

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

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**CHARTER**  
**SAIGON TELECOMMUNICATION & TECHNOLOGIES CORPORATION**  
**(SAIGONTEL)**

Ho Chi Minh City, April 25, 2025

## TABLE OF CONTENTS

<b>I. DEFINITIONS .....</b>	<b>5</b>
Article 1. Term Explanation .....	5
<b>II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY .....</b>	<b>6</b>
Article 2. Name, form, head office, branches, representative offices, business locations, and term of operation of the Company .....	6
Article 3. The Company's legal representatives .....	6
<b>III. TARGETS, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY .....</b>	<b>7</b>
Article 4. Targets of the Company .....	7
Article 5. Scope of business and operation of the Company .....	11
<b>IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS .....</b>	<b>12</b>
Article 6. Charter Capital, Shares, Founding Shareholders .....	12
Article 7. Share Certificate .....	12
Article 8. Other Securities Certificates .....	13
Article 9. Transfer of shares .....	13
Article 10. Withdrawal of shares (upon enterprise registration) .....	13
<b>V. ORGANIZATIONAL STRUCTURE, ADMINISTRATION, AND CONTROL .....</b>	<b>13</b>
Article 11. Organizational Structure, Administration, and Control .....	13
<b>VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS .....</b>	<b>13</b>
Article 12. Shareholder Rights .....	13
Article 13. Obligations of Shareholders .....	15
Article 14. General Meeting of Shareholders .....	16
Article 15. Rights and Obligations of the General Meeting of Shareholders .....	17
Article 16. Authorizing participation in General Meeting of Shareholders .....	19
Article 17. Changes of rights .....	19
Article 18. Convening, Agenda, and Notice of the General Meeting of Shareholders .....	20
Article 19. Conditions for opening the General Meeting of Shareholders .....	21
Article 20. Procedures for carrying out and voting at the General Meeting of Shareholders .....	22
Article 21. Conditions for ratification of resolutions of the General Meeting of Shareholders .....	23

Article 22. Authority and procedures for carrying out questionnaire survey for ratification of resolutions of the General Meeting of Shareholders.....	24
Article 23. Resolution, Minutes of the General Meeting of Shareholders .....	26
Article 24. Requesting cancellation of a resolution of the General Meeting of Shareholders .....	27
<b>VII. BOARD OF DIRECTORS .....</b>	<b>27</b>
Article 25. Nomination and self-nomination of members of the Board of Directors .....	27
Article 26. Term of office and composition of the Board of Directors .....	28
Article 27. Rights and obligations of the Board of Directors.....	29
Article 28. Remuneration, bonuses, and other benefits of the Members of the Board of Directors. ....	30
Article 29. Chairman of the Board of Directors.....	31
Article 30. Meetings of the Board of Directors .....	31
Article 31. Subcommittees of the Board of Directors .....	34
Article 32. Person in charge of company administration .....	34
<b>VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES .....</b>	<b>35</b>
Article 33. Organization of the management apparatus .....	35
Article 34. The Company's executives.....	35
Article 35. Designation, dismissal, duties and entitlements of the General Director..	35
Article 36. Company Secretary .....	36
<b>IX. SUPERVISORY BOARD .....</b>	<b>36</b>
Article 37. Nomination of Supervisory Board Members .....	36
Article 38. Composition of the Board of Supervisors .....	37
Article 39. Head of the Board of Supervisors .....	37
Article 40. Rights and Obligations of the Board of Supervisors .....	37
Article 41. Meetings of the Board of Supervisors .....	38
Article 42. Salaries, remuneration, bonuses, and other benefits of Supervisors .....	38
<b>X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, GENERAL DIRECTOR, AND OTHER EXECUTIVES.....</b>	<b>39</b>
Article 43. Responsibility for honesty and avoidance of conflicts of interest .....	39
Article 44. Liability for Damages and Indemnification .....	40
<b>XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS .....</b>	<b>40</b>
Article 45. Right to Inspect Books and Records .....	40
<b>XII. EMPLOYEES AND TRADE UNIONS .....</b>	<b>41</b>
Article 46. Employees and trade unions .....	41
<b>XIII. PROFIT DISTRIBUTION.....</b>	<b>41</b>



Article 47. Profit Distribution.....	41
<b>XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME .....</b>	<b>41</b>
Article 48. Bank Accounts.....	41
Article 49. Fiscal Year.....	42
Article 50. Accounting Regime .....	42
<b>XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES .....</b>	<b>42</b>
Article 51. Annual, Semi-annual, and Quarterly Financial Statements .....	42
Article 52. Annual Report .....	42
<b>XVI. COMPANY AUDIT .....</b>	<b>42</b>
Article 53. Audit .....	42
<b>XVII. COMPANY SEAL .....</b>	<b>43</b>
Article 54. Company Seal.....	43
<b>XVIII. ....COMPANY DISSOLUTION</b>	<b>43</b>
Article 55. Company Dissolution .....	43
Article 56. Extension of Operations .....	43
Article 57. Liquidation .....	43
<b>XIX. INTERNAL DISPUTE RESOLUTION.....</b>	<b>44</b>
Article 58. Internal Dispute Resolution .....	44
<b>XX. SUPPLEMENT AND AMENDMENT OF THE CHARTER .....</b>	<b>44</b>
Article 59. Company Charter.....	44
<b>XXI. EFFECTIVE DATE.....</b>	<b>44</b>
Article 60. Effective Date .....	44



## INTRODUCTION

These Articles of Association were approved by the 2025 Annual General Meeting of Shareholders of Sai Gon Technology - Information Joint Stock Company pursuant to Resolution No. 03/2025/NQ-ĐHĐCĐ and 04/2025/NQ-ĐHĐCĐ dated 25/04/2025

## I. DEFINITIONS

### Article 1. Term Explanation

1. For the purpose of this Charter, the terms below are construed as follows:
  - a. Charter capital means the total face value of shares that have been sold or subscribed upon establishment of the Company as prescribed in Article 6 of this Charter;
  - b. Voting capital means the share capital that bestows upon the holders the right to vote on the issues within the jurisdiction of the General Meeting of Shareholders;
  - c. the Law on Enterprises means the Law on Enterprises No. 59/2020/QH14 ratified by National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
  - d. the Law on Securities means the Law on Securities No. 54/2019/QH14 ratified by National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
  - e. Vietnam mean the Socialist Republic of Vietnam;
  - f. Establishment date means the date the Company was first issued the Certificate of Business Registration (Certificate of Business Registration and equivalent documents);
  - g. Enterprise Executives include the General Director, Deputy General Director, Chief Accountant, and other executives appointed by the Board of Directors;
  - h. Enterprise manager include the company manager, including the Chairman of the Board of Directors, members of the Board of Directors, General Director, and other individuals holding management positions appointed by the General Meeting of Shareholders or the Board of Directors;
  - i. Related person is an individual or organization as stipulated in Clause 46, Article 4 of the Law on Securities and Clause 23, Article 4 of the Enterprise Law;
  - j. Shareholder means an individual or organization owning at least one share of the joint-stock company;
  - k. Founding shareholder means a shareholder that holds at least one ordinary share and is included in the Company's list of founding shareholder;
  - l. Major shareholder is defined in Clause 18 Article 4 of the Law on Securities;
  - m. Term of operation is the operating duration of the Company as stipulated in Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders;
  - n. Stock exchange include Vietnam Exchange (VNX) and its subsidiary companies..
  - o. Company, as stipulated in this Charter, is Saigon Telecommunication & Technologies Corporation, Abbreviated As Saigontel Corp.
  - p. Law means all legal normative documents stipulated in Article 4 of the Law on Promulgation of Legal Normative Documents No. 80/2015/QH13 passed by the National Assembly of the Socialist Republic of Vietnam on June 22, 2015, effective from July 01, 2016, and amendments and supplements at each point in time.
  - q. Subsidiary is any company in which Saigon Telecommunication & Technologies Corporation owns more than 50% of the charter capital or the total number of issued common shares; or has the right to directly or indirectly appoint the majority or all members of the Board of Directors, General Director/Director; or has the right to decide on amendments and supplements to the charter of that Company;

- c. Authorized representative is a person legally authorized by a shareholder to attend and vote at the General Meeting of Shareholders.
  - t. Business location means the geographical scope of the Company's production and business activities, including within and outside the territory of Vietnam.
  - v. The Regulations on Corporate Governance are internal regulations developed by the Board of Directors, submitted to the General Meeting of Shareholders for approval, and issued by the Board of Directors, stipulating the governance and management of the Company in accordance with the laws at each point in time.
2. In these Articles of Association, references to one or more provisions or other documents include amendments, supplements, or replacement documents.
  3. The headings (Sections, Articles of these Articles) are used for ease of understanding and do not affect the content of these Articles.
  4. Any words or terms referred to in the Enterprise Law and the Law on Securities (if not inconsistent with the subject or context) shall have similar meanings as in these Articles of Association.

## **II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, form, head office, branches, representative offices, business locations, and term of operation of the Company**

1. Company Name
  - Company name in Vietnamese: CÔNG TY CỔ PHẦN CÔNG NGHỆ - VIỄN THÔNG SÀI GÒN
  - Company Name in foreign language: SAIGON TELECOMMUNICATION & TECHNOLOGIES CORPORATION
  - Abbreviated Company Name: SAIGONTEL CORP.
2. The Company is a joint-stock company personality in accordance with the current laws of Vietnam.
3. Registered office of the Company:
  - Address of head office: Lot 46, Quang Trung Software Park, Tan Chanh Hiep Ward, District 12, Ho Chi Minh City
  - Telephone: (+84-28) 3715 9909
  - Fax: (84-28) 5437 1074
  - E-mail: info@saigontel.com
  - Website: www.saigontel.com
4. The Company may establish branches, representative offices, and business locations within its business area to carry out the Company's operational objectives in accordance with the decisions of the Board of Directors and within the permissible scope of the law.
5. Unless terminated prior to the term specified in Clause 2, Article 55 or extended in accordance with Article 56 of these Articles, the Company's term of operation is indefinite from the date of establishment.

### **Article 3. The Company's legal representatives**

1. The Company has only one (01) legal representative. Accordingly, the Chairman of the Board of Directors is the legal representative of the Company.



2. The legal representative of the Company is the individual representing the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as a claimant, plaintiff, defendant, or person with related rights and obligations before Arbitration, Courts, and other rights and obligations as prescribed by law.
3. The responsibilities of the legal representative are performed in accordance with Article 13 of the Enterprise Law and other rights and obligations as prescribed by current law and these Articles of Association.
4. The legal representative of the Company must reside in Vietnam. In the event of departure from Vietnam, the legal representative must authorize in writing another individual residing in Vietnam to exercise the rights and obligations of the legal representative. In this case, the legal representative shall still be responsible for the exercise of the authorized rights and obligations. If the authorization period as specified in this clause expires and the legal representative of the Company has not returned to Vietnam and has not issued another authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company until the legal representative of the Company returns to work at the Company or until the Board of Directors decides to appoint another person as the legal representative of the Company.

### III. TARGETS, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

#### Article 4. Targets of the Company

1. The Company's business lines and industries are:

No.	Industry Code	Industry Name
01	5629	Other food services - Details: Providing meals under contract, operation of canteens and self-service eateries (excluding bars and refreshment stalls with dancing).
02	5630	Beverage services - (excluding bars and refreshment stalls with dancing).
03	5820	Software Publishing - Details: software production (excluding publications under the publishing law)
04	6190	Other telecommunications activities - Details: - Providing value-added services on the network: data and information access services on the network, data processing services, electronic data exchange services (not operating as an access agent - internet access at headquarters) (without network infrastructure) - Internet service agency. (Internet service agency business not conducted at headquarters) (No network infrastructure) - Postal and telecommunications service agency (no network infrastructure)
05	6209	Information technology services and other computer-related services - Details: IT technical consulting. Design and installation of computer network systems.



06	6311	Data processing, leasing and related activities
07	6312	Web portal - (excluding press activities and newsgathering) Details: Setting up a general information electronic website
08	3312	Machinery and equipment repair - Details: Repair and maintenance of commercial refrigeration equipment and air purification equipment (excluding mechanical processing, waste recycling, and electroplating at headquarters)
09	3314	Electrical equipment repair - (excluding mechanical processing, waste recycling, and electroplating at headquarters)
10	3600	Water exploitation, treatment and supply - (not operating at headquarters)
11	4321	Electrical system installation - (excluding mechanical processing, waste recycling, and electroplating at headquarters)
12	4329	Installation of other construction systems - Details: Installation of transmission materials, equipment, connectors, and protective equipment for the information industry (excluding mechanical processing, waste recycling, and electroplating at headquarters)
13	4651	Wholesale of computers, peripherals and software - Details: Trading of computers, trading of software (Excluding "Exercising export rights, import rights, and distribution rights for goods in the List of goods that foreign investors and economic organizations with foreign investment capital are not allowed to exercise export rights, import rights, and distribution rights: Cigarettes and cigars, books, newspapers and magazines, recorded items, precious metals and gemstones, pharmaceuticals, explosives, crude oil and refined oil, rice, cane sugar and beet sugar")
14	4652	Wholesale of electronic and telecommunications equipment and components - Details: Trading of electrical and electronic equipment, trading of transmission materials, equipment, connectors, and protective equipment for the information industry, trading of phone cards and internet cards. (Excluding "Exercising export rights, import rights, and distribution rights for goods in the List of goods that foreign investors and economic organizations with foreign investment capital are not allowed to exercise export rights, import rights, and distribution rights: Cigarettes and cigars, books, newspapers and magazines, recorded items, precious metals and gemstones, pharmaceuticals, explosives, crude oil and refined oil, rice, cane sugar and beet sugar")
15	4659	Wholesale of other machinery, equipment and machine parts - Details: Trading of telecommunications machinery and equipment. (Excluding "Exercising export rights, import rights, and distribution rights for

		goods in the List of goods that foreign investors and economic organizations with foreign investment capital are not allowed to exercise export rights, import rights, and distribution rights: Cigarettes and cigars, books, newspapers and magazines, recorded items, precious metals and gemstones, pharmaceuticals, explosives, crude oil and refined oil, rice, cane sugar and beet sugar")
16	8230	Organization of trade introduction and promotion - Details: Organization of trade introduction and promotion; organization of events, fairs, exhibitions, conferences, seminars, festivals (no fire or explosion effects; no use of explosives, flammable substances, chemicals as props or tools in performing arts programs, events, or films)
17	8299	Other uncategorized business support services. - Details: Parking services for cars, motorcycles, and other motorized vehicles (excluding repossession services).
18	9511	Repair of computers and peripheral equipment. - Details: Installation, repair, and maintenance of computers (excluding mechanical processing, waste recycling, and electroplating).
19	9512	Repair of communication equipment. - Details: Installation, repair, and warranty services for telecommunications and information technology equipment (excluding mechanical processing, waste recycling, and electroplating).
20	6810	Real estate business, rights to use land owned, used, or leased. - Details: Real estate business (excluding "Investment in cemetery infrastructure construction for the transfer of land use rights associated with the infrastructure").
21	7310	Advertising (excluding prohibited products, goods, and services).
22	7410	Specialized design activities. - Details: Interior decoration activities (excluding building construction design).
23	4322	Installation of water supply and drainage systems, heating, and air conditioning systems. - (excluding the installation of refrigeration equipment (freezers, cold stores, ice machines, air conditioners, water coolers) using R22 refrigerant in the seafood processing sector).
24	4330	Construction finishing works.
25	4610	Agency, brokerage, and auction of goods. - Details: Agency and brokerage of goods (excluding tobacco products and cigars, books, newspapers and magazines, recorded items, precious metals and gemstones, pharmaceuticals, explosives, crude oil and refined oil, rice, cane sugar, and beet sugar).
26	8531	Primary education and training.
27	8532	Intermediate level training.



		- (not operating at the registered address).
28	8533	College-level training. - (not operating at the registered address).
29	6820	Consulting, brokerage, real estate auction, and land use rights auction. - (excluding asset auction services)(excluding financial, accounting, and legal consulting).
30	7020	Management consulting activities. - (excluding financial, accounting, and legal consulting).
31	7110	Architectural activities and related technical consulting. - Details: - Design of construction planning and architectural design of civil works. Structural design of civil and industrial works. Construction supervision and finishing of civil and industrial works. Verification of cost estimates and total cost estimates for construction projects. Investment project development (pre-feasibility and feasibility reports). Preparation of total cost estimates and project cost estimates. Incident assessment and development of handling plans. Topographic survey of construction sites. Supervision of electrical system equipment installation in civil and industrial works. Supervision of water supply and drainage equipment installation in civil and industrial works. Supervision of bridge and road construction and finishing works. Design of water supply for construction works. Architectural design of works - Bidding consultancy (excluding financial, accounting, and legal consultancy).
32	7710	Motor vehicle rental.
33	5210	Warehousing and storage of goods.
34	5610	Restaurants and mobile food services. - Details: Food and beverage service business.
35	3512	Electricity transmission and distribution. - (not operating at the registered address) Details: Sale of electricity to users; Activities of electricity intermediaries or agents who arrange the purchase and sale of electricity through a distribution system operated by others. (excluding the transmission and dispatch of the national power system; Construction and operation of multi-purpose hydropower and nuclear power of particular socio-economic importance)
36	3700	Drainage and Wastewater Treatment - Details: Maintenance and cleaning of sewers and pipelines; Wastewater treatment (including domestic wastewater, industrial wastewater, and swimming pool wastewater) using physical, chemical, and biological processes such as dilution, screen filtration, filtration, and precipitation; Emptying and cleaning wastewater tanks and contaminated tanks, using sanitary chemicals;
37	3900	Pollution Treatment and Other Waste Management Activities
38	4101	Residential Building Construction



39	4102	Non-Residential Building Construction
40	4211	Railway Construction
41	4212	Road Construction
42	4221	Power Construction - (the enterprise does not provide goods and services under state monopoly in commercial activities according to Decree 94/2017/ND-CP on goods and services under state monopoly)
43	4222	Water Supply and Drainage Construction
44	4229	Other Public Utility Construction
45	4299	Other Civil Engineering Construction Details: - Industrial, civil, transportation, and bridge construction. - Infrastructure investment in industrial parks. - Investment in the construction of industrial parks, urban residential areas, and information technology zones.
46	4311	Demolition - (excluding ship demolition, and not using mines or explosives in demolition activities)
47	4312	Site Preparation - (without using mines or explosives)
48	Industries without codes	The enterprise must comply with the provisions of law on land, construction, fire prevention and fighting, environmental protection, other provisions of law related to the enterprise's operations, and business conditions for conditional business lines.

- Objectives of the Company's Operations: The Company is established to conduct production and business activities with the objective of maximizing profits for shareholders, creating stable employment for employees, contributing to the State Budget, and developing the Company based on self-accumulation and reinvestment for increasingly robust and sustainable growth. Through its operations, the Company contributes to bringing high economic efficiency to society, improving working conditions, raising incomes and living standards for employees within the Company, while ensuring the benefits of other related parties, aiming towards sustainable and responsible development.

#### **Article 5. Scope of business and operation of the Company**

- The Company is permitted to plan and conduct all business activities in accordance with the Company's business lines as published on the National Enterprise Registration Database and stipulated in this Charter, in compliance with prevailing legal regulations, and implement appropriate measures to achieve the company's objectives.
- The Company may conduct business activities in industries and sectors not prohibited by law and approved by the General Meeting of Shareholders.

3. In cases where the Company engages in conditional investment and business activities, the Company must satisfy all business conditions as prescribed by investment laws and relevant specialized laws.

#### **IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

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

1. The Charter capital of the Company is 1,480,035,180,000 VND (In words: One trillion four hundred eighty billion, thirty-five million, one hundred eighty thousand VND).  
The total Charter capital of the Company is divided into 148,003,518 shares with a par value of 10,000 VND/share.
2. The Company may change its Charter capital upon approval by the General Meeting of Shareholders and in accordance with applicable laws and regulations.
3. The Company's shares as of the date of approval of this Charter include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are stipulated in Article 12 and Article 13 of this Charter.
4. The Company may issue other types of preferred shares upon approval by the General Meeting of Shareholders and in accordance with applicable laws and regulations.
5. The names, addresses, number of shares, and other information regarding the founding shareholders as stipulated by the Enterprise Law are specified in Appendix 01 attached. This Appendix is an integral part of this Charter.
6. Common shares must be offered preferentially to existing shareholders in proportion to their ownership of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders; any unsubscribed shares shall be decided upon by the Company's Board of Directors. The Board of Directors may distribute such shares to shareholders and others on terms no less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or as otherwise stipulated by Law on Securities.
7. The Company may purchase shares issued by the Company itself in the manners prescribed in this Charter and prevailing law.
8. The Company may issue other types of securities as prescribed by law.

##### **Article 7. Share Certificate**

1. The Company's shareholders are issued share certificates corresponding to the number and type of shares they own.
2. Shares are securities that certify the lawful rights and interests of the holder with respect to a portion of the issuer's share capital. Shares must contain all the details as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within two months from the date of submitting a complete application for share transfer as prescribed by the Company or within two months from the date of full payment for the shares as prescribed in the Company's share issuance plan (or another deadline as stipulated in the issuance terms), the shareholder shall be issued a share certificate. The shareholder shall not be liable to the Company for the cost of printing the share certificate.
4. In the event that a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be issued a replacement share certificate by the Company upon the shareholder's request. The shareholder's request must include the following information:
  - a. Information about the share certificate that has been lost, damaged, or destroyed in any other form;



b. A commitment to bear responsibility for any disputes arising from the issuance of the new share certificate.

#### **Article 8. Other Securities Certificates**

Bond certificates or other securities certificates of the Company are issued with the signature of the legal representative and the Company's seal.

#### **Article 9. Transfer of shares**

1. All shares are freely transferable unless otherwise stipulated in this Charter and applicable laws. Shares listed on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and the securities market.
2. Shares that have not been fully paid shall not be transferable and shall not be entitled to related rights such as the right to receive dividends, the right to receive shares issued to increase charter capital from owner's equity, the right to purchase newly offered shares, and other rights as prescribed by law.

#### **Article 10. Withdrawal of shares (upon enterprise registration)**

1. In the event that a shareholder fails to fully and timely pay the amount due for the purchase of shares, the Board of Directors shall notify and reserve the right to request such shareholder to pay the remaining amount and bear responsibility corresponding to the total par value of the registered shares for the Company's financial obligations arising from the incomplete payment.
2. The aforementioned payment notice must clearly state the new payment deadline (at least seven days from the date of sending the notice), the place of payment, and explicitly state that in case of non-payment as requested, the unpaid shares will be redeemed.
3. The Board of Directors has the authority to redeem shares that have not been fully and timely paid in the event the requirements in the aforementioned notice are not fulfilled.
4. Redeemed shares shall be considered as shares eligible for offer as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale and redistribution of these shares under conditions and in a manner deemed appropriate by the Board of Directors.
5. A shareholder holding redeemed shares must relinquish their shareholder status with respect to those shares but shall remain liable, corresponding to the total par value of the registered shares, for the Company's financial obligations arising at the time of redemption as determined by the Board of Directors, from the redemption date until the date of actual payment. The Board of Directors has full authority to decide on the enforcement of payment for the full value of the shares at the time of redemption.
6. Notification of revocation shall be sent to the holder of the revoked shares prior to the time of revocation. The revocation remains in effect even in cases of error or negligence in sending the notification.

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

#### **Article 11. Organizational Structure, Administration, and Control**

The organizational structure, administration, and control of the Company comprise:

1. General Meeting of Shareholders.
2. Board of Directors, Supervisory Board.
3. General Director.

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

#### **Article 12. Shareholder Rights**

1. Common shareholders possess the following rights:



- a. To attend and speak at the General Meeting of Shareholders and to exercise voting rights directly or through an authorized representative or by other means as stipulated by the Company Charter and applicable laws. Each common share carries one vote;
  - b. To receive dividends at a rate determined by the General Meeting of Shareholders;
  - c. Preemptive right to purchase new shares proportionate to the ownership ratio of common shares held by each shareholder in the Company;
  - d. To freely transfer their shares to others, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
  - e. To review, inquire into, and extract information regarding their name and contact address from the list of shareholders with voting rights; to request corrections to any inaccuracies in their information;
  - f. To review, inquire into, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - g. Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets proportionate to their share ownership in the Company;
  - h. To request the Company to repurchase shares in the cases stipulated in Article 132 of the Law on Enterprises;
  - i. To be treated equitably. Each share of the same class grants the shareholder equal rights, obligations, and benefits. In cases where the Company has preferred shares, the rights and obligations associated with these preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
  - j. To have full access to periodic and ad-hoc information disclosed by the Company as prescribed by law;
  - k. To have their legitimate rights and interests protected; to propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors as stipulated by the Law on Enterprises;
  - l. Other rights as stipulated by law and this Charter.
2. A shareholder or group of shareholders holding 05% or more of the total common shares shall have the following rights:
- a. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - b. To review, inquire into, and extract the minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial reports, Supervisory Board reports, contracts, transactions requiring Board approval, and other documents, excluding those related to trade secrets and business secrets of the Company;
  - c. To request the Supervisory Board to inspect specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and include the following information: full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise code, or legal identification number, and headquarters address for institutional shareholders; number of shares and registration date for each shareholder, total number of shares held by the group of shareholders, and percentage ownership in the Company's total shares; matters to be inspected and the purpose of the inspection;
  - d. Propose matters for inclusion in the agenda of the General Meeting of Shareholders. Proposals must be in writing and submitted to the Company no later than 03 business



days before the opening date. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, and the matter proposed for inclusion in the meeting agenda.

f. Other rights as prescribed by law and these Articles of Association.

3. A shareholder or a group of shareholders as specified in Clause 2 of this Article has the right to request the convening of a General Meeting of Shareholders in case the Board of Directors seriously violates the rights of shareholders, the obligations of the manager, or makes decisions that exceed the authorized powers.
4. The request to convene the General Meeting of Shareholders as stipulated in Clause 3 of this Article must be in writing and include the following information: full name, contact address, nationality, and legal document number of the individual for individual shareholders; name, enterprise code, or legal document number of the organization, and head office address for institutional shareholders; the number of shares and the registration time of each shareholder, the total number of shares of the entire group of shareholders, and the percentage of ownership in the total shares of the company; the basis and reasons for requesting the convening of the General Meeting of Shareholders. Attached to the convening request must be documents and evidence of the violations of the Board of Directors, the extent of the violation, or the decision exceeding the authorized power.
5. A shareholder or group of shareholders holding 05% or more of the total number of ordinary shares has the right to nominate persons to the Board of Directors and the Supervisory Board. The nomination of persons to the Board of Directors and the Supervisory Board shall be carried out as follows:
  - a. Ordinary shareholders forming a group to nominate persons to the Board of Directors and the Supervisory Board must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders.
  - b. Based on the number of members of the Board of Directors and the Supervisory Board, a shareholder or group of shareholders as prescribed in this Clause has the right to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Supervisory Board. In the event that the number of candidates nominated by a shareholder or group of shareholders is less than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

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

Ordinary shareholders have the following obligations:

1. Fully pay the committed number of shares on time.
2. Not withdraw the capital contributed by ordinary shares from the Company in any form, except in cases where the shares are repurchased by the Company or another person. In the event that a shareholder withdraws part or all of the contributed share capital in contravention of the provisions of this Clause, that shareholder and related parties in the Company shall be jointly liable for the debts and other property obligations of the Company to the extent of the value of the shares withdrawn and any damages incurred.
3. Comply with the Company's Charter and the Company's internal management regulations.

4. Comply with the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Maintain the confidentiality of information provided by the Company as prescribed in the Company's Charter and the law; only use the provided information to exercise and protect their legitimate rights and interests; strictly prohibit disseminating or copying and sending the information provided by the Company to other organizations and individuals.
6. Attend the General Meeting of Shareholders and exercise the right to vote/elect through the following forms:
  - a. Attend and vote/elect in person at the meeting;
  - b. Authorize another individual or organization to attend and vote/elect at the meeting;
  - c. Attend and vote/elect via online conference, electronic voting, or other electronic means;
  - d. Send a ballot/vote to the meeting via mail, fax, or email;
7. Be personally responsible when acting on behalf of the Company in any capacity for performing any of the following acts:
  - a. Violating the law;
  - b. Conducting business and other transactions for personal gain or to serve the interests of another organization or individual;
  - c. Paying debts before their due date in anticipation of financial risks to the Company.
8. Fulfill other obligations as stipulated by applicable law.

**Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprised of all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders convenes annually and within four (04) months from the fiscal year's end. Unless otherwise stipulated in the Company's Charter, the Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding 06 months from the fiscal year's end. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The location of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors convenes the annual General Meeting of Shareholders and selects a suitable location. The annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Charter, particularly approving the audited annual financial statements. In cases where the Audit Report on the Company's annual financial statements contains material exceptions, adverse or disclaimer audit opinions, the Company must invite a representative of the approved auditing organization that conducted the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and the aforementioned representative of the approved auditing organization is responsible for attending the Company's annual General Meeting of Shareholders.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following circumstances:
  - a. The Board of Directors deems it necessary for the benefit of the Company;
  - b. The number of remaining members of the Board of Directors and Supervisory Board is less than the minimum number prescribed by law;



- c. At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law; the request to convene the General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request document prepared in multiple copies and collecting sufficient signatures of the relevant shareholders;
  - d. At the request of the Supervisory Board;
  - e. Other cases as prescribed by law and this Charter.
4. Convening an Extraordinary General Meeting of Shareholders
- a. The Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors and Supervisory Board is as stipulated in point b, clause 3 of this Article or upon receipt of a request as stipulated in points c and d, clause 3 of this Article.  
The Board of Directors must announce the circumstance where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receiving notification from the relevant independent member of the Board of Directors;
  - b. In the event that the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in Clause 4(a) of this Article, within the subsequent 30-day period, the Supervisory Board shall, in lieu of the Board of Directors, convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises.
  - c. In the event that the Supervisory Board fails to convene the General Meeting of Shareholders as stipulated in Clause 4(b) of this Article, the shareholder or group of shareholders defined in Clause 3(c) of this Article shall have the right to request a company representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.  
In this circumstance, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Enterprise Registration Certificate authority to oversee the order, procedures for convening, conducting the meeting, and issuing decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include costs incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.
  - d. Procedures for organizing the General Meeting of Shareholders are as stipulated in Clause 5, Article 140 of the Law on Enterprises.
5. The General Meeting of Shareholders shall pass resolutions within its authority by means of voting at the meeting or through written opinions. The General Meeting of Shareholders may be conducted in person, online, or a combination of both.

**Article 15. Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the following rights and obligations:
- a. To approve the Company's development orientation.
  - b. To decide the types of shares and the total number of shares of each type that may be offered for sale; to decide the annual dividend rate for each type of share.

- c. To elect, dismiss, and remove members of the Board of Directors and Control Members.
  - d. To decide on investments or sales of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements.
  - d. To decide on amendments and supplements to the Company's Charter.
  - e. To approve the annual financial statements.
  - g. To decide on the repurchase of more than 10% of the total sold shares of each type.
  - h. To review and address violations committed by members of the Board of Directors and Control Members that cause damage to the Company and its shareholders.
  - k. To decide on the reorganization or dissolution of the Company.
  - l. To decide on the budget or the total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board.
  - m. To approve, amend, and supplement the Internal Governance Regulations, the Regulations on the Operation of the Board of Directors, and the Supervisory Board.
  - n. To approve the list of accepted audit firms; to decide on the accepted audit firm to conduct audits of the Company's operations; to dismiss the accepted auditor when deemed necessary.
  - o. Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
- a. The Company's annual business plan.
  - b. The audited annual financial statements.
  - c. The Board of Directors' report on the governance and performance of the Board of Directors and each member of the Board of Directors.
  - d. The Supervisory Board's report on the Company's business results and the performance of the Board of Directors and the General Director.
  - d. Report on the self-assessment of the Supervisory Board and Supervisor's performance;
  - e. Dividend rate for each share of each type;
  - g. Number of members of the Board of Directors and Supervisory Board;
  - h. Election, dismissal, and removal of members of the Board of Directors and Supervisory Board;
  - i. Decision on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and Supervisory Board;
  - k. Approval of the list of approved audit firms; Decision on the approved audit firm to conduct inspections of the company's operations when deemed necessary;
  - l. Amendments and supplements to the Company Charter;
  - m. Type of shares and number of new shares issued for each share type and the transfer of shares of founding members within the first 03 years from the date of establishment;
  - n. Division, separation, consolidation, merger, or conversion of the Company;
  - o. Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
  - p. Decision to invest in or sell assets with a value from 35% or more of the total asset value recorded in the Company's most recent Financial Statement;
  - q. Decision to repurchase over 10% of the total sold shares of each type;
  - r. The Company entering into contracts or transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statement;



- s. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain articles of the Law on Securities;
  - t. Approval, amendment, and supplementation of the Internal Governance Regulations and the Operating Regulations of the Board of Directors and Supervisory Board;
  - u. Other matters as prescribed by law and these Articles of Association.
3. All resolutions and matters included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.

**Article 16. Authorizing participation in General Meeting of Shareholders**

1. Shareholders, duly authorized representatives of shareholders that are organizations, may directly attend the meeting or authorize one or more individuals or other organizations to attend the meeting or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Enterprise Law. Shareholders that are organizations may only authorize a maximum of 03 duly authorized representatives to attend the General Meeting of Shareholders.
2. The authorization for individuals or organizations to represent shareholders at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the term of the authorization, and the signatures of the authorizing party and the authorized party.  
Authorized attendees of the General Meeting of Shareholders must submit the authorization document upon registration. In cases of re-authorization, the meeting attendee must also present the original duly authorization document of the shareholder or the duly authorized representative of the shareholder if the shareholder is an organization (if not previously registered with the Company).
3. Voting ballots/Election ballots of authorized meeting attendees within the authorized scope remain valid in the following circumstances:
  - a. The authorizing party has died, has limited civil act capacity, or has lost civil act capacity;
  - b. The authorizer has revoked the authorization appointment.
  - c. The authorizer has rescinded the authorized party's authority.
 This provision does not apply in the event the Company receives notification of one of the above events prior to the commencement of the General Meeting of Shareholders or before the reconvening of the meeting.

**Article 17. Changes of rights**

1. The change or cancellation of special rights associated with a certain type of preference shares is effective when it is voted for by a number of shareholders that represent at least 65% of the votes. The GMS's resolution that contains adverse changes to the rights and obligations of preference shareholders may only be ratified if it is voted for by a number of participating preference shareholders that hold at least 75% of preference shares of the same type, or approved by a number of preference shareholders that hold at least 75% of preference shares of the same type in case of questionnaire survey.



2. The organization of a meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights is valid only when there are at least two shareholders (or their duly authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. If the required number of representatives is not present, the meeting shall be reconvened within the next 30 days, and the holders of shares of that class (regardless of the number of persons and the number of shares) present in person or through duly authorized representatives shall be considered as meeting the quorum requirement. At the aforementioned meetings of preferred shareholders, holders of shares of that class present in person or through representatives may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.
3. The procedures for conducting such separate meetings shall be implemented similarly to the provisions of Articles 19, 20, and 21 of this Charter.
4. Unless otherwise stipulated in the share issuance terms, the special rights attached to the classes of shares with preferential rights concerning some or all matters relating to the distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same class.

**Article 18. Convening, Agenda, and Notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes extraordinary General Meeting of Shareholders in the cases prescribed in Clause 3, Article 14 of this Charter.
2. The convener of the General Meeting of Shareholders shall perform the following tasks:
  - a. Prepare the list of shareholders eligible to participate and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled no later than [10 days] prior to the date of sending the notice of the General Meeting of Shareholders. The company must announce the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date.
  - b. Prepare the agenda and content of the meeting.
  - c. Prepare the documents for the meeting.
  - d. Draft the Resolutions of the General Meeting of Shareholders according to the proposed content of the meeting.
  - dd. Determine the time and place of the meeting.
  - e. Notify and send the General Meeting of Shareholders notice to all shareholders entitled to attend the meeting;
  - g. Other tasks serving the general meeting.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholder's contact address and shall be published on the Company's website and the State Securities Commission, and the Stock Exchange where the Company's shares are listed. The convener of the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting no later than 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or delivered). The agenda of the General Meeting of Shareholders and the documents related to the issues to be voted on at the meeting shall be sent to the shareholders and/or posted on the Company's website. In the event that the documents are not enclosed with the notice of



the General Meeting of Shareholders, the notice of the meeting must specify the link to all meeting documents for shareholders to access, including:

- a. The meeting agenda and documents used in the meeting;
  - c. The list and details of the candidates in the case of electing members of the Board of Directors or the Supervisory Board;
  - c. Voting/ballot papers;
  - d. Draft resolutions for each issue on the meeting agenda.
4. A shareholder or a group of shareholders as prescribed in Clause 2, Article 12 of this Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company no later than 03 working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, contact address, nationality, and Citizen Identity Card number, Identity Card number, Passport number, or other legally valid personal identification for individual shareholders; name, enterprise registration code or establishment decision number, and head office address for institutional shareholders; the number and type of shares held by that shareholder; and the issue proposed for inclusion in the meeting agenda.
5. The convener of the General Meeting of Shareholders has the right to refuse the proposal specified in Clause 4 of this Article in any of the following cases:
- a. The proposal is not submitted in accordance with the provisions of Clause 4 of this Article;
  - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 05% of the ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
  - c. The proposed issue is not within the competence of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law and this Charter.
6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the draft agenda and content of the meeting, except as prescribed in Clause 5 of this Article; the proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

#### **Article 19. Conditions for opening the General Meeting of Shareholders**

1. The General Meeting of Shareholders may be held when the number of shareholders present represents more than 50% of the total voting shares.
2. In the event that the first meeting does not meet the conditions for proceeding as prescribed in Clause 1 of this Article, the notice of the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders may be held when the number of shareholders present represents at least 33% of the total voting shares.
3. In the event that the second meeting does not meet the quorum as prescribed in Clause 2 of this Article, the notice of the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall proceed regardless of the total number of votes of the shareholders present.



**Article 20. Procedures for carrying out and voting at the General Meeting of Shareholders**

1. Before the opening of the meeting, the Company must carry out shareholder registration procedures and must continue registration until all eligible shareholders present have registered in the following order:
  - a. Upon registration, the Company shall issue each shareholder or duly authorized representative with voting rights a voting card/ballot/voting slip, stating the registration number, the shareholder's full name, the duly authorized representative's full name, and the number of votes/ballots of that shareholder. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by affirmative vote, negative vote, and abstention. The ballot counting results shall be announced by the Chairman/Ballot Counting Committee immediately before the closing of the meeting. The General Meeting shall elect individuals responsible for counting the ballots or supervising the ballot counting as proposed by the Chairman. The number of members of the Ballot Counting Committee shall be determined by the General Meeting of Shareholders based on the Chairman's proposal;
  - b. Shareholders, duly authorized representatives of institutional shareholders, or proxies arriving after the meeting has commenced shall be entitled to register immediately and subsequently participate and vote/elect at the meeting immediately after registration. The Chairman shall not be obligated to pause the meeting for late-arriving shareholders to register, and the validity of matters already voted/elected upon shall remain unchanged.
2. The election of the Chairman, Secretary, Shareholder/Delegate Eligibility Verification Committee, and Ballot Counting Committee shall be governed as follows:
  - a. The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. In the absence of the Chairman or if the Chairman is temporarily incapacitated, the remaining members of the Board of Directors shall elect one among themselves to chair the meeting by majority vote. In case a Chairman cannot be elected, the Head of the Supervisory Board shall facilitate the General Meeting of Shareholders to elect a Chairman from among the attendees, and the person with the highest number of votes shall chair the meeting;
  - b. Except as provided in point a of this clause, the person signing the convening notice of the General Meeting of Shareholders shall preside over the election of the Chairman of the meeting by the General Meeting of Shareholders, and the person with the highest number of votes shall chair the meeting;
  - c. The Chairman shall appoint one or more persons to act as the Secretary of the meeting; Shareholder/Delegate Eligibility Verification Committee serving the meeting;
  - d. The General Meeting of Shareholders shall elect one or more persons to the Ballot Counting Committee as proposed by the Chairman of the meeting.
3. The meeting agenda and content must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the time allocated for each item in the meeting content.
4. The Chairman of the meeting has the authority to implement necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.



- a. Arrangement of seating at the venue of the General Meeting of Shareholders;
  - b. Ensure the safety of all individuals present at the meeting locations;
  - c. Facilitate shareholder participation (or continued participation) in the General Meeting of Shareholders. The convener of the General Meeting of Shareholders has full authority to modify the aforementioned measures and implement all necessary measures. Applicable measures may include issuing entry passes or employing other selection methods.
5. The convener or chairperson of the General Meeting of Shareholders has the following rights:
- a. Request all attendees to submit to inspections or other lawful and reasonable security measures;
  - b. Request competent authorities to maintain order during the meeting; expel from the General Meeting of Shareholders any individuals who fail to comply with the chairperson's directives, deliberately disrupt order, obstruct the normal proceedings of the meeting, or fail to comply with security inspection requirements.
6. The chairperson has the right to postpone the General Meeting of Shareholders, for which the maximum number of registered attendees has been reached, for a period not exceeding three working days from the intended commencement date, and may only postpone the meeting or change the meeting location under the following circumstances:
- a. The meeting location lacks sufficient and convenient seating for all attendees;
  - b. The communication facilities at the meeting location do not adequately allow participating shareholders to engage in discussions and voting;
  - c. An attendee obstructs or disrupts order, posing a risk to the fair and lawful conduct of the meeting.
7. In the event that the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 6 of this Article, the General Meeting of Shareholders shall elect another individual from among the attendees to replace the chairperson and preside over the meeting until its conclusion; all Resolutions passed at such a meeting shall be valid and enforceable.
8. In the event that the Company employs modern technology to conduct the General Meeting of Shareholders via online meeting, the Company shall be responsible for ensuring shareholder participation and voting through electronic ballots or other electronic means as stipulated in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain articles of the Law on Securities.

**Article 21. Conditions for ratification of resolutions of the General Meeting of Shareholders**

1. A Resolution pertaining to the following content shall be passed if it receives the affirmative vote of shareholders representing at least 65% of the total voting shares of all shareholders present and voting at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:
- a. Class of shares and the total number of shares of each class;
  - b. Changes to the business lines, trades, and sectors;
  - c. Changes to the Company's management organizational structure;
  - d. Investment projects 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;

- dd. Reorganization or dissolution of the Company;
  - e. Extension of the Company's operational duration;
  - g. Other matters stipulated in this Charter.
2. Resolutions are passed when they receive the affirmative vote of shareholders holding more than 50% of the total voting shares of all shareholders present and voting at the meeting, except as provided in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.
  3. The voting for members of the Board of Directors and the Supervisory Board must be conducted through cumulative voting, whereby each shareholder has a total number of votes equal to the total number of shares held multiplied by the number of members to be elected to the Board of Directors or Supervisory Board, and the shareholder has the right to cast all or part of their total votes for one or several candidates. The successful candidates for membership on the Board of Directors or as Supervisory Board members are determined based on the number of votes received, ranked from highest to lowest, starting with the candidate receiving the highest number of votes until the number of members stipulated in the Company's Charter is reached. In the event that two or more candidates receive the same number of votes for the last position on the Board of Directors or Supervisory Board, a re-election will be conducted among the candidates with equal votes, or a selection will be made according to the criteria stipulated in the election regulations or the Company's Charter.
  4. The Resolutions of the General Meeting of Shareholders passed with 100% of the total voting shares are legal and effective even if the order, procedures for convening the meeting and passing such resolutions violate the provisions of the Enterprise Law and the company's Charter.

**Article 22. Authority and procedures for carrying out questionnaire survey for ratification of resolutions of the General Meeting of Shareholders**

Competence and procedures for obtaining shareholders' written opinions to pass Resolutions of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors is entitled to obtain shareholders' written opinions for the adoption of resolutions of the General Meeting of Shareholders on the following matters:
  - a) Amending and supplementing the contents of the company's Charter;
  - b) Approving, amending and supplementing the Regulations on Corporate Governance; the Regulations on the Operation of the Board of Directors; the Regulations on the Operation of the Supervisory Board;
  - c) The company's development orientation;
  - d) Types of shares and the total number of shares of each type;
  - e) Electing, dismissing, and removing members of the Board of Directors and the Supervisory Board;
  - f) Investment projects or the sale of assets with a value equal to or greater than 35% of the total asset value recorded in the company's most recent financial statements;
  - g) Approving annual financial statements
  - h) Reorganizing and dissolving the company.
  - i) Changing industries, professions, and business fields;
  - j) Changing the company's management organizational structure;
  - k) Other matters when deemed necessary for the benefit of the Company.



2. The Board of Directors must prepare ballot papers, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders with voting rights at least 10 days before the deadline for returning the ballot papers. The requirements and procedures for sending ballot papers and accompanying documents are implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.
3. Ballot papers must contain the following main contents:
  - a) Name, address of the head office, enterprise registration code;
  - b) Purpose of obtaining opinions;
  - c) Full name, contact address, nationality, and legal document number of the individual for individual shareholders; name, enterprise registration code or legal document number of the organization, address of the head office for institutional shareholders or full name, contact address, nationality, and legal document number of the individual representing the institutional shareholder; the number of shares of each type and the number of voting shares of the shareholder;
  - d) Matters requiring opinions for decision-making;
  - e) Voting options including approval, disapproval, and abstention for each matter requiring opinions;
  - f) Deadline for returning the answered ballot papers to the Company;
  - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may send their answered ballot papers to the Company by mail, fax, or email as follows:
  - a) In the case of sending by mail, the answered ballot paper must be signed by the individual shareholder, the duly authorized representative or the legal representative of the institutional shareholder. Ballot papers sent to the Company must be enclosed in a sealed envelope and no one is allowed to open them before counting the votes;
  - b) In the case of sending by fax or email, the ballot papers sent to the Company must be kept confidential until the time of vote counting;
  - c) Ballots submitted to the Company after the deadline specified in the ballot content, or opened in the case of mail and disclosed in the case of fax or email, are invalid. Ballots not returned are considered abstentions.
5. The Board of Directors counts the ballots and prepares the ballot counting minutes in the presence of the Supervisory Board or a shareholder not holding a management position in the Company. The ballot counting minutes must include the following main contents:
  - a) Name, head office address, enterprise registration code;
  - b) Purpose and matters requiring a resolution;
  - c) Number of shareholders with the total number of votes/ballots cast, distinguishing between valid and invalid votes/ballots, and the method of submitting votes/ballots, accompanied by an appendix listing the participating shareholders;
  - d) Total number of votes in favor, against, and abstentions for each issue, total number of votes for each candidate (if any);
  - e) Matters approved and the corresponding approval rate;
  - f) Full name and signature of the Chairman of the Board of Directors, the ballot counter, and the ballot counting supervisor.

Members of the Board of Directors, the ballot counter, and the ballot counting supervisor are jointly responsible for the honesty and accuracy of the ballot counting minutes; and

jointly liable for any damages arising from decisions made based on dishonest or inaccurate ballot counting.

6. The ballot counting minutes and Resolution must be sent to shareholders within 15 days from the end of the ballot counting. Sending the ballot counting minutes and Resolution can be replaced by posting them on the Company's website within 24 hours from the end of the ballot counting.
7. Answered ballots, ballot counting minutes, adopted resolutions, and related documents attached to the ballots must be kept at the Company's head office.
8. A Resolution is passed through written shareholder consultation if it is approved by shareholders holding more than 50% of the total voting shares of all shareholders with voting rights, and has the same validity as a Resolution passed at the General Meeting of Shareholders.

**Article 23. Resolution, Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in another electronic form. The minutes must be written in Vietnamese and may also be written in a foreign language, including the following main contents:
  - a) Name, head office address, enterprise registration code;
  - b) Time and place of the General Meeting of Shareholders;
  - c) Meeting agenda and content;
  - d) Full name of the chairperson and secretary;
  - e) Summary of the meeting proceedings and comments made at the General Meeting of Shareholders on each issue on the agenda;
  - f) Number of shareholders and total votes of shareholders attending the meeting, appendix of the shareholder registration list, and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
  - g) Total number of votes for each voting matter, specifying the voting method, total valid and invalid votes, votes in favor, against, and abstentions; corresponding percentage of the total votes of shareholders attending the meeting;
  - h) Summary of votes for each candidate (if any);
  - i) The approved matters and their corresponding approval rates;
  - j) Full name and signature of the chairman and secretary. In the event the chairman or secretary refuses to sign the minutes of the meeting, these minutes shall be valid if signed by all other Members of the Board of Directors present at the meeting and contain all the content prescribed in this clause. The minutes of the meeting shall clearly state the refusal of the chairman or secretary to sign the minutes.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairman and secretary of the meeting, or any other person signing the minutes, shall be jointly liable for the truthfulness and accuracy of the content of the minutes.
3. Minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In the event of any discrepancy in content between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail.
4. Resolutions, Minutes of the General Meeting of Shareholders, the appendix listing shareholders registered to attend the meeting, proxies, all documents attached to the



Minutes (if any), and relevant documents enclosed with the notice of the meeting must be kept at the Company's headquarters.

Resolutions, Minutes of the General Meeting of Shareholders, and accompanying documents in the minutes and resolutions must be disclosed in accordance with the laws on information disclosure in the stock market.

**Article 24. Requesting cancellation of a resolution of the General Meeting of Shareholders**

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the ballot of the General Meeting of Shareholders, a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company's Charter, except for the case specified in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

**VII. BOARD OF DIRECTORS**

**Article 25. Nomination and self-nomination of members of the Board of Directors**

1. In the event that candidates for the Board of Directors have been identified, the Company must publish information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment to the truthfulness and accuracy of the disclosed personal information and commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a Member of the Board of Directors. The information related to the candidates for the Board of Directors to be published includes:

- a) Full name, Date of birth;
- b) Qualification;
- c) Work experience;
- d) Other management positions (including the position of Member of the Board of Directors of other companies);
- e) Interests related to the Company and its related parties;
- f) Other information (If any) as prescribed in the Company's Charter;

The Company must publish information about the companies in which the candidate is currently holding the position of Member of the Board of Directors, other management positions, and interests related to the candidate's company (if any).

2. A shareholder or group of shareholders owning 05% or more of the total common shares has the right to nominate candidates for the Board of Directors in accordance with the Enterprise Law and the Company's Charter. Shareholders holding common shares have the right to combine their voting rights to nominate Board of Directors candidates. A shareholder or a group of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30%, a maximum of two (02) candidates; from 30% to less than 40%, a maximum of three (03) candidates; from 40% to less than 50%, a maximum of four (04) candidates; from 50% to less than

60%, a maximum of five (05) candidates; from 60% to less than 70%, a maximum of six (06) candidates; from 70% to 80%, a maximum of seven (07) candidates; and from 80% to 90%, a maximum of eight (08) candidates.

3. In the event that the number of Board of Directors candidates through nomination is still insufficient as prescribed in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall introduce additional candidates or organize the nomination process as stipulated in the Company's Charter, Internal Regulations on Corporate Governance, and the Board of Directors' Working Regulations. The incumbent Board of Directors' introduction of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect Members of the Board of Directors, in accordance with the law.
4. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1 and Clause 2, Article 155 of the Enterprise Law and this Charter.

**Article 26. Term of office and composition of the Board of Directors**

1. The number of Members of the Board of Directors shall be at least 05 and at most 11. The specific number of Members of the Board of Directors shall be decided by the General Meeting of Shareholders at each point in time.
2. The term of office of a Member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent Member of the Board of Directors of a company for a maximum of 02 consecutive terms. In the event that all Members of the Board of Directors complete their term of office at the same time, those members shall continue to be Members of the Board of Directors until new members are elected to replace and take over their duties.
3. The composition of the Board of Directors is as follows:
  - a. The structure of the company's Board of Directors must ensure that at least 1/3 of the total number of Board Members are non-executive members. The company limits the maximum number of Board Members concurrently holding executive positions within the company to ensure the independence of the Board of Directors.
  - b. The number of independent Board of Directors Members must comply with the following regulations:
    - There must be at least 01 independent member if the company has from 03 to 05 Board Members;
    - There must be at least 02 independent members if the company has from 06 to 08 Board Members;
    - There must be at least 03 independent members if the company has from 09 to 11 Board Members.
  - c. The rights, obligations, and methods of organization and coordination of activities of independent Board of Directors members will be specifically stipulated in the Board of Directors' Working Regulations.
4. A Member of the Board of Directors is no longer a member of the Board of Directors in the event of being dismissed, removed, or replaced by the General Meeting of Shareholders as stipulated in Article 160 of the Enterprise Law.
5. The appointment of a Member of the Board of Directors must be disclosed in accordance with the laws on information disclosure in the stock market.
6. A Member of the Board of Directors is not required to be a shareholder of the Company.



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

1. The Board of Directors is the managing body of the Company, having full authority on behalf of the Company to make decisions and exercise the rights and obligations of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:
  - a) Decide on the Company's strategies, medium-term development plans, and annual business plans;
  - b) Propose the types of shares and the total number of shares offered for sale for each type;
  - c) Decide on the sale of unsold shares within the authorized offering limit for each share type; decide on raising additional capital through other methods;
  - d) Decide on the selling price of the Company's shares and bonds;
  - e) Decide on the repurchase of shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
  - f) Decide on investment plans and projects within its authority and limits as prescribed by law;
  - g) Decide on solutions for market development, marketing, and technology;
  - h) Approve contracts for purchase, sale, borrowing, lending, and other transactions with a value of [35%] or more of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
  - i) Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, and terminate contracts with the General Director and other key management personnel as stipulated in the Company's Charter; decide on salaries, remuneration, bonuses, and other benefits for these managers; appoint duly authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies; and decide on the remuneration and other benefits of these representatives;
  - j) Supervise and direct the General Director and other managers in the daily business operations of the Company;
  - k) Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, and representative offices; and decide on capital contributions and share purchases in other enterprises;
  - l) Approve the agenda and content of documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or obtain opinions for the General Meeting of Shareholders to pass resolutions;
  - m) Submit the audited annual financial statements to the General Meeting of Shareholders;
  - n) Propose the dividend rate to be paid; decide on the time limit and procedures for paying dividends or handling losses incurred during business operations;
  - o) Propose the reorganization or dissolution of the Company; request bankruptcy of the Company;



- p) Decide on the issuance of the Board of Directors' Operating Regulations, internal regulations on corporate governance after being approved by the General Meeting of Shareholders; decide on the issuance of the Operating Regulations of the Audit Committee under the Board of Directors (if any), and the Company's information disclosure regulations;
  - q) Request the General Director, Deputy General Director, and other managers in the Company to provide information and documents regarding the financial status and business activities of the Company and its units.
  - r) The manager is required to provide information and documents promptly, completely, and accurately as requested by the Member of the Board of Directors. The sequence and procedures for requesting and providing information are specified in the Board of Directors' operating regulations.
  - s) Other rights and obligations are as prescribed by the Law on Enterprises, the Law on Securities, other relevant legal provisions, and the company's Charter.
3. The Board of Directors must report the results of its operations to the General Meeting of Shareholders as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain articles of the Law on Securities.

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

- 1. The company has the right to pay remuneration and bonuses to the Members of the Board of Directors based on business results and performance.
- 2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of a Member of the Board of Directors and the remuneration rate per day. The Board of Directors shall propose the remuneration level for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.
- 3. The remuneration of each Member of the Board of Directors is included in the company's business expenses in accordance with the provisions of the law on corporate income tax, is presented as a separate item in the company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
- 4. Members of the Board of Directors holding executive positions, or Members of the Board of Directors working in sub-committees of the Board of Directors or performing other work outside the normal duties of a Member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum payment, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.
- 5. Members of the Board of Directors are entitled to reimbursement for all travel, meal, accommodation, and other reasonable expenses incurred in performing their responsibilities as Members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.
- 6. Members of the Board of Directors may be insured for liability by the company after approval by the General Meeting of Shareholders. This insurance does not cover the liabilities of the Members of the Board of Directors related to violations of law and the company's Charter.



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

1. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a) Develop the Board of Directors' programs and operational plans.
  - b) Prepare programs, content, and documents for meetings; convene, preside over, and chair Board of Directors meetings.
  - c) Organize the adoption of resolutions and decisions of the Board of Directors.
  - d) Supervise the implementation of the Board of Directors' resolutions and decisions.
  - e) Preside over the General Meeting of Shareholders.
  - f) Other rights and obligations as prescribed by the Law on Enterprises and this Charter.
4. In the event the Chairperson of the Board of Directors resigns or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal.
5. In the event the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to exercise the rights and obligations of the Chairperson of the Board of Directors in accordance with the principles stipulated in this Charter. In the absence of an authorized person or if the Chairperson of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative handling measures at a compulsory detoxification center or compulsory educational institution, absconds from their place of residence, has limited or lost civil act capacity, experiences cognitive difficulties or difficulty controlling their behavior, is prohibited by the Court from holding a position, practicing a profession, or engaging in certain work, the remaining members shall elect one person among them to hold the position of Chairperson of the Board of Directors according to the principle of majority approval from the remaining members until a new decision is made by the Board of Directors.

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

1. The Chairperson of the Board of Directors is elected in the first meeting of the Board of Directors within 07 working days from the date of conclusion of the Board of Directors election. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest and equal number of votes or percentage of votes, the members shall elect one person among them, based on the majority principle, to convene the Board of Directors meeting.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairperson of the Board of Directors convenes the Board of Directors meeting in the following cases:
  - a) At the request of the Supervisory Board or an independent member of the Board of Directors;
  - b) At the request of the General Director or at least 05 other managers;
  - c) At the request of at least 02 members of the Board of Directors;
  - d) In other cases as stipulated by the Company's Charter.

4. The request stipulated in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and decisions within the authority of the Board of Directors.
5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request stipulated in Clause 3 of this Article. In case the Board of Directors meeting is not convened as requested, the Chairperson of the Board of Directors shall be liable for any damages incurred by the Company; the requesting party has the right to replace the Chairperson of the Board of Directors in convening the Board of Directors meeting.
6. The Chairperson of the Board of Directors or the convener of the Board of Directors meeting must send a meeting invitation no later than 05 working days prior to the meeting date. The meeting invitation must clearly specify the time and location of the meeting, the agenda, the matters to be discussed and decided upon. The meeting invitation must be accompanied by documents to be used at the meeting and the members' voting ballots.

The Board of Directors meeting invitation can be sent by letter, telephone, fax, electronic means, or other methods as stipulated by the Company's Charter and must ensure delivery to the contact address of each Board of Directors member registered with the Company.
7. The Chairperson of the Board of Directors or the convener shall send the meeting invitation and accompanying documents to the Supervisors as they do to the members of the Board of Directors.

The Supervisor has the right to attend Board of Directors meetings; has the right to discuss but not to vote.
8. The Board of Directors meeting shall be held when at least 3/4 of the total number of members are present. In the event that the meeting convened as prescribed in this clause does not have enough members present as prescribed, a second meeting shall be convened within 07 days from the date of the first meeting. In this case, the meeting shall be held if more than half of the Members of the Board of Directors are present.
9. A Member of the Board of Directors is considered to be present and voting at the meeting in the following cases:
  - a) Attending and voting in person at the meeting;
  - b) Authorizing another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
  - c) Attending and voting via online conference, electronic voting or other electronic means;
  - d) Sending ballots to the meeting via mail, fax, or email;
  - e) Sending ballots by other means as prescribed in this Charter.
10. In the case of sending ballots to the meeting by mail, the ballots must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 01 hour before the opening. Ballots shall only be opened in the presence of all attendees.
11. Voting
  - a) Except as prescribed in point b, clause 11, Article 30, each Member of the Board of Directors or authorized person as prescribed in clause 8 of this Article who is personally present at the Board of Directors meeting has one (01) vote;



- b) A Member of the Board of Directors may not vote on a transaction that benefits that member or a related person of that member as prescribed by the Law on Enterprises and the company's Charter.
  - c) As prescribed in point d, clause 11, Article 30, when an issue arises at the meeting relating to the interests or voting rights of a Member of the Board of Directors and that member does not voluntarily waive the right to vote, the chairperson's ruling shall be final, unless the nature or extent of the Member's interest is not fully disclosed;
  - d) A Member of the Board of Directors who benefits from a contract prescribed in point a and point b, clause 6, Article 43 of this Charter is deemed to have a significant interest in that contract;
  - e) The Supervisor has the right to attend the Board of Directors meetings, has the right to discuss, but not to vote.
12. A Member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that they are a beneficiary thereof shall disclose this interest at the first meeting of the Board discussing the signing of this contract or transaction. If the Member of the Board of Directors is not aware of their own or a related person's interest at the time the contract or transaction is signed with the Company, this Member of the Board of Directors must disclose the relevant interests at the first meeting of the Board of Directors held after the member becomes aware that they have or will have an interest in the aforementioned transaction or contract.
13. Members must attend all Board of Directors meetings. Members may authorize another person to attend the meeting and vote if approved by a majority of the Board of Directors.
14. Resolutions and decisions of the Board of Directors shall be passed if approved by a majority of the members present at the meeting (over 50%); in the event of a tie, the final decision rests with the Chairman of the Board of Directors.
15. The Board of Directors has the authority to solicit written opinions from Board members to adopt Board Resolutions when addressing matters within the Board's purview as stipulated in Clause 2, Article 27 of these Articles of Association.  
Resolutions obtained through written opinions are adopted based on the approval of a majority of voting Board members. This resolution holds the same validity and effect as a resolution adopted in a meeting.
16. Board of Directors meetings can be held via online conference between Board members when all or some members are in different locations, provided that each participating member can:
- a) Hear every other participating Board member speak during the meeting;
  - b) Speak to all other participating members simultaneously. Discussions among members may occur directly via telephone or other communication means, or a combination thereof. Board members participating in such meetings are considered "present" at the meeting. The location of a meeting held under this provision is the location with the highest concentration of Board members or the location of the meeting's Chairperson.

Decisions adopted during a properly organized and conducted telephone meeting are effective immediately upon the meeting's conclusion but must be confirmed by the signatures of all participating Board members in the meeting minutes.

17. The Chairperson of the Board of Directors is responsible for sending the minutes of the Board meeting to the members, and these minutes serve as authentic proof of the proceedings unless objections to their content are raised within ten (10) days of their dispatch. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may also be prepared in English. The minutes must bear the signatures of the Chairperson and the minute-taker.

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

1. The Board of Directors may establish subordinate subcommittees to oversee development policy, human resources, compensation, internal audit, and risk management. The number of subcommittee members is determined by the Board of Directors, with a minimum of three (3) members including Board members and external members. Independent Board members/non-executive Board members should constitute a majority within the subcommittee, and one of these members is appointed as Subcommittee Head by decision of the Board of Directors. Subcommittee operations must adhere to Board of Directors regulations. Subcommittee resolutions are only valid with the majority approval of attending and voting members at a subcommittee meeting.
2. The implementation of decisions made by the Board of Directors or its subordinate subcommittees must comply with current laws and regulations, the Company's Charter, and the internal regulations on corporate governance.

**Article 32. Person in charge of company administration**

1. The Company's Board of Directors must appoint at least one Corporate Governance Officer to support corporate governance activities within the enterprise. The Corporate Governance Officer may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Law on Enterprises.
2. The Corporate Governance Officer must not simultaneously work for an approved auditing organization that is conducting audits of the Company's financial statements.
3. The Corporate Governance Officer has the following rights and obligations:
  - a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related matters between the Company and shareholders;
  - b) Prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
  - c) Advise on meeting procedures;
  - d) Attend meetings;
  - e) Advise on the procedures for establishing Resolutions/Decisions of the Board of Directors in accordance with applicable laws and regulations;
  - f) Provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and Supervisors;
  - g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
  - h) Act as a liaison with relevant stakeholders;
  - i) Maintain confidentiality of information in accordance with applicable laws and regulations and the Company's Charter;



- j) Other rights and obligations as prescribed by law and this Charter.

## **VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 33. Organization of the management apparatus**

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business activities. The Company has a General Director, Deputy General Directors, Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved by resolutions and decisions of the Board of Directors.

### **Article 34. The Company's executives**

1. At the suggestion of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the quantity and standards appropriate to the Company's structure and management regulations as stipulated by the Board of Directors. Business executives must be responsible for supporting the Company in achieving its stated operational and organizational objectives.
2. The General Director receives salary and bonuses. The salary and bonuses of the General Director are decided by the Board of Directors.
3. Executive salaries are included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, are presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

### **Article 35. Designation, dismissal, duties and entitlements of the General Director**

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person as General Director.
2. The General Director is the person who manages the daily business activities of the Company; is subject to the supervision of the Board of Directors; is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.
3. The term of the General Director shall not exceed 05 years and may be reappointed with an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and this Charter.
4. The General Director has the following rights and obligations:
  - a) Decide on matters related to the Company's daily business activities that are not within the competence of the Board of Directors;
  - b) Organize the implementation of the Resolutions/Decisions of the Board of Directors;
  - c) Organize the implementation of the Company's business plan and investment plan;
  - d) Propose the organizational structure and internal management regulations of the Company;
  - e) Appoints, dismisses, and removes managerial positions within the Company, excluding positions under the authority of the Board of Directors.
  - f) Determines salaries and other benefits for employees within the Company, including managers appointed by the General Director.
  - g) Recruits employees.
  - h) Proposes dividend payment plans or business loss mitigation strategies.

- i) Other rights and obligations as stipulated by law, this Charter, and resolutions and decisions of the Board of Directors.
- 5. The Board of Directors may dismiss the General Director with the approval of the majority of voting members of the Board of Directors present at the meeting and appoint a new General Director as a replacement.
- 6. The General Director must conduct the daily business operations of the Company in accordance with the law, the Company Charter, the labor contract signed with the Company, and the resolutions and decisions of the Board of Directors. In cases where operations are conducted contrary to the provisions of this clause and cause damage to the Company, the General Director shall be held liable before the law and shall compensate the Company for such damage.

#### **Article 36. Company Secretary**

When deemed necessary, the Board of Directors decides to appoint one (01) or more individuals as the Company Secretary with a term as determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary but not in violation of current labor laws. The Company Secretary shall have the following rights and obligations:

- a) Supports the organization of meetings of the General Meeting of Shareholders and the Board of Directors; records meeting minutes.
- b) Assists Board of Directors members in carrying out their assigned duties and responsibilities.
- c) Supports the Board of Directors in applying and implementing corporate governance principles.
- d) Assists the Company in developing shareholder relations and protecting the lawful rights and interests of shareholders; compliance with information disclosure obligations, information transparency, and administrative procedures.
- e) Other rights and obligations as stipulated in the Company Charter and the Company's internal regulations.

### **IX. Supervisory Board**

#### **Article 37. Nomination of Supervisory Board Members**

- 1. The nomination of Supervisory Board members shall be conducted similarly to the provisions of Clause 1, Article 25 of this Charter. Shareholders holding voting shares have the right to pool their voting rights to nominate Supervisory Board members. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% to 90% may nominate a maximum of eight (08) candidates.
- 2. In the event that the number of candidates for the Supervisory Board through nomination is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations according to the provisions of the Company Charter, internal regulations on corporate governance, and the operating regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board



must be clearly announced before the General Meeting of Shareholders votes to elect Supervisory Board members in accordance with the law.

**Article 38. Composition of the Board of Supervisors**

1. The number of Supervisors of the Company shall be from 03 to 05 people. The term of office of a Supervisor shall not exceed 05 years and may be re-elected for an unlimited number of terms.
2. Supervisors must meet the standards and conditions prescribed in Article 169 of the Enterprise Law and are not subject to the following cases:
  - a) Working in the accounting and finance department of the Company;
  - b) Being a member or employee of an independent audit company that has audited the company's financial statements for the previous 03 consecutive years.
3. A Supervisor shall be dismissed in the following cases:
  - a) No longer meets the standards and conditions to be a Supervisor as prescribed in Clause 2 of this Article;
  - b) Has a letter of resignation and is approved;
  - c) Other cases as prescribed by law and these Articles of Association.
4. A Supervisor shall be removed from office in the following cases:
  - a) Failure to complete assigned tasks and duties;
  - b) Failure to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
  - c) Repeated violations, serious violations of the obligations of a Supervisor as prescribed by the Enterprise Law and these Articles of Association;
  - d) Other cases as resolved by the General Meeting of Shareholders.

**Article 39. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among the Supervisors; the election, dismissal, and removal shall be based on the principle of majority. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must have a Bachelor's degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.
2. Rights and obligations of the Head of the Board of Supervisors:
  - a) Convene meetings of the Board of Supervisors;
  - b) Request the Board of Directors, General Director, and other executives to provide relevant information to report to the Board of Supervisors;
  - c) Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

**Article 40. Rights and Obligations of the Board of Supervisors**

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

1. Propose and recommend to the General Meeting of Shareholders the approval of the list of audit organizations approved to audit the Company's Financial Statements; decide on the audit organization approved to inspect the Company's operations, and dismiss the approved auditor when deemed necessary.
2. Be responsible to shareholders for their supervisory activities.

3. Supervise the Company's financial situation and compliance with the law in the activities of members of the Board of Directors, General Director, and other managers.
4. Ensure coordination of activities with the Board of Directors, General Director, and shareholders.
5. In the event of detecting any violation of law or violation of the company's charter by a member of the Board of Directors, General Director, or other executive of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and provide solutions to remedy the consequences.
6. Develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. Report to the General Meeting of Shareholders as prescribed in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain articles of the Law on Securities.
8. Has the right to access the Company's records and documents kept at the headquarters, branches, and other locations; has the right to visit the workplace of the Company's managers and employees during working hours.
9. Has the right to request the Board of Directors, Member of the Board of Directors, General Director, and other managers to provide complete, accurate, and timely information and documents on the Company's management, administration, and business operations.
10. Other rights and obligations as prescribed by law and this Charter.

**Article 41. Meetings of the Board of Supervisors**

1. The Board of Supervisors must meet at least twice a year, with at least two-thirds of the Supervisors in attendance. Minutes of the Board of Supervisors meetings shall be prepared in detail and clarity. The minute-taker and the Supervisors attending the meeting must sign the minutes. The minutes of the Board of Supervisors' meetings must be kept to determine the responsibilities of each Supervisor.
2. The Board of Supervisors has the right to request Members of the Board of Directors, the General Director, and representatives of the approved audit organization to attend and answer issues that need clarification.

**Article 42. Salaries, remuneration, bonuses, and other benefits of Supervisors**

Salaries, remuneration, bonuses, and other benefits of Supervisors are implemented as follows:

1. Supervisors are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
2. Supervisors are reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total amount of this remuneration and expenses does not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Board of Supervisors are included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, other relevant legal provisions, and must be itemized separately in the Company's annual financial statements.



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

Members of the Board of Directors, Supervisors, General Director, and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly and prudently in the best interests of the Company.

**Article 43. Responsibility for honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, Supervisors, General Director, and other managers must disclose relevant interests as prescribed by the Enterprise Law and relevant legal documents.
2. Members of the Board of Directors, Supervisors, General Director, other managers, and their related persons may only use information obtained by virtue of their positions to serve the interests of the Company.
3. Members of the Board of Directors, Supervisors, General Director, and other managers are obligated to notify in writing the Board of Directors and the Board of Supervisors of transactions between the Company, subsidiaries, and other companies in which the Company holds more than 50% of the charter capital with such persons or with their related persons as prescribed by law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of Law on Securities on information disclosure.
4. A Member of the Board of Directors shall not vote on any transaction that benefits said Member or their affiliated persons as stipulated by the Enterprise Law and these Articles of Association.
5. Members of the Board of Directors, Controllers, General Directors, other managers, and their affiliated persons shall not utilize or disclose internal information to others for the purpose of conducting related transactions.
6. Transactions between the Company and one or more Members of the Board of Directors, Controllers, General Directors, other executive officers, and individuals or organizations affiliated with these individuals are not invalid in the following circumstances:
  - a) For transactions with a value less than 35% of the total asset value recorded in the most recent financial statement, the material terms of the contract or transaction, as well as the relationships and interests of the Member of the Board of Directors, Controller, General Director, or other executive officer, have been reported to the Board of Directors and approved by the Board of Directors with a majority vote of the Members of the Board of Directors without any related interests.
  - b) For transactions with a value of 35% or more, or transactions resulting in a cumulative transaction value within 12 months from the date of the first transaction reaching 35% or more of the total asset value recorded in the most recent financial statement, the material terms of this transaction, as well as the relationships and interests of the Member of the Board of Directors, Controller, General Director, or other executive officer, have been disclosed to the shareholders and approved by the General Meeting of Shareholders with the votes of shareholders without related interests.
  - c) Loan agreements, asset sales, and other transactions with a value greater than 10% of the total asset value recorded on the most recent financial statements between the



company and a shareholder owning 51% or more of the total voting shares, or an affiliated person of that shareholder, have been disclosed to the shareholders and approved by the General Meeting of Shareholders through the votes of the shareholders without related interests.

**Article 44. Liability for Damages and Indemnification**

1. Any Member of the Board of Directors, Controller, General Director, or other executive officer who breaches their obligations, acts without honesty and due care, or fails to fulfill their duties shall be liable for any damages caused by their breach of conduct.
2. The Company shall indemnify individuals who are, were, or may become a party to claims, lawsuits, or prosecutions (including civil, administrative, and non-litigation matters not initiated by the Company) if such individual was or is a Member of the Board of Directors, Controller, General Director, other executive officer, employee, or duly authorized representative of the Company who has or is performing duties as authorized by the Company, acting honestly and prudently in the best interests of the Company, in compliance with the law, and without substantiated evidence confirming that said individual has breached their responsibilities.
3. Indemnification costs include judgment expenses, fines, and amounts actually incurred (including legal fees) or deemed reasonable in resolving these matters within the permissible legal framework. The Company may purchase insurance for these individuals to mitigate the aforementioned indemnification liabilities.

**XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS**

**Article 45. Right to Inspect Books and Records**

1. Common shareholders have the right to inspect books and records, specifically as follows:
  - a) Common shareholders have the right to review, inspect, and extract information regarding names and contact addresses from the list of shareholders with voting rights; to request corrections to their inaccurate information; and to review, inspect, extract, or copy the Company's Articles of Association, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders.
  - b) A shareholder or a group of shareholders holding 05% or more of the total common shares has the right to examine, inspect, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions subject to the approval of the Board of Directors, and other documents, except for those related to trade secrets and business secrets of the Company.
2. In cases where an duly authorized representative of a shareholder or a group of shareholders requests to inspect books and records, such representative must present a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy thereof.
3. Members of the Board of Directors, Supervisors, the General Director, and other executives have the right to inspect the Company's share register, shareholder list, and other books and records of the Company for purposes related to their positions, provided that this information must be kept confidential.
4. The Company must retain this Charter and its amendments, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the



General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as prescribed by law at its headquarters or another location, provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.

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

## **XII. EMPLOYEES AND TRADE UNIONS**

### **Article 46. Employees and trade unions**

1. The General Director must develop plans for the Board of Directors to approve matters related to recruitment, termination of employment, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and company executives.
2. The General Director must formulate plans for the Board of Directors' approval regarding the Company's relations with trade union organizations in accordance with best management standards, practices, and policies, the practices and policies stipulated in this Charter, the Company's regulations, and current legal provisions.

## **XIII. PROFIT DISTRIBUTION**

### **Article 47. Profit Distribution**

1. The General Meeting of Shareholders shall decide the dividend payout ratio and the form of annual dividend payment from the Company's retained earnings.
2. The Company shall not pay interest on dividend payments or payments related to a class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of the dividends in shares, and the Board of Directors is the body that implements this decision.
4. In the event that dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payment can be made directly or through banks based on the bank account details provided by the shareholder. In the event that the Company has transferred the funds in accordance with the bank details provided by the shareholder, but the shareholder does not receive the money, the Company is not responsible for the amount the Company has transferred to that shareholder. Dividend payments for listed/registered shares on the Stock Exchange can be made through a securities company or the Vietnam Securities Depository.
5. Pursuant to the Enterprise Law and the Law on Securities, the Board of Directors shall pass a resolution and decision to determine a specific record date. Based on that date, those registered as shareholders or holders of other securities are entitled to receive cash or stock dividends, receive notices, or other documents.
6. Other issues related to profit distribution shall be implemented in accordance with the provisions of law.

## **XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME**

### **Article 48. Bank Accounts**

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.
2. With the prior approval of the competent authority, in necessary cases, the Company may open bank accounts abroad in accordance with the provisions of law.

3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company holds accounts.

#### **Article 49. Fiscal Year**

The Company's fiscal year shall commence on January 1st and conclude on December 31st annually. The initial fiscal year shall begin on the date of issuance of the Business Registration Certificate and terminate on December 31st immediately following the issuance date of said certificate.

#### **Article 50. Accounting Regime**

1. The Company's accounting regime shall be the enterprise accounting regime or a specific accounting regime promulgated and approved by a competent authority.
2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with the provisions of accounting law and relevant legislation. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.
3. The Company's accounting currency shall be the Vietnamese Dong. In the event that the Company's economic transactions primarily occur in a foreign currency, the Company may select that foreign currency as its accounting currency, bearing responsibility for this selection before the law and notifying the direct tax administration authority.

### **XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES**

#### **Article 51. Annual, Semi-annual, and Quarterly Financial Statements**

1. The Company must prepare annual financial statements, and said statements shall be audited in accordance with the provisions of law. The Company shall disclose the audited annual financial statements in compliance with the regulations concerning information disclosure on the securities market and submit them to the competent state authorities.
2. The annual financial statements shall include all reports, appendices, and explanatory notes as prescribed by the law on enterprise accounting. The annual financial statements must accurately and objectively reflect the Company's operational status.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in compliance with regulations on information disclosure in the securities market and submit them to the competent state authorities.

#### **Article 52. Annual Report**

The Company must prepare and publish an Annual Report according to the provisions of law on securities and the securities market.

### **XVI. COMPANY AUDIT**

#### **Article 53. Audit**

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to select one of these entities to conduct the audit of the Company's financial statements for the subsequent fiscal year based on terms and conditions agreed upon with the Board of Directors.
2. The audit report is attached to the Company's annual financial statements.
3. The independent auditor conducting the audit of the Company's financial statements may attend General Meeting of Shareholders meetings and is entitled to receive notices and



other information related to General Meeting of Shareholders meetings and to express opinions at the meeting on matters related to the audit of the Company's financial statements.

## **XVII. COMPANY SEAL**

### **Article 54. Company Seal**

1. The seal includes a physical seal made at a seal engraving establishment or a digital signature as prescribed by law on electronic transactions.
2. The Board of Directors decides the types, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with the prevailing laws.

## **XVIII. COMPANY DISSOLUTION**

### **Article 55. Company Dissolution**

1. The Company shall be dissolved in the following circumstances:
  - a) Expiration of the operational term stipulated in the Company Charter without a decision for extension;
  - b) Pursuant to a resolution or decision of the General Meeting of Shareholders;
  - c) The Company no longer maintains the minimum number of shareholders as prescribed by the Law on Enterprises for a continuous period of six months without undertaking procedures for conversion of enterprise type;
  - d) Revocation of the Certificate of Business Registration, except as otherwise stipulated by the Law on Tax Administration.
2. The dissolution of the Company prior to the expiration date (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) as regulated.

### **Article 56. Extension of Operations**

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven months prior to the expiration of the operational term to allow shareholders to vote on the extension of the Company's operations as proposed by the Board of Directors.
2. The operational term shall be extended upon the affirmative vote of shareholders representing at least 65% of the total voting shares of all shareholders present and voting at the General Meeting of Shareholders.

### **Article 57. Liquidation**

1. At least six months prior to the expiration of the Company's operational term or after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee comprising three members, two of whom are appointed by the General Meeting of Shareholders, and one member appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs associated with the liquidation shall be prioritized by the Company for payment before other debts of the Company.
2. The Liquidation Committee is responsible for reporting to the Business Registration Authority the date of its establishment and the commencement date of its operations. From that point forward, the Liquidation Committee represents the Company in all

matters pertaining to the Company's liquidation before the Court and administrative agencies.

3. Proceeds from the liquidation shall be disbursed in the following order:
  - a) Liquidation expenses;
  - b) Salary arrears, severance allowances, social insurance, and other benefits of employees according to the collective labor agreement and signed labor contracts;
  - c) Tax liabilities;
  - d) Other debts of the Company;
  - e) The remainder after payment of all debts from items (a) through (d) above shall be distributed to the shareholders. Preference shares shall be paid preferentially.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 58. Internal Dispute Resolution**

1. In the event of any dispute or complaint related to the Company's operations, the rights and obligations of shareholders as stipulated in the Law on Enterprises, the Company Charter, other legal regulations, or agreements between:
  - a) Shareholder with the Company;
  - b) Shareholder with the Board of Directors, Supervisory Board, General Director, or other executive;

The involved parties shall endeavor to resolve the dispute through negotiation and mediation. Except in cases where the dispute pertains to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information relevant to the dispute within 30 working days from the date the dispute arises. In cases where the dispute pertains to the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Supervisory Board to appoint an independent expert to mediate the dispute resolution process.

2. In the event that a mediated resolution is not reached within 06 weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, a party may submit the dispute for resolution at the competent Arbitration or Court. In the event of dispute resolution through arbitration, the location for dispute resolution shall be Ho Chi Minh City.
3. The parties shall bear their own costs associated with the negotiation and mediation procedures. Payment of court costs shall be executed in accordance with the court's ruling.

## **XX. SUPPLEMENT AND AMENDMENT OF THE CHARTER**

### **Article 59. Company Charter**

1. Amendments and supplements to this Charter must be reviewed and decided upon by the General Meeting of Shareholders.
2. In cases where applicable laws and regulations pertaining to the Company's operations are not addressed in this Charter, or in cases where new applicable laws and regulations differ from the provisions of this Charter, those regulations shall apply to govern the Company's operations.

## **XXI. EFFECTIVE DATE**

### **Article 60. Effective Date**

1. This Charter, comprising 21 sections and 60 articles, was unanimously approved by the 2025 Annual General Meeting of Shareholders of Saigon Telecommunication &



Technologies Corporation, as per Resolution No. 03/2025/NQ-ĐHĐCĐ and 04/2025/NQ-ĐHĐCĐ dated 25/04/2025 at Lot 46, Quang Trung software Park, Tan Chanh Hiep Ward, District 12, Ho Chi Minh City, and with the mutual consent for the full effectiveness of this Charter. Accordingly, this Charter shall take effect from 25/04/2025 and supersede all previous versions of the Company's Charter issued prior to the effective date of this Charter.

2. The Charter is prepared in 10 copies, each having equal validity, and must be kept at the Company's headquarters.
3. This Charter is the sole and official Charter of the Company.
4. Copies or excerpts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total members of the Board of Directors or the General Director.

SAIGON TELECOMMUNICATION & TECHNOLOGIES CORPORATION  
LEGAL REPRESENTATIVE – CHAIRMAN OF THE BOARD OF DIRECTORS



DANG THANH TAM

# APPENDIX 01 - LIST OF FOUNDING SHAREHOLDERS OF SAIGON TELECOMMUNICATION & TECHNOLOGIES CORPORATION

The list attached to the Charter was approved by the Annual General Meeting of Shareholders 2025 in Resolution No.

on April 25, 2025

No.	Shareholder Name	Permanent residence address for individuals; Head office address for organizations	Share Type	Number of Shares	Share Value (VND)	Percentage (%)	ID card number (or other legal personal identification number) for individuals; Business registration number for businesses; Establishment decision number for organizations	Note
1	Saigon Investment Corporation	20 Phung Khac Khoan, Dakao Ward, District 1, Ho Chi Minh City, Vietnam	common stock	200,000	20,000,000,000	2.97	0303297857	
2	Saigon Tour Corporation	11 Tu Xuong, Ward 7, District 3, Ho Chi Minh City, Vietnam	common stock	10,000	1,000,000,000	0.15	0302664670	
3	Kinhbac City Development Holding Corporation	Que Vo Industrial Park, Que Vo District, Bac Ninh Province, Vietnam	common stock	100,000	10,000,000,000	1.49	2300233993	
4	Cuu Long Construction Production and Development Joint Stock Company	Lot 28, C Road, Tan Tao Industrial Park, Tan Tao A Ward, Binh Tan District, Ho Chi Minh City, Vietnam	common stock	15,000	1,500,000,000	0.22		



5	<b>Saigon Construction Corporation</b>	Lot 9, C Road, Tan Tao Industrial Park, Tan Tao A Ward, Binh Tan District, Ho Chi Minh City, Vietnam	common stock	110,000	11,000,000,000	1.64	0301824593	
6	<b>Dang Thanh Tam</b>	6/35D Binh Khanh 3, Binh An Ward, District 2, Ho Chi Minh City, Vietnam	common stock	370,000	37,000,000,000	5.5	022756956	
7	<b>Dang Thi Hoang Phuong</b>	140/11 Su Van Hanh Extended, Ward 12, District 10, Ho Chi Minh City, Vietnam	common stock	100,000	10,000,000,000	1.49	022759992	
8	<b>Nguyen Son</b>	655 Lot V, Doan Van Bo, Ward 10, District 4, Ho Chi Minh City, Vietnam	common stock	300,000	30,000,000,000	4.46	022768266	
9	<b>Nguyen Thi Kim Thanh</b>	90 Le Loi, Ben Thanh Ward, District 1, Ho Chi Minh City, Vietnam	common stock	295,000	29,500,000,000	4.38	022413084	

**INTERNAL REGULATIONS ON COMPANY ADMINISTRATION**  
**SAIGON TELECOMMUNICATION & TECHNOLOGIES CORPORATION**  
(Issued pursuant to Resolution No. 04//2025/NQ-ĐHĐCĐ dated April 25, 2025 of the Annual  
General Meeting of Shareholders 2025 of Saigon Telecommunication & Technologies  
Corporation)

**Pursuant to:**

- *The Law on Securities No. 54/2019/QH14 dated November 26, 2019;*
- *Law No. 56/2024/QH15 dated November 29, 2024 of the National Assembly amending the Law on Securities, the Law on Accounting, the Law on Independent Auditing, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Administrative Sanction 2024;*
- *The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*
- *Law No. 03/2022/QH15 of the National Assembly dated January 11, 2022, amending and supplementing several articles of the Law on Public Investment, the Law on Public-Private Partnership Investment, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Special Consumption Tax, and the Law on Civil Judgment Execution, effective from March 1, 2022;*
- *Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of several articles of the Law on Securities;*
- *Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding several articles on corporate governance applicable to public companies as prescribed in Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of several articles of the Law on Securities;*
- *Circular No. 68/2024/TT-BTC dated September 18, 2024 of the Ministry of Finance amending Circulars regulating securities transactions on the securities trading system; clearing and settlement of securities transactions; operations of securities companies and information disclosure in the securities market;*
- *The Charter of Saigon Telecommunication & Technologies Corporation;*
- *Resolution of the General Meeting of Shareholders No. 04/2025/NQ-ĐHĐCĐ dated 25/04/2025;*



## TABLE OF CONTENTS

<b>CHAPTER 1 – GENERAL PROVISIONS</b>	<b>7</b>
Article 1. Scope of Regulation and Subjects of Application	7
Article 2. Explanation of Terms and Abbreviations	7
<b>CHAPTER 2 – GENERAL MEETING OF SHAREHOLDERS</b>	<b>8</b>
<b>I. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS PASSING RESOLUTIONS BY BALLOT AT THE GENERAL MEETING OF SHAREHOLDERS</b>	<b>8</b>
Section 1. Roles, Rights, and Obligations of the General Meeting of Shareholders	8
Section 2. Regulations on the order and procedures for convening and voting at the General Meeting of Shareholders	8
Article 3. Authority to convene the General Meeting of Shareholders	8
Article 4. Personnel of the General Meeting of Shareholders	9
Article 5. Prepare the list of eligible shareholders and announce the finalization of the shareholder list for the General Meeting of Shareholders.	11
Article 6. Notice of the General Meeting of Shareholders	11
Article 7. Agenda and content of the General Meeting of Shareholders	11
Article 8. Methods of registration and proxy attendance at the General Meeting of Shareholders	13
Article 9. Conditions for Conducting the General Meeting of Shareholders	15
Article 10. Resolution Adoption Procedures of the General Meeting of Shareholders	15
Article 11. Matters Approved at the General Meeting of Shareholders	15
Article 12. Voting to approve matters at the General Meeting of Shareholders	16
Article 13. Voting Methods	17
Article 14. Election Voting Procedures	17
Article 15. Vote Counting Procedures	18
Article 16. Conditions for Resolution Approval	18
Article 17. Announcement of Vote Counting Results	19
Article 18. Procedures for Objecting to Decisions of the General Meeting of Shareholders	19
Article 19. Preparing the Minutes of the General Meeting of Shareholders	20
Article 20. Publication of the Resolution and Minutes of the General Meeting of Shareholders	21
<b>II. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS ADOPTING RESOLUTIONS BY WAY OF OBTAINING WRITTEN OPINIONS</b>	<b>21</b>
Article 21. Authority and procedures for obtaining shareholder approval in writing	21
The Board of Directors has the authority to obtain written shareholder approval for resolutions of the General Meeting of Shareholders at any time if deemed necessary for the	

benefit of the Company. All matters within the decision-making authority of the General Meeting of Shareholders, as stipulated in Article 11 of these Regulations or Article 15 of the Company's Charter, may be approved by the General Meeting of Shareholders through written shareholder consultation, following the procedures and processes in accordance with the provisions of the Company's Charter .....	21
Article 22. Procedures for obtaining written shareholder approval .....	21
III. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS ADOPTING RESOLUTIONS THROUGH ONLINE MEETINGS.....	23
Article 23. Notice of Convening the Online General Meeting of Shareholders .....	23
Article 24. How to Register to Attend the Online General Meeting of Shareholders.....	23
Article 25. Providing login information and conducting electronic voting .....	24
Article 26. Authorizing a representative to attend the online General Meeting of Shareholders .....	24
Article 27. Conditions for proceeding.....	25
Article 28. Discussion at the General Meeting of Shareholders online .....	25
Article 29. Form of Resolution adoption of the online General Meeting of Shareholders .....	25
Article 30. Online voting method.....	25
Article 31. Online Vote Counting Procedures.....	26
Article 32. Announcement of Vote Counting Results.....	26
Article 33. Preparation of Minutes of the General Meeting of Shareholders.....	26
Article 34. Announcement of the Resolution and Minutes of the General Meeting of Shareholders.....	26
IV. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS ADOPTING RESOLUTIONS THROUGH DIRECT AND ONLINE MEETINGS .....	26
Article 35. Notice of Convening the General Meeting of Shareholders .....	26
Article 36. Method of Registering to Attend the General Meeting of Shareholders.....	27
Article 37. Authorization for a Representative to Attend the General Meeting of Shareholders .....	27
Article 38. Conditions for Proceeding.....	27
Article 39. Method of Passing Resolutions of the General Meeting of Shareholders.....	27
Article 40. Voting Method .....	27
Article 41. Vote Counting Method.....	27
Article 42. Announcement of Vote Counting Results.....	27
Article 43. Preparation of the Minutes of the General Meeting of Shareholders.....	27
Article 44. Announcement of the Resolution and Minutes of the General Meeting of Shareholders.....	27
Section 1. General Provisions .....	27



Article 45. Role, Rights, and Obligations of the Board of Directors .....	27
Article 46. Rights, obligations, and responsibilities of a Member of the Board of Directors .....	28
Section 2 – Regulations on Nomination, Candidacy, Election, Dismissal, and Removal of Members of the Board of Directors .....	28
Article 47. Number, term, and structure of Members of the Board of Directors .....	28
Article 48. Standards and Conditions for Board of Directors' members .....	29
Article 49. Nomination and candidacy for Board of Directors' members .....	29
Article 50. Method of electing Board of Directors' members .....	30
Article 51. Cases of dismissal, removal, replacement, and supplementation of members of the Board of Directors .....	30
Article 52. Notification of election, dismissal, and removal of members of the Board of Directors .....	31
Article 53. Method of introducing candidates for members of the Board of Directors .....	31
Article 54. Election, removal, and dismissal of the Chairman of the Board of Directors .....	31
Section 3 – Remuneration, Salary, Bonuses, and Other Benefits of the Members of the Board of Directors .....	32
Article 55. Remuneration, Bonuses, and Other Benefits of the Members of the Board of Directors .....	32
Section 4 – Regulations on the Order and Procedures for Organizing Meetings of the Board of Directors .....	33
Article 56. Minimum number of meetings per month/quarter/year .....	33
Article 57. Cases Requiring the Convening of an Extraordinary Meeting of the Board of Directors .....	33
Article 58. Notice of the Meeting of the Board of Directors and the Right to Attend the Meeting of the Board of Directors of the Member of the Board of Supervisors .....	34
Article 59. Conditions for Holding a Meeting of the Board of Directors .....	34
Article 60. Voting Procedures .....	34
Article 61. Method of passing Resolutions of the Board of Directors .....	35
Article 62. Authorization for another person to attend the meeting of a Board member .....	35
Article 63. Preparing minutes of Board of Directors meetings .....	36
Article 64. In case the chairman and/or secretary refuse to sign the minutes of the Board of Directors Meeting .....	36
Article 65. Notification of Resolutions/Decisions of the Board of Directors .....	36
Section 5 - Sub-committees of the Board of Directors .....	36
Article 66. Sub-committees under the Board of Directors .....	36
Section 6 - Selection, Appointment, and Dismissal of the Corporate Governance Officer .....	37

Article 67. Standards for the Corporate Governance Officer .....	37
Article 68. Appointment of the Corporate Governance Officer .....	37
Article 69. Cases of Dismissal of the Corporate Governance Officer .....	37
Article 70. Notification of Appointment and Dismissal of the Corporate Governance Officer .....	37
Article 71. Rights and Obligations of the Corporate Governance Officer .....	37
<b>CHAPTER 4 – SUPERVISORY BOARD .....</b>	<b>38</b>
Section 1. General Provisions .....	38
Article 72. Roles, Rights, and Obligations of the Supervisory Board, and Responsibilities of Supervisory Board Members .....	38
Section 2. Regulations on Term, Quantity, Composition, and Structure of the Board of Supervisors Members .....	38
Article 73. Number, term, composition, and structure of the Board of Supervisors members .....	38
Article 74. Standards and Conditions for Members of the Board of Supervisors .....	39
Article 75. Nomination and Candidacy for Membership of the Board of Supervisors .....	39
Article 76. Method of Electing Members of the Board of Supervisors .....	40
Article 77. Cases of Dismissal and Removal of Members of the Board of Supervisors .....	40
Article 78. Notification of election, dismissal, and removal of members of the Board of Supervisors .....	41
Article 79. Salaries and other benefits of members of the Board of Supervisors. ....	41
<b>CHAPTER 5 - GENERAL DIRECTOR .....</b>	<b>41</b>
Article 80. Roles, responsibilities, rights, and obligations of the General Director .....	41
Article 81. Term, standards, and conditions of the General Director .....	42
Article 82. Appointment, dismissal, contract signing, and termination of the contract with the General Director .....	42
Article 83. Notification of appointment, dismissal, contract signing, and contract termination for the General Director .....	42
Article 84. Salary and other benefits of the General Director .....	42
Section 1 – Regulations on coordination of activities between the Board of Directors, the Board of Supervisors, and the General Director .....	42
Article 85. Procedures and sequence for convening, sending meeting invitations, recording minutes, and announcing meeting results between the Board of Directors, the Board of Supervisors, and the General Director .....	42
Article 86. Notification of Resolutions/Decisions of the Board of Directors to the Board of Supervisors .....	43
Article 87. Notification of Resolutions/Decisions of the Board of Directors to the General Director .....	43



Article 88. Cases where the Board of Supervisors and the General Director request to convene a meeting of the Board of Directors and matters requiring consultation with the Board of Directors	43
Article 89. Report of the General Director to the Board of Directors on the performance of assigned duties and responsibilities	44
Article 90. Review the implementation of resolutions and other delegated matters of the Board of Directors for the Director	44
Article 91. Matters on which the General Director must report, provide information, and the method of notification to the Board of Directors and the Supervisory Board	44
Article 92. Coordination of control, administration, and supervision activities between members of the Board of Directors, Supervisors, and the General Director according to the specific duties of the aforementioned members	45
Article 93. Regulations on the evaluation of the performance of Board of Directors' members, Supervisors, the General Director and other executives	48
Article 94. Commendation	48
Article 95. Disciplinary Action	48
<b>CHAPTER 7 - AMENDMENTS TO CORPORATE GOVERNANCE REGULATIONS</b>	<b>49</b>
Article 96. Supplementing and amending the Company's Governance Regulations	49
<b>CHAPTER 8 - EFFECTIVE DATE</b>	<b>49</b>
Article 97. Effective Date	49

## **CHAPTER 1 – GENERAL PROVISIONS**

### **Article 1. Scope of Regulation and Subjects of Application**

1. **Scope of Regulation:** This regulation is formulated in accordance with Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance, Circular No. 68/2024/TT-BTC dated September 18, 2024, of the Ministry of Finance amending the Circulars regulating securities transactions on the securities trading system; clearing and settlement of securities transactions; operation of securities companies and information disclosure on the securities market and other relevant legal documents, stipulating the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; procedures for convening the General Meeting of Shareholders; nomination, candidacy, election, dismissal, and removal of Board of Directors' members, Member of the Board of Supervisors, the General Director and other activities as prescribed in the Company's Charter and other applicable laws.
2. **Subjects of Application:** This Regulation applies to the Board of Directors' members, the Board of Supervisors, the General Director, and related persons mentioned herein.
3. **Subjects of Application:** This Regulation applies to the Board of Directors' members, the Board of Supervisors, the General Director, and related persons mentioned herein.

### **Article 2. Explanation of Terms and Abbreviations**

1. "Non-executive member of the Board of Directors" means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executives as stipulated in the Charter of the Company.
2. "Independent member of the Board of Directors" (hereinafter referred to as "independent member") means a member as defined in Clause 2, Article 155 of the Law on Enterprises No. 59/2020/QH14.
3. "Company" means Saigon Telecommunication & Technologies Corporation.
4. "Board of Directors" means the Board of Directors.
5. "Nomination" means the act of self-nomination by a shareholder.
6. "Board of Supervisors" means the Board of Supervisors.
7. "VSDC" means the Vietnam Securities Depository and Clearing Corporation.
8. "Delegate" means a Shareholder or a representative (authorized by a shareholder).
9. "Person in charge of corporate governance" means the individual who has responsibilities and authority as stipulated in Article 281 of Decree No. 155/2020/ND-CP.
10. "Company" means Saigon Telecommunication & Technologies Corporation.
11. "Law on Enterprises" means Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.
12. "Law on Securities" means Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019.
13. "Decree No. 155/2020/ND-CP" means Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.



14. "Company Charter" means the Charter of Saigon Telecommunication & Technologies Corporation.
15. "Organizing Committee" means the Organizing Committee of the General Meeting of Shareholders.

## **CHAPTER 2 – GENERAL MEETING OF SHAREHOLDERS**

### **I. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS PASSING RESOLUTIONS BY BALLOT AT THE GENERAL MEETING OF SHAREHOLDERS**

#### **Section 1. Roles, Rights, and Obligations of the General Meeting of Shareholders**

The roles, rights, and obligations of the General Meeting of Shareholders are stipulated under Article 138 of the Law on Enterprises No. 59/2020/QH14, the Law on Securities No. 54/2019/QH14, and Articles 14 and 15 of the Company Charter.

#### **Section 2. Regulations on the order and procedures for convening and voting at the General Meeting of Shareholders**

##### **Article 3. Authority to convene the General Meeting of Shareholders**

1. *Authority to convene the annual General Meeting of Shareholders: The General Meeting of Shareholders shall convene annually within four (04) months from the fiscal year's end. Unless otherwise stipulated in the Company Charter, the Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding six (06) months from the fiscal year's end.*
2. *Authority to convene an extraordinary General Meeting of Shareholders:*
  - a. The Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of remaining members of the Board of Directors or Supervisory Board is as stipulated in point b, clause 3, Article 14 of the Company Charter or from the date of receiving the request stipulated in points c and d, clause 3, Article 14 of the Company Charter;  
The Board of Directors must notify the General Meeting of Shareholders at the nearest meeting of any independent Board member no longer meeting the required standards and conditions, or convene a General Meeting of Shareholders to elect additional or replacement independent Board members within 06 months from the date of receiving notification from the relevant independent Board member;
  - b. In the event the Board of Directors fails to convene the General Meeting of Shareholders within the timeframe stipulated in point a, clause 4, Article 14 of the Company Charter, within the following thirty (30) days, the Supervisory Board must replace the Board of Directors in convening the General Meeting of Shareholders as stipulated in clause 3, Article 140 of the Law on Enterprises;
  - c. In the event the Supervisory Board fails to convene the General Meeting of Shareholders as stipulated in point b, clause 4, Article 14 of the Company Charter, shareholders or a group of shareholders owning at least 05% of the total common shares have the right to represent the Company in convening the General Meeting of Shareholders as stipulated in the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and the decision-making of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include those incurred by shareholders attending the General Meeting of Shareholders, including accommodation and travel costs.

- d. The Board of Directors reserves the right to convene an extraordinary General Meeting of Shareholders if deemed necessary for the benefit of the Company; or at the request of the Supervisory Board; or in other cases as prescribed by law and the Company Charter.
- e. Procedures for organizing the General Meeting of Shareholders are as stipulated in clause 5, Article 140 of the Law on Enterprises.

#### **Article 4. Personnel of the General Meeting of Shareholders**

##### **1. Chairperson and Presidium:**

- a. The Chairman of the Board of Directors shall preside over or authorize another Board member to preside over the General Meeting of Shareholders convened by the Board of Directors. In the absence or temporary incapacitation of the Chairman, the remaining Board members shall elect one of their number to preside over the meeting by majority vote. In the event a chairperson cannot be elected, the Head of the Supervisory Board shall manage the process for the General Meeting of Shareholders to elect a chairperson from among the attendees, with the individual receiving the highest number of votes presiding over the meeting;
- b. Except as provided in point (a) of this clause, the person signing the convening notice shall preside over the General Meeting of Shareholders until the General Meeting of Shareholders elects a chairperson, and the person with the highest number of votes shall serve as the chairperson of the meeting.
- c. The chairperson has the authority to implement necessary measures to conduct the meeting in a reasonable and orderly manner, according to the approved agenda and reflecting the wishes of the majority of attendees.
- d. The chairperson of the General Meeting of Shareholders has the following powers:
  - Require all attendees to undergo inspection or other lawful and reasonable security measures;
  - Request competent authorities to maintain order during the meeting; expel from the General Meeting of Shareholders any individuals who fail to comply with the chairperson's authority, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.
- e. The chairperson has the authority to postpone a General Meeting of Shareholders, with a maximum registered attendance, for no more than 03 business days from the intended opening date, and may only postpone the meeting or change the meeting location in the following circumstances:
  - The meeting location lacks sufficient and convenient seating for all attendees;



- Communication facilities at the meeting venue are inadequate to ensure shareholders' participation, discussion, and voting;
  - An attendee obstructs or disrupts order, posing a risk to the fair and lawful conduct of the meeting.
  - f. Other rights and obligations of the Chairperson as prescribed by applicable law.
  - g. The Presidium comprises the President and members nominated by the President and approved by the General Meeting of Shareholders.
  - h. Duties of the Presidium:
    - Manage the activities of the Company's General Meeting of Shareholders according to the agenda proposed by the Board of Directors and approved by the General Meeting of Shareholders;
    - Guide delegates and the General Meeting in discussions on the agenda items;
    - Present drafts and conclusions on necessary matters for the General Meeting to vote on;
    - Address matters raised by the General Meeting;
    - Resolve issues arising throughout the General Meeting.
  - i. Working Principles of the Presidium: The Presidium operates on the principles of collective leadership, democratic centralism, and majority decision-making.
2. **Meeting Secretary:**
- a. The chairperson appoints one or more individuals as meeting secretaries;
  - b. Duties of the Meeting Secretary:
    - Record the proceedings of the General Meeting completely and accurately;
    - Receive registration slips for speaking from shareholders/delegates;
    - Prepare meeting minutes and draft Resolutions of the General Meeting of Shareholders;
    - Assist the chairperson in disclosing information related to the General Meeting of Shareholders and notifying shareholders in accordance with applicable law and the Company's Charter;
    - Other duties as requested by the Chairperson.
3. **Ballot Counting Committee:**
- a. The General Meeting of Shareholders elects one or more persons to the Ballot Counting Committee as proposed by the chairperson of the meeting;
  - b. Duties of the Ballot Counting Committee:
    - Disseminate the principles, rules, and instructions on voting procedures.
    - Verify and record votes, prepare ballot counting minutes, and announce the results; submit the minutes to the Chairperson for approval of the voting results.
    - Promptly communicate the voting results to the secretary.
    - Review and report to the General Meeting of Shareholders any instances of voting irregularities or complaints regarding the voting results.
4. **Shareholder/Representative Eligibility Verification Committee:**
- a. The Chairperson shall appoint one or more individuals serving on the Shareholder/Representative Eligibility Verification Committee for the meeting. The General Meeting of Shareholders' Representative Eligibility Verification Committee comprises one

Chairperson and members, established by the Board of Directors and introduced to the general meeting by the Presidium.

b. Duties of the Shareholder/Representative Verification Committee:

- Verify the eligibility and attendance status of shareholders and shareholder representatives.
- The Chairperson of the Representative Eligibility Verification Committee reports the shareholder attendance to the General Meeting of Shareholders. If the meeting has a quorum of shareholders and authorized representatives representing over 50% of the total voting shares, the General Meeting of Shareholders may proceed.
- Participate in the vote counting for other matters before the establishment of the Ballot Counting Committee.

**Article 5. Prepare the list of eligible shareholders and announce the finalization of the shareholder list for the General Meeting of Shareholders.**

1. The company must disclose information regarding the compilation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 days before the final registration date.
2. The company shall carry out the procedures for compiling the list of shareholders and related procedures as stipulated in the regulations on exercising the rights of the Vietnam Securities Depository and Clearing Corporation.

**Article 6. Notice of the General Meeting of Shareholders**

1. The convener of the General Meeting of Shareholders must send a meeting invitation to all shareholders on the list of eligible shareholders no later than 21 days before the opening date unless the company's charter stipulates a longer period. The invitation must include the name, address of the headquarters, enterprise registration code; name and contact address of the shareholder; time and location of the meeting; and other requirements for attendees.
2. The invitation shall be sent by a method that ensures delivery to the shareholder's contact address and posted on the company's website. If deemed necessary, the company may publish the invitation in a central or local daily newspaper as prescribed by the company's charter.
3. The meeting invitation must be accompanied by the following documents:
  - a. The meeting agenda, documents to be used during the meeting, and draft resolutions for each item on the agenda.
  - b. Voting ballots/election ballots.
4. If the company has a website, sending meeting materials along with the meeting invitation as stipulated in Clause 3 of this Article can be replaced by posting them on the company's website. In this case, the meeting invitation must clearly state the location and method for downloading the documents.

**Article 7. Agenda and content of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be convened in the circumstances stipulated in Article 3 of these regulations.
2. The convener of the General Meeting of Shareholders must carry out the following tasks:



- a. Prepare a list of shareholders eligible to participate and vote/elect at the General Meeting of Shareholders. The list of shareholders eligible to attend the General Meeting of Shareholders shall be compiled no more than 10 days before the date of sending the invitation to the General Meeting of Shareholders. The sequence and procedures shall be carried out in accordance with Article 6 of these regulations.
  - b. Prepare the agenda and content of the meeting.
  - c. Prepare documents for the meeting.
  - d. Draft resolution of the General Meeting of Shareholders according to the proposed agenda;
  - e. Determine the time and place for holding the General Meeting;
  - f. Announce and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - g. Other tasks serving the General Meeting.
3. The notice of the General Meeting of Shareholders is sent to all shareholders by means of ensuring it reaches the shareholder's contact address, and is simultaneously published on the Company's website, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting no later than 21 days before the opening day of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In the event that documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders can access them, including:
- a. Meeting agenda, documents used in the meeting;
  - b. List and details of candidates in case of election of members of the Board of Directors, members of the Supervisory Board;
  - c. Ballot/Voting slip;
  - d. Draft resolution for each matter on the agenda.
4. A shareholder or group of shareholders as prescribed in Clause 2, Article 12 of the Company's Charter has the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company no later than 03 working days before the opening day of the meeting. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, contact address, nationality, ID card number, Citizen Identity Card number, Passport number or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for institutional shareholders; the number and type of shares held by that shareholder, and the matter proposed to be included in the meeting agenda.
5. The convener of the General Meeting of Shareholders has the right to refuse a proposal as stipulated in Clause 4 of this Article if it falls into one of the following cases:

- a. The proposal is not submitted in accordance with the provisions of Clause 4 of this Article;
  - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as prescribed in Clause 2, Article 12 of the Company's Charter;
  - c. The proposed matter is not within the competence of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law and the Company's Charter.
6. The convener of the General Meeting of Shareholders must accept and include the proposal as stipulated in Clause 4 of this Article in the draft agenda and content of the meeting, except for the cases specified in Clause 5 of this Article; the proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

**Article 8. Methods of registration and proxy attendance at the General Meeting of Shareholders**

- 1. Methods of registration to attend the General Meeting of Shareholders before the opening day of the General Meeting of Shareholders:
  - a. The methods of registration to attend the General Meeting of Shareholders are clearly stipulated in the Notice of the General Meeting of Shareholders in accordance with the provisions of law and the Company's Charter, including but not limited to methods such as contacting the Company or sending the Registration Form to attend the General Meeting (attached to the Notice of the General Meeting of Shareholders sent to shareholders) to the Company.
  - b. Shareholders shall register their attendance at the General Meeting of Shareholders in the manner specified in the notice, including:
    - Attending and voting/electing in person at the meeting;
    - Authorizing another representative to attend and vote/elect at the meeting and comply with the provisions of Clause 2 of this Article; (In case there is more than one appointed representative, the number of shares and the number of votes/ballots authorized for each representative must be specified).
    - Attending and voting/electing via online conference, electronic voting, or other electronic means;
    - Sending ballots/voting slips to the meeting via mail, fax, or email;
    - Other forms of registration to attend the General Meeting of Shareholders in accordance with the provisions of the Law.
    - The Company must make every effort to apply modern information technology to enable shareholders to attend and express their opinions at the General Meeting of Shareholders in the best possible way, including guiding shareholders to vote through online General Meeting of Shareholders, electronic voting or other electronic forms as prescribed in Article 144 of the Enterprise Law and the Company's Charter.
- 2. Regulations on authorizing attendance at the general meeting
  - a. Shareholders, authorized representatives of shareholders shall carry out authorization in accordance with the provisions of Article 16 of the Company's Charter;
  - b. The authorization for individuals or organizations to represent attendance at the General Meeting of Shareholders as prescribed in Point a, Clause 2 of this Article must be made in



writing. The authorization document shall be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the term of the authorization, and the signatures of the authorizing party and the authorized party.

The authorized attendee of the General Meeting of Shareholders must submit the authorization document upon registration for the meeting. In case of re-authorization, the meeting attendee must present the original authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

- c. The ballot/voting slip of the authorized meeting attendee within the authorized scope remains valid in the following cases, except for the following circumstances:
- The authorizer has died, has limited civil act capacity, or has lost civil act capacity;
  - The authorizer has cancelled the authorization appointment;
  - The authorizer has revoked the authority of the person carrying out the authorization.
  - This provision does not apply in the event that the Company receives notification of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

3. Procedures for registering to attend the General Meeting of Shareholders and Verification of delegate status on the day of the General Meeting of Shareholders

Before the opening of the meeting, the Company must carry out the shareholder registration procedure and must perform the registration until all shareholders eligible to attend the meeting who are present have registered according to the following order:

- a. When conducting shareholder registration, the Company shall issue each shareholder or authorized representative with voting rights a voting card/ballot/voting slip, stating the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of ballots/voting slips of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, and abstaining. The vote counting results shall be announced by the Chairman/Ballot Counting Board immediately before the closing of the meeting, unless otherwise stipulated in the Company's Charter. The General Meeting shall elect those responsible for counting the votes or supervising the vote counting as proposed by the Chairman. The number of members of the ballot counting board shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting.
- b. Shareholders, authorized representatives of institutional shareholders, or proxies arriving after the commencement of the meeting are entitled to register immediately and subsequently participate and vote at the General Meeting of Shareholders immediately following registration. The chairperson is not obligated to adjourn the meeting to allow late shareholders to register, and the validity of matters previously voted upon remains unaffected.

#### **Article 9. Conditions for Conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders may proceed when shareholders present represent more than 50% of the total voting shares.
2. If the first meeting does not meet the quorum stipulated in Clause 1 of this Article, a second meeting notice shall be sent within 30 days from the date of the first scheduled meeting. The second General Meeting of Shareholders may proceed when shareholders present represent at least 33% of the total voting shares.
3. If the second meeting does not meet the quorum as stipulated in Clause 2 of this Article, a third meeting notice must be sent within 20 days from the date of the second scheduled meeting. The third General Meeting of Shareholders may proceed regardless of the total voting shares of the shareholders present.

#### **Article 10. Resolution Adoption Procedures of the General Meeting of Shareholders**

The General Meeting of Shareholders adopts resolutions within its authority through voting at the meeting, written opinions, and other methods as prescribed by applicable law.

#### **Article 11. Matters Approved at the General Meeting of Shareholders**

1. Approving the Company's development orientation;
2. Reviewing and addressing violations by members of the Board of Directors or the Supervisory Board that cause damage to the Company and its shareholders;
3. Approving the list of authorized audit firms; deciding on the authorized audit firm to conduct audits of the Company's operations, and dismissing the authorized auditor when deemed necessary;
4. The Company's annual business plan;
5. The audited annual financial statements;
6. The Board of Directors' report on the governance and performance of the Board of Directors and each member of the Board of Directors;
7. The Supervisory Board's report on the Company's business performance and the performance of the Board of Directors and the General Director;
8. Self-assessment report on the performance of the Supervisory Board and each member of the Supervisory Board;
9. Dividend rate for each share of each type;
10. Number of members of the Board of Directors and the Supervisory Board;
11. Electing, dismissing, and removing members of the Board of Directors and the Supervisory Board;
12. Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
13. Approving the list of authorized audit firms; deciding on the authorized audit firm to conduct inspections of the company's activities when deemed necessary;
14. Amending and supplementing the Company's Charter;
15. Type and quantity of new shares issued for each share type and the transfer of shares by founding members within the first three years from the date of establishment;
16. Reorganizing and dissolving (liquidating) the Company and appointing a liquidator;



17. Deciding on investments or sales of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statement;
18. Decision to acquire over 10% of the total sold shares of each type;
19. The Company enters into contracts and transactions with entities stipulated in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the Company's total asset value recorded in the most recent financial statement;
20. Approving the transactions stipulated in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, detailing the implementation of certain articles of the Securities Law;
21. Approving, supplementing, and amending the Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Supervisory Board;
22. Other matters as prescribed by law and the Company's Charter.

#### **Article 12. Voting to approve matters at the General Meeting of Shareholders**

1. General Principles
  - a. All matters in the agenda and content of the General Meeting of Shareholders must be discussed and voted upon publicly.
  - b. Voting Cards, Ballot Papers, and Election Ballots are printed, sealed, and sent directly to delegates at the meeting (along with the General Meeting of Shareholders document set). Each delegate is issued a Voting Card, a Ballot Paper, and an Election Ballot. The Voting Card, Ballot Paper, and Election Ballot clearly state the delegate's code, full name, number of shares owned, and authorized voting rights.
2. Regulations on the Validity of Ballot Papers and Election Ballots
  - a. Ballot Paper
    - A valid Ballot Paper is one that conforms to the pre-printed template issued by the Organizing Committee, is free from erasures, alterations, tears, or damage, contains no additional content beyond the prescribed fields, and bears the signature and full handwritten name of the attending delegate, submitted to the Vote Counting Board before the ballot box is unsealed.  
On the Ballot Paper, the vote is valid when the delegate marks one (01) of the three (03) voting boxes.
    - Invalid Ballot Paper: Content does not comply with the regulations for a valid Ballot Paper
  - b. Election Ballot
    - Valid Election Ballot: Conforms to the pre-printed template issued by the Organizing Committee, is free from erasures or alterations, contains no content beyond the prescribed fields, bears the signature and full name of the attending delegate, and is submitted to the Vote Counting Board before the ballot box is unsealed.
    - Invalid Election Ballot:
      - Content does not comply with the regulations for a valid Election Ballot

- The number of candidates voted for by the delegate exceeds the number of candidates to be elected;
- The total number of votes for candidates by a shareholder or representative exceeds the total number of permitted votes;
- Other regulations as stipulated in the Regulations on Elections of the General Meeting of Shareholders and the Company's Charter.

#### **Article 13. Voting Methods**

##### **1. General Principles**

- The General Meeting of Shareholders discusses and votes on each matter in the agenda. Voting is conducted by raising cards, direct voting, electronic voting, or other electronic means.
- Delegates vote to Approve, Disapprove, or Abstain on a matter presented for voting at the General Meeting by raising their Voting Card or filling in the options on the Ballot Paper.

##### **2. Voting Methods**

- Voting by Ballot Card:** When voting by raising the Ballot Card, the front of the Ballot Card must be raised towards the Presidium. In the event that a representative does not raise their Ballot Card in all three votes of Approval, Disapproval, or Abstention for a matter, they shall be considered as not having voted. In the event that a representative raises their Ballot Card more than once when voting Approval, Disapproval, or Abstention for a matter, their vote shall be considered invalid. According to the voting method by raising the Ballot Card, the Delegate Qualification Inspection Committee/Ballot Counting Committee marks the delegate code and the corresponding ballot number of each shareholder for Approval, Disapproval, Abstention, and Invalid votes.
- Voting by Ballot:** When voting by filling out a Ballot, for each item, the representative selects one of the three options "Approve," "Disapprove," or "Abstain" pre-printed on the Ballot by marking "X" or "✓" in the box of their choice. After completing all the voting items of the General Meeting, the representative submits the Ballot to the sealed ballot box at the General Meeting as instructed by the Ballot Counting Committee. The Ballot must be signed and include the full name of the representative. □
- Electronic Voting:** Conducted similarly to Article 31 of these regulations.

#### **Article 14. Election Voting Procedures**

##### **1. General Principles**

- Conducted in strict accordance with the provisions of the law and the Company Charter;
- Members of the ballot counting committee must not be included in the nomination list, nor self-nominate for the Board of Directors or the Supervisory Board.

##### **2. Election Voting Methods**

###### **a. Cumulative Voting Method**

- Accordingly, each representative has a total number of votes corresponding to the total number of shares owned, represented, multiplied by the number of members to be elected;



- Participating representatives have the right to cast all of their votes for one or several candidates;
- In the event of additional candidates arising on the day of the general meeting, representatives can contact the Ballot Counting Committee to request a new ballot and must return the old ballot (before placing it in the ballot box);
- In case of an erroneous selection, the representative shall contact the Ballot Counting Committee to be issued a new ballot and must return the old ballot;
- How to Cast a Ballot: Each representative is issued ballots. The method of casting a ballot is specifically guided as follows:
  - + Representatives vote for a maximum number of candidates equal to the number of candidates to be elected;
  - + If casting all votes for one or more candidates, the representative marks the "Cumulative Vote" box for the corresponding candidates;
  - + If casting an uneven number of votes for multiple candidates, the representative clearly indicates the number of votes in the "Number of Votes" box for the corresponding candidates.

**Note:** In the event that a representative both marks the "Cumulative Vote" box and writes a number in the "Number of Votes" box, the result will be based on the number of votes in the "Number of Votes" box.

- Principles of Election:
  - + The elected individuals are determined based on the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the required number of members is elected.
  - + In the event that two (02) or more candidates receive the same number of votes for the final member position, a re-election will be held among the candidates with the same number of votes.
  - + If the first round of elections does not result in the required number of elected members, elections will be held until the required number of members is elected.
- b. Voting by ballot: Conducted in accordance with the provisions of Point b, Clause 2, Article 13 of these Regulations.
- c. Electronic voting: Conducted similarly to Article 31 of these Regulations.

#### **Article 15. Vote Counting Procedures**

The vote counting procedure is carried out by aggregating the ballots/voting cards in favor, against, and abstaining.

#### **Article 16. Conditions for Resolution Approval**

1. A Resolution on the following content is passed if it receives affirmative votes from shareholders representing at least 65% of the total voting shares of all shareholders present at the meeting and voting, except as prescribed in Clauses 3, 4, and 6, Article 148 of the Enterprise Law:
  - b) Class of shares and total number of shares of each class;
  - c) Changes in industries, trades, and business lines;

- d) Changes to the organizational structure of the Company's management;
  - e) Investment projects or asset sales with a value from 35% or more of the total asset value recorded in the Company's most recent financial statements;
  - f) Company reorganization or dissolution;
  - g) Extension of the company's operation;
  - h) Other matters stipulated in these Articles of Association.
2. Resolutions are passed when approved by shareholders holding more than 50% of the total votes of all shareholders attending and voting at the meeting, except as provided for in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Enterprise Law.
3. The voting for members of the Board of Directors and the Supervisory Board must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares held multiplied by the number of members to be elected to the Board of Directors or Supervisory Board, and the shareholder has the right to cast all or part of their total votes for one or several candidates. The successful candidates for members of the Board of Directors or Supervisory Board members are determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. In the event that two or more candidates receive the same number of votes for the last member of the Board of Directors or Supervisory Board, a re-election will be held among the candidates with the same number of votes, or the selection will be made based on the criteria specified in the election regulations or the Company's Charter.
4. Resolutions of the General Meeting of Shareholders passed with 100% of the total voting shares are legal and effective even if the sequence and procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and the Company's Charter.

#### **Article 17. Announcement of Vote Counting Results**

The Vote Counting Board will check, aggregate, and report to the Chairperson/Vote Counting Board the results of the count for each matter. The vote counting results will be announced by the Chairperson immediately before the closing of the meeting.

#### **Article 18. Procedures for Objecting to Decisions of the General Meeting of Shareholders**

1. Shareholders who have voted against the Resolution on the reorganization of the company or changes to the rights and obligations of shareholders as stipulated in the Company's Charter have the right to request the company to repurchase their shares. The request must be in writing, clearly stating the shareholder's name, address, number of shares of each type, intended selling price, and reason for requesting the company to repurchase. The request must be sent to the company within 10 days from the date the General Meeting of Shareholders passes the Resolution on the matters specified in this clause.
2. The Company must repurchase shares at the request of shareholders as stipulated in Clause 1 of this Article at market price or at a price calculated according to the principles specified in the Company's Charter within 90 days from the date of receipt of the request. In the event that the parties cannot agree on a price, they may request a valuation from a valuation



organization. The Company shall introduce at least 03 valuation organizations for the shareholder to choose from, and that selection shall be final.

3. Within 90 days of receiving the Resolution or the minutes of the General Meeting of Shareholders or the minutes of the voting results of the General Meeting of Shareholders, the shareholder or group of shareholders stipulated in Clause 2, Article 115 of the Law on Enterprises has the right to request the Court or Arbitration to review and annul the Resolution or part of the Content of the Resolution of the General Meeting of Shareholders in the following cases:
  - a) The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the case specified in Clause 2, Article 152 of the Law on Enterprises;
  - b) The Content of the Resolution violates the law or the Company's Charter.

#### **Article 19. Preparing the Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders 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, may also be prepared in a foreign language, and must include the following main contents:
  - a. Name, address of the head office, and enterprise registration number;
  - b. Time and place of the General Meeting of Shareholders;
  - c. Meeting agenda and Content;
  - d. Full name of the chairperson and secretary;
  - e. Summary of the meeting proceedings and comments made at the General Meeting of Shareholders on each issue on the agenda;
  - f. Number of shareholders and total number of voting shares of the shareholders attending the meeting, appendix of the list of registered shareholders, representatives of shareholders attending the meeting with the corresponding number of shares and votes;
  - g. Total number of votes for each voting issue, specifying the voting method, total number of valid votes, invalid votes, votes in favor, votes against, and abstentions; corresponding percentage of the total votes of shareholders attending the meeting;
  - h. Summary of votes for each candidate (If any);
  - i. Issues approved and the corresponding percentage of approving votes;
  - j. Full name and signature of the chairperson and secretary. In the event that the chairperson or secretary refuses to sign the minutes of the meeting, these minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing full Content as prescribed in this Clause. The minutes of the meeting shall clearly state the refusal of the chairperson or secretary to sign the minutes of the meeting.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons signing the minutes of the meeting shall be jointly liable for the truthfulness and accuracy of the Content of the minutes.

3. Minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In case of discrepancies in Content between the Vietnamese and foreign language versions, the Content of the Vietnamese version shall prevail.

**Article 20. Publication of the Resolution and Minutes of the General Meeting of Shareholders**

1. The Resolution, Minutes of the General Meeting of Shareholders, appendix of the list of registered shareholders attending the meeting, proxy documents, all documents attached to the Minutes (If any), and relevant documents attached to the meeting invitation must be kept at the Company's head office.
2. The Resolution, Minutes of the General Meeting of Shareholders, and accompanying documents in the minutes and Resolution must be disclosed in accordance with the law on information disclosure in the securities market.

**II. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS ADOPTING RESOLUTIONS BY WAY OF OBTAINING WRITTEN OPINIONS**

**Article 21. Authority and procedures for obtaining shareholder approval in writing**

The Board of Directors has the authority to obtain written shareholder approval for resolutions of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Company. All matters within the decision-making authority of the General Meeting of Shareholders, as stipulated in Article 11 of these Regulations or Article 15 of the Company's Charter, may be approved by the General Meeting of Shareholders through written shareholder consultation, following the procedures and processes in accordance with the provisions of the Company's Charter.

**Article 22. Procedures for obtaining written shareholder approval**

1. The Company must announce the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date.
2. The Board of Directors must prepare voting ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the voting ballots. The requirements and methods for submitting voting ballots and accompanying documents are implemented in accordance with the provisions of Clause 3, Article 18 of the Company's Charter.
3. Regulations on Voting Ballots
  - a. Voting ballots must include the following main contents:
    - Name, address of the head office, enterprise registration number;
    - Purpose of the consultation;
    - Full name, contact address, nationality, and legal document number of the individual for individual shareholders; name, enterprise registration number or legal document number of the organization, address of the head office for institutional shareholders; or full name, contact address, nationality, and legal document number of the individual representing the institutional shareholder; number of shares of each type and number of voting ballots of the shareholder;
    - Matters requiring consultation for approval;



- Voting options including agreement, disagreement, and abstention for each matter;
  - Election options (if any);
  - Deadline for returning the completed voting ballot to the Company;
  - Full name and signature of the Chairman of the Board of Directors.
- b. Shareholders may send completed voting ballots to the Company by mail, fax, or email as follows:
- In the case of mail, the completed voting ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. Voting ballots sent to the Company must be enclosed in a sealed envelope and no one is allowed to open them before the vote counting;
  - In the case of fax or email, voting ballots sent to the Company must be kept confidential until the vote counting;
  - Voting ballots sent to the Company after the deadline specified in the ballot content, or that have been opened in the case of mail, or disclosed in the case of fax or email, are invalid. Voting ballots that are not returned are considered abstentions.
4. **Vote Counting and Minutes of Vote Counting**
- The Board of Directors counts the votes and prepares the minutes of the vote counting under the supervision of the Supervisory Board or a shareholder who does not hold a management position in the Company. The minutes of the vote counting must include the following main contents:
- Name, address of the head office, enterprise registration number;
  - Purpose and matters requiring consultation for resolution approval;
  - The number of shareholders with the total number of votes/ballots cast, distinguishing between the number of valid votes/ballots and the number of invalid votes/ballots, and the method of submitting votes/ballots, accompanied by an appendix listing the participating shareholders.
  - The total number of votes in favor, against, and abstaining for each issue, and the total number of votes for each candidate (If any).
  - Issues approved and their corresponding approval rates.
  - Full name and signature of the Chairman of the Board of Directors, vote counters, and vote-counting supervisors.
- Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly liable for the honesty and accuracy of the vote-counting minutes; and jointly liable for any damages arising from decisions approved due to dishonest and inaccurate vote counting.
5. **Resolution and Vote Counting Minutes**
- a. The vote-counting minutes and Resolution must be sent to shareholders within 15 days from the end of the vote counting. Sending the vote-counting minutes and Resolution can be substituted by posting them on the Company's website within 24 hours from the end of the vote counting.



- b. Resolutions passed through written shareholder consultation are as valid as resolutions passed at the General Meeting of Shareholders.
- 6. Document Retention:  
Completed consultation forms, vote-counting minutes, approved resolutions, and related documents submitted with the consultation forms must be kept at the Company's headquarters.
- 7. Request to Cancel the Decision of the General Meeting of Shareholders Through Written Consultation  
Within 90 days of receiving the Resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the vote-counting consultation of the General Meeting of Shareholders, a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitrator to review and cancel the Resolution or part of the Content of the Resolution of the General Meeting of Shareholders in the following cases:
  - a. The procedures for obtaining written shareholder opinions seriously violate the provisions of the Enterprise Law and the Company's Charter, except for the case specified in Clause 3, Article 21 of the Company's Charter.
  - b. The Content of the Resolution violates the law or the Company's Charter.

### **III. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS ADOPTING RESOLUTIONS THROUGH ONLINE MEETINGS**

#### **Article 23. Notice of Convening the Online General Meeting of Shareholders**

Implement according to the provisions of Article 6 of these Regulations.

Note: Voting/ballot papers do not need to be sent with the meeting invitation.

#### **Article 24. How to Register to Attend the Online General Meeting of Shareholders**

The method for registering to participate in the online General Meeting of Shareholders before the opening day of the General Meeting of Shareholders is specified in the Notice of the General Meeting of Shareholders, including:

1. Conditions for participation:
  - Be named in the list of shareholders eligible to attend the General Meeting of Shareholders prepared according to the Company's notice of exercise of rights.
  - Authorized representatives are eligible to participate as prescribed by law and the company's charter.
2. Technical requirements: Delegates need an internet-connected electronic device (e.g., computer, tablet, mobile phone, other electronic device with internet connection, etc.).
3. The method for recording Delegates attending the online General Meeting of Shareholders: A Delegate is recognized by the electronic voting system as attending the online General Meeting of Shareholders when that Delegate accesses the system using the access information provided according to Article 25 of these Regulations and has cast an electronic vote on any matter within the agenda of the online General Meeting of Shareholders.



**Article 25. Providing login information and conducting electronic voting**

1. Information regarding the access link to the electronic voting system, username, password, and other identifying factors (if any) for attending the online General Meeting of Shareholders will be provided in the meeting invitation (or in the form of login information notification as prescribed by the Board of Directors). Delegates are responsible for safeguarding their usernames, passwords, and other identifying factors provided to ensure that only the Delegate has the right to vote on the electronic voting system and bears full responsibility for this registered information.
2. When a Delegate requests to be re-provided with login information, the Organizing Committee may notify them through the following means: directly or via email/telephone. Providing login information via email or telephone is only performed based on shareholder information from the list of shareholders entitled to vote, compiled by the Vietnam Securities Depository and Clearing Corporation according to the Company's exercise of rights notification.
3. Delegates use their username, password, or other identifying factors (if any) to access the electronic voting system and cast their electronic votes according to the agenda of the online General Meeting of Shareholders.

**Article 26. Authorizing a representative to attend the online General Meeting of Shareholders**

1. Shareholders authorize representation in accordance with the provisions of Clause 2, Article 8 of these Regulations.
2. Some regulations to note when performing online authorization:  
Shareholders need to comply with providing complete information to perform online authorization, especially providing information for the authorized representative: phone number, contact address, and email address. This information serves as the basis for issuing usernames, passwords, and other identifying factors (if any) to the authorized representative.  
Validity of online authorization: The authorization is only legally valid when satisfying the following conditions:
  - When the shareholder fills in all information on the online authorization form issued by the Company or as prescribed by civil law and completes the online authorization process.
  - The printed authorization form based on the online authorization template must include the full signature, full name, and seal (if applicable for organizations) of both the authorizing party and the authorized representative.
  - The Company receives the original authorization document before the official commencement of the meeting.

Cancellation of authorization for shareholders who have authorized online: Shareholders send an official written request to cancel the online authorization to the Company before the official commencement of the meeting. Note that the effective time of the cancellation is calculated based on the time the Company receives the official written request to cancel the online authorization.

Cancellation of authorization will be invalid if the authorized representative has already cast a vote/ballot on any matter within the agenda of the online General Meeting of Shareholders.

**Article 27. Conditions for proceeding**

Implementation follows the provisions of Article 9 of these Regulations.

**Article 28. Discussion at the General Meeting of Shareholders online**

1. Principles:

- Discussion shall only be conducted within the allotted time and within the scope of matters presented in the agenda of the General Meeting of Shareholders;
- Only Delegates are allowed to participate in the discussion;
- Delegates shall register their discussion topics in the manner specified in the working regulations of the meeting;
- The Secretariat will arrange the discussion topics of the Delegates in the order of registration and forward them to the Chairperson.

2. Addressing Delegates' comments:

- Based on the content of the Delegates' discussion, the Chairperson or a member designated by the Chairperson will address the Delegates' comments;
- In case due to time constraints, questions not directly answered at the General Meeting of Shareholders will be answered later by the Company.

**Article 29. Form of Resolution adoption of the online General Meeting of Shareholders**

The General Meeting of Shareholders shall adopt Resolutions within its competence by electronic voting.

**Article 30. Online voting method**

1. Voting method:

- Delegates select one of three voting options: Agree, Disagree, or Abstain for each matter put to a vote at the General Meeting, as configured in the electronic voting system.
- Afterwards, the Delegate shall confirm the vote for the electronic voting system to record the result.

2. Election voting method:

- Cumulative voting method: Unless otherwise stipulated in the Company's Charter, the voting for members of the Board of Directors and the Supervisory Board must be conducted by cumulative voting (equal cumulative voting or numbered voting). Accordingly, the Delegate shall cast their vote by ticking the "Cumulative Voting" box or clearly stating the number of votes in the "Number of Votes" box of the corresponding candidates on the Ballot pre-configured in the electronic voting system. Afterwards, the Delegate shall confirm the vote for the electronic voting system to record the result.
- Voting method (if any): Implemented according to the voting regulations specified in Clause a of this Article.

3. Other regulations on electronic voting:

- In case the Delegate does not complete all voting matters and elections according to the agenda of the General Meeting of Shareholders, matters not yet voted on or elected shall be considered as the Delegate not having voted on or elected that matter.



- In the event of matters arising outside the agenda sent to the General Meeting of Shareholders, the Delegate may cast additional votes. If the Delegate does not vote on matters that arise, it shall be deemed that the Delegate has not voted on the matter.
- Delegates may change their voting results (but cannot cancel the voting results); including the results of additional votes on issues arising outside the agenda of the General Meeting of Shareholders. The online system only records vote counts for the final voting results at the end of the electronic voting period for each vote counting round as specified in the working regulations of the meeting.
- In the event that the Delegate performs numbered voting: An invalid ballot is a ballot where the total number of votes for candidates is different from (greater than or less than) the total number of votes of the Delegate representative calculated at the time of vote counting.
- The time for electronic voting is specifically stipulated in the working regulations of the General Meeting of Shareholders. Representatives can access the electronic voting system and cast their votes 24 hours a day and 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control. After the voting period ends, the system will not record any further electronic votes from Representatives.

#### **Article 31. Online Vote Counting Procedures**

When a Representative casts a vote, the number of ballots is recorded on the system according to the principle of affirmative votes, dissenting votes, and abstentions.

#### **Article 32. Announcement of Vote Counting Results**

Based on the vote counting minutes recorded as stipulated in Article 31 of these Regulations, the Vote Counting Board will check, synthesize, and report to the CHAIRMAN OF THE BOARD OF DIRECTORS the vote counting results for each matter according to the agenda of the General Meeting of Shareholders. The vote counting results will be announced by the CHAIRMAN OF THE BOARD OF DIRECTORS/Vote Counting Board immediately before the adjournment of the meeting.

#### **Article 33. Preparation of Minutes of the General Meeting of Shareholders**

- Implemented in accordance with the provisions of Article 19 of these Regulations.
- The venue stated in the minutes of the online General Meeting of Shareholders is the location where the CHAIRMAN OF THE BOARD OF DIRECTORS of the General Meeting of Shareholders is present to preside over the meeting. This location must be within the territory of Vietnam.
- The method of approving the minutes of the General Meeting of Shareholders is specifically stipulated in the company's working regulations at the General Meeting of Shareholders.

#### **Article 34. Announcement of the Resolution and Minutes of the General Meeting of Shareholders**

Implemented in accordance with the provisions of Article 20 of these Regulations.

### **IV. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS ADOPTING RESOLUTIONS THROUGH DIRECT AND ONLINE MEETINGS**

#### **Article 35. Notice of Convening the General Meeting of Shareholders**

Implemented in accordance with the provisions of Article 6 of these Regulations.

**Article 36. Method of Registering to Attend the General Meeting of Shareholders**

Implemented in accordance with the provisions of Clause 1, Article 8 and Article 24 of these Regulations.

**Article 37. Authorization for a Representative to Attend the General Meeting of Shareholders**

Implemented in accordance with the provisions of Clause 2, Article 8 and Article 27 of these Regulations.

**Article 38. Conditions for Proceeding**

Implemented in accordance with the provisions of Article 9 of these Regulations.

**Article 39. Method of Passing Resolutions of the General Meeting of Shareholders**

Implemented in accordance with the provisions of Article 10 and Article 29 of these Regulations.

**Article 40. Voting Method**

Implemented in accordance with the provisions of Article 13, Article 14, and Article 30 of these Regulations.

**Article 41. Vote Counting Method**

Implemented in accordance with the provisions of Article 15 and Article 31 of these Regulations.

**Article 42. Announcement of Vote Counting Results**

Implemented in accordance with the provisions of Article 17 and Article 32 of these Regulations.

**Article 43. Preparation of the Minutes of the General Meeting of Shareholders**

Implemented in accordance with the provisions of Article 19 and Article 33 of these Regulations.

**Article 44. Announcement of the Resolution and Minutes of the General Meeting of Shareholders**

Implemented in accordance with the provisions of Article 20 of these Regulations.

**CHAPTER 3 – BOARD OF DIRECTORS**

**Section 1. General Provisions**

**Article 45. Role, Rights, and Obligations of the Board of Directors**

The Board of Directors must fully comply with the responsibilities and obligations as prescribed by the Law on Enterprises and the Company's Charter; in addition, the Board of Directors has the following responsibilities and obligations:

1. Be accountable to shareholders for the company's operations;
2. Treat all shareholders equitably and respect the interests of those with stakes in the company;
3. Ensure the company's operations comply with legal regulations, the Charter, and internal company regulations;
4. Develop the Regulations on Operation of the Board of Directors, submit them to the General Meeting of Shareholders for approval, and publish them on the company's website;
5. Monitor and prevent conflicts of interest among Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers, including the misuse of company assets and abuse of related party transactions;



6. Develop the Regulations on Corporate Governance and submit them to the General Meeting of Shareholders for approval;
7. Appoint the Corporate Governance Officer;
8. Organize training and development programs on corporate governance and essential skills for Members of the Board of Directors, the General Director, and other company managers;
9. Report on the Board of Directors' activities at the General Meeting of Shareholders in accordance with applicable law.
10. Report on the activities of the Board of Directors at the annual General Meeting of Shareholders.
11. Other rights and obligations as stipulated in the Company Charter and these regulations.

**Article 46. Rights, obligations, and responsibilities of a Member of the Board of Directors**

1. Members of the Board of Directors have full rights as prescribed by the Law on Enterprises, the Law on Securities, relevant laws, and the Company Charter, as well as the company's internal governance regulations, including the right to be provided with information and documents regarding the financial status and business operations of the company and its units.
2. Members of the Board of Directors have the following obligations as stipulated in the Company Charter:
  - a. Perform their duties honestly and prudently in the best interests of the shareholders and the company;
  - b. Fully attend Board of Directors meetings and provide input on matters discussed;
  - c. Report promptly and fully to the Board of Directors all remuneration received from subsidiaries, affiliated companies, and other organizations;
  - d. Report to the Board of Directors at the nearest meeting any transactions between the company, its subsidiaries, companies controlled by the public company with more than 50% of charter capital, with Members of the Board of Directors and their related persons; transactions between the company and companies in which a Member of the Board of Directors is a founding member or business manager within the last 03 years prior to the transaction;
  - e. Disclose information when conducting transactions involving the company's shares in accordance with legal regulations.
3. Independent Members of the Board of Directors must prepare an evaluation report on the Board's performance.

**Section 2 – Regulations on Nomination, Candidacy, Election, Dismissal, and Removal of Members of the Board of Directors**

**Article 47. Number, term, and structure of Members of the Board of Directors**

1. The number of Members of the Board of Directors is at least 05 and at most 11.
2. The term of a Member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent Member of the Board of Directors of one company and for no more than 02 consecutive terms. In the event that all Members of the Board of Directors complete their

terms simultaneously, those members shall continue to serve as Members of the Board of Directors until new members are elected to replace and take over their duties.

3. The composition of the Board of Directors' members is as follows:

a. The company's Board of Directors structure must ensure that at least 1/3 of the total Board of Directors' members are non-executive members. The Company limits the maximum number of Board of Directors' members concurrently holding executive positions within the Company to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors must comply with the following regulations:

- i. There must be a minimum of 01 independent Member of the Board of Directors, in the event the company has 03 to 05 Board of Directors' members;
- ii. There must be a minimum of 02 independent members in the event the company has 06 to 08 Board of Directors' members;
- iii. There must be a minimum of 03 independent members in the event the company has 09 to 11 Board of Directors' members.

The rights, obligations, and methods of organization and coordination of independent members of the Board of Directors will be specifically stipulated in the Board of Directors' operating regulations.

b. A Member of the Board of Directors is no longer a member of the Board of Directors in the event of being dismissed, removed, or replaced by the General Meeting of Shareholders as prescribed in Article 160 of the Enterprise Law.

c. The appointment of members of the Board of Directors must be disclosed in accordance with the laws on information disclosure in the securities market.

d. Members of the Board of Directors are not necessarily shareholders of the Company.

#### **Article 48. Standards and Conditions for Board of Directors' members**

1. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1 and Clause 2, Article 155 of the Enterprise Law and the Company's Charter.
2. The Chairman of the Board of Directors is not permitted to concurrently hold the position of General Director of a public company.
3. A Member of the Board of Directors of a public company may only concurrently serve as a member of the Board of Directors at a maximum of 05 other companies.

#### **Article 49. Nomination and candidacy for Board of Directors' members**

1. A shareholder or group of shareholders owning at least 5% of the total ordinary shares has the right to nominate candidates for the Board of Directors as prescribed by the Enterprise Law and the Company's Charter. Shareholders holding ordinary shares have the right to combine their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to



less than 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% to 90% may nominate a maximum of eight (08) candidates.

2. In the event that the number of Board of Directors candidates through nomination and candidacy is still insufficient, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the regulations of the Board of Directors' Operational Regulations. The incumbent Board of Directors' introduction of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors as prescribed by law.

#### **Article 50. Method of electing Board of Directors' members**

The voting to elect members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to cast all or part of their total votes for one or several candidates. Successful candidates for the Board of Directors are determined based on the number of votes from highest to lowest, starting with the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. 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 same number of votes, or a selection will be made according to the criteria specified in the election regulations or the Company's Charter.

#### **Article 51. Cases of dismissal, removal, replacement, and supplementation of members of the Board of Directors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
  - a. Not having sufficient qualifications and conditions as prescribed in Article 155 of the Law on Enterprises;
  - b. Having a letter of resignation and being approved;
  - c. Other cases specified in the company's charter.
2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
  - a. Not participating in the activities of the Board of Directors for six consecutive months, except in cases of \*force majeure\*;
  - b. Other cases specified in the company's charter.
3. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors; dismiss or remove a member of the Board of Directors in cases other than those specified in Clause 1 and Clause 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
  - a. The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number specified in the company's charter. In this case, the Board of

Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

- b. The number of independent members of the Board of Directors is reduced, not ensuring the ratio prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;
- c. Except for the cases specified in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect new members to replace the members of the Board of Directors who have been dismissed or removed at the nearest meeting.

**Article 52. Notification of election, dismissal, and removal of members of the Board of Directors**

After the decision to elect, dismiss, or remove a member of the Board of Directors, the Company is responsible for publicizing the information internally within the Company and to relevant agencies, on mass media, and on the Company's website according to the procedures and regulations of current law.

**Article 53. Method of introducing candidates for members of the Board of Directors**

In the case where candidates for the Board of Directors have been identified, the company must publish information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the honesty and accuracy of the personal information published and must commit to performing their duties honestly, prudently, and in the best interests of the company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be published includes:

- a. Full name, Date of birth;
- b. Qualification;
- c. Work experience;
- d. Other management positions (including the title of the Board of Directors of other companies);
- e. Interests related to the company and related parties of the company;
- f. Other information (If any) as prescribed in the company's charter.

The company must publicize information about the companies in which the candidate is holding the position of a member of the Board of Directors, other management positions, and interests related to the company of the candidate for the Board of Directors (if any).

**Article 54. Election, removal, and dismissal of the Chairman of the Board of Directors**

1. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a. Establish the program and operational plan of the Board of Directors;
  - b. Prepare the program, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;



- c. Organize the adoption of Resolutions/Decisions of the Board of Directors;
  - d. Supervise the implementation of the Resolutions/Decisions of the Board of Directors;
  - e. Preside over the General Meeting of Shareholders;
  - f. Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.
4. In the event the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must elect a replacement within [10 days] from the date of receipt of the resignation letter or dismissal or removal from office.
  5. In the event the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another Member of the Board of Directors to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the Company's Charter. In the event there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative handling measures at a compulsory detoxification facility or compulsory educational institution, has absconded from their place of residence, has limited or lost civil act capacity, has difficulties in perception or controlling their behavior, is prohibited by the Court from holding a position, practicing a profession, or performing certain jobs, the remaining members shall elect one person among the members to hold the position of Chairman of the Board of Directors by a majority vote of the remaining members until a new decision is made by the Board of Directors.

### **Section 3 – Remuneration, Salary, Bonuses, and Other Benefits of the Members of the Board of Directors**

#### **Article 55. Remuneration, Bonuses, and Other Benefits of the Members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to the Members of the Board of Directors based on business results and performance.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days necessary to complete the tasks of a Member of the Board of Directors and the remuneration rate per day. The Board of Directors shall estimate the remuneration for each member based on the principle of unanimity (or equally divided in case of no agreement or failure to reach an agreement). The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each Member of the Board of Directors is included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions or Members of the Board of Directors working on subcommittees of the Board of Directors or performing other tasks outside the scope of the normal duties of a Member of the Board of Directors may be paid

additional remuneration in the form of a lump-sum payment, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, meal, accommodation, and other reasonable expenses they have incurred in performing their responsibilities as Members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.
6. A Member of the Board of Directors may be insured by the Company for liability after obtaining approval from the General Meeting of Shareholders. This insurance does not cover liabilities of the Member of the Board of Directors related to violations of law and the Company's Charter.

#### **Section 4 – Regulations on the Order and Procedures for Organizing Meetings of the Board of Directors**

##### **Article 56. Minimum number of meetings per month/quarter/year**

1. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within 07 working days from the end of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that there is more than one member with the highest and equal number of votes or percentage of votes, the members shall vote by majority principle to select 01 person among them to convene the meeting of the Board of Directors.
2. The Board of Directors shall meet at least quarterly and may hold extraordinary meetings.

##### **Article 57. Cases Requiring the Convening of an Extraordinary Meeting of the Board of Directors**

1. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a. At the request of the Board of Supervisors or an independent Member of the Board of Directors;
  - b. At the request of the General Director or at least 05 other managers;
  - c. At the request of at least 02 Members of the Board of Directors;
  - d. Other cases as stipulated in the Company's Charter.
2. The request stipulated in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the authority of the Board of Directors.
3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request stipulated in Clause 3 of this Article. In the event that a meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred by the Company; the requesting party has the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors.



**Article 58. Notice of the Meeting of the Board of Directors and the Right to Attend the Meeting of the Board of Directors of the Member of the Board of Supervisors**

1. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of the meeting no later than 05 working days before the meeting date. The notice of the meeting must clearly specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of the meeting must be accompanied by documents to be used at the meeting and the member's ballot.  
The notice of the Board of Directors meeting can be sent by invitation letter, telephone, fax, electronic means, or other methods as stipulated in the Company's Charter and ensuring that it reaches the contact address of each Member of the Board of Directors registered at the Company.
2. The Chairman of the Board of Directors or the convener shall send the notice of the meeting and accompanying documents to the members of the Board of Supervisors as with the members of the Board of Directors.  
Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; have the right to discuss but not to vote.

**Article 59. Conditions for Holding a Meeting of the Board of Directors**

A meeting of the Board of Directors may be held when at least 3/4 of the total number of members are present. In the event that the meeting convened as stipulated in Article 58 of these Regulations does not have the sufficient number of members present as prescribed, a second meeting shall be convened within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors are present.

**Article 60. Voting Procedures**

1. A Member of the Board of Directors shall be deemed present and voting at a meeting in the following circumstances:
  - a. Attending and voting in person at the meeting;
  - b. Authorizing another person to attend the meeting and vote as stipulated in Article 62 of these Regulations;
  - c. Attending and voting via video conference, electronic voting, or other electronic means;
  - d. Submitting a ballot to the meeting via mail, fax, or email;
  - e. Submitting a ballot by other means as prescribed in the Company Charter.
2. In the case of submitting a ballot to the meeting via mail, the ballot must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than 01 hour before the commencement of the meeting. The ballot shall only be opened in the presence of all attendees.
3. Voting
  - a. Except as provided in point b, clause 3 of this Article, each Member of the Board of Directors, or an authorized person as stipulated in clause 1 of this Article, personally present at the Board of Directors meeting shall have one (01) vote;

- b. A Member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that Member, or a person related to that Member, has an interest, and that interest conflicts or may conflict with the interests of the Company;
  - c. As stipulated in point d, clause 3, of this Article, when an issue arises at the meeting related to the interest or voting rights of a Member of the Board of Directors, and that Member does not voluntarily waive their voting right, the chairperson's ruling shall be final, unless the nature or extent of the Member's interest has not been fully disclosed;
  - d. A Member of the Board of Directors benefiting from a contract stipulated in points a and b, clause 6, Article 43 of the Company Charter shall be deemed to have a significant interest in that contract;
  - e. The Controlling Shareholder has the right to attend meetings of the Board of Directors and the right to discuss matters, but not to vote.
4. A Member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company, and is aware of their own interest therein, has the responsibility to disclose this interest at the first meeting of the Board where the signing of such contract or transaction is discussed. If a Member of the Board of Directors is unaware of their own and related person's interest at the time the contract or transaction is signed with the Company, this Member must disclose the relevant interests at the first meeting of the Board of Directors held after the Member becomes aware of having, or will have, an interest in the aforementioned transaction or contract.
5. The Board of Directors has the right to obtain the written opinions of the Members of the Board of Directors for the adoption of Board Resolutions when passing matters within the Board's authority as outlined in Clause 2, Article 27 of the Company Charter.
6. A Resolution in the form of written opinions is passed based on the approval of the majority of the Members of the Board of Directors having voting rights. This Resolution has the same effect and validity as a resolution passed at a meeting.
7. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the Members, and those minutes shall serve as authentic evidence of the work conducted during the meeting unless objections to the content of the minutes are raised within ten (10) days from the date of sending. The minutes of the Board of Directors meeting are prepared in Vietnamese and may also be prepared in English. The minutes must bear the signatures of the chairperson and the minute-taker.

**Article 61. Method of passing Resolutions of the Board of Directors**

Resolutions and decisions of the Board of Directors are passed if approved by a majority of the members present at the meeting (over 50%); in the event of a tie, the final decision rests with the Chairman of the Board of Directors.

**Article 62. Authorization for another person to attend the meeting of a Board member**

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



#### **Article 63. Preparing minutes of Board of Directors meetings**

1. Board of Directors meetings must be minuted and may be recorded and stored electronically. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following main contents:
  - a. Name, head office address, enterprise registration code;
  - b. Time and place of the meeting;
  - c. Purpose, agenda, and content of the meeting;
  - d. Full name of each member present or authorized representative and method of attendance; full name of absent members and reasons for absence;
  - e. Matters discussed and voted upon at the meeting;
  - f. Summary of each member's comments in the order of the meeting's proceedings;
  - g. Voting results, clearly stating the members who approved, disapproved, and abstained;
  - h. Matters approved and corresponding approval rate;
  - i. Full name and signature of the chairman and minute-taker, except as provided in Article 64 of these Regulations.
2. Minutes of Board of Directors meetings and documents used in the meeting must be kept at the company's head office.
3. Minutes prepared in Vietnamese and in a foreign language have equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.
4. The chairman, minute-taker, and signatories of the minutes are responsible for the truthfulness and accuracy of the Board of Directors meeting minutes.

#### **Article 64. In case the chairman and/or secretary refuse to sign the minutes of the Board of Directors Meeting**

In the event that the chairman and/or the minute-taker refuse to sign the minutes, but if all other Board members present at the meeting sign and the minutes contain all the contents as prescribed in points a, b, c, d, dd, e, g and h of Article 63 of these Regulations, the minutes shall be valid.

#### **Article 65. Notification of Resolutions/Decisions of the Board of Directors**

After issuing the Resolutions/Decisions of the Board of Directors, the Company is responsible for disseminating information internally within the Company, to relevant authorities, on mass media, and on the Company's website according to current procedures and regulations.

### **Section 5 - Sub-committees of the Board of Directors**

#### **Article 66. Sub-committees under the Board of Directors**

1. The Board of Directors may establish sub-committees under its authority to oversee development policy, human resources, compensation, internal audit, and risk management. The number of members of a sub-committee, determined by the Board of Directors, must be at least [03 people], including members of the Board of Directors and external members. Independent Board members/non-executive Board members should constitute a majority in the sub-committee, and one of these members shall be appointed as Head of the Sub-committee by decision of the Board of Directors. Sub-committee activities must comply with



the Board of Directors' regulations. Resolutions of the sub-committee are valid only when approved by a majority of members present and voting at the sub-committee meeting.

2. The execution of decisions of the Board of Directors, or of its subcommittees, must comply with applicable laws and regulations and the provisions of the Company's Charter and Internal Regulations on Corporate Governance.

#### **Section 6 - Selection, Appointment, and Dismissal of the Corporate Governance Officer**

##### **Article 67. Standards for the Corporate Governance Officer**

The Corporate Governance Officer may not concurrently work for an approved audit organization that is auditing the Company's financial statements.

##### **Article 68. Appointment of the Corporate Governance Officer**

The Company's Board of Directors must appoint at least 01 Corporate Governance Officer to support corporate governance activities within the enterprise. The Corporate Governance Officer may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.

##### **Article 69. Cases of Dismissal of the Corporate Governance Officer**

The Board of Directors may dismiss/remove the Corporate Governance Officer when necessary, but not in violation of current labor laws.

##### **Article 70. Notification of Appointment and Dismissal of the Corporate Governance Officer**

After the decision to appoint or dismiss the Corporate Governance Officer, the Company is responsible for announcing the information internally within the Company and to relevant authorities, in the mass media, and on the Company's website, following the procedures and regulations of current law.

##### **Article 71. Rights and Obligations of the Corporate Governance Officer**

The Corporate Governance Officer has the following rights and obligations:

1. Advise the Board of Directors on organizing the General Meeting of Shareholders as prescribed, and on matters pertaining to the relationship between the Company and its shareholders;
2. Prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
3. Advise on meeting procedures;
4. Attend meetings;
5. Advise on the procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
6. Provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Supervisory Board;
7. Monitor and report to the Board of Directors on the Company's information disclosure activities;
8. Serve as the point of contact for relevant stakeholders;
9. Maintain confidentiality of information in accordance with legal regulations and the Company's Charter;
10. Other rights and obligations as prescribed by law and the Company's Charter.



## **CHAPTER 4 – SUPERVISORY BOARD**

### **Section 1. General Provisions**

#### **Article 72. Roles, Rights, and Obligations of the Supervisory Board, and Responsibilities of Supervisory Board Members**

1. Members of the Supervisory Board have the rights stipulated in the Enterprise Law, relevant laws, and the Company's Charter and the Supervisory Board's Operating Regulations, including the right to access information and documents related to the Company's operational status. Members of the Board of Directors, the General Director, and other executives of the enterprise have the responsibility to provide timely and complete information as requested by members of the Supervisory Board.
2. Members of the Supervisory Board are responsible for complying with the provisions of law, the Company's Charter, the Supervisory Board's Operating Regulations, and professional ethics in carrying out their assigned rights and obligations.
3. The Supervisory Board has the rights and obligations as stipulated in Article 170 of the Enterprise Law and the Company's Charter, as well as the following rights and obligations:
  - a. Propose and recommend to the General Meeting of Shareholders the approval of the list of audit organizations permitted to audit the company's financial statements; decide on the audit organization permitted to inspect the company's operations, and dismiss the approved auditor when deemed necessary.
  - b. Responsible to shareholders for their supervisory activities.
  - c. Supervise the company's financial situation and the compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.
  - d. Ensure coordinated operations with the Board of Directors, the General Director, and shareholders.
  - e. In the event that any violation of law or the company's charter by a member of the Board of Directors, the General Director, or other company executives is detected, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requiring the violator to cease the violation and provide solutions to remedy the consequences.
  - f. Develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval. The Minister of Finance shall guide the model Regulations on Operation of the Board of Supervisors for public companies to refer to when developing their Regulations on Operation of the Board of Supervisors.
  - g. Report at the General Meeting of Shareholders as prescribed in Article 290 of Decree 155/2020/ND-CP.

### **Section 2. Regulations on Term, Quantity, Composition, and Structure of the Board of Supervisors Members**

#### **Article 73. Number, term, composition, and structure of the Board of Supervisors members**

1. The number of members of the Board of Supervisors of the Company is from 03 to 05 people.
2. The term of a Supervisor shall not exceed 05 years and may be re-elected with an unlimited number of terms.
3. Members of the Board of Supervisors are not necessarily shareholders of the company.

4. The Head of the Board of Supervisors is elected by the Board of Supervisors from among the Supervisors; the election, dismissal, and removal are based on the majority principle. The rights and obligations of the Head of the Board of Supervisors are stipulated in the company's charter. The Board of Supervisors must have more than half of its Supervisors residing in Vietnam.
5. In the event that Supervisors have the same term expiration date and new term Supervisors have not yet been elected, the expired term Supervisors shall continue to exercise their rights and obligations until the new term Supervisors are elected and assume their duties.

**Article 74. Standards and Conditions for Members of the Board of Supervisors**

1. Supervisors must meet the following standards and conditions:
  - a. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
  - b. Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major suitable for the business activities of the enterprise;
  - c. Not a family member of a member of the Board of Directors, Director, General Director, or other manager;
  - d. Not a company manager; not necessarily a shareholder or employee of the company;
  - e. Not working in the accounting or finance department of the Company;
  - f. Not a member or employee of an independent audit firm that has audited the company's financial statements for the previous 03 consecutive years.
  - g. Other standards and conditions as prescribed by relevant laws and the company's charter.
2. In addition to the standards and conditions specified in Clause 1 of this Article, Supervisors of public companies and state-owned enterprises as prescribed in Point b, Clause 1, Article 88 of the Law on Enterprises may not be family members of enterprise managers of the company and the parent company; representatives of the enterprise's capital, representatives of the state capital at the parent company and at the company.
3. The Head of the Board of Supervisors must hold at least a Bachelor's degree in economics, finance, accounting, auditing, law, business administration, or a major related to the business operations of the enterprise.

**Article 75. Nomination and Candidacy for Membership of the Board of Supervisors**

1. The nomination and candidacy for membership of the Board of Supervisors shall be conducted similarly to the provisions of Clause 1, Article 25 of the Company Charter. Shareholders holding voting shares have the right to combine their voting rights to nominate Supervisors. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% to 90% may nominate a maximum of eight (08) candidates.



2. In the event that the number of candidates for the Board of Supervisors through nomination and candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations similarly as stipulated in Clause 3, Article 49 of these Regulations. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

**Article 76. Method of Electing Members of the Board of Supervisors**

1. The voting to elect members of the Board of Supervisors must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Supervisors, and the shareholder has the right to cast all or part of their total votes for one or several candidates. Successful candidates for the Board of Supervisors are determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is reached. In the event that two or more candidates receive the same number of votes for the last member of the Board of Supervisors, a re-election will be held among the candidates with the same number of votes or selection will be made based on the criteria specified in the election regulations, the Board of Supervisors' operating regulations, or the Company Charter.
2. If the number of candidates is less than or equal to the number of members of the Board of Supervisors to be elected, the election of members of the Board of Supervisors may be conducted by cumulative voting as described above or by voting (approval, disapproval, abstention). The approval voting ratio shall be conducted in accordance with Clause 2, Article 21 of the Company Charter.

**Article 77. Cases of Dismissal and Removal of Members of the Board of Supervisors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Supervisors in the following cases:
  - a. No longer meets the standards and conditions to be a member of the Board of Supervisors as prescribed in Article 169 of the Law on Enterprises;
  - b. Has submitted a resignation letter and it has been approved;
  - c. Other cases as stipulated by the Company Charter.
2. The General Meeting of Shareholders shall remove a member of the Board of Supervisors in the following cases:
  - a. Fails to complete assigned tasks and duties;
  - b. Fails to exercise their rights and obligations for six consecutive months, except in cases of force majeure;
  - c. Repeatedly violates or seriously breaches the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company Charter;
  - d. Other cases as resolved by the General Meeting of Shareholders.

**Article 78. Notification of election, dismissal, and removal of members of the Board of Supervisors.**

After the Decision on the election, dismissal, or removal of a Supervisor, the Company is responsible for publicizing the information internally within the Company and to relevant authorities, on mass media, and on the Company's website according to the procedures and regulations of current law.

**Article 79. Salaries and other benefits of members of the Board of Supervisors.**

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors;
2. Members of the Board of Supervisors are reimbursed for reasonable expenses for meals, accommodation, travel, and the cost of using independent consulting services. The total remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;
3. Salaries and operating expenses of the Board of Supervisors are included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, other relevant legal provisions, and must be itemized separately in the Company's annual financial statements.

**CHAPTER 5 - GENERAL DIRECTOR**

**Article 80. Roles, responsibilities, rights, and obligations of the General Director**

1. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.
2. The General Director has the following rights and obligations:
  - a. Decide on matters related to the daily business operations of the Company that are not within the authority of the Board of Directors;
  - b. Organize the implementation of the Resolutions/Decisions of the Board of Directors;
  - c. Organize the implementation of the Company's business plan and investment plan;
  - d. Propose the organizational structure and internal management regulations of the Company;
  - e. Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors;
  - f. Decide on salaries and other benefits for employees in the Company, including managers appointed by the General Director;
  - g. Recruit employees;
  - h. Propose a plan for dividend payment or handling business losses;
  - i. Other rights and obligations as prescribed by law, the Company's Charter, and the Resolutions/Decisions of the Board of Directors.



#### **Article 81. Term, standards, and conditions of the General Director**

The term of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms.

The General Director must meet the following standards and conditions:

1. Not belonging to the subjects specified in Clause 2, Article 17 of the Enterprise Law;
2. Not be a family member of the enterprise manager, Supervisor of the company and the parent company; representative of the State capital, representative of the enterprise capital at the company and the parent company;
3. Have professional qualifications and experience in business administration of the company.

#### **Article 82. Appointment, dismissal, contract signing, and termination of the contract with the General Director**

The Board of Directors shall appoint 01 member of the Board of Directors or hire another person as General Director.

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

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

#### **Article 83. Notification of appointment, dismissal, contract signing, and contract termination for the General Director**

After the decision to elect, dismiss, or remove the General Director, the Company is responsible for announcing the information internally within the Company and to relevant authorities, on mass media, and on the Company's website according to the procedures and regulations of current law.

#### **Article 84. Salary and other benefits of the General Director**

1. The General Director receives salary and bonuses. The salary and bonuses of the General Director are decided by the Board of Directors.
2. Executive compensation is included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, is shown as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

### **CHAPTER 6 – OTHER ACTIVITIES**

#### **Section 1 – Regulations on coordination of activities between the Board of Directors, the Board of Supervisors, and the General Director**

#### **Article 85. Procedures and sequence for convening, sending meeting invitations, recording minutes, and announcing meeting results between the Board of Directors, the Board of Supervisors, and the General Director**

Procedures and sequence for convening, sending meeting invitations, recording minutes, and announcing meeting results between the Board of Directors, the Board of Supervisors and the

Director are carried out according to the procedures and sequence for convening Board of Directors meetings as stipulated in Section 4, Chapter 3 of these Regulations.

**Article 86. Notification of Resolutions/Decisions of the Board of Directors to the Board of Supervisors**

Resolutions/Decisions and minutes of Board of Directors meetings, after being issued, must be sent to the Supervisors at the same time and in the same manner as to members of the Board of Directors.

**Article 87. Notification of Resolutions/Decisions of the Board of Directors to the General Director**

Resolutions/Decisions of the Board of Directors (with contents related to the responsibilities, authorities, and obligations of the Director), after being issued, must be sent to the General Director at the same time and in the same manner as to members of the Board of Directors.

**Article 88. Cases where the Board of Supervisors and the General Director request to convene a meeting of the Board of Directors and matters requiring consultation with the Board of Directors**

1. Cases where the Board of Supervisors requests to convene a Board of Directors meeting
  - a. The Board of Supervisors may request to convene a Board of Directors meeting in the following cases:
    - When there is a request from a shareholder/group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law.
    - When it is deemed that the Supervisor's right to access information and documents related to the company's operating situation is not fully implemented in accordance with current law and the company's charter;
    - When detecting violations of law or violations of the company's charter by members of the Board of Directors, the General Director, and other company executives after having made a written notification to the Board of Directors as stipulated in Clause 5, Article 40 of the company's charter, but the violator has not ceased the violation or implemented solutions to remedy the consequences;
  - b. The General Director may request to convene a Board of Directors meeting in the following cases:
    - When deeming that the rights of the General Director as stipulated in Article 35 of the Company Charter are not being enforced;
    - Upon discovery of any violation of law or the Company Charter by other corporate executives after issuing a written notification to the Board of Directors, but the violator has not ceased the violation or implemented remedial solutions;
2. Matters requiring consultation with the Board of Directors:
  - a. Propose to the Board of Directors the organizational structure plan and internal management regulations of the Company;
  - b. Propose measures to enhance the Company's operations and management;



- c. The General Director must formulate plans for the Board of Directors' approval regarding matters related to recruitment, employee termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and corporate executives.
- d. The General Director must formulate plans for the Board of Directors' approval concerning the Company's relations with trade union organizations in accordance with best practices, norms, and management policies, as well as those stipulated in the Company Charter, Company regulations, and prevailing laws.
- e. Seek the Board of Directors' opinion on the audited Financial Statements (including the Financial Position Statement; Income Statement; Cash Flow Statement; Notes to the Financial Statements; and other reports as required by law) for each fiscal year, which must be submitted for Board approval;
- f. Propose a plan for dividend payment or handling business losses;
- g. Seek the Board of Directors' approval for the detailed business plan for the next fiscal year;
- h. Other matters when deemed in the best interests of the Company.

**Article 89. Report of the General Director to the Board of Directors on the performance of assigned duties and responsibilities**

- 1. Report on the implementation of resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the Company's business and investment plans approved by the Board of Directors and the General Meeting of Shareholders;
- 2. Periodically, on a quarterly and annual basis, report on the assessment of the Company's financial status and production and business operations;
- 3. Report on improvements in organizational structure, policies, and management;
- 4. Annual report on the implementation of obligations towards the environment, community, and employees;
- 5. Report on the implementation of other matters authorized by the Board of Directors and the General Meeting of Shareholders;
- 6. Report on other matters as requested by the Board of Directors.

**Article 90. Review the implementation of resolutions and other delegated matters of the Board of Directors for the Director.**

Based on the General Director's report on the performance of assigned duties and responsibilities as stipulated in Article 80 of these Regulations, the Board of Directors will review the implementation of resolutions and other delegated matters of the Board of Directors with the Director (General Director).

**Article 91. Matters on which the General Director must report, provide information, and the method of notification to the Board of Directors and the Supervisory Board**

- 1. Matters on which the General Director must report, provide information, and the method of notification to the Board of Directors:
  - a. The contents as specified in Article 89 of these regulations;
  - b. The Director is obligated to notify the Board of Directors of transactions between the Company, subsidiaries, and other companies in which the Company holds a controlling

interest of 50% or more of the charter capital, with that entity itself or with related persons of that entity as prescribed by law.

- c. Other matters requiring consultation with and reporting to the Board of Directors must be submitted at least seven (07) business days in advance, and the Board of Directors will respond within seven (07) business days.

Specifically, in the case of approving contracts and transactions as prescribed in Clause 1, Article 167 of the Enterprise Law, with a value less than [35%] of the total asset value of the enterprise stated in the most recent financial statement or another smaller ratio or value as stipulated in the company's Charter, the company representative signing the contract or transaction must notify the members of the Board of Directors and the Supervisor about the related parties to that contract or transaction and enclose the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification, unless the company's Charter stipulates a different timeframe; members of the Board of Directors with related interests to the parties involved in the contract or transaction do not have voting rights.

2. Matters the General Director must report, provide information on, and methods of notification to the Member of the Board of Supervisors:
  - a. Reports of the General Director submitted to the Board of Directors or other documents issued by the company shall be sent to the Supervisors at the same time and in the same manner as to the members of the Board of Directors.
  - b. The General Director and other executive officers of the enterprise must fully, accurately, and promptly provide information and documents on the management, administration, and business operations of the company as requested by the Supervisor or the Board of Supervisors.
  - c. The method of notification to the Member of the Board of Supervisors shall be the same as for the Board of Directors.

**Article 92. Coordination of control, administration, and supervision activities between members of the Board of Directors, Supervisors, and the General Director according to the specific duties of the aforementioned members.**

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

The Member of the Board of Supervisors plays a role in monitoring, coordinating, advising, and providing complete, timely, and accurate information. Specifically, as follows:

- a. Regularly informing the Board of Directors about operational results, consulting with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
- b. In the meetings of the Board of Supervisors, the Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved audit organization to attend and answer matters requiring clarification;
- c. Periodic and unscheduled inspections by the Member of the Board of Supervisors must have written conclusions (no later than fifteen (15) days from the date of completion)



sent to the Board of Directors to provide further basis for the Board of Directors in the management of the Company. Depending on the level and results of the aforementioned inspection, the Member of the Board of Supervisors needs to discuss and agree with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, the Member of the Board of Supervisors is authorized to reserve their opinion, which shall be recorded in the minutes, and the Head of the Board of Supervisors shall be responsible for reporting to the nearest General Meeting of Shareholders;

- d. In the event that the Board of Supervisors detects any violations of law or violations of the Company's Charter by members of the Board of Directors, the Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease the violation and implement remedial measures;
  - e. The Supervisor is obligated to notify the Board of Directors of any transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling interest of 50% or more of the charter capital with that same entity or with related persons of that entity as prescribed by law;
  - f. For recommendations related to the Company's operational and financial situation, the Member of the Board of Supervisors must submit written documents along with relevant materials at least fifteen (15) days prior to the intended date of receiving a response;
  - g. Matters requiring Board of Directors' attention must be submitted at least seven (07) business days in advance, and the Board of Directors will respond within seven (07) business days.
  - h. The Board of Directors facilitates the Member of the Board of Supervisors in carrying out their rights and responsibilities.
2. Coordination between the Member of the Board of Supervisors and the General Director: The Member of the Board of Supervisors has the function of inspection and supervision.
- a. During meetings of the Supervisory Board, the Supervisory Board has the right to request the General Director (concurrently requesting the Member of the Board of Directors, General Director, and a representative of the approved audit organization) to attend and address matters requiring clarification on issues of concern to the Supervisors.
  - b. Regular and ad-hoc inspections conducted by the Member of the Board of Supervisors must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the General Director to provide further basis for assisting the General Director in the management of the Company. Depending on the level and results of the inspection, the Member of the Board of Supervisors needs to discuss and agree with the General Director before reporting to the General Meeting of Shareholders. In cases of disagreement, the Member of the Board of Supervisors is authorized to reserve their opinion, recording it in the minutes, and the Head of the Member of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders.

- c. The Supervisor has the right to request the General Director to facilitate access to records and documents related to the Company's business activities at the headquarters or the place where the records are stored.
  - d. Regarding information and documents on management, business operations, business performance reports, financial reports, and requested documents, the Member of the Board of Supervisors' request must be sent to the Company at least forty-eight (48) working hours prior to the anticipated response time. The Member of the Board of Supervisors may not use the company's undisclosed information or disclose it to others to conduct related transactions.
  - e. Recommendations from the Member of the Board of Supervisors regarding measures to amend, supplement, or improve the organizational structure of management, supervision, and business operations must be sent to the General Director at least seven (07) working days prior to the anticipated response date.  
The General Director shall facilitate the Member of the Board of Supervisors in carrying out their rights and responsibilities.
3. Coordination between the General Director and the Board of Directors: The General Director is the representative who manages the Company's operations, ensuring its continuous and efficient operation.
- a. When proposing a plan for the organizational structure or internal management regulations of the Company, the General Director shall submit it to the Board of Directors as soon as possible, but no less than seven (07) days before the date on which a decision is required.
  - b. The Director must develop plans for the Board of Directors' approval regarding matters related to recruitment, employee termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and managers.
  - c. The Director must develop plans for the Board of Directors' approval regarding the Company's relationship with trade union organizations, in accordance with best practices, standards, and management policies, those practices and policies stipulated in the Company Charter, Company regulations, and current laws.
  - d. The Director is obligated to inform the Board of Directors of transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling interest of 50% or more of the charter capital with said entities or with related persons of said entities, as prescribed by law.
  - e. Other matters requiring the Board of Directors' opinion as stipulated in Clause 2, Article 88 of these Regulations must be submitted at least seven (07) business days before the date the Board of Directors' response is expected.

**Section 2 – Regulations on Annual Evaluation for Commendation and Disciplinary Actions for Board of Directors' members, Member of the Board of Supervisors, General Director, and other company executives.**



**Article 93. Regulations on the evaluation of the performance of Board of Directors' members, Supervisors, the General Director and other executives.**

1. The Board of Directors is responsible for establishing performance evaluation criteria for all Board of Directors' members, the General Director, and other executives.
2. The performance evaluation criteria must harmonize the interests of company executives with the long-term interests of the Company and shareholders. Financial and non-financial indicators used in the evaluation are carefully considered and decided by the Board of Directors at each point in time. Whereby, non-financial indicators can be mentioned as: the interests of stakeholders, operating efficiency, progress and improvements achieved, etc.
3. Annually, based on the assigned functions, tasks and established evaluation criteria/achieved results, the Board of Directors organizes the performance evaluation of its members.
4. The performance evaluation of the members of the Board of Supervisors is organized and implemented according to the method mentioned in the organizational structure and operation of the Board of Supervisors.
5. The performance evaluation of other executives is carried out in accordance with internal regulations or can be based on the self-assessment of these executives.

**Article 94. Commendation**

1. The Board of Directors or the Remuneration Committee (if any) is responsible for developing the commendation policy. Commendations are made based on the performance evaluation results in Article 93 of these Regulations.
2. Forms of commendation: in cash, in shares (issuance of shares under the employee stock option program) or other forms developed by the Board of Directors or the Remuneration Committee. The forms of commendation shall be planned by the General Director and submitted to the Board of Directors for approval. In cases exceeding authority, they will be submitted to the General Meeting of Shareholders for approval.
3. The commendation regime for Board of Directors' members and supervisors shall be decided by the General Meeting of Shareholders.
4. For company executives: the commendation fund is deducted from the Company's Welfare and Commendation Fund and other legitimate sources. The level of commendation is based on the actual annual business results, the General Director shall propose to the Board of Directors for approval. In cases exceeding authority, it will be submitted to the General Meeting of Shareholders for approval.

**Article 95. Disciplinary Action**

1. The Board of Directors is responsible for establishing disciplinary forms based on the nature and extent of the violation. Disciplinary action must have dismissal or removal from office as the highest form.
2. Board of Directors' members, members of the Board of Supervisors, and company executives who do not fulfill their duties with honesty, diligence, and prudence shall be personally liable for the damages they cause.

3. When performing their duties, if Board of Directors' members, members of the Board of Supervisors, or company executives commit acts that violate legal regulations or the Company's regulations, depending on the severity of the violation, they will be subject to disciplinary action, administrative sanctions, or criminal prosecution in accordance with the provisions of law and the Company's Charter. In the event of damage to the interests of the Company, shareholders, or others, compensation shall be made in accordance with the provisions of law.

## **CHAPTER 7 - AMENDMENTS TO CORPORATE GOVERNANCE REGULATIONS**

### **Article 96. Supplementing and amending the Company's Governance Regulations.**

1. The supplementation or amendment of these Regulations must be considered and decided by the General Meeting of Shareholders.
2. In the event that there are relevant legal provisions pertaining to the company's operations that are not addressed within these regulations, or in the event of new legal provisions that differ from the clauses herein, those legal provisions shall naturally apply and govern the company's operations.

## **CHAPTER 8 - EFFECTIVE DATE**

### **Article 97. Effective Date**

1. These Regulations, comprising 08 Chapters and 97 Articles, were unanimously approved by the General Meeting of Shareholders of Saigon Telecommunications Technology Joint Stock Company on 25/04/25 and the full text of these regulations was concurrently accepted into effect. Accordingly, these Internal Regulations on Corporate Governance supersede all previous versions of the Company's Internal Regulations on Corporate Governance issued prior to the effective date of these Internal Regulations on Corporate Governance.
2. This Regulation is the sole and official version of the Company.
3. Any copy or excerpt of the Corporate Governance Regulation must bear the signature of the Chairman of the Board of Directors.

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





**REGULATIONS GUIDING MEETING ATTENDANCE**  
**ONLINE GENERAL MEETING OF SHAREHOLDERS AND ELECTRONIC**  
**VOTING OF SAIGON TELECOMMUNICATION & TECHNOLOGIES**  
**CORPORATION**

**CHAPTER I**  
**GENERAL PROVISIONS**

**Article 1. Scope and Subjects of Application**

These regulations govern online attendance and electronic voting by delegates at the Annual General Meeting of Shareholders/Extraordinary General Meeting of Shareholders of Saigon Telecommunication & Technologies Corporation (hereinafter referred to as the "Company").

**Article 2. Interpretation of Terms**

- a. **"Delegate"** refers to a Shareholder or an authorized representative (the authorized person).
- b. **"Online General Meeting of Shareholders"** refers to the Annual General Meeting of Shareholders or Extraordinary General Meeting of Shareholders held via the internet, enabling participants to exercise their voting/election rights.
- c. **"Electronic Voting"** refers to the process whereby a Delegate connects to the internet and casts their vote/ballot through the Electronic Voting System specified and announced by the Company.
- d. **"Electronic Voting System"** refers to the system that provides delegates with the tools to exercise their related rights when participating in the online General Meeting of Shareholders.
- e. **"Identifying Factor"** refers to the necessary information for accurately identifying a subject in a given context.
- f. **"Force Majeure Event"** refers to unforeseen and insurmountable events occurring beyond the control of the convener of the meeting, despite the implementation of all necessary and feasible measures.

- g. ***“Cumulative Voting – Equal Distribution”*** refers to a method of cumulative voting where the delegate allocates all votes to one candidate or divides the votes equally among multiple candidates. After equal division, the corresponding number of votes for each candidate is rounded down to the nearest whole number. Remaining odd votes (if any) are discarded.
- h. ***“Cumulative Voting – Numerical Entry”*** refers to a method of cumulative voting where the Delegate specifies the number of votes for each candidate, ensuring the total votes cast for all selected candidates equals the total votes held by the representing Delegate.

## CHAPTER II

### SPECIFIC PROVISIONS

#### **Article 3. Notice of Convening the General Meeting of Shareholders**

The Company adheres to the provisions of Article 18 of the Company's Charter.

#### **Article 4. Conditions and Procedures for Delegates to Participate in the Online General Meeting of Shareholders and Electronic Voting**

a. **Conditions for Participation:**

- Being listed in the shareholder list (DSCĐ) eligible to attend the General Meeting of Shareholders, prepared according to the Company's notice of rights exercise.
- Authorized representatives must meet the eligibility criteria stipulated by law and the Company's Charter.

b. **Technical Requirements:**

- Delegates require an internet-connected electronic device (e.g., computer, tablet, mobile phone, or other internet-capable electronic device).

c. **Procedures:**

- Delegates access the provided link and log in using the information stipulated in Article 4 of these Regulations to participate in the Online General Meeting of Shareholders and conduct electronic voting within the Electronic Voting System.



**Article 5. Providing Login Information and Conducting Electronic Voting**

- a. The link to access the electronic voting system, username, password, and other identifying factors (if any) for participating in the Online General Meeting of Shareholders will be provided in the meeting invitation (or through other login information notification methods as determined by the Board of Directors). Delegates are responsible for safeguarding their username, password, and other provided identifying factors to ensure that only they can cast votes within the Electronic Voting System, and they bear full responsibility for this registered information.
- b. If a Representative requests to be provided with login information again, the Organizing Committee may notify them directly or via email/phone. Providing login information via email or phone will only be conducted based on shareholder information from the list of shareholders eligible to vote, compiled by the Vietnam Securities Depository Center according to the Company's notice of rights exercise.
- c. Representatives use their login name, password, or other identification factors (if any) to access the electronic voting system and cast their votes according to the agenda of the online General Meeting of Shareholders.

**Article 6. Method of Recording Representatives' Attendance at the Online General Meeting of Shareholders**

A Representative is recorded by the electronic voting system as attending the online General Meeting of Shareholders when they access the system using the access information provided as stipulated in Article 4 of these Regulations.

**Article 7. Regulations on Online Proxy Voting**

- a. Proxy voting shall be carried out in accordance with the provisions of Article 16 of the Company's Charter.
- b. Shareholders must provide complete information for proxy voting, especially the proxy recipient's information: phone number, contact address, and email address. This serves as the basis for issuing the login name, password, and other identifying factors (if any) to the proxy recipient.
- c. Validity of Proxy: A proxy is only legally valid when the following conditions are met:

- When the shareholder completes all information on the online proxy form issued by the Company or as prescribed by civil law and completes the online proxy process.
  - The printed proxy form, issued by the Company or as prescribed by civil law, must be fully signed and clearly state the full name and bear the seal (if applicable for organizations) of both the authorizing shareholder and the proxy recipient.
  - The Company receives the original proxy form before the official commencement of the General Meeting.
- d. Cancellation of Proxy for Shareholders Who Have Voted Online: Shareholders must send an official written request to cancel their online proxy to the Company before the official commencement of the General Meeting. Please note that the effective time of the cancellation will be based on the time the Company receives the official written request.
- e. Proxy cancellation will be invalid if the proxy representative has already voted on any matter within the agenda of the online General Meeting of Shareholders.

#### Article 8. E-Voting Period

The e-voting period is specifically defined in the working regulations of the General Meeting. Representatives can access the electronic voting system and cast their votes 24 hours a day, 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control. After the voting period ends, the system will not record any further e-votes from Representatives.

#### Article 9. E-Voting Procedures

##### a. Voting Procedures:

- For each matter presented for voting at the General Meeting and configured in the electronic voting system, Representatives choose one of three voting options: Approve, Disapprove, or Abstain.
- Afterward, the Representative confirms their vote for the electronic voting system to record the result.

##### b. Election Procedures:

- Cumulative Voting Method: Unless otherwise stipulated in the Company's Charter, the voting for members of the Board of Directors and the Supervisory Board must



be conducted using the cumulative voting method (equal cumulative voting or numbered voting). Accordingly, Delegates shall cast their votes by marking the "Cumulative Vote" box or clearly indicating the number of votes in the "Number of Votes" box for the respective candidates on the Ballot installed in the electronic voting system. Subsequently, the Delegates shall proceed to confirm their votes for the electronic voting system to record the results.

c. Some other regulations when conducting electronic voting:

- In the event that a Delegate does not complete all voting matters and elections according to the agenda of the General Meeting, the unresolved matters and elections shall be considered as the Delegate not having cast a vote on those matters.
- In the event of matters arising outside the sent agenda of the general meeting, Delegates may cast additional votes. If Delegates do not vote on arising matters, it shall be considered that the Delegates did not cast a vote on those arising matters.
- Delegates may change their voting and election results (but cannot cancel the voting and election results); including the results of additional votes on matters arising outside the General Meeting agenda. The online system only records vote counting for the final voting and election results at the end of the electronic voting period for each round of vote counting specified in the working regulations of the general meeting.
- In the case of numbered voting by Delegates: An invalid ballot is a ballot where the total number of votes for the candidates is different from (greater than or less than) the total number of votes of the represented Delegate calculated at the time of vote counting.

## Article 10. Vote Counting Method

When a Delegate casts a vote/elects, the number of votes and ballots are recorded on the system based on the principle of the number of approving cards, the number of disapproving cards, and the number of abstaining cards.

The vote counting minutes are the minutes recording the vote counting results of all Delegates attending the online General Meeting of Shareholders through the electronic voting system.

**Article 11. Announcement of Vote Counting Results**

Based on the vote counting minutes recorded as prescribed in Article 10 of these Regulations, the Vote Counting Board shall check, synthesize, and report to the Chairperson the vote counting results for each matter according to the agenda of the general meeting. The vote counting results shall be announced by the chairperson immediately before the adjournment of the meeting.

**Article 12. Method of Objecting to Resolutions of the General Meeting of Shareholders**

The request to cancel the decision of the General Meeting of Shareholders shall be implemented according to the provisions of Article 24 of the Company's Charter.

**Article 13. Minutes of the Online General Meeting of Shareholders and the Form of Approval**

- a. The recording of the minutes of the General Meeting of Shareholders shall be carried out in accordance with the provisions of Article 150 of the Law on Enterprises 2020.
- b. The preparation of the minutes of the General Meeting of Shareholders shall be carried out in accordance with the provisions of Article 23 of the Company's Charter.
- c. The venue stated in the minutes of the online General Meeting of Shareholders is the location where the Chairperson of the General Meeting is present to preside over the General Meeting. This location must be within the territory of Vietnam.
- d. The form of approval of the minutes of the General Meeting of Shareholders is specifically stipulated in the Company's working regulations at the General Meeting of Shareholders session.

**Article 14. Rights and Obligations of Delegates when Participating in Electronic Voting**

- a. All matters within the authority of the General Meeting, as prescribed by law and the Company's Charter, shall be voted upon and elected via electronic voting.
- b. Delegates are responsible for maintaining the confidentiality of their access information to ensure that only they can vote on the electronic voting system. All voting transactions conducted by a Delegate on the electronic voting system shall be deemed as their final



decision. Delegates bear full legal and corporate responsibility for the results of their electronic voting transactions on the system.

- c. Delegates must immediately notify the Company for prompt action if their username, password, and/or other identifying factors are lost, stolen, disclosed, or suspected of being disclosed, by contacting the Company to lock the access credentials and security devices. Delegates are responsible for any damages, losses, and other risks that occur before the Company receives their notification if the cause is attributable to the Delegate.

#### **Article 15. Discussion at the Online Shareholders' Meeting**

a. Principles:

- Discussions shall only take place within the allotted time and pertain to matters presented in the agenda of the General Meeting of Shareholders.
- Only Delegates are permitted to participate in the discussion.
- Delegates wishing to speak must register their discussion topics as specified in the meeting's rules of procedure.
- The Secretariat will arrange the Delegates' discussion topics in order of registration and forward them to the Chairperson.

b. Addressing Delegates' Comments:

- Based on the Delegates' discussion points, the Chairperson or a designated member will address their comments.
- If, due to time constraints, questions are not addressed directly during the Meeting, the Company will respond subsequently.

#### **Article 16. In Case of Force Majeure**

- a. During the online Shareholders' Meeting and electronic voting, unforeseen events beyond the Company's control (force majeure) may occur at the Chairperson's location (excluding force majeure events affecting individual delegates) such as: natural disasters, fire, power outages or internet disconnections, technical issues at the Chairperson's location, or directives from the government, state agencies, or other authorized entities.

- b. If such force majeure events occur and cannot be resolved within 60 minutes, the Chairperson will declare the meeting adjourned. All matters voted upon and approved prior to the adjournment (if any) shall remain valid. These matters shall not be re-voted upon in the next convened Shareholders' Meeting.

### CHAPTER III OTHER PROVISIONS

#### Article 17. Other Provisions

Other related matters not addressed in these Regulations shall be governed by the Company's Charter, the Company's Internal Governance Regulations, and relevant laws. These Regulations constitute an Appendix to the Company's Internal Governance Regulations.

#### Article 18. Effective Date

- a. These Regulations, comprising 3 Chapters and 18 Articles, are effective from the date of issuance.
- b. Delegates, individuals, organizations, and departments involved in the Company's online General Meeting of Shareholders are responsible for complying with these Regulations.

#### Recipients:

BOD, BOS, BOM,

File for archival.

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN



DANG THANH TAM



**REGULATIONS ON OPERATION OF THE BOARD OF DIRECTORS  
SAIGON TELECOMMUNICATION & TECHNOLOGIES CORPORATION**

- Pursuant to the Law on Securities dated November 26, 2019;
- Pursuant to the Law on Enterprises dated June 17, 2020;
- Pursuant to Law No. 56/2024/QH15 dated November 29, 2024 of the National Assembly amending the Law on Securities, the Law on Accounting, the Law on Independent Auditing, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling of Administrative Violations 2024;
- Pursuant to Law No. 03/2022/QH15 dated January 11, 2022 of the National Assembly amending and supplementing a number of articles of the Law on Public Investment, the Law on Investment under the Public-Private Partnership Method, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Special Consumption Tax, and the Law on Civil Judgment Enforcement, effective from March 1, 2022;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of provisions on corporate governance applicable to public companies in accordance with Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the current Charter of Saigon Telecommunication & Technologies Corporation;
- Pursuant to the Resolution of the General Meeting of Shareholders of Saigon Telecommunication & Technologies Corporation on the promulgation of the Regulations on the operation of the Board of Directors No.: 04/2025/NQ-DHDCĐ dated 25/04/2025.

## TABLE OF CONTENTS

<b>CHAPTER I. GENERAL PROVISIONS .....</b>	<b>3</b>
Article 1. Scope of Regulation and Subjects of Application.....	3
Article 2. Operating Principles of the Board of Directors.....	3
<b>CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS .....</b>	<b>3</b>
Article 3. Rights and Obligations of Members of the Board of Directors.....	3
Article 4. Right to be provided with information of the Member of the Board of Directors .....	3
Article 5. Number, term, and structure of the Members of the Board of Directors .....	4
Article 6. Standards and Conditions for Members of the Board of Directors .....	5
Article 7. Chairman of the Board of Directors .....	5
Article 8. Dismissal, Removal, Replacement, and Supplementation of Members of the Board of Directors .....	6
Article 9. Procedures for Election, Dismissal, and Removal of Members of the Board of Directors .....	7
Article 10. Notification of Election, Dismissal, or Removal of Members of the Board of Directors .....	8
Article 11. Rights and Obligations of the Board of Directors .....	8
Article 12. Duties and Powers of the Board of Directors in Approving and Signing Transaction Contracts.....	10
Article 13. Responsibilities of the Board of Directors in convening extraordinary General Meeting of Shareholders .....	10
Article 14. Sub-committees assisting the Board of Directors .....	11
<b>CHAPTER IV. BOARD OF DIRECTORS MEETING .....</b>	<b>12</b>
Article 15. Board of Directors Meeting.....	12
Article 16. Minutes of Board of Directors Meetings.....	14
<b>CHAPTER V. REPORTING AND DISCLOSURE OF INTERESTS.....</b>	<b>14</b>
Article 17. Annual Reporting .....	14
Article 18. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors ..	15
Article 19. Disclosure of Affiliated Interests .....	15
<b>CHAPTER VI. RELATIONS OF THE BOARD OF DIRECTORS.....</b>	<b>16</b>
Article 20. Relations among Members of the Board of Directors.....	16
Article 21. Relations with the Executive Board .....	16
Article 22. Relations with the Board of Supervisors .....	16
<b>CHAPTER VII. IMPLEMENTATION CLAUSES.....</b>	<b>17</b>
Article 23. Effectiveness.....	17



## **CHAPTER I. GENERAL PROVISIONS**

### **Article 1. Scope of Regulation and Subjects of Application**

1. Scope of Regulation: The Regulations on Operation of the Board of Directors stipulate the organizational structure of personnel, operating principles, powers, and duties of the Board of Directors and the Member of the Board of Directors, in order to operate in accordance with the provisions of the Enterprise Law, the Company Charter, and other relevant legal regulations.
2. Subjects of Application: These regulations apply to the Board of Directors, the Member of the Board of Directors, and related subjects mentioned herein.

### **Article 2. Operating Principles of the Board of Directors**

1. The Board of Directors operates on the principle of collective responsibility. Members of the Board of Directors are individually responsible for their assigned tasks and jointly responsible before the General Meeting of Shareholders and before the law for resolutions and decisions of the Board of Directors regarding the Company's development.
2. The Board of Directors assigns responsibility to the General Director for organizing and implementing the resolutions and decisions of the Board of Directors.

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

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

1. Members of the Board of Directors have full rights and responsibilities as prescribed by the Enterprise Law, the Securities Law, relevant laws, and the Company Charter, including the right to be provided with information and documents on the financial status and business operations of the Company and its units.
2. Members of the Board of Directors have the obligations as prescribed by the Enterprise Law, the Company Charter, and the following obligations:
  - a) Perform their duties honestly and prudently in the best interests of the shareholders and the Company;
  - b) Attend all meetings of the Board of Directors and express opinions on the issues discussed;
  - c) Promptly and fully report to the Board of Directors any remuneration received from subsidiaries, affiliated companies, and other organizations;
  - d) Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, and other companies where the Company holds a controlling interest of 50% or more of the charter capital with a Member of the Board of Directors and related persons of such member; 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 immediately preceding the transaction date;
  - d) Publicly disclose information when conducting transactions of the Company's shares in accordance with the provisions of law.
3. The independent Member of the Board of Directors of the Company must prepare an evaluation report on the activities of the Board of Directors.

### **Article 4. Right to be provided with information of the Member of the Board of Directors**

1. Members of the Board of Directors have the right to request the General Director, Deputy General Director, and other managers in the Company to provide information and documents regarding the financial status and business operations of the Company and of units within the Company.

2. The enterprise manager is required to provide information and documents promptly, fully, and accurately as requested by the Member of the Board of Directors. The order and procedures for requesting and providing information are specified as follows:

- Board of Directors' members must submit the request for information to the Company's Board of Directors.
- If deemed necessary, the Board of Directors will convene a meeting to obtain opinions within 07 working days from the date of receiving the request from the Board of Directors' members regarding the content for which information is requested.
- If the above content is approved by the Board of Directors, the requested manager will provide the requested information within 07 days and be responsible for explaining any questions from the Board of Directors' members regarding the content for which information is requested.
- The Member of the Board of Directors, after using the information, shall report to the Board of Directors (if deemed necessary) and ensure the confidentiality of the information.

**Article 5. Number, term, and structure of the Members of the Board of Directors**

1. The number of Members of the Board of Directors is at least 05 people and at most 11 people. The specific number of Members of the Board of Directors shall be decided by the General Meeting of Shareholders at each point in time.

2. The term of the Member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent Member of the Board of Directors of a Company for a maximum of 02 consecutive terms.

3. In the event that all Members of the Board of Directors end their term at the same time, those members shall continue to be Members of the Board of Directors until new members are elected to replace and take over the work.

4. Structure of the Members of the Board of Directors:

a) The structure of the Company's Board of Directors must ensure that at least 1/3 of the total number of Members of the Board of Directors are non-executive members. The company limits the number of Members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

The total number of independent Members of the Board of Directors must comply with the following regulations:

- a) There must be at least 01 independent member in the case of a Company with 03 to 05 Members of the Board of Directors;
- b) There must be at least 02 independent members in the case of a Company with 06 to 08 Members of the Board of Directors;
- c) There must be at least 03 independent members in the case of a Company with 09 to 11 Members of the Board of Directors.

4. Independent Members of the Board of Directors have all the rights and obligations of members of the board of directors as prescribed by the Law on Enterprises, the Law on Securities, the Company's Charter, and these regulations.

5. Independent members of the board of directors are organized and coordinated according to the following principles:

- a) Exercise the assigned rights and obligations honestly, prudently, and in the best way to ensure the maximum legitimate interests of the Company;



- b) Be loyal to the interests of the Company and its shareholders; refrain from utilizing the Company's information, know-how, business opportunities, position, title, and assets for personal gain or to serve the interests of other organizations or individuals;
- c) All activities of independent Members of the Board of Directors must ensure compliance with legal regulations and the Company's Charter.

#### **Article 6. Standards and Conditions for Members of the Board of Directors**

1. Members of the Board of Directors must meet the following standards and conditions:

- a) Not be subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
- b) Possess professional qualifications and experience in business administration or in the Company's field, sector, or business line, and not necessarily be a shareholder of the Company, unless otherwise stipulated in the Company's Charter;
- c) A Member of the Board of Directors of a public company may only concurrently serve as a Member of the Board of Directors at a maximum of 05 other companies.
- d) Other standards and conditions as per the Company's Charter.

2. Independent Members of the Board of Directors, as stipulated in Point b, Clause 1, Article 137 of the Enterprise Law, must meet the following standards and conditions:

- a) Not be a person currently working for the Company, the Parent Company, or a subsidiary of the Company; not be a person who has worked for the Company, the Parent Company, or a subsidiary of the Company for at least the previous 03 consecutive years;
- b) Not be a person currently receiving salary or remuneration from the Company, excluding allowances that Members of the Board of Directors are entitled to according to regulations;
- c) Not be 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; is a manager of the Company or a subsidiary of the Company;
- d) Not be a person directly or indirectly owning at least 01% of the total voting shares of the Company;
- e) Not be a person who has served as a Member of the Board of Directors or the Supervisory Board of the Company for at least the previous 05 consecutive years, unless appointed for 02 consecutive terms;
- f) Other standards and conditions as per the Company's Charter.

3. Independent Members of the Board of Directors must notify the Board of Directors of no longer meeting the standards and conditions specified in Clause 2 of this Article and are automatically no longer independent Members of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must announce the case of an independent Member of the Board of Directors no longer meeting the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent Members of the Board of Directors within 06 months from the date of receiving the notification from the relevant independent Member of the Board of Directors.

#### **Article 7. Chairman of the Board of Directors**

- 1. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among its members.
- 2. The Chairman of the Board of Directors of the Company may not concurrently hold the position of General Director.
- 3. The Chairman of the Board of Directors has the following rights and obligations:
  - a) Establish the Board of Directors' operational programs and plans;

- b) Prepare programs, content, and documents for meetings; convene, preside over, and chair Board of Directors meetings;
  - c) Organize the approval of Resolutions/Decisions of the Board of Directors;
  - d) Supervise the implementation of Resolutions/Decisions of the Board of Directors;
  - e) Preside over the General Meeting of Shareholders;
  - f) Other rights and obligations as prescribed by the Enterprise Law and the Company Charter.
4. In the event the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal.
5. In the event the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the Company Charter. In the event there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative handling measures at a compulsory detoxification facility, a compulsory education facility, flees from their place of residence, has limited or lost civil act capacity, has difficulties in perception or control of behavior, is prohibited by the Court from holding a position, practicing a profession, or doing certain jobs, the remaining members shall elect one person among the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors.
6. When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary with a term as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary but not in contravention of current labor laws. The Company Secretary has the following rights and obligations:
- a) Support the organization of convening meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
  - b) Support members of the Board of Directors in performing their assigned rights and obligations;
  - c) Support the Board of Directors in applying and implementing the principles of corporate governance;
  - d) Support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with obligations to provide information, publicize information, and administrative procedures;
  - e) Other rights and obligations as prescribed in the Company Charter and the Company's internal governance regulations.

#### **Article 8. Dismissal, Removal, Replacement, and Supplementation of Members of the Board of Directors**

1. The General Meeting of Shareholders shall dismiss members of the Board of Directors in the following cases:
  - a) Not meeting the standards and conditions prescribed in the Enterprise Law, the Company Charter, the internal governance regulations, and these regulations;
  - b) Resigning and having the resignation approved;
  - c) Other cases stipulated in the Company Charter.
2. The General Meeting of Shareholders shall remove members of the Board of Directors in the following cases:



a) Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;

b) Other cases stipulated in the Company Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors in cases other than those specified in Clause 1 and Clause 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members to the Board of Directors in the following circumstance:

a) The number of Board of Directors members is reduced by more than one-third compared to the number stipulated in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members falls below one-third.

b) The number of independent members of the Board of Directors decreases, failing to ensure the ratio prescribed in point b, clause 1, Article 137 of the Enterprise Law.

c) Except for the cases specified in points a and b of this clause, the General Meeting of Shareholders elects new members to replace the members of the Board of Directors who have been dismissed or removed at the most recent meeting.

#### **Article 9. Procedures for Election, Dismissal, and Removal of Members of the Board of Directors**

1. A shareholder or a group of shareholders owning at least 5% of the total ordinary shares has the right to nominate candidates for the Board of Directors in accordance with the provisions of the Enterprise Law and the Company Charter. The nomination of individuals to the Board of Directors is carried out as follows:

a) Ordinary shareholders forming a group to nominate individuals to the Board of Directors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders. Shareholders holding voting shares for a continuous period of at least six (06) months have the right to combine their voting rights to nominate candidates for the Board of Directors. A shareholder or a group of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30%, a maximum of two (02) candidates; from 30% to less than 40%, a maximum of three (03) candidates; from 40% to less than 50%, a maximum of four (04) candidates; from 50% to less than 60%, a maximum of five (05) candidates; from 60% to less than 70%, a maximum of six (06) candidates; from 70% to 80%, a maximum of seven (07) candidates; and from 80% to 90%, a maximum of eight (08) candidates.

b) Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this clause has the right to nominate one or several individuals, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors.

2. In the event that the number of candidates for the Board of Directors, through nominations, is still insufficient as prescribed in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall introduce additional candidates or organize nominations as stipulated in the Company Charter and the Internal Regulations on Corporate Governance. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

3. The voting to elect members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares



owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to cast all or part of their total votes for one or several candidates. The successful candidates for the Board of Directors are determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is reached. In the event that two or more candidates receive the same number of votes for the last member of the Board of Directors, a re-election will be held among the candidates with the same number of votes, or a selection will be made based on the criteria of the election regulations or the Company Charter.

The dismissal or removal of a member of the Board of Directors shall be carried out by the General Meeting of Shareholders according to the voting principle. The approval rate shall be implemented in accordance with Clause 2, Article 21 of the Company's Charter.

#### **Article 10. Notification of Election, Dismissal, or Removal of Members of the Board of Directors**

1. In the event that candidates for the Board of Directors have been identified, the Company must publish information regarding the candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment to the honesty and accuracy of the published personal information and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. Information regarding candidates for the Board of Directors to be published includes:

- a) Full name, date of birth;
  - b) Qualification;
  - c) Work experience;
  - d) Other management positions (including Board of Directors positions at other companies);
  - e) Interests related to the Company and the Company's related parties;
  - f) Other information (if any) as stipulated in the Company's Charter;
  - g) The Company shall be responsible for publishing information about the companies in which the candidate is currently holding a position as a member of the Board of Directors, other management positions, and interests related to the candidate's Company (if any).
2. Notification of the results of the election, dismissal, or removal of members of the Board of Directors shall be carried out in accordance with regulations guiding information disclosure.

### **CHAPTER III. BOARD OF DIRECTORS**

#### **Article 11. Rights and Obligations of the Board of Directors**

1. The Board of Directors is the Company's management body, having full authority on behalf of the Company to decide and exercise the Company's rights and obligations, except for the rights and obligations under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a) Decide on the Company's strategy, medium-term development plan, and annual business plan;
- b) Recommend the types of shares and the total number of shares authorized for offering of each type;
- c) Decide on the sale of unsold shares within the authorized number of shares for offering of each type; decide on raising additional capital in other forms;
- d) Decide on the selling price of the Company's shares and bonds;



- e) Decide on the repurchase of shares as stipulated in Clause 1 and Clause 2, Article 133 of the Enterprise Law;
  - f) Decide on investment plans and investment projects within the authority and limits as prescribed by law;
  - g) Decide on solutions for market development, marketing, and technology;
  - h) Approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value of 35% or more of the total asset value recorded in the Company's latest financial statements, except in cases where the Company's Charter stipulates a different percentage or value, and except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Enterprise Law;
  - i) Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, execute contracts, and terminate contracts with the General Director and other key managers as stipulated in the Company's Charter; decide salaries, remuneration, bonuses, and other benefits for these managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies; and decide the remuneration and other benefits of those individuals.
  - k) Supervise and direct the General Director and other managers in the daily business operations of the Company.
  - l) Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, and representative offices; and decide on capital contributions and the purchase of shares in other enterprises.
  - m) Approve the program and content of documents for the general meeting of shareholders; convene the general meeting of shareholders; or obtain opinions for the General Meeting of Shareholders to adopt resolutions.
  - n) Submit the audited annual financial statements to the General Meeting of Shareholders.
  - o) Propose the dividend rate to be paid; decide the time limit and procedures for paying dividends or handling losses incurred during business operations.
  - p) Recommend the reorganization or dissolution of the Company; request bankruptcy of the Company.
  - q) Decide to issue the Board of Directors' Operating Regulations, the Company's internal governance regulations after being approved by the General Meeting of Shareholders; and the Company's information disclosure regulations.
  - r) Request the General Director, Deputy General Director, and other managers in the Company to provide information and documents regarding the financial status and business operations of the Company and of units within the Company.
- Requested managers must provide information and documents promptly, fully, and accurately as requested by members of the Board of Directors. The order and procedures for requesting and providing information are specifically stipulated in the Board of Directors' Operating Regulations.
- t) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal provisions, the Company's Charter, and the company's internal governance regulations.
3. The Board of Directors must report the results of its activities to the General Meeting of Shareholders as stipulated in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain articles of the Law on Securities.



4. The Board of Directors adopts resolutions and decisions by voting at meetings, obtaining opinions in writing, or by other means as prescribed by the Company's Charter. Each member of the Board of Directors has one vote.

5. In the event that a resolution or decision adopted by the Board of Directors violates legal provisions, resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, members who approve the adoption of such resolution or decision shall be jointly and severally liable for such resolution or decision and must compensate the Company for the damage; members who object to the adoption of such resolution or decision are exempt from liability. In this case, the Company's shareholders have the right to request the Court to suspend the implementation or annul the aforementioned resolution or decision.

#### **Article 12. Duties and Powers of the Board of Directors in Approving and Signing Transaction Contracts.**

1. The Board of Directors shall approve contracts and transactions with a value of less than 35% or transactions leading to the total value of transactions arising within 12 months from the date of the first transaction having a value of less than 35% of the total asset value recorded on the most recent financial statement or another smaller ratio or value as stipulated in the Company's Charter between the Company and one of the following entities:

- Member of the Board of Directors, member of the Supervisory Board, General Director, other managers and affiliated persons of these entities;
- Shareholders, authorized representatives of shareholders owning more than 10% of the total charter capital of the Company and their affiliated persons;
- Enterprises related to the entities specified in Clause 2, Article 164 of the Enterprise Law.

2. The Company's representative signing the contract or transaction must notify the Member of the Board of Directors and the member of the Supervisory Board of the affiliated persons with respect to such contract or transaction and enclose the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification, unless the Company's Charter stipulates a different time limit; Members of the Board of Directors with interests related to the parties to the contract or transaction do not have the right to vote.

3. Approve purchase, sale, loan, borrowing contracts and other contracts and transactions with a value of 35% or more of the total asset value recorded in the company's most recent financial statement, unless the Company's Charter stipulates a different percentage or value; or Contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed by the Enterprise Law; or Contracts specified in Clause 1 of this Article.

#### **Article 13. Responsibilities of the Board of Directors in convening extraordinary General Meeting of Shareholders**

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining Members of the Board of Directors and members of the Supervisory Board is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or a group of shareholders as specified in Clause 2, Article 115 of the Enterprise Law; the request to convene the General Meeting of Shareholders must be in writing, clearly stating the reasons and purposes of the meeting, with sufficient signatures of the relevant



shareholders or the request document is made in multiple copies and gathers sufficient signatures of the relevant shareholders;

d) At the request of the Supervisory Board;

dd. Other cases as prescribed by law and the Company's Charter.

## 2. Convening an extraordinary General Meeting of Shareholders

Unless otherwise stipulated in the Company's Charter, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of remaining Members of the Board of Directors or members of the Supervisory Board is less than the minimum number of members as prescribed in the Company's Charter or upon receipt of the request specified in Point c and Point d, Clause 1 of this Article;

The Board of Directors must notify the case where an independent Member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replace the independent Member of the Board of Directors within 06 months from the date of receiving the notification from the relevant independent Member of the Board of Directors;

## 3. The convener of the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to participate and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 days before the date of sending the invitation to the General Meeting of Shareholders if the Company's Charter does not stipulate a shorter period. The Company must announce information about the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b) Prepare the meeting agenda and content;

c) Prepare documents for the General Meeting of Shareholders;

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

d) Determine the time and location of the General Meeting of Shareholders;

e) Announce and send meeting notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) Other tasks serving the General Meeting of Shareholders.

## Article 14. Sub-committees assisting the Board of Directors

1. The Board of Directors may establish subordinate sub-committees to be responsible for development policy, human resources, compensation and benefits, internal audit, and risk management. The number of members of the sub-committee is decided by the Board of Directors, with a minimum of 03 people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority in the sub-committee, and one of these members is appointed as Head of the sub-committee by decision of the Board of Directors. The operation of the sub-committee must comply with the regulations of the Board of Directors. Resolutions of the sub-committee are only valid when approved by a majority of the members attending and voting at the sub-committee meeting.

2. The implementation of decisions of the Board of Directors, or of sub-committees under the Board of Directors, must comply with current legal regulations and the provisions of the Company's Charter and Internal Regulations on Corporate Governance.



## CHAPTER IV. BOARD OF DIRECTORS MEETING

### Article 15. Board of Directors Meeting

1. The CHAIRMAN OF THE BOARD OF DIRECTORS is elected in the first meeting of the Board of Directors within 07 working days from the end of the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the case where more than one member has the highest and equal number or percentage of votes, the members vote by majority principle to select 01 person among them to convene the Board of Directors meeting.

2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings.

3. The CHAIRMAN OF THE BOARD OF DIRECTORS convenes a Board of Directors meeting in the following cases:

- a) At the request of the Supervisory Board or an independent member of the Board of Directors;
- b) At the request of the General Director or at least 05 other managers;
- c) At the request of at least 02 members of the Board of Directors;
- d) Other cases as stipulated in the Company's Charter.

4. The request stipulated in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decided within the competence of the Board of Directors.

5. The CHAIRMAN OF THE BOARD OF DIRECTORS must convene a Board of Directors meeting within 07 working days from the date of receiving the request stipulated in Clause 3 of this Article. In case of failure to convene the Board of Directors meeting as requested, the CHAIRMAN OF THE BOARD OF DIRECTORS shall be responsible for any damages incurred by the Company; the person requesting the meeting mentioned in Clause 3 of this Article has the right to replace the CHAIRMAN OF THE BOARD OF DIRECTORS in convening the Board of Directors meeting.

6. The CHAIRMAN OF THE BOARD OF DIRECTORS or the person convening the Board of Directors meeting must send a meeting invitation no later than 05 working days before the meeting date, unless otherwise stipulated in the Company's Charter. The meeting invitation must clearly specify the time and location of the meeting, the agenda, the issues to be discussed and decided. The meeting invitation must be accompanied by documents to be used at the meeting and the member's ballot.

Notice of Board of Directors meetings may be sent by written invitation, telephone, fax, electronic means, or other methods as stipulated in the Company's Charter, ensuring delivery to each Member of the Board of Directors' registered contact address with the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying documents to the members of the Board of Supervisors, just as they would to the Members of the Board of Directors.

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

8. A Board of Directors meeting shall proceed when at least three-quarters of the total members are present. If a meeting convened under this provision does not have the required quorum, a second meeting shall be convened within 07 days from the date of the first scheduled meeting. In this case, the meeting may proceed if more than half of the Members of the Board of Directors are present.

9. A Member of the Board of Directors is considered to be present and voting at the meeting in the following circumstances:

- a) Attending and voting in person at the meeting;



- b) Authorizing another person to attend the meeting and vote as stipulated in Clause 11 of this Article;
- c) Attending and voting via video conference, electronic voting, or other electronic means;
- d) Sending a ballot to the meeting via mail, fax, or email;
- e) Sending a ballot by other means as stipulated in the Company's Charter.

10. In the case of sending ballots to the meeting by mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 01 hour before commencement. Ballots shall only be opened in the presence of all attendees.

11. Voting at the Board of Directors meeting:

- a. Except as provided in point b, clause 11, Article 15 of these Regulations, each Member of the Board of Directors, or a duly authorized person as stipulated in clause 9 of this Article, present in person at the Board of Directors meeting shall have one (01) vote;
- b. A Member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that member, or a person related to that member, has an interest, and that interest conflicts or may conflict with the interests of the Company.
- c. As stipulated in point d, clause 11, Article 15 of these Regulations, should an issue arise at the meeting concerning the interest or voting right of a Member of the Board of Directors which said member does not voluntarily relinquish, the chairperson's ruling shall be final, unless the nature or extent of the Member of the Board of Directors' interest in question has not been fully disclosed;
- d. A Member of the Board of Directors benefiting from a contract as stipulated in point a and point b, clause 6, Article 43 of the Company's Charter shall be deemed to have a significant interest in that contract;

12. Any Member of the Board of Directors directly or indirectly benefiting from a contract or transaction that has been or is intended to be entered into with the Company, and who is aware of their own interest therein, is responsible for disclosing this interest at the first meeting of the Board discussing the execution of such contract or transaction. In cases where the Member of the Board of Directors is unaware of their own or a related person's interest at the time the contract or transaction is signed with the Company, this Member of the Board of Directors must disclose the relevant interests at the first meeting of the Board of Directors held after they become aware of having, or potentially having, an interest in the aforementioned transaction or contract.

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

Resolutions and decisions of the Board of Directors are passed if approved by a majority of the members present (over 50%); in the event of a tie, the final decision rests with the Chairperson of the Board of Directors.

The Board of Directors has the right to consult the members of the Board of Directors in writing to pass Board Resolutions when passing matters under the authority of the Board of Directors in Clause 2, Article 27 of the Company Charter.

Resolutions in writing are passed based on the approval of the majority of the members of the Board of Directors entitled to vote. This Resolution is as effective and valid as a resolution passed at a meeting.

Board of Directors meetings may be held via online conference between members of the Board of Directors when all or some members are in different locations, provided that each participating member can:

- Hear each other Board of Directors member participating and speaking in the meeting;

- Speak to all other participating members simultaneously. Discussion among members can be conducted directly via telephone or other means of communication, or a combination thereof. A Board of Directors member participating in such a meeting shall be deemed "present" at that meeting. The location of the meeting held under this provision is the location with the largest number of Board of Directors members, or the location where the Chairperson of the meeting is present.

Decisions passed in a lawfully organized and conducted meeting take effect immediately upon the conclusion of the meeting but must be confirmed by the signatures of all attending Board of Directors members in the minutes.

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

1. Board of Directors meetings must be recorded in minutes and may be audio-recorded, video-recorded, or stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following main contents:

- a) Name, address of the headquarters, and enterprise registration code;
- b) Time and location of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full name of each attending member or authorized representative and method of attendance; full name of absent members and reasons for absence;
- e) Matters discussed and voted upon at the meeting;
- f) Summary of each attending member's comments in the order of the meeting proceedings;
- g) Voting results, clearly stating the members who approved, disapproved, and abstained;
- h) Matters approved and the corresponding approval rate;
- i) Full name and signature of the chairperson and the minute-taker, except as provided for in Clause 2 of this Article.

2. In the event that the chairperson or minute-taker refuses to sign the minutes, but if all other members of the Board of Directors present agree to and sign the minutes, and the minutes contain all the content as prescribed in points a, b, c, d, e, f, g, and h of Clause 1 of this Article, then these minutes are valid. The minutes shall clearly state the refusal of the chairperson or minute-taker to sign the minutes. 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 and the minute-taker are personally liable for any damages incurred by the enterprise due to their refusal to sign the minutes as prescribed by this Law, the Company Charter, and relevant laws.

The Chairperson, the minute-taker, and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the contents of the Board of Directors' meeting minutes.

The minutes of the Board of Directors' meetings and the documents used in the meetings shall be kept at the Company's headquarters.

Minutes prepared in Vietnamese and in a foreign language have equal legal validity. In the event of discrepancies in content between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail.

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

#### **Article 17. Annual Reporting**

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

- a) The Company's business performance report;



- b) Financial statements;
- c) Report evaluating the Company's management and administration;
- d) The Board of Supervisors' appraisal report.

2. The reports stipulated in points a, b, and c of clause 1 of this Article must be sent to the Board of Supervisors for appraisal no later than 30 days prior to the opening date of the Annual General Meeting of Shareholders, unless otherwise stipulated in the Company's Charter.

3. The reports stipulated in clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors, and the audit report must be kept at the Company's headquarters no later than 10 days prior to the opening date of the Annual General Meeting of Shareholders. Shareholders who have continuously held shares of the Company for at least one year have the right to personally, or together with a lawyer, accountant, or certified practicing auditor, directly review the reports stipulated in this Article.

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

1. The Company has the right to pay remuneration and bonuses to Members of the Board of Directors based on business results and performance.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the duties of a Member of the Board of Directors and the remuneration rate per day. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each Member of the Board of Directors shall be included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or Members of the Board of Directors working on subcommittees of the Board of Directors or performing other work outside the scope of the normal duties of a Member of the Board of Directors may be paid additional remuneration in the form of a lump-sum payment per occasion, salary, commission, percentage of profit, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, meal, accommodation, and other reasonable expenses they have incurred in fulfilling their responsibilities as Members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after obtaining approval from the General Meeting of Shareholders. This insurance does not cover the liabilities of Members of the Board of Directors related to violations of law and the Company's Charter.

#### **Article 19. Disclosure of Affiliated Interests**

Unless otherwise stipulated in the Company Charter, the disclosure of affiliated interests and affiliated persons of the Company shall comply with the following provisions:

1. The Company must compile and update the list of affiliated persons of the company as prescribed in Clause 23, Article 4 of the Enterprise Law and their corresponding contracts and transactions with the company.



2. Members of the Board of Directors, of the Company must declare to the Company their affiliated interests, including:

a) Name, enterprise code, head office address, business lines of the enterprise in which they own capital contribution or shares; the percentage and time of ownership of such capital contribution or shares;

b) Name, enterprise code, head office address, business lines of the enterprise in which their affiliated persons jointly or separately own capital contribution or shares exceeding 10% of the charter capital.

3. The declaration prescribed in Clause 1 of this Article must be made within 07 working days from the date the affiliated interest arises; amendments and supplements must be notified to the Company within 07 working days from the date of such amendments and supplements.

4. Any Member of the Board of Directors, acting in their personal capacity or on behalf of another person to perform any work within the scope of the Company's business, must explain the nature and content of such work to the Board of Directors and may only proceed upon approval by the majority of the remaining Members of the Board of Directors; if such work is performed without declaration or without the approval of the Board of Directors, all income derived from such activity shall belong to the Company; in case of causing damage to the Company, they shall be liable for the damage and compensation as prescribed by law and the Company Charter.

## **CHAPTER VI. RELATIONS OF THE BOARD OF DIRECTORS**

### **Article 20. Relations among Members of the Board of Directors**

1. Relations among Members of the Board of Directors shall be cooperative, and Members of the Board of Directors are responsible for informing each other of related matters in the course of handling assigned tasks.

2. In the course of handling tasks, the assigned Member of the Board of Directors shall take the initiative to coordinate the handling, if there are matters related to the areas under the responsibility of other Members of the Board of Directors. In the event of differing opinions among the Members of the Board of Directors, the Member in charge shall report to the Chairman of the Board of Directors for consideration and decision according to their authority, or organize a meeting, or solicit opinions from the Members of the Board of Directors as prescribed by law, the Company Charter, and these Regulations.

3. In case of re-assignment among the Members of the Board of Directors, the Members of the Board of Directors must hand over related work, records, and documents. This handover must be documented in writing and reported to the Chairman of the Board of Directors.

### **Article 21. Relations with the Executive Board**

In its management role, the Board of Directors issues resolutions and decisions for the General Director and the executive apparatus to implement. Concurrently, the Board of Directors inspects and supervises the implementation of such resolutions and decisions.

### **Article 22. Relations with the Board of Supervisors**

1. The relationship between the Board of Directors and the Board of Supervisors shall be cooperative. The working relationship between the Board of Directors and the Board of Supervisors shall be based on the principles of equality and independence, while closely coordinating and supporting each other in the performance of their duties.

Upon receiving inspection reports or consolidated reports from the Board of Supervisors, the Board of Directors shall be responsible for reviewing and directing relevant departments to develop and implement timely corrective actions.



## CHAPTER VII. IMPLEMENTATION CLAUSES

### Article 23. Effectiveness

The Regulations on the Operation of the Board of Directors of Saigon Telecommunication & Technologies Corporation comprise 7 chapters and 23 articles, and shall take effect from [25]<sup>04</sup> [month] 2025. Accordingly, these Regulations shall replace in their entirety all previous versions of the Regulations on the Operation of the Board of Directors of the Company that were promulgated prior to the effective date of these Regulations.

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN



SAIGON TELECOMMUNICATION &  
TECHNOLOGIES CORPORATION

THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness



**REGULATIONS ON OPERATION OF THE BOARD OF SUPERVISORS  
SAIGON TELECOMMUNICATION & TECHNOLOGIES CORPORATION**

- Pursuant to the Law on Securities dated November 26, 2019;
- Pursuant to the Law on Enterprises dated June 17, 2020;
  - Pursuant to Law No. 56/2024/QH15 dated November 29, 2024 of the National Assembly amending the Law on Securities, the Law on Accounting, the Law on Independent Auditing, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling of Administrative Violations 2024;
  - Pursuant to Law No. 03/2022/QH15 dated January 11, 2022 of the National Assembly amending and supplementing a number of articles of the Law on Public Investment, the Law on Investment under the Public-Private Partnership Method, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Special Consumption Tax, and the Law on Civil Judgment Enforcement, effective from March 1, 2022;
  - Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities;
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## TABLE OF CONTENTS

<b>DEFINITIONS AND TERMS</b> .....	3
<b>CHAPTER I - GENERAL PROVISIONS</b> .....	3
Article 1. Scope of Regulation and Subjects of Application.....	3
Article 2. Operating Principles of the Board of Supervisors.....	3
<b>CHAPTER II - MEMBERS OF THE BOARD OF SUPERVISORS</b> .....	3
Article 3. Rights, Obligations, and Responsibilities of a Member of the Board of Supervisors.....	3
Article 4. Term and Number of Members of the Board of Supervisors.....	4
Article 5. Standards and Conditions for Members of the Board of Supervisors.....	4
Article 6. Head of the Board of Supervisors.....	4
Article 7. Nomination of Members to the Board of Supervisors.....	4
Article 8. Procedures for Election, Dismissal, and Removal of Members of the Board of Supervisors.....	5
Article 9. Cases of Dismissal and Removal of Members of the Board of Supervisors.....	5
Article 10. Notification of Election, Dismissal, and Removal of Members of the Board of Supervisors.....	5
<b>CHAPTER III - BOARD OF SUPERVISORS</b> .....	6
Article 11. Rights, Obligations, and Responsibilities of the Board of Supervisors.....	6
Article 12. Right to be Provided with Information of the Board of Supervisors.....	8
Article 13. Responsibilities of the Board of Supervisors in Convening Extraordinary General Meetings of Shareholders.....	8
<b>CHAPTER IV - MEETINGS OF THE BOARD OF SUPERVISORS</b> .....	8
Article 14. Meetings of the Board of Supervisors.....	8
Article 15. Minutes of Board of Supervisors Meetings.....	8
Article 16. Annual Reporting.....	9
Article 17. Salary and Other Benefits.....	9
Article 18. Disclosure of Related Interests.....	9
<b>CHAPTER VI - RELATIONSHIP OF THE SUPERVISORY BOARD</b> .....	10
Article 19. Relationship between Supervisory Board Members.....	10
Article 20. Relationship with the Executive Board.....	10
Article 21. Relationship with the Board of Directors.....	10
<b>CHAPTER VII - IMPLEMENTATION CLAUSES</b> .....	10
Article 22. Effect of Implementation.....	10

## **DEFINITIONS AND TERMS**

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1. "Member of the Board of Supervisors" means a Supervisor.
2. "Charter" means the Charter of Saigon Telecommunication & Technologies Corporation.
3. "Law on Enterprises" means Law No. 59/2020/QH14 dated June 17, 2020 on Enterprises and its guiding documents.
4. "Law on Securities" means Law No. 54/2019/QH14 dated November 26, 2019 on Securities and its guiding documents.

## **CHAPTER I - GENERAL PROVISIONS**

### **Article 1. Scope of Regulation and Subjects of Application**

1. Scope of Regulation: The Regulations on Operation of the Board of Supervisors stipulate the organizational structure of personnel, standards, conditions, rights, and obligations of the Board of Supervisors and its members as prescribed by the Enterprise Law, the Company's Charter, and other relevant regulations.
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### **Article 2. Operating Principles of the Board of Supervisors**

The Board of Supervisors operates on the principle of collectivity. Members of the Board of Supervisors are individually responsible for their own assigned tasks and jointly responsible before the General Meeting of Shareholders and before the law for the work and decisions of the Board of Supervisors.

## **CHAPTER II - MEMBERS OF THE BOARD OF SUPERVISORS**

### **Article 3. Rights, Obligations, and Responsibilities of a Member of the Board of Supervisors**

1. Comply with the law, the Company's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in exercising the assigned rights and obligations.
2. Exercise the assigned rights and obligations honestly, prudently, and in the best manner to ensure the maximum legitimate interests of the Company.
3. Be loyal to the interests of the Company and its shareholders; do not abuse position, title, and use information, secrets, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals.
4. Other obligations as prescribed by the Enterprise Law and the Company's Charter; including the right to access information and documents related to the Company's operating status. Members of the Board of Directors, the General Director, and other executives of the enterprise are responsible for providing timely and complete information at the request of a Member of the Board of Supervisors.
5. In the event of a violation of the provisions of Clauses 1, 2, 3, and 4 of this Article that causes damage to the Company or others, the Member of the Board of Supervisors shall be personally or jointly liable for compensation for such damage. Income and other benefits obtained by the Member of the Board of Supervisors due to the violation must be returned to the Company.
6. In case of discovering a Member of the Board of Supervisors violating the exercise of assigned rights and obligations, a written notification must be sent to the Board of Supervisors, requesting the violator to cease the violation and remedy the consequences.



**REGULATIONS ON OPERATION OF THE BOARD OF SUPERVISORS  
SAIGON TELECOMMUNICATION & TECHNOLOGIES CORPORATION**

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## TABLE OF CONTENTS

<b>DEFINITIONS AND TERMS</b> .....	3
<b>CHAPTER I - GENERAL PROVISIONS</b> .....	3
Article 1. Scope of Regulation and Subjects of Application.....	3
Article 2. Operating Principles of the Board of Supervisors.....	3
<b>CHAPTER II - MEMBERS OF THE BOARD OF SUPERVISORS</b> .....	3
Article 3. Rights, Obligations, and Responsibilities of a Member of the Board of Supervisors.....	3
Article 4. Term and Number of Members of the Board of Supervisors.....	4
Article 5. Standards and Conditions for Members of the Board of Supervisors.....	4
Article 6. Head of the Board of Supervisors.....	4
Article 7. Nomination of Members to the Board of Supervisors.....	4
Article 8. Procedures for Election, Dismissal, and Removal of Members of the Board of Supervisors.....	5
Article 9. Cases of Dismissal and Removal of Members of the Board of Supervisors.....	5
Article 10. Notification of Election, Dismissal, and Removal of Members of the Board of Supervisors.....	5
<b>CHAPTER III - BOARD OF SUPERVISORS</b> .....	6
Article 11. Rights, Obligations, and Responsibilities of the Board of Supervisors.....	6
Article 12. Right to be Provided with Information of the Board of Supervisors.....	8
Article 13. Responsibilities of the Board of Supervisors in Convening Extraordinary General Meetings of Shareholders.....	8
<b>CHAPTER IV - MEETINGS OF THE BOARD OF SUPERVISORS</b> .....	8
Article 14. Meetings of the Board of Supervisors.....	8
Article 15. Minutes of Board of Supervisors Meetings.....	8
Article 16. Annual Reporting.....	9
Article 17. Salary and Other Benefits.....	9
Article 18. Disclosure of Related Interests.....	9
<b>CHAPTER VI - RELATIONSHIP OF THE SUPERVISORY BOARD</b> .....	10
Article 19. Relationship between Supervisory Board Members.....	10
Article 20. Relationship with the Executive Board.....	10
Article 21. Relationship with the Board of Directors.....	10
<b>CHAPTER VII - IMPLEMENTATION CLAUSES</b> .....	10
Article 22. Effect of Implementation.....	10



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## **CHAPTER I - GENERAL PROVISIONS**

### **Article 1. Scope of Regulation and Subjects of Application**

1. Scope of Regulation: The Regulations on Operation of the Board of Supervisors stipulate the organizational structure of personnel, standards, conditions, rights, and obligations of the Board of Supervisors and its members as prescribed by the Enterprise Law, the Company's Charter, and other relevant regulations.

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### **Article 2. Operating Principles of the Board of Supervisors**

The Board of Supervisors operates on the principle of collectivity. Members of the Board of Supervisors are individually responsible for their own assigned tasks and jointly responsible before the General Meeting of Shareholders and before the law for the work and decisions of the Board of Supervisors.

## **CHAPTER II - MEMBERS OF THE BOARD OF SUPERVISORS**

### **Article 3. Rights, Obligations, and Responsibilities of a Member of the Board of Supervisors**

1. Comply with the law, the Company's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in exercising the assigned rights and obligations.
2. Exercise the assigned rights and obligations honestly, prudently, and in the best manner to ensure the maximum legitimate interests of the Company.
3. Be loyal to the interests of the Company and its shareholders; do not abuse position, title, and use information, secrets, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals.
4. Other obligations as prescribed by the Enterprise Law and the Company's Charter; including the right to access information and documents related to the Company's operating status. Members of the Board of Directors, the General Director, and other executives of the enterprise are responsible for providing timely and complete information at the request of a Member of the Board of Supervisors.
5. In the event of a violation of the provisions of Clauses 1, 2, 3, and 4 of this Article that causes damage to the Company or others, the Member of the Board of Supervisors shall be personally or jointly liable for compensation for such damage. Income and other benefits obtained by the Member of the Board of Supervisors due to the violation must be returned to the Company.
6. In case of discovering a Member of the Board of Supervisors violating the exercise of assigned rights and obligations, a written notification must be sent to the Board of Supervisors, requesting the violator to cease the violation and remedy the consequences.

#### **Article 4. Term and Number of Members of the Board of Supervisors**

1. The number of members of the Company's Board of Supervisors is from 03 to 05 people. The term of office of a member of the Board of Supervisors shall not exceed 05 years and may be re-elected for an unlimited number of terms.
2. Members of the Board of Supervisors are not required to be shareholders of the Company.
3. The Board of Supervisors must have more than half of its members residing in Vietnam.
4. In the event that the term of office of a member of the Board of Supervisors expires at the same time as new members have not yet been elected, the former member shall continue to perform their rights and obligations until the new members are elected and assume their duties.

#### **Article 5. Standards and Conditions for Members of the Board of Supervisors**

1. Members of the Board of Supervisors must meet the following standards and conditions:
  - a) Not be subject to the prohibition from establishing and managing enterprises in Vietnam as prescribed in Clause 2, Article 17 of the Law on Enterprises;
  - b) Have training in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major suitable for the Company's business activities;
  - c) Not be the spouse, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, 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 younger brother, husband's biological younger brother of a member of the Board of Directors, General Director, or other manager;
  - d) Not be a manager of the Company, not necessarily be a shareholder or employee of the Company;
  - e) Not be employed in the accounting or finance department of the Company;
  - f) Not be a member or employee of the audit firm approved to audit the Company's financial statements in the previous 03 consecutive years;
  - g) Other standards and conditions as prescribed by relevant laws and the Company's Charter.

#### **Article 6. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors must have at least a Bachelor's degree in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.
2. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, dismissal, and removal are based on the majority principle.
3. The rights and obligations of the Head of the Board of Supervisors are stipulated in the Company's Charter.

#### **Article 7. Nomination of Members to the Board of Supervisors**

1. A shareholder or a group of shareholders owning at least 5% of the total ordinary shares has the right to nominate a person to the Board of Supervisors. Shareholders holding voting shares have the right to combine their voting rights to nominate Members of the Board of Supervisors. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% to 90% may nominate a maximum of eight (08) candidates.



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## TABLE OF CONTENTS

<b>DEFINITIONS AND TERMS</b> .....	3
<b>CHAPTER I - GENERAL PROVISIONS</b> .....	3
Article 1. Scope of Regulation and Subjects of Application.....	3
Article 2. Operating Principles of the Board of Supervisors.....	3
<b>CHAPTER II - MEMBERS OF THE BOARD OF SUPERVISORS</b> .....	3
Article 3. Rights, Obligations, and Responsibilities of a Member of the Board of Supervisors.....	3
Article 4. Term and Number of Members of the Board of Supervisors.....	4
Article 5. Standards and Conditions for Members of the Board of Supervisors.....	4
Article 6. Head of the Board of Supervisors.....	4
Article 7. Nomination of Members to the Board of Supervisors.....	4
Article 8. Procedures for Election, Dismissal, and Removal of Members of the Board of Supervisors.....	5
Article 9. Cases of Dismissal and Removal of Members of the Board of Supervisors.....	5
Article 10. Notification of Election, Dismissal, and Removal of Members of the Board of Supervisors.....	5
<b>CHAPTER III - BOARD OF SUPERVISORS</b> .....	6
Article 11. Rights, Obligations, and Responsibilities of the Board of Supervisors.....	6
Article 12. Right to be Provided with Information of the Board of Supervisors.....	8
Article 13. Responsibilities of the Board of Supervisors in Convening Extraordinary General Meetings of Shareholders.....	8
<b>CHAPTER IV - MEETINGS OF THE BOARD OF SUPERVISORS</b> .....	8
Article 14. Meetings of the Board of Supervisors.....	8
Article 15. Minutes of Board of Supervisors Meetings.....	8
Article 16. Annual Reporting.....	9
Article 17. Salary and Other Benefits.....	9
Article 18. Disclosure of Related Interests.....	9
<b>CHAPTER VI - RELATIONSHIP OF THE SUPERVISORY BOARD</b> .....	10
Article 19. Relationship between Supervisory Board Members.....	10
Article 20. Relationship with the Executive Board.....	10
Article 21. Relationship with the Board of Directors.....	10
<b>CHAPTER VII - IMPLEMENTATION CLAUSES</b> .....	10
Article 22. Effect of Implementation.....	10



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3. Be loyal to the interests of the Company and its shareholders; do not abuse position, title, and use information, secrets, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals.
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5. In the event of a violation of the provisions of Clauses 1, 2, 3, and 4 of this Article that causes damage to the Company or others, the Member of the Board of Supervisors shall be personally or jointly liable for compensation for such damage. Income and other benefits obtained by the Member of the Board of Supervisors due to the violation must be returned to the Company.
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4. In the event that the term of office of a member of the Board of Supervisors expires at the same time as new members have not yet been elected, the former member shall continue to perform their rights and obligations until the new members are elected and assume their duties.

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  - a) Not be subject to the prohibition from establishing and managing enterprises in Vietnam as prescribed in Clause 2, Article 17 of the Law on Enterprises;
  - b) Have training in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major suitable for the Company's business activities;
  - c) Not be the spouse, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, 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 younger brother, husband's biological younger brother of a member of the Board of Directors, General Director, or other manager;
  - d) Not be a manager of the Company, not necessarily be a shareholder or employee of the Company;
  - e) Not be employed in the accounting or finance department of the Company;
  - f) Not be a member or employee of the audit firm approved to audit the Company's financial statements in the previous 03 consecutive years;
  - g) Other standards and conditions as prescribed by relevant laws and the Company's Charter.

#### **Article 6. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors must have at least a Bachelor's degree in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.
2. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, dismissal, and removal are based on the majority principle.
3. The rights and obligations of the Head of the Board of Supervisors are stipulated in the Company's Charter.

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1. A shareholder or a group of shareholders owning at least 5% of the total ordinary shares has the right to nominate a person to the Board of Supervisors. Shareholders holding voting shares have the right to combine their voting rights to nominate Members of the Board of Supervisors. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% to 90% may nominate a maximum of eight (08) candidates.



2. In the event that the number of candidates for the Board of Supervisors through nomination and self-nomination is still insufficient as prescribed in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Supervisors shall introduce additional candidates. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

**Article 8. Procedures for Election, Dismissal, and Removal of Members of the Board of Supervisors**

1. The election, dismissal, and removal of members of the Board of Supervisors fall under the authority of the General Meeting of Shareholders.

2. The voting for members of the Board of Supervisors must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Supervisors, and the shareholder has the right to cast all or part of their total votes for one or several candidates. The successful candidates for membership of the Board of Supervisors are determined based on the number of votes from highest to lowest, starting with the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. In the event that two or more candidates receive the same number of votes for the last member of the Board of Supervisors, a re-election will be held among the candidates with the same number of votes or a selection will be made according to the criteria specified in the election regulations or the Company's Charter.

3. The dismissal and removal of members of the Board of Supervisors by the General Meeting of Shareholders shall be carried out by voting. The approval rate shall be implemented according to Clause 2, Article 21 of the Company's Charter.

**Article 9. Cases of Dismissal and Removal of Members of the Board of Supervisors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Supervisors in the following cases:

- a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Article 169 of the Enterprise Law, the Charter, the Corporate Governance Regulations, and these Regulations;
- b) Having submitted a resignation letter and having it approved;
- c) Other cases as prescribed by law and the Company's Charter.

2. The General Meeting of Shareholders shall remove a member of the Board of Supervisors in the following cases:

- a) Failure to complete assigned tasks and duties;
- b) Failure to exercise their rights and obligations for six consecutive months, except in cases of force majeure;
- c) Repeated or serious violations of the obligations of a member of the Board of Supervisors as prescribed by the Enterprise Law and the Company's Charter;
- d) Other cases as resolved by the General Meeting of Shareholders.

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

1. In the event that candidates for the Board of Supervisors have been identified, the Company must publish information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these

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candidates before voting. Candidates for the Board of Supervisors must provide a written commitment regarding the honesty and accuracy of the published personal information, and must commit to performing their duties honestly, prudently, and in the best interests of the company if elected as a member of the Board of Supervisors. Information related to the candidates for the Board of Supervisors to be published includes:

- a) Full name, date of birth;
- b) Qualification;
- c) Work experience;
- d) Other management positions;
- e) Interests related to the Company and the Company's related parties;
- e) Other information (if any) as prescribed in the Company's Charter;
- g) The Company shall be responsible for disclosing information about the companies in which the candidate is holding management positions and the interests related to the Company of the candidate for the Board of Supervisors (if any).

2. Notification of the results of the election, dismissal, or removal of members of the Board of Supervisors shall comply with the regulations guiding information disclosure.

### **CHAPTER III - BOARD OF SUPERVISORS**

#### **Article 11. Rights, Obligations, and Responsibilities of the Board of Supervisors**

1. The Board of Supervisors shall supervise the Board of Directors and the General Director in the management and administration of the Company.
2. Examine the reasonableness, legality, honesty, and prudence in the management and administration of business activities; the systematic, consistent, and appropriate nature of accounting, statistics, and financial reporting.
3. Appraise the completeness, legality, and honesty of the Company's annual and semi-annual business performance reports and financial statements, and the report evaluating the management performance of the Board of Directors, and submit the appraisal report at the Annual General Meeting of Shareholders. Review contracts and transactions with related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations regarding contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders.
4. Review, inspect, and evaluate the effectiveness and efficiency of the Company's internal control system, internal audit, risk management, and early warning system.
5. Review the Company's accounting books, accounting records, and other documents, as well as the management and operation of the Company when deemed necessary, or as per the resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders owning at least 5% of the total ordinary shares.
6. At the request of a shareholder or group of shareholders owning at least 5% of the total ordinary shares, the Board of Supervisors shall conduct an inspection within 07 working days from the date of receiving the request. Within 15 days from the inspection completion date, the Board of Supervisors must report on the inspected matters to the Board of Directors and the requesting shareholder or group of shareholders. The inspection report of the Board of Supervisors must be in writing and include the following contents: matters to be inspected, purpose of inspection; inspection time; members of the Board of Supervisors conducting the inspection; documents reviewed; inspection results; and the Board of Supervisors' assessment of the inspected matters. The inspection by the Board of Supervisors



as stipulated in this clause shall not impede the normal operations of the Board of Directors nor disrupt the Company's business operations.

7. Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the management, supervisory, and operational structure of the Company.

8. Upon discovering any violation by a member of the Board of Directors or the General Director of the provisions of Article 165 of the Law on Enterprises, the Board of Supervisors must immediately notify the Board of Directors in writing, request the violator to cease the violation and implement remedial measures.

9. Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.

10. Utilize independent consultants and the Company's internal audit department to perform assigned tasks.

The Board of Supervisors may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

Examine specific issues related to the management and operation of the Company at the request of shareholders.

Request the Board of Directors to convene an extraordinary General Meeting of Shareholders.

Replace the Board of Directors in convening the General Meeting of Shareholders within 30 days in the event that the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Enterprise Law.

Request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

Review, excerpt, and copy in part or in full the declared List of Related Persons and Related Interests as prescribed in Clause 1 and Clause 2, Article 164 of the Enterprise Law.

Propose and recommend to the General Meeting of Shareholders for approval the list of audit organizations approved to audit the Company's Financial Statements; and the audit organizations approved to inspect the Company's operations when deemed necessary.

Be accountable to shareholders for their supervisory activities.

Supervise the Company's financial situation and the compliance with the law by members of the Board of Directors, the General Director, and other managers in their activities.

Ensure coordinated operations with the Board of Directors, the General Director, and shareholders.

In the event of discovering any violation of law or the Company's Charter by members of the Board of Directors, the General Director, and other company executives, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and provide solutions to remedy the consequences.

Develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

Witness the Board of Directors organizing the vote counting and prepare the vote counting minutes if requested by the Board of Directors in the case of obtaining shareholders' opinions in writing to pass Resolutions of the General Meeting of Shareholders.

The Head of the Board of Supervisors shall facilitate the General Meeting of Shareholders to elect a chairperson for the meeting in the event that the Chairman is absent or temporarily incapacitated and the remaining members of the Board of Directors are unable to elect a chairperson. In this case, the person with the highest number of votes shall chair the meeting.

Exercise other rights and obligations as prescribed by the Enterprise Law, the Company's Charter, and Resolutions of the General Meeting of Shareholders.

#### **Article 12. Right to be Provided with Information of the Board of Supervisors**

Documents and information must be sent to members of the Board of Supervisors at the same time and in the same manner as to members of the Board of Directors, including:

- a) Meeting notices, ballots for members of the Board of Directors, and accompanying documents;
- b) Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
- c) Reports of the General Director submitted to the Board of Directors or other documents issued by the Company.

Members of the Board of Supervisors have the right to access the Company's records and documents kept at the head office, branches, and other locations; and have the right to visit the workplace of the Company's managers and employees during working hours.

The Board of Directors, members of the Board of Directors, the General Director, and other managers must provide complete, accurate, and timely information and documents regarding the management, administration, and business operations of the Company as requested by a member of the Board of Supervisors or the Board of Supervisors.

#### **Article 13. Responsibilities of the Board of Supervisors in Convening Extraordinary General Meetings of Shareholders**

1. The Board of Supervisors is responsible for replacing the Board of Directors in convening a General Meeting of Shareholders within 30 days in the event that the Board of Directors fails to convene a General Meeting of Shareholders in the following cases:

- a) The number of remaining members of the Board of Directors and the Board of Supervisors is less than the number of members prescribed by law;
- b) At the request of a shareholder or a group of shareholders owning 5% or more of the total ordinary shares;
- c) When there is a request to convene an extraordinary General Meeting of Shareholders from the Board of Supervisors but the Board of Directors fails to implement it, except in cases where the Company's Charter stipulates otherwise.

2. In the event that the Board of Supervisors fails to convene a General Meeting of Shareholders as prescribed, the Board of Supervisors must compensate the Company for any arising damages.

3. The costs of convening and conducting the General Meeting of Shareholders as stipulated in Clause 1 of this Article shall be reimbursed by the Company.

### **CHAPTER IV - MEETINGS OF THE BOARD OF SUPERVISORS**

#### **Article 14. Meetings of the Board of Supervisors**

1. The Board of Supervisors must meet at least two (02) times per year, with the number of members attending the meeting being at least two-thirds (2/3) of the Board of Supervisors members.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved audit organization to attend and respond to matters needing clarification.

#### **Article 15. Minutes of Board of Supervisors Meetings**

Minutes of Board of Supervisors meetings shall be prepared in detail and clarity. The minute-taker and the attending members of the Board of Supervisors must sign the meeting minutes. Minutes of



Board of Supervisors meetings must be retained to determine the responsibilities of each member of the Board of Supervisors.

## **CHAPTER V - REPORTING AND DISCLOSURE OF INTERESTS**

### **Article 16. Annual Reporting**

The Reports of the Board of Supervisors at the annual General Meeting of Shareholders shall include the following contents:

1. A report on the Company's business results, and on the performance of the Board of Directors and the General Director for submission to the General Meeting of Shareholders for approval at the annual General Meeting of Shareholders.
2. A self-assessment report on the performance of the Board of Supervisors and its members.
3. Remuneration, operating expenses, and other benefits of the Board of Supervisors and each of its members.
4. A summary of the meetings of the Board of Supervisors and the conclusions and recommendations of the Board of Supervisors; results of monitoring the Company's operational and financial status.
5. An assessment report on transactions between the Company, its subsidiaries, other companies in which the Company holds a controlling interest of fifty percent (50%) or more of the charter capital, with members of the Board of Directors, the General Director, and their related persons; transactions between the Company and companies in which members of the Board of Directors were founders or managers within the last 03 years prior to the time of the transaction.
6. Results of supervision of the Board of Directors, the General Director, and other business executives.
7. Results of the evaluation of the coordination between the Supervisory Board and the Board of Directors, the General Director, and the shareholders.
8. Propose and request the General Meeting of Shareholders to approve the list of audit organizations permitted to audit the Company's Financial Statements; audit organizations permitted to inspect the Company's operations when deemed necessary.

### **Article 17. Salary and Other Benefits**

Salaries, remuneration, bonuses, and other benefits of the Supervisory Board members shall be implemented as follows:

1. Supervisory Board members shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Supervisory Board members shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total amount of remuneration and these expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, other relevant legal provisions, and must be itemized separately in the Company's annual financial statements.

### **Article 18. Disclosure of Related Interests**

1. Members of the Supervisory Board of the Company must declare to the Company their related interests, including:

a) Name, enterprise code, head office address, business lines of the enterprise that they own or hold a capital contribution or shares in; the percentage and time of ownership, holding of the capital contribution or shares;

b) Name, enterprise code, head office address, business lines of the enterprise in which their related persons own, jointly own, or separately own a capital contribution or shares exceeding 10% of the charter capital.

2. The declaration as prescribed in Clause 1 of this Article must be made within 07 working days from the date the related interest arises; amendments and supplements must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.

3. Supervisory Board members and related persons of the Supervisory Board members may only use information obtained by virtue of their position to serve the interests of the Company.

4. Supervisory Board members are obligated to notify in writing the Board of Directors and the Supervisory Board of transactions between the Company, subsidiaries, and other companies in which the Company holds more than fifty percent (50%) of the charter capital with Supervisory Board members or with related persons of Supervisory Board members as prescribed by law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of securities law on information disclosure.

5. Supervisory Board members and their related persons shall not use or disclose to others inside information to carry out related transactions.

#### **CHAPTER VI - RELATIONSHIP OF THE SUPERVISORY BOARD**

##### **Article 19. Relationship between Supervisory Board Members**

Supervisory Board members have an independent relationship, not dependent on each other, but cooperate and collaborate in common work to ensure the proper performance of the responsibilities, rights, and duties of the Supervisory Board in accordance with the law and the Company's Charter. The Head of the Supervisory Board coordinates the common work of the Supervisory Board but does not have the right to control the Supervisory Board members.

##### **Article 20. Relationship with the Executive Board**

The Board of Supervisors has an independent relationship with the Company's Executive Board and is the unit that performs the function of supervising the activities of the Executive Board.

##### **Article 21. Relationship with the Board of Directors**

The Board of Supervisors has an independent relationship with the Company's Board of Directors and is the unit that performs the function of supervising the activities of the Board of Directors.

#### **CHAPTER VII - IMPLEMENTATION CLAUSES**

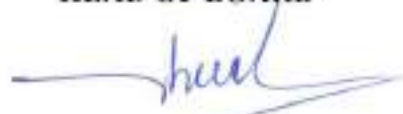
##### **Article 22. Effect of Implementation**

The Regulations on Operation of the Board of Supervisors of Saigon Telecommunication & Technologies Corporation includes 7 chapters, 22 articles and takes effect from the date of its passage by the 2025 Annual General Meeting of Shareholders in Resolution No. 04/2025/NQ-DHĐCĐ dated April 25, 2025. Accordingly, these Regulations on Operation of the Board of Supervisors supersede all previous Regulations on Operation of the Board of Supervisors of the Company issued before the effective date of these Regulations on Operation of the Board of Supervisors.

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**ON BEHALF OF THE BOARD OF SUPERVISORS  
HEAD OF BOARD**



**Nguyen Duc Thuan**

