals must be made in writing and sent to the Company at least three working days ahead of the date of the General Meeting of Shareholders. The proposal must include details about the name of Shareholder, the number and type of shares which they are holding, and the issues proposed for the agenda

5. People convening General Meeting of Shareholders have the right to refuse a proposal related to Clause 4 of this Article if:

a) The petition was sent in contravention of the provisions of Clause 4 of this Article;

b) At the time of proposal, the Shareholder or group of Shareholders don't own at least 5% of the

common shares required by Clause 2, Article 12

c) Proposed issues are not in the scope of authority of the General Meeting of Shareholders to discuss and approve;

d) The proposal does not contain essential details.

6. People convening General Meeting of Shareholders must accept and include the recommendations specified in Clause 4 of this Article into the proposed agenda and materials of the meeting, except for the case specified in Clause 5 of this Article; the recommendation is officially added to the agenda and content of the meeting if it is approved by the General Meeting of Shareholders.

#### **Article 19. Conditions for conducting a General Meeting of Shareholders**

1. A General Meeting of Shareholders can be proceeded when the attending Shareholders own more than 50% of the total voting shares.

2. In case the first meeting is not eligible to be held as prescribed in Clause 1 of this Article, the second meeting must be reconvened within thirty (30) days after the scheduled date of the first meeting. In the second meeting, it is required that all attending Shareholders and authorized representatives who own at least 33% of the total voting shares must be present.

3. If the meeting for the second time is not eligible as prescribed in Clause 2 of this Article, the invitation to the third meeting must be sent within 20 days after the scheduled date of the second meeting. The third General Meeting of Shareholders will be held regardless of the total number of votes of the attending shareholders.

#### **Article 20. Formality and voting method of the General Meeting of Shareholders**

1. Shareholder registration procedures must be implemented and continued until all eligible Shareholders complete registration as following:

a) During the process of Shareholder registration, the Company will give to each Shareholder or Proxy a voting card/voting ballot/election ballot which includes the registration number and name of the Shareholder, the name of the Proxy, and the number of votes/election ballots of the Shareholder. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting shall be conducted by casting votes in favor, against, or with no opinion. The voting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting. The General Meeting of Shareholders elects the people responsible for counting votes or supervising the counting of votes at the proposal of the Chairperson. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.

b) Shareholders who come to the General Meeting of Shareholders late have the right to register immediately and then have the right to participate in voting at the General Meeting of Shareholders. However, the chairperson will not have to pause the General Meeting of Shareholders for the Shareholder to complete his registration and the outcome of any votes already completed will not be affected.

2. The election of the Chairperson, Secretary and the Vote-counting Committee is stipulated as follows:

a) The Chairperson of the Board of Directors will preside over the General Meeting of Shareholders or authorize another member of the Board of Directors of the General Meeting of Shareholders convened by the Board of Directors. In cases where the Chairperson is absent or temporarily incapable of work, the remaining members shall elect one of them to preside over the meeting on the principle of majority basis. If the chairperson cannot be elected, Head of the Board of Supervisors shall lead the General Meeting of Shareholders to elect the chairperson of the meeting among the participants and the person who have the highest votes to preside over the meeting.

b) Except for the case specified at Point (a) of this Clause, the person who signs to convene the General Meeting of Shareholders shall lead the General Meeting of Shareholders to elects the chairperson of the meeting and the person who have the highest votes to preside over the meeting.

c) The Chairperson shall designate one or some persons as the secretary(ies) of the General Meeting of Shareholders;

d) The General Meeting of Shareholders elects one or more people to the Vote-counting Committee at the request of the meeting Chairperson;

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening the meeting. The agenda must clearly define and time in detail for each issue in the agenda.

4. The chairperson of the General Meeting of Shareholders can carry out activities which they deem essential to control the General Meeting of Shareholders appropriately and orderly; or to let the General Meeting of Shareholders reflect the expectations of the majority of the participants.

a) Adjust the number of participants at the venue for the General Meeting of Shareholders;

b) Ensure safety for participants at the venue;

c) Provide conditions for Shareholders to attend the General Meeting of Shareholders (or continue attending). The Board of Directors can change the measures at any time. The measures can include and are not limited to issuing admission tickets or using other forms of selection.

5. The General Meeting of Shareholders must discuss and vote on resolutions about issues raised on the meeting agenda. The voting process of the General Meeting of Shareholders will start by first collecting votes for a resolution and then votes against the resolution. Counting the number of votes for and against a resolution will reveal the result.

6. Shareholders who come to the General Meeting of Shareholders late have the right to register immediately and then have the right to participate in voting at the General Meeting of Shareholders and the outcome of any votes already completed will not be affected.

7. People convening General Meeting of Shareholders or Chairperson have the rights:

a) To require all meeting attendees to be subject to inspection or other legal, reasonable security measures;

b) To request competent authorities to maintain meeting order; expel those who act against the Chairperson's direction, cause disruption, obstruct the normal progress of the meeting, or refuse to comply with security check requirements from the Meeting.

8. The Chairperson has the right to postpone the General Meeting of Shareholders that has a sufficient number of participants for up to 03 working days from the initial opening day or change the meeting location in the following cases:

- a) The current meeting location does not have enough seats for all participants;
- b) Communication devices at the current meeting location are not adequate for all participant to discuss and vote;;
- c) One or some participants disrupt the meeting and thus threaten the fairness and legality of the meeting.

9. In case the Chairperson postpones or suspends the General Meeting of Shareholders against Clause 8 of this Article, the General Meeting of Shareholders shall elect another participant to chair the meeting until the end; all resolutions ratified at the meeting shall be effective.

10. In case the Company applies technology to organize the General Meeting of Shareholders through an online meeting, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic or electric voting. other entities as prescribed in Article 144 of the Enterprises Law and Clause 3 Article 273 of the Government's Decree No. 155/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law, and any documents amending, supplementing, or replacing it from time to time.

#### **Article 21. Conditions for ratification of resolutions of the GMS**

1. The approval form of the resolution of General Meeting of Shareholders:

- a) The General Meeting of Shareholders approves for the decisions under its authority by voting at the meeting or collecting written opinions.
- b) When it is deemed necessary for the benefit of the Company or the epidemic situation, the Board of Directors has the right to consult shareholders in writing to pass resolutions of the General Meeting of Shareholders on all matters under authority of the General Meeting of Shareholders. Authority and method of collecting written opinions to pass resolutions of the General Meeting of Shareholders shall comply with Article 22 of this Charter.

2. Resolution of the General Meeting of Shareholders on following issues shall be approved if they are approved by the shareholders representing at least 65% of the total number of votes of all the attending and voting shareholders, except for the case specified in Clauses 3, 4 and 6, Article 148 of the Enterprises Law.

- a) Type of shares and total number of shares of each type;
- b) Changing lines of business and business activities;
- c) Changing the organizational structure of the Company;
- d) Decision on investment or transactions of sale of assets of the Company with a value equal to or more than 35% of total value of the assets of the Company recorded in the most recent financial statements
- d) Reorganization, dissolution of the Company.

3. Other resolutions shall be adopted when they are approved by a number of shareholders representing more than 50% of the total number of votes of all the attending and voting shareholders.

4. Any Resolution of the General Meeting of Shareholders which is passed with 100% of voting shares shall be legitimate and effective even if the procedures for passing such Resolution are not conformable with regulations.

## **Article 22. Jurisdiction and formality for Approval of Resolutions via written documents**

Every resolution of the General Meeting of Shareholders can be approved by the form of written opinions and to be implemented as following:

1. The Board of Directors takes the right to have resolutions of Shareholders approved via written documents any time they deem that is necessary for the Company' benefit.

2. Board of Directors must prepare comment forms and draft of meetings' decision and necessary documents. All of those must be sent to Shareholders' permanent residence by registered letters at least 10 days before deadline. Requirements and methods of sending opinion form and attached documents are specified in Clause 3, Article 18 of this Charter.

3. Written opinion forms should include:

a) Name, head office address, business registration number;

b) Purpose of collecting written opinions;

c) Full name, address, nationality, legal personal identification of an individual shareholder, names, number of business registration or legal document numbers, head office address of an organizational shareholder; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company

d) Issues need to get opinions to pass;

d) The way of voting including agreement, disagreement and non-comments;

e) Deadline of written opinion form to be returned;

g) Name and surname, signature of chairman.

4. Shareholders submit their written responses to the company by mail, fax or email according to the following regulations:

a) Mail: answered written opinion form must be signed by individual shareholders, authorized representative or legal representative of institutional shareholders. The comment form sent to the Company must be in a sealed envelope and no one shall be entitled to open it before the votes counting;

b) Fax or email: answered comment form sent to the company by fax or email must be kept confidential until the time of votes counting;

c) Comment forms sent to the Company after the deadline or have been opened in the case of mail sending and disclosed in the case of faxing or emailing is not valid. Comment forms have not been sent to the Company are considered unopposed.

d) Shareholders can vote in writing or electronic voting or in other forms consistent with the provisions of law from time to time. If necessary, the convenor of the General Meeting of Shareholders has the right to deploy one or a combination of the above forms or other forms of collecting shareholders' opinions on the principle of: being suitable to the actual situation and complying with the Law, Charter, ensure the principles of publicity and transparency, and ensure the legitimate rights and interests of shareholders.

5. Board of Directors will check and count the forms and have the minute in the witness of Board of Supervisors or non-management shareholders. The form checking minute should mention the followings:

a) Name, head office address and business registration number;

b) Purposes and issues to be approved;

c) Number of Shareholders with valid forms and invalid forms, together with the list of voting shareholders;

d) Total agreeing forms, disagreeing forms and non-comments on each of the issues;

đ) The issues have been approved and the proportion of votes respectively;

e) Name and surname, signature of chairman, vote counters and supervisor counting

Members of the Board of Directors, vote counters and the person who supervised the votes counting shall be jointly liable for the truthfulness and accuracy of the minutes of votes counting and damages arising from decisions made due to untruthful and inaccurate counting

6. The minutes of form counting and resolution must be sent to the shareholders within 15 days from the date of ending the form counting. The sending of the vote counting minutes and resolutions can be replaced by posting on the Company's website within 24 hours from the date of ending the form counting.

7. The answers, the minutes of the form counting, the full text of resolutions approved and the relevant documents attached must be kept at the head office of the company.

8. Resolutions of the General Meeting of Shareholders are passed in the form of written ballot when approved by a number of shareholders representing more than 50% of the total voting shares.

### **Article 23. Minute, Resolution of General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded and saved in another electronic form. The minutes must be written in Vietnamese and may be made in foreign languages and have the following main contents:

a) Name, head office address, business registration number;

b) Time and venue of the General Meeting of Shareholders;

- c) Agenda and contents of the meeting;
  - d) Full name of the chairperson and secretary;
  - d) Summary of the meeting and the opinions raised in the General Meeting of Shareholders on each issue in the meeting agenda;
  - e) Number of shareholders and total number of votes of the attending shareholders, annex of the registered shareholders, representatives of shareholders with the number of shares and the corresponding number of votes;
  - g) Total number of votes for each voting issue, including voting method, total number of valid, invalid, approved, disapproved and non-comment votes; The proportion of the voting shares of the attending shareholders;
  - h) The issues have been approved and the proportion of votes respectively;
  - i) Full name of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, this minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and fully contain the contents as prescribed in this Clause. Minutes of the meeting clearly state that the chairperson and secretary refused to sign the minutes of the meeting
2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting shall be jointly liable for the truthfulness and accuracy of the minutes' contents.
3. The minutes made in Vietnamese language and foreign languages shall have equal legal effectiveness. In case of any discrepancies between the Vietnamese version and foreign language version, the Vietnamese version shall prevail.
4. Resolutions, Minutes of the General Meeting of Shareholders, appendix of list of shareholders registering to attend the meeting with shareholder signatures, authorization documents to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the meeting invitation must be disclosed in accordance with the law on information disclosure on the stock market and must be kept at the head office of the Company.

#### **Article 24. Demand for cancellation of resolutions of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the Resolution, Minutes of the General Meeting of Shareholders or the minutes of votes counting, Shareholders or groups of Shareholders as stipulated in Clause 2, Article 155 of the Enterprises Law shall have the right to request a court or Vietnam International Arbitration Centre (VIAC) to review or cancel a part or full of resolution of the General Meeting of Shareholders in the following circumstances:

- 1. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the company's charter, except for the case specified in Clause 4, Article 21 of this Charter.
- 2. Resolution's contents violate the Law or Company's Charter.

#### **VII. BOARD OF DIRECTORS**

## **Article 25. Nominate and candidate members of the Board of Directors**

1. In case the candidates have been identified in advance, information about Board of Directors candidates shall be included in the meeting documents of the General Meeting of Shareholders and shall be announced at least ten (10) days prior to the opening of the General Meeting of Shareholders on the Company's website for shareholders' consideration before voting. Board of Directors nominees must have written commitments to the truthfulness, accuracy and reasonableness of the published personal information and must commit to honestly perform the duties if elected as a Member of the Board of Directors. The information related to the Board of Directors candidates shall be published, at least including:

- a) Full name, date of birth;
- b) Professional qualifications and education;
- c) Employment history;
- d) Other managerial positions (including titles of the Board of Directors of other companies);
- d) Interests related to the Company and related parties of the Company;
- e) Other information (if any) in accordance with the company's charter;
- g) The company is responsible for disclosing information about the companies in which the candidate holds the position of member of the Board of Directors, other managerial positions and the interests related to the company of the candidate Board of Directors (if any).

2. A shareholder or group of shareholders who own at least 5% of the total common shares are entitled rights to nominate members of the Board of Directors. Shareholders are entitled to aggregate the number of voting rights to nominate members of the Board of Directors. Shareholders or a group of Shareholders holding more than 5% to below 10% of total shares with voting rights have the right to nominate 1 member of the Board of Directors; in cases of having from 10% to below 30%, they have the right to nominate two members; in cases of having from 30% to below 40%, they have the right to nominate three members; in cases of having from 40% to below 50%, they have the right to nominate four members; in cases of having from 50% to below 60%, they have the right to nominate five members; in cases of having from 60% to below 70%, they have the right to nominate six members; in cases of having from 70% to below 80%, they have the right to nominate seven members and in cases of having from 80% to below 90%, they have the right to nominate eight members.

3. In case the necessary number of nominated persons and candidates to the election of members of the Board of Directors is insufficient as prescribed in Clause 5 Article 115 of the Enterprises Law, the current Board of Directors may nominate candidates or organize the nomination in accordance with this Charter, the Corporate Governance and the regulations of organization and operation of the Board of Directors. The introduction of candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must satisfy the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Enterprises Law and the company's charter.

## **Article 26. Composition and term of Board of Directors members**

1. The number of members of the Board of Directors will not be less than five (05) or more than eleven (11). The number of Board of Directors members in each period/term will be decided by General Meeting of Shareholders.
2. The term of the Board of Directors shall be five (5) years, members of the Board of Directors may be re-elected without term limits. An individual can only be elected as an independent member of the Board of Directors of a company for no more than 2 consecutive terms. In case the term of office of all members of the Board of Directors ends at the same time, they shall remain members of the Board of Directors until new members are elected and take over their jobs unless otherwise prescribed by company's charter.
3. The member structure of the Board of Directors is as follows:
  - a. The number of non-executive members of the Company's Board of Directors must comply with the following:
    - There must be at least 01 non-executive member where the Company has from 03 to 05 members of the Board of Directors;
    - There must be at least 02 non-executive members where the Company has from 06 to 08 members of the Board of Directors;
    - There must be at least 03 non-executive members where the Company has from 09 to 11 members of the Board of Directors
  - b. The total number of independent members of the Board of Directors must ensure the following regulations:
    - Have at least 01 independent member in case the company has 3 to 05 members of the Board of Directors;
    - Have at least 02 independent members in case the company has 6-8 members of the Board of Directors;
    - Have at least 03 independent members in case the company has 9 to 11 members of the Board of Directors.
4. The Board of Directors members shall no longer have the capacity as members in the case of dismissal, removal, or replacement of the General Meeting of Shareholders by Article 160 of the Enterprises Law
5. The appointment of members of the Board of Directors must be announced in accordance with the laws on securities and securities market.
6. Member of the Board of Directors is not necessary to be a shareholder of the Company.
7. A member of the Company's Board of Directors may concurrently be a member of the Board of Directors or the Members' Council of no more than 05 other companies.

#### **Article 27. Rights and obligations of the Board of Directors**

1. The Board of Directors is the governing body of the Company, having full authority to make decisions in the name of the Company, to exercise the rights and obligations of the Company which do not fall within the authority of the General Meeting of Shareholders.
2. Rights and obligations of the Board of Directors are stipulated by the Law, this Charter and resolutions of the General Meeting of Shareholders. Particularly, the Board of Directors has the following rights and obligations:

- a) Decide on the strategy, mid-term development plan and annual business plan of the Company;
- b) Propose type of shares and total number of shares for each type to be offered for the new issuance;
- c) Decide on the sale of new issued shares within the limit of the number of shares to be offered for sale of each type; decide to raise more capital in other forms;
- d) Decide on the selling price of shares and bonds of the Company;
- d) Decide repurchase of up to 10% of total shares as stipulated in Clause 1, 2, Article 133 of the Enterprises Law;
- e) Decide on investment plans and investment projects within the authority and limitations prescribed by law;
- g) Decide solutions for market development, marketing, and technology;
- h) Approve on the purchase, sale, borrowing, lending and other contracts with the value equal to or more than 30% (thirty percent) of the total asset value written in the latest financial statement of the Company, except for contracts and transactions under the deciding competence of the General Meeting of Shareholders as provided for at Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Enterprises Law.
- h1) Decide on investment or transactions of sale of assets of the Company with a values are from 20% to less than 35% of total value of the assets of the Company recorded in the most recent financial statements;
- i) Election, dismissal and removal of the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors; appoint, dismiss, sign contract, terminate contract with respect to the General Director and other important managers as stipulated in the company's charter; decide the salaries, remuneration, bonuses and other benefits of those managers; appoint an authorized representative to participate in the Members' Council or the General Meeting of Shareholders in another company, and decide on the remuneration and other benefits of such persons;
- k) Supervise and direct the General Director and other managers in operating the daily business of the Company;
- l) Decide on the organizational structure, internal control policy of the company, decide on the establishment of subsidiaries, branches and representative offices and capital contribution and shares purchase of other enterprises;
- m) Approve the agenda and content of documents serving the General Meeting of Shareholders, convene the General Meeting of Shareholders or consult the General Meeting of Shareholders for approval of the decision;
- n) Submit the annual audited financial statement to the General Meeting of Shareholders;
- o) Suggest the dividend ratio to be paid; decide the time and procedures for dividends payment or resolve the losses incurred during the business operation;
- p) Propose the reorganization, dissolution and bankruptcy of the company;

q) Decision to promulgate regulations on operation of the Board of Directors, internal regulations on corporate governance after approval by the General Meeting of Shareholders, Regulations on corporate information disclosure;

q1) Organize training and refresher courses on corporate governance and necessary skills for members of the Board of Directors, the General Director, the Corporate Governance Officer, and other managers of the Company

q2) Pay dividends to shareholders in accordance with law after approval by the annual General Meeting of Shareholders

s) Other rights and obligations in accordance with the Law on Enterprises, the Law on Securities, other regulations of the law and the company's charter.

3. The Board of Directors must report to the General Meeting of Shareholders the results of the activities of the Board of Directors in accordance with the provisions of Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, detailing regulations enforce a number of articles of the Securities Law and any documents amending, supplementing, or replacing it from time to time.

#### **Article 28. Remuneration, bonuses and other benefits of members of the Board of Directors**

1The company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration for work is calculated according to the number of working days necessary to fulfill the duties of the members of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration for each member on the principle of consensus. The total remuneration and bonus of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is included in the business expenses of the Company in accordance with the provisions of the law on corporate income tax, which is presented as a separate item in the annual financial statements of the Company and must report to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors work at sub-committees of the Board of Directors or perform other work outside the normal duties of a member of the Board of Directors. Management, may be paid additional remuneration in the form of a lump-sum remuneration, salary, commission, percentage of profit or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, meals, accommodation and other reasonable expenses they have to pay when performing their responsibilities as members of the Board of Directors. Including costs incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or sub-committees of the Board of Directors.

6. Members of the Board of Directors can be purchased liability insurance by the Company after obtaining approval from the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of the members of the Board of Directors related to the violation of

the law and the company's Charter.

#### **Article 29. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors is elected, dismissed or removed among the members of the Board.
2. The Chairman of the Board of Directors cannot hold the position of General Director of the Company.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a) Establish the operation plans and programs of the Board of Directors;
  - b) Prepare agenda, content, documents for the meeting; convene, chair and chair the meeting of the Board of Directors;
  - c) Organize the adoption of resolutions and decisions of the Board of Directors;
  - d) Supervise the implementation of resolutions and decisions of the Board of Directors;
  - d) Chair the meeting of the General Meeting of Shareholders;
  - e) Other rights and obligations in accordance with the Enterprises Law and the company's charter.
4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal or removal application.
5. In case the Chairman of the Board of Directors is absent or unable to perform his / her duties, he / she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with law. In case no person is authorized or the Chairman of the Board of Directors dies, is missing, is held in custody, is serving a prison sentence, is serving administrative handling measures at a compulsory detoxification establishment or establishment Compulsory education, escaping from residence, restricted or incapable of civil acts, having difficulty in understanding, mastering acts, banned by court from holding positions, banned from practicing or working for several certain jobs, the remaining members elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members agree until there is a new decision of the Board of Directors.

#### **Article 30. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors is elected in the first meeting of the Board of Directors within 07 working days from the end of the election of the Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there are more than one member with the highest and equal number of votes or votes, members shall elect according to the majority rule to select 01 of them to convene a meeting of the Board of Directors.
2. The Board of Directors must meet at least once a quarter and may hold an extraordinary meeting.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a) At the request of the Board of Supervisor or independent member of the Board of Directors;
  - b) At the request of the General Director or at least five Managers;

c) At the request of two members of the Board of Directors.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions under the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receipt of the request specified in Clause 3 of this Article. In case of not convening a meeting of the Board of Directors at the request, the Chairman of the Board of Directors must be responsible for any damage to the Company; The proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person who convenes the meeting of the Board of Directors must send the meeting invitation at least 03 working days before the meeting date. The meeting invitation must specify the time and location of the meeting, agenda, issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and votes of the members.

Invitations to meetings of the Board of Directors can be sent by invitation, phone, fax, electronic means or other method prescribed by the company's charter and guaranteed to reach the contact address of each member of the Board Admin is registered at the Company.

7. The Chairman of the Board of Directors or the convener shall send meeting invitations and accompanying documents to members of the Supervisory Board as to members of the Board of Directors.

Members of the Board of Supervisor have the right to attend meetings of the Board of Directors; has the right to discuss but not to vote.

8. A meeting of the Board of Directors is conducted when there are 3/4 of the total number of members attending the meeting. In case the meeting convened as prescribed in this Clause does not have enough members attending the meeting as prescribed, the meeting shall be convened for a second time within 7 days from the intended date of the first meeting. In this case, the meeting may be held if more than half of the members of the Board of Directors attend the meeting.

9. The members of the Board of Directors are considered attending and voting at the meeting in the following cases:

a) Attend and vote directly at the meeting;

b) Authorize another individuals or organizations to attend and vote at the meeting

c) Attend and vote via online conferences, electronic voting or other electronic forms;

d) Send votes to the meeting by mail, fax and email.

10. In case the votes are sent to the meeting via mail, the votes must be contained in a sealed envelope and sent to the Chairman of the Board of Directors at least 01 hour before the opening. Votes can only be opened in the presence of all attendees.

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

12. Resolutions and decisions of the Board of Directors shall be adopted if they are approved by a majority of the attending members; In the case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

13. Telephone meetings or other forms: A meeting of the Board of Directors can be organized in a form in which all or some members are at different locations on the condition that each participating member can:

- a) Hear every other participating Board member speaking at the meeting;
- b) If desired, be able to speak to other participating members simultaneously.

Communication among members can be implemented directly, through the telephone or via any other means of communication (whether already in use at the time of the approval of this Charter or coming into use afterward) or in a way combining all the forms. According to this Charter, each member of the Board who participates in such a meeting is deemed "present" at the meeting. A meeting which is held in line with the regulation is deemed to be taking place at the venue where the largest group of members of the Board of Directors gathers, or if there is no such group, the venue where the chairperson of the meeting is present will be seen as the venue of the meeting.

Resolutions approved at a telephone meeting organized in line with regulations will take effect immediately after the meeting concludes, but they must be confirmed by a written document with signatures of all participating members of the Board.

14. Resolutions approved by collecting written opinions: A written resolution must be signed by all of the following members of the Board:

- a) Members with the right to vote on resolutions at meetings of the Board;
- b) A number of attending members is not lower than the minimum number of members needed to organize a Board meeting.

Resolutions of this kind take effect and have value exactly like resolutions which are approved by members of the Board at a meeting which is convened and organized in the normal manner. The resolution can be approved by using multiple copies if each copy bears signatures of one member or more.

15. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, recorded, and stored in other electronic forms. Minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language (if necessary), containing the principal contents prescribed in Article 158 of the Law on Enterprises.

Where the chairperson or the minute-taker refuses to sign the meeting minutes, but the minutes are signed by all other attending members of the Board of Directors who agree to adopt them, and the minutes contain all the contents prescribed in Points a, b, c, d, đ, e, g, and h, Clause 1, Article 158 of the Law on Enterprises, the minutes shall be effective. The meeting minutes shall clearly record the refusal of the chairperson or the minute-taker to sign. The persons signing the meeting minutes bear joint and several responsibility for the accuracy and truthfulness of the contents of the minutes of the Board of Directors meeting.. The chairperson and the minute-taker bear personal responsibility for any damage caused to the enterprise by their refusal to sign the meeting minutes in accordance with the Law on Enterprises, the Company's Charter, and relevant laws.

The chairperson, the minute-taker, and the persons who sign the minutes are responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors meeting.

Minutes of meetings of the Board of Directors and the documents used at the meetings must be kept at the head office of the Company.

## **Article 31. Subcommittees of the Board of Directors**

1. The Board of Directors is entitled to establish subcommittees to be in charge of development policy, personnel, salary and bonus, internal audit, risk management and other subcommittees depending on the operational situation of the Company. The number of members of the subcommittee decided by the Board of Directors is at least 03, including members of the Board of Directors and outside members, specifically members are decided by the Board of Directors. The operation of the subcommittee must comply with the regulations of the Board of Directors, the Board of Directors decides on the regulations of the organization and operation and the rights and obligations of each subcommittee. The resolution of the subcommittee is effective only when the majority of members attend and vote for approval at the meeting of the sub-committee
2. Execution of decisions of the Board of Directors, or sub-committees under the Board of Directors must comply with current law provisions and provisions of the company's charter, Internal corporate governance regulations.

## **Article 32. Person in Charge of Corporate Governance**

1. The Board of Management must appoint at least one (1) person to act as the person in charge of Corporate Governance in order to assist corporate governance to be executed effectively. The person in charge of corporate governance can concurrently act as the company secretary according to the provisions of Clause 5, Article 156 of the Enterprises Law
2. Not concurrently work for the independent auditor currently auditing the financial statements of the Company.
3. The person in charge of corporate governance has the following rights and obligations:
  - a) To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders and on relevant work as between the Company and shareholders;
  - b) To prepare meetings of the Board of Directors, of the Board of Supervisors and of the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;
  - c) To advise on meeting procedures;
  - d) To attend meetings;
  - d) To advise on procedures for formulating resolutions of the Board of Directors in compliance with the law;
  - e) To provide financial information, copies of minutes of the Board of Directors and other information to members of the Board of Directors and of the Board of Supervisors;
  - g) To supervise and report to the Board of Directors on activities being disclosure of information by the Company;
  - h) Be a liaison point with stakeholders;
  - i) To maintain confidentiality of information in accordance with law and this Charter;
  - k) Perform other rights and responsibilities as prescribed by laws and the Company's Charter.

## **VIII. GENERAL DIRECTOR, OTHER EXECUTIVE BODIES**

### **Article 33. Management organization**

The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business of the Company. The Company has the General Director, Deputy General Directors, Chief Financial Officer, Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, removal or dismissal of any position mentioned above must be implemented by a resolution of the Board of Directors

### **Article 34. Senior Managers**

1. Senior Managers mean the General Director, Deputy General Director, Chief Accountant and other executives as prescribed by the company's charter.
2. At the request of the General Director and approved by the Board of Directors, the Company is allowed to recruit other executives with the number and standards in accordance with the Company's structure and management regulations by the Board of Directors. regulations. It is the responsibility of the business operator to support the Company in achieving its operational and organizational goals.
3. The general director is paid a salary and a bonus. Salaries and bonuses of the General Director are decided by the Board of Directors.
4. The salary of the executive bodies is calculated into the business expenses of the Company in accordance with the provisions of the law on corporate income tax, which is presented as a separate item in the annual financial statements of the Company and must be reported to the Company. Shareholders' meeting at the annual meeting.

### **Article 35. Appointment, dismissal, obligation and authority of the General Director**

1. The Board of Directors will appoint a member of the Board or hire another person to be the General Director
2. The General Director is the person who operating the day-to-day business of the Company; subject to the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of assigned rights and obligations.
3. The term of office of General Director shall not exceed five (05) years and may be reappointed with an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the company's charter
4. The General Director has the following rights and obligations:
  - a) Decide on issues related to the daily business of the Company that are not within the authority of the Board of Directors;
  - b) Organize the implementation of resolutions and decisions of the Board of Directors;
  - c) Organize the implementation of business plans and investment plans of the Company;

- d) Propose organizational structure plan, internal management regulations of the Company;
- d) Appoint, dismiss and remove managerial positions in the Company, except for positions within the authority of the Board of Directors;
- e) Decide on salary and other benefits for employees in the Company, including the manager who is under the authority to appoint of the General Director;
- g) Labor recruitment;
- h) Propose plans to pay dividends or deal with business losses;
- i) Other rights and obligations as prescribed by law, the company's charter and resolutions and decisions of the Board of Directors.

5. The Board of Directors can dismiss the General Director when a majority of the members of the Board of Directors who have the right to attend the meeting agree and appoint a new General Director to replace.

## **IX. BOARD OF SUPERVISORS**

### **Article 36. Nomination of members of the Board of Supervisors (Supervisors)**

1. The candidacy and nomination of members of the Board of Supervisors shall be carried out similarly with the provisions in Clauses 1 and 2, Article 25 of this Charter.
2. In case the necessary number of nominated persons and candidates to the election of members of the Board of Supervisors is insufficient, the current Board of Supervisors may nominate candidates or organize the nomination in accordance with this Charter, the Corporate Governance and the regulations of organization and operation of the Board of Supervisors. The introduction of candidates 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.

### **Article 37. Composition of the Board of Supervisors**

1. The Board of Supervisors has 3 members. The term of the Board of Supervisors shall be five (5) years, members of the Board of Supervisors may be re-elected without term limits.
2. Members of the Board of Supervisors must meet the criteria and conditions specified in Article 169 of the Enterprises Law and not fall into the following cases:
  - a) Work in the accounting and finance department of the Company;
  - b) Be a member or employee of an independent audit company auditing financial statements of the company in the previous 3 years.
3. A member of the Board of Supervisors is dismissed in the following cases:
  - a) No longer meets the criteria and conditions for being a supervisor as stipulated in Clause 2 of this Article;

b) Resign with a written resignation which is approved.

4. A member of the Board of Supervisors is dismissed in the following cases:

a) Failure to finish the assigned tasks, works;

b) Not exercise their rights and obligations for a period of 6 consecutive months, except in cases of force majeure;

c) Seriously or repeatedly violate the supervisors' obligations as stipulated in the Enterprise Law and Company's Charter;

d) According to the resolution of the General Meeting of Shareholders.

### **Article 38. Head of the Board of Supervisors**

1. Head of the Board of Supervisors is elected by the Board of Supervisors from among the members of the Board of Supervisors; election, dismissal, and removal from office according to the majority rule. The Board of Supervisors must have more than half of its members permanently residing in Vietnam. The Head of Board of Supervisors must have a university or higher degree in one of the majors in economics, finance, accounting, auditing, law, business administration or a major related to the business activities of the business. industry, unless a higher standard is provided in the company's charter.

2. The Head of the Board of Supervisors has the following authorities and responsibilities:

a) To convene the meeting of the Board of Supervisors;

b) To request the Board of Directors, General Director and other Managers to provide relevant information to report to the Board of Supervisors;

c) To prepare and to sign the Board of Supervisors' reports after consulting with the Board of Directors to present to the General Meeting of Shareholders.

### **Article 39. Rights and obligations of the Board of Supervisors**

The Board of Supervisors has the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. Propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the financial statements of the Company; decision on an approved auditing organization to inspect the Company's operations, dismiss the approved auditor when deeming it necessary.

2. Be responsible to shareholders for their supervisory activities.

3. Monitor the financial situation of the Company, compliance with the law in the activities of members of the Board of Directors, General Director, other managers.

4. Ensure operational coordination with the Board of Directors, General Director and shareholders.

5. In case of detecting a violation of law or a violation of the company charter of a member of the

Board of Directors, the General Director and other executives of the enterprise, the Control Board must notify the Board of Directors in writing, treatment within 48 hours, request the person who commits the violation to stop the violation and take remedial measures.

6. Draft the Operation Regulations of the Board of Supervisors and submitting it to the General Meeting of Shareholders for approval.

7. Report to the General Meeting of Shareholders in accordance with Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law and any amendments, supplements, or replacement regulations in effect from time to time.

8. Have access to the Company's records and documents kept at the head office, branches and other locations; have the right to visit the Company's premises of managers and employees during business hours.

9. Have the right to request the Board of Directors, members of the Board of Directors, General Director and other managers to fully, accurately and promptly provide information and documents on the management, administration and operation business of the Company.

10. Other rights and obligations in accordance with the law and this Charter.

#### **Article 40. Meeting of the Board of Supervisors**

1. The Supervisory Board must meet at least twice a year, the number of members attending the meeting is at least 2/3 of the members of the Supervisory Board. The minutes of the Supervisory Board meeting are detailed and clear. The minutes maker and members of the Supervisory Board attending the meeting must sign the minutes of the meeting. Minutes of meetings of the Supervisory Board must be kept to determine the responsibilities of each member of the Supervisory Board.

2. The Board of Supervisors has the right to request members of the Board of Directors, General Director and approved representatives of the auditing organization to attend and answer matters that need to be clarified.

#### **Article 41. Salaries, remuneration, bonuses and other benefits of the Member of the Board of Supervisors**

1. Member of the Board of Supervisor are paid salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total salary, remuneration, bonus, other benefits and annual operating budget of the Board of Supervisor.

2. Member of the Board of Supervisor are entitled to the payment of expenses for meals, accommodation, travel, and expenses for using independent consulting services at a reasonable level. The total remuneration and expenses must not exceed the total annual operating budget of the Board of Supervisor approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders has another decision.

3. Salaries and operating costs of the Supervisory Board are included in the business costs of the Company in accordance with the law on corporate income tax, other relevant laws and must be made into a separate section. in the annual financial statements of the Company.

## **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, BOARD OF SUPERVISORS, GENERAL DIRECTOR AND OTHER MANAGERS**

Member of Board of Directors, Board of Supervisors, General Director, and Managers are responsible for implementing their tasks, including tasks as members of sub-committee of the Board of Directors honestly and in the way that to their belief will bring about highest benefit for the Company.

### **Article 42. Responsible for being loyal and avoiding conflict of interest**

1. Members of the Board of Directors, members of the Supervisory Board, General Director and other managers must disclose related interests in accordance with the Enterprise Law and relevant legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, General Director, other managers and related persons of these members are only allowed to use information obtained through their positions for their benefit of the Company.
3. Members of the Board of Directors, members of the Supervisory Board, General Director and other managers are obliged to notify in writing the Board of Directors, the Supervisory Board of the transactions between the Company, subsidiaries, other companies whose control is over 50% or more of the public company charter capital with that object itself or with related persons of that object in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions in accordance with the securities law on information disclosure.
4. A member of the Board of Directors is not allowed to vote on a transaction that brings benefits to that member or his/her related persons in accordance with the Enterprises Law and the company's charter.
5. Members of the Board of Directors, members of the Supervisory Board, General Director, other managers and related persons of these subjects are not allowed to use or disclose to others internal information for implementation related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, General Director, other executives and individuals, organizations related to these subjects shall not be invalid in the following cases:
  - a) For transactions with a value less than 35% of the total value of assets recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of Membership Board of Directors, members of the Supervisory Board, General Director, other executives were reported to the Board of Directors and approved by the Board of Directors by a majority of votes of the members of the Board of Directors who do not have related benefits;
  - b) For a transaction with a value of 35% or a transaction resulting in transaction value arising within 12 months from the date of making the first transaction with a value of 35% or more of the total asset value recorded in The most recent financial statements, important contents of this transaction as well as the relationship and interests of members of the Board of Directors, members of the Supervisory Board, General Director, other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.

7. The Company shall not provide loans or guarantees to the people specified in Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Law on Securities, as amended, supplemented, or replaced from time to time.

#### **Article 43. Responsibility for damages and compensation**

1. Member of the Board of Directors, the Board of Supervisors, General Director, and Managers who violate the responsibility of acting honestly, or don't complete their obligations with caution, hard-working and expertise will have to be responsible for damages caused by their violation.

2. The Company will compensate people who have been having risks of being a party in appeals, lawsuits, introduction of instance that have been or might be implemented though they are civil, administrative cases (but not lawsuits conducted by the Company or under the initiation of the Company) if that person is a member of the Board of Director, the Board of Supervisors, Managers, Employees or representative authorized by a company acting honestly and diligently in the interests of the Company, in accordance with regulations and there is no detection or confirmation that the person violated his/her responsibilities.

3. Compensation expenses include rising costs (including the fee to hire layer), decision cost, fines, practical rising payments, or payment considered when resolving these cases within the framework of the law. The Company has the right to buy insurance for such people to avoid the compensation obligations mentioned above

### **XI. AUTHORITY TO INVESTIGATE THE COMPANY'S BOOKS AND RECORDS**

#### **Article 44. Authority to investigate books and records**

1. Ordinary shareholders have the right to authority to investigate books and records as follows:

a) Ordinary shareholders have the right to review, look up and extract information about names and contacts in the list of shareholders with voting rights; request to correct their inaccurate information; review, look up, extract or copy the company's charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning from 05% of the total number of common shares or more have the right to review, look up, extract the book of minutes and resolutions, decisions of the Board of Directors, mid-year financial statements. and annually, reports of the Board of Supervisor, contracts, transactions must be through the Board of Directors and other documents, except documents related to trade secrets, business secrets of the Company..

2. In case an authorized representative of a shareholder and a group of shareholders request to look up books and records, there must be a power of attorney of the shareholder and group of shareholders that that person represents or a notarized copy of the power of attorney. this right.

3. Members of the Board of Directors, the Board of Supervisors, General Director and Managers have the right to review the Company's Shareholder Register, list of Shareholders and other books and records of the Company for purposes relating to their positions upon the condition that the information is kept confidential.

4. The Company must keep this Charter and its amendments, Business Registration Certificates, statutes, papers certifying asset ownership, minutes of Shareholders Meetings and meetings of the

Board of Directors, the Board of Supervisors, annual financial statements, accounting books, and other papers required by the Law at the Company's headquarters or in another place provided that the Shareholders and business registration agencies are informed of the place.

5. Company's Charter must be posted on the company's website.

## **XII. EMPLOYEES AND UNIONS**

### **Article 45. Employees and unions**

1. The General Director must prepare a plan for the Board of Directors' approval on issues related to recruitment, employment, termination of employment, salaries, social security, bonuses, awards and discipline for the Managers and employees.

2. The General Director must prepare a plan for the Board of Directors' approval on issues related to the Company's relationships with recognized labor unions, according to the highest standards, practices and management policies, the practices and policies stated in this Charter, regulations of Company and the Law.

## **XIII. PROFIT SHARING**

### **Article 46. Profit distribution**

1. General Meeting of Shareholders will decide dividends ratio and payment methods annually based on the Company's retained profits.

2. The Company will not be subject to interest of any dividends or possible amounts payable related to a type of share.

3. The Board of Directors can propose the General Meeting of Shareholders to approve the payment of dividends fully or partially by shares, and the Board of Directors is the one to implement the decision.

4. Dividends or other payments in cash for or relating to a share must be done in Vietnamese currency. Dividends may be paid by bank transfer where the Company has sufficient bank details of a Shareholder to directly transfer to such Shareholder's bank account. The Company is not responsible for losses arising from such transfer in the event that the transfer has been made according to the bank details provided by shareholders. The payment of dividends on the shares listed in the Stock Exchanges can be carried out through a securities company or the Vietnam Securities Depository (VSD).

5. Pursuant to the Enterprise Law, the Securities Law, the Board of Directors approves resolutions and decisions to determine a specific date to close the list of shareholders. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, to receive notices or other documents.

6. Company will allocate fund from the net profit after tax to the following funds:

- Financial reserve funds;
- Investment and development funds;
- Bonus and welfare funds.

Distributed amounts are decided by Board of Directors and approved by General Meeting of Shareholders.

Other issues related to the distribution of profits comply with the provisions of law.

#### **XIV. BANK ACCOUNTS, FISCAL YEAR, ACCOUNTING SYSTEM**

##### **Article 47. Bank accounts**

1. The Company will open bank accounts in a Vietnamese bank or in foreign banks permitted to operate in Vietnam.
2. With the approval of the relevant State bodies, the Company can open an account abroad as regulated by the Law, if necessary.
3. The Company will make all payments and accounting transactions via the Vietnam dong or foreign currency accounts at the bank where the Company has accounts.

##### **Article 48. Fiscal year**

The Company's fiscal year begins on July 1<sup>st</sup> to June 30<sup>th</sup> of the following year.

##### **Article 49. Accounting system**

1. The accounting system used by the Company is the corporate accounting system or a specific accounting system promulgated and approved by competent agencies.
2. The Company must maintain its accounting books in Vietnamese language. The Company will keep its accounting records in accordance with the types of operations which the Company performs. These records must be accurate, up-to-date, systematic and sufficient to prove and explain all the Company's transactions.
3. The Company uses the Vietnam dong as the official currency in its accounts. In case the Company has economic transactions mainly in a foreign currency, it is allowed to choose that foreign currency as the monetary unit in the accounting, take responsibility for that choice before the law, and notify the agency of direct tax administration.

#### **XV. ANNUAL REPORTS, FINANCIAL STATEMENTS, INFORMATION DISCLOSURE RESPONSIBILITY, PUBLIC ANNOUNCEMENTS**

##### **Article 50. Annual, half-yearly and quarterly reports**

1. The Company must prepare annual financial reports and must be audited in accordance with the law. The company publishes its audited annual financial statements in accordance with the law on disclosure of information on the securities markets and submits it to competent state agencies.
2. Annual financial statements must include all reports, appendices and explanations according to the law on corporate accounting. Annual financial statements must showing honestly and objectively the operation situation of the Company.
3. Companies must prepare and publish reviewed semi-annual financial statements and quarterly financial statements by the law on disclosure of information on the securities markets and submit them to competent state agencies.

## **Article 51. Annual report**

The company shall prepare and publish annual report in accordance with the law on securities and securities markets.

## **XVI. AUDITING**

### **Article 52. Auditing**

1. At the annual General Meeting of Shareholders, an independent auditing company authorized to legally operate in Vietnam and approved by the State Securities Commission to perform audits on financial statements of listed companies will be assigned to perform the Company's auditing activities for the next fiscal year in accordance with the terms and conditions as agreed with by the Board of Directors.
2. The independent auditor's report must be attached to each copy of the annual financial statements of the Company.
3. An auditor performing an audit of the Company is permitted to attend General Meeting of Shareholders and has the rights to receive all announcements and other information relating to any General Meeting of Shareholders which are given to other Shareholders and also has the right to speak at the General Meeting of Shareholders regarding matters relating to auditing work.

## **XVII. SEAL**

### **Article 53. Seal**

1. The seal includes the seal made at the seal engraving establishment or the seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the form, quantity and contents of the company's seal, its branches or representative offices (if any).
3. The Board of Directors and General Director will keep and use the seal in line with corporate governance regulations of the Company.

## **XVIII. TERMINATION OF THE COMPANY**

### **Article 54. Termination of the Company**

1. The Company can dissolve or terminate its operations under the following conditions:
  - a) The term of operation as stated in the company's charter expires without the decision to extend;
  - b) According to the resolutions and decisions of the General Meeting of Shareholders;
  - c) The Business Registration Certificate is revoked, unless otherwise prescribed by the Law on Tax Administration;
  - d) Other cases as provided for by law.
2. Dissolution of the Company ahead of schedule is decided by the GMS and implemented by the

BOD. This decision on dissolution must be announced or approved by the competent authority (if required) as prescribed.

## **Article 55. Liquidation**

1. At least 6 months before the conclusion of the Company's Operating Term or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Council of three (3) members. Two of the members are assigned by the General Meeting of Shareholders and one is assigned by the Board of Directors from an independent auditing company. The Liquidation Council will prepare its own operating regulations. The members of the Council can be selected from the Company's employees or from independent experts. All expenses incurred during the liquidation will be paid by the Company before the Company's other debts.

2. The Liquidation Council has the responsibility to report to the business registration authorities on its day of establishment and the commencement day of operations. From that day, the Council will represent the Company in all matters relating to the liquidation of the Company before the Court and other administrative authorities.

3. The money collected from liquidation will be paid out in the following order:

- a) liquidation expenses;
- b) salary debts, severance pay, social insurance and other benefits of the employee under the collective labor agreement and signed labor contract;
- c) tax debts;
- d) other Company debts;
- đ) the remains after the payment of items from (a) to (d) above will be divided among Shareholders. Common Shareholders will be paid after preferential Shareholders.

## **XIX. SETTLEMENT OF INTERNAL DISPUTES**

### **Article 56. Settlement of internal disputes**

1. When a dispute or complaint relating to the Company work or the Shareholders' rights arises out of this Charter or any rights or obligations stipulated in the Law on Enterprises or the other laws or the administrative regulations, between:

- a) Shareholder and the Company;
- b) Shareholder and the Board of Directors, the General Director or Senior Executives ác.

the concerned parties will try to resolve such dispute through reconciliation. Except where such dispute concerning the Board of Directors or the Chairman of the Board of Directors, such Chairman will preside over any meeting for dispute resolution and shall require each party to present the actual factors relating to the dispute within 15 working days from the date of the arising. If the conflict concerns the Board of Directors or the Chairman of the Board, either party may request appointment of an independent expert who shall act as an arbitrator for the dispute resolution.

2. If no reconciliation is reached within 30 days from the date of issuing notice of dispute of a party, then either party may refer the dispute to the Arbitration (VIAC) or court for settlement.
3. Each party will bear its own costs relating to procedures for negotiation and reconciliation. Payment of the court, the arbitration expenses shall be made in accordance with the judgment of the court, the arbitration tribunal.

## **XX. SUPPLEMENTING AND AMENDING THE CHARTER**

### **Article 57. Supplementing and amending the Charter**

1. Any supplement to or amendment of this Charter must be made approved by the General Meeting of Shareholders.
2. Any regulations not yet regulated in this Charter or new regulation different from the terms of this Charter will be obviously executed in accordance with the current regulations and Law.
3. If the State Competent Authority declares or decides that any one or more of the provisions of this Charter are illegal, invalid or unenforceable in accordance with the law, then that clause will be deemed to be removed from the Charter in any case, and other terms of the Charter remain valid.

## **XXI. EFFECTIVE DATE**

### **Article 58. Effective date**

1. The charter contains 58 articles and XXI chapters and was approved by the General Meeting of Shareholders of Coteccoms Construction Joint Stock Company and the effectiveness of the full contents of this Charter has been fully agreed upon.
2. This Charter is made in 02 originals with the same validity which is approved by the legal representative of the Company and kept at the head office of the Company.
3. This Charter is the unique and official Charter of the Company.
4. Other copies and extracts of the Company's Charter must be signed by the Board Chairman or by at least 1/2 of total number of the Members of the Board of Directors for confirmation to become valid.

### **SIGNATURES OF THE LEGAL REPRESENTATIVE OF THE COMPANY**

**CHAIRMAN OF THE BOARD OF DIRECTORS**



**BOLAT DUSENOV**





# **INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

## **COTECCONS CONSTRUCTION JOINT STOCK COMPANY**

**HO CHI MINH CITY, OCTOBER 20<sup>th</sup>, 2026**

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## CHAPTER I GENERAL RULES

### **Article 1. Scope of Regulation**

The Internal regulations on corporate governance of Coteccons Construction Joint Stock Company (hereinafter referred to as the "Regulation") is formulated in accordance with Law on Enterprises, Law on Securities, Decree 155/2020/ND-CP and other related legal documents. This Regulation provides basic principles of corporate governance to protect the legitimate rights and interests of Shareholders, establishes the standards of the relationship between members of the Board of Directors, the Board of Management, the Board of Supervisors and managers of the Company.

This Regulation is to ensure that the Company's operations run effectively and that the internal management control of the Company is public and transparent in accordance with the provisions of the Company Charter, Law on Enterprises, Law on Securities and related legal documents.

### **Article 2. Definitions and Terminologies**

Terminologies in this Regulation are defined as follows:

1. "*Company*": Coteccons Construction Joint Stock Company
2. "*GMS*": General Meeting of Shareholders
3. "*Related persons*" refers to any individual or organization defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities
4. "*Non-executive BOD member*" is a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant and other executives in accordance with the Company Charter and applicable laws.
5. "*Independent BOD member*" is a member of the Board of Directors meeting the following standards and conditions:
  - a. Not being an employee of the Company, a parent company or a subsidiary of the Company; not a person who has worked for the Company, its parent company or subsidiary of Company for at least 03 consecutive years.
  - b. Not being a person receiving salary or remuneration from the Company, except for the allowances that members of the Board of Directors are entitled to as prescribed;
  - c. Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adoptive child, biological brother, sister, or brother are a major shareholder of the Company; is a manager of the Company or a subsidiary of the Company;
  - d. Not being a person who directly or indirectly owns at least 1% of the total voting shares of the Company;
  - e. Not being a person who used to be a member of the Board of Directors, the Board of Supervisors of the Company for at least five (05) consecutive years, except for the case of being appointed continuously for 02 consecutive terms
6. "*Board of Supervisors member*" and "*Supervisor*" are equivalently understood.
7. Other terms referred to in these Regulation have the same definition as stipulated in the Company Charter.

## **CHAPTER II**

### **SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

#### **Article 3. Rights and obligations of shareholders**

1. Shareholders have full rights and obligations as provided for in Article 115, Article 119 of the Law on Enterprises and the Charter of the Company. Additionally, shareholders have the following permissions:
  - a. Right of fair treatment. Each share of the same type gives the owner the same rights, obligations and interests. In case the Company has types of preference shares, the rights and obligations associated with those types of preference shares must be approved by General Meeting of Shareholders and fully disclosed to the Shareholder;
  - b. Right to fully access to periodic and extraordinary information published by the Company in accordance with the law.
2. Shareholders have the right to protect their legal rights. In case the decision of the GMS violates the law or the Charter of the Company, the decision of the Board of Directors passed is contrary to the provisions of law, a General Meeting Shareholder's resolution or the Charter of the Company causes damage to the Company, shareholders of the Company have the right to request a competent authority to suspend the implementation of, or cancel, such resolution or decision in accordance with the Law on Enterprises and the Company's Charter.

#### **Article 4. Obligations of major shareholders**

Major shareholders have obligations of shareholders in accordance with the Law on Enterprises, in addition to ensure compliance with the following obligations:

1. Major shareholders are not allowed to make use of their advantages to damage the rights and interests of the Company and other shareholders in accordance with the provisions of law and the Company Charter;
2. Major shareholders are obliged to disclose information in accordance with the law.
3. Implementing the resolutions of the General Meeting of Shareholders passed, not using their advantage to change the decisions of the previous General Meeting of Shareholders affecting the legitimate interests of employees of the Company according to business results, not harming the interests of other Shareholders or the reputation of the Company.

#### **Article 5. Company Charter**

The Company Charter is approved by the General Meeting of Shareholders and must not be contrary to the Law on Enterprises, the Law on Securities, the provisions of Decree 155/2020/ND-CP and other relevant legal documents

#### **Article 6. General meeting of shareholders**

The General Meeting of Shareholders is conducted in accordance with the Law on Enterprises, in addition, the following regulations must be ensured:

1. The Company fully complies with the order and procedures for convening the General Meeting of Shareholders in accordance with the law, the Company Charter and the internal regulations of the Company. The Company must disclose information on the making of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the final registration date.

2. The Company is not allowed to restrict shareholders to attend the General Meeting of Shareholders, and must create conditions for shareholders to authorize representatives to attend the General Meeting of Shareholders. The authorization of a representative to participate in the General Meeting of Shareholders must comply with the following provisions:

The authorization for representative individuals or organizations to attend the General Meeting of Shareholders must be made in writing. The authorization document is made according to the provisions of civil law and must clearly state the name of the authorized shareholder, the name of the individual, the authorized organization, the number of authorized shares, the content of authorization, the scope of authorization, term of authorization, signatures of the authorizing and the authorized party.

The authorized representative to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, meeting attendees must present the initial authorization document of shareholder, the authorized representative of institution shareholder (if it has not been registered with the Company before).

3. The Board of Directors or the convener of the General Meeting of Shareholders shall arrange the agenda, arrange a reasonable venue and time to discuss and vote on each issue in the agenda of the General Meeting of Shareholders in accordance with Clause 5 Article 140 of the Law on Enterprises
4. The Company tries its best in applying modern information technologies so that shareholders can participate in the meeting of the General Meeting of Shareholders in the best way.
5. Annually, the Company must hold the annual General Meeting of Shareholders in accordance with the Law on Enterprises. In case the Company's audited annual financial statements contain material exceptions, conflicting opinions, or refuses, the Company must invite representatives of the approved auditing organizations to audit the report. The representative of the auditing organization above is responsible for attending the Annual General Meeting of Shareholders of the Company.
6. The principles, content, order and procedures for collecting written opinions of shareholders to pass decisions of the General Meeting of Shareholders are stipulated by the Company in the Company Charter or in internal regulations. In case of collecting written opinions, the Company must ensure to send and disclose all documents and ensure a reasonable time for shareholders to review documents before sending votes as is the case with the General Meeting of Shareholders.

#### **Article 7. Sequence and procedures for approval of the online General Meeting of Shareholders**

1. **Notice to convene the meeting of the online General Meeting of Shareholders:**  
The notice of invitation to the online General Meeting of Shareholders is in accordance with Article 143 of the Law on Enterprises and Article 18 of the Company Charter.
2. **Register to attend the online General Meeting of Shareholders:**
  - 2.1. All shareholders have the right to attend and vote on issues under the mandate of the online General Meeting of Shareholders in accordance with this Regulation and Regulation on organization of the online General Meeting of Shareholders (if any).

Shareholders' attendance and voting are performed on software/software systems ("**System**") selected by the Company..

2.2. How to register to attend the online General Meeting of Shareholders:

- a. Shareholders attending the online General Meeting of Shareholders can access to the website of the online Company's General Meeting of Shareholders (according to the notice from time to time) and fill in the information of shareholders as registered with the Vietnam Securities Depository ("VSD"), including:
  - Full Name;
  - Phone number;
  - Ownership registration number includes: ID/Passport/Citizen ID Number (for individual Shareholders), Business regulation/Transaction regulation of foreign investors (for institutional shareholders) and other documents required by VSD);
  - E-mail;
  - Password to attend the online General Meeting of Shareholders (attached to the Invitation).
- b. Upon successful registration, the System will send login credentials to log in the online General Meeting of Shareholders ("**Login Credentials**") via short message service "SMS" or Email to Shareholders. These Login Credentials are only valid until the end of the General Meeting of Shareholders.
- c. Shareholders are responsible for the keeping the Login Credentials confidential. In case shareholders lose their login information, shareholders can request the company to re-issue the login information to the phone number, email that the shareholder registered with VSD.
- d. Credential may be reissued one time and the Company does not hold responsible for (i) the Shareholder losing their Login Credentials after being re-issued at the request of the shareholder or (ii) Login Credentials are disclosed or provided to a third party out of intentional mistakes of the Company or (iii) The Company has sent shareholder Login Credentials 03 times (in case the Company receives failure notice when sending SMS/Email to Shareholders) and the Shareholders still do not receive them not out of intentional mistakes of the Company. If the shareholder does not register their phone number/email with VSD or whose information filled in paragraph a mentioned above (Full name and ownership registration number) does not match the information provided by the VSD is not allowed to attend the online General Meeting of Shareholders but still have the right to attend the offline General Meeting of Shareholders.
- e. In case shareholders want to register/change their new phone number, Email or the other personal information from what have been registered with VSD, they can contact the depository member where their opened the account to update information as required by VSD before the record date.
- f. The Company is not responsible for updating the information of shareholder with VSD nor for the failure of the shareholders to update with the depository member where their opened the securities account, which results in outdated information in the list of shareholders provided by VSD.

2.3. To attend the online General Meeting of Shareholders:

- a. Shareholders log in the System using the ID and Password sent via SMS and Email of Shareholders.
  - b. The system will be opened and recorded the attendance of shareholders 15 minutes before the online AGM starting or another time according to the Notice attached to the Invitation sent to Shareholders.
  - c. After logging into the System, Shareholders are considered eligible to attend and vote in the online General Meeting of Shareholders with the same validity as the voting results of the offline General Meeting of Shareholders.
  - d. Shareholders attending online can speak and offer suggestion during the meeting through the utilities provided by the System.
3. **Conducting necessary conditions:**  
Comply with Article 19 Charter of the Company.
4. **Voting online:**
- 4.1. Shareholders exercise their election and voting right through the System. The Company will send the instructions in the Notice attached to the Invitation to Shareholders.
  - 4.2. Online voting results are recorded by the System at the completion of voting for each content or at the end of voting period. Shareholders agree and take responsibility for voting results when they are logged in and registered to attend as prescribed in Clause 2.2, Article 7 of this Regulation.
  - 4.3. Where a shareholder has registered to attend the online GMS but does not vote or cast election ballots on the System before the time the Company ends the collection of ballots/closes the ballot box (the "**Voting Closing Time**"), or logs out of the System before that time, the System will still record the Shareholder's attendance. For items on which the Shareholder has not exercised the right to vote or elect, the System will record that the Shareholder did not exercise the right to vote on that item or did not vote for any candidate. Where the failure to vote or elect arises from an error of the System managed and operated by the Company (transmission or network errors), the Chairman of the Meeting or the Vote Counting Committee shall consider and handle the matter in accordance with the Regulations on organization of the Meeting to safeguard the lawful rights of shareholders.
  - 4.4. In case the shareholders log out of the System or lose connection then log back in/reconnected prior to the End of Voting Period, the Shareholders may continue to vote for the remaining items.
  - 4.5. In case the online organization of the General Meeting of Shareholders lose connection (due to communication error, or network error), the Chairperson or the person appointed by the Chairperson of the General Meeting of Shareholders will decide to suspend the meeting for remedial period that's suitable to the actual situation at the General Meeting of Shareholders.
  - 4.6. Once successfully logged in to the online General Meeting of Shareholders in accordance with Clause 2.3.c, Article 7 of this Regulation, Shareholders will not be able to discuss and vote in person in offline General Meeting of Shareholders even if they are physically present at the General Meeting of Shareholders. The system will only record one form of attending and voting of shareholders, either online or offline, whichever comes first.

**5. Authorization to the Board of Directors:**

- 5.1. To decide whether to apply the form of organization of the GMS online in its entirety or to organize an online General Meeting of Shareholders together with organizing the GMS directly.
- 5.2. To select the system/software to support the organization of an online General Meeting of Shareholders and be entitled to amend, supplement and replace the provisions on the organization of an online General Meeting of Shareholders in this Regulation if deemed necessary to ensure regulatory compliance.

**Article 8. Report on activities of the Board of Directors at the Annual General Meeting of Shareholders**

Report on activities of the Board of Directors to submit to the Annual General Meeting of Shareholders in accordance with Point c, Clause 2, Article 139 of the Law on Enterprises and the Charter of the Company, in addition, the following contents must be ensured:

1. Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors according to the provisions of Clause 3, Article 163 of the Law on Enterprises and the Company Charter
2. Summarizing the meetings of the Board of Directors and the decisions of the Board of Directors;
3. Results of assessment of independent members of the Board of Directors on the activities of the Board of Directors (if any);
4. Operations of other subcommittees under the Board of Directors (if any);
5. Results of supervision of the General Director;
6. Results of supervision of the other manager;
7. Future plans.

**Article 9. Report on activities of the Board of Supervisors at the Annual General Meeting of Shareholders**

Report on activities of the Supervisory Board submitted to the Annual General Meeting of Shareholders in accordance with the provisions of Point d, Point dd, Clause 3, Article 139 of the Law on Enterprises, in addition, the following contents must be ensured:

1. Remuneration, operating expenses and other benefits of the Board of Supervisors and each Supervisor as stipulated in Clause 3, Article 172 of the Law on Enterprises and the Company Charter
2. Summarize the Supervisory Board's meetings and conclusions and recommendations of the Supervisory Board;
3. Results of monitoring the operation and financial situation of the Company;
4. Results of supervision for the Board of Directors, General Director and other executives of the Company;
5. Results of the evaluation of the coordination between the Board of Supervisors and the Board of Directors, General Director and shareholders.

### **CHAPTER III**

#### **MEMBERS OF THE BOARD OF DIRECTORS AND BOARD OF DIRECTORS**

##### **Article 10. Candidacy and nomination of members of the Board of Directors**

1. In case the candidates have been identified in advance, information about Board of Directors candidates shall be included in the meeting documents of the General Meeting of Shareholders and shall be announced at least ten (10) days prior to the opening of the General Meeting of Shareholders on the Company's website for shareholders' consideration before voting. The information related to the Board of Directors candidates shall be published, at least including:
  - a. Full name, date of birth;
  - b. Professional qualifications and education;
  - c. The company is responsible for disclosing information about the companies in which the candidate holds the position of member of the Board of Directors, other managerial positions and the interests related to the company of the candidate Board of Directors (if any);
  - d. Employment history;
  - e. Other managerial positions (including titles of the Board of Directors of other companies);
  - f. Interests related to the Company and related parties of the Company;
  - g. Other information (if any) in accordance with the company's charter.The company must ensure shareholders have access to information about the companies for which the candidate holds the position of Board member, other management positions and interests related to the company of candidates.
2. Board of Directors nominees must have written commitments to the truthfulness, accuracy and reasonableness of the published personal information and must commit to honestly perform the duties if elected as a Member of the Board of Directors.
3. A Shareholder or a group of Shareholders holding more than 5% of the total ordinary shares may nominate candidates to the Board of Directors according to regulations of the Law on Enterprises and Company Charter.
4. In case the necessary number of nominated persons and candidates to the election of members of the Board of Directors is insufficient as prescribed in Clause 5 Article 115 of the Enterprises Law, the current Board of Directors may nominate candidates or organize the nomination in accordance with this Charter. The introduction of candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.
5. The voting for members of the Board of Directors:

Voting to elect members of the Board of Directors must be conducted by the method of cumulative voting, in which shareholders have the right to use their total voting rights for a candidate; or a number of candidates with an equal number of votes per candidate is not required; or only a portion of their total voting rights will be elected for one or several candidates, the remainder may not vote for any candidate. The number of

candidates to be elected in each vote cannot exceed the maximum number of candidates allowed to vote.

**Elected person:**

- The elected person is determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the specified number of members is met.
- If there are many candidates with the same number of votes, making the selection of the required number of people not possible, that number of candidates must be re-elected to select the missing number after the candidates with higher votes have been elected. The re-election also follows the principle of cumulative voting.

**Article 11. Standards of the Board of Directors**

1. Members of the Board of Directors must meet the criteria and conditions as provided for in Clause 1, Article 155 of the Law on Enterprises and the Company Charter. Members of the Board of Directors may not be shareholders of the Company
2. The Chairman of the Board of Directors is not allowed to concurrently hold the title of General Director of the Company.
3. A member of the Company's Board of Directors may concurrently be a member of the Board of Directors or the Members' Council at a maximum of five (05) other companies.

**Article 12. Composition of the Board of Directors**

1. The number of members of the Board of Directors is at least five (05) people and at most eleven (11) people. The specific number of Board members for each period/term shall be decided by the General Meeting of Shareholders.
2. The structure of the Board of Directors members:
  - a. The number of non-executive members of the Company's Board of Directors must comply with the following:
    - At least 01 non-executive member where the Company has from 03 to 05 Board members;
    - At least 02 non-executive members where the Company has from 06 to 08 Board members;
    - At least 03 non-executive members where the Company has from 09 to 11 Board members.
  - b. The total number of independent members of the Board of Directors must ensure the following regulations:
    - Have at least 01 independent member in case the company has 3 to 05 members of the Board of Directors;
    - Have at least 02 independent members in case the company has 6-8 members of the Board of Directors;
    - Have at least 03 independent members in case the company has 9 to 11 members of the Board of Directors.

**Article 13. Rights of members of the Board of Directors**

Members of the Board of Directors have full rights under the provisions of the Law on Enterprises, relevant legal documents and the Company Charter, especially the right to be provided with information and documents about the financial situation, business activities of the Company and its affiliates.

#### **Article 14. Responsibilities of members of the Board of Directors**

1. Members of the Board of Directors must fully comply with the responsibilities of the Law on Enterprises and the Charter of the Company, in addition, must ensure the following responsibilities:
  - a. Performing responsibilities honestly, prudently for the best interests of shareholders and the Company;
  - b. Attending all meetings of the Board of Directors and have clear opinions on the discussed issues;
  - c. Promptly and fully reporting to the Board of Directors the remuneration received from subsidiaries, associates and other organizations
  - d. Reporting to the Board of Directors at the latest meeting of transactions between the company, subsidiary, company controlled by the company over 50% of charter capital with members of the Board of Directors and related persons of that member; transactions between company and company in which a member of the Board of Directors is a founding member or manager of an enterprise during the last 3 years prior to the transaction time;
  - e. Disclosing information when trading shares of the company in accordance with the law.
  - f. Each independent member of the Company's Board of Directors must prepare a report assessing the operations of the Board of Directors.
2. Members of the Board of Directors may be purchased by the Company for liability insurance after obtaining approval from the General Meeting of Shareholders. This insurance does not cover the liability of the members of the Board of Directors related to the violation of the law and the Company Charter.

#### **Article 15. Responsibilities and obligations of the Board of Directors**

The Board of Directors must fully comply with the responsibilities and obligations under the provisions of the Law on Enterprises and the Charter of the Company, in addition the Board of Directors has the following responsibilities and obligations:

1. The BOD is responsible to the shareholders for the Company's activities;
2. Treat fairly all the shareholders and protect the interests of the persons whose interests are related to the company;
3. Ensure the operations of the company in compliance with regulations of law and the company's charter and internal regulations;
4. Develop the Operation Regulation of the Board of Directors and submitting to the General Meeting of Shareholders for approval and public on the company's website.
5. Monitor and prevent conflicts of interests of members of the Board of Directors, members of the Supervisory Board, General Director (Director) and other managers, including the misuse of company assets target and abuse of related party transactions.
6. Appoint a person in charge of corporate governance.
7. Organize training courses on corporate governance and necessary skills for members of the Board of Directors, General Director (Director), the Person in charge of corporate governance and other managers of the company.

8. Develop internal regulations on corporate governance and submitting to the General Meeting of Shareholders for approval in accordance with Clause 2, Article 270 of Decree No. 155/2020/ND-CP
9. The Board of Directors develops regulations on the order and procedures for nomination, candidacy, election, dismissal and removal of members of the Board of Directors and the order and procedures for organizing meetings of the Board of Directors which is not contrary to the provisions of law and the Company Charter, including the following main contents:
  - a. Order and procedures for nomination, candidacy, election, dismissal and removal of members of the Board of Directors:
    - Standards of the members of the Board of Directors;
    - Method of nominating people for the position of members of the Board of Directors of a shareholder or group of shareholders in accordance with the law and the Company Charter;
    - Method of electing members of the Board of Directors;
    - Cases of dismissal or removal of members of the Board of Directors.
    - Notice of the election, dismissal, removal of the members of the Board of Directors.
  - b. Order and procedures for organizing meetings of the Board of Directors:
    - Notice of the Board of Directors meeting: including agenda, time, location, related documents;
    - Conditions for organizing meetings of the Board of Directors;
    - Method of voting;
    - Method of passing resolutions of the Board of Directors;
    - Recording the minutes of the Board of Directors meeting;
    - Notice the resolutions of the Board of Directors.
10. The Board of Directors is responsible for reporting on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with Article 8 of this Regulation.
11. Pay dividends to shareholders in accordance with the law after approval by the annual General Meeting of Shareholders.
12. Other rights and obligations as prescribed by the Company's Charter and the Internal Regulations on Corporate Governance.

#### **Article 16. Meeting of the Board of Directors**

1. The Board of Directors must hold a meeting at least once a quarter in the order specified in the Company Charter and this Regulation. The organization of the Board of Directors meeting, meeting agenda and related documents are notified in advance to the members of the Board of Directors according to the time limit prescribed by law and the Company Charter.
2. Minutes of meetings of the Board of Directors must be made in detail and clear, including full name, signature of the chairman and minutes maker. In case the chair or the minutes maker refuses to sign the minutes, the meeting minutes shall comply with Clause 2, Article 158 of the Law on Enterprises. The content approved by the majority of the attending members in the meeting minutes of the Board of Directors must be approved

in a resolution. Minutes of meetings of the Board of Directors must be kept according to the provisions of law and the company's charter.

3. The Board of Directors can approve the decision by collecting written opinions. The decision is considered passed when signed by all the following members of the Board of Directors:
  - Members have the right to vote on the resolution at the Board meeting;
  - The number of members participating in voting is not lower than the minimum number of members regulated as the Board of Directors meeting as usual.
4. Annually, the Board of Directors requires independent members to have an evaluation report on the activities of the Board of Directors and this evaluation report can be announced at the Annual General Meeting of Shareholders.

#### **Article 17. Remuneration of the Board of Directors**

1. The remuneration of the Board of Directors is approved annually by the General Meeting of Shareholders and announced in accordance with this Regulation.
2. In case a member of the Board of Directors concurrently holds a title in the executive apparatus of the Company and its subsidiaries, the remuneration announced must include the salaries and bonuses associated with the executive title and other remuneration.
3. Remuneration, other benefits and expenses paid by the Company to each member of the Board of Directors are disclosed in detail in the Annual Report of the Company.

#### **Article 18. Committees of the Board of Directors**

1. The Board of Directors is entitled to establish subcommittees to be in charge of development policy, personnel, salary and bonus, internal audit, risk management and other subcommittees depending on the Company's situation in each period. The number of members of the subcommittee decided by the Board of Directors is at least 03 people, including members of the Board of Directors and external members, specifically members are decided by the Board of Directors. The operation of the subcommittee must comply with the regulations of the Board of Directors. The Board of Directors decides on the regulations of organization, operation, rights and obligations of each subcommittee. The resolution of the subcommittee is effective only when the majority of members attend and vote for approval at the the sub-committee's meeting.
2. The implementation of BOD/Subcommittee's decisions must comply with current law provisions and the provisions of the Company Charter.

#### **Article 19. Person in Charge of Corporate Governance**

1. The Board of Directors must appoint at least one (01) person to do the duties of the person in charge of corporate governance. The person in charge of corporate governance may concurrently act as the Company Secretary according to the provisions of Clause 5, Article 156 of the Law on Enterprises and Article 32 of the Company Charter.
2. The person in charge of corporate governance must be knowledgeable about the law, not concurrently working for an independent auditing company that is auditing the financial statements of the Company.
3. The person in charge of corporate governance has the following rights and obligations:
  - a. Advising the Board of Directors in organizing the General Meeting of Shareholders in accordance with the regulations and the related work between the Company and shareholders;

- b. Preparing the meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
- c. Consulting about the procedures of the meetings;
- d. Attending meetings;
- e. Advising on procedures for making resolutions of the Board of Directors in accordance with law;
- f. Providing financial information, copies of the Board meeting minutes and other information to the members of the Board of Directors and the Supervisors;
- g. Keeping information confidential according to the provisions of law and the Company Charter;
- h. Being a liaison point with stakeholders;
- i. Keeping information confidential according to the provisions of law and the Company Charter;
- j. Other rights and obligations in accordance with the law and the Company Charter.

**Article 20. Attendance of independent auditor in the General Meeting of Shareholders**

The auditor or the representative of the auditing company must be invited to attend the Annual General Meeting of Shareholders to express his opinion at the General Meeting of Shareholders on matters related to the annual financial statements in the event that the auditor's report contains significant exceptions.

## **CHAPTER IV**

### **SUPERVISOR AND THE BOARD OF SUPERVISORS**

**Article 21. Candidacy and nomination of Controllers**

The election and nomination of Supervisor are similar to the candidacy and nomination of members of the Board of Directors as prescribed in Clauses 1, 2, 3 and 5 Article 10 of this Regulation and Company Charter.

In case the number of Supervisors candidates through nomination and candidacy is insufficient, the incumbent Supervisor may nominate more candidates or hold a nomination according to the mechanism specified in the Public Charter ty. Nomination mechanism of the incumbent Supervisor is clearly announced and approved by the General Meeting of Shareholders before proceeding.

**Article 22. Supervisor**

1. The Board of Supervisors has 3 members. Supervisor may not be shareholders of the Company.
2. Supervisor must satisfy the criteria and conditions specified in Clause 1, Article 169 of the Law on Enterprises, the Company Charter and not fall into the following cases:
  - a. Working in the accounting and finance department of the Company;
  - b. Being a member or employee of the independent audit company auditing the financial statements of the Company in the last three (03) consecutive years.
3. Head of the Board of Supervisors is elected by the Board of Supervisors from among the BOS members; election, dismissal, and removal from office according to the majority rule. The Board of Supervisors must have more than half of its members permanently residing in Vietnam. The Head of Board of Supervisors must have a university or higher degree in one of the majors in economics, finance, accounting, auditing, law, business

administration or a major related to the business activities of the enterprise, unless otherwise specified by law.

#### **Article 23. Rights and obligations of Supervisor**

1. Supervisor have rights under the provisions of the Law on Enterprises, relevant laws and the Company Charter, including the right to access information and documents related to the Company's operations. Members of the Board of Directors, General Director and other Senior executives are responsible for providing timely and complete information at the request of the Supervisor.
2. Supervisors are responsible for complying with the provisions of law, the Company Charter and professional ethics in implementing the assigned rights and obligations. Supervisors are responsible for performing their duties as prescribed by law, this Charter and this Regulation.

#### **Article 24. Rights and obligations of the Board of Supervisors**

The Board of Supervisors has rights and obligations as stipulated in Article 170 of the Law on Enterprises and the Company Charter. In addition, the Board of Supervisors has the following rights and obligations:

1. Proposing the General Meeting of Shareholders to approve an independent auditing organization to audit the financial statements of the Company;
2. Being responsible to shareholders for their supervisory activities;
3. Supervising the financial situation of the Company, the legality in the activities of members of the Board of Directors, General Director, other managers, the coordination between the Board of Supervisors and the Board of Directors, General Director and shareholders;
4. In case of detecting a violation of law or a violation of the Company Charter by a member of the Board of Directors, the General Director and other executives of the Company, must notify the Board of Directors in writing within 48 hours, ask the person who has the act to stop the violation and take measures to compensate the consequences;
5. Developing the Operation Regulation of the Board of Supervisor and submit it to the General Meeting of Shareholders for approval.
6. Reporting at the General Meeting of Shareholders in accordance with Article 9 of this Regulation.

#### **Article 25. Meeting of the Board of Supervisors**

1. The Board of Supervisors must meet at least two (02) times a year, the number of members attending the meeting must be at least two-thirds (2/3) of the number of Supervisors. Minutes of the Board of Supervisors meeting are made in detail and clearly. The secretary and the Supervisor attending the meeting must sign the minutes of the meeting. Minutes of meetings of the Board of Supervisors must be kept to determine the responsibilities of each Supervisor.
2. The Board of Supervisors has the right to request members of the Board of Directors, General Director and representatives of the independent auditing company to attend and answer matters of interest to the Controllers.

#### **Article 26. Remuneration of of the Board of Supervisors**

Annually, the Supervisors are entitled to remuneration for the performance of obligations of the Board of Supervisors. Remuneration for the Controllers is approved by the General

Meeting of Shareholders. Total remuneration, other benefits as well as expenses paid to each member by the Company to the Board of Supervisors are announced in the Annual Report of the Company and to the shareholders.

## **CHAPTER V**

### **INTERNAL AUDIT BOARD**

#### **Article 27. Internal Audit**

1. Internal Audit has the role of ensuring independence and objectivity in evaluating the internal management and control system, supporting and contributing to the creation of added value, improving the level of control. control the professional activities of the Company, specific jobs include:
  - Monitoring the process of preparing financial statements;
  - Controlling compliance with regulations in the internal management document system of the Company;
  - Participating in completing the Internal Control system to ensure that the Company's management processes and risk management processes are effective and efficient.
2. The Internal Audit belongs to the Board of Supervisors of the company.
3. The Head of the Internal Audit is responsible for evaluating the performance of all members of the Internal Audit.

#### **Article 28. Professional and ethical standards of Internal Audit**

1. The members of the Internal Audit Board must have expertise in finance, accounting, auditing or specific specialties of the Company activities.
2. The Internal Audit Board or any employee acting as the Internal Audit Board of the Company is responsible for ensuring independence, integrity, objectivity, professional capacity, prudence and confidentiality.
3. Members of the Internal Audit Board are responsible for complying with the Company Charter, internal regulations and relevant laws. The Company can apply the signing mechanism of information confidentiality agreement for each member of the Internal Audit Board.

#### **Article 29. Rights and responsibilities of the Internal Audit Board**

1. Rights of the Internal Audit Board:
  - To be provided fully and promptly all necessary information, documents and records for the Internal Audit.
  - Accessing and reviewing all professional processes and assets when performing the Internal Audit, accessing and interviewing all the employees on issues related to the audit content.
2. Responsibilities of the Internal Audit Board:
  - Keeping documents and information confidential in accordance with current law and this Regulation.
  - To be responsible to the Board of Directors, the Board of Supervisors for the performance of the Internal Audit, for the assessments, conclusions, recommendations and proposals in the Internal Audit reports.

- Tracking the implementation results of recommendations after the internal audit process of the units.

## **CHAPTER VI**

### **SENIOR EXECUTIVES**

#### **Article 30. Standards of Senior executives**

Senior executives must meet the criteria and conditions prescribed by law and the Charter. Criteria and conditions of other senior managers are proposed by the General Director based on each professional position, expertise and must meet the conditions prescribed by law.

#### **Article 31. Appointment of Senior executives**

The selection and appointment of Senior executives comply with the law on labor, the Company Charter.

1. Appointment of General Director: General Director is appointed by the Board of Directors on the basis of the proposal of the Chairman of the Board of Directors.
2. Appointment of the Senior executives will be appointed by the Board of Directors on the basis of the recommendation of the General Director.
3. The person who has the authority to appoint a Senior executive has the authority to consider the dismissal or removal of the appointed person according to the procedures specified by the labor law, the Company Charter and the appropriate agreements. contract with that Senior executives.

#### **Article 32. Signing Labor Contract with Senior executives**

The Company signs a labor contract with a Senior executive in accordance with the law on labor.

#### **Article 33. Notice of appointment and dismissal of Senior executives**

After having a decision to appoint, dismiss or dismiss Senior executives, the Company will publish in accordance with the law on disclosure of information on the stock market, and post on the website of the Company, notify within the Company and to relevant agencies and partners.

#### **Article 34. Principle of relationship between the Board of Directors and the General Director**

1. The General Director is the person responsible for organizing the implementation of the resolutions and decisions of the Board of Directors, having the highest decision-making power on all daily operations of the Company, except for matters falling within its authority of the General Meeting of Shareholders, the Board of Directors, Chairman of Board of Directors or Investment Committee.
2. Board of Directors does not interfere in the day-to-day management of the General Director.
3. The General Director has the right to reserve his/ her opinion against the decisions of the General Meeting of Shareholders or the Board of Directors, but must still comply with that decision.

## **CHAPTER VII**

### **PREVENTING CONFLICT OF INTERESTS**

#### **Article 35. Responsibility to be honest and avoid conflicts of interests of members of the Board of Directors, Board of Supervisors, General Director, other managers**

1. Members of the Board of Directors, Supervisor, General Director, other managers must disclose their related interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the Board of Supervisor, General Director, other managers and related persons of these members are only allowed to use information obtained through their positions to serve interests of the Company.
3. Members of the Board of Directors, members of the Board of Supervisor, General Director and other managers are obliged to notify in writing to the Board of Directors, the Board of Supervisor about the transactions between the Company, the company. A public company has more than 50% or more of its charter capital with that object or related persons of that object according to the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions in accordance with the securities law on information disclosure.
4. A member of the Board of Directors is not allowed to vote on a transaction that brings benefits to that member or his/her related persons in accordance with the Law on Enterprises and the company's charter.
5. Members of the Board of Directors, members of the Supervisory Board, General Director, other managers and related persons of these subjects are not allowed to use or disclose to others internal information to perform related transactions.

#### **Article 36. Transactions with related persons**

1. When conducting transactions with related persons, the Company must sign a written contract on the principle of equality and voluntariness.
2. The Company applies necessary measures to prevent related persons from interfering with the Company's operations and harming the interests of the Company through control of purchase and sale transactions, prices the Company's goods and services.
3. The Company takes necessary measures to prevent shareholders and related persons from conducting transactions that result in loss of Company capital, assets or other resources.

#### **Article 37. Transactions with shareholders, company managers and related persons of these people**

1. The Company is not allowed to provide loans or guarantees to individual shareholders and the related persons of such shareholders are individuals.
2. The Company is not allowed to provide loans or guarantees to institution shareholders and their related individuals, except where the shareholder is a subsidiary, in cases where the subsidiary is a company with no state-held shares or capital contributions and made its capital contribution to, or purchased shares of, the Company before July 1, 2015.
3. The Company is not allowed to provide loans or guarantees to the related persons of institution shareholders, except in the following cases:

- a. The Company and related institutions of shareholders are companies in a group or companies operating in groups of companies including the parent company - subsidiary, corporation and This transaction must be approved by the General Meeting of Shareholders or the Board of Directors in accordance with the Company Charter; at the same time the organization that is a related person is not a shareholder of the Company as provided in Clause 2 of this Article.
- b. Other regulations provided by law.
4. Except for the transactions approved by the General Meeting of Shareholders, the Company may not perform the following transactions:
  - a. Granting loans or guarantees to members of the Board of Directors, members of Board of Supervisor, General Director, other managers who are not shareholders and related individuals and organizations of these objects;  
In case of providing loans or guarantees to related organizations of the Board of Directors members, the Board of Supervisor members, General Director , other managers and where the Company and such organization (except where such organization is a shareholder of the Company as specified in Clause 2 of this Article) are companies in the same group or companies operating in groups of companies including parent company - subsidiary company, economic group, General Meeting of Shareholders or Board of Directors approved in accordance with provisions of the Charter company;
  - b. A transaction with a value of 35% or more or a transaction resulting in the total transaction value arising within 12 months from the date of making the first transaction with a value of 35% or more of the total asset value recorded in the latest financial statements or a smaller percentage or value as prescribed in the Company Charter between the Company and one of the following subjects:
    - Members of the Board of Directors, members of the Board of Supervisor, General Director , other managers and related persons of these subjects;
    - Shareholders, authorized representatives of shareholders own more than 10% of the total common shares of the company and their related individuals;
    - Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises
  - c. Contracts, loan transactions, sale of assets with a value of more than 10% of the total asset value recorded in the latest financial statement between the Company and shareholders owning from 51% of the total number of voting shares or their related individuals.
5. The Board of Directors shall approve the contracts and transactions specified at Point b, Clause 4 of this Article that are valued at less than 35% of the total asset value stated in the most recent financial statements, or a smaller ratio or value as provided in the Company's Charter.

**Article 38. Ensure the legal rights of persons with interests related to the Company**

1. A public company must perform its responsibilities to the community and persons with interests related to the Company in accordance with current law and the Company Charter.
2. The company must comply with the regulations on labor, environment and society.

## **CHAPTER VIII**

### **INFORMATION REPORT AND DISCLOSURE**

#### **Article 39. Obligation to disclose information**

1. Information and method of disclosing information are conducted in accordance with the law and the Company Charter. In addition, the Company must fully, accurately and promptly disclose other information if such information is likely to affect securities prices and affect decisions of shareholders and investors. Information and method of disclosing disclose information are in accordance with the law and the Company Charter.
2. Disclosure of information is done in ways that ensure equitable access to shareholders and the investing public. The language in information disclosure should be clear, easy to understand and avoid misleading to shareholders and investors.

#### **Article 40. Disclosure of the organizational management model of the Company**

1. The company must report to the State Securities Commission, the Stock Exchange and disclose information on the organization, management and operation model of the Company in accordance with Article 137 of the Law on Enterprises.
2. In case the Company changes its operating model, the Company must report to the State Securities Commission, the Stock Exchange and disclose information within 24 hours from the date the General Meeting of Shareholders approve to change the model.

#### **Article 41. Disclosure of Corporate Governance**

1. The Company must disclose information on the corporate governance situation at the Annual General Meeting of Shareholders and in the Annual Report of the Company in accordance with the securities law on information disclosure.
2. The Company must disclose information on the corporate governance report in accordance with the legal form within 30 days from the end of the first 6 months and the end of the calendar year.

#### **Article 42. Disclosure of income of the Board of Management**

Income of the Board of Directors and other managers must be presented as a separate item in the annual financial statements of the Company and must be reported to the General Meeting of Shareholders at the annual meeting.

#### **Article 43. Information disclosure**

1. The Company must develop and issue regulations on information disclosure of the Company in accordance with the Law on Securities and its guiding documents.
2. The company must have at least one employee who is in charge of information disclosure. The Company's disclosing staff has the following responsibilities:
  - a. Disclosing information of the Company to the investment public in accordance with the law and the Company Charter;
  - b. Public the name and working phone number for shareholders to contact.



**CHAPTER IX**  
**SUPERVISION AND HANDLING OF VIOLATIONS**

**Article 44. Supervision**

1. The Company, related organizations and individuals must be subject to the corporate governance supervision of the State Securities Commission and other competent authorities in accordance with the law.
2. The Company, related organizations and individuals are obliged to promptly and accurately provide information, documents and data related to corporate governance activities and explain related matters as required by the State Securities Commission.

**Article 45. Handling of violations**

Companies, organizations and individuals involved violate or fail to comply with this Regulation depending on the nature and severity of administrative will be sanctioned or take responsibility under the provisions of law.

**CHAPTER X:**  
**SUPPLEMENT AND AMENDMENT OF THE REGULATION**

**Article 46. Supplement and amendment of regulation**

The supplement or amendment the regulation of corporate governance of the Company must be reviewed and decided by the Board of Directors and must be approved by the General Meeting of Shareholders before being applied.

**CHAPTER XI:**  
**IMPLEMENTATION**

**Article 47. Terms of implementation**

1. This Regulation consists of 11 Chapters and 47 articles that are elaborated by the Board of Directors, effective from the date of approval by the General Meeting of Shareholders. The previous Regulation of Corporate governance of the Company which have content contrary to the provisions of this Regulation will be canceled and will be applied in accordance with this Regulation.
2. Members of the Board of Directors, Members of the Board of Supervisors, members of the Board of Management, all Shareholders and employees of the Company and related persons are responsible for the implementation of this Regulation.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**Chairman**



**BOLAT DUISENOV**



**REGULATIONS ON OPERATION OF THE BOARD OF DIRECTORS  
COTECCONS CONSTRUCTION JOINT STOCK COMPANY**

**HO CHI MINH CITY, OCTOBER 20<sup>th</sup>, 2026**

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## **Chapter I. GENERAL PROVISIONS**

### **Article 1. Scope and regulated entities**

1. Scope: the Regulations on Operation of the Board of Directors provide for the organizational structure, operating principles, rights and obligations of the Board of Directors and its members in order to ensure that its operation is conformable with the Law on Enterprises, the Company's Charter and relevant laws.

2. Regulated entity: Board of Directors and its members.

### **Article 2. Definitions**

For the purpose of this Regulation, the terms below are construed as follows:

1. **Company:** Cotecons Construction Joint Stock Company
2. **Board of Management:** includes General Director and Deputy General Directors of the Company
3. **Related person** means any individual or organization prescribed in Clause 23 Article 4 by the Law on Enterprises and Clause 46 Article 4 by the Law on Securities
4. **Executive member of the Board of Directors:** means a member of the Board of Directors who is responsible for participating in managing everyday operations of a part or the whole of the Company.
5. **Non-executive member of the Board of Directors:** means a member of the Board of Directors who is not General Director, Deputy General Director, Chief Accountant and other executives appointed by the Board of Directors.
6. **Independent member of the Board of Directors:** means a member of the Board of Directors who meets conditions prescribed in Clause 2 Article 155 by the Law on Enterprises.
7. **Executive of the Company:** means General Director, Deputy General Director, Chief Accountant. Depending on the needs of management from time to time, the Board of Directors may appoint other executives.
8. Member of the Board of Supervisors and its members are understood similarly.
9. Other terms referred to in these Regulations have the same definition as provided in the Company's Charter.

### **Article 3. Operating principles**

1. The Board of Directors shall work on the collective principle. Each member of the Board of Directors shall be responsible for the performance of his/her own tasks and be jointly responsible to the GMS and the law for the resolutions and decisions of the Board of Directors regarding development of the Company.

2. The Board of Directors shall assign the General Director to organize the implementation of the resolutions and decisions of the Board of Directors.

## **Chapter II. MEMBERS OF THE BOARD OF DIRECTORS**

### **Article 4. Rights and obligations of members of the Board of Directors**

1. Members of the Board of Directors have all the rights specified in the Law on Enterprises, Law on Securities, relevant laws and the Company's Charter, including the right to be provided with information and documents about the finance and business performance of the Company and its units.
2. Members of the Board of Directors have the obligations specified in the Company's Charter and the following obligations:
  - 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 other companies over 50% charter capital of which is held by the Company with members of the Board of Directors and their related persons; transactions between the Company with companies whose founders or managers are members of the Board of Directors over the last 03 years from the transaction date;
  - dd) Disclose information when trading the Company's shares as prescribed by law.
3. Each independent members of the Board of Directors shall prepare reports on performance of the Board of Directors.

### **Article 5. Rights to be provided with information of members of the Board of Directors**

1. Members of the Board of Directors have all the rights to request the General Director, Deputy General Director, other managers of the Company to provide information and documents about the finance and business performance of the Company and its units.
2. The requested managers shall fully and accurately provide the information and documents requested by the members of the Board of Directors following the procedures specified in the Company's Charter.

### **Article 6. Term of office and quantity of members of the Board of Directors**

1. The term of office of a member of the Board of Directors
  - a. The Board of Directors has at least five (05) members and at most eleven (11) members. The General Meeting of Shareholders will decide the number of members of the Board of Directors in each period.
  - b. The term of office of a member of the Board of Directors shall not exceed 05 years and has no term limit. An individual may only be elected as independent member of the Board of Directors of a company for up to 02 consecutive terms.

- c. In 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.
2. The structure of members of the Board of Directors as follows:
- a. The number of non-executive members of the Company's Board of Directors must comply with the following requirements:
    - i. At least 01 non-executive member where the Company's Board of Directors has from 03 to 05 members;
    - ii. At least 02 non-executive members where the Company's Board of Directors has from 06 to 08 members;
    - iii. At least 03 non-executive members where the Company's Board of Directors has from 09 to 11 members
  - b. The total number of independent members of the Board of Directors shall ensure the following regulations:
    - i. Having at least 01 independent number in case the Company has from 03 to 05 members of the Board of Directors;
    - ii. Having at least 02 independent members in case the Company has from 06 to 08 members of the Board of Directors;
    - iii. Having at least 03 independent members in case the Company has from 09 to 11 members of the Board of Directors.

#### **Article 7. Requirements to be satisfied by members of the Board of Directors**

1. A member of the Board of Directors shall satisfy the following requirements:
- a) He/she is not any of the persons specified in Clause 2 Article 17 of the Law on Enterprises;
  - b) He/she has qualifications and experience of business administration or in same fields or business lines of the Company. A member is not necessarily a shareholder of the Company;
  - c) A member of the Company's Board of Directors may concurrently serve as a member of the Board of Directors or the Members' Council at a maximum of 05 other companies;
  - d) Other requirements specified in the Company's Charter and internal regulations on Company administration.
2. In addition to the requirements specified in Clause 1 of this Article, independent members of the Board of Directors shall satisfy additional requirements specified in Clause 2, Article 155 of the Law on Enterprises.
3. The independent member of the Board of Directors shall inform the Board of Directors when he/she no longer fully satisfies the requirements specified in Clause 2 of this Article and is obviously no longer an independent member from the day on which such requirements are not fully satisfied. The Board of Directors shall report this during the nearest GMS or convene the GMS to elect or replace

the independent member within 06 months from the day on which the notice is received from the disqualified member.

#### **Article 8. President of the Board of Directors**

1. The President of the Board of Directors shall be elected among the members of the Board of Directors by the Board of Directors, and dismissed by the Board of Directors.

2. The President of the Board of Directors must not concurrently hold the position of General Director.

3. Rights and obligations of the President of the Board of Directors:

- a) Formulate operating plans and programs of the Board of Directors;
- b) Prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors;
- c) Organize the ratification of resolutions and decisions of the Board of Directors;
- d) Supervise the process of implementation of resolutions and decisions of the Board of Directors;
- e) Chair the GMS;
- f) Other rights and obligations prescribed by the Law on Enterprises and the Company's Charter.

4. In case the President of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new President within 10 days from the resignation or dismissal date. In case the President of the Board of Directors is not present or is not able to perform his duties, 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 case no one is authorized or the President of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of President of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

5. When necessary, the Board of Directors may assign a Company's secretary, who has the following rights and obligations:

- a) Assist in convening the GMS; take minutes of meetings;
- b) Assist members of the Board of Directors in performance of their rights and obligations;
- c) Assist the Board of Directors in application and implementation of company administration rules;
- d) Assist the Company in development of relationship with shareholders, protection of their lawful rights and interests; provision and disclosure of information, and completion of administrative procedures;
- dd) Other rights and obligations as the person in charge of corporate governance.

#### **Article 9. Dismissal, replacement and addition of members of the Board of Directors**

1. A member of the Board of Directors will be dismissed by the GMS in the following cases:
  - a) He/she does not fully satisfy the requirements specified in Article 155 of the Law on Enterprises;
  - b) He/she hands in resignation letter which is accepted;
  - c) Other cases specified in the Company's Charter.
2. A member of the Board of Directors will be discharged by the GMS 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 specified in the Company's Charter.
3. Where necessary, the GMS may replace, dismiss and discharge members of the Board of Directors in cases other those specified in Clause 1 and Clause 2 of this Article.
4. The Board of Directors shall convene the GMS to elect additional members of the 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, in which case the Board of Directors shall convene the GMS within 60 days from the said date;
  - b) The number of independent members of the Board of Directors falls below the minimum number specified in the Company's Charter;
  - c) Except in the cases specified in Point a and Point b of this Clause, the GMS shall elect new members to replace those who have been dismissed or discharged in the latest meeting.

#### **Article 10. Method for election, dismissal and discharge of members of the Board of Directors**

1. The shareholder or group of shareholders that holds at least 5% of total ordinary shares is entitled to nominate candidates to the Board of Directors prescribed by the Law on enterprises and the Company's Charter. Shareholders holding voting shares have the right to combine the number of voting rights of each person together to nominate candidates to the Board of Directors. Candidates shall be nominated as follows:
  - a) If the group of shareholders that nominate candidates to the Board of Directors must inform the participating shareholders of the meeting at least 15 days before the date of the opening of the GMS;
  - b) Depending on the quantity of members of the Board of Directors, the shareholders or groups of shareholders prescribed in this Clause may nominate one or a number of candidates according to the decision of the GMS to the Board of Directors. In case the number of nominated candidates is smaller than the number specified in the decision of the GMS, the remaining candidates shall be nominated by Board of Directors and other shareholders.
  - c) The maximum number of candidates that a shareholder or a group of shareholders mentioned in Clause 1 of this Article has the right to nominate is determined as follows:

A shareholder or a group of shareholders holding from 5% to under 10% of the voting shares has the right to nominate one (01) candidate; from 10% to less than 30% nominating up to two (02)

candidates; from 30% to less than 40% nominating up to three (03) candidates; from 40% to less than 50% nominating up to four (04) candidates; from 50% to less than 60% nominating up to five (05) candidates; from 60% to less than 70% nominating up to six (06) candidates; from 70% to less than 80% nominating up to seven (07) candidates; and from 80% to less than 90% nominating up to eight (08) candidates.

2. In 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, internal company administration regulations. This must be announced before the GMS starts to vote for members of the Board of Directors as prescribed by law.

3. The voting on members of Board of Directors shall be carried out by cumulative voting. This means shareholder has the right to use their total voting rights for one candidate; or a number of candidates with an optional equal number of votes for each candidate; , and may elect a part of total voting rights for one or some candidates, the remainder may not vote for any candidate. The number of candidates elected in each vote shall not exceed the maximum number of votes allowed. Elected members shall be chosen according to number of votes received in descending order until the specified minimum number is reached. If there are many candidates receive the same number of votes, which make it impossible to select enough people to vote, those candidates must be re-elected to select the missing number after the candidates with the higher number of votes have been elected won the election. The re-election still shall be carried out by cumulative voting.

4. The election, dismissal and discharge of members of the Board of Directors shall be decided by the GMS by voting.

#### **Article 11. Announcement of election, dismissal and discharge of members of the Board of Directors**

1. After candidates for members of the Board of Directors have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the GMS 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) Interests relevant to the Company and the Company's related parties;
- f) Other information (if any) specified in the Company's Charter;

g) The 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).

2. The results of election, dismissal and discharge of members of the Board of Directors shall be announced in accordance with regulations on information disclosure.

### **Chapter III. BOARD OF DIRECTORS**

#### **Article 12. Rights and obligations of the Board of Directors**

1. The Board of Directors is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the GMS.

2. Rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the GMS. To be specific:

- a) Decide the strategy, medium-term development and annual business plans of the Company;
- b) Propose types of authorized shares and quantity of each type;
- c) Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;
- d) Decide selling prices for shares and bonds of the Company;
- e) Decide repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;
- f) Decide investment plans and investment projects within its jurisdictions and limits prescribed by law;
- g) Decide solutions for market development, marketing and technology;
- h) Approve contracts for purchase, sale, lending and other contracts and transactions that are worth at least 30% of the total assets written the Company's latest financial statement, except for contracts and transactions within the jurisdiction of the GMS as prescribed in point d clause 2 Article 138, clause 1 and clause 3 Article 167 of the Law on Enterprises;
- i) Decide to invest or sell the assets having value from 20% to less than 35% of the total value of assets recorded in the most recent financial statements of the Company;
- j) Elect, dismiss, discharge the President of the Board of Directors, Deputy President of the Board of Directors; designate, discharge, conclude and terminate contracts with the General Director and other key managers prescribed by the Company's Charter; decide salaries, remunerations, bonuses and other benefits of these managers; authorize representatives to participate in the Board of Members or GMS of other companies; decide their remunerations and other benefits;
- k) Supervise, command the General Director and other managers operating everyday business of the Company;

- l) Decide the organizational structure, internal company management regulations of the Company, establishment of subsidiary companies, branches, representative offices, capital contribution and purchase of shares of other enterprises;
- m) Approve the agenda and documents serving the GMS; convene the GMS or collect comments for the GMS to ratify its resolutions;
- n) Submit audited annual financial statements to the GMS;
- o) Propose dividends; decide the deadlines and procedures for paying dividends or settling losses incurred during business operation;
- p) Propose re-organization, dissolution of the Company; request bankruptcy of the Company;
- q) Decide promulgation of operation regulations of the Board of Directors, internal regulations on company administration after they are ratified by the GMS; Company Information Disclosure regulations;
- r) Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other regulations of law and the Company's Charter.

3. The Board of Directors shall ratify resolutions and decisions by voting at meetings, questionnaire survey or other methods prescribed by the Company's Charter. Each member of the Board of Directors has one vote.

4. In case a resolution or decision is ratified by the Board of Directors against regulations of law, resolution of the GMS or the Company's Charter and thus causes damage to the Company, the members who vote for ratification of such resolution or decision shall be jointly responsible and pay compensation for the Company; the members who vote against the unconformable resolution or decision are exempt from responsibility. In this case, shareholders of the Company are entitled to request the court to suspend the unconformable resolution or decision.

### **Article 13. Duties and entitlements of the Board of Directors in approving and concluding transaction contracts**

1. The Board of Directors is entitled to approve any contract and transaction that is worth less than 35% of total assets or that leads to a total transaction value of less than 35% of total assets over 12 months from the occurrence of the first transaction according to the latest financial statement between the Company and any of the following entities:

- a. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and their related persons;
- b. Shareholders, authorized representatives of shareholders that hold over 10% of the Company's ordinary shares and their related persons;
- c. Enterprises that are related to the entities specified in Clause 2 Article 164 of the Law on Enterprises.

2. The Company's representatives shall send notices to members of the Board of Directors and the Board of Supervisors when signing contracts and conducting transactions of the entities related to

such contracts and transactions and enclose the draft contracts or transaction descriptions. The Board of Directors shall decide whether to approve the contract or transaction within 15 days from the receipt of the notice, unless another time limit is specified by the Company's Charter; Members of the Board of Directors having interests related to the parties to the contract or transaction must not vote.

#### **Article 14. Responsibility of the Board of Directors to convene extraordinary GMS**

1. 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, independent Board members, or Board of Supervisors is smaller than the minimum number prescribed by law; or the number of Board members is reduced by more than one-third of the number specified in the Company's Charter;
- 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 the Company's Charter.

2. Convening the extraordinary GMS

- a) The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date on which the number of remaining members of the Board of Directors, independent Board members, or Board of Supervisors members falls as provided at Point b, Clause 1 of this Article, or from receipt of a request as provided at Points c and d, Clause 1 of this Article; or within 60 days from the date on which the number of Board members is reduced by more than one-third of the number specified in this Charter. If the Board of Directors fails to convene the General Meeting of Shareholders as required, the Chairperson of the Board of Directors and the Board members must compensate the Company for any resulting damage.
- b) If the Board of Directors fails to convene the General Meeting of Shareholders as provided at Point a, Clause 1 of this Article, then within the next 30 days the Board of Supervisors shall, in place of the Board of Directors, convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises. If the Board of Supervisors fails to convene the General Meeting of Shareholders as required, the Board of Supervisors must compensate the Company for any resulting damage;

3. The person who convenes the GMS shall perform the following tasks:

- a) Compile a list of shareholders having the right to participate in the meeting;
- b) Provide information and settle complaints relevant to the list of shareholders;
- c) Prepare the meeting agenda and contents;
- d) Prepare meeting documents;

- e) Draft the resolution of the GMS according to the meeting contents; compile a list of candidates and their details in case of election of members of the Board of Directors and the Board of Supervisors;
- f) Determine the meeting time and location;
- g) Send invitations to the shareholders having the right to participate in the meeting in accordance with the Law on Enterprises;
- h) Other tasks serving the meeting.

#### **Article 15. Subcommittees of the Board of Directors**

1. The Board of Directors has the right to establish subcommittees that will take charge of development policies, personnel, salaries and bonuses, internal audit, risk management and another subcommittees according to the operation of the Company from time to time . The quantity of members of each subcommittee shall be decided by the Board of Directors with at least 03 persons that are members of the Board of Directors and external members, specifically members with full discretion of the Board of Directors . The subcommittees shall operate in accordance with regulations of the Board of Directors, the Board of Directors decides the organization and operation regulations and the rights, obligations of each committee. A subcommittee's resolution is only effective when it is voted for by the majority of its members during its meetings.
2. The implementation of decisions of the Board of Directors or its subcommittees shall be conformable with applicable regulations of law, the Company's Charter and company administration regulations.

### **Chapter IV. MEETINGS OF THE BOARD OF DIRECTORS**

#### **Article 16. Meetings of the Board of Directors**

1. The President of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 working days after the same date Board of Directors is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 person to convene the Board of Directors.
2. The Board of Directors shall have at least 01 meeting per quarter and may have ad hoc meetings.
3. The President of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a) The meeting is requested by the Board of Supervisors or independent members of the Board of Directors;
  - b) The meeting is requested by the Director/General Director or at least 05 more managers;
  - c) The meeting is requested by at least 02 members of the Board of Directors;
4. The request for meeting mentioned in Clause 3 of this Article must be made in writing, specify the purposes, issues that need discussing and deciding by the Board of Directors.
5. The President of the Board of Directors shall convene the Board of Directors within 07 working days from the receipt of the request mentioned in Clause 3 of this Article. Otherwise, the President of

the Board of Directors shall be responsible for the damage incurred by the Company; the requester is entitled to convene the meeting instead of the President of the Board of Directors.

6. The President of the Board of Directors or the person who convenes the meeting of the Board of Directors shall send invitations at least 03 working days before the meeting. The invitation shall specify the meeting time, location, agenda, issues that need discussing and deciding. The invitation shall be enclosed with documents to be used at the meeting and votes. The invitations to the meeting of the Board of Directors may be a physical invitation, by phone, fax, email or other forms prescribed by the Company's Charter as long as they are delivered to the mailing address of each member of the Board of Directors registered at the Company.

7. The President of the Board of Directors or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the Board of Supervisors.

Members of the Board of Supervisors are entitled to participate and discuss in meetings of the Board of Directors but must not vote.

8. The meeting of the Board of Directors shall be opened when it is participated in by three fourths (3/4) of the members. In case the number of participating members is not adequate, the second meeting shall be convened within 07 days from the intended date of the first meeting. The second meeting shall be opened when it is participated in by more than half of the members of the Board of Directors.

9. It is considered that a member of the Board of Directors participates and votes in a meeting when he/she:

- a) Participates and votes in person at the meeting;
- b) Authorizes another person to participate in the meeting and vote in accordance with Clause 11 of this Article;
- c) Participates and votes at an online meeting; cast electronic votes or in other electronic forms;
- d) Sends his/her votes by mail, fax or email;

10. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the President of the Board of Directors at least 01 hour before the opening hour. The votes shall only be opened in the presence of all participants.

11. The members shall participate in all meetings of the Board of Directors. A member may authorize another person to participate in the meeting and vote if it is approved by the majority of the members of the Board of Directors.

12. A resolution or decision of the Board of Directors will be ratified if it is approved by the majority of the participating members. In case of a tie, the President of the Board of Directors shall have the casting vote.

13. Meeting on the phone or another forms: The meeting of the Board of Directors may be held in the form of a meeting between members of the Board of Directors when all or some members are at different locations provided that each member attending the meeting may:

- a. Listen to each other member of the Board of Directors speaking at the meeting;

b. If desired, that person may speak with all other participants simultaneously.

The exchange between members may be carried out directly by phone or by other means of communication (including the use of this means at the time of adoption of the Company's Charter or later) or a combination of all of these methods. According to the Company's Charter and this regulation, members of the Board of Directors attending such meeting are considered to be "present" at that meeting. The location of meeting held in accordance with this regulation is the place where the largest group of members of the Board of Directors gathering or if there is no such group, the place where the Chairman of the meeting is present.

Decisions adopted in a legally organized and conducted meeting by phone will take effect immediately at the end of the meeting but shall be confirmed by signatures in the minutes of all members of The Board of Directors attended this meeting.

14. The Board of Directors may adopt a decision in the form of collecting opinions in writing. The decision is considered to be adopted when signed by all the following members of the Board of Directors:

- a. Members have the right to vote on resolutions at meeting of the Board of Directors;
- b. The number of members participating in voting shall not be less than the minimum number of members prescribed in the same way as the usual meeting of the Board of Directors.

This type of resolutions has the same effect and validity as a resolution adopted by the members of the Board of Directors at a meeting convened and held as usual. Resolutions may be adopted by using multiple copies of the same document if each of those copies has at least one signature of the member.

#### **Article 17. Minutes of meetings of the Board of Directors**

1. Minutes of all meetings of the Board of Directors 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) The meeting time and location;
- c) Purposes, agenda and contents of the meeting;
- d) Full name of every participating member or their authorized participants and method of participating; full names of absent members and reasons;
- e) Issues to be discussed and voted at the meeting;
- f) Summaries of opinions of each participating member in chronological order;
- g) The voting result, including specific members that cast affirmative votes, negative votes and abstentions;
- h) Ratified issues and ratio of affirmative votes;
- i) Full names and signatures of the chair and minutes taker, except in the case specified in Clause 2 of this Article.

2. In case the chair or minutes taker refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members and have adequate contents according to Points a, b, c, d, e, f, g and h Clause 1 of this Article. The minutes clearly write that the chair, minutes taker refuse to sign the meeting minutes. The minutes taker is jointly responsible for the accuracy and truthfulness of the contents of the Board of Directors meeting minutes. The chair, minutes taker are personally responsible for damages caused to enterprise due to the refusal to sign the meeting minutes in accordance with this Regulations, Company's Charter and related law.

3. The chair, minutes taker and other persons who sign the minutes shall be responsible for its truthfulness and accuracy.

4. The minutes of meeting of the Board of Directors and other documents used in the meeting shall be retained at the Company's headquarters.

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

## **Chapter V. REPORTING AND DISCLOSURE OF INTERESTS**

### **Article 18. Submission of annual reports**

1. At the end of the fiscal year, the Board of Directors shall submit the following reports to the GMS:

- a) The Company's income statement;
- b) The financial statement;
- c) The report on management and administration of the Company;
- d) Verification report by the Board of Supervisors.

2. The reports mentioned in Points a, b and c Clause 1 of this Article shall be sent to the Board of Supervisors for verification at least 30 days before the opening date of the GMS unless otherwise prescribed by the Company's Charter.

3. The reports mentioned in Clause 1 and Clause 2 of this Article, verification reports of the Board of Supervisors and audit reports shall be retained at the Company's headquarters at least 10 days before the opening date of the GMS. The shareholders that have held the Company's shares for at least 01 years are entitled to examine the reports mentioned in this Article themselves or together with their lawyers, accountants or audits who have practicing certificates.

### **Article 19. Remunerations, bonuses and other benefits of members of the Board of Directors**

1. The Company is entitled to pay remunerations and bonuses to members of the Board of Directors according to business performance.

2. Members of the Board of Directors are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily rate. The Board of Directors shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the Board of Directors shall be decided by the annual GMS.

3. Remunerations of each member of the Board of Directors 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 and reported at the annual GMS.

4. Members of the Board of Directors who are holding the executive positions or working in subcommittees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the GMS, the Board of Directors or its subcommittees.

6. Members of the Board of Directors may have liability insurance purchased by the Company if this is approved by the GMS. This insurance does not cover liability of members of the Board of Directors relevant to violations against the law and the Company's Charter.

#### **Article 20. Disclosure of related interests**

If the Company's Charter does not have tighter restrictions, interests and related persons of the Company shall be disclosed as follows:

1. Members of the Board of Directors shall declare their related interests, including:

a) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises in which this member have stakes or shares; their holdings and time of holdings;

b) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises this member and their related persons jointly or separately hold stakes or shares that are worth more than 10% of charter capital.

2. The information mentioned in Clause 1 of this Article shall be declared within 07 working days from the occurrence date of related interests; any revision shall be informed to the Company within 07 working days from its occurrence date.

3. Before performing any task within the scope of operation of the Company, whether in their own names or others, members of the Board of Directors must explain the nature and contents of these tasks to the Board of Directors and may only perform them if they are approved by the majority of the remaining members of the Board of Directors. Otherwise, any income generated by such activity will belong to the Company.

### **Chapter VI. RELATIONSHIPS OF THE BOARD OF DIRECTORS**

#### **Article 21. Relationship between members of the Board of Directors**

1. The relationships between members of the Board of Directors are cooperation. Members of the Board of Directors are responsible for informing each other of the issues that occur during the performance of their assigned tasks.

2. During performance of their tasks, the member in charge shall coordinate operations of other members if they are relevant to his/her tasks. In case of disagreements among members of the Board

of Directors, the member in charge shall submit a report to the President of the Board of Directors for consideration or hold a meeting of members of the Board of Directors in accordance with regulations of law, the Company's Charter and this Regulations.

3. In case of reassignment among members of the Board of Directors, they shall hand over relevant tasks and documents. The handover shall be recorded in writing and reported to the President of the Board of Directors.

#### **Article 22. Relationship with the executive board**

With the administration role, the Board of Directors shall promulgate resolutions, which will be implemented by the General Director, supervise and inspect the implementation of such resolutions.

#### **Article 23. Relationship with the Board of Supervisors**

1. The relationship between the Board of Directors and the Board of Supervisors is cooperation. The Board of Directors shall work with the Board of Supervisors or Audit Committee on equality and independence principles; cooperate and assist one another in performance of their tasks.

2. When receiving inspection records or consolidated reports of the Board of Supervisors, the Board of Directors shall examine them and request relevant units to formulate plans and promptly make rectifications.

### **Chapter VII. IMPLEMENTATION CLAUSES**

#### **Article 24. Effect**

The Regulations on Operation of the Board of Directors of Coteccoms Construction Joint Stock Company consists of 07 chapters 24 articles and take effect as of 20 October 2026.

**ON BEHALF OF THE BOARD OF DIRECTORS**



**BOLAT DUSENOV**



**COTECCONS CONSTRUCTION JOINT STOCK COMPANY**  
**REGULATION ON THE ORGANIZATION AND OPERATION OF BOARD OF SUPERVISORS**

- Pursuant to the Enterprise Law;
- Pursuant to the Charter of Coteccons Construction Joint Stock Company;
- Pursuant to the Regulation on the Governance of Coteccons Construction Joint Stock Company;
- According to the operating situation and business of the Company.

## **CHAPTER I. GENERAL PROVISIONS**

### **Article 1. Purpose**

The regulation on the organization and operation of Board of Supervisors is issued as required statutory regulations. Also, the regulation is considered and applied the world best generally-accepted governance practice and follows with the conditions in Vietnam and the Company's business.

The purpose of this regulation includes:

- Guiding, explaining and detailing the obligations, rights, responsibilities of Board of Supervisors;
- Establishing behavior and ethics standards of Board of Supervisors;
- Stipulating procedures and processes for the coordination of activities of Board of Supervisors when participating in the management process of the Company.

### **Article 2. Scope and regulated entities**

This Regulation applies for the operation of Board of Supervisors and all Board of Supervisor members of Coteccons Construction Joint Stock Company

### **Article 3. Interpretation**

- |                   |                                                                        |
|-------------------|------------------------------------------------------------------------|
| - Company         | : Coteccons Construction Joint Stock Company                           |
| - This Regulation | : Regulation on the organization and operation of Board of Supervisors |
| - GMOS            | : General Meeting of Shareholders                                      |
| - BOD             | : Board of Directors                                                   |
| - BOS             | : Board of Supervisors                                                 |
| - BOM             | : Board of Management                                                  |
| - IA              | : Internal Audit                                                       |
| - IC              | : Internal Control                                                     |

## **CHAPTER II. STRUCTURE**

### **Article 4. Structure and requirements of Board of Supervisors members**

1. BOS has 03 members.

2. BOS members must meet the standards and conditions prescribed in Clause 1, Article 169 of the Law on Enterprises and the Company's Charter. Specifically:

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- a. Not falling within the categories prescribed in Clause 2, Article 17 of the Law on Enterprises;
- b. Having been trained in one of the disciplines of economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the enterprise's business activities;
- c. Not being a person with family ties to members of the BOD, the General Director, or other managers;
- d. Not being a manager of the Company; not required to be a shareholder or employee of the Company;
- e. Not working in the Company's accounting or finance department;
- f. Not being a member or employee of the independent audit firm that audited the Company's financial statements during the immediately preceding 03 years.
- g. Other standards and conditions as prescribed by other relevant laws and the Company's Charter.

3. A BOS member shall be dismissed in the following cases:

- a. No longer meeting the standards and conditions for BOS membership prescribed in Clause 2 of this Article;
- b. Having submitted a resignation letter which has been accepted.

4. A BOS member shall be removed from office in the following cases:

- a. Failing to complete assigned tasks and duties;
- b. Failing to exercise his/her rights and perform his/her obligations for 06 consecutive months, except in force majeure events;
- c. Committing repeated or serious violations of the obligations of BOS members under the Law on Enterprises and the Company's Charter;
- d. Other cases as resolved by the GMOS.

5. The Head of the BOS shall be elected by the BOS from among its members; election, dismissal, and removal shall follow the majority rule. More than half of the BOS' members must permanently reside in Vietnam. The Head of the BOS must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the enterprise's business activities, unless the Company's Charter provides for other, higher standards. The Head of the BOS has the following rights and obligations:

- a. Convening BOS meetings;
- b. Requesting the BOD, the General Director, and other executives to provide relevant information for reporting to the BOS;
- c. Preparing and signing the BOS' reports, after consulting the BOD, for submission to the GMOS.

#### **Article 5. Election, dismissal, and removal of Board of Supervisors members**

The election, dismissal, and removal of BOS members shall be carried out in accordance with Article 36 of the Company's Charter and Article 4 of this Regulation, and in accordance with the following specific provisions:

- 1. Removal and dismissal of BOS members as prescribed in Clauses 3 and 4 of Article 4 of this Regulation or Article 37 of the Company's Charter, subject to approval by the GMOS.
- 2. Self-nomination and nomination of BOS candidates shall be carried out in a manner similar to Clauses 1 and 2 of Article 25 of the Company's Charter.
- 3. Where the number of BOS candidates obtained through nomination and self-nomination is insufficient, the incumbent BOS may nominate additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and this Regulation. The introduction of additional candidates by the incumbent BOS must be clearly announced before the GMOS votes to elect BOS members in accordance with law.
- 4. The term of office of a BOS member shall not exceed 05 years; members may be re-elected for an unlimited number of terms.

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## **Article 6. Evaluation and developing the operating ability for Board of Supervisors members.**

### **1. The BOS members's activities evaluation:**

- The BOS members' activities evaluation is conducted as follows:
  - + ) The BOS members' self-evaluation; and
  - + ) Mutual confidential evaluation between a member of BOS and in coordination with third parties.

Third parties may be a legal advisor or a professional consulting company and are selected from time to time.

- The evaluation must be conducted at least once per year.
- The evaluation method is implemented through the special meeting of BOS or by spending time in a regular meeting to evaluate the activities of BOS members.
- Evaluation records will be kept at the Company with highest confidentiality.

### **2. Improving the operating effectiveness of BOS.**

- BOS organize, assigns a task to the BOS members for improving the operating effectiveness of BOS;
- Accessing the knowledge on corporate governance update organized by the State Securities Commission and other regulators;
- Developing the awareness of ethics and the fundamental values of the effective corporate governance;

## **CHAPTER III. OBLIGATION, RIGHTS AND RESPONSIBILITIES OF BOARD OF SUPERVISORS**

### **Article 7. Rights and obligations of Board of Supervisors**

1. The BOS supervises the BOD and the General Director in their management and administration of the Company.

2. Examining the reasonableness, legality, truthfulness, and level of prudence in the management and administration of business activities; and the systematic nature, consistency, and appropriateness of accounting, statistics, and the preparation of financial statements.

3. Appraising the completeness, legality, and truthfulness of the business performance report and the annual and semi-annual financial statements of the Company, and of the report assessing the management of the BOD, and presenting the appraisal report at the annual GMOS. Reviewing contracts and transactions with related persons that fall within the approval authority of the BOD or the GMOS, and making recommendations on contracts and transactions requiring approval of the BOD or the GMOS.

4. Reviewing, inspecting, and evaluating the effectiveness and efficiency of the Company's IC, IA, risk management, and early warning systems.

5. Examining the accounting books, accounting records, and other documents of the Company, and the management and administration of the Company's activities, where deemed necessary, or pursuant to a resolution of the GMOS, or at the request of a shareholder or group of shareholders prescribed in Clause 2, Article 115 of the Law on Enterprises.

6. Upon request of a shareholder or group of shareholders prescribed in Clause 2, Article 115 of the Law on Enterprises, the BOS shall conduct an inspection within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the BOS must report on the matters requested to be inspected to the BOD and the requesting shareholder or group of shareholders. The BOS' inspection under

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this clause must not obstruct the normal operations of the BOD or disrupt the administration of the Company's business activities.

7. Recommending to the BOD or the GMOS measures to amend, supplement, or improve the organizational structure for the management, supervision, and administration of the Company's business activities.

8. Where a member of the BOD or the General Director is found to violate Article 165 of the Law on Enterprises, the BOS must notify the BOD in writing within 48 hours and request the violator to cease the violation and take measures to remedy the consequences.

9. Attending and participating in discussions at meetings of the GMOS, the BOD, and other meetings of the Company.

10. Using independent consultants and the Company's IA department to perform its assigned duties.

11. The BOS may consult the BOD before submitting its reports, conclusions, and recommendations to the GMOS.

12. Proposing and recommending that the GMOS approve the list of approved audit firms to audit the Company's financial statements; deciding which approved audit firm will inspect the Company's operations; and dismissing approved auditors where deemed necessary.

13. Discussing with the independent auditor the nature and scope of the audit before the audit work begins.

14. Discussing difficulties and outstanding issues identified from interim or year-end audit results, as well as any matters the independent auditor wishes to discuss.

15. Reviewing the independent auditor's management letter and the feedback of the Company's General Director.

16. Overseeing any change of audit firm or independent auditor arising from disagreements over auditing or accounting matters.

17. Being accountable to shareholders for its supervisory activities.

18. Supervising the Company's financial position and compliance with law in the activities of members of the BOD, the General Director, and other managers.

19. Ensuring coordination with the BOD, the General Director, and shareholders.

20. Developing this Regulation and submitting it to the GMOS for approval.

21. Reporting at the GMOS in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, and other Regulations as prescribed by law and the Company's Charter.

22. Examining the Company's financial position, particularly its solvency, the liquidity of its assets, and its ability to repay debts.

23. Investigating matters raised in petitions or denunciation letters (if any) or at the request of shareholders, employees, and stakeholders of the Company.

24. BOS members are responsible for maintaining the confidentiality of information obtained from documents they are entitled to access under Article 14 of this Regulation, the Company's information confidentiality rules, and other legal instruments. The Company may apply a mechanism of signing information confidentiality agreements with each BOS member.

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25. Making a proposal, or drafting a proposal for submission to the BOD, regarding the establishment of IA, the operating regulations of IA, and the appointment, re-appointment, or dismissal of IA members.
26. Reviewing internal investigation findings and the feedback of the BOM and other managers.
27. Reviewing inconsistencies between the discussion and analysis of the BOM, the message of the Chairman of the BOD, and the accompanying financial statements in the Company's annual report.
28. Other rights and obligations as prescribed by the Law on Enterprises, the Company's Charter, and resolutions of the GMOS.

#### **Article 8: Responsibilities of Board of Supervisors on internal control system**

1. Directing and operating the IA to conduct independent and objective review and assessment of IC system, risk management process, information technology system and financial reports, business and internal regulations and transactions with related parties.
2. Notifying to BOD and BOM about the IC system; making recommendations to improve the IC system.
3. BOS and BOD, BOM issue the regulations in accordance with law and ensure their best effect to the Company.
4. BOS supervises BOM to implement the regulations and decisions issued by BOD and as regulated by law. Through the supervision, BOS identifies the inappropriate contents of regulations and decisions to discuss with BOD about the solutions.

### **CHARTER IV. OPERATION**

#### **Article 9: Board of Supervisors' meeting**

1. BOS must meet at least four (04) times per year and the minimum number of members attending the meeting is 2/3 of BOS members.
2. The Chairperson of the BOS meeting shall be the Head of BOS, in case the Head of BOS is absent, all the members attending the meeting shall elect a person to be the chairperson.
3. Each BOS member is entitled for one vote when voting at the BOS meeting or when voting by email; the BOS' conclusion is approved when it receives majority of votes. In case of voting by email, the BOS members have the responsibility to feedback within 05 (five) days from the email receipt date.

#### **Article 10: Minutes of Board of Supervisors**

1. The BOS meeting must be recorded in detail, clearly and completely in the minutes of the meeting. The BOS minutes are signed by all BOS members and a meeting secretary. The minutes of BOS can be consulted by email in advance, the approval of the BOS minutes by email must be recorded and these minutes must be signed in the next meeting session. The minutes of meetings must be kept to determine the responsibility of each BOS member.
2. The BOS may request members of the BOD, the General Director, and representatives of the approved audit firm to attend and answer questions on matters requiring clarification.

#### **Article 11: Salaries, remuneration, bonuses, and other benefits of Board of Supervisors members**

1. BOS members are paid salaries, remuneration, bonuses, and other benefits as decided by the GMOS. The GMOS decides the total amount of salaries, remuneration, bonuses, and other benefits, and the annual operating budget, of the BOS;

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2. BOS members are reimbursed for reasonable meal, accommodation, travel, and independent consulting expenses. The total of such remuneration and expenses shall not exceed the BOS' total annual operating budget approved by the GMOS, unless otherwise decided by the GMOS;

3. The salaries and operating expenses of the BOS shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

#### **Article 12: Activity report of the Board of Supervisors at the annual General Meeting of Shareholders**

1. The BOS' activity report submitted to the annual GMOS under Points d and dd, Clause 3, Article 139 of the Law on Enterprises must include the following:

- Remuneration, operating expenses, and other benefits of the BOS and of each BOS member in accordance with Article 172 of the Law on Enterprises and the Company's Charter.
- Summary of BOS meetings and the BOS' conclusions and recommendations.
- Results of supervision of the Company's operations and financial position.
- Report assessing transactions between the Company, its subsidiaries, or companies in which the Company holds more than 50% of charter capital, on the one hand, and members of the BOD, the General Director, or other executives of the Company and their related persons, on the other hand; and transactions between the Company and companies in which a member of the BOD, the General Director, or another executive of the enterprise was a founding member or an enterprise manager during the 03 years immediately preceding the transaction.
- Results of supervision of the BOD, the General Director, and other executives of the enterprise.

f) Results of the assessment of coordination between the BOS and the BOD, the General Director, and shareholders.

2. The report on BOS activities must ensure:

- Has signatures of all BOS members.
- Any BOS member who does not sign the report must explain the reasons or the report must reflect the member who did not sign it.

## **CHAPTER V. RELATIONSHIPS, THE PROCEDURE OF BOARD OF SUPERVISORS**

### **Article 13: Relationships of Board of Supervisors**

1. Relating to General Meeting of Shareholders: BOS reports to GMOS the results of regular or irregular inspection and supervision at the request of GMOS.

2. Relating to Board of Directors

- BOS supervises BOD in managing the Company.
- BOD is responsible to provide completely and on time the information about management and operating business of the Company.
- BOD recommends and proposes to BOD to promptly handle and rectify the violations, omission in the Company's activities, especially in finance.
- Upon the receipt of the results of the supervision, BOD shall consider to make conclusions and decisions. BOS monitors the implementation of the BOD's conclusions and decisions.
- For the approval of contracts and transactions with related parties, BOS shall supervise the BOD's approval for contracts and transactions with related parties.

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### 3. Relating to Board of Management

- BOM is under the supervision of BOS in managing and operating the Company.
- BOM directs the related departments/boards to provide the information, documents and to explain their activities upon BOS's request.
- On a monthly, quarterly and yearly basis, BOM sends to the BOD reports on the assessment results of business activities, schedules of implementation of the approved plan, recommendations for improvement of the IC system to achieve the approved plan, and also sends a copy to BOS as the basis for supervision.
- Based on the supervision results, BOS recommends BOM to have solution for violations or omissions in the Company's activities.
- Upon the receipt of the supervision results, "BOM considers the conclusion and recommendation to handle the results. BOS keeps track the execution of the conclusion and decision of BOM.
- BOM shall arrange the necessary equipment and facilities for the operation of BOS and appoint qualified personnel according to the requirements of BOS to join the supervision team when necessary.

### 4. Relating to the Company's Departments and Boards

- Providing sufficient information, documents and facilities for the inspection and the audit work at the request of BOS.
- The in-charges of the departments or the boards in which the audit is being conducted shall be held responsible to the law and to BOD on the completeness, truthfulness and legality of the documents provided to BOS.
- The in-charges of the departments or the boards must certify the inspection report prepared by BOS and give the opinion of the department/board on the recommendations of BOS.
- Performing the conclusions and directions of BOD based on the BOS report of BOS which is approved by Chairman of BOD.
- The in-charges of the departments or the boards are responsible to inform BOS when detecting any violations, risks or property losses at their units.
- On a quarterly and yearly basis, the IC Board shall send to BOS the summary of examination and recommendation (if any) to prevent and to resolve the violations.

### 5. Relating to the Internal Audit

- Directing operating and supervising the operation and taking the main responsibility for ensuring the quality of LA's operation.
- Examining and evaluating the effectiveness of IA activities. The evaluation is performed annually.
- Establishing, amending and supplementing the Regulation, action plan of IA to submit to BOD for approval.
- Collecting the results of IA activities.
- IA Board performs audit on transactions with related parties by procedures as described in Article 13 of this Regulation.
- Ensuring an effective coordination between IA and the independent auditor.

### **Article 14: Process, procedures for the control of conflict of interests**

1. Requiring members of the BOD, the BOS, the BOM, and senior managers to declare their interests and related persons as prescribed in Article 164 and Article 167 of the Law on Enterprises and the Company's Charter. Declarations are sent to the IA Department for monitoring and retention.

2. Controls to ensure that contracts and transactions between the Company and the following parties are approved

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by the GMOS or the BOD, such parties including:

- Members of the BOD, members of the BOS, the General Director, other managers, and the related persons of these parties.
- Shareholders and authorized representatives of shareholders owning more than 10% of the Company's total ordinary shares, and their related persons.
- Enterprises related to the parties prescribed in Clause 2, Article 164 of the Law on Enterprises

3. Based on the list of related persons provided by executive officers (according to the Securities Law), the related departments/ boards of the Company shall notify all related transactions to GMOS/BOD for approval according to the specific regulations of BOD, the Company Charter or other laws.

4. The secretary of BOD keeps a record of all contracts and transactions which need be approved by GMOS or BOD to ensure the legality of the transactions.

5. BOS could examine regularly or request IA examine regularly/ irregularly the submitting and approval of all contracts, transactions between the Company and related parties if necessary.

6. All the contacts, transactions with related parties which aren't approved by GMOS/BOD or as GMOS/BOD requests, will be examined by BOS for having more assessment if necessary.

#### **Article 15: Confidentiality**

1. BOS members handle all information and documents obtained within the scope of work of BOS carefully and maintain their confidentiality in accordance to the Company's regulations and related laws.

2. BOS members shall not disclose, publish or provide third parties with information or documents of the Company, or information not yet disclosed by the Company, except as required by law.

3. BOS members are responsible to maintain the information confidentiality in accordance to the Company's Charter the Company's internal regulations, this Regulation and other related laws.

### **CHAPTER VI. IMPLEMENTATION**

#### **Article 16. Implementation**

1. This Regulation takes effect from the signature date.
2. In case of conflict between the Regulation and the Company's Charter on the same subject, the provisions of Company Charter shall prevail.
3. Members of BOD, BOS, BOM and related departments, boards and individuals are responsible for the implementation of this Regulation.

**ON BEHALF OF THE BOARD OF SUPERVISORS**

**HEAD OF THE BOARD**



NGUY GIA HOANG