SAIGON – HANOI SECURITIES JOINT STOCK COMPANY (SHS)
Floors 1-5, Unimex Hanoi Building, 41 Ngo Quyen, Hang Bai Ward,
Hoan Kiem District, Hanoi

- Tel: 84.24.38181888
- Fax: 84.24.38181688
- Email: contact@shs.com.vn
- Website: www.shs.com.vn

DRAFT

INTERNAL REGULATIONS
ON CORPORATE GOVERNANCE

(Issued under Resolution No.01-2025/NQ-ĐHĐCĐ dated April 10, 2025

by the General Meeting of Shareholders of Saigon – Hanoi Securities Joint Stock Company)

Hanoi, April 2025

TABLE OF CONTENT

CHAPTER I 1

GENERAL PROVISIONS 1

Article 1. Purpose and scope of regulation 1

Article 2. Principles of implementation 2

Article 3. Corporate governance principles 2

CHAPTER II 2

SHAREHOLDERS AND THE EXERCISE OF SHAREHOLDERS' RIGHTS 2

Article 4. Commencement of shareholders' rights and obligations 2

Article 5. Equal treatment of Shareholders 2

Article 6. Rights of shareholders 2

Article 7. Obligations of shareholders 3

Article 8. Shareholders' requests for information 3

Article 9. Shareholders' request to convene an extraordinary GMS 3

Article 10. Shareholders' request to add items to the General Meeting Agenda 4

Article 11. Shareholders' request to work directly with the BOD and CEO 5

Article 12. Providing information to shareholders 5

CHAPTER III 5

THE GENERAL MEETING OF SHAREHOLDERS 5

Article 13. Procedures for Conducting the GMS and Passing Resolutions by Voting at the Meeting 5

Article 14. Procedures for passing Resolutions of the GMS by collecting written opinions 7

Article 15. Procedures for conducting the GMS and passing Resolutions via online meetings or hybrid meetings 7

Article 16. Language used in the GMS 7

CHAPTER IV 7

THE BOARD OF DIRECTORS 7

Article 17. Roles, rights and obligations of the BOD, responsibilities of BOD's members 7

Article 18. Nomination, election, appointment, and dismissal of BOD's members 8

Article 19. Remuneration and benefits of BOD's members 8

Article 20. Procedures for organizing BOD Meetings 8

Article 21. Audit Committee 9

Article 22. Subcommittees/departments/units under the BOD 9

Article 23. Selection, appointment and dismissal of the The person in charge of corporate governance 9

CHAPTER VI 9

CEO AND OTHER EXECUTIVES 9

Article 24. Roles, responsibilities, rights and obligations of the CEO 9

Article 25. Appointment, dismissal, contract signing and termination with the CEO 9

CHAPTER VII 10

COORDINATION OF ACTIVITIES 10

BETWEEN THE BOARD OF DIRECTORS AND THE BOARD OF MANAGEMENT 10

Article 26. Procedures for convening, notifying meetings, recording minutes, and announcing meeting results between the BOD and the CEO 10

Article 27. Reporting by the CEO to the BOD on assigned responsibilities, implementation of Resolutions, and other delegated matters 10

Article 28. Matters the CEO must report, provide information on and the reporting methodology to the BOD 11

Article 29. Coordination in oversight, management, and supervision between the BOD, Board sub-units, BOD's members, and the Board of Management 11

CHAPTER VIII 12

ANNUAL EVALUATION, REWARD, AND DISCIPLINARY ACTIONS FOR BOD'S MEMBERS, BOARD OF MANAGEMENT, AND OTHER EXECUTIVES 12

Article 30. Performance evaluation of BOD's Members, Board of Management, and other Executives 12

Article 31. Rewards 12

Article 32. Disciplinary Actions 12

CHAPTER IX 13

FINAL PROVISIONS 13

Article 33. Implementation Provisions 13

SAIGON – HANOI SECURITIES JOINT STOCK COMPANY
o0o

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness
o0o

Hanoi, ... 2025

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

(Issued pursuant to the Resolution No.01-2025/NQ-ĐHĐCĐ dated April 10, 2025 by the General Meeting of Shareholders of Saigon – Hanoi Securities Joint Stock Company)

DRAFT

CHAPTER I

GENERAL PROVISIONS

Article 1. Purpose and scope of regulation

1. The Internal regulations on corporate governance of Saigon – Hanoi Securities Joint Stock Company (**"Regulations"**) establish the fundamental principles of corporate governance in accordance with the law and the Company's Charter. These Regulations concretize internal governance matters to protect the legitimate rights and interests of shareholders, set standards for conduct and professional ethics for BOD's members, the Board of Management and Company managers. Additionally, they outline the procedures and processes for decision-making within the Company to minimize risks and unnecessary losses, enhance operational efficiency, and ensure transparent and public internal governance.

2. **Scope of regulation**

The Internal regulations on corporate governance cover the following aspects:

- Roles, rights, and obligations of the General Meeting of Shareholders ("GMS"), the Board of Directors ("BOD"), and the Chief Executive Officer ("CEO");
- Procedures for convening and voting at the GMS;
- Nomination, candidacy, election, dismissal, and removal of BOD's members;
- BOD's activities, procedures for organizing and conducting BOD's meetings;
- Activities of the Audit Committee;
- Establishment and operation of subcommittees under the BOD;
- Selection, appointment, and dismissal of executive management personnel;
- Coordination between the BOD, the Audit Committee, and the CEO;
- Annual evaluation, reward, and disciplinary measures for members of the BOD, the CEO, and other executive officers;
- Selection, appointment, and dismissal of the The person in charge of corporate governance;
- Other activities as stipulated in the Company's Charter and applicable laws.

3. **Applicable subjects**

The Regulations apply to BOD's members, the Audit Committee, the Board of Management, and other relevant individuals.

Article 2. Principles of implementation

1. Shareholders, the Company, managers, executives, and employees shall exercise their rights and obligations in accordance with the principles of compliance with laws, the Company's Charter, internal regulations, and procedures.

2. In case of any conflict between legal provisions and this Regulation or other Company documents, or if relevant legal provisions are not addressed in this Regulation, the provisions of the law shall prevail.

Article 3. Corporate governance principles

1. Compliance with applicable laws and the Company's Charter.

2. Ensuring a rational governance structure.

3. Ensuring the effective operation of the BOD and the Audit Committee.

4. Protecting the rights of shareholders and relevant stakeholders.

5. Ensuring fair treatment among shareholders.

6. Maintaining transparency in all Company activities.

CHAPTER II

SHAREHOLDERS AND THE EXERCISE OF SHAREHOLDERS' RIGHTS

Article 4. Commencement of shareholders' rights and obligations

1. Shareholders' rights and obligations take effect when their names and relevant information are recorded in the Company's Register of shareholders.

2. The Company's Register of shareholders (also referred to as the Shareholder List or List of securities holders), as provided by the Vietnam Securities Depository and Clearing Corporation ("VSDC"), is the sole basis for determining shareholders' status, rights, and obligations.

Article 5. Equal treatment of Shareholders

1. All shareholders shall be treated fairly.

2. Foreign ownership in the Company shall comply with legal regulations and be recorded in Article 6 of the Company's Charter.

3. Each share of the same type grants shareholders equal rights, obligations, and benefits. If the Company issues preferred shares, the associated rights and obligations must be approved by the GMS and fully disclosed.

4. Major shareholders must not abuse their position to harm the rights and interests of the Company and other shareholders.

5. Insiders, related persons of insiders, major shareholders, and related persons of major shareholders must report and disclose information when trading the Company's shares in accordance with legal regulations.

Article 6. Rights of shareholders

Shareholders' rights are stipulated in Article 11 of the Company's Charter and applicable

legal provisions.

Article 7. Obligations of shareholders

Shareholders' obligations are stipulated in Article 12 of the Company's Charter and applicable legal provisions.

Article 8. Shareholders' requests for information

1. For information requests under Clause 1, Article 11 of the Company's Charter, shareholders shall follow these steps:

a) Shareholder/Group of shareholders submits a written request to the BOD's office - Shareholder relations department or the Company's Head office Administration department via direct submission, postal mail, or email (as per the contact details on the Company's website).

b) Depository shareholders requesting corrections to inaccurate information must submit their request to the depository member where they maintain their securities account, in accordance with the VSDC's regulations.

c) Non-depository shareholders must contact the BOD's office - Shareholder relations Department for assistance and/or submit a written request per Company and VSDC's regulations.

2. For information requests under Point b, Clause 2, Article 11 of the Company's Charter, shareholders shall follow these steps:

a) Shareholder/Group of shareholders submits a written request to the BOD's office - Shareholder relations department or the Company's Head office Administration department via direct submission, postal mail, or email (as per the contact details on the Company's website).

b) The written request must include: full name, contact address, nationality, and legal identification number (for individual shareholders); company name, enterprise code, or legal identification number, and head office address (for institutional shareholders); number of shares owned, date of registration, total shares held by the shareholder group, and ownership percentage in the Company; specific matters to be reviewed and the purpose of the request; signatures of shareholders (including the official seal for institutional shareholders).

c) The Chairperson will assign the The person in charge of corporate governance to provide the requested information within seven (07) working days of receiving the request. If denied, the shareholder will receive a written explanation;

d) Shareholders must cover costs for document extraction, photocopying, and postal fees (if applicable).

Article 9. Shareholders' request to convene an extraordinary GMS

Shareholder or a group of shareholders holding at least 5% of the total common shares have the right to request the convening of an Extraordinary GMS (pursuant to Point a, Clause 2, Article 11 of the Company's Charter) by following these steps:

1. Shareholder/Group of shareholders submits a written request to the BOD's office - Shareholder relations department or the Company's Head office Administration

department via direct submission, postal mail, or email (as per the contact details on the Company's website).

2. The written request must include: full name, contact address, nationality, and legal identification number (for individual shareholders); company name, enterprise code, or legal identification number, and head office address (for institutional shareholders); number of shares owned, date of registration, total shares held by the shareholder group, and ownership percentage in the Company, reason and legal basis for requesting the meeting, signatures of shareholders (including the official seal for institutional shareholders).

   The request must be accompanied by legal documents and evidence proving violations by the BOD, the severity of violations, or decisions that exceed their authority.

3. Within seven (07) working days from the date of receipt, the BOD must provide an official response to the shareholder(s) regarding the request.

4. If the shareholder(s) must self-convene the GMS according to the Law on Enterprises, the Chairperson and CEO are responsible for providing the list of shareholders entitled to attend the meeting.

5. The Company shall reimburse reasonable expenses for convening and conducting the meeting, provided that the convening party submits valid invoices with the Company listed as the buyer.

Article 10. Shareholders' request to add items to the General Meeting Agenda

Shareholder or a group of shareholders holding at least 5% of the total common shares have the right to propose additional agenda items for the GMS (pursuant to Point c, Clause 2, Article 11 of the Company's Charter) by following these steps:

1. Shareholder/Group of shareholders submits a written request to the BOD's office - Shareholder relations department or the Company's Head office Administration department via direct submission, postal mail, or email (as per the contact details on the Company's website) at least three (03) working days before the scheduled date of the GMS.

   The proposing shareholder(s) must provide the necessary documents to the Chairperson for inclusion in the meeting materials.

2. The written request must include: full name, contact address, nationality, and legal identification number (for individual shareholders); company name, enterprise code, or legal identification number, and head office address (for institutional shareholders); number of shares owned, date of registration, total shares held by the shareholder group, and ownership percentage in the Company, the proposed agenda item(s) for the meeting, signatures of shareholders (including the official seal for institutional shareholders).

3. The organizer of the GMS will review and process the request. Shareholders will be notified whether their request has been approved or rejected, with the reasons for rejection clearly stated.

4. If approved, the proposed item(s) will be included in the draft agenda for the GMS.

   The proposed item(s) will be officially added to the meeting agenda if the GMS approves them.

5. If the proposal is rejected, the organizer must provide a written response stating the reasons for rejection at least two (02) working days before the scheduled GMS.

Article 11. Shareholders' request to work directly with the BOD and CEO

1. Shareholders who wish to work directly with the BOD or CEO to discuss, propose, complain, denounce, or address any other matters must register with the The person in charge of corporate governance.

2. The person in charge of corporate governance is responsible for informing the Chairperson of the BOD and/or CEO to arrange a suitable meeting schedule. Based on the work schedule and the necessity of the requested content, the Chairperson of the BOD or CEO will decide whether to meet with the Shareholder directly or appoint an authorized representative to attend the meeting. The person in charge of corporate governance will notify the Shareholder of the meeting schedule and prepare relevant documents, if applicable.

3. The person in charge of corporate governance is responsible for recording the meeting minutes and archiving them in the Company's records.

4. Depending on the Company's situation and shareholders' requests, the BOD will determine the organization and method of meetings and discussions with the Company's shareholders.

Article 12. Providing information to shareholders

1. The Company's information is provided to shareholders through the following channels:

- The Company's official website;
- Reports and official disclosures in accordance with legal regulations on reporting and information disclosure for securities companies and listed organizations;
- The Company's press releases;
- Statements from the Chairperson, the CEO, or an authorized information disclosure representative;
- Other officially issued reports and documents available to all Shareholders or the public

2. The Company facilitates Shareholders and the public in accessing official information from the Company promptly and accurately.

3. The Company's website, reports, and information disclosures are available in both Vietnamese and English, with Vietnamese being the official language. In cases of unclear content, discrepancies, or disputes, the Vietnamese version will take precedence.

CHAPTER III

THE GENERAL MEETING OF SHAREHOLDERS

Article 13. Procedures for Conducting the GMS and Passing Resolutions by Voting at the Meeting

The procedures shall comply with the Company's Charter and relevant legal regulations. The key steps for conducting the GMS and passing resolutions by voting at the meeting include:

1. Authority to convene the GMS: As stipulated in Article 17 of the Charter.

2. Preparation of the List of Shareholders entitled to attend the Meeting: As stipulated in Clause 2, Article 17 of the Charter.

3. Notice on finalizing the List of Shareholders entitled to attend the Meeting: As stipulated in Clause 2, Article 17 of the Charter.

4. Notice of convening the GMS: As stipulated in Clause 3, Article 17 of the Charter.

5. Agenda and content of the GMS:

a) The person responsible for preparing the meeting agenda and content: As stipulated in Clause 2, Article 17 of the Charter.

b) Regulations on shareholder proposals for the meeting agenda: As stipulated in Clauses 4, 5, and 6, Article 17 of the Charter.

6. Authorization for representatives to attend the GMS: As stipulated in Article 15 of the Charter.

7. Registration for attendance: Shareholders must register for attendance as specified in the Notice of invitation to the GMS.

8. Conditions for holding the Meeting: As stipulated in Article 18 of the Charter.

9. Method of passing Resolutions at the GMS: As stipulated in Article 19 of the Charter.

10. Voting procedures: Shareholders shall vote according to the guidelines/regulations specified in the Working Regulations of the GMS.

11. Vote counting procedures: As stipulated in Clause 5, Article 21 of the Charter and the Working Regulations of the GMS.

12. Conditions for Resolution approval: As stipulated in Article 20 of the Charter.

13. Announcement of vote counting results:

a) Preparation and announcement of the Vote counting minutes:

- After vote counting is completed, the Vote counting committee shall prepare the Vote counting minutes.
- The Minutes must include the following key contents:
  - Time and place of vote counting;
  - Composition of the Vote counting committee;
  - Total number of shareholders attending the meeting;
  - Total number of shareholders participating in the election/voting;
  - Number of valid and invalid ballots and their respective ratios;
  - Number of votes in favor, against, and abstentions for each issue approved at the GMS; number of votes received by each candidate.
  - Signatures of the members of the Vote counting committee and confirmation from shareholder representatives.

b) The voting results shall be announced immediately at the GMS after the vote counting is

completed.

14. Objection to Resolutions of the GMS: As stipulated in Article 23 of the Charter.

15. Preparation of Meeting Minutes: As stipulated in Article 22 of the Charter.

16. Disclosure of Resolutions of the GMS: As stipulated in Article 22 of the Charter and relevant legal regulations on information disclosure.

Article 14. Procedures for passing Resolutions of the GMS by collecting written opinions

1. Cases where written opinion collection is permitted or not permitted: The BOD has the authority to collect shareholders' written opinions to pass resolutions of the GMS when deemed necessary for the benefit of the Company.

2. Procedures for passing Resolutions by collecting written opinions: As stipulated in Article 21 of the Charter and relevant legal regulations.

Article 15. Procedures for conducting the GMS and passing Resolutions via online meetings or hybrid meetings

1. The Company is permitted to apply modern information technology to allow shareholders to attend and express their opinions at the GMS via online meetings, electronic voting, or other electronic means in accordance with relevant legal regulations.

2. The Company shall develop Regulations on organizing the GMS via online meetings and electronic voting. These Regulations shall include the following key contents:

a) Notice of convening the online GMS;

b) Registration procedures for attending the online GMS;

c) Authorization for representatives to attend the online GMS;

d) Conditions for holding the meeting;

e) Methods of passing resolutions at the online GMS;

f) Electronic voting procedures;

g) Online vote counting procedures;

h) Announcement of vote counting results;

i) Preparation of meeting minutes;

j) Disclosure of Resolutions of the GMS.

Article 16. Language used in the GMS

1. The official language used in the GMS is Vietnamese.

2. If the Chairperson does not appoint an official interpreter for the meeting, foreign shareholders have the right to bring their own interpreter when attending the General Meeting. However, they must notify the Organizing committee in advance when registering for the meeting to arrange appropriate seating for the interpreter.

CHAPTER IV

THE BOARD OF DIRECTORS

Article 17. Roles, rights and obligations of the BOD, responsibilities of BOD's members

As stipulated in Article 26 of the Company's Charter and relevant legal regulations.

Article 18. Nomination, election, appointment, and dismissal of BOD's members

1. Term and number of BOD's members: As stipulated in Clauses 1 and 2, Article 25 of the Charter and relevant legal regulations.
2. Structure, qualifications, and conditions of BOD's members: As stipulated in Clause 3, Article 25, and Clauses 4 and 5, Article 24 of the Charter, as well as relevant legal regulations.
3. Nomination and candidacy for BOD's members: As stipulated in Clauses 2 and 3, Article 24 of the Charter and relevant legal regulations.
4. Election method for BOD's members: As stipulated in Clause 6, Article 24 of the Charter and relevant legal regulations.
5. Cases of dismissal, removal, and replacement of BOD's members: As stipulated in Article 30 of the Charter and relevant legal regulations.
6. Notification of election, dismissal, and removal of BOD's members: As per legal requirements on information disclosure.
7. Method of introducing candidates for BOD's members: As stipulated in Clause 1, Article 24 of the Charter and relevant legal regulations.
8. Election, dismissal, and removal of the Chairperson: As stipulated in Article 28 and Clause 1, Article 29 of the Charter and relevant legal regulations

Article 19. Remuneration and benefits of BOD's members

The remuneration and benefits of BOD's members are stipulated in Article 27 of the Charter and relevant legal regulations.

Article 20. Procedures for organizing BOD Meetings

1. Minimum number of meetings per month/quarter/year: As stipulated in Clause 2, Article 29 of the Charter and relevant legal regulations.
2. Cases requiring extraordinary Board meetings: As stipulated in Clauses 3, 4, and 5, Article 29 of the Charter and relevant legal regulations.
3. Notice of Board meetings (including time, location, agenda, discussion, and decision-making topics): As stipulated in Clauses 6 and 7, Article 29 of the Charter and relevant legal regulations.
4. Conditions for holding Board meetings: As stipulated in Clause 8, Article 29 of the Charter and relevant legal regulations.
5. Voting method: As stipulated in Clauses 9, 10, 11, and 12, Article 29 of the Charter and relevant legal regulations.
6. Resolution approval method of the BOD: As stipulated in Clause 14, Article 29 of the Charter and relevant legal regulations.
7. Authorization for attendance and voting at Board meetings: A member may authorize another person to attend and vote if approved by the majority of the BOD's members.
8. Meeting minutes of the BOD: As stipulated in Article 18 of the Regulations on

Organization and Operation of the BOD and relevant legal regulations.

9. Cases where the Chairperson and/or Secretary refuse to sign the meeting minutes: As stipulated in Article 19 of the Regulations on Organization and Operation of the BOD and relevant legal regulations.

10. Announcement of BOD's resolutions and decisions: As stipulated in Article 26 of this Regulation and relevant legal regulations.

Article 21. Audit Committee

1. Rights and obligations of the Audit Committee:

As stipulated in Article 39 of the Charter and relevant legal regulations:

2. Nomination and candidacy for Audit Committee members:

a) Term, number, qualifications, and structure of the Audit Committee: As stipulated in Article 38 of the Charter and relevant legal regulations.

b) Nomination and candidacy of Audit Committee members: As stipulated in Article 37 of the Charter and relevant legal regulations.

3. Operations of the Audit Committee: As stipulated in Articles 40 and 41 of the Charter and relevant legal regulations.

Article 22. Subcommittees/departments/units under the BOD

As stipulated in Article 31 of the Charter, the Regulations on Organization and Operation of the BOD, and relevant legal regulations.

Article 23. Selection, appointment and dismissal of the The person in charge of corporate governance

The The person in charge of corporate governance shall be selected, appointed, and shall operate in compliance with Article 32 of the Charter and relevant legal regulations.

CHAPTER VI

CEO AND OTHER EXECUTIVES

Article 24. Roles, responsibilities, rights and obligations of the CEO

As stipulated in Article 35 of the Company's Charter, internal regulations, and relevant legal regulations.

Article 25. Appointment, dismissal, contract signing and termination with the CEO

1. Term, qualifications, and conditions of the CEO: As stipulated in Clauses 1 and 2, Article 34 of the Charter and relevant legal regulations.

2. Dismissal of the CEO: As stipulated in Clause 6, Article 34 of the Charter and relevant legal regulations.

3. Appointment and employment contract with the CEO:

The appointment of the CEO follows Clause 1, Article 34 of the Charter.

The employment contract with the CEO is in accordance with sub-clause (viii), point a, Clause 2, Article 26 of the Charter, the Labor Regulations, the Company's human resource

management policies, and relevant legal regulations.

4. Dismissal and termination of the employment contract with the CEO: As stipulated in sub-clause (viii), point a, Clause 2, Article 26 of the Charter, the Labor Regulations, the Company's human resource management policies, and relevant legal regulations.

5. Notification of appointment, dismissal, contract signing, and termination of the CEO: As per legal requirements on information disclosure.

6. Salary and other benefits of the CEO: As stipulated in Clause 4, Article 34 of the Charter and relevant legal regulations.

CHAPTER VII

COORDINATION OF ACTIVITIES

BETWEEN THE BOARD OF DIRECTORS AND THE BOARD OF MANAGEMENT

Article 26. Procedures for convening, notifying meetings, recording minutes, and announcing meeting results between the BOD and the CEO

1. At Board of Directors meetings, the Chairperson of the BOD may invite the Board of Management to attend if deemed necessary. The CEO has the right to attend Board meetings with the Chairperson's approval, may express opinions, but is not allowed to vote.

2. At important Board of Management meetings, the CEO may invite certain BOD's members and members of the Board's subcommittees/departments/units to attend.

3. When necessary, the Chairperson of the Board and/or the CEO may propose/request the participation of the BOD and/or the Board of Management in meetings that involve both parties.

4. Meeting notifications in cases specified in Clauses 1, 2, and 3 of this Article shall comply with the procedures for convening the Board/Board of Management meetings as stipulated in the Company's Charter and internal regulations.

5. Meeting invitations from the BOD and the Board of Management must specify the time, location, agenda, and include relevant documents, which must be sent at least three (03) days before the meeting date.

6. Meeting minutes must be distributed to all attendees within seven (07) days from the meeting date.

7. All resolutions and decisions of the BOD, as well as general governance documents issued by the Board, must be sent to the CEO within seven (07) days from the conclusion of the meeting.

Article 27. Reporting by the CEO to the BOD on assigned responsibilities, implementation of Resolutions, and other delegated matters

1. The CEO is responsible for reporting to the Board on the execution of assigned duties and powers, ensuring the following principles:

a) Reports must be accurate, objective, truthful, complete, and timely, reflecting the actual operational situation, business performance, and key matters concerning the Company.

b) Reports must follow standardized templates (if applicable) or comply with specific Board requests.

c) Reports must clearly present all required content, include analysis, assessments, and solution proposals (if applicable), and be accompanied by supporting documents to substantiate key report elements.

d) Reports must be prepared, submitted, and delivered within the timeframe and format required by the BOD.

2. The CEO is accountable to the Board for the accuracy and content of reports.

3. The Board has the right to request additional information or clarification on report contents as necessary.

4. The Board establishes specific reporting requirements, directives, and guidelines for the CEO.

5. The Board may review, recommend, or request adjustments to the CEO's implementation of resolutions and delegated matters to ensure alignment with the Company's objectives and interests.

Article 28. Matters the CEO must report, provide information on and the reporting methodology to the BOD

1. The CEO must report and provide information to the Board on periodic and extraordinary matters as required by law, the Company's Charter, internal regulations, and the Board's directives.

2. The reporting, notification, and information provision processes must comply with applicable laws, the Company's Charter, internal regulations, and Board requirements.

3. The Board establishes specific regulations, requirements, and directives concerning the CEO's reporting and information provision activities.

Article 29. Coordination in oversight, management, and supervision between the BOD, Board sub-units, BOD's members, and the Board of Management

1. General coordination principles:

- Compliance with laws, the Charter, and internal Company regulations;
- Respect for each unit's authority;
- Effective coordination to prevent overlaps or gaps in management, operation, and supervision;
- Close cooperation and continuous communication among the Board, its subunits, BOD's members, and the Board of Management, ensuring the fulfillment of duties and responsibilities effectively.

2. The Board facilitates the Board of Management in fulfilling its functions, while the Board of Management provides necessary support to the Board's subunits and members to execute their assigned duties.

3. Urgent matters under the responsibility of the Board of Management or Board subunits may be addressed directly through discussions, phone calls, or emails with Board of Management members for timely resolution.

4. The CEO is responsible for executing the Board's resolutions and decisions, while the Board oversees and ensures their proper implementation.

5. If the Board of Management identifies any adverse impact from Board resolutions or decisions, it must promptly notify the Chairperson for joint resolution.

6. Proposals and recommendations from the CEO/Board of Management to the Board's subunits, BOD's members, or the Board itself must be reviewed, processed, and responded to in a timely and complete manner within the recipient's scope of authority.

CHAPTER VIII

ANNUAL EVALUATION, REWARD, AND DISCIPLINARY ACTIONS FOR BOD'S MEMBERS, BOARD OF MANAGEMENT, AND OTHER EXECUTIVES

Article 30. Performance evaluation of BOD's Members, Board of Management, and other Executives

The Board conducts an annual evaluation of the performance of each BOD's member, the CEO, and other executives based on assigned duties and responsibilities.

Article 31. Rewards

1. The appointing authority has the discretion to grant rewards to appointees, following labor laws, the Company's Charter, internal regulations, and employment contract agreements.

2. Forms of rewards:

- Certificates of commendation;
- Monetary bonuses;
- Stock options under employee share programs;
- Other forms as determined

3. Reward funds: sourced from the Company's reward fund or other lawful sources as permitted by law.

4. Reward amounts: determined based on the Company's annual business performance.

Article 32. Disciplinary Actions

1. Based on the annual performance evaluation, disciplinary actions are determined in accordance with laws and internal Company regulations. BOD's members, the CEO, and other executives failing to fulfill their responsibilities due to negligence, lack of diligence, or inadequate professional competency shall be held accountable for resulting damages.

2. Major disciplinary violations include:

- Severe breaches of obligations and responsibilities;
- Abuse of power or unauthorized decision-making causing Company losses;
- Violations of information disclosure obligations as per securities regulations;
- Other violations as stipulated by law

3. Disciplinary actions

- Dismissal or removal from position;

- Other measures as per labor laws, the Company's Charter, internal regulations, and employment contracts.

4. In addition, disciplined members must return any benefits obtained from unauthorized actions and/or compensate the Company for damages incurred due to such violations.

CHAPTER IX

FINAL PROVISIONS

Article 33. Implementation Provisions

1. These Regulations consists of IX Chapters and 33 Articles, adopted by the GMS and effective from April 10, 2025.

2. These Regulations is prepared in one (01) official copy and kept at the Company's headquarters.

3. Amendments and supplements to these Regulations shall be decided by the GMS.

FOR AND ON BEHALF OF

THE BOARD OF DIRECTORS

CHAIRMAN

DO QUANG VINH