



**INTERNAL REGULATIONS ON CORPORATE  
GOVERNANCE**

*(Issued together with Decision No. .../QD-HDQT dated ..., 2026 of the Chairman of the Board of Directors of Construction and Investment Joint Stock Company N°18)*

## TABLE OF CONTENTS

<b>CHAPTER I: GENERAL PROVISIONS .....</b>	<b>3</b>
<b>Article 1. Meaning, scope of regulation, and subjects of application.....</b>	<b>3</b>
<b>Article 2. Principles of internal corporate governance.....</b>	<b>3</b>
<b>Article 3. Explanation of terms and abbreviations:.....</b>	<b>4</b>
<b>CHAPTER II: RIGHTS AND OBLIGATIONS OF SHAREHOLDERS.....</b>	<b>5</b>
<b>Article 4. Rights and obligations of shareholders .....</b>	<b>5</b>
<b>Article 5. Issues related to major shareholders.....</b>	<b>6</b>
<b>CHAPTER III: GENERAL MEETING OF SHAREHOLDER .....</b>	<b>6</b>
<b>Article 6. The role, rights, and responsibilities of the General Meeting of Shareholders. ....</b>	<b>6</b>
<b>Article 7. Authority to convene the General Meeting of Shareholders .....</b>	<b>6</b>
<b>Article 8. Prepare and announce the list of shareholders entitled to attend the General Meeting of Shareholders.....</b>	<b>7</b>
<b>Article 9. Notice of convening the General Meeting of Shareholders .....</b>	<b>8</b>
<b>Article 10. How to register to attend the Annual General Meeting of Shareholders before the meeting opens.....</b>	<b>9</b>
<b>Article 11. How to register and verify delegate eligibility on the day of the Annual General Meeting. ....</b>	<b>10</b>
<b>Article 12. Opening of the Shareholders' Meeting .....</b>	<b>11</b>
<b>Article 13. Voting method.....</b>	<b>11</b>
<b>Article 14. Vote counting method.....</b>	<b>13</b>
<b>Article 15. Conditions for the Resolution to be adopted.....</b>	<b>13</b>
<b>Article 16. Announcement of vote count results .....</b>	<b>14</b>
<b>Article 17. Ways to protest a decision of the GMS .....</b>	<b>14</b>
<b>Article 18. Prepare the minutes of the Shareholders' General Meeting. ....</b>	<b>15</b>
<b>Article 19. Authority and procedures for obtaining Shareholder opinions in writing to adopt GMS' Decisions.....</b>	<b>15</b>
<b>Article 20. Publication of the Resolution and Minutes of the GMS or the Vote Counting Minutes in the case of obtaining Shareholders opinion in writing.....</b>	<b>17</b>
<b>Article 21. Request to annul the decision of the GMS.....</b>	<b>18</b>
<b>Article 22. The sequence and procedures for holding a GMS to pass resolutions via online conference. ....</b>	<b>18</b>
<b>Article 23. The sequence and procedures for holding a GMS to pass resolutions using a hybrid format of in-person and online meetings. ....</b>	<b>19</b>
<b>CHAPTER IV: BOARD OF DIRECTORS .....</b>	<b>19</b>
<b>Article 24. Standards and conditions for becoming a member of the Board of Directors .....</b>	<b>19</b>
<b>Article 25. Rights and obligations of the Board of Directors .....</b>	<b>20</b>
<b>Article 26. The process by which shareholders or groups of shareholders nominate or elect individuals to positions on the Board of Directors.....</b>	<b>21</b>
<b>Article 27. Method of electing members of the Board of Directors.....</b>	<b>21</b>
<b>Article 28. Cases of dismissal or removal of Board of Directors members.....</b>	<b>23</b>
<b>Article 29. Announcement regarding the election, dismissal, and removal of Board of Directors members. ....</b>	<b>23</b>
<b>Article 30. How to nominate candidates for the Board of Directors.....</b>	<b>23</b>
<b>Article 31. Announce and prepare meeting agenda.....</b>	<b>24</b>
<b>Article 32. Conditions for holding a Board of Directors meeting .....</b>	<b>25</b>
<b>Article 33. Methods of voting and approving resolutions by the Board of Directors.....</b>	<b>26</b>
<b>Article 34. Minutes of the Board of Directors' meeting .....</b>	<b>26</b>

Article 35. Announcement of Board of Directors’ Resolution .....	27
<b>CHAPTER V: SUPERVISORS AND THE BOARD OF SUPERVISORS .....</b>	<b>27</b>
Article 36. Criteria for members of the Board of Supervisors .....	27
Article 37. The procedure by which shareholders or groups of shareholders nominate or elect candidates for the position of Board of Supervisors Member.....	27
Article 38. Method of electing members of the Board of Supervisors .....	28
Article 39. Cases of dismissal or removal of members of the Board of Supervisors .....	28
Article 40. Operating procedures of the Board of Supervisors .....	28
<b>CHAPTER VI: REGULATIONS ON THE ORDER AND PROCEDURES FOR SELECTING, APPOINTING, AND DISMISSING MANAGEMENT PERSONNEL .....</b>	<b>29</b>
Article 41. Criteria for selecting company Management Personnel .....	29
Article 42. The appointment of company management personnel.....	30
Article 43. Sign an employment contract with the management personnel.....	31
Article 44. Salary, bonuses, and other benefits for the management team.....	31
Article 45. Cases of dismissal or removal of management personnel .....	32
Article 46. Announcement of the appointment, dismissal, and removal of company managers. ....	32
<b>CHAPTER VIII - PROCEDURES FOR COORDINATING ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, AND THE GENERAL DIRECTOR.....</b>	<b>32</b>
Article 47. Principles of work and coordination .....	32
Article 48. The process of coordinating the activities of the Board of Supervisors with the Board of Directors and management team. ....	33
Article 49. Coordination of activities between the Board of Directors, the Board of Supervisors, and the General Director.....	34
Article 50. The General Director’s report to the Board of Directors on the performance of assigned duties and responsibilities.....	36
<b>CHAPTER IX - ANNUAL PERFORMANCE EVALUATION, REWARDS AND DISCIPLINARY ACTIONS FOR MEMBERS OF THE BOARD OF DIRECTORS, BOARD OF MANAGEMENT AND OTHER MANAGERS OF THE COMPANY.....</b>	<b>36</b>
Article 51. Performance evaluation.....	36
Article 52. Awards .....	37
Article 53. Discipline.....	37
<b>CHAPTER VIII - PROCEDURES FOR SELECTING, APPOINTING, AND DISMISSING PERSON IN CHARGE OF CORPORATE GOVERNANCE .....</b>	<b>38</b>
Article 54. The appointment of the person in charge of corporate governance .....	38
Article 55. Rights and responsibilities of the person in charge of corporate governance .....	38
Article 56. Cases of dismissal or removal of the person in charge of corporate governance .....	39
Article 57. Announcement regarding the appointment, dismissal, and removal of the the person in charge of corporate governance.....	39
<b>CHAPTER X – REPORTING AND DISCLOSURE.....</b>	<b>39</b>
Article 58. Implementation principles.....	39
Article 59. Information disclosure obligations.....	40
Article 60. Confidential information, insider information, and insider transactions.....	40
Article 61. Information disclosure contents .....	41
Article 62. Organization and management of information disclosure .....	41
Article 63. Information disclosure is being reserved and temporarily postponed.....	42
<b>CHAPTER XI – IMPLEMENTATION PROVISIONS .....</b>	<b>42</b>

<b>Article 64. Supplementing and amending the Regulations on Corporate Governance.....</b>	<b>42</b>
<b>Article 65. Validity.....</b>	<b>43</b>

## **INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

### **CONSTRUCTION AND INVESTMENT JOINT STOCK COMPANY N° 18**

*(Issued pursuant to Decision No. .../QD-HDQT dated ..., 2026 of the Chairman of the Board of Directors of Construction and Investment Joint Stock Company N°18)*

#### **LEGAL BASES:**

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its amendments and supplements.
- Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its amendments and supplements.
- Decree No. 155/2020/ND-CP dated December 31, 2020 provides detailed regulations for the implementation of a number of articles of the Law on Securities and its amendments and supplements.
- Circular No. 116/2020/TT-BTC dated December 31, 2020 provides guidance on certain provisions of corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of certain provisions of the Securities Law.
- Charter of organization and operation of Construction and Investment Joint Stock Company N°18.

### **CHAPTER I: GENERAL PROVISIONS**

#### **Article 1. Meaning, scope of regulation, and subjects of application.**

1. Scope of application: The internal regulations on corporate governance stipulate the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the procedures for holding the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Board of Supervisors, the General Director, and other activities as stipulated in the company's charter and other current legal regulations.
2. Scope of application: This regulation applies to members of the Board of Directors, the Board of Supervisors, the General Director, and related parties.

#### **Article 2. Principles of internal corporate governance**

1. Comply with current legal regulations;
2. Respecting business ethics and being socially responsible; respecting and protecting the legitimate rights and interests of stakeholders in corporate governance;
3. Ensuring the rights of shareholders and fair treatment among shareholders;
4. Ensuring a rational and effective governance structure;

5. Ensuring the effective operation of the Board of Directors and the Board of Supervisors; enhancing the accountability of the Board of Directors to the company and shareholders;
6. Ensuring the role of investors, the stock market, and intermediary organizations in supporting corporate governance activities;
7. To disclose information about the company's operations in a timely, complete, accurate, and transparent manner; and to ensure shareholders have fair access to information.
8. The Board of Directors and the Board of Supervisors effectively lead and supervise the Company.

**Article 3. Explanation of terms and abbreviations:**

1. The terms and abbreviations in this Regulation and the terms below are understood as follows:
  - a. "Corporate governance" is a system of principles, set forth in Article 2 of these Regulations, to ensure that the company is effectively directed, managed, and controlled for the benefit of shareholders and stakeholders;
  - b. "Major shareholder" is a shareholder who owns 5% or more of the voting shares of the Company.
  - c. "Related parties" are individuals or organizations as defined in Clause 46, Article 4 of the Securities Law and Clause 23, Article 4 of the Enterprise Law.
  - d. "Executives" refers to the General Director, Deputy General Director, Chief Accountant, and other executives as stipulated in the company's charter.
  - e. "Management Personnel" refers to the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding managerial positions with the authority to sign transactions on behalf of the company as stipulated in the Articles of Association.
  - f. "The person in charge of corporate governance" is the person whose rights and obligations are stipulated in Article 281 of Decree 155/2020/ND-CP;
  - g. "Non-executive board members" are members of the Board of Directors who are not the General Director, Deputy General Director, Chief Accountant, or other managers as defined in the company's charter;
  - h. An "independent board member" is a member of the Board of Directors who meets the following conditions:
    - Not currently employed by the company, its parent company, or its subsidiary; not previously employed by the company, its parent company, or its subsidiary for at least the 03 preceding years;
    - Not a person receiving a salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to according to regulations;
    - Not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the company; or who is a manager of the company or its subsidiary;

- Not a person who directly or indirectly owns at least 1% of the total voting shares of the company;
  - Not a person who has previously served as a member of the company's Board of Directors or Board of Supervisors for at least the previous 05 consecutive years, except in the case of being appointed for 02 consecutive terms.
- i. "Company Charter" refers to the currently effective Articles of Association of the Company.
  - j. "Family members" include: wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, biological sibling, brother-in-law, sister-in-law, wife's biological brother, husband's biological brother, wife's biological sister, husband's biological sister, wife's biological sibling, husband's biological sibling.
  - k. "Insider" refers to a person holding a key position in the management and operation of a business, as defined in Clause 45, Article 4 of the Securities Law.
2. In these Regulations, references to one or more provisions or texts of law shall include any amendments or replacements thereof.

## **CHAPTER II: RIGHTS AND OBLIGATIONS OF SHAREHOLDERS**

### **Article 4. Rights and obligations of shareholders**

1. Shareholders have all the rights and obligations as stipulated in the Enterprise Law, relevant legal documents, and the provisions of Articles 12 and 13 of the company's charter, as follows:
  - a. The right to equal treatment: Each share of the same class confers equal rights, obligations, and benefits on the shareholder. In cases where a company has preferred shares, the rights and obligations associated with those preferred shares must be fully disclosed to shareholders and must be approved by the General Meeting of Shareholders;
  - b. The right to full access to periodic and extraordinary information disclosed by the Company in accordance with the law.
  - c. The obligation to comply with the company's charter and internal regulations; to abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
  - d. You have the obligation to provide an accurate address when registering to purchase shares.
2. Shareholders have the right to protect their legitimate interests. If a decision of the General Meeting of Shareholders or the Board of Directors violates the law or infringes upon the fundamental rights of shareholders as stipulated by law, shareholders have the right to request the annulment of that decision in accordance with the procedures prescribed by law. If decisions that violate the law cause harm to the company, the Board of Directors and the General Director must compensate the company according to their responsibilities. Shareholders have the right to claim compensation for losses from the company as

stipulated by law.

3. Shareholders have the right to decline their pre-emptive rights to purchase newly offered shares.
4. The company is responsible for establishing a sound corporate governance structure and building an effective communication system with shareholders to ensure that shareholders fully exercise their rights as stipulated by law and the company's charter.
5. Shareholders shall be held personally liable when acting on behalf of the Company in any way to perform any of the following acts:
  - a. Violation of the law;
  - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c. Pay off debts that are not yet due in order to mitigate financial risks for the Company.

#### **Article 5. Issues related to major shareholders**

1. The Board of Directors has established a mechanism for regular communication with major shareholders.
2. Major shareholders are not allowed to abuse their advantage to harm the rights and interests of the company and other shareholders.
3. Major shareholders are obligated to disclose information as required by law.

### **CHAPTER III: GENERAL MEETING OF SHAREHOLDER**

#### **Article 6. The role, rights, and responsibilities of the General Meeting of Shareholders.**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of a joint stock company.
2. The General Meeting of Shareholders has the rights and obligations as stipulated in the Enterprise Law and the Company's Articles of Association.

#### **Article 7. Authority to convene the General Meeting of Shareholders**

1. The General Meeting of Shareholders is the highest authority of the Company. The Annual General Meeting of Shareholders is held once (01) a year. The Board of Directors or the person convening the General Meeting of Shareholders arranges the agenda, arranges a suitable location and time for discussion and voting on each issue in the General Meeting of Shareholders' agenda. The location of the General Meeting of Shareholders must be in the territory of Vietnam. In the case of the General Meeting of Shareholders being held simultaneously in different locations, the location of the General Meeting of Shareholders is determined as the place where the Chairperson attends the meeting.
2. The General Meeting of Shareholders must hold its annual meeting within four (04) months from the end of the financial year. The Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not more than six (06) months from the end of the financial year;
3. The annual general meeting of shareholders must not be held in the form of obtaining

shareholder opinions in writing;

4. The authority to convene the General Meeting of Shareholders is stipulated in Clauses 3 and 4 of Article 14 of the Company's Charter.
5. The company is not allowed to restrict shareholders from attending the General Meeting of Shareholders and must facilitate shareholders in authorizing representatives to attend the General Meeting of Shareholders or voting by registered mail when requested. The company must provide guidance on the authorization procedure and prepare proxy forms for shareholders in accordance with regulations.
6. The company strives to apply modern information technologies to ensure shareholders can best participate and express their opinions at the General Meeting of Shareholders, including guiding shareholders to vote through online meetings, electronic voting, or other electronic forms as stipulated in Article 140 of the Enterprise Law and the company's charter.
7. The Board of Directors' activity report presented to the Annual General Meeting of Shareholders must include at least the following contents:
  - Evaluate the company's performance during the fiscal year.
  - Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors are regulated by Clause 3, Article 163 of the Enterprise Law and the company's charter;
  - Summarize the meetings of the Board of Directors and the decisions made by the Board of Directors;
  - This report covers transactions between the company, its subsidiaries, and companies in which the public company holds more than 50% of the charter capital, and members of the Board of Directors and those related to them; and transactions between the company and companies in which a member of the Board of Directors is a founding member or a business manager during the three years preceding the transaction.
  - The performance of independent board members and the results of each independent member's evaluation of the Board's performance.
  - Results of the monitoring of the General Director;
  - Monitoring results for other executives;
  - Future plans.
8. Attendance at the Annual General Meeting by the Independent Auditor: The auditor or a representative of the independent audit firm may be invited to attend the annual General Meeting to express their opinion on matters related to the annual financial statements in cases where the audit report contains significant exceptions.

**Article 8. Prepare and announce the list of shareholders entitled to attend the General Meeting of Shareholders.**

1. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than 10 (ten) days before the date of sending the

Notice of Invitation to the General Meeting of Shareholders. The company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date.

2. The announcement regarding the list of shareholders entitled to attend the General Meeting of Shareholders is published on the Company's website, the stock exchange where the Company's shares are listed, and the State Securities Commission.

#### **Article 9. Notice of convening the General Meeting of Shareholders**

1. Preparation for the General Meeting of Shareholders: The person convening the General Meeting of Shareholders must prepare a list of shareholders eligible to participate and vote at the General Meeting; the agenda and content of the meeting; documents for the meeting; the time and place of the General Meeting of Shareholders; notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend within the time stipulated in Clause 2 of this Article; and other matters serving the General Meeting in accordance with the law and the Company's regulations. The matters included in the agenda of the General Meeting of Shareholders must be consistent with the authority of the General Meeting of Shareholders as stipulated in the Company's Charter.
2. Notice of convening the General Shareholders' Meeting:
  - a. The notice of meeting must include the name, registered office address, and business registration number; the name and permanent address of the shareholder or their authorized representative ; the time and place of the meeting, the method of registering to attend the General Meeting of Shareholders, and other requirements for attendees. meeting;
  - b. The notice of the General Meeting of Shareholders shall be sent to all shareholders by means ensuring delivery to the shareholder's contact address and electronically to the shareholder's email address registered in the shareholder register/list of securities holders or other electronic forms permitted by law. The notice of the meeting shall be simultaneously published on the Company's website, the State Securities Commission's website , and the Stock Exchange's website no later than 21 days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is duly sent or transmitted, postage is paid, or it is placed in the mailbox).
  - c. The company shall publish information about the General Shareholders' Meeting on its website, the Stock Exchange, and the State Securities Commission, clearly stating the link to all the General Shareholders' Meeting documents. The General Shareholders' Meeting documents must be posted and updated with any amendments or additions (if any) until the conclusion of the General Shareholders' Meeting;
  - d. The documents include:
    - Meeting agenda, documents to be used in the meeting;
    - Voting Ballots ;
    - Draft resolutions for each item on the meeting agenda.

3. Shareholders or groups of shareholders mentioned in Clause 3, Article 12 of the Company Charter have the right to propose issues to be included in the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company at least five (05) working days before the opening date of the General Meeting of Shareholders. Proposals must include the shareholder's full name, contact address, nationality, legal document number for individual shareholders; name, business code or legal document number of the organization, head office address for organizational shareholders, the number and type of shares held by that person, and the content of the proposal to be included in the meeting agenda;
4. The person convening the General Meeting of Shareholders has the right to reject proposals in the following cases:
  - The petition was submitted late, or it was incomplete or contained incorrect information;
  - At the time of the petition, the shareholder or group of shareholders did not hold at least 5% of the common shares according to the shareholder list on the record date for exercising the right to attend that General Meeting of Shareholders, as stipulated in Clause 3, Article 12 of the Company's Charter;
  - The issue raised in this proposal falls outside the scope of authority of the General Meeting of Shareholders.
  - Other cases as prescribed by law and these Regulations.

**Article 10. How to register to attend the Annual General Meeting of Shareholders before the meeting opens.**

1. The procedure for registering to attend the GMS is clearly stated in the Meeting Notice.
2. Shareholders can choose to register to attend the GMS in the manner specified in the notice, including:
  - a. Attend and vote in person at the meeting;
  - b. Participate and vote via online conference, electronic voting, or other electronic means (if the Company organizes such voting);
  - c. Authorizing another person to attend and vote at the meeting (If more than one representative is appointed, the number of shares and votes authorized for each representative must be specifically specified): Shareholders will authorize the authorized person to attend the meeting in writing, in accordance with civil law regulations or using the form provided by the Company with the documents. Shareholders may send information about the authorization document to the Organizing Committee before the opening day of the General Meeting;
  - d. Submit your meeting registration form via mail, fax, or email (if available), but you must still bring and present the Meeting Invitation Notice (original authorization letter), your identification documents, and any other necessary documents to the Organizing Committee for registration on the day of the meeting;
  - e. Other forms of registration for attending the General Meeting of Shareholders are in accordance with the provisions of the law.

3. The company strives to apply modern information technologies to ensure shareholders can best participate and express their opinions at the General Meeting of Shareholders, including guiding shareholders to vote through online meetings, electronic voting, or other electronic forms as stipulated in Article 144 of the Enterprise Law and the company's charter.

Depending on the specific circumstances at the time of the General Meeting of Shareholders, the Company will apply appropriate registration, attendance, and voting methods. All methods must be clearly explained in the Meeting Notice so that shareholders can choose and conveniently apply them.

**Article 11. How to register and verify delegate eligibility on the day of the Annual General Meeting.**

1. Before the meeting commences, the Company must carry out the shareholder registration procedure and continue registration until all eligible shareholders have registered. The department/individual designated by the convener of the GMS is responsible for registering attendees. Registration includes registering shareholders and their authorized representatives before the meeting begins. Shareholders are registered to verify the minimum required attendance rate of shareholders or their authorized representatives for the meeting to commence validly.
2. Shareholders have the right to participate directly or indirectly through proxies in General Meetings of Shareholders. Shareholders may authorize the Board of Directors or custodian institutions to represent them at the GMS. If a custodian institution is authorized by a shareholder to represent them, the custodian institution must publicly disclose the content of the authorized voting.
3. Shareholders attending the general meeting must bring the documents specified in the Notice of the General Meeting to verify their eligibility. Registration is done at the location where the GMS is taking place .
4. Unless otherwise stipulated, when conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights one (01) Voting Slip, on which the registration number/shareholder code, the full name of the shareholder or the full name of the authorized representative and the number of voting shares of that shareholder and the contents to be submitted for approval at the GMS.

In addition, when registering shareholders, the Company also provides each shareholder or authorized representative with voting rights one (01) Voting Card with the registration number/shareholder code, the full name of the shareholder or the full name of the authorized representative and the number of shares with voting rights of that shareholder so that the shareholder can vote on the contents decided by the General Meeting publicly and directly according to the instructions of the Vote Counting Committee.

5. If the GMS includes an election for the Board of Directors/Board of Supervisors, the company will issue additional ballots for electing the Board of Directors/Board of Supervisors upon shareholder registration. These ballots will contain shareholder information similar to the voting slips/voting cards, and will also include the names of the

candidates. In this case, the total number of voting shares held by a shareholder will correspond to the number of shares owned (or represented) multiplied by the number of members to be elected to the Board of Directors/Board of Supervisors.

6. In cases where the company adopts electronic voting or other electronic voting methods, the issuance of cards/vouchers as mentioned in Clauses 5 and 6 of this Article shall be replaced by information enabling shareholders to access the electronic system to conduct voting and elections.
7. Delegates arriving late to the GMS have the right to register immediately and subsequently participate in and vote at the meeting. The chairperson is not obligated to stop the meeting to allow late-arriving delegates to register, and the validity of any voting sessions conducted before the late-arriving delegates arrive will not be affected.

## **Article 12. Opening of the Shareholders' Meeting**

1. Verification and announcement of minimum shareholder attendance rate: The verification and announcement of the minimum shareholder attendance rate shall be carried out in accordance with the provisions of Article 19 of the Company's Charter.

Specifically, the department/individual designated by the convener of the GMS is responsible for verifying and notifying the number of delegates attending the meeting that meets the minimum attendance rate as stipulated. This ratio must be announced by the Chairman of the GMS immediately after the shareholder registration period ends and before shareholders begin voting.

2. Opening of the Shareholders' Meeting: When the minimum number of members present is reached, the person convening the GMS or the designated department/individual declares the Shareholders' Meeting open.

The chairman of the GMS is stipulated in Clause 4, Article 20 of the company's charter. In the case of electing a chairman (in the absence of the Chairman of the Board of Directors), the names of the nominated candidates and the number of votes will be announced, and the person with the highest number of votes will be the chairman of the meeting.

The Chairman of the GMS nominates one or more individuals to act as secretary to record the minutes of the GMS. The content of the minutes of the GMS is stipulated in Article 17 of these Regulations.

## **Article 13. Voting method**

1. Elect the Vote Counting Committee:
  - a. The GMS elects those responsible for counting and supervising the vote count as proposed by the Chairman of the meeting. The Organizing Committee will prepare a support staff, and the Vote Counting Committee may decide on its own support staff . The qualifications of the members of the Vote Counting Committee include:
    - One of the members of the vote counting committee should have knowledge of legal regulations; the members of the vote counting committee should also have experience in voting and election procedures.

- Members of the vote counting committee must not be members of the Board of Directors or candidates for positions on the Board of Directors/Board of Supervisors (if the general meeting includes elections).
  - Members of the vote counting committee who are not members of the Board of Management and candidates for membership on the Board of Management;
  - Members of the vote counting committee must not be individuals associated with the aforementioned individuals.
- b. The vote counting committee is responsible for counting the votes and preparing a written report on the results before the end of the GMS. The report on the vote counting results must be signed by all members of the vote counting committee. Members who refuse to sign this report must explain their reasons for refusal, and these reasons will be included in an appendix to the report.
  - c. To ensure that the vote counting process is transparent and fair, the vote counting committee must be supervised throughout the process. The chair of the GMS shall nominate a person or department responsible for supervising the vote counting process. This person should be a minority shareholder and independent of the company. This person has the right to intervene and report immediately upon detecting any irregularities or lack of transparency in the vote counting process;
  - d. The person appointed to supervise the vote counting process has the right to: Prevent any violations of the election voting regulations; Report to the Chairman of the GMS any unusual signs during the vote counting process, if any;
  - e. The Head of the vote counting committee has the authority to decide on the specific number or to add/replace personnel in the support staff for the Vote Counting Committee in organizing voting at the GMS.
2. Shareholders or their authorized representatives who arrive after the meeting has commenced must register and have the right to vote immediately upon registration. The chairperson may not interrupt the meeting to allow latecomers to register. In this case, the validity of any votes already cast will not be affected.
  3. The GMS discusses and votes on each item on the agenda. When voting at the meeting, shareholders cast their votes on the ballot paper according to the instructions of the Ballot Counting Committee. Each item for which a vote is sought has three options: “Agree/Approve” – “Disagree/Disapprove” – “No Opinion” for shareholders to mark their desired option. Shareholders then place their ballot paper into a sealed ballot box for the vote counting committee to count the votes.
  4. The method of election will be specified in detail in the Election Regulations at the GMS. For voting on the election of Board of Directors/Board of Supervisors members, cumulative voting must be used, and shareholders have the right to cast all their votes for one or more candidates. Ballots cast by cumulative voting or other methods will then be placed by shareholders into a sealed ballot box for the vote counting committee to complete the counting.
  5. In addition to direct voting at the GMS, the Company strives to maximize the application

of modern information technologies to enable shareholders to vote remotely and participate in online GMSs:

- a. Shareholders attending the meeting via online conference, electronic voting or other electronic forms: Shareholders can register as shareholders on the online system. The Company will provide each shareholder with an account and password to access this system. When shareholders vote online, the number of votes in favor, against, or no opinion when passing a resolution will be recorded on this online system.
- b. For items arising outside the agenda of the general meeting that have been sent to shareholders before the meeting date, the Company must facilitate online voting by participating shareholders on these items. Shareholders who do not vote online will be considered to have not attended and voted on these items.

#### **Article 14. Vote counting method**

1. The vote counting committee will verify the number of ballots received against the number of ballots issued and check the validity of the collected ballots.
2. The “Agree,” “Disagree,” and “No Opinion” statuses will be compiled separately (blank/invalid ballots will be added to the “No Opinion” group). The total result for each status will be divided by the total number of voting rights issued during registration to determine the percentage for each status.
3. Regarding the election voting count: The elected members of the Board of Directors/Board of Supervisors are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members approved by the GMS is reached. If two or more candidates receive the same number of votes for the last member of the Board of Directors or Board of Supervisors, a re-election will be held among those candidates or a selection will be made according to the criteria in the Election Regulations.
4. For issues subject to direct, public voting at the GMS: First, check the voting cards that approve the resolution, then check the voting cards that disapprove and the abstention cards.
5. In cases where shareholders attend the meeting via online conference, electronic voting, or other electronic means: The results of the vote count, ballot count, and voting card count will be reviewed by the Vote Counting Committee on the electronic voting system or other electronic means.
6. The vote count results are calculated by summing the results of direct voting and elections at the GMS and the results of voting and elections approved by the Vote Counting Committee on the electronic voting system or other electronic forms.

#### **Article 15. Conditions for the Resolution to be adopted**

1. A resolution on the following matters shall be adopted if it is approved by shareholders representing sixty-five percent (65%) or more of the total voting rights of all shareholders attending and voting, except as provided in Clauses 3, 4 and 6 of Article 148 of the Enterprise Law:
  - a. Types of shares and the total number of shares of each type;

- b. Reorganize or dissolve the company;
  - c. Changes in industry, occupation, and business sector;
  - d. Changes to the company's organizational and management structure;
  - e. An investment project or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
2. Resolutions are adopted when approved by shareholders holding more than fifty percent (50%) of the total voting rights of all shareholders attending and voting , except as provided in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Enterprise Law.
  3. The company may elect members of the Board of Directors and the Board of Supervisors using the cumulative voting method stipulated in Clause 3, Article 148 of the 2020 Enterprise Law, or through another election method stipulated in the Election Regulations approved by the GMS at the time of the election.
  4. Resolutions passed by 100% of the total voting shares at the GMS are legal and effective even if the procedures for adopting the resolution were not followed as prescribed.

#### **Article 16. Announcement of vote count results**

1. The head of the vote counting committee will read out the results after the vote counting is complete.
2. The minutes of the vote count together with other documents of the GMS will be published on the Company's website within twenty-four (24) working hours from the time of adoption of the Resolution of the GMS.

#### **Article 17. Ways to protest a decision of the GMS**

1. In the event that a shareholder objects to a decision of the GMS, that shareholder must do so in writing, clearly stating their full name, shareholder code, and the content and reasons for the objection. That document will be forwarded to the Secretary of the Meeting for record-keeping.
2. In the event that a shareholder votes against a resolution on the reorganization of the Company or on amendments to shareholders' rights and obligations as provided in the Company's Charter, such shareholder shall have the right to request the Company to repurchase his/her/its shares. Such request must be made in writing and shall state the shareholder's name, address, number of shares of each class, proposed selling price, and the reasons for requesting the Company to repurchase the shares. The request must be sent to the Company within 10 days from the date on which the GMS passes the resolution on the matters specified in this Clause.
3. The company must repurchase shares at the request of shareholders as stipulated in Clause 2 of this Article at market price or at a price calculated according to the principles stipulated in the company's charter within 90 days from the date of receiving the request. If an agreement on price cannot be reached, the parties may request a professional valuation organization to determine the price. The company shall introduce at least three professional valuation organizations for shareholders to choose from, and that choice shall be final.

## **Article 18. Prepare the minutes of the Shareholders' General Meeting.**

1. The GMS must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, and may also be prepared in English, and must include the following main contents:
  - a. Name, head office address, business registration number;
  - b. Meeting time and location of GMS;
  - c. Meeting agenda and meeting content;
  - d. Full name of the chairperson and the secretary;
  - e. Summary of the meeting proceedings and the statements made at the GMS on each item on the agenda of the meeting;
  - f. The number of attending shareholders and the total voting rights of shareholders attending the meeting; the appendix containing the register of shareholders and shareholder representatives attending the meeting, together with their respective number of shares and corresponding votes;
  - g. The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, agree, disagree, and abstention votes; and the corresponding percentage of the total votes cast by shareholders attending the meeting.
  - h. The issues were approved and the corresponding percentage of votes were cast in favor;
  - i. The minutes must be signed by the chairperson and the secretary. If the chairperson or secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other members of the Board of Directors present at the meeting and contain all the information required in this clause. The minutes shall clearly state the chairperson's or secretary's refusal to sign.
2. Minutes prepared in both Vietnamese and English have equal legal validity. In case of discrepancies between the Vietnamese and English versions, the Vietnamese version shall prevail.
3. The minutes of the GMS must be completed and approved before the meeting concludes. The chairperson and secretary of the meeting are jointly responsible for the accuracy and truthfulness of the minutes' contents.
4. The minutes of the GMS shall be considered authentic evidence of the work performed at the GMS unless objections to the content of the minutes are raised in accordance with the prescribed procedure within ten (10) days from the date of sending the minutes.
5. The minutes of the GMS, the appendix listing registered shareholders with their signatures, the proxies for attending the meeting, and related documents must be kept at the Company's head office.

## **Article 19. Authority and procedures for obtaining Shareholder opinions in writing to adopt GMS' Decisions**

1. The Board of Directors has the right to obtain shareholder opinions in writing to approve decisions of the GMS at any time if deemed necessary for the benefit of the Company, except as stipulated in point b, clause 1, Article 21 of the Company's Charter.

2. Procedure for obtaining shareholder opinions in writing to approve decisions of the GMS:
  - a. Prepare the documents:
    - The Board of Directors must prepare: Opinion ballots, draft decisions of the GMS and explanatory documents for the draft decisions. The Board of Directors must ensure that the documents are sent and published to shareholders within a reasonable time for consideration and voting and must send them at least ten (10) days before the deadline for receiving opinion ballots;
    - The opinion ballots must include the following key information:
      - Name, registered office address, business registration number;
      - Purpose of obtaining shareholder opinions;
      - The full name, contact address, nationality, and legal document number of an individual shareholder; the name, business registration number or legal document number of an organization, and the head office address of an organization shareholder; or the full name, contact address, nationality, and legal document number of an authorized representative of an organization shareholder; the number of shares of each class and the number of voting rights of the shareholder;
      - The issue requires consultation;
      - The voting options include “agree”, “disagree”, and “no opinion” for each issue being considered;
      - The deadline for submitting the opinion ballot to the company has been set;
      - The full name and signature of the Chairman of the Board of Directors.
  - b. Announcement regarding the closing of the shareholder list for conducting a written shareholder consultation: The company announces information regarding the preparation of the shareholder list for conducting shareholder opinions in writing in accordance with regulations;
  - c. Prepare a list of shareholders for conducting a written shareholder consultation: The list of shareholders for conducting a written shareholder consultation is prepared in the same way as for a GMS;
  - d. Send documents and opinion ballots to shareholders.
    - The opinion ballots, along with the draft decision and explanatory documents, must be sent by a method that ensures it reaches the contact address of each shareholder on the shareholder list compiled by the Vietnam Securities Depository and Clearing Corporation;
    - The Board of Directors must ensure that documents are sent and published to shareholders within a reasonable time for consideration and voting and must send them at least ten (10) days before the deadline for receiving ballots;
  - e. Receive shareholder opinion ballot:
    - The completed opinion ballots must be signed by the individual shareholder, or the legal representative of the shareholder (whether an organization) or the authorized legal representative of the organization or individual.

- Opinion ballot can be sent to the Company by the following methods:
    - By mail: Opinion ballots sent to the Company must be enclosed in a sealed envelope and no one is allowed to open them before the votes are counted;
    - Sending by fax or email: Opinion ballots sent to the Company via fax or email must be kept confidential until the vote are counted.
  - Opinion ballots received by the Company after the deadline specified in the ballot, or that have been opened in the case of mail submissions, or published before the vote count in the case of fax or email submissions, are invalid. Unreturned ballots are considered non-voting ballots.
- f. Counting votes and preparing the vote counting report.
- The Board of Directors counts the votes and prepares a vote counting report in the presence of the person in charge of corporate governance or a shareholder who is not a management personnel;
  - The vote counting record must include the following key information:
    - Name, registered head office address, business registration number;
    - The purpose and issues requiring consultation before the resolution can be adopted;
    - The number of shareholders with the total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the ballots, along with an appendix listing the shareholders who participated in the vote;
    - The total number of votes in favor, against, and abstentions for each issue;
    - The issues have been resolved;
    - The full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.
  - Members of the Board of Directors, vote counters, and vote supervisors shall be jointly and severally liable for the integrity and accuracy of the vote counting record; and jointly and severally liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.
- g. Through a resolution of the GMS: A resolution is adopted by written shareholder consultation if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote, and it has the same value as a resolution adopted at the GMS.
- h. Document retention: Completed opinion ballots, vote counting records, adopted resolutions, and related documents accompanying the opinion ballots must all be retained at the Company's head office.

**Article 20. Publication of the Resolution and Minutes of the GMS or the Vote Counting Minutes in the case of obtaining Shareholders opinion in writing.**

1. Minutes of the meeting, Resolution of the GMS or the vote counting report in the case of obtaining Shareholders opinion in writing must be sent to all shareholders within fifteen (15) days from the end of the meeting. If the company has a website, sending the resolution can be replaced by posting it on the company's website.

2. Meeting minutes, General Meeting Resolutions, and vote counting reports must be published on the website of the Stock Exchange and the State Securities Commission within twenty-four (24) hours from the end of the meeting.
3. The minutes of the GMS, the appendix listing registered shareholders, the resolutions adopted, and related documents attached to the meeting invitation must be kept at the company's head office.

**Article 21. Request to annul the decision of the GMS.**

1. Within ninety (90) days from the date of receiving the minutes of the GMS or the vote counting report in the case of obtaining Shareholders opinion in writing, the members of the Board of Directors, the General Director, shareholders or groups of shareholders specified in Clause 3, Article 12 of the Company's Charter have the right to request the Court or Arbitration to review and annul the Resolution or part of the content of the resolution of the GMS in the following cases:
  - a. The sequence and procedures for convening meetings or obtaining shareholder opinions in writing and making decisions of the GMS were not carried out in accordance with the provisions of the Enterprise Law and the Company's Charter, except as stipulated in the Law on Enterprise and Clause 4, Article 21 of the Company's Charter;
  - b. The resolution's content violates the law or the Company's Charter.
2. In the event that a decision of the GMS is overturned by a court or arbitration decision, the person who convened the annulled GMS may consider reorganizing the GMS in accordance with the procedures stipulated in the Law on Enterprise and the Company's Charter.

**Article 22. The sequence and procedures for holding a GMS to pass resolutions via online conference.**

1. Notice of convening an online GMS: The notice of convening an online GMS shall be carried out in accordance with the provisions of Article 9 of these Regulations.
2. How to register to attend the online GMS: Shareholders or authorized representatives (if any) attending the meeting via online conference, electronic voting, access the online GMS system to register to attend the meeting. The Company will provide each shareholder with one (01) username and corresponding password to access the above-mentioned system. Specific instructions will be recorded in the notice of the GMS and the Regulations on the organization of the GMS.
3. The authorization of representatives to attend the GMS online and vote electronically shall be carried out in accordance with the Company's Charter and the methods specified in the notice of the GMS.
4. Conditions for conducting: The online GMS can be conducted when the provisions of Article 20 of the Company's Charter are met.
5. The procedure for adopting resolutions by the GMS is carried out in accordance with the provisions of Article 15 of these Regulations.
6. How to vote online:
  - a. The voting procedures at online GMSs will be specified in detail in the Regulations on

the Organization of GMSs for each meeting.

- b. Shareholders attending the meeting via online conference and voting electronically can access the online GMS system as stipulated in Clause 2 of this Article to cast their votes/elections.
7. Online vote counting method: When shareholders cast their electronic votes, the number of “Approve”, “Disapprove” and “No Opinion” votes for each voting item, as well as the number of votes for each candidate, are recorded on the online GMS system. The vote counting committee will record the results from this system.
8. Announcement of vote count results: The vote count results will be announced by the chairperson or head of the vote counting committee immediately after the results are available.
9. Minutes of the GMS: The preparation of minutes of the Meeting shall be carried out in accordance with Article 18 of these Regulations.
10. Announcement of GMS Resolutions: The announcement of GMS resolutions shall be carried out in accordance with Article 20 of these Regulations.

**Article 23. The sequence and procedures for holding a GMS to pass resolutions using a hybrid format of in-person and online meetings.**

The sequence and procedures for holding a GMS to adopt resolutions through a combination of in-person and online meetings shall be implemented similarly to the provisions in Article 22 and other Articles of Chapter II of these Regulations, except for the provisions in Article 19 regarding the authority and procedures for obtaining shareholder opinions in writing on decisions of the GMS.

## **CHAPTER IV: BOARD OF DIRECTORS**

### **SECTION I: NOMINATION, CANDIDATE, ELECTION, REMOVAL AND DISMISSAL**

#### **MEMBER OF THE BOARD OF DIRECTORS**

**Article 24. Standards and conditions for becoming a member of the Board of Directors**

1. Board members must meet the following standards and conditions:
  - a. Having full legal capacity and not being subject to prohibitions on managing businesses as stipulated in Clause 2, Article 17 of the Law on Enterprise;
  - b. Being a shareholder of the Company or a nominated person who is not a shareholder of the Company, possessing a university degree or higher in one of the following fields: construction, architecture, transportation, water resources and hydropower, business administration, and having experience in business management;
  - c. They must not have previously been a member of the Board of Directors or legal representative of a company that is prohibited from operating due to serious legal violations;
  - d. They are healthy, have good moral character, are honest, and possess knowledge of the law;

- e. A person is not allowed to simultaneously be a member of the Board of Directors or the Board of Members, or the Chairman of the Board of Members, in more than five other companies.
  - f. Other conditions as prescribed by law.
2. The criteria for independent members of the Board of Directors, as stipulated in Clause 2, Article 155 of the Enterprise Law, include the following standards and conditions, unless otherwise provided by the Law on Securities:
    - a. Not currently employed by the company or its subsidiaries; not previously employed by the company or its subsidiaries for at least three consecutive years prior to the application.
    - b. Not a person receiving a salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to according to regulations;
    - c. Not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the company; or who is a manager of the company or its subsidiary;
    - d. Not a person who directly or indirectly owns at least 1% of the total voting shares of the company;
    - e. Not a person who has served as a member of the company's Board of Directors or Board of Supervisors for at least the previous five consecutive years, except in the case of being appointed for two consecutive terms.
  3. The Chairman of the Board of Directors is not allowed to simultaneously hold the position of General Director of the Company.

#### **Article 25. Rights and obligations of the Board of Directors**

1. The rights and obligations of the Board of Directors are specifically stipulated in Articles 27, 28, and 29 of the Company's charter. In addition, members of the Board of Directors have the following legal responsibilities and obligations:
  - a. Board members must act honestly and in good faith, be proactive and avoid being in a passive position; they must not cause the company to violate the law;
  - b. Board members must be loyal to the company, its interests, and its shareholders, according to the following principles:
    - Do not participate in the board of directors of a competitor;
    - Do not conduct any transactions with the company without disclosing the transaction and without obtaining permission from the Board of Directors or the GMS;
    - Do not use company assets or facilities for personal needs; do not use company information, disclose company secrets, or disclose company business opportunities for personal gain.
2. To ensure the fulfillment of its rights and obligations, and to supervise the Company's business operations, the Board of Directors will specify its authority and delegate detailed approval levels for each area of the Company's operations through internal management

and supervision regulations, including key areas such as: financial management, organization and labor management, and other regulations;

3. The Company's specialized internal regulations stipulate detailed procedures regarding the authority and responsibility of the Board of Directors, the Chairman of the Board, the General Director, and other managers in obtaining permission to conduct transactions outside the scope of the Company's business and financial plan; they also define the management structure, the rights and obligations of the management team, and the liability incurred in cases of exceeding their authority.

**Article 26. The process by which shareholders or groups of shareholders nominate or elect individuals to positions on the Board of Directors.**

1. Shareholders or groups of shareholders holding common shares that satisfy Clause 2, Article 25 of the Company's Charter have the right to nominate or propose candidates for the Board of Directors.
2. Ordinary shareholders may voluntarily form a group that meets the specified conditions to nominate candidates for the Board of Directors. This group meeting must be announced to the Board of Directors and the shareholders attending the GMS no later than the opening of the GMS.
3. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the personal information disclosed and must commit to faithfully performing the duties of a Board member if elected.
4. The necessary documents for nominating or applying for a candidate include:
  - Full name, date of birth;
  - Educational level;
  - Professional qualifications;
  - Work experience;
  - Companies where the candidate currently holds positions as a member of the Board of Directors and other management roles;
  - The candidate's relationship with the relevant party;
  - The candidate's relationship with the Company's key business partners;
  - Information relating to the candidate's financial situation and other matters that may affect the candidate's duties and independence as a member of the Board of Directors;
  - For shareholder groups: a complete list of the nominating shareholder group; proof of sufficient shareholding; and a written agreement from the shareholder group regarding the nomination of Board members.

**Article 27. Method of electing members of the Board of Directors**

1. Election ballots shall be prepared by the Organizing Committee of the GMS, stating the list of candidates and the total number of votes of each shareholder, and shall bear the Company's seal.

Shareholders receive ballots and mark the number of votes for their chosen candidate. Valid ballots are those that are not erased, crossed out, or have additional content written on them, or that vote for more board members than permitted. If the company uses electronic voting, the distribution of ballots may be replaced by providing shareholders with information to access the electronic voting system.

2. The election of Board members shall be conducted by cumulative voting or by another method stipulated in the Election Regulations and approved by the GMS at the time of the election.
3. With cumulative voting, each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors, and shareholders have the right to allocate all of their total votes to one or more candidates. Shareholders can allocate votes to each candidate according to a specific number of votes or percentage, or distribute them equally among the selected candidates. In the case of equal distribution, shareholders do not need to fill in the ballot; they simply select the candidates as follows : Shareholders make their selection by leaving the ballot blank. The names of the selected candidates are entered, and the names of the unselected candidates are crossed out. The number of selected candidates must not exceed the number of board members authorized to be elected.
4. Based on the number of approved Board of Directors members, the GMS determines the elected candidates by the number of votes received, starting from the candidate with the highest number of votes until the final result is reached. The required number of members must be elected, and the minimum number of board members must be met. Independent in accordance with the law and the Charter.

In this process, independent candidates will be selected first (based on the number of votes from highest to lowest, separate for independent candidates). After selecting the required number of independent Board members, the selection of the remaining Board members will be based on the number of votes from highest to lowest (including the remaining non-independent and independent Board candidates). A candidate elected to the Board must have at least one (01) vote.

5. In the event that two or more candidates receive the same number of votes for the final member of the Board of Directors, a re-election will be held among the candidates with the equal number of votes, or a selection will be made according to the following criteria:
  - a. If the candidate is a shareholder, the candidate holding the more shares will be given priority in the selection process.
  - b. If a candidate is not a shareholder, the candidate with the longest term as a Board member will be given priority. In case of equal term, the number of years served will be considered.
6. In the event that the number of candidates is less than or equal to the number of Board of Directors members to be elected, the election of Board members must be conducted by

voting (approve, disapprove, abstain). The voting percentage shall be determined according to Clause 1, Article 21 of the Company's Charter.

## **Article 28. Cases of dismissal or removal of Board of Directors members**

1. Dismissal:
  - a. The dismissal of a member of the Board of Directors is governed by the provisions of Point 5.1, Clause 5, Article 26 of the Company's Charter;
  - b. In the event that a member of the Board of Directors is deemed ineligible under the law or lacks the legal capacity to act, the remaining members of the Board of Directors (or a department designated by the Chairman of the Board) will be responsible for gathering evidence and information, preparing reports and proposals, and submitting them to the Board of Directors for consideration and approval at the GMS. The Board member determined to be ineligible shall cease to participate in the activities of the Board of Directors from this point onwards.
2. Removal from office:
  - a. The removal of a member of the Board of Directors is governed by the provisions of Point 5.2, Clause 5, Article 26 of the Charter;
  - b. In cases where a Board member is legally prohibited from serving on the Board, the Board will convene a meeting to consider the matter and submit it for approval at the GMS. A Board member deemed prohibited from serving on the Board will automatically cease to participate in the Board's activities from that point onwards.
  - c. In cases where a Board member fails to fulfill their duties or acts dishonestly, the remaining Board members (or a department designated by the Chairman of the Board) will be responsible for gathering evidence and information, preparing reports and proposals, and submitting them to the Board for consideration and approval at the GMS. A Board member found to have failed to fulfill their duties or acted dishonestly will no longer be allowed to participate in the Board's activities from this point onwards.
3. Board members may be dismissed or removed from office by resolution of the GMS.

## **Article 29. Announcement regarding the election, dismissal, and removal of Board of Directors members.**

After a decision is made to elect, dismiss, or remove a member of the Board of Directors, the Company is responsible for publishing the information on the Company's website and to the relevant state management agencies in accordance with the procedures and regulations of the law.

## **Article 30. How to nominate candidates for the Board of Directors**

1. The Board of Directors convenes a meeting to discuss the election of Board members and disseminate the election details: the number and structure of Board members, the criteria for candidates, and the nomination and candidacy procedures as stipulated in Article 26 of these Regulations. All necessary documents and information are forwarded to the Company for the Board of Directors' Secretariat to compile and submit to the Board of Directors for decision. The election will be held at the next GMS.

2. The company issued a public notice regarding the election of board members, clearly stating the reasons for the election, the number of members, the criteria and methods of election, and the procedures for candidacy and nomination.
3. The Board of Directors compiles a list of candidates through nominations, applications, and verification of information on each candidate to ensure that all candidates meet the qualifications and standards for membership on the Board of Directors as stipulated in Clause 2 of this Article.
4. If the number of candidates for the Board of Directors, both through nominations and applications, is still insufficient, the Board of Directors will prepare a list of candidates based on the following criteria:
  - Number of candidates: This is the number remaining after compiling the list of eligible candidates through nominations and applications as stipulated in Clause 3 of the Article. This;
  - Candidates nominated by the Board of Directors must be approved by a majority vote of the incumbent Board members;
  - Candidates nominated by the Board of Directors must meet at least the conditions and standards stipulated in the Law on Enterprise.

## **SECTION II: PROCEDURES FOR MEETING THE BOARD OF DIRECTORS**

### **Article 31. Announce and prepare meeting agenda.**

1. Board of Directors Meeting Notice:
  - a. In the event that the Board of Directors elects a Chairman, the first meeting of the Board of Directors' term to elect the Chairman and make other decisions within its authority must be held within 07 (seven) working days from the date of the conclusion of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes. If more than one member has the highest number of votes and they are equal, the members shall elect by majority one of them to convene the Board of Directors meeting;
  - b. Notices of Board of Directors meetings, including regular and other extraordinary meetings, will be sent to Board members by email or to the contact address of each Board member registered in advance at the Company **three (03) days** before the scheduled meeting date;
  - c. The notice of the Board of Directors meeting must include the time, location, agenda, content of the issues to be discussed, along with necessary documents on the issues to be discussed and voted on at the meeting, and voting ballots for Board members who cannot attend the meeting;
  - d. Board of Directors meetings are conducted at the Company's head office or at another location as decided by the Chairman of the Board of Directors and with the agreement of the Board of Directors;
  - e. A member of the Board of Directors may decline a meeting notice or part of the meeting

agenda in writing; such decline may be modified or revoked in writing by that member of the Board of Directors.

- f. Board members may request additional agenda items by letter, fax, email, or other means to the Chairman of the Board or the person convening the meeting;
- g. The Chairman of the Board of Directors or the person convening the meeting sends the notice of meeting and accompanying documents to the General Director, as is the case with other members of the Board of Directors. The General Director has the right to attend Board of Directors meetings and to participate in discussions, but is not entitled to vote, except in cases where the General Director is also a member of the Board of Directors.

2. Types of meetings:

- a. In in-person meetings, board members will vote orally or by raising their hands on each issue after the Chairperson raises the issue and concludes the discussion. Voting statuses may be “agree”, “disagree”, or “no opinion”;
- b. Board meetings can also be held in the form of online conferences among Board members when all or some members are in different locations, provided that each participating member is able to:
  - Hear each of the other members of the Board of Directors participating in the meeting speak;
  - Speak to all other attending members simultaneously.
- c. Board meetings may be conducted by telephone. Discussions among members may take place in person by telephone or by other means of communication, or a combination of these methods. Board members participating in such meetings are considered to be “present” at that meeting. The meeting location, as stipulated in this regulation, is the location where the largest number of Board members are present, or the location where the meeting’s chairperson is present.

Decisions adopted at a meeting conducted by telephone and duly convened and held shall take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures of all members of the Board of Directors attending such meeting in the minutes thereof.

**Article 32. Conditions for holding a Board of Directors meeting**

- 1. Board of Directors meetings can only be held and decisions made when at least 3/4 (three-quarters) of the members are present, either in person or through their representatives (authorized persons).
- 2. If the required number of members is not present, the meeting must be reconvened within seven (07) days from the date of the first scheduled meeting. The reconvened meeting will be held if more than half (1/2) of the Board of Directors members are present.
- 3. Board members may only authorize another person to attend meetings on their behalf if approved by a majority of the Board members.

### **Article 33. Methods of voting and approving resolutions by the Board of Directors.**

1. The Board of Directors adopts resolutions and makes decisions based on a majority vote of the Board members present at the meeting ( more than 50%). In the event of a tie vote, the final decision rests with the side supported by the Chairman of the Board of Directors.
2. Except as provided in Clause 3 of this Article, each member of the Board of Directors or a person directly authorized to be present in their personal capacity at the Board of Directors meeting has one (01) voting ballot.
3. Board members are not permitted to vote on contracts, transactions, or proposals in which they or a person related to them have an interest that conflicts with, or may conflict with, the interests of the Company.

A member of the Board of Directors who benefits from a contract as stipulated in Article 167 of the Law on Enterprise and points a and b of Clause 7, Article 42 of the Company's Charter is considered to have a significant interest in that contract.

4. In case a member of the Board of Directors cannot attend the meeting, they may send their voting ballot to the meeting via mail, fax, or email. If sending voting ballots to the meeting via mail, the ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening. The voting ballot may only be opened in the presence of all attendees.
5. Resolutions adopted through written consultation are based on the unanimous agreement of a majority of the voting members of the Board of Directors. This resolution has the same effect and value as a resolution adopted at the meeting.

### **Article 34. Minutes of the Board of Directors' meeting**

1. The Secretary of the Board of Directors will record the minutes of the Board meeting in a complete, detailed, and clear manner. The meeting content may be recorded to ensure the accuracy of the content, proceedings, and results, and stored in other electronic forms. The minutes must be written in Vietnamese and may also be written in a foreign language with equal validity. In case of discrepancies between the Vietnamese and foreign language minutes, the Vietnamese minutes shall prevail.
2. The minutes recording the proceedings of the meeting will be completed immediately after each meeting and signed by the chairperson and the person recording the minutes. In the event that the chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors attend and agree to sign the minutes, and the minutes contain all the content as stipulated in points a, b, c, d, e, g, and h of Clause 1, Article 158 of the Law on Enterprise, then these minutes are valid. The minutes clearly state that the chairperson or the person recording the minutes refused to sign. The person signing the minutes is jointly responsible for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson or the person recording the minutes is personally liable for any damages incurred by the enterprise due to their refusal to sign the minutes, as stipulated in the Law on Enterprise, the company's charter, and relevant laws. The official meeting minutes will be completed within 7 working days from the date the meeting concludes.

3. Minutes of the Board of Directors meeting and documents used in the meeting must be kept at the company's head office.

**Article 35. Announcement of Board of Directors' Resolution**

1. Based on the contents and decisions approved at the Board of Directors' meeting, the Chairman of the Board of Directors will sign and issue the resolutions of the Board of Directors on behalf of the Board of Directors. These resolutions will be announced to all members of the Board of Directors, the Board of Management, the Board of Supervisors, and other relevant departments/ divisions or individuals.
2. The contents of the Board of Directors' resolutions that fall within the scope of information disclosure requirements will be disclosed by the Company's Information Disclosure Officer in accordance with legal regulations, including: disclosing information on the Company's website and to state management agencies according to current procedures and regulations.

**CHAPTER V: SUPERVISORS AND THE BOARD OF SUPERVISORS**

**Article 36. Criteria for members of the Board of Supervisors**

1. Members of the Board of Supervisors must meet the standards and conditions stipulated in Clause 1, Article 169 of the Enterprise Law, the company's charter, and must not fall under the following cases:
  - a. Working in the accounting and finance department of the company;
  - b. Being a member or employee of an independent auditing firm that audited the company's financial statements for the three (03) consecutive years prior to that.
2. Members of the Board of Supervisors must possess professional qualifications and experience. Members of the Board of Supervisors may not be shareholders of the company.
3. The head of the Board of Supervisors is a person with expertise in accounting, not someone working in the financial accounting department, and not the company's Chief Financial Officer.

**Article 37. The procedure by which shareholders or groups of shareholders nominate or elect candidates for the position of Board of Supervisors Member.**

1. The nomination and candidacy of the Supervisors shall be conducted in accordance with the provisions of Clauses 1 and 2 of Article 25 of the Company's Charter .
2. If the number of candidates for the Board of Supervisors nominated through nomination and self-nomination is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the mechanisms stipulated in the company's charter and internal regulations on corporate governance. The incumbent Board of Supervisors's nomination of candidates for the Board of Supervisors must be clearly announced before the GMS votes to elect members of the Board of Supervisors, as required by law.

### **Article 38. Method of electing members of the Board of Supervisors**

1. The method for electing members of the Board of Supervisors is similar to the regulations for electing members of the Board of Directors.
2. The members of the Board of Supervisors elect one (01) person among themselves as the Head of the Board by majority principle. **The Head of the Supervisory Board must hold a university degree or higher in one of the following disciplines: economics, finance, accounting, auditing, law, business administration, or another discipline relevant to the business activities of the enterprise.**
3. The Head of the Board of Supervisors has the following rights and responsibilities:
  - a. Convene a meeting of the Board of Supervisors;
  - b. Request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
  - c. Prepare and sign the Board of Supervisors's report after consulting with the Board of Directors, for submission to the GMS.

### **Article 39. Cases of dismissal or removal of members of the Board of Supervisors**

1. Supervisors are dismissed in the following circumstances:
  - a. No longer meets the qualifications and conditions to be a Supervisor as stipulated in the Law on Enterprise.
  - b. A resignation letter was submitted and accepted by the GMS ;
  - c. Other cases as prescribed by law and the Company's charter .
2. Supervisors are removed from office in the following circumstances:
  - a. Failure to complete assigned tasks or duties;
  - b. Serious or repeated violations of the duties of the Supervisors as stipulated in the Law on Enterprise and the company's charter;
  - c. Failure to exercise one's rights and obligations for six (06) consecutive months, except in cases of force majeure;
  - d. Other cases as prescribed by law, the Company's charter, and decisions of the GMS .

### **Article 40. Operating procedures of the Board of Supervisors**

1. The activities of the Board of Supervisors are stipulated in the Company's Charter , and the Head of the Board of Supervisors is responsible for implementing them specifically in the Regulations on the Organization and Operation of the Board of Supervisors. Accordingly, the Regulations on the Organization and Operation of the Board of Supervisors must include at least the following contents: the method of electing the Head of the Board of Supervisors, the number of meetings, the meeting schedule, the conditions for holding meetings, the method of passing resolutions, regulations on the standards and methods for evaluating the performance of Board of Supervisors members, regulations on the conditions for using independent consultants, and regulations on information confidentiality.
2. The minutes of the Board of Supervisors meetings are prepared in detail and clearly. The secretary and the Board of Supervisors members attending the meetings must sign the

meeting minutes. The minutes of the Board of Supervisors meetings must be kept as important company documents to determine the responsibility of each Board of Supervisors member for the resolutions of the Board of Supervisors.

3. During Board of Supervisors' meetings, the Board of Supervisors has the right to request members of the Board of Directors, members of the Board of Management and independent auditors to participate and answer questions of concern to the Board of Supervisors.

## **CHAPTER VI: REGULATIONS ON THE ORDER AND PROCEDURES FOR SELECTING, APPOINTING, AND DISMISSING MANAGEMENT PERSONNEL**

### **Article 41. Criteria for selecting company Management Personnel**

1. The general standards for company Management Personnel will be outlined below. Specific standards for each position (excluding the GENERAL DIRECTOR) will be proposed by the General Director and approved by the Board of Directors:
  - a. Having full legal capacity and not being subject to any prohibitions from managing businesses. provisions of the Law on Enterprise;
  - b. They possess professional ethics, honesty, enthusiasm, and a good reputation.
  - c. Possessing the appropriate expertise, qualifications, and organizational skills, the ability to align the interests of all stakeholders, and make sound decisions;
  - d. Possesses the ability to manage, organize, direct, and effectively carry out assigned tasks within their designated field.
2. General standards and conditions for the position of General Director of the Company: In addition to the provisions in Clause 5, Article 162 of the Enterprise Law and Clause 4, Article 35 of the Company Charter regarding the position of General Director of the Company, the General Director must also meet the following standards and conditions, and depending on each stage of the Company's development, the standards and conditions for the General Director are decided by the Board of Directors.
  - a. Possessing a university degree or higher, and have practical experience in business administration within the Company's core business activities (priority will be given to individuals who own a significant number of shares in the Company);
  - b. Not an employee, member of the Board of Management, or Board of Directors of a competitor;
  - c. Do not simultaneously hold the position of Director or General Director of any organization/ business or other managerial positions in other companies ;
  - d. Possessing good health, moral character, and knowledge of the law;
  - e. Other regulations as prescribed by law.

3. Selection criteria for Chief Accountant: The standards and conditions for the Chief Accountant position are as follows:
  - a. Not subject to the prohibition from performing accounting duties as stipulated in the Law on Accounting;
  - b. Possessing moral character, professional ethics, honesty, and a sense of responsibility to comply with and defend the rights, policies, and financial and economic management regulations as prescribed by law and the Company;
  - c. Possesses a certificate of training and certification as a chief accountant in accordance with the law on accounting;
  - d. Possess professional accounting qualifications from a university or higher , and have at least 5 (five) years of practical experience in the accounting profession.

**Article 42. The appointment of company management personnel**

1. Management personnel is responsible for fulfilling the obligations stipulated in this Article. This is a prerequisite for the company to achieve its operational and organizational goals.
2. The Board of Directors appoints a member of the Board of Directors or hires another person to be the General Director. The term of the General Director is not more than five (05) years and may be reappointed. The appointment may expire based on the provisions of the labor contract.
3. The appointment of business managers (excluding the General Director), including the Deputy General Director, Chief Accountant, Heads of Departments, and other managers, is made by the Chairman of the Board of Directors according to the proposal of the General Director, in accordance with the following regulations:
  - a. The General Director shall nominate in writing the appointment of members of the Board of Management based on criteria, conditions, and standards consistent with the provisions of the company's charter and this regulation;
  - b. The Chairman of the Board of Directors provides written feedback on nominations for members of the Management Board. The evaluation of potential candidates involves the participation of the General Director and other management levels within the Company.
  - c. The Chairman of the Board of Directors makes decisions on appointing and signing employment contracts with members of the Company's management team as legal representatives;
  - d. The term of office for a member of the Board of Management shall not exceed 05 (five) years and they may be reappointed.
4. The information required from candidates for management positions will include the following:
  - a. The resume must include a photograph of the candidate taken recently, at the time of nomination;
  - b. The applicant's academic diplomas and certificates;
  - c. The positions the candidate has held in the last 05 (five) years and the position currently held at the time of nomination;

- d. The relationship between the candidate and the company;
  - e. The candidate's relationships with individuals who have a significant influence on the Company and the candidate's relationships with the Company's key business partners (if any);
  - f. Other information may affect the candidate's ability to perform their duties when becoming a member of the management positions.
5. Upon the recommendation of the General Director and with the approval of the Chairman of the Board of Directors, the Company may recruit other managers in a number and with qualifications consistent with the Company's management structure and regulations as stipulated by the Board of Directors.

**Article 43. Sign an employment contract with the management personnel**

1. After the Board of Directors makes a decision on the appointment of the General Director, the Chairman of the Board of Directors signs an employment contract with the General Director. The content of the employment contract complies with the provisions of labor contract law and the agreements do not contravene the provisions of the law.
2. The Board of Directors/Chairman of the Board may consider adding further clauses and conditions to the employment contract for the General Director and members of the management team, if deemed necessary, including the following:
  - Penalties or compensation are applied when one party fails to fulfill its responsibilities;
  - Compensation fees and other benefits;
  - Confidentiality clauses regarding confidentiality during the contract period as well as when a member of the Management Team leaves the Company for any reason;
  - Committed to protecting the interests of the Company and its shareholders;
  - Conditions for early termination of the contract.
3. The Company's legal representative will sign employment contracts with other managers after obtaining the approval of the Board of Directors /Chairman of the Board.

**Article 44. Salary, bonuses, and other benefits for the management team.**

1. The Board of Directors determines the salary and bonuses of the Company's General Director . The Chairman of the Board of Directors approves the salaries and bonuses of the Deputy General Director, Chief Accountant, and other management personnel appointed by the Chairman of the Board of Directors based on the General Director's proposal. The Board of Directors is responsible for issuing policies on salaries, bonuses, and other benefits through specialized internal management regulations.
2. Compensation and other benefits policy:
  - a. The company's General Director will establish regulations regarding salary, bonuses, and other benefits which subject to approval by the Board of Directors. The remuneration (salary, bonuses, and other benefits) of members of the Board of Management and departmental/divisional managers may include a fixed portion and a variable portion depending on the Company's performance;

- b. The development of salary and bonus policies is based on:
  - Scope of responsibility;
  - Qualities, required skills, and experience;
  - Average salary within the company and in the industry in general;
  - The company's capabilities and financial indicators;
  - Market factors related to human resources and other factors.

**Article 45. Cases of dismissal or removal of management personnel**

1. The circumstances for dismissing or removing the General Director are stipulated in Clause 7, Article 35 of the Company's Charter .
2. Regarding the position of General Director: The Board of Directors may dismiss or remove the General Director with a majority vote (over 50%). Board members present at the meeting have the right to vote to approve and appoint a new General Director to replace the previous one.
3. The General Director may be dismissed by the Board of Directors in the following cases:
  - a. Due to operational needs, the company is transferring and rotating its personnel.
  - b. Due to health reasons preventing me from continuing his/ her work;
  - c. And other cases permitted by law.
4. The General Director may be dismissed by the Board of Directors in the following cases:
  - a. Failure to complete assigned tasks or violation of company rules and regulations;
  - b. Violating the law but not to the extent of incurring criminal liability or requiring termination of the employment contract;
  - c. And other cases permitted by law.
5. For other management positions: dismissal or removal is decided by the Chairman of the Board of Directors upon the proposal of the General Director.
6. The aforementioned dismissal or removal from office must not be contrary to the contractual rights of the dismissed persons (if any).

**Article 46. Announcement of the appointment, dismissal, and removal of company managers.**

After a decision is made to appoint, dismiss, remove, or depose a manager, the Company is responsible for publishing the information on its website and to relevant state management agencies in accordance with legal procedures and regulations.

**CHAPTER VIII - PROCEDURES FOR COORDINATING ACTIVITIES  
BETWEEN THE BOARD OF DIRECTORS, THE BOARD OF  
SUPERVISORS, AND THE GENERAL DIRECTOR**

**Article 47. Principles of work and coordination**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers are personally responsible for the performance of their

assigned duties and must seriously cooperate to protect the legitimate rights of shareholders and develop the Company.

2. All members have the right to express their agreement or disagreement on a matter and are responsible for explaining their position when requested.
3. The members of the Board of Directors, the members of the Board of Supervisors, and the General Director regularly exchange information and provide support in a spirit of cooperation, creating a working environment in accordance with the regulations of the Charter and the law, in order to manage the Company's business operations in line with the direction approved by the GMS.

**Article 48. The process of coordinating the activities of the Board of Supervisors with the Board of Directors and management team.**

1. The Board of Supervisors is obligated to clearly state the reasons in the written request for information and to maintain absolute confidentiality of all information obtained during the monitoring of the Company's operations. Disclosure of this information is only permitted upon request from a competent authority or with the consent of the GMS.
2. Coordination in supervision and inspection with the Company's management is carried out as follows:
  - a. Members of the Board of Supervisors have the right to request the General Director and other managers to facilitate access to records and documents related to the Company's business operations at the Head Office or where the records are stored;
  - b. Regarding the activities of the General Director and the Board of Management, based on regular activity reports and specific information requests from the Board of Supervisors, the Board of Supervisors has the right to propose to the Board of Directors a review of the General Director's decisions. In cases where there are signs of violations of the law, the Company's Charter, and potential significant material or reputational damage to the Company, the Board of Supervisors has the right to simultaneously send a notice to the General Director and members of the Board of Directors requesting an immediate halt to the implementation of those decisions. The Chairman of the Board of Directors will issue a notice regarding the temporary suspension of the General Director's decisions for review and assessment of the situation;
  - c. For information and documents on business management and operation, business performance reports, and financial reports, the Board of Supervisors's request must be sent to the Company at least 02 (two) working days in advance;
  - d. For the use of independent external consultants, the Board of Supervisors must provide information on the scope, value, and other material details within 48 (forty-eight) hours from the time the service is established.
3. The coordination, consultation, and information sharing between the Board of Supervisors and the Board of Directors are carried out as follows:
  - a. Regularly inform the Board of Directors about operating results, and consult with the Board of Directors before submitting reports, conclusions, and recommendations to the GMS;

- b. During inspections and monitoring, if a member of the Board of Supervisors discovers an ongoing incident causing damage to the Company's assets, they shall propose solutions and report to the Head of the Board of Supervisors for timely guidance. If no better corrective measures are available, the Head of the Board of Supervisors shall discuss the matter with the Board of Directors and then report to the GMS .
- c. The Board of Supervisors's periodic and unscheduled inspections must have written conclusions (no later than 15 (fifteen) working days from the date of completion) sent to the Board of Directors to provide further basis for the Board of Directors in managing the Company. Depending on the scope and results of the inspection, the Board of Supervisors must discuss and reach a consensus with the Board of Directors and the General Director before reporting to the GMS. In case of disagreement, the Board of Supervisors may reserve its opinion and record it in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the next GMS;
- d. For proposals to amend, supplement, or improve the organizational structure of management and operation, the Board of Supervisors must send the document along with related materials at least 15 (fifteen) working days before the expected date of receiving the response;
- e. For the review of audited financial statements, the Board of Supervisors must provide written feedback within 7 (seven) days;
- f. For other records and documents: If the Board of Directors sends a document to the Board of Supervisors for comments, the Board of Supervisors will respond within 7 (seven) working days.

**Article 49. Coordination of activities between the Board of Directors, the Board of Supervisors, and the General Director.**

- 1. Coordination of activities between the Board of Directors and the Board of Supervisors:
  - a. If the Board of Supervisors is invited to attend meetings with the Board of Directors, the agenda and content of the Board of Directors' meetings must be sent to the members of the Board of Supervisors at the same time as the members of the Board of Directors.
  - b. Resolutions of the Board of Directors shall be sent to the Board of Supervisors at the same time as they are sent to the General Director within 7 (seven) days from the date of establishment;
  - c. Regarding the Board of Supervisors's proposal for the Board of Directors' opinion, the Board of Directors must respond in writing within 7 (seven) working days.
- 2. Coordinate with the General Director and the management team in implementing tasks:
  - a. The Board of Directors will, when necessary, utilize the Company's personnel and equipment to support its work. Regarding the organization of the GMS, the Board of Directors will notify the General Director about the coordination and utilization of resources at least 45 ( forty-five ) days before the date of the GMS;
  - b. At Board of Directors meetings, the Chairman of the Board or the meeting chair will decide, based on the meeting's agenda, to invite members of the Board of Management

- and other managers responsible for related areas of work to attend and contribute opinions (if any);
- c. At regular, extraordinary, or important meetings chaired by the General Director, the meeting's chair will decide, based on the meeting agenda, to invite the Chairman of the Board of Directors or a member of the Board of Directors to attend and contribute opinions (if any). The meeting minutes will be recorded and a copy will be sent to the Chairman of the Board of Directors for reporting purposes.
  - d. Before carrying out tasks requiring approval from the Board of Directors as stipulated in Clause 3, Article 27 and Clause 4, Article 35 of the Company Charter, the General Director must submit a proposal to the Board of Directors seven (7) days in advance for consideration and approval;
  - e. For matters approved by the Board of Directors based on the General Director's submission, the Board of Directors shall respond within 07 (seven) working days or another period agreed upon by both parties;
  - f. The General Director is responsible for submitting a written report on the performance of assigned duties and responsibilities to the Board of Directors periodically (quarterly/ 6 months year) and for the annual general meeting or when requested;
  - g. In urgent cases, for purposes related to their duties, members of the Board of Directors have the right to request the General Director to provide information on the Company's operations. The General Director is responsible for creating all favorable conditions for the Chairman of the Board of Directors and other members of the Board of Directors to access information and reports as quickly as possible;
  - h. The General Director has the right to refuse to implement and to reserve his/her opinions on decisions of the Board of Directors if he/she believes that such decisions are contrary to the law, the Company's Charter, management regulations, or resolutions of the GMS. In this case, the General Director must immediately submit a written explanation to the Board of Directors;
  - i. In the event of discovering risks that could significantly impact the Company's reputation and business operations, or if any necessary actions arise, the General Director is responsible for immediately reporting to the Board of Directors for direct monitoring and appropriate action.
3. Other coordination: The Chairman of the Board of Directors and the General Director facilitate the participation of Board members, members of the General Management Board, and other managers in professional training courses, field surveys, and professional seminars both domestically and internationally to hone their skills, learn from experience, and improve their knowledge of company management and operations.
- The participation of Board members, General Director members, and other managers in courses, surveys, and seminars must not affect the overall work of the Company .

**Article 50. The General Director's report to the Board of Directors on the performance of assigned duties and responsibilities.**

1. The General Director's report to the Board of Directors on the performance of assigned duties and responsibilities is always integrated as a single item in the Board of Directors' meeting agenda. The report includes the following main points:
  - a. The report includes the business performance during the reporting period, the implementation of resolutions of the Company's Board of Directors, and the Company's financial results.
  - b. The company's production and business plan targets for the next period;
  - c. The management's compliance with laws and internal procedures relating to corporate governance, risk management, and internal control.
  - d. Proposals or recommendations from the General Director to the Board of Directors;
  - e. Other related content.
2. In addition to the information the General Director is required to report at Board of Directors meetings, the General Director will provide information in appropriate means when requested by Board Members regarding the financial situation and business operations of the company and its subsidiaries, in accordance with the law.
3. After the annual business performance report and the plan for the following year are approved by the Board of Directors, the General Director is responsible for presenting them to the Company's annual GMS.

**CHAPTER IX - ANNUAL PERFORMANCE EVALUATION, REWARDS AND DISCIPLINARY ACTIONS FOR MEMBERS OF THE BOARD OF DIRECTORS, BOARD OF MANAGEMENT AND OTHER MANAGERS OF THE COMPANY**

**Article 51. Performance evaluation**

1. Annually, based on its assigned functions and responsibilities, the Board of Directors conducts an overall performance evaluation of the Board, combined with an evaluation of the performance of its members and members of the Board of Management. This evaluation is conducted once a year.
2. The performance evaluation of other managers is carried out by the General Director or may be based on self-assessments by these managers.
3. Performance evaluation criteria:
  - a. The results of assigned tasks include the level of completion, volume, quality, and efficiency of individual work, as well as the development results of the unit.
  - b. Qualities, ethics, lifestyle, awareness, ideology, compliance with and adherence to the Company Charter, labor regulations, Company policies and guidelines, and legal regulations;

- c. Personal competencies include knowledge, professional qualifications, problem-solving abilities, and communication and presentation skills;
- d. Management and leadership capabilities include the ability to manage and operate systems and processes, the ability to train employees, manage and utilize resources effectively, and an attitude against bureaucracy, corruption, and waste.
- e. A spirit of continuous learning and self-improvement, honesty and a willingness to learn in work, organizational skills, discipline, and a sense of responsibility in assigned tasks and responsibilities;
- f. Unity and coordination within and outside the unit, and collaboration to enhance cooperative relationships within and outside the Company;
- g. The level of trust among subordinates and employees within the company.

#### **Article 52. Awards**

1. The Board of Directors, in coordination with the General Director, is responsible for developing a separate reward system or incorporating it as part of the internal management regulations for the relevant department. Rewards are given based on performance evaluation criteria and the results achieved by each individual or department at the end of the year or when exceptional achievements occur.
2. Applicable objects: The company will periodically or exceptionally reward groups or individuals of the Board of Directors, the General Director, and other managers who are evaluated as having achieved outstanding performance in management or in carrying out their duties.
3. Forms and levels of rewards:
  - a. Form of reward: In cash or other forms depending on the company's resources and the achievements of the recipient;
  - b. Bonus amount: Based on the actual situation each year, the General Director will propose to the Chairman of the Board of Directors for approval.
4. Funding for bonuses will be drawn from the Board of Directors' reward fund or the Company's welfare fund and other legal sources, or will be included in pre-tax expenses in accordance with relevant legal regulations.

#### **Article 53. Discipline**

1. The Board of Directors/ The Board of Management is responsible for establishing a disciplinary system based on the nature and severity of the violation. Disciplinary action must include the highest form of dismissal or removal from office. Details of disciplinary measures and implementation procedures will be stipulated in the specialized internal management regulations.
2. Member of The Board of Directors/ The Board of Management who fail to fulfill their duties as required with honesty, diligence, and care will be held personally responsible for any losses they cause.
3. Member of The Board of Directors/ The Board of Management, when performing their duties, commit acts that violate legal regulations or company regulations, will be subject to

disciplinary action, administrative penalties, or criminal prosecution depending on the severity of the violation, in accordance with the law and the Company's charter. In cases where damage is caused to the interests of the Company, shareholders, or other parties, compensation will be required according to the law.

## **CHAPTER VIII - PROCEDURES FOR SELECTING, APPOINTING, AND DISMISSING PERSON IN CHARGE OF CORPORATE GOVERNANCE**

### **Article 54. The appointment of the person in charge of corporate governance**

1. The Board of Directors may appoint at least one person to perform the duties of the person in charge of corporate governance. The term of office of the person in charge of corporate governance is decided by the Board of Directors, with a maximum of five (05) years.
2. Criteria for selecting the person in charge of corporate governance: In addition to the criteria for selecting the person in charge of corporate governance stipulated in Clause 2, Article 32 of the Company's Charter, person in charge of corporate governance must meet the following conditions:
  - a. Having full legal capacity;
  - b. Applicants must have a university degree or higher, with a preference for graduates of law programs from domestic and international institutions.
  - c. Possesses management skills and has received management training;
  - d. Thorough understanding of the company's operations and a firm grasp of relevant legal regulations concerning the company and the stock market. Possesses organizational and analytical skills, specifically the ability to detect early warning signals and provide early warnings to management, the General Director, and members of the Board of Directors.

### **Article 55. Rights and responsibilities of the person in charge of corporate governance**

1. The rights and obligations of the person in charge of corporate governance are stipulated in Article 32 of the Company Charter.
2. In addition, to protect the interests of the company's shareholders, the person in charge of corporate governance has the following responsibilities:
  - a. Coordinating the organization of the GMS: Ensuring that the list of shareholders is fully prepared; Notifying shareholders about the GMS; Ensuring compliance with the registration procedures for attending the GMS; Distributing documents before and during the GMS; Communicating reports on the results of the GMS to shareholders; Ensuring that the minutes of the voting results and the minutes of the GMS are kept on file;
  - b. Acting as a liaison between shareholders in controlling transactions;
  - c. Assisting in safeguarding shareholder interests: Ensuring that the company properly considers all validly submitted petitions from shareholders; forwarding all validly submitted shareholder inquiries to the relevant management bodies and departments of the company.

**Article 56. Cases of dismissal or removal of the person in charge of corporate governance**

1. The Board of Directors may dismiss or remove the person in charge of corporate governance when a majority (over 50%) of the Board members present at the meeting with voting rights approve and appoint a new person to replace them.
2. The person in charge of company governance may be dismissed by the Board of Directors in the following cases:
  - a. Due to operational needs, the company is transferring and rotating its personnel.
  - b. Due to health reasons preventing me from continuing my work;
  - c. And other cases permitted by law.
3. The person in charge of corporate governance may be dismissed by the Board of Directors in the following cases:
  - a. Failure to complete assigned tasks or violation of company rules and regulations;
  - b. Violating the law but not to the extent of incurring criminal liability or requiring termination of the employment contract;
  - c. And other cases permitted by law.
4. The aforementioned dismissal must not be contrary to any contractual rights that may have been signed (if any).

**Article 57. Announcement regarding the appointment, dismissal, and removal of the the person in charge of corporate governance**

After a decision is made to appoint, dismiss, or remove a person in charge of corporate governance, the Company is responsible for disclosing the information internally and to relevant government agencies, as well as on the Company's website, in accordance with the procedures and regulations of current law.

**CHAPTER X – REPORTING AND DISCLOSURE**

**Article 58. Implementation principles**

1. The Company only recognizes information provided by members of the Board of Directors, the Board of Management, and authorized persons in the form of interviews, information, and articles related to the operations on the Company's website, the information page of the State Securities Commission, the Stock Exchange, or other mass media outlets authorized by the Company to provide information as official information of the Company, according to the following principle:
  - a. The Board of Directors reserves the right to provide information regarding development strategies, long-term business plans, capital raising plans, dividend announcements, merger and acquisition plans, changes in the company's organizational structure, and changes in the Board of Directors/ Board of Management;
  - b. The Board of Management reserves the right to provide information regarding annual or ongoing business production plans and results, and organizational changes in departments, divisions, and units under the Company.

- c. Authorized information disclosure officers have the right and responsibility to provide all information that has been approved by competent authorities, and to provide information that is consistent with the Company's interests.
2. All information that has been officially published may be disseminated in accordance with the Company's interests.
3. All individuals and units affiliated with the Company involved in providing information to the media may only provide information when authorized in writing and are responsible to the Board of Directors and the Board of Management for the accuracy and reasonableness of the information provided. The Company is not responsible for the accuracy and impact of news articles about the Company that are not provided by the entities specified in Clause 1 of this Article.

**Article 59. Information disclosure obligations**

1. The company is obligated to disclose complete, accurate, and timely information, both periodically and on an ad hoc basis, regarding its business operations, financial situation, and corporate governance to shareholders and competent state management agencies .
2. Information disclosure is carried out in a manner that ensures shareholders and investors have equitable access to it. The language used in information disclosures should be clear, easily understandable, and avoid misleading shareholders and investors.

**Article 60. Confidential information, insider information, and insider transactions.**

1. The company is permitted to maintain confidentiality regarding confidential information falling within the scope of trade secrets as stipulated by the Competition Law, in order to avoid adverse effects on the legitimate rights and interests of the company and its shareholders in the disclosure of information.
2. Insider information refers to information related to a company that has not been publicly disclosed and, if disclosed, could significantly impact the company's stock price. Insider information is kept confidential by authorized personnel in accordance with the company's information security regulations.
3. Individuals who may have access to insider information include:
  - a. Members of the Board of Directors, Board of Supervisors, General Director, and other Managers within the scope of their duties and responsibilities;
  - b. Major shareholder of the company;
  - c. Auditors of financial statements, securities firms, investment fund management companies, and securities professionals involved with the company's shares;
  - d. Organizations and individuals that have business cooperation relationships or provide services to the company, and individuals working within those organizations;
  - e. Organizations and individuals who directly or indirectly obtain inside information from the entities specified in the points above.
4. Individuals with access to internal company information are prohibited from engaging in the following actions:

- a. Buying and selling securities involves accessing insider information;
- b. Disclosing internal information to other individuals unless such disclosure is made in the course of performing duties assigned by the company;
- c. Advising or encouraging others to buy or sell securities based on insider information that individual has access to;
- d. Illegal insider trading refers to transactions that occur when individuals with access to inside information use that information to gain or avoid losses in the securities market. The General Director is responsible for implementing the Information Security Policy and specifying regulations and procedures to avoid conflicts of interest within the company to govern behaviors related to the use of insider information and insider trading.

#### **Article 61. Information disclosure contents**

1. The information that must be disclosed is stipulated in the Law on Securities, the guiding documents for the implementation of the Securities Law, and the regulations on information disclosure of the Stock Exchange.
2. The information disclosed includes: periodic information, extraordinary information, and information requested by the Stock Exchange and the State Securities Commission.
3. Insider shareholders of the Company and persons related to insider shareholders are solely responsible for disclosing their information regarding transactions in the Company's shares and other transactions with the Company in accordance with the Securities Law and its implementing regulations.

#### **Article 62. Organization and management of information disclosure**

1. Information disclosure is organized and carried out by the company's legal representative. The legal representative may authorize another person to disclose company information, but must be responsible for the content of the information disclosed by that person. In the event of an event requiring information disclosure, if the legal representative or the authorized person is absent, the highest-ranking member of the Board of Directors is responsible for disclosing the information in their place.
2. The Board of Directors will appoint one (1) person to be responsible for disclosing information as required by the Securities Law, the State Securities Commission, the Stock Exchange, and to register the information (including full name, phone number, and legal document number for individuals) of the Company's information disclosure officer with the State Securities Commission and the Stock Exchange as prescribed. The company's information disclosure officer shall perform their duties and responsibilities as assigned.
3. Information disclosure methods: All information provided for disclosure purposes is in written form and includes attached files as required by the relevant authorities, the State Securities Commission, and the Stock Exchange.
4. The media outlets that publish the information:
  - a. The websites of the Stock Exchange, the State Securities Commission, and other mass media outlets as prescribed by law;

- b. On the Company's website, documents will be published according to the following principles:
- All company information and data, after being approved by the General Director, will be sent to the Website Management Board for publication on the website: <http://www.licogi18.com.vn>. The Website Management Board is established by decision of the General Director.
  - For specific data such as images and company/organizational information like the Party Committee, trade union, youth union, etc., the Management Board will edit and revise it accordingly and publish it after receiving it from the relevant individuals or units.
  - All articles that are referenced, quoted, translated, or copied must clearly state the source and reference (even if the author of the original document does not request it).
5. Managing confidential and internal information: The legal representative is ultimately responsible for developing and proposing criteria for classifying information and a system for managing internal and confidential information in accordance with current legal regulations. In principle, internal information should be managed centrally from top to bottom. Each department, depending on its specific work, should assess the sensitivity of the information generated within that department to determine appropriate handling, security, and management methods.
6. Liability for compensation: Individuals who violate the Regulations on Information Disclosure, including but not limited to violations related to information disclosure, use or disclosure of information, preparation of incomplete or inaccurate information for publication, etc., shall be liable for compensation and subject to disciplinary action depending on the severity of the violation.

**Article 63. Information disclosure is being reserved and temporarily postponed.**

1. In the event that information cannot be disclosed within the deadline due to force majeure, the authorized person responsible for information disclosure shall submit a written request to the Chairman of the Board of Directors for approval and report to the State Securities Commission and the Stock Exchange where the shares are listed immediately upon the event occurring. Simultaneously, the reason for the temporary postponement of information disclosure must be published on the channels of the State Securities Commission, the Stock Exchange, and the company's website.
2. Immediately after the force majeure event is resolved, the authorized person shall disclose the information as prescribed.

## **CHAPTER XI – IMPLEMENTATION PROVISIONS**

**Article 64. Supplementing and amending the Regulations on Corporate Governance**

1. The Board of Directors must update relevant legal documents to amend and supplement the content of these regulations accordingly. In case of conflict between the provisions of these regulations and the provisions of relevant laws, the provisions of relevant laws shall prevail.

2. Any amendments or additions to these Regulations must be considered, voted on, and approved by the Company's GMS.

**Article 65. Validity**

1. This regulation comprises 11 Chapter 65 This regulation was approved in full by the 2026 Annual GMS of Investment and Construction Company No. 18 on April 28, 2026 , and the full text of the regulation was accepted and is now in effect.
2. This policy is the only and official policy of the company.
3. Copies or extracts of the Corporate Governance Regulations must be signed by the Chairman of the Board of Directors or the legal representative to be valid.

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